

United States Bankruptcy Court
Southern District of New York

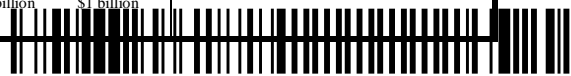
Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):
ESA MEZZ L.L.C.
Name of Joint Debtor (Spouse) (Last, First, Middle):
N/A
All Other Names used by the Debtor in the last 8 years
BRE/ESA MEZZ L.L.C.
All Other Names used by the Joint Debtor in the last 8 years
N/A
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
20-0930767
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
N/A
Street Address of Debtor (No. and Street, City, and State):
c/o HVM L.L.C.
100 Dunbar Street
Spartanburg, SC
Street Address of Joint Debtor (No. and Street, City, and State):
N/A
County of Residence or of the Principal Place of Business:
Spartanburg, SC
County of Residence or of the Principal Place of Business:
N/A
Mailing Address of Debtor (if different from street address):
N/A
Mailing Address of Joint Debtor (if different from street address):
N/A
Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box.)
Individual (includes Joint Debtors) See Exhibit D on page 2 of this form.
Corporation (includes LLC and LLP)
Partnership
Other (If debtor is not one of the above entities, check this box and state type of entity below.)
Nature of Business (Check one box.)
Health Care Business
Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)
Railroad
Stockbroker
Commodity Broker
Clearing Bank
Other
Hospitals/Hotel Tax-Exempt Entity (Check box, if applicable.)
Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
Chapter 7
Chapter 9
Chapter 11
Chapter 12
Chapter 13
Chapter 15 Petition for Recognition of a Foreign Main Proceeding
Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Nature of Debts (Check one box)
Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."
Debts are primarily business debts.
Chapter 11 Debtors
Check one box:
Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).
Check if:
Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.
Check all applicable boxes:
A plan is being filed with this petition.
Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(B).

Statistical/Administrative Information
Debtor estimates that funds will be available for distribution to unsecured creditors.
Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.
Estimated Number of Creditors (consolidated with affiliates)
Estimated Assets (consolidated with affiliates)
Estimated Liabilities (consolidated with affiliates)

THIS SPACE IS FOR COURT USE ONLY



Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): ESA MEZZ L.L.C.	
All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attached Schedule 1	Case Number: See Attached Schedule 1	Date Filed: See Attached Schedule 1	
District: Southern District of New York	Relationship: Affiliates	Judge: Pending	
<p style="text-align:center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p>N/A</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align:center;">Exhibit B</p> <p style="text-align:center;"><small>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</small></p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by § 342(b).</p> <p style="text-align:center;">X _____ Signature of Attorney for Debtor(s) Date</p>		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

ESA MEZZ L.L.C.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X /s/ Marcia L. Goldstein
Signature of Attorney for Debtor(s)

Marcia L. Goldstein, Esq.
Printed Name of Attorney for Debtor(s)

Weil, Gotshal & Manges LLP
Firm Name

767 Fifth Avenue
Address

New York, NY 10153

(212) 310-8000
Telephone Number

June 15, 2009
Date

* In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Joseph Teichman
Signature of Authorized Individual

Joseph Teichman
Printed Name of Authorized Individual

Secretary
Title of Authorized Individual

June 15, 2009
Date

Schedule 1 to Chapter 11 Petition

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York (the “Court”). A motion has been filed or shortly will be filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and be jointly administered.

DEBTOR NAME	CASE NUMBER	DATE FILED
Extended Stay Inc.	09-_____()	June 15, 2009
ESA P Portfolio L.L.C.	09-_____()	June 15, 2009
ESA 2005 Portfolio L.L.C.	09-_____()	June 15, 2009
ESA 2005-San Jose L.L.C.	09-_____()	June 15, 2009
ESA 2005-Waltham L.L.C.	09-_____()	June 15, 2009
ESA Acquisition Properties L.L.C.	09-_____()	June 15, 2009
ESA Alaska L.L.C.	09-_____()	June 15, 2009
ESA Canada Properties Borrower L.L.C.	09-_____()	June 15, 2009
ESA FL Properties L.L.C.	09-_____()	June 15, 2009
ESA MD Borrower L.L.C.	09-_____()	June 15, 2009
ESA MN Properties L.L.C.	09-_____()	June 15, 2009
ESA P Portfolio MD Borrower L.L.C.	09-_____()	June 15, 2009
ESA P Portfolio PA Properties L.L.C.	09-_____()	June 15, 2009
ESA P Portfolio TXNC Properties L.P.	09-_____()	June 15, 2009
ESA PA Properties L.L.C.	09-_____()	June 15, 2009
ESA Properties L.L.C.	09-_____()	June 15, 2009
ESA TX Properties L.P.	09-_____()	June 15, 2009
ESH/Homestead Portfolio L.L.C.	09-_____()	June 15, 2009
ESH/HV Properties L.L.C.	09-_____()	June 15, 2009
ESH/MSTX Property L.P.	09-_____()	June 15, 2009
ESH/TN Properties L.L.C.	09-_____()	June 15, 2009
ESH/TX Properties L.P.	09-_____()	June 15, 2009
ESH/Homestead Mezz L.L.C.	09-_____()	June 15, 2009
ESA P Mezz L.L.C.	09-_____()	June 15, 2009
ESA Mezz L.L.C.	09-_____()	June 15, 2009

DEBTOR NAME	CASE NUMBER	DATE FILED
ESH/Homestead Mezz 2 L.L.C.	09-_____ ()	June 15, 2009
ESA P Mezz 2 L.L.C.	09-_____ ()	June 15, 2009
ESA Mezz 2 L.L.C.	09-_____ ()	June 15, 2009
ESH/Homestead Mezz 3 L.L.C.	09-_____ ()	June 15, 2009
ESA P Mezz 3 L.L.C.	09-_____ ()	June 15, 2009
ESA Mezz 3 L.L.C.	09-_____ ()	June 15, 2009
ESH/Homestead Mezz 4 L.L.C.	09-_____ ()	June 15, 2009
ESA P Mezz 4 L.L.C.	09-_____ ()	June 15, 2009
ESA Mezz 4 L.L.C.	09-_____ ()	June 15, 2009
ESH/Homestead Mezz 5 L.L.C.	09-_____ ()	June 15, 2009
ESA P Mezz 5 L.L.C.	09-_____ ()	June 15, 2009
ESA Mezz 5 L.L.C.	09-_____ ()	June 15, 2009
ESH/Homestead Mezz 6 L.L.C.	09-_____ ()	June 15, 2009
ESA P Mezz 6 L.L.C.	09-_____ ()	June 15, 2009
ESA Mezz 6 L.L.C.	09-_____ ()	June 15, 2009
ESH/Homestead Mezz 7 L.L.C.	09-_____ ()	June 15, 2009
ESA P Mezz 7 L.L.C.	09-_____ ()	June 15, 2009
ESA Mezz 7 L.L.C.	09-_____ ()	June 15, 2009
ESH/Homestead Mezz 8 L.L.C.	09-_____ ()	June 15, 2009
ESA P Mezz 8 L.L.C.	09-_____ ()	June 15, 2009
ESA Mezz 8 L.L.C.	09-_____ ()	June 15, 2009
ESH/Homestead Mezz 9 L.L.C.	09-_____ ()	June 15, 2009
ESA P Mezz 9 L.L.C.	09-_____ ()	June 15, 2009
ESA Mezz 9 L.L.C.	09-_____ ()	June 15, 2009
ESH/Homestead Mezz 10 L.L.C.	09-_____ ()	June 15, 2009
ESA P Mezz 10 L.L.C.	09-_____ ()	June 15, 2009
ESA Mezz 10 L.L.C.	09-_____ ()	June 15, 2009
Homestead Village L.L.C.	09-_____ ()	June 15, 2009
ESA MD Beneficiary L.L.C.	09-_____ ()	June 15, 2009
ESA P Portfolio MD Trust	09-_____ ()	June 15, 2009
ESA MD Properties Business Trust	09-_____ ()	June 15, 2009

DEBTOR NAME	CASE NUMBER	DATE FILED
ESA P Portfolio MD Beneficiary L.L.C.	09-_____()	June 15, 2009
ESA Canada Properties Trust	09-_____()	June 15, 2009
ESA Canada Trustee Inc.	09-_____()	June 15, 2009
ESA Canada Beneficiary Inc.	09-_____()	June 15, 2009
ESA UD Properties L.L.C.	09-_____()	June 15, 2009
ESA 2007 Operating Lessee Inc.	09-_____()	June 15, 2009
ESA 2005 Operating Lessee Inc.	09-_____()	June 15, 2009
ESA Operating Lessee Inc.	09-_____()	June 15, 2009
ESA P Portfolio Operating Lessee Inc.	09-_____()	June 15, 2009
ESA Business Trust	09-_____()	June 15, 2009
ESA Management L.L.C.	09-_____()	June 15, 2009
ESA P Portfolio Holdings L.L.C.	09-_____()	June 15, 2009
ESA Canada Operating Lessee Inc.	09-_____()	June 15, 2009
Extended Stay Hotels L.L.C.	09-_____()	June 15, 2009

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

-----X
In re : Chapter 11 Case No.
 :
ESA MEZZ L.L.C., : 09-____()
 :
Debtor. :
 :
-----X

EXHIBIT C TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety. To the extent the Debtor has an interest in such property, to the best of the Debtor's knowledge, the Debtor is in compliance with all applicable laws, including, without limitation, all environmental laws and regulations.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor is not aware of any real or alleged dangerous conditions existing on or related to any real or personal property owned or possessed by the Debtor.

CERTIFICATE OF RESOLUTIONS

I, Joseph Teichman, a duly authorized officer of ESA Mezz L.L.C., a Delaware limited liability company (the “Company”), hereby certify that the Member of the Company (the “Member”), and the Board of Directors of the Company, duly adopted the following resolutions on June 14, 2009 in accordance with the requirements of the Delaware Limited Liability Company Law and that these resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

RESOLVED, that, in our judgment, it is desirable and in the best interests of the Company, its creditors, employees, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”).

RESOLVED, that each of the President, Secretary and Assistant Secretary (each such officer or designee being an “Authorized Person” and all being the “Authorized Persons”) are hereby authorized, empowered and directed, in the name and on behalf of the Company, to execute and verify petitions and amendments thereto under chapter 11 of the Bankruptcy Code (the “Chapter 11 Case”) and to cause the same to be filed in the United States Bankruptcy Court for the Southern District of New York at such time or in such other jurisdiction as such Authorized Person executing the same shall determine.

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP is hereby engaged as attorneys for the Company under a general retainer in the Chapter 11 Case, subject to any requisite bankruptcy court approval.

RESOLVED, that the firm of Lazard Frères & Co. LLC is hereby engaged as financial advisors for the Company in the Chapter 11 Case, subject to any requisite bankruptcy court approval.

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and to take and perform any and all further acts and deeds which he or she deems necessary, proper or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of such case.

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to engage and retain all assistance by legal counsel, accountants, financial advisors, and other professionals in connection with the Chapter 11 Case, with a view to the successful prosecution of such case.

RESOLVED, that each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such officers, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action, as in the judgment of such persons shall be or become necessary, proper and desirable to effectuate a successful reorganization of the business of the Company.

RESOLVED, that each Authorized Person be, and each hereby is, authorized and empowered on behalf of and in the name of the Company, to execute such consents of the Company, as such Authorized Person considers necessary, proper or desirable to effectuate these resolutions, such determination to be evidenced by such execution or taking of such action.

RESOLVED, each Authorized Person, and such other officers of the Company as the Authorized Persons shall from time to time designate, be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, as the case may be, to: (i) negotiate, execute, deliver and/or file any and all of the agreements, documents and instruments referenced herein, and such other agreements, documents and instruments and assignments thereof as may be required or as such officers deem appropriate or advisable, or to cause the negotiation, execution and delivery thereof, in the name and on behalf of the Company, as the case may be, in such form and substance as such officers may approve, together with such changes and amendments to any of the terms and conditions thereof as such officers may approve, with the execution and delivery thereof on behalf of the Company by or at the direction of such officers to constitute evidence of such approval, (ii) negotiate, execute, deliver and/or file, in the name and on behalf of the Company any and all agreements, documents, certificates, consents, filings and applications relating to the resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other actions as may be required or as such officers deem appropriate or advisable in connection therewith, and (iii) do such other things as may be required, or as may in their judgment be appropriate or advisable, in order to effectuate fully the resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated thereby.

RESOLVED, that, any and all past actions heretofore taken by any Authorized Person of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

IN WITNESS WHEREOF, I have set my hand this 15th day of June, 2009.

/s/ Joseph Teichman

By: Joseph Teichman

Title: Secretary

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

-----X
 In re : Chapter 11 Case No.
 :
 ESA MEZZ L.L.C., : 09-____()
 :
 Debtor. :
 :
 :
 -----X

**CONSOLIDATED LIST OF CREDITORS
HOLDING 5 LARGEST UNSECURED CLAIMS**

The following is a list of creditors holding the 5 largest unsecured claims, on a consolidated basis, against the Debtor and its debtor affiliates that also commenced chapter 11 cases in this Court on the date hereof. The list reflects amounts from the Debtor’s books and records as of June 11, 2009.

The list of creditors has been prepared for filing in the Debtor’s chapter 11 case in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure. This list does not include (i) persons who come within the definition of “insider” set forth in section 101(31) of chapter 11 of title 11 of the United States Code or (ii) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 5 largest unsecured claims. The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtor. Moreover, nothing herein shall affect the Debtor’s right to challenge the amounts or characterizations of any claim at a later date.

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address, including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed or subject to setoff^d</i>	<i>Estimated amount of claim as of June 11, 2009 (if secured also state value of security)</i>

Refer to the list included with the chapter 11 petition of the Debtor’s affiliate, Extended Stay Inc., filed contemporaneously herewith.

¹ All claims are subject to customary offsets, rebates, discounts, reconciliations, credits, and adjustments, which are not reflected on this list.

DECLARATION UNDER PENALTY OF PERJURY:

I, the undersigned authorized officer of ESA Mezz L.L.C., named as the debtor in this case (the "Debtor"), declare under penalty of perjury that I have read the foregoing consolidated list of creditors holding the 5 largest unsecured claims against the Debtor and certain of its affiliates and that it is true and correct to the best of my information and belief.

Dated: June 15, 2009

/s/ Joseph Teichman

By: Joseph Teichman

Title: Secretary

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

-----X
In re : Chapter 11 Case No.
 :
ESA MEZZ L.L.C., : 09-____()
 :
Debtor. :
 :
-----X

DECLARATION CONCERNING LIST OF CREDITORS¹

Contemporaneously herewith, the above-captioned debtor and its affiliated debtors (the “Debtors”) have filed a motion requesting a waiver of the requirement for filing a list of creditors pursuant to sections 105(a), 342(a), and 521(a)(1) of chapter 11 of title 11 of the United States Code, Rules 1007(a)(1) and 2002(a), (f), and (l) of the Federal Rules of Bankruptcy Procedure, Rule 1007-1 of the Local Bankruptcy Rules for the Southern District of New York, and General Orders M-133, M-137, M-138 and M-192 of the United States Bankruptcy Court for the Southern District of New York. The Debtors propose to furnish their list of creditors to the proposed claims and noticing agent. The Debtors have consulted with and received the approval of the Clerk of this Court to implement the foregoing procedures.

The list of creditors will contain only those creditors whose names and addresses were maintained in the Debtors’ consolidated database or were otherwise ascertainable by the Debtors prior to the commencement of the case. The schedules of liabilities to be subsequently filed should be consulted for a list of the Debtors’ creditors that is comprehensive and current as of the date of the commencement of the case.

Dated: June 15, 2009

/s/ Joseph Teichman
By: Joseph Teichman
Title: Secretary

¹ The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtor.

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

-----X
 In re : Chapter 11 Case No.
 :
 ESA MEZZ L.L.C., : 09-____()
 :
 Debtor. :
 :
 -----X

**LIST OF EQUITY SECURITY HOLDERS PURSUANT TO
RULE 1007(a)(3) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Name and Last Known Address of Equity Interest Holder	Kind of Interest	Number of Interests Held
ESA Mezz 2 L.L.C. 100 Dunbar Street Spartanburg, SC 29306	Membership	100%

DECLARATION UNDER PENALTY OF PERJURY

I, the undersigned authorized officer of ESA Mezz L.L.C., named as the debtor in this case, declare under penalty of perjury that I have reviewed the “List of Equity Security Holders” and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Dated: June 15, 2009

/s/ Joseph Teichman

 By: Joseph Teichman
 Title: Secretary

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

-----X
In re : Chapter 11 Case No.
 :
ESA MEZZ L.L.C., :
 :
Debtor. :
 :
 :
-----X

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(a)(1)
AND LOCAL RULE OF BANKRUPTCY PROCEDURE 1007-3**

Pursuant to Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York, ESA Mezz L.L.C., as debtor and debtor in possession (the "Debtor"), respectfully represents as follows:

1. ESA Mezz 2 L.L.C. owns 100% of the limited liability company membership interests of the Debtor.
2. The Debtor does not directly or indirectly own 10% or more of any class of equity interests in any corporation whose securities are publicly traded.

DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT

I, the undersigned authorized officer of ESA Mezz L.L.C., named as the debtor in this case, declare under penalty of perjury that I have reviewed the Corporate Ownership Statement of ESA Mezz L.L.C. submitted herewith and that it is true and correct to the best of my information and belief.

Dated: June 15, 2009

/s/ Joseph Teichman
By: Joseph Teichman
Title: Secretary