

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

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In re :
EXTENDED STAY INC., :
Debtor. :
Employer Tax I.D. No. 20-1087401 :
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Chapter 11 Case No.
09-13764 (JMP)

In re :
ESA P PORTFOLIO L.L.C., :
Debtor. :
Employer Tax I.D. No. 20-1627190 :
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Chapter 11 Case No.
09-13765 (JMP)

In re :
ESA 2005 PORTFOLIO L.L.C., :
Debtor. :
Employer Tax I.D. No. 20-2628617 :
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Chapter 11 Case No.
09-13767 (JMP)

In re :
ESA 2005-SAN JOSE L.L.C., :
Debtor. :
Employer Tax I.D. No. 20-2741317 :
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Chapter 11 Case No.
09-13770 (JMP)



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In re : Chapter 11 Case No.
ESA 2005-WALTHAM L.L.C., : 09-13773 (JMP)
Debtor. :
Employer Tax I.D. No. 20-2741418 :
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In re : Chapter 11 Case No.
ESA ACQUISITION PROPERTIES L.L.C., : 09-13775 (JMP)
Debtor. :
Employer Tax I.D. No. 20-3698149 :
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In re : Chapter 11 Case No.
ESA ALASKA L.L.C., : 09-13780 (JMP)
Debtor. :
Employer Tax I.D. No. 20-3698213 :
-----X

In re : Chapter 11 Case No.
ESA CANADA PROPERTIES : 09-13785 (JMP)
BORROWER L.L.C., :
Debtor. :
Employer Tax I.D. No. 26-0367476 :
-----X

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In re : Chapter 11 Case No.
ESA FL PROPERTIES L.L.C., : 09-13791 (JMP)
Debtor. :
Employer Tax I.D. No. 20-0897687 :
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In re : Chapter 11 Case No.
ESA MD BORROWER L.L.C., : 09-13794 (JMP)
Debtor. :
Employer Tax I.D. No. 20-0938839 :
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In re : Chapter 11 Case No.
ESA MN PROPERTIES L.L.C., : 09-13798 (JMP)
Debtor. :
Employer Tax I.D. No. 20-0930648 :
-----X

In re : Chapter 11 Case No.
ESA P PORTFOLIO MD BORROWER L.L.C., : 09-13803 (JMP)
Debtor. :
Employer Tax I.D. No. 20-1627448 :
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In re : Chapter 11 Case No.
ESA P PORTFOLIO PA PROPERTIES L.L.C., : 09-13807 (JMP)
Debtor. :
Employer Tax I.D. No. 20-2976306 :
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In re : Chapter 11 Case No.
ESA P PORTFOLIO TXNC :
PROPERTIES L.P., : 09-13809 (JMP)
Debtor. :
Employer Tax I.D. No. 20-1627378 :
-----X

In re : Chapter 11 Case No.
ESA PA PROPERTIES L.L.C., : 09-13811 (JMP)
Debtor. :
Employer Tax I.D. No. 20-0897652 :
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In re : Chapter 11 Case No.
ESA PROPERTIES L.L.C., : 09-13815 (JMP)
Debtor. :
Employer Tax I.D. No. 20-0891249 :
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In re : Chapter 11 Case No.
ESA TX PROPERTIES L.P., : 09-13818 (JMP)
Debtor. :
Employer Tax I.D. No. 20-0891295 :
-----X

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In re : Chapter 11 Case No.
ESH/HOMESTEAD PORTFOLIO L.L.C., : 09-13778 (JMP)
Debtor. :
Employer Tax I.D. No. 06-1689049 :
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In re : Chapter 11 Case No.
ESH/HV PROPERTIES L.L.C., : 09-13786 (JMP)
Debtor. :
Employer Tax I.D. No. 13-4188927 :
-----X

In re : Chapter 11 Case No.
ESH/MSTX PROPERTY L.P., : 09-13790 (JMP)
Debtor. :
Employer Tax I.D. No. 32-0075862 :
-----X

In re : Chapter 11 Case No.
ESH/TN PROPERTIES L.L.C., : 09-13793 (JMP)
Debtor. :
Employer Tax I.D. No. 04-3585781 :
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In re : Chapter 11 Case No.
ESH/TX PROPERTIES L.P., : 09-13802 (JMP)
Debtor. :
Employer Tax I.D. No. 01-0556964 :
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In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ L.L.C., : 09-13805 (JMP)
Debtor. :
Employer Tax I.D. No. 20-0509883 :
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In re : Chapter 11 Case No.
ESA P MEZZ L.L.C., : 09-13813 (JMP)
Debtor. :
Employer Tax I.D. No. 20-1627467 :
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In re : Chapter 11 Case No.
ESA MEZZ L.L.C., : 09-13816 (JMP)
Debtor. :
Employer Tax I.D. No. 20-0930767 :
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In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 2 L.L.C., : 09-13819 (JMP)
Debtor. :
Employer Tax I.D. No. 20-0509903 :
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In re : Chapter 11 Case No.
ESA P MEZZ 2 L.L.C., : 09-13820 (JMP)
Debtor. :
Employer Tax I.D. No. 20-1627480 :
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In re : Chapter 11 Case No.
ESA MEZZ 2 L.L.C., : 09-13823 (JMP)
Debtor. :
Employer Tax I.D. No. 20-0930866 :
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In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 3 L.L.C., : 09-13826 (JMP)
Debtor. :
Employer Tax I.D. No. 20-0509936 :
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In re : Chapter 11 Case No.
ESA P MEZZ 3 L.L.C., : 09-13828 (JMP)
Debtor. :
Employer Tax I.D. No. 20-1628977 :
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In re : Chapter 11 Case No.
ESA MEZZ 3 L.L.C., : 09-13830 (JMP)
Debtor. :
Employer Tax I.D. No. 20-0930929 :
-----X

In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 4 L.L.C., : 09-13831 (JMP)
Debtor. :
Employer Tax I.D. No. 20-0509953 :
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In re : Chapter 11 Case No.
ESA P MEZZ 4 L.L.C., : 09-13832 (JMP)
Debtor. :
Employer Tax I.D. No. 20-1628997 :
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In re : Chapter 11 Case No.
ESA MEZZ 4 L.L.C., : 09-13833 (JMP)
Debtor. :
Employer Tax I.D. No. 20-0930964 :
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In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 5 L.L.C., : 09-13777 (JMP)
Debtor. :
Employer Tax I.D. No. 20-3059613 :
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In re : Chapter 11 Case No.
ESA P MEZZ 5 L.L.C., : 09-13781 (JMP)
Debtor. :
Employer Tax I.D. No. 20-3059186 :
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In re : Chapter 11 Case No.
ESA MEZZ 5 L.L.C., : 09-13784 (JMP)
Debtor. :
Employer Tax I.D. No. 20-0931006 :
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In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 6 L.L.C., : 09-13788 (JMP)
Debtor. :
Employer Tax I.D. No. 20-3059667 :
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In re : Chapter 11 Case No.
ESA P MEZZ 6 L.L.C., : 09-13792 (JMP)
Debtor. :
Employer Tax I.D. No. 20-3059247 :
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In re : Chapter 11 Case No.
ESA MEZZ 6 L.L.C., : 09-13796 (JMP)
Debtor. :
Employer Tax I.D. No. 20-3058995 :
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In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 7 L.L.C., : 09-13801 (JMP)
Debtor. :
Employer Tax I.D. No. 20-3059722 :
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In re : Chapter 11 Case No.
ESA P MEZZ 7 L.L.C., : 09-13806 (JMP)
Debtor. :
Employer Tax I.D. No. 20-3059349 :
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In re : Chapter 11 Case No.
ESA MEZZ 7 L.L.C., : 09-13810 (JMP)
Debtor. :
Employer Tax I.D. No. 20-3059065 :
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In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 8 L.L.C., : 09-13812 (JMP)
Debtor. :
Employer Tax I.D. No. 20-3059779 :
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In re : Chapter 11 Case No.
ESA P MEZZ 8 L.L.C., : 09-13814 (JMP)
Debtor. :
Employer Tax I.D. No. 20-3059402 :
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In re : Chapter 11 Case No.
ESA MEZZ 8 L.L.C., : 09-13817 (JMP)
Debtor. :
Employer Tax I.D. No. 20-3059117 :
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In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 9 L.L.C., : 09-13821 (JMP)
Debtor. :
Employer Tax I.D. No. 26-0311011 :
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In re : Chapter 11 Case No.
ESA P MEZZ 9 L.L.C., : 09-13822 (JMP)
Debtor. :
Employer Tax I.D. No. 26-0310281 :
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In re : Chapter 11 Case No.
ESA MEZZ 9 L.L.C., : 09-13824 (JMP)
Debtor. :
Employer Tax I.D. No. 26-0310923 :
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In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 10 L.L.C., : 09-13825 (JMP)
Debtor. :
Employer Tax I.D. No. 26-0311063 :
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In re : Chapter 11 Case No.
ESA P MEZZ 10 L.L.C., : 09-13827 (JMP)
Debtor. :
Employer Tax I.D. No. 26-0310224 :
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In re : Chapter 11 Case No.
ESA MEZZ 10 L.L.C., : 09-13829 (JMP)
Debtor. :
Employer Tax I.D. No. 26-0310175 :
-----X

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In re : Chapter 11 Case No.
HOMESTEAD VILLAGE L.L.C., : 09-13766 (JMP)
Debtor. :
Employer Tax I.D. No. 13-4188930 :
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In re : Chapter 11 Case No.
ESA MD BENEFICIARY L.L.C., : 09-13768 (JMP)
Debtor. :
Employer Tax I.D. No. 20-1017038 :
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In re : Chapter 11 Case No.
ESA P PORTFOLIO MD TRUST, : 09-13769 (JMP)
Debtor. :
Employer Tax I.D. No. 20-1628258 :
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In re : Chapter 11 Case No.
ESA MD PROPERTIES BUSINESS TRUST, : 09-13771 (JMP)
Debtor. :
Employer Tax I.D. No. 20-1016992 :
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In re : Chapter 11 Case No.
 :
ESA P PORTFOLIO MD : 09-13772 (JMP)
BENEFICIARY L.L.C., :
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Debtor. :
 :
Employer Tax I.D. No. 20-1628432 :
-----X

In re : Chapter 11 Case No.
 :
ESA CANADA PROPERTIES TRUST, : 09-13774 (JMP)
 :
Debtor. :
 :
Employer Tax I.D. No. 20-6692314 :
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In re : Chapter 11 Case No.
 :
ESA CANADA TRUSTEE INC., : 09-13776 (JMP)
 :
Debtor. :
 :
Employer Tax I.D. No. 20-3622861 :
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In re : Chapter 11 Case No.
 :
ESA CANADA BENEFICIARY INC., : 09-13779 (JMP)
 :
Debtor. :
 :
Employer Tax I.D. No. 26-4337543 :
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In re : Chapter 11 Case No.
ESA UD PROPERTIES L.L.C., : 09-13782 (JMP)
Debtor. :
Employer Tax I.D. No. 20-1017075 :
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In re : Chapter 11 Case No.
ESA 2007 OPERATING LESSEE INC., : 09-13783 (JMP)
Debtor. :
Employer Tax I.D. No. 26-0479408 :
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In re : Chapter 11 Case No.
ESA 2005 OPERATING LESSEE INC., : 09-13787 (JMP)
Debtor. :
Employer Tax I.D. No. 20-2628471 :
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In re : Chapter 11 Case No.
ESA OPERATING LESSEE INC., : 09-13789 (JMP)
Debtor. :
Employer Tax I.D. No. 20-0944369 :
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In re	:	Chapter 11 Case No.
	:	
ESA P PORTFOLIO OPERATING LESSEE INC.,	:	09-13795 (JMP)
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Debtor.	:	
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Employer Tax I.D. No. 20-1627433	:	
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In re	:	Chapter 11 Case No.
	:	
ESA BUSINESS TRUST,	:	09-13797 (JMP)
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Debtor.	:	
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Employer Tax I.D. No. 20-3698078	:	
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In re	:	Chapter 11 Case No.
	:	
ESA MANAGEMENT L.L.C.,	:	09-13799 (JMP)
	:	
Debtor.	:	
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Employer Tax I.D. No. 36-4029101	:	
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In re	:	Chapter 11 Case No.
	:	
ESA P PORTFOLIO HOLDINGS L.L.C.	:	09-13800 (JMP)
	:	
Debtor.	:	
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Employer Tax I.D. No. 20-1628432	:	
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In re	:	Chapter 11 Case No.
	:	
ESA CANADA OPERATING LESSEE INC.,	:	09-13804 (JMP)
	:	
Debtor.	:	
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Employer Tax I.D. No. 94-0468838	:	
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In re	:	Chapter 11 Case No.
	:	
EXTENDED STAY HOTELS L.L.C.,	:	09-13808 (JMP)
	:	
Debtor.	:	
	:	
Employer Tax I.D. No. 20-1677438	:	
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**ORDER PURSUANT TO RULE 1015(b)
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Upon the Motion, dated June 15, 2009 (the "Motion"), of Extended Stay Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the "Debtors"), for entry of an order pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") directing the joint administration of the Debtors' chapter 11 cases for procedural purposes only, as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the parties listed on "Exhibit 1" attached hereto, and those creditors holding the five largest

unsecured claims against the Debtors' estates (on a consolidated basis), and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the "Hearing"); and the appearances of all interested parties having been noted in the record of the Hearing; and upon the Declaration of Joseph Teichman Pursuant to Rule 1007-2 of the Local Bankruptcy Rules of the Southern District of New York in Support of First-Day Motions and Appearances, filed contemporaneously with the Motion, the record of the Hearing, and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

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

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

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

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

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In re	: Chapter 11 Case No.
	:
EXTENDED STAY INC., <u>et al.</u>,	: 09-13764 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
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; and it is further

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

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

Portfolio Holdings L.L.C.; ESA Canada Operating Lessee Inc.; and Extended Stay Hotels L.L.C. The docket in **Case No. 09-13764 (JMP)** should be consulted for all matters affecting this case.

; and it is further

ORDERED that the Debtors shall be permitted to file their monthly operating reports required by the United States Trustee Operating Guidelines on a consolidated basis; provided, however, that disbursements will be listed on a debtor-by-debtor basis; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: New York, New York
June 16, 2009

s/ James M. Peck
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>