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

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In re : Chapter 11 Case No.
EXTENDED STAY INC., et al., : 09-____()
Debtors. : (Joint Administration Requested)
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**DEBTORS' MOTION PURSUANT TO SECTIONS 105(a), 345(b),
363(b), 363(c) AND 364(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY
RULES 6003 AND 6004 FOR ORDER (A) AUTHORIZING DEBTORS TO
(i) CONTINUE USING EXISTING CENTRALIZED CASH MANAGEMENT SYSTEM,
AS MODIFIED, (ii) HONOR CERTAIN PREPETITION OBLIGATIONS RELATED
TO THE USE OF THE CASH MANAGEMENT SYSTEM, AND (iii) MAINTAIN
EXISTING BANK ACCOUNTS AND BUSINESS FORMS; (B) EXTENDING
DEBTORS' TIME TO COMPLY WITH OR SEEK A WAIVER OF SECTION
345(b) OF THE BANKRUPTCY CODE, AND (C) SCHEDULING A FINAL HEARING**

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:

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."



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.

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. To efficiently and seamlessly manage their business, the Debtors utilize a centralized cash management system (the “Cash Management System”)² to collect and transfer the funds generated by their hotel properties and disburse those funds to satisfy the obligations under their debt documents and the obligations required to operate their business. The Cash Management System facilitates the Debtors’ cash monitoring, forecasting, and reporting, and enables the Debtors to maintain control over the administration of their bank accounts (the “Bank Accounts”) located at the banks (the “Banks”) and further identified on Exhibit 2 annexed to the proposed order granting the relief requested herein, a copy of which is annexed hereto as “Exhibit B” (the “Proposed Order”).

9. By this Motion, pursuant to sections 105(a), 345(b), 363(b), 363(c), and 364(a) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, the Debtors request (i) authority to continue to operate the Cash Management System on a modified basis, (ii) an extension of time to comply with or seek a waiver of the requirements of section 345(b) of the Bankruptcy Code, and pending such compliance or other agreement of the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”), to maintain existing Bank Accounts, (iii) authority to honor certain prepetition obligations related to the use of the

² As further described herein, the term “Cash Management System” shall encompass (i) the cash management systems of the hotels located both in the United States and Canada (“Canadian Cash Management System”) and (ii) the cash management system of the two properties owned by Debtor ESA UD Properties L.L.C. (the “ESA UD Cash Management System”). The Canadian Cash Management System is structured almost identically to the cash management system in the United States, but functions independently from the U.S. Cash Management System because the Canadian Cash Management System only governs the three hotels located in Canada, and requires separate Canadian bank accounts. The ESA UD Cash Management System, as further detailed below, only collects the revenues from the two properties owned by Debtor ESA UD Properties L.L.C. and those revenues are not deposited into the Cash Management Account (as defined below).

Cash Management System, (iv) authority to maintain existing business forms, and (v) that the Court schedule a final hearing to consider granting the relief requested herein on a final basis.

I.

The Cash Management System

A. Prepetition Cash Management System

10. Certain of the Debtors are borrowers (the “Mortgage Borrowers”)³ under that certain Loan Agreement, dated as of June 11, 2007 (as amended, restated, replaced, supplemented or otherwise modified from time to time, the “Mortgage Loan Agreement”), by and among the Mortgage Borrowers, ESA P Portfolio MD Trust and ESA MD Properties Business Trust (collectively, the “Maryland Owner”), ESA Canada Trustee, Inc. (the “Signatory Trustee”), ESA Canada Properties Trust (the “Canadian Trust”), ESA P Portfolio Operating Lessee Inc., ESA 2005 Operating Lessee Inc., ESA Canada Operating Lessee Inc., and ESA Operating Lessee Inc. (collectively, “Operating Lessee”) and Wachovia Bank, N.A. (“Wachovia”), Bear Stearns Commercial Mortgage, Inc. (“Bear”), and Bank of America, N.A. (“BofA,” and together with Wachovia and Bear, and their respective successors and assigns, the “Mortgage Lenders”). Pursuant to the Mortgage Loan Agreement, and the other documents executed in connection therewith, the Mortgage Lenders extended financing to the Mortgage Borrowers in the aggregate principal amount of \$4.1 billion (the “Mortgage Loan”).

³ The Mortgage Borrowers are as follows: 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 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..

11. In addition, certain of the Debtors are Mezzanine Borrowers⁴ party to a series of Mezzanine Loan Agreements (the “Mezzanine Loan Agreements”), with Wachovia, Bear and BofA, as lenders (together with their respective successors and assigns, the “Mezzanine Lenders”), dated June 11, 2007, pursuant to which the Mezzanine Lenders extended ten tranches of financing to the Mezzanine Borrowers in the aggregate principal amount of approximately \$3.3 billion (the “Mezzanine Loans”).

12. In the ordinary course of business prior to the Commencement Date, the Debtors used the Cash Management System, which is similar to those utilized by other large companies, to efficiently collect, transfer, and distribute funds generated by the Debtors’ business operations, which primarily consist of the revenue generated by the Extended Stay hotels. In the ordinary course of business, the Debtors accurately recorded such collections, transfers, and disbursements as they were made.

13. The components of the Cash Management System are organized around three principal functions: cash collection, concentration, and disbursements. As further described in 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 Motion and Applications, Extended Stay is comprised of two “branches,” consisting of the entities organized

⁴ The “Mezzanine Borrowers” consist of the following entities: ESH/Homestead Mezz L.L.C., ESA P Mezz L.L.C. and ESA Mezz L.L.C. (the “Mezzanine A Borrower”), ESH/Homestead Mezz 2 L.L.C., ESA P Mezz 2 L.L.C. and ESA Mezz 2 L.L.C. (the “Mezzanine B Borrower”), ESH/Homestead Mezz 3 L.L.C., ESA P Mezz 3 L.L.C. and ESA Mezz 3 L.L.C. (the “Mezzanine C Borrower”), ESH/Homestead Mezz 4 L.L.C., ESA P Mezz 4 L.L.C. and ESA Mezz 4 L.L.C. (the “Mezzanine D Borrower”), ESH/Homestead Mezz 5 L.L.C., ESA P Mezz 5 L.L.C. and ESA Mezz 5 L.L.C. (the “Mezzanine E Borrower”), ESH/Homestead Mezz 6 L.L.C., ESA P Mezz 6 L.L.C. and ESA Mezz 6 L.L.C. (the “Mezzanine F Borrower”), ESH/Homestead Mezz 7 L.L.C., ESA P Mezz 7 L.L.C. and ESA Mezz 7 L.L.C. (the “Mezzanine G Borrower”), ESH/Homestead Mezz 8 L.L.C., ESA P Mezz 8 L.L.C. and ESA Mezz 8 L.L.C. (the “Mezzanine H Borrower”), ESH/Homestead Mezz 9 L.L.C., ESA P Mezz 9 L.L.C. and ESA Mezz 9 L.L.C. (the “Mezzanine I Borrower”), ESH/Homestead Mezz 10 L.L.C., ESA P Mezz 10 L.L.C. and ESA Mezz 10 L.L.C. (the “Mezzanine J Borrower”). Each Mezzanine Borrower is party to its respective “Mezzanine Loan.”

under Extended Stay Inc. (“ESI”) and Homestead Village L.L.C. (“Homestead”). The ESI and Homestead branches utilize the identical cash management system, in both form and substance. As such, there are four different avenues by which revenue is collected from the hotels, and then processed through the Cash Management System: (i) through the ESI branch, (ii) through the Homestead branch,⁵ (iii) through the Canadian properties, and (iv) through ESA UD Properties L.L.C. Given the complexity of the Cash Management System and the hundreds of Extended Stay Bank Accounts, this Motion describes the highlights of the Cash Management System and does not describe every Bank Account.

(1) Cash Collection

14. The Debtors generate and receive funds primarily from payment by guests for hotel stays at the Extended Stay hotels they own or lease across 44 states in the United States and 2 provinces in Canada. The Debtors’ receipts are generated from four sources: (i) payments made by cash or check sales at the Extended Stay hotels, (ii) collection of credit card receivables, (iii) direct billing, and (iv) receipt of rent from the properties. The Debtors accept payment by cash, check or credit card in each of their hotels, and depending on the source of payment, the revenue is processed by the Debtors pursuant to alternative routes.

15. At each of the Extended Stay hotels, Extended Stay customers paying cash are required to provide full payment for their stay upon check-in for up to one week’s room charges. The revenue generated from cash sales (the “Cash Sales”) is reconciled at the end of each day (the “Night Audit”). Each of the Extended Stay hotels has a local bank depository

⁵ The Homestead branch also includes ES-NAV L.L.C. and HVI (2) L.L.C. which collectively lease 18 hotels managed by HVM. ES-NAV L.L.C. and HVI(2) L.L.C. are non-Debtors and these 18 hotels are not affected by these chapter 11 cases. ES-NAV L.L.C. and HVI(2) L.L.C. also utilize an identical system to collect revenue as their affiliates, but are not included in this description of the Cash Management System.

account (the “Local Bank Accounts”),⁶ and makes a daily deposit of the proceeds of Cash Sales into each Local Bank Account for each Extended Stay hotel. The Local Bank Accounts are set up at various banks across the United States, depending on the locale of the hotel property itself.

16. If the Extended Stay guest is paying with a credit card, the guest is charged for the full length of the stay (if less than seven days) upon checking into the hotel. If the guest is staying longer than a week, the credit card is charged weekly for each respective seven day period. The Debtors have entered into arrangements with various credit card companies to process the credit card sales (the “Credit Card Sales”) upon check-in. It takes approximately three days for the credit card settlements to be deposited into a separate series of accounts created to hold the proceeds of Credit Card Sales (the “Credit Card Settlement Accounts”).

17. The Debtors also have certain direct billing arrangements with third parties, and separate accounts for such sales (the “Direct Billing Accounts”). In addition, any rents for any of the office building are deposited into separate accounts (the “Rent Receipts Accounts”). Together, the Local Bank Accounts, the Credit Card Settlement Accounts, the Direct Billing Accounts and the Rent Receipt Accounts shall be referred to as the “Property Accounts.”

(2) The Cash Management Account

18. In accordance with the terms of blocked account agreements among the Mortgage Lenders, the Debtors, and the Banks, funds collected into the Property Accounts (collectively, “Collection Account Funds”) are consolidated by each Bank and automatically swept, usually on a daily basis, into a concentration master account 5000000155044, entitled

⁶ Depending on the local bank, the Local Bank Accounts are either structured with a master account and/or a sub-account.

“ESA P Portfolio L.L.C. for the benefit of Wachovia Bank, National Association, Bear Stearns Commercial Mortgage, Inc. and Bank of America, N.A., collectively as lender,” maintained at Wachovia Bank, National Association, as “Agent” for the Mortgage Lenders (the “Cash Management Account”).

(3) The “Waterfall”

19. The requirements for the Cash Management Account were set forth in the Cash Management Agreement among the Mortgage Lenders, the Maryland Owner, the Canadian Owner, the Operating Lessee, HVM, Homestead, and the Mortgage Borrowers, dated as of June 11, 2007, and the separate Cash Management Agreements between the Mezzanine Borrowers and each Mezzanine Lender, dated as of June 11, 2007 (collectively, the “Cash Management Agreement”). Pursuant to the Cash Management Agreement, the parties agreed on a priority of payments for the Debtors’ obligations and established a number of separate subaccounts, the funds in which would be available to satisfy certain categories of the Debtors’ obligations. Prior to the Commencement Date, the Agent allocated the funds in the Cash Management Account to each of the subaccounts as provided in the Cash Management Agreement (the “Waterfall”). Disbursements through the Waterfall were allocated for the payment of debt service on the Mortgage Loan and the Mezzanine Loans, payment of HVM’s management fees, taxes and insurance, among other things. Funds from the Waterfall were paid to ESA P Portfolio L.L.C.’s concentration account at Bank of America (the “Concentration Account”), according to the provisions of the Cash Management Agreement for disbursements from the Waterfall.

(4) Canadian Cash Management System

20. The Debtors own three hotels in Canada, which are located in two different provinces. The Canadian Debtors are managed by HVM and HVM Canada Hotel Management ULC (Alberta) (“HVM Canada”), a subsidiary of HVM, which operates within the

Canadian Cash Management System in an identical capacity as HVM in the United States. The Canadian hotels operate almost independently of the hotels located in the United States, mirroring the Cash Management System utilized in the United States. Accordingly, the daily revenue received by the Canadian hotels, in the form of either cash or credit card payments, is swept into local bank accounts at TD Canada Trust or BoA Canada, in the name of ESA Canada Operating Lessee Inc. (collectively, the “Local Canadian Bank Accounts”). There are two separate concentration bank accounts that collect cash payments, one for Canadian currency and one for United States dollars. The funds in the Local Canadian Bank Accounts are swept into the concentration account held by ESA Canada Operating Lessee, Inc. and ESA Canada Properties Trust (the “Canadian Concentration Accounts,” and together with the Local Canadian Bank Accounts, the “Canadian Bank Accounts”), and the Canadian Concentration Accounts fund HVM Canada.

21. HVM Canada has three main bank accounts: (i) a checking account for the Canadian currency, utilized to pay Canadian trade vendors, and other third parties, (ii) a checking account for United States dollars, utilized to pay trade vendors and third parties in US currency, and (iii) a payroll account, utilized to produce payroll checks and satisfy direct deposit obligations.

(5) ESA UD Properties Cash Management System

22. Debtor ESA UD Properties L.L.C. owns two properties, located in Finley, Ohio and Wilkes Barre, Pennsylvania (the “ESA UD Properties”). The ESA UD Properties utilize an identical Cash Management System to collect the revenues generated by the two hotels in Ohio and Pennsylvania. The revenue from the ESA UD Properties is collected by local bank accounts (the “ESA UD Properties Bank Accounts”), but because the ESA UD Properties were not pledged as collateral for the Mortgage Loan, that revenue is not swept into the Cash

Management Account. However, HVM manages the ESA UD Properties and accordingly, HVM has limited access to the ESA UD Properties Bank Accounts in order to utilize those funds to pay, for example, the employees and utility providers at the ESA UD Properties.

B. Investments

23. As a result of their daily operations and the mechanics of the Waterfall, some of the revenue distributed to certain of the subaccounts in the Cash Management Account are allocated to the Debtors' concentration accounts at Bank of America (the "Concentration Accounts"). On occasion, the Debtors had excess cash in their Concentration Accounts. The Debtors' prepetition practice was to invest such excess cash from time to time in certain high quality money market accounts at Bank of America Securities and HSBC Treasury Fund (the "Money Market Accounts"). As of the Commencement Date, there were no funds in any of the Debtors' Money Market Accounts. Prior to the Commencement Date, Extended Stay discontinued any investments of excess cash in the Concentration Accounts, except as set forth in this paragraph.

C. Proposed Postpetition Cash Management System

24. Given the complexity of the existing Cash Management System, the confusion and inefficiency that would be caused by trying to alter any of the Local Bank Accounts across 44 states, the Canadian Local Bank Accounts, or the ESA UD Properties Bank Accounts, and the agreement that the Debtors have reached with the Certificate Holders (as defined in the Cash Collateral Motion) to use the Supporting Certificate Holders' Cash Collateral,⁷ the Debtors have determined to continue their prepetition cash management practices in the postpetition period to a large extent.

⁷ Contemporaneously herewith, the Debtors have filed the Debtors' Motion for Order (A) (i) Authorizing Use of Cash Collateral, (ii) Granting Adequate Protection, and (iii) Modifying the Automatic Stay, and

25. The Debtors propose that revenue generated from all of the hotels continue to be collected in the Property Accounts, the Local Canadian Bank Accounts and the ESA UD Properties Bank Accounts. In order to avoid any unnecessary disruption, the Collection Account Funds would continue to be transferred to the Cash Management Account. However, the Debtors propose that all funds in the Cash Management Account, whether deposited prior or subsequent to the Commencement Date, be swept into a new bank account at Wachovia (the “Extended Stay DIP Lockbox”), on a daily basis (or as often as practicable).⁸ The Canadian Cash Management System and the ESA UD Properties Cash Management System would remain in place and continue unaffected. The Debtors submit that the creation of the Extended Stay DIP Lockbox will allow the Debtors to continue to collect the revenue generated by the hotels at a local level, in an uninterrupted fashion, and will also allow the Debtors to more efficiently address the current funding needs of the business. The Debtors’ use of the funds in the Extended Stay DIP Lockbox will be strictly limited by the Budget (as defined in the Cash Collateral Motion), agreed to by the Debtors and the Supporting Certificate Holders.

26. The continuation of the Cash Management System, as modified, and the use of Cash Collateral pursuant to the Cash Collateral Order will ensure that the Debtors have the wherewithal to fund amounts necessary to pay all of the obligations attendant to the day to day operations of the Extended Stay hotels.

(B) Scheduling A Final Hearing Pursuant to Bankruptcy Rule 4001 (the “Cash Collateral Motion”) and Debtors’ Motion Pursuant to Sections 105 and 363(b) of the Bankruptcy Code for Authorization to Reimburse HVM L.L.C. for Critical Operating Expenses Incurred on Debtors’ Behalf Prior to the Commencement Date.

⁸ The terms governing the deposit and use of such funds are set forth in the Cash Collateral Motion.

II.

Continuation of the Debtors' Centralized Cash Management System, As Modified, Is in the Best Interests of the Debtors, Their Estates, and All Parties in Interest

27. The Debtors' Cash Management System constitutes an ordinary course, essential business practice providing significant benefits to the Debtors including, *inter alia*, the ability to (i) control corporate funds, (ii) ensure the availability of funds when necessary, (iii) invest idle cash, and (iv) reduce costs and administrative expenses by facilitating the movement of funds and the development of more timely and accurate account balance information. Any disruption of the Cash Management System could have a severe and adverse impact upon the Debtors' reorganization efforts and the underlying value of the Debtors' assets.

28. The operation of the Debtors' business requires that the Cash Management System continue during the pendency of these chapter 11 cases. Requiring the Debtors to adopt new, segmented cash management systems at this critical stage of these cases, or to extract the Debtors from the Cash Management System, would be expensive, create unnecessary administrative burdens, and be extraordinarily disruptive to the operation of the hotel business. There are hundreds of Property Accounts related to the entire portfolio of Extended Stay hotels across 44 states and 2 Canadian provinces, and the current Cash Management System has seamlessly and efficiently operated to collect the revenue generated at the property levels and disburse such funds to operate the hotel business. Any such disruption could have a severe and adverse impact upon the Debtors' ability to reorganize, as well as on the value of the Extended Stay portfolio of hotels. Consequently, maintenance of the existing Cash Management System is not only essential but in the best interests of all creditors and other parties-in-interest.

29. Accordingly, the Debtors request that the Court authorize and direct the Banks continue the automatic transfer of all available funds from the Property Accounts to the

Cash Management Account on a daily basis (or as often as practicable), and authorize and direct that Wachovia transfer all funds in the Cash Management Account to the Extended Stay DIP Lockbox on a daily basis (or as often as practicable). The Canadian Cash Management System and the ESA UD Properties Cash Management System would remain in place and continue unaffected. As noted above, currently, the Debtors do not have access to any of the Collection Account Funds once they have been transferred to the existing Cash Management Account, except through the Waterfall as dictated by the Cash Management Agreement. Thus, without the relief requested herein, the Debtors would not be able to access the funds that have already been deposited in the Cash Management Account or funds that are received into that account after the Commencement Date.

30. In furtherance of the foregoing, the Debtors request that all Banks at which their Bank Accounts are maintained be authorized and directed to continue to administer such accounts as they were maintained prepetition, without interruption and in the usual and ordinary course. The Banks in which disbursement accounts exist should also be authorized and directed to pay any and all drafts, wires, and ACH transfers issued on the Bank Accounts for payment of any claims arising on or after the Commencement Date so long as sufficient funds are in these accounts.

31. The Debtors will continue to maintain all receipts and disbursements and records of all postpetition transfers within the Cash Management System. In this way, all transfers and transactions will be properly documented, and accurate intercompany balances will be maintained. As a result, the Debtors will be able to accurately document and record the transactions occurring within the Cash Management System, including intercompany transfers, for the benefit of all parties in interest.

32. The Debtors will maintain their books and records relating to the Cash Management System to the same extent the books and records were maintained before the Commencement Date. Based on the foregoing, the Debtors believe that maintenance of the existing Cash Management System is in the best interests of their estates and all parties in interest. Therefore, the Debtors seek authority to maintain and use their Cash Management System, as modified, during their chapter 11 cases.

33. The continuation of the Debtors' Cash Management System, as modified herein, is permitted by Section 363(c)(1) of the Bankruptcy Code. Section 363(c)(1) of the Bankruptcy Code authorizes the debtor in possession to "use property of the estate in the ordinary course of business without notice or a hearing." 11 U.S.C. § 363(c)(1). The purpose of section 363(c)(1) of the Bankruptcy Code is to provide a debtor in possession with the flexibility to engage in the ordinary course transactions required to operate its business without unneeded oversight by its creditors or the court. Med. Malpractice Ins. Ass'n v. Hirsch (In re Lavigne), 114 F.3d 379, 384 (2d Cir. 1997); In re Enron Corp., No. 01-16034 (ALG), 2003 WL 1562202, at *15 (Bankr. S.D.N.Y. Mar. 21, 2003); Chaney v. Official Comm. of Unsecured Creditors of Crystal Apparel, Inc. (In re Crystal Apparel, Inc.), 207 B.R. 406, 409 (S.D.N.Y. 1997).

34. Included within the purview of section 363(c) is a debtor's ability to continue the "routine transactions" necessitated by a debtor's cash management system. Amdura Nat'l Distrib. Co. v. Amdura Corp. (In re Amdura Corp.), 75 F.3d 1447, 1453 (10th Cir. 1996). A debtor's request for authorization to continue to use its existing cash management system has been held to be entirely consistent with section 363(c)(1) of the Bankruptcy Code, which allows a debtor-in-possession to "use property of the estate in the ordinary course of business." See Charter Co. v. Prudential Ins. Co. of Am. (In re Charter Co.), 778 F.2d 617, 621 (11th Cir. 1985).

Accordingly, the Debtors seek authority under section 363(c)(1) of the Bankruptcy Code to continue the collection, concentration, and disbursement, including intercompany transfers, of cash pursuant to their Cash Management System described above, as modified.

35. To the extent the movement of cash between Debtors and non-Debtors is out of the ordinary course of business, it is permitted by sections 363(b)(1) and 105(a) of the Bankruptcy Code, as it is justified by the unique facts and circumstances of these cases. Section 363(b)(1) of the Bankruptcy Code provides, in pertinent part, that “[t]he trustee, after notice and a hearing, may use, sell, or lease, other than in the ordinary course of business, property of the estate.” 11 U.S.C. § 363(b)(1). Section 105(a) of the Bankruptcy Code further provides:

The court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title. No provision of this title providing for the raising of an issue by a party in interest shall be construed to preclude the court from, *sua sponte*, taking any action or making any determination necessary or appropriate to enforce or implement court orders or rules, or to prevent an abuse of process.

11 U.S.C. § 105(a).

36. As the United States Bankruptcy Court for the Southern District of New York has held, “[w]here the debtor articulates a reasonable basis for its business decisions (as distinct from a decision made arbitrarily or capriciously), courts will generally not entertain objections to the debtor’s conduct.” Comm. of Asbestos-Related Litigants v. Johns-Manville Corp. (In re Johns-Manville Corp.), 60 B.R. 612, 616 (Bankr. S.D.N.Y. 1986). When a valid business justification exists, the law vests the debtor’s decision to use property out of the ordinary course of business with a strong presumption that “in making a business decision the directors of a corporation acted on an informed basis, in good faith and in the honest belief that the action taken was in the best interests of the company.” Official Comm. of Subordinated

Bondholders v. Integrated Res., Inc. (In re Integrated Res., Inc.), 147 B.R. 650, 656 (S.D.N.Y. 1992) (quoting Smith v. Van Gorkom, 488 A.2d 858, 872 (Del. 1985)).

37. The Court may exercise its equitable powers to grant the relief requested herein. Section 105(a) of the Bankruptcy Code empowers the Court to “issue any order, process, or judgment that is necessary to carry out the provisions of this title.” 11 U.S.C. § 105(a). Continuing the Cash Management System is vital to the efficient and economic administration of these chapter 11 cases, and the automatic transfers are necessary to allow meaningful use of the Cash Management System and to effectuate the relief requested in the Cash Collateral Motion. Therefore, it is within the Court’s equitable power under section 105(a) to approve the continued use of the Cash Management System, as modified herein.

38. These procedures are similar to those employed by comparable corporate enterprises. Moreover, the relief requested herein has been routinely granted in other chapter 11 cases. See, e.g., In re Gen. Growth Props., Inc., Case No. 09-11977 (ALG) (Bankr. S.D.N.Y. April 17, 2009) [Doc. No. 43]; In re BearingPoint, Inc., Case No. 09-10691 (REG) (Bankr. S.D.N.Y. March 13, 2009) [Docket No. 221]; In re Lehman Brothers Holding Inc., et al., Case No. 08-13555 (JMP) (Bankr. S.D.N.Y. October 20, 2008) [Doc. No. 1138]; In re Lenox Sales, Inc., et al., Case No. 08-14679 (ALG) (Bankr. S.D.N.Y. November 25, 2008) [Doc. No. 28]; In re Steve & Barry’s Manhattan L.L.C., et al., Case No. 08-12579 (ALG) (Bankr. S.D.N.Y. July 10, 2008) [Doc. No. 48]; Lexington Precision Corporation, et al., Case No. 08-11153 (MG) (Bankr. S.D.N.Y. Apr. 2, 2008) [Doc. No. 25]; In re PRC, LLC, Case No. 08-10239 (MG) (Bankr. S.D.N.Y. Jan. 25, 2008) [Docket No. 36]; Silicon Graphics, Inc., et al., Case No. 06-10977 (BRL) (Bankr. S.D.N.Y. May 10, 2006) [Doc. No. 47], (Bankr. S.D.N.Y. July 19, 2006) [Doc. No. 375]; Atkins Nutritionals, Inc., et al., Case No. 05-15913 (ALG) (Bankr. S.D.N.Y.

Aug. 1, 2005) [Doc. No. 36]; In re Footstar, Inc. et al., Case No. 04-22350 (ASH) (Bankr. S.D.N.Y. Mar. 3, 2004) [Doc. No. 43], (Bankr. S.D.N.Y. Mar. 31, 2004) [Doc. No. 250]; and In re Loral Space & Commc'ns LTD., et al. Case No. 03-41710 (RDD) (Bankr. S.D.N.Y. July 16, 2003) [Doc. No. 26].⁹ Similar authorization is appropriate in these chapter 11 cases.

39. The Bankruptcy Code also provides a debtor in possession the freedom to obtain unsecured credit and incur unsecured debt in the ordinary course of business without notice and hearing. 11 U.S.C. § 364(a); see, e.g., In re Amdura Corp., 75 F.3d at 1453 (10th Cir. 1996); LNC Inv., Inc. v. First Fidelity Bank, 247 B.R. 38, 45 (S.D.N.Y. 2000); Mulligan v. Sobiech, 131 B.R. 917, 921 (S.D.N.Y. 1991). The Debtors, therefore, seek authorization, to the extent necessary, to obtain unsecured credit and incur unsecured debt in the ordinary operation of their Cash Management System.

40. Based on the foregoing, the Debtors believe that maintenance of the Cash Management System, as modified herein, is in the best interests of their estates and all parties in interest. Therefore, the Debtors seek authority to maintain and use their Cash Management System, as modified herein, during their chapter 11 cases.

III.

Honoring Certain Prepetition Obligations of the Debtors Related to the Cash Management System Is in the Best Interests of the Debtors, Their Estates, and All Parties in Interest

41. In connection with their use of the Cash Management System, the Debtors incur periodic service charges and other fees to the Banks for the maintenance of the Cash Management System (the "Service Charges"). The Debtors believe that there are no unpaid

⁹ 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 Debtors' counsel, including at the hearing to consider the Motion.

prepetition Service Charges as of the Commencement Date. However, out of abundance of caution, the Debtors hereby request authority to pay the prepetition Service Charges, if any, that remain unpaid as of the Commencement Date. Payment of the prepetition Services Charges is in the best interests of the Debtors, their estates and all parties in interest as it will prevent any disruption to the Cash Management System. Because the Banks have setoff rights for amounts owed with respect to the Service Charges, as a practical matter, payment of any prepetition Service Charges would not affect the distribution available for unsecured creditors.

42. Accordingly, by this Motion, the Debtors seek authority, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004 to continue, at the Debtors' sole discretion, payment of the prepetition Service Charges, if any. The Debtors submit that the facts cited herein illustrate that the relief requested is necessary to avoid immediate and irreparable harm to the Debtors and their estates. Based on the foregoing, Bankruptcy Rule 6003 has been satisfied.

43. Furthermore, the Debtors seek a waiver of the notice requirements under Bankruptcy Rule 6004(a) and the stay of the order authorizing the use, sale, or lease of property under Bankruptcy Rule 6004(h).

IV.

Section 345(b) of the Bankruptcy Code

44. Section 345 of the Bankruptcy Code governs a debtor's cash deposits during a chapter 11 case and authorizes deposits of money as "will yield the maximum reasonable net return on such money, taking into account the safety of such deposit or investment." 11 U.S.C. § 345(a). For deposits that are not "insured or guaranteed by the United States or by a department, agency, or instrumentality of the United States or backed by the full faith and credit of the United States," section 345(b) requires the estate to obtain from the entity

with which the money is deposited a bond in favor of the United States and secured by the undertaking of an adequate corporate surety, unless the Court for cause orders otherwise. 11 U.S.C. § 345(a)-(b). In the alternative, the estate may require the entity to deposit governmental securities pursuant to 31 U.S.C. § 9303. Section 9303 provides that when a person is required by law to give a surety bond, that person, in lieu of a surety bond, may provide a governmental obligation. 31 U.S.C. § 9303.

45. Strict compliance with the requirements of section 345(b) of the Bankruptcy Code would, in a case such as this, be inconsistent with section 345(a), which permits a debtor in possession to make such investments of money of the estate “as will yield the maximum reasonable net return on such money.” Thus, in 1994, to avoid “needlessly handcuff[ing] larger, more sophisticated debtors,” Congress amended section 345(b) of the Bankruptcy Code to provide that its strict investment requirements may be waived or modified if the Court so orders “for cause.” 140 Cong. Rec. H. 10,767 (Oct. 4, 1994), 1994 WL 54773.

A. Debtors Are in Compliance With Section 345 of the Bankruptcy Code With Respect to Certain of its Bank Accounts

46. The overwhelming majority of the Bank Accounts are maintained at banks that have been approved by the U.S. Trustee as authorized depositories (“Authorized Depositories”). Accordingly, the Debtors believe that any funds that are deposited in the Authorized Depositories are secure and, thus, the Debtors are in compliance with section 345 of the Bankruptcy Code.

47. Certain Bank Accounts, however, are maintained at Regions Bank (the “Regions Bank Accounts”). Regions Bank is not an Authorized Depository.¹⁰ The Debtors

¹⁰ There are also bank accounts maintained by the Debtors at National City Bank, which is not an Authorized Depository. However, National City Bank was recently merged with PNC Bank, N.A. and PNC Bank N.A. is an Authorized Depository.

anticipate that the Regions Bank Accounts will contain an average balance significantly less than \$250,000 in cash, the amount currently insured by the Federal Deposit Insurance Corporation (the “FDIC”). There are four Regions Bank Accounts covering fourteen of the Debtors’ properties and as of June 9, 2009, there was approximately \$38,000 in aggregate in the Regions Bank Accounts. The Debtors believe that there is little possibility that the Regions Bank Accounts will collectively hold more than \$250,000. The Debtors also believe that accounts containing \$250,000 or less are secure and that they are in compliance with section 345 of the Bankruptcy Code. Moreover, on October 14, 2008, the FDIC announced the Temporary Liquidity Guarantee Program (the “TLGP”), pursuant to which the FDIC offered unlimited FDIC insurance on non-interest bearing business transaction accounts through December 31, 2009. In the future, to the extent funds in the Regions Bank Accounts approach the maximum amount insured by the FDIC, the Debtors propose to engage in discussions with the U.S. Trustee to determine what modifications to those Bank Accounts, if any, are necessary under the circumstances.

48. The Debtors believe that any funds held in the Bank Accounts in Authorized Depositories in excess of the amounts insured by the FDIC or the TLGP are secure and that obtaining bonds to secure these funds, as required by section 345(b) of the Bankruptcy Code, is unnecessary in the context of these cases. “Cause” exists under section 345(b) of the Bankruptcy Code to waive this requirement because, among other considerations, (i) the vast majority of Debtors’ Banks are highly rated, federally-chartered banks subject to supervision by federal banking regulators, (ii) the Debtors retain the right to remove funds held at the Banks and establish new bank accounts as needed, (iii) the cost associated with satisfying the requirements of section 345 is burdensome, and (iv) the process of satisfying those requirements would lead to

needless inefficiencies in the management of the Debtors' business. Moreover, a bond secured by the undertaking of a corporate surety would be prohibitively expensive, if such bond were available at all.

49. Similarly, the Debtors believe that their current investments will provide the protection contemplated by section 345(b) of the Bankruptcy Code, notwithstanding the absence of a "corporate surety" requirement during the 60-day extension period. The Debtors' Investment Accounts conform to the requirements of section 345(b) and provide such protection.

50. Bankruptcy courts in this and other districts have recognized that strict compliance with section 345 of the Bankruptcy Code may be contrary to the Debtors' rehabilitative goals and unduly burdensome and have thus granted relief similar to that requested herein. See, e.g., In re Bearing Point, Inc., Case No. 09-10691 (REG) (Bankr. S.D.N.Y. March 13, 2009) [Doc. No. 221]; In re Lehman Brothers Holdings Inc., Case No. 08-13555 (JMP) (Bankr. S.D.N.Y. Nov. 6, 2008) [Doc. No. 1416]; In re Frontier Airlines Holdings, Inc., Case No. 08-11298 (RDD) (Bankr. S.D.N.Y. May 2, 2008) [Doc. No. 185]; In re Lexington Precision Corp., Case No. 08-11153 (MG) (Bankr. S.D.N.Y. Apr. 22, 2008) [Doc. No. 86]; In re Delphi Corp., Case No. 05-44481 (RDD) (Bankr. S.D.N.Y. Oct. 13, 2005) [Doc. No. 226]; In re WorldCom, Inc., Case No. 02-13533 (AJG) (Bankr. S.D.N.Y. Oct 22, 2002) [Doc. No. 1608]; In re Adelphia Business Solutions, Inc., Case No. 02-11389 (REG) (Bankr. S.D.N.Y. Mar. 27, 2002) [Doc. No. 29]; In re Global Crossing Ltd., Case No. 02-40188 (REG) (Bankr. S.D.N.Y. Jan. 28, 2002) [Doc. No. 52].

B. To the Extent Necessary, the Debtors Seek a 45-Day Extension to Comply with Section 345 of the Bankruptcy Code With Respect to the Canadian Bank Accounts

51. The Debtors have three hotel properties in Canada, and as previously detailed, the revenue from the Canadian hotels is collected in the Canadian Bank Accounts at BofA Canada and TD Canada. With respect to the Canadian Bank Accounts, the Debtors propose to engage in discussions with the U.S. Trustee to determine what modifications to those Bank Accounts, if any, are necessary under the circumstances.

52. To facilitate such discussions, if they become necessary, the Debtors request a 45-day extension, without prejudice to their right to seek further extensions (or such additional time to which the U.S. Trustee may agree) of the time period in which to either comply with section 345(b) of the Bankruptcy Code or to make other arrangements that would be acceptable to the U.S. Trustee under the circumstances. See generally In re Serv. Merchandise Co., Inc., 240 B.R. 894 (Bankr. M.D. Tenn. 1999) (noting that some of the factors to consider in determining whether cause exists “for relief from the strictures of § 345(b)” is whether benefits to the debtors outweigh the harm, if any, to the estate).

C. The Debtors Seek Authority to Modify the Cash Management System to the Extent Necessary

53. If, pursuant to the foregoing discussions with the U.S. Trustee or the implementation of certain Investment Guidelines, it shall become necessary to modify the Cash Management System, the Debtors request authority to make such modifications to the Cash Management System. The Debtors anticipate that the modifications to the Cash Management System may include, without limitation, the opening of new bank or investment accounts.

54. The Debtors request that the Court authorize and direct financial institutions to honor the Debtors’ requests to open or close, as the case may be, the Bank

Accounts or additional bank or investment accounts as may be necessary in connection with the foregoing.

V.

Maintenance of the Debtors' Existing Bank Accounts and Business Forms Is Warranted

55. As part of the Cash Management System, the Debtors maintain hundreds of Local Bank Accounts (including sub-accounts and master accounts) with the financial institutions identified on "Exhibit B" annexed hereto.

56. Rigid adherence to the U.S. Trustee's "Operating Guidelines and Financial Reporting Requirements Required in All Cases Under Chapter 11" would require, as of the Commencement Date, the closure of the Debtors' prepetition bank accounts, the opening of new accounts and the immediate printing of new checks with a "Debtor in Possession" designation on them. If the Debtors are required to strictly comply with these guidelines, their operations would be severely harmed by the disruption, confusion, delay and cost that would most certainly result from the closure of their existing Bank Accounts. Indeed, as described in detail above, the Debtors' Bank Accounts comprise an established cash management system that the Debtors need to maintain to ensure smooth collections and disbursement in the ordinary course of their businesses.

57. Accordingly, the Debtors seek a waiver of the U.S. Trustee requirement that their Bank Accounts be closed and that new postpetition bank accounts be opened. To avoid delays in payments to administrative creditors, to ensure as smooth a transition into chapter 11 as possible with minimal disruption, and to aid in the Debtors' efforts to complete these cases successfully and rapidly, it is important that the Debtors be permitted to continue to maintain their existing Bank Accounts. If necessary, the Debtors should also be permitted to open new

accounts wherever they are needed, regardless of whether such banks are designated depositories in this jurisdiction; provided that if such banks are not designated depositories the Debtors will give the U.S. Trustee notice of such newly-opened accounts. Additionally, the Debtors request they not be required to immediately print new checks and issue invoices with the “Debtors in Possession” designation, but instead be allowed to comply with this requirement on a as-soon-as-practicable basis.

58. Unless otherwise ordered by this Court, no Bank shall honor or pay any check issued on account of a prepetition claim. The Banks may honor any checks issued on account of prepetition claims only where this Court has specifically authorized such checks to be honored. Furthermore, notwithstanding anything to the contrary in any other “first day” order or other order of this Court, the Debtors request the Banks be authorized to accept and honor all representations from the Debtors as to which checks should be honored or dishonored consistent with any order(s) of this Court, whether or not the checks are dated prior to, on, or subsequent to the Commencement Date. The Banks shall not be liable to any party for following the Debtors’ instructions or representations regarding which checks should be honored or for implementing any automatic transfers between the Bank Accounts. The Banks shall also be permitted to accept and process chargebacks against the Bank Accounts arising out of returned deposits into such accounts without regard to the date such returned item was deposited.

59. The Debtors believe that their transition to chapter 11 will be more orderly, with a minimum of harm to operations and minimal costs, if all Bank Accounts are continued following the Commencement Date with the same account numbers; provided, however, that checks issued on account of prepetition claims will not be honored, absent a prior order of the Court. By preserving business continuity and avoiding the disruption and delay to

the Debtors' collection and disbursement procedures that would necessarily result from closing the Bank Accounts and opening new accounts, all parties in interest will be best served.

Accordingly, the Debtors respectfully request authority to maintain the Bank Accounts in the ordinary course of business, to continue utilizing the Cash Management System to manage cash in a manner consistent with prepetition practices, and to pay any ordinary course Service Charges that may be incurred in connection with the Bank Accounts prior to or following the Commencement Date.

60. In other chapter 11 cases, bankruptcy courts have recognized that strict enforcement of the requirement that a debtor in possession close its bank accounts does not serve the rehabilitative process of chapter 11. Accordingly, these courts have waived such requirements and replaced them with alternative procedures similar to those proposed here. See e.g., In re BearingPoint, Inc., Case No. 09-10691 (REG) (Bankr. S.D.N.Y. March 13, 2009) [Docket No. 221]; In re Lehman Brothers Holding Inc., et al., Case No. 08-13555 (JMP) (Bankr. S.D.N.Y. October 20, 2008) [Doc. No. 1138]; In re Steve & Barry's Manhattan L.L.C., et al., Case No. 08-12579 (ALG) (Bankr. S.D.N.Y. July 10, 2008) [Doc. No. 48]; In re Lenox Sales, Inc., et al., Case No. 08-14679 (ALG) (Bankr. S.D.N.Y. November 25, 2008) [Doc. No. 28]; Lexington Precision Corporation, et al., Case No. 08-11153 (MG) (Bankr. S.D.N.Y. Apr. 2, 2008) [Docket No. 25]; In re PRC, LLC, Case No. 08-10239 (MG) (Bankr. S.D.N.Y. Jan. 25, 2008) [Docket No. 36]; Silicon Graphics, Inc., et al., Case No. 06-10977 (BRL) (Bankr. S.D.N.Y. May 10, 2006) [Doc. No. 47], (Bankr. S.D.N.Y. July 19, 2006) [Doc. No. 375]; Atkins Nutritionals, Inc., et al., Case No. 05-15913 (ALG) (Bankr. S.D.N.Y. Aug. 1, 2005) [Doc. No. 36]; In re Footstar, Inc. et al., Case No. 04-22350 (ASH) (Bankr. S.D.N.Y. Mar. 3, 2004) [Doc. No. 43], (Bankr. S.D.N.Y. Mar. 31, 2004) [Doc. No. 250]; and In re Loral Space & Commc'ns

LTD., et al. Case No. 03-41710 (RDD) (Bankr. S.D.N.Y. July 16, 2003) [Doc. No. 26].¹¹

Similar authorization is appropriate in these chapter 11 cases.

61. In addition, to minimize expenses, the Debtors further request that they be authorized to continue to use their correspondence and business forms, including, but not limited to, purchase orders, multi-copy checks, letterhead, envelopes, promotional materials, and other business forms (collectively, the “Business Forms”), substantially in the forms existing immediately before the Commencement Date, without reference to their status as debtors in possession; provided, however, that the Debtors will use reasonable best efforts after the Commencement Date, to print “Debtor in Possession” and the chapter 11 case number under which these cases are being jointly administered on any new check stock.

62. If the Debtors are not permitted to maintain and utilize their Bank Accounts and continue to use their existing Business Forms, the resulting prejudice will include: (i) disruption of the ordinary financial affairs and business operations of the Debtors, (ii) delay in the administration of the Debtors’ estates, and (iii) costs incurred by the estates in order to set up new systems and open new accounts and to print new business forms.

¹¹ 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 Debtors' counsel, including at the hearing to consider the Motion.

The Relief Requested is Appropriate

63. Based upon the foregoing, the Debtors submit that the relief requested herein is essential, appropriate, and in the best interest of the Debtors' estates and their creditors, and therefore, should be granted.

The Debtors Have Satisfied Bankruptcy Rule 6003

64. Bankruptcy Rule 6003 provides that to the extent "relief is necessary to avoid immediate and irreparable harm," a Bankruptcy Court may approve a motion to "pay all or part of a claim that arose before the filing of the petition" prior to twenty days after the Commencement Date. As described herein, the relief requested is essential to preserve business continuity and avoid the disruption and delay to the Debtors' disbursement and collection activities that would necessarily result from closing the Bank Accounts and the opening of new accounts. Moreover, the immediate confusion that would otherwise result, absent the relief requested herein, would severely impair the Debtors' operations, both domestically and abroad, and consequently jeopardize the Debtors' reorganization efforts. Accordingly, the Debtors submit that the relief requested herein is necessary to avoid immediate and irreparable harm, and, therefore, the requirements of Bankruptcy Rule 6003 for expedited relief are satisfied.

Waiver of Bankruptcy Rules 2002(a), 6004(a) and (h)

65. Bankruptcy Rule 6004(a) provides that "[n]otice of a proposed use, sale, or lease of property, other than cash collateral, not in the ordinary course of business shall be given pursuant to Rule 2002(a)(2), (c)(1), (i), and (j)." Bankruptcy Rule 2002(a) provides that at least 20 days' notice by mail shall be given to all creditors and indenture trustees of "a proposed use, sale, or lease of property of the estate other than in the ordinary course of business, unless the court for cause shown shortens the time or directs another method of giving notice." Bankruptcy Rule 6004(h) provides that an "order authorizing the use, sale, or lease of property ...

is stayed until the expiration of 10 days after entry of the order, unless the court orders otherwise.”

66. Based upon the foregoing and to implement the relief requested successfully, the Debtors request that the Court waive the notice requirements under Bankruptcy Rules 2002(a) and 6004(a) and the ten-day stay of an order authorizing the use, sale, or lease of property under Bankruptcy Rule 6004(h).

Notice

67. 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.

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

WHEREFORE the Debtors respectfully requests 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

| 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 |
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| 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

Proposed Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
: **Chapter 11 Case No.**
: **09-____()**
: **(Joint Administration Requested)**
: **Debtors.**
: **09-____()**
: **(Joint Administration Requested)**
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INTERIM ORDER PURSUANT TO SECTIONS 105(a), 345(b), 363(b), 363(c) AND 364(a) OF THE BANKRUPTCY CODE AND BANKRUPTCY RULES 6003 AND 6004 (A) AUTHORIZING DEBTORS TO (i) CONTINUE TO USE EXISTING CENTRALIZED CASH MANAGEMENT SYSTEM, AS MODIFIED, (ii) HONOR CERTAIN PREPETITION OBLIGATIONS RELATED TO THE USE OF THE CASH MANAGEMENT SYSTEM, AND (iii) MAINTAIN EXISTING BANK ACCOUNTS AND BUSINESS FORMS; (B) EXTENDING THE DEBTORS' TIME TO COMPLY WITH OR OBTAIN A WAIVER OF THE REQUIREMENTS OF SECTION 345(b) OF THE BANKRUPTCY CODE; AND (C) SCHEDULING A FINAL HEARING

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), 345(b), 363(b), 363(c) and 364(a) of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and Rules 6003 and 6004 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), (A) for authorization to (i) continue to use the Debtors' centralized cash management system, as modified (the "Cash Management System"); (ii) honor certain prepetition obligations related to the Cash Management System; (iii) maintain and utilize existing bank accounts (the "Bank Accounts") and business forms (the "Business Forms"); and (iv) modify the Cash Management System, including the closing of any existing Bank Account(s) and the opening of any new bank accounts, as may be necessary in connection with section 345 of the Bankruptcy Code; (B) for an order directing financial institutions to honor the Debtors' requests to open or close, as the case may be, the Bank Accounts or

additional bank or investment accounts; (C) for an extension of the time to comply with or obtain a waiver of section 345(b) of the Bankruptcy Code, and (D) requesting the Court to schedule a final hearing (the “Final Hearing”) granting the relief requested in the Motion on a final basis, all 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 Local Bankruptcy Rule 1007-2 in Support of First-Day Motions and Applications, filed contemporaneously with the Motion, and upon 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 on an interim basis; and it is further

ORDERED that the Debtors are authorized and empowered, pursuant to sections 105(a) and 363(c) of the Bankruptcy Code, to continue to manage their cash pursuant to the Cash Management System maintained by the Debtors prior to the commencement of their chapter 11 cases (the “Commencement Date”), as modified by this Order and the Cash Collateral Order (as defined in the Motion), and to collect, concentrate, and disburse cash in accordance with the Cash Management System, including intercompany transfers of funds; and it is further

ORDERED that pursuant to section 105(a) of the Bankruptcy Code, each of the banks listed on “Exhibit 2” hereto (the “Banks”) is authorized and directed to continue the automatic transfer of all available funds currently in or received into its accounts, including deposits and lockbox accounts, maintained in the Debtors’ names (collectively, the “Collection Accounts”) to the concentration account entitled “ESA P Portfolio L.L.C. for the benefit of Wachovia Bank, National Association, Bear Stearns Commercial Mortgage, Inc. and Bank of America, N.A., collectively as lender,” maintained at Wachovia Bank, National Association (the “Cash Management Account”); and it is further

ORDERED that pursuant to section 105(a) of the Bankruptcy Code, the funds in the Cash Management Account ,whether deposited prior or subsequent to the Commencement Date, shall be swept on a daily basis (or as often as practicable) into the Debtors’ successor master account (the “Extended Stay DIP Lockbox”) at Wachovia, National Association (“Wachovia”), account number [____], and any successor account designated by the Debtors, without the need to comply with any lockbox or blocked account agreement or any preexisting transfer arrangement concerning said accounts; and it is further

ORDERED that the Debtors shall maintain accurate records of all transfers within the Cash Management System so that all postpetition transfers and transactions shall be

adequately and promptly documented in, and readily ascertainable from, their books and records, to the same extent maintained by the Debtors prior to the Commencement Date; and it is further

ORDERED that the Debtors are authorized to: (i) designate, maintain and continue to use any or all of their existing Bank Accounts listed on "Exhibit 2," annexed hereto, in the names and with the account numbers existing immediately prior to the Commencement Date, (ii) deposit funds in and withdraw funds from such accounts by all usual means including, without limitation, checks, wire transfers, automated clearinghouse transfers and other debits, (iii) pay any bank fees or charges associated with the Bank Accounts, and (iv) treat their prepetition Bank Accounts for all purposes as debtors in possession accounts; and it is further

ORDERED that except as otherwise provided in this Order, all financial institutions in which the Debtors maintain the Bank Accounts as of the Commencement Date are authorized and directed to continue to maintain, service, and administer such Bank Accounts without interruption and in the usual and ordinary course, and to receive, process, honor and pay any and all checks, drafts, wires, or other transfers by the holders or makers thereof, as the case may be; provided, however, that nothing contained herein shall authorize any such financial institution to honor any check, draft, wire, or other transfer issued or dated prior to the Commencement Date, except as otherwise provided by further order of this Court; provided, however, that any such financial institution may rely on the representations of the Debtors with respect to whether any check, draft, wire, or other transfer drawn or issued by the Debtors prior to the Commencement Date should be honored pursuant to an order of this Court, and such bank shall not have any liability to any party for relying on such representation by the Debtors as provided for herein; and it is further

ORDERED that with respect to those Bank Accounts which are not located in Banks that are Authorized Bank Depositories (as defined in the Motion) and with respect to any of their investments, the Debtors' shall have a 45-day extension (or such additional time to which the U.S. Trustee may agree) from the entry of this Order, without prejudicing their ability to seek further extensions, of the time period to either comply with section 345(b) of the Bankruptcy Code or to make other arrangements that are acceptable to the U.S. Trustee, and the Debtors are relieved from the obligations pursuant to section 345(b) of the Bankruptcy Code to obtain a bond from any entity for any of the other Bank Accounts; and it is further

ORDERED, that nothing contained herein shall prevent the Debtors from opening any additional bank accounts, or closing any existing Bank Account(s) as they may deem necessary and appropriate, and the Banks are authorized to honor the Debtors' requests to open or close, as the case may be, such Bank Accounts or additional bank accounts; and it is further

ORDERED that, pursuant to section 364(a) of the Bankruptcy Code, the Debtors are authorized in connection with the ordinary course of their Cash Management System to obtain unsecured credit and incur unsecured debt in the ordinary course of business without notice and a hearing; and it is further

ORDERED that the Debtors are authorized to use their existing Business Forms, including, check stock, provided, however, that the Debtors will use reasonable best efforts after the Commencement Date, to print "Debtor in Possession" and the chapter 11 case number under which these cases are being jointly administered on any new check stock; and it is further

ORDERED that, pursuant to sections 105(a) and 363(b) of the Bankruptcy Code and Bankruptcy Rules 6003 and 6004, the Debtors are authorized, but not directed, to pay

prepetition amounts outstanding as of the Commencement Date, if any, owed to the Banks as service charges for the maintenance of the Cash Management System; and it is further

ORDERED that Bankruptcy Rule 6003(b) has been satisfied; and it is further

ORDERED that notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rules 6004(a) are waived; and it is further

ORDERED that pursuant to Bankruptcy Rule 6004(h), this Order shall be effective immediately upon entry, and the Debtors may, in their discretion and without further delay, take any action and perform any act authorized under this Order; and it is further

ORDERED that the Final Hearing to consider entry of an order granting the relief requested in the Motion on a permanent basis shall be held on _____, 2009 at __:00 .m., prevailing Eastern Time; and any objections to entry of such order shall be in writing, filed with the Court in accordance with General Order M-242, and served upon (i) counsel to the Debtors; (ii) the parties listed on "Exhibit 1" attached hereto; and (iii) those creditors holding the five largest unsecured claims against the Debtors' estates (on a consolidated basis), in each case so as to be received no later than 4:00 p.m., prevailing Eastern Time on _____, 2009; and it is further

ORDERED that the Debtors shall serve this Order within three business days of its entry on 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 is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and/or interpretation 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> |

EXHIBIT 2

BANK ACCOUNTS

Cash Management Account ("Lockbox")

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------------|--|--|--------------------------------------|----------------------------------|
| Wachovia Bank NA Bank | ESA P Portfolio, LLC for Benefit of Wachovia Bank NA | Cash Management Account for Loan Servicing | 5044 | |

Local/Property/Collection Accounts

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|------------------|----------------------|---------------------------------|--------------------------------------|----------------------------------|
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0067 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0070 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0083 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0106 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0122 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0135 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0151 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0164 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0177 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0229 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|----------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0232 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0245 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0258 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0274 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0287 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0290 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0326 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0339 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0368 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0371 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0397 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0423 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0449 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0452 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0478 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0504 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0517 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0520 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0533 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0559 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0575 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|----------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0588 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0601 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0627 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0643 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0669 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0698 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0711 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0724 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0737 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0766 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0779 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0795 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0821 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0834 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0847 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0850 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0876 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0889 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0915 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0999 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1008 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|----------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1040 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1053 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1079 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1082 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1095 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1118 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1134 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1147 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1150 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1163 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1176 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1189 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1202 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1228 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1231 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1244 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1257 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1312 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1325 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1338 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1354 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|----------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1367 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1419 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1422 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1451 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1477 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1493 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1503 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1516 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1574 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1587 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1590 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1613 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6702 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6715 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6728 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6757 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6773 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6799 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6809 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6812 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6825 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|----------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6838 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6841 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6870 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6883 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6919 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6922 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6948 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6951 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6964 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6977 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 6980 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7002 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7015 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7028 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7044 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7073 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7099 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7109 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7112 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7138 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7141 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|----------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7154 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7206 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7222 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7235 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7248 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7303 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7316 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7329 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7345 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7374 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7390 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7413 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7439 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7455 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7471 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7484 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7510 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7523 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7536 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7549 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7552 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|----------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7565 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7581 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7594 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7604 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7617 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7620 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7633 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7646 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7659 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7662 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7675 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7688 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7691 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7727 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7730 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7743 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7785 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7798 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7811 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7824 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7837 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|----------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7840 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7866 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 8603 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 8661 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7188 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7395 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7405 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 8394 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 8404 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 8417 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 8420 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 8446 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 8459 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 8462 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 8475 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 8488 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 2124 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 2137 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 2140 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 2166 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 2179 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|----------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 2182 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 2195 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 2205 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 2218 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 2221 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 2234 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 2247 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 2250 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 2263 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 2276 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 2289 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 2292 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 2302 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9999 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0001 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0027 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0030 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 0056 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 3156 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 3172 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 3185 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|----------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 3198 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 3208 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 3211 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 3237 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 3240 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 3253 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 3279 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 3295 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 1936 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7317 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7320 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7333 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7346 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7359 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7362 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7375 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7388 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7391 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7401 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7414 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 7427 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|----------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 3116 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9628 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9631 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9644 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9657 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9660 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9673 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9686 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9709 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9712 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9725 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9738 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9754 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9767 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9806 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9819 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9822 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9835 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9848 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9851 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9864 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|------------------------|---|-------------------------------|---------------------------|
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9903 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9929 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9932 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9945 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9958 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9990 |
| Bank of America | ESA P Portfolio, LLC | Property Depository Sub-Account | 1578 | 9931 |
| Bank of America | ESA P Portfolio, LLC | Master Depository for sites – 248 sites | 1578 | |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9249 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9252 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9265 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9278 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 8359 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 8362 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 8388 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 8391 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 8401 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 8427 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 8430 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 2815 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 2828 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|------------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1695 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1705 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1718 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1721 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1734 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1747 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1750 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1763 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1776 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1789 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1792 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1802 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1815 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1828 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1831 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1844 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1857 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1860 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1873 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9136 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9149 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|------------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9152 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9165 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9178 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9181 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9194 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9204 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9217 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9220 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9233 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9246 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9259 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9262 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9275 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9288 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9291 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9301 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9314 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9327 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9330 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9343 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9356 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|------------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9369 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9372 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9385 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9398 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9408 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9411 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9424 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9437 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9440 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9453 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9466 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9479 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9482 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9495 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9505 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9518 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9521 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9534 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9547 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9550 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9563 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|------------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 9987 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1142 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 1155 |
| Bank of America | ESH/HV Properties, LLC | Property Depository Sub-Account | 9236 | 3012 |
| Bank of America | ESH/HV Properties, LLC | Master Depository for 80 sites | 9236 | |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0096 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0119 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0148 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0180 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0193 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0203 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0216 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0261 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0300 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0313 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0342 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0355 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0384 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0407 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0410 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0436 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|---------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0465 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0481 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0494 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0546 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0562 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0591 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0614 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0630 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0656 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0672 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0685 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0708 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0740 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0753 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0782 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0818 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0892 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0902 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0928 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0931 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0944 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|---------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0957 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0960 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0973 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0986 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1011 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1024 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1037 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1066 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1105 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1121 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1192 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1215 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1260 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1273 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1286 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1299 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1309 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1341 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1370 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1383 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1435 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|---------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1448 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1464 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1480 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1529 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1532 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1545 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1558 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1561 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1600 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 1626 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 6731 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 6744 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 6760 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 6786 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 6854 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 6867 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 6896 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 6906 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 6935 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 6993 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7031 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|---------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7057 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7060 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7086 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7125 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7167 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7170 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7183 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7196 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7219 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7251 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7264 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7277 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7280 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7332 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7358 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7361 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7387 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7400 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7426 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7442 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7468 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|---------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7497 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7578 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7701 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7714 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7756 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7769 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7772 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7808 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7853 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 8616 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 8674 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7175 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7191 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7366 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7379 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7382 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7418 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7421 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 7434 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 9973 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 9986 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|-------------------------------|---------------------------------|-------------------------------|---------------------------|
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0014 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 0043 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 5442 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 5455 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 5468 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 5471 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 5484 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 5497 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 5507 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 5510 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 9998 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 4943 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 4956 |
| Bank of America | ESA Properties, LLC | Property Depository Sub-Account | 9960 | 4969 |
| Bank of America | ESA Properties, LLC | Master Depository for 135 sites | 9960 | |
| Bank of America | ESA 2005 Operating Lessee Inc | Property Depository Sub-Account | 5878 | 8433 |
| Bank of America | ESA 2005 Operating Lessee Inc | Property Depository Sub-Account | 5878 | 5852 |
| Bank of America | ESA 2005 Operating Lessee Inc | Property Depository Sub-Account | 5878 | 5865 |
| Bank of America | ESA 2005 Operating Lessee Inc | Property Depository Sub-Account | 5878 | 5667 |
| Bank of America | ESA 2005 Operating Lessee Inc | Property Depository Sub-Account | 5878 | 0325 |
| Bank of America | ESA 2005 Operating Lessee Inc | Master Depository for 5 sites | 5878 | |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|------------------|----------------------|-------------------------------------|-------------------------------|---------------------------|
| Capital One | ESA P Portfolio, LLC | Property Depository Sub-Account | 9999 | 0986 |
| Capital One | ESA P Portfolio, LLC | Property Depository Sub-Account | 9999 | 6000 |
| Capital One | ESA P Portfolio, LLC | Master Depository Account – 2 Sites | 9999 | |
| Capital One | ESA Properties, LLC | Property Depository Sub-Account | 9999 | 6049 |
| Capital One | ESA Properties, LLC | Property Depository Sub-Account | 9999 | 6166 |
| Capital One | ESA Properties, LLC | Master Depository Account – 2 Sites | 9999 | |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 5406 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 7988 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 7996 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 8008 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 8016 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 8024 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 8040 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 8067 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 8075 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 8091 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 8104 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 6831 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 6970 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 7033 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 5763 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|------------------|----------------------|--------------------------------------|-------------------------------|---------------------------|
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 5789 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 6091 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 6133 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 6336 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 6393 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 6450 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 6518 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 6575 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 6633 |
| Fifth Third Bank | ESA Properties, LLC | Property Depository Sub-Account | 4908 | 6690 |
| Fifth Third Bank | ESA Properties, LLC | Master Depository Account – 25 Sites | 4908 | |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 6195 |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 6757 |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 6815 |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 6872 |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 6880 |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 6948 |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 6997 |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 7003 |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 7052 |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 7060 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|------------------|------------------------------|--------------------------------------|-------------------------------|---------------------------|
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 7110 |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 7128 |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 7177 |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 7185 |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 7235 |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 7243 |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 7292 |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 7300 |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 7359 |
| Fifth Third Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 1122 | 7367 |
| Fifth Third Bank | ESA P Portfolio, LLC | Master Depository Account – 20 Sites | 1122 | |
| Fifth Third Bank | ESH/Homestead Portfolio, LLC | Property Depository Sub-Account | 1189 | 6229 |
| Fifth Third Bank | ESH/Homestead Portfolio, LLC | Property Depository Sub-Account | 1189 | 6286 |
| Fifth Third Bank | ESH/Homestead Portfolio, LLC | Property Depository Sub-Account | 1189 | 6344 |
| Fifth Third Bank | ESH/Homestead Portfolio, LLC | Property Depository Sub-Account | 1189 | 6401 |
| Fifth Third Bank | ESH/Homestead Portfolio, LLC | Property Depository Sub-Account | 1189 | 6468 |
| Fifth Third Bank | ESH/Homestead Portfolio, LLC | Property Depository Sub-Account | 1189 | 6526 |
| Fifth Third Bank | ESH/Homestead Portfolio, LLC | Property Depository Sub-Account | 1189 | 6583 |
| Fifth Third Bank | ESH/Homestead Portfolio, LLC | Property Depository Sub-Account | 1189 | 6641 |
| Fifth Third Bank | ESH/Homestead Portfolio, LLC | Property Depository Sub-Account | 1189 | 6708 |
| Fifth Third Bank | ESH/Homestead Portfolio, LLC | Master Depository Account – 9 Sites | 1189 | |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|----------------|------------------------|---------------------------|-------------------------------|---------------------------|
| JPMorgan Chase | ESA P Portfolio, LLC | Master Account – 17 Sites | 4304 | |
| JPMorgan Chase | ESA P Portfolio, LLC | Master Account – 17 Sites | 4304 | |
| JPMorgan Chase | ESA P Portfolio, LLC | Master Account – 17 Sites | 4304 | |
| JPMorgan Chase | ESA P Portfolio, LLC | Master Account – 17 Sites | 4304 | |
| JPMorgan Chase | ESA P Portfolio, LLC | Master Account – 17 Sites | 4304 | |
| JPMorgan Chase | ESA P Portfolio, LLC | Master Account – 17 Sites | 4304 | |
| JPMorgan Chase | ESA P Portfolio, LLC | Master Account – 17 Sites | 4304 | |
| JPMorgan Chase | ESA P Portfolio, LLC | Master Account – 17 Sites | 4304 | |
| JPMorgan Chase | ESA P Portfolio, LLC | Master Account – 17 Sites | 4304 | |
| JPMorgan Chase | ESA P Portfolio, LLC | Master Account – 17 Sites | 4304 | |
| JPMorgan Chase | ESA P Portfolio, LLC | Master Account – 17 Sites | 4304 | |
| JPMorgan Chase | ESA P Portfolio, LLC | Master Account – 17 Sites | 4304 | |
| JPMorgan Chase | ESA P Portfolio, LLC | Master Account – 17 Sites | 4304 | |
| JPMorgan Chase | ESA P Portfolio, LLC | Master Account – 17 Sites | 4304 | |
| JPMorgan Chase | ESA P Portfolio, LLC | Master Account – 17 Sites | 4304 | |
| JPMorgan Chase | ESA P Portfolio, LLC | Master Account – 17 Sites | 4304 | |
| JPMorgan Chase | ESA P Portfolio, LLC | Master Account – 17 Sites | 4304 | |
| JPMorgan Chase | ESA P Portfolio, LLC | Master Account – 17 Sites | 4304 | |
| National City | ESA PA Properties, LLC | Master Account – 1 Site | 8991 | |
| National City | ESA P Portfolio, LLC | Master Account – 15 Sites | 2893 | |
| National City | ESA P Portfolio, LLC | Master Account – 15 Sites | 2893 | |
| National City | ESA P Portfolio, LLC | Master Account – 15 Sites | 2893 | |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|---------------|------------------------------------|---------------------------|-------------------------------|---------------------------|
| National City | ESA P Portfolio, LLC | Master Account – 15 Sites | 2893 | |
| National City | ESA P Portfolio, LLC | Master Account – 15 Sites | 2893 | |
| National City | ESA P Portfolio, LLC | Master Account – 15 Sites | 2893 | |
| National City | ESA P Portfolio, LLC | Master Account – 15 Sites | 2893 | |
| National City | ESA P Portfolio, LLC | Master Account – 15 Sites | 2893 | |
| National City | ESA P Portfolio, LLC | Master Account – 15 Sites | 2893 | |
| National City | ESA P Portfolio, LLC | Master Account – 15 Sites | 2893 | |
| National City | ESA P Portfolio, LLC | Master Account – 15 Sites | 2893 | |
| National City | ESA P Portfolio, LLC | Master Account – 15 Sites | 2893 | |
| National City | ESA P Portfolio, LLC | Master Account – 15 Sites | 2893 | |
| National City | ESA P Portfolio, LLC | Master Account – 15 Sites | 2893 | |
| National City | ESA P Portfolio, LLC | Master Account – 15 Sites | 2893 | |
| National City | ESA P Portfolio, LLC | Master Account – 15 Sites | 2893 | |
| National City | ESA P Portfolio, LLC | Master Account – 15 Sites | 2893 | |
| National City | ESA P Portfolio, LLC | Master Account – 15 Sites | 2893 | |
| National City | ESH/Homestead Portfolio, LLC | Master Account – 1 Site | 7703 | |
| National City | ESA P Portfolio PA Properties, LLC | Master Account – 3 Sites | 2230 | |
| National City | ESA P Portfolio PA Properties, LLC | Master Account – 3 Sites | 2230 | |
| National City | ESA P Portfolio PA Properties, LLC | Master Account – 3 Sites | 2230 | |
| National City | ESA Properties, LLC | Master Account – 17 Sites | 3233 | |
| National City | ESA Properties, LLC | Master Account – 17 Sites | 3233 | |
| National City | ESA Properties, LLC | Master Account – 17 Sites | 3233 | |
| National City | ESA Properties, LLC | Master Account – 17 Sites | 3233 | |
| National City | ESA Properties, LLC | Master Account – 17 Sites | 3233 | |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|---------------|------------------------|---------------------------|-------------------------------|---------------------------|
| National City | ESA Properties, LLC | Master Account – 17 Sites | 3233 | |
| National City | ESA Properties, LLC | Master Account – 17 Sites | 3233 | |
| National City | ESA Properties, LLC | Master Account – 17 Sites | 3233 | |
| National City | ESA Properties, LLC | Master Account – 17 Sites | 3233 | |
| National City | ESA Properties, LLC | Master Account – 17 Sites | 3233 | |
| National City | ESA Properties, LLC | Master Account – 17 Sites | 3233 | |
| National City | ESA Properties, LLC | Master Account – 17 Sites | 3233 | |
| National City | ESA Properties, LLC | Master Account – 17 Sites | 3233 | |
| National City | ESA Properties, LLC | Master Account – 17 Sites | 3233 | |
| National City | ESA Properties, LLC | Master Account – 17 Sites | 3233 | |
| National City | ESA Properties, LLC | Master Account – 17 Sites | 3233 | |
| National City | ESA Properties, LLC | Master Account – 17 Sites | 3233 | |
| National City | ESA Properties, LLC | Master Account – 17 Sites | 3233 | |
| Regions Bank | ESH/HV Properties, LLC | Master Account – 1 Site | 1800 | |
| Regions Bank | ESA Properties, LLC | Master Account – 4 Sites | 5676 | |
| Regions Bank | ESA Properties, LLC | Master Account – 4 Sites | 5676 | |
| Regions Bank | ESA Properties, LLC | Master Account – 4 Sites | 5676 | |
| Regions Bank | ESA Properties, LLC | Master Account – 4 Sites | 5676 | |
| Regions Bank | ESA P Portfolio, LLC | Master Account – 7 Sites | 4818 | |
| Regions Bank | ESA P Portfolio, LLC | Master Account – 7 Sites | 4818 | |
| Regions Bank | ESA P Portfolio, LLC | Master Account – 7 Sites | 4818 | |
| Regions Bank | ESA P Portfolio, LLC | Master Account – 7 Sites | 4818 | |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|------------------|-------------------------------|---------------------------------|-------------------------------|---------------------------|
| Regions Bank | ESA P Portfolio, LLC | Master Account – 7 Sites | 4818 | |
| Regions Bank | ESA P Portfolio, LLC | Master Account – 7 Sites | 4818 | |
| Regions Bank | ESA P Portfolio, LLC | Master Account – 7 Sites | 4818 | |
| Regions Bank | ESA 2005 Operating Lessee Inc | Master Account – 2 Sites | 2496 | |
| Regions Bank | ESA 2005 Operating Lessee Inc | Master Account – 2 Sites | 2496 | |
| US Bank | ESH/HV Properties, LLC | Property Depository Sub-Account | 5533 | 5541 |
| US Bank | ESH/HV Properties, LLC | Property Depository Sub-Account | 5533 | 5558 |
| US Bank | ESH/HV Properties, LLC | Property Depository Sub-Account | 5533 | 5566 |
| US Bank | ESH/HV Properties, LLC | Property Depository Sub-Account | 5533 | 5574 |
| US Bank | ESH/HV Properties, LLC | Property Depository Sub-Account | 5533 | 5582 |
| US Bank | ESH/HV Properties, LLC | Property Depository Sub-Account | 5533 | 5616 |
| US Bank | ESH/HV Properties, LLC | Master Account – 6 Sites | 5533 | |
| Wachovia Bank NA | ESA Properties, LLC | Master Account – 6 Sites | 8655 | |
| Wachovia Bank NA | ESA Properties, LLC | Master Account – 6 Sites | 8655 | |
| Wachovia Bank NA | ESA Properties, LLC | Master Account – 6 Sites | 8655 | |
| Wachovia Bank NA | ESA Properties, LLC | Master Account – 6 Sites | 8655 | |
| Wachovia Bank NA | ESA Properties, LLC | Master Account – 6 Sites | 8655 | |
| Wachovia Bank NA | ESA Properties, LLC | Master Account – 6 Sites | 8655 | |
| Wachovia Bank NA | ESA P Portfolio, LLC | Master Account – 7 Sites | 0539 | |
| Wachovia Bank NA | ESA P Portfolio, LLC | Master Account – 7 Sites | 0539 | |
| Wachovia Bank NA | ESA P Portfolio, LLC | Master Account – 7 Sites | 0539 | |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|------------------|------------------------|---------------------------------|-------------------------------|---------------------------|
| Wachovia Bank NA | ESA P Portfolio, LLC | Master Account – 7 Sites | 0539 | |
| Wachovia Bank NA | ESA P Portfolio, LLC | Master Account – 7 Sites | 0539 | |
| Wachovia Bank NA | ESA P Portfolio, LLC | Master Account – 7 Sites | 0539 | |
| Wachovia Bank NA | ESA P Portfolio, LLC | Master Account – 7 Sites | 0539 | |
| Wachovia Bank NA | ESH/HV Properties, LLC | Master Account – 5 Sites | 7071 | |
| Wachovia Bank NA | ESH/HV Properties, LLC | Master Account – 5 Sites | 7071 | |
| Wachovia Bank NA | ESH/HV Properties, LLC | Master Account – 5 Sites | 7071 | |
| Wachovia Bank NA | ESH/HV Properties, LLC | Master Account – 5 Sites | 7071 | |
| Wachovia Bank NA | ESH/HV Properties, LLC | Master Account – 5 Sites | 7071 | |
| Wachovia Bank NA | ESH/HV Properties, LLC | Master Account – 5 Sites | 7071 | |
| Wells Fargo Bank | ESA Properties, LLC | Property Depository Sub-Account | 8641 | 5454 |
| Wells Fargo Bank | ESA Properties, LLC | Property Depository Sub-Account | 8641 | 5470 |
| Wells Fargo Bank | ESA Properties, LLC | Property Depository Sub-Account | 8641 | 1727 |
| Wells Fargo Bank | ESA Properties, LLC | Property Depository Sub-Account | 8641 | 1743 |
| Wells Fargo Bank | ESA Properties, LLC | Property Depository Sub-Account | 8641 | 2625 |
| Wells Fargo Bank | ESA Properties, LLC | Property Depository Sub-Account | 8641 | 2599 |
| Wells Fargo Bank | ESA Properties, LLC | Property Depository Sub-Account | 8641 | 8222 |
| Wells Fargo Bank | ESA Properties, LLC | Property Depository Sub-Account | 8641 | 3609 |
| Wells Fargo Bank | ESA Properties, LLC | Master Account – 8 Sites | 8641 | |
| Wells Fargo Bank | ESA MN Properties, LLC | Property Depository Sub-Account | 8708 | 0975 |
| Wells Fargo Bank | ESA MN Properties, LLC | Property Depository Sub-Account | 8708 | 1002 |
| Wells Fargo Bank | ESA MN Properties, LLC | Master Account – 2 Sites | 8708 | |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|------------------|-------------------------------|---------------------------------|-------------------------------|---------------------------|
| Wells Fargo Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 4339 | 5462 |
| Wells Fargo Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 4339 | 1750 |
| Wells Fargo Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 4339 | 1768 |
| Wells Fargo Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 4339 | 1792 |
| Wells Fargo Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 4339 | 0024 |
| Wells Fargo Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 4339 | 5067 |
| Wells Fargo Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 4339 | 5075 |
| Wells Fargo Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 4339 | 6896 |
| Wells Fargo Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 4339 | 6881 |
| Wells Fargo Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 4339 | 0434 |
| Wells Fargo Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 4339 | 3121 |
| Wells Fargo Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 4339 | 4979 |
| Wells Fargo Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 4339 | 3591 |
| Wells Fargo Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 4339 | 0983 |
| Wells Fargo Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 4339 | 0991 |
| Wells Fargo Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 4339 | 1010 |
| Wells Fargo Bank | ESA P Portfolio, LLC | Property Depository Sub-Account | 4339 | 1028 |
| Wells Fargo Bank | ESA P Portfolio, LLC | Master Account – 17 Sites | 4339 | |
| Wells Fargo Bank | ESA 2005 Operating Lessee Inc | Master Account – 4 Sites | 8592 | |
| Wells Fargo Bank | ESH/HV Properties, LLC | Property Depository Sub-Account | 5362 | 1641 |
| Wells Fargo Bank | ESH/HV Properties, LLC | Property Depository Sub-Account | 5362 | 4761 |

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|------------------|------------------------|---------------------------------|-------------------------------|---------------------------|
| Wells Fargo Bank | ESH/HV Properties, LLC | Property Depository Sub-Account | 5362 | 7425 |
| Wells Fargo Bank | ESH/HV Properties, LLC | Property Depository Sub-Account | 5362 | 0657 |
| Wells Fargo Bank | ESH/HV Properties, LLC | Property Depository Sub-Account | 5362 | 6409 |
| Wells Fargo Bank | ESH/HV Properties, LLC | Property Depository Sub-Account | 5362 | 6417 |
| Wells Fargo Bank | ESH/HV Properties, LLC | Property Depository Sub-Account | 5362 | 6425 |
| Wells Fargo Bank | ESH/HV Properties, LLC | Property Depository Sub-Account | 5362 | 6458 |
| Wells Fargo Bank | ESH/HV Properties, LLC | Property Depository Sub-Account | 5362 | 3211 |
| Wells Fargo Bank | ESH/HV Properties, LLC | Property Depository Sub-Account | 5362 | 7753 |
| Wells Fargo Bank | ESH/HV Properties, LLC | Property Depository Sub-Account | 5362 | 6022 |
| Wells Fargo Bank | ESH/HV Properties, LLC | Property Depository Sub-Account | 5362 | 6048 |
| Wells Fargo Bank | ESH/HV Properties, LLC | Master Account – 12 Sites | 5362 | |

Depository Accounts for Central Direct Bill Customers

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|-------------------------------|---|-------------------------------|---------------------------|
| Bank of America | ESA Properties, LLC | Deposit of Central Direct Bill checks / wires | 1914 | |
| Bank of America | ESH/HV Properties, LLC | Deposit of DB checks/wires, vending commissions | 1469 | |
| Bank of America | ESA 2005 Operating Lessee Inc | Deposit of Central Direct Bill checks / wires | 7294 | 7430 |
| Bank of America | ESA 2005 Operating Lessee Inc | Commission Receipts | 7294 | 0839 |
| Bank of America | ESA 2005 Operating Lessee Inc | Deposit of DB checks/wires, vending commissions | 7294 | |

Credit Card Settlement Accounts

| Bank Name | Entity | Account Type | Last 4 Digits of Master Acct# | Last 4 Digits of SubAcct# |
|-----------------|-------------------------------|--------------------------------|-------------------------------|---------------------------|
| Bank of America | ESA Properties, LLC | Credit Card Settlement Account | 5153 | |
| Bank of America | ESA P Portfolio, LLC | Credit Card Settlement Account | 5166 | |
| Bank of America | ESA 2005 Operating Lessee Inc | Credit Card Settlement Account | 5182 | |
| Bank of America | Homestead Village, LLC | Credit Card Settlement Account | 5728 | |

Canada Accounts

| Bank Name | Debtor Entity Where Bank Account is Held | Account Type | Last Four Digits of Master Acct# | Last Four Digits of SubAcct# |
|-----------------|--|---------------------------------------|----------------------------------|------------------------------|
| TD Canada Trust | ESA Canada Operating Lessee Inc. | Site Depository Account | CAN 9339 | |
| TD Canada Trust | ESA Canada Operating Lessee Inc. | Site Depository Account | CAN 9339 | |
| TD Canada Trust | ESA Canada Operating Lessee Inc. | Site Depository Account | CAN 9339 | |
| TD Canada Trust | ESA Canada Operating Lessee Inc. | Site Depository Account | USD 9973 | |
| TD Canada Trust | ESA Canada Operating Lessee Inc. | Site Depository Account | USD 9973 | |
| TD Canada Trust | ESA Canada Operating Lessee Inc. | Site Depository Account | USD 9973 | |
| BoA Canada | ESA Canada Operating Lessee Inc. | Credit Card Settlement Account - CAD | 6217 | |
| BoA Canada | ESA Canada Operating Lessee Inc. | Corp Cash Concentration Account - CAD | 6209 | |
| BoA Canada | ESA Canada Properties Trust (Reit) | Corp Cash Concentration Account - USD | 9104 | |

ESA UD Properties LLC

| Bank Name | Debtor Entity Where Bank Account is Held | Account Type | Last Four Digits of Master Acct# | Last Four Digits of SubAcct# |
|------------------|---|---|---|-------------------------------------|
| Fifth Third Bank | ESA 2007 Operating Lessee Inc | Master Account - 1 Site | 5395 | |
| Wachovia Bank NA | ESA 2007 Operating Lessee Inc | Master Account - 1 Sites | 9477 | |
| Bank of America | ESA UD Properties | Corp Cash Concentration Account | 4357 | |
| Bank of America | ESA 2007 Operating Lessee Inc | Master Depository-2 sites & Cash Concentration Acct | 6008 | |
| Bank of America | ESA 2007 Operating Lessee Inc | Credit Card Settlement Account | 6011 | |

CONTACT INFORMATION FOR BANKS

| Bank | Address | Phone | Fax | Contact Name/Email |
|--|---|--------------|--------------|---|
| American Express Credit Card Processing/Merchant Card | National Accounts Hotel & Resort Group American Express Establishment Svc | 877-692-6373 | 602-744-8641 | Pamela N. Johnson pamela.n.johnson@aexp.com |
| Regions Bank | Commercial Real Estate Deposit & TM Services Regions Center 15th Floor 1900 5th Ave. N. Birmingham, AL 35203 | 205-581-7646 | 205-326-4075 | Michael L. Motes, CTP michael.motes@regions.com |
| Bank of America | Treasury Mgmt. 101 S. Tryon St. Charlotte, NC 28255 | 704-386-5756 | 704-388-2261 | Louisa Combs, CCM - louisa.a.combs@bankofamerica.com |
| Bank of America | Treasury Mgmt. 750 Walnut Avenue Cranford, JN 07016 | 908-709-6083 | | Nick Anthony Senior Vice President Comm Real Estate Banking nick.anthony@bankofamerica.com |
| Bank of America | 750 Walnut Avenue Cranford, JN 07016 | | | Colleen Gain colleen.gain@bankofamerica.com |
| Bank of America | Bank of America Canada 540 West Madison Ave. Chicago, IL 60604 | 888-221-8488 | | Client Service Advisor: Cecil Smith toronto_client_services@bankofamerica.com MC: IL4-540-16-05 |
| Bank of America | Investments Banc of America Securities LLC NC1-027-14-01 214 North Tryon Street Charlotte NC 28255 | 704-386-8924 | 704-683-5015 | Ian White julian.white@bankofamerica.com |
| Capital One Bank | PO Box 61540 313 Carondelet St., 13th Floor New Orleans, LA 70161 | 504-533-2207 | 504-533-2913 | David M. Luke Sr. Treasury Mgmt. Advisor, VP david.luke@capitalonebank.com |
| JP Morgan Chase Bank | 2000 S. Naperville Rd. Wheaton, IL 60187 | 630-221-2141 | 630-221-2163 | James Vail james.c.vail@chase.com |

| Bank | Address | Phone | Fax | Contact Name/Email |
|--|--|-----------------------------|--------------|--|
| Chase Paymentech (Credit Card Processing- U.S.) | 800 Brooksedge Blvd. Mail Stop OH1-0549 Westerville, OH 43081 | 614-865-3834 | 614-865-3834 | Cathy Jakubow Account Executive cathy.jakubow@chasepaymentech.com |
| Discover (merchant card) | Discover Network | 800-347-0253-ext-- 18304 | 614-283-4760 | Patrick Dowdy National Account Service Specialist patrickdowdy@discover.com |
| Fifth Third Bank | Commercial Large Corporate Fifth Third Center 38 Fountain Square Plaza MD 109055 Cincinnati, OH 45202 | 513-534-6915 | 513-534-5947 | Mike Mendenhall Vice President Mike.Mendenhall@53.com |
| JCB Int'l Credit Card Co., LTD (merchant card) | 70 E. 55th St., 23rd Floor New York, NY 10022 | 212-651-8001x- 8008 | 212-651-8027 | Chiaki Tanaka Asst. VP chiaki.tanaka@jcbusa.com |
| Moneris (Credit Card Processing- Canada) | 3300 Bloor Street West 11th Floor Toronto, Ontario M8X 2X2 | 416-734-1315 | 416-734-1339 | Christine Stanley christine.stanley@moneris.com |
| National City Bank | 155 East Broad Street Locator 16-0053 Columbus, OH 43251-0053 | 614-463-7820 | 614-463-7172 | Susan J Hoffman, CTP VP, Global Treasury Mgmt. susan.hoffman@nationalcity.com |
| TD Bank | Cash Management Canadian Pacific Tower 100 Wellington St., West, 27th Floor Toronto, Ontario M5K 1A2 | 416-944-6006 | 416-944-5891 | Bill Peckham, VP bill.peckham@td.com |
| US Bank | 209 S. LaSalle St., 4th Floor Chicago, IL 60604 | 312-325-8762- | 312-325-8750 | Gerry Lane, VP gerry.lane@usbank.com |
| Wachovia Bank | 171 17th Street, NW, GA 4512 Building 100, 2nd Floor Atlanta, GA 30363-1032 | 404-214-1656 | 404-214-1683 | Michael L. O'Kane II VP, Sales Officer, Treasury Services michael.okane@wachovia.com |
| Wells Fargo | Wells Fargo Bank, N. A. Commercial Banking 7000 Central Parkway Suite 600 Atlanta, GA 30328 | 770-551-4630 | | Ted Wilkins Account Manager Senior Vice President ted.wilkins@wellsfargo.com |

