

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

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<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>EXTENDED STAY INC., <u>et al.</u>,</b>	:	<b>Case No. 09-13764 (JMP)</b>
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
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**SCHEDULES OF ASSETS AND LIABILITIES FOR  
ESA P PORTFOLIO OPERATING LESSEE INC.**



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## **GENERAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY AND DISCLAIMER REGARDING THE DEBTORS' SCHEDULES AND SOFAS**

On June 15, 2009 (the "Commencement Date"), Extended Stay Inc. ("ESI"), and certain of its affiliates, as debtors and debtors in possession (collectively, the "Debtors," or "Extended Stay"), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). The chapter 11 cases have been consolidated for procedural purposes only under Case No. 09-13764 (JMP). The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

With the assistance of their Bankruptcy Court-appointed advisors, the Debtors prepared their Schedules of Assets and Liabilities (collectively, the "Schedules") and their Statements of Financial Affairs (the "SOFAs" and together with the Schedules, the "Schedules and SOFAs") pursuant to section 521 of the Bankruptcy Code and Rule 1007 of the Federal Rules of Bankruptcy Procedure. The Schedules and SOFAs are unaudited and do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States ("GAAP"), and they are not intended to be fully reconciled to the Debtors' financial statements.

Although the Debtors have made every reasonable effort to ensure that the Schedules and SOFAs are accurate and complete based on information that was available to them at the time of preparation, inadvertent errors or omissions may have occurred. As discussed below in the section entitled "Disclaimer Regarding Information," the information provided herein, except as otherwise noted, is what was available to the Debtors and their professionals, as may have been provided by HVM L.L.C. ("HVM") and The Lightstone Group, as custodians of most of the books and records of the Debtors as of the close of business on May 31, 2009.

Because the information provided herein is unaudited and, except as otherwise noted, is as of the close of business on May 31, 2009, subsequent receipt of information or an audit may result in material changes in financial data requiring amendment of the Schedules and SOFAs. There can be no assurance that the Schedules and SOFAs are complete. Accordingly, the Schedules and SOFAs remain subject to the Debtors' further review, verification, and potential adjustment. The Debtors reserve their right to amend the Schedules and SOFAs from time-to-time as may be necessary or appropriate, including, but not limited to, the right to dispute or otherwise assert offsets or defenses to any claim reflected in the Schedules and SOFAs as to amount, liability, or classification, or to otherwise subsequently designate any claim as "disputed," "contingent," or "unliquidated." Furthermore, nothing contained in the Schedules and SOFAs shall constitute a waiver of rights with respect to these chapter 11 cases, including, but not limited to, any rights or claims of the Debtors against any third party, issues involving substantive consolidation, equitable subordination and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers.

Certain of the Schedules and SOFAs have been signed by F. Joseph Rogers, the Assistant Secretary for some of the Debtors. In reviewing and signing the Schedules and SOFAs, Mr. Rogers has necessarily relied upon the efforts, statements, and representations of the Debtors' personnel and professionals and the information, efforts, statements, and representations of the accounting and non-accounting personnel of the Debtors and their advisors. Mr. Rogers has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors and their addresses.

Certain of the Schedules and SOFAs have been signed by Joseph Teichman, the Secretary for all of the Debtors. In reviewing and signing the Schedules and SOFAs, Mr. Teichman has necessarily relied upon the efforts, statements, and representations of the Debtors' personnel and professionals and the information, efforts, statements, and representations of the accounting and non-accounting personnel of the Debtors and their advisors. Mr. Teichman has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors and their addresses.

These General Notes and Statement of Limitations, Methodology, and Disclaimer Regarding the Debtors' Schedules and SOFAs (the "General Notes") are incorporated by reference in, and comprise an integral part of, the Schedules and SOFAs and should be referred to and considered in connection with any review of the Schedules and SOFAs.

**Disclaimer Regarding Information.** All of the Extended Stay hotels are managed by HVM, an entity that is affiliated with, but not 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 substantially all goods and materials utilized in the operation of the business. HVM employs approximately 9,200 employees in connection with the operation of the hotels. Accordingly, the Debtors themselves do not have any employees. Thus, the Schedules and SOFAs have been prepared, in large part, based upon the information and work product and/or representations made available to the Debtors and their professionals by representatives of HVM, and in limited instances, corporate records held by The Lightstone Group (which owns the equity of certain of the Debtors).

Prior to the Commencement Date, and continuing thereafter, the operations of the Debtors were necessarily connected with and collectively managed by HVM. With the exception of certain service providers, HVM has historically been the entity that has been responsible for the payments to the employees, utility companies, and other third party providers that provide services to the Extended Stay hotels. However, certain contracts may also list one of the Debtor entities as a party, and as a result, it may not be immediately clear whether that certain Debtor entity or HVM is liable for certain of the obligations listed on the Schedules and SOFAs. In addition, the financial affairs and business of the Debtors and HVM are complex and intertwined, and certain payments may have been made by one entity on behalf of another.

Given that HVM's continued performance of its management services was critical to the Debtors' operations, the Debtors were authorized by the Bankruptcy Court to continue to

reimburse HVM so that HVM could continue to pay the employees, vendors, utility companies and other third party service providers that provide crucial and necessary services to continue the operations at the Extended Stay hotels. Additionally, HVM was authorized to pay certain amounts for services that may have been provided to the Debtors prior to the Commencement Date.

This disclaimer is incorporated by reference in, and comprises an integral part of the Schedules and SOFAs, and should be considered in connection with any review of the Schedules and SOFAs.

**Asset Presentation.** The Debtors have reported the market value of cash and cash equivalents and investment securities where market values were readily accessible as of May 31, 2009, unless otherwise noted. The Debtors believe that it would be an inefficient use of the assets of the Debtors' estates for the Debtors to obtain current market valuations of all of their assets. Accordingly, where necessary, the Debtors have indicated in the Schedules and SOFAs that the value of certain assets (and liabilities) is "Unknown" or "Undetermined." The Debtors have provided the net book value of their assets as of May 31, 2009; however, where possible, the Debtors have provided the net book value of their liabilities as of June 15, 2009. The ultimate market value of the Debtors' assets and liabilities may vary materially from the net book values presented in the Schedules and SOFAs.

In addition, notwithstanding the fact that some assets may not have been recorded on the Debtors' books and records, in certain circumstances the Debtors have listed assets as contingent assets on the Schedules and SOFAs. There may be additional assets that belong to the Debtors that have not been included on the Schedules and SOFAs. The Debtors reserve their right to amend or adjust the value of each asset or liability set forth herein and to add additional assets, as such information becomes available.

In addition, any omission of an asset of the Debtors on the Schedules and SOFAs does not constitute a representation regarding the ownership of the asset, and any such omission shall not constitute a waiver of any and all rights of the Debtors with respect to that particular asset.

**Liabilities.** The Debtors have sought to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Schedules and SOFAs. As additional information becomes available and further research is conducted, the allocation of liabilities between prepetition and postpetition periods may change. The Debtors reserve their right to change the allocation of liability to the extent additional information becomes available.

In addition, notwithstanding the fact that some liabilities may not have been recorded on their books and records, the Debtors have listed some of those liabilities on the Schedules and SOFAs, as the Debtors may be the contractual party. The Debtors reserve their right to amend or adjust the value of each asset or liability set forth herein.

Pursuant to Bankruptcy Court orders, the Debtors have been granted authority to pay certain priority prepetition obligations. Accordingly, these liabilities have been or will be satisfied and may or may not be listed in the Schedules and SOFAs.

**Excluded Assets and Liabilities Values.** Asset values listed are Net Book Value (“NBV”) as of May 31, 2009. The Debtors have excluded the following categories of assets and liabilities from the Schedules and Statements: certain immaterial assets and liabilities, and assets with a net book value of zero, and liabilities that have been or will be satisfied.

**Intellectual Property Rights.** Exclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have been abandoned, have been terminated, or otherwise expired by their terms, or have been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Conversely, inclusion of certain intellectual property shall not be construed to be an admission that such intellectual property rights have not been abandoned, have not been terminated, or otherwise expired by their terms, or have not been assigned or otherwise transferred pursuant to a sale, acquisition, or other transaction. Accordingly, the Debtors reserve all of their rights with respect to the legal status of any and all such intellectual property rights.

**Property and Equipment.** Unless otherwise noted, owned property and equipment are stated as NBV. In the ordinary course of their business, the Debtors may lease furniture, fixtures, and equipment from certain third party lessors for use in the daily operation of their business. Any such leases are set forth in the Schedules and SOFAs. Nothing in the Schedules and SOFAs is or shall be construed as an admission regarding the legal status of any lease (including whether any lease is a true lease or a financing arrangement), and the Debtors reserve all their rights with respect to any such issue.

**Recharacterization.** The Debtors have made reasonable efforts to correctly characterize, classify, categorize, and designate the claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules and SOFAs. However, due to the complexity and size of the Debtors’ business, the Debtors may have improperly characterized, classified, categorized, or designated certain items. The Debtors thus reserve all of their rights to recharacterize, reclassify, recategorize, or redesignate items reported in the Schedules and SOFAs at a later time as necessary or appropriate as additional information becomes available.

**Claims Description.** Any failure to designate a claim on the Debtors’ Schedules and SOFAs as “disputed,” “contingent,” or “unliquidated” does not constitute an admission by the Debtors that such claim is not “disputed,” “contingent,” or “unliquidated.” The Debtors reserve the right to dispute, or to assert offsets or defenses to, any claim reflected on the Schedules and SOFAs as to amount, liability, priority, secured or unsecured status, or classification, or to otherwise designate any claim as “disputed,” “contingent,” or “unliquidated.” Moreover, the Debtors reserve the right to amend the Schedules and SOFAs as necessary and appropriate, including, but not limited to, with respect to claim description and designation.

**Intercompany Claims, Agreements, and Related Matters.** The Schedules and SOFAs generally do not include intercompany claims, distributions, agreements, or other related matters

between Debtors and between Debtors and non-Debtor affiliates. However, the Schedules and SOFAs do include the claims between the Debtors and HVM.

**Contingent Assets/Causes of Action.** The Debtors believe that they may possess certain claims and causes of action against various parties. Additionally, the Debtors may possess contingent claims in the form of various avoidance actions they could commence under the provisions of chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws. The Debtors, despite reasonable efforts, may not have set forth all of their causes of action against third parties as assets in their Schedules and SOFAs. The Debtors reserve all of their rights with respect to any claims, causes of action, or avoidance actions they may have and nothing contained in these General Notes or the Schedules and SOFAs shall be deemed a waiver of any such claims, avoidance actions, or causes of action or in any way prejudice or impair the assertion of such claims.

The Debtors may also possess contingent and unliquidated claims against affiliated or formerly affiliated entities (both Debtor and non-Debtor) for various financial accommodations and similar benefits they have extended from time to time, including contingent and unliquidated claims for contribution, reimbursement and/or indemnification arising from, among other things, (i) letters of credit, (ii) notes payable and receivable, (iii) surety bonds, (iv) guaranties, (v) indemnities, (vi) warranties, and (vii) taxes. Additionally, prior to the Commencement Date, the Debtors, as plaintiffs, may have commenced various lawsuits in the ordinary course of business against third parties seeking monetary damages. Refer to ESI's SOFA, item 4(a), for lawsuits commenced prior to the Commencement Date in which ESI was a plaintiff.

**Insiders.** In the circumstances where the Schedules and SOFAs require information regarding "insiders" (as defined in the instructions to the Schedules and SOFAs), the Debtors have included information with respect to certain individuals who served as officers and directors, as the case may be, during the relevant time periods. Such individuals may no longer serve as an officer or director of the Debtors.

Inclusion of information with respect to any such individual is not intended to be, nor shall it be construed as, a binding or legal characterization of such individual as an "insider," as defined under the Bankruptcy Code, federal and state securities laws or any other applicable law. Additionally, the inclusion of information with respect to any such individual is not intended to be, nor shall it be, an admission of any fact, or any claim, right or defense, and any and all such rights, claims and defenses are hereby expressly reserved for all purposes. Information regarding the individuals listed as "insiders" in the Schedules and SOFAs has been included for informational purposes only; such information may not be used for the purpose of determining control of the Debtors, or the extent to which any individual exercised management responsibilities or functions with respect to, or corporate decision-making authority over, the Debtors.

**Credits in the Ordinary Course of Business.** In the ordinary course of business, the Debtors apply credits against amounts otherwise due to vendors. Certain of these credits are subject to change. Vendor claims are listed at the amounts entered on the Debtors' books and records,

which may reflect credits or allowances due from such creditors to the Debtors. The Debtors reserve all of their rights respecting such credits and allowances.

**Schedule A- Real Property.** The amount of the current value of the Debtors' interest in all property set forth on Schedule A is unliquidated.

**Schedule B- Personal Property.**

- **Schedule B16.** The Debtors have listed all outstanding accounts receivable on Schedule B16 without discounting for bad or uncollectable accounts.
- **Schedule B21.** With respect to contingent and unliquidated claims, the schedules of Extended Stay, Inc., ESA PA Properties LLC, ESA TX Properties LP, ESA FL Properties LLC, ESA MN Properties LLC, ESA MD Properties Business Trust, and ESA Operating Lessee Inc. reference certain litigation regarding defects in windows. Prior to the Commencement Date, the aforementioned Debtor entities settled a series of product liability cases with a windows manufacturer and certain of its insurers over defects in windows installed at a number of hotels. The settlement included the entry of a consent judgment for an additional \$30 million to be executed only against the proceeds available under the insurance policies issued by three non-settling insurers. The Debtor entities are pursuing a garnishment action against the insurers. No estimate of recovery is available at this time.

**Schedule D- Creditors Holding Secured Claims.** Except as otherwise agreed pursuant to a stipulation or order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance, of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim.

The descriptions provided in Schedule D are intended only to be a summary. Without limiting the foregoing, the inclusion on Schedule D of creditors that have asserted liens is not an acknowledgement of the validity, extent, or priority of any such liens, and the Debtors reserve their right to challenge such liens and the underlying claims on any ground whatsoever. The Debtors have listed the Trustee and the Successor Trustee of the approximately \$4.1 billion loan (the "Mortgage Debt") extended to certain of the Debtors pursuant to the Loan Agreement, dated as of June 11, 2007 (the "Mortgage Loan Agreement"),<sup>1</sup> on Schedule D, and not the certificate holders that hold interests in the Mortgage Debt. Such exclusion is without prejudice to the Debtors rights to treat the certificate holders as creditors or parties in interest for any and all

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<sup>1</sup> Subsequent to the closing of the Mortgage Loan Agreement, the Mortgage Debt was sold and assigned to Wachovia Large Loan, Inc., which in turn, deposited the Mortgage Debt into a trust (the "Trust") created under the Trust and Servicing Agreement, dated as of August 1, 2007 (the "Trust and Servicing Agreement").

purposes in the chapter 11 cases. The Debtors have not been provided with a list of such certificate holders and although the Debtors may know the identities of certain of the certificate holders, such information could not be independently verified. Accordingly, despite discussions and inquiries, the Debtors and their professionals still cannot identify the beneficial holders of 100% of the Mortgage Debt. In addition, the Debtors have listed the known entities holding each of the mezzanine loans, aggregating to approximately \$3.3 billion (collectively, the “Mezzanine Debt”) on Schedule D. However, due largely to the Mezzanine Debt being traded, the Debtors may have inadvertently omitted certain entities with an interest in the Mezzanine Debt.

Accordingly, the information contained on Schedule D shall not constitute an admission of liability by, nor is it binding on, the Debtors. The Debtors reserve all rights to amend, modify, supplement, correct, change or alter the information contained on Schedule D.

Reference to the applicable agreements and other related relevant documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the General Notes or the Schedules and SOFAs shall be deemed a modification or interpretation of the terms of such agreements.

**Schedule E- Creditors Holding Unsecured Priority Claims.** As noted above, the Bankruptcy Court entered an order granting authority to the Debtors to pay certain prepetition tax obligations that would otherwise be entitled to priority status in the ordinary course. Accordingly, the Debtors may have not included such claims on Schedule E to the extent that the Debtors have satisfied such claims in full or anticipate satisfying such claims in full.

The listing of any claim on Schedule E does not constitute an admission by the Debtors that such claim is entitled to priority under section 507 of the Bankruptcy Code. The Debtors reserve the right to dispute the priority status of any claim on any basis. Moreover, the listing of any tax claim on Schedule E is not an admission or designation by the Debtors that such claim is a prepetition tax claim.

While reasonable efforts have been made, determination of the date upon which each claim in Schedule E was incurred or arose would be unduly burdensome and therefore, the Debtors do not list a date for each claim listed on Schedule E.

**Schedule F- Creditors Holding Unsecured Nonpriority Claims.** The Bankruptcy Court entered an order granting authority to honor certain prepetition customer programs and insurance payments. Accordingly, certain debts arising out of customer programs and insurance programs have not been included on the Debtors’ Schedules and SOFAs.

Schedule F may reflect the prepetition amounts owing to, among others, counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption, or assumption and assignment, of an executory contract or unexpired lease. Schedule F, however, does not include rejection damages claims of the counterparties to executory contracts and unexpired leases that may be rejected.



Although the Debtors and their professionals have generated financials the Debtors believe to be reasonable, actual liabilities (and assets) may deviate from the Schedules and SOFAs due to certain events that occur through the duration of these chapter 11 cases. Accordingly, the actual amount of claims against the Debtors may vary from the represented liabilities. Parties in interest should not accept that the listed liabilities necessarily reflect the correct amount of any unsecured creditor's allowed claims or the correct amount of all unsecured claims. Similarly, parties in interest should not anticipate that recoveries in these cases will reflect the relationship of aggregate asset values and aggregate liabilities set forth in the Schedules and SOFAs. Parties in interest should consult their own professionals and/or advisors with respect to pursuing a claim.

The claims listed on Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose may be unknown or subject to dispute. Although reasonable efforts have been made to determine the date upon which claims listed in Schedule F were incurred or arose, fixing that date for each claim in Schedule F would be unduly burdensome and cost prohibitive and, therefore, the Debtors have not listed a date for each claim listed on Schedule F.

**Schedule G- Executory Contracts.** While every effort has been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth on Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as subordination agreements, nondisturbance agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents are also not set forth in Schedule G. Furthermore, listing a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement was in effect on the Commencement Date or is valid or enforceable.

The Debtors hereby reserve all of their rights to dispute the validity, status, enforceability or liability under, any contracts, agreements, or leases set forth in Schedule G and to amend or supplement such Schedule as necessary. The Debtors also reserve all rights to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor's claim.

Omission of a contract or agreement from Schedule G does not constitute an admission that such omitted contract or agreement is not an executory contract or unexpired lease. The Debtors' rights under the Bankruptcy Code with respect to any such omitted contracts or agreements are not impaired by the omission.

The Debtors have used reasonable efforts to locate and identify guaranties and other secondary liability claims (collectively, "Guaranties"), including Guaranties of each of their executory contracts, unexpired leases, secured financings, debt instruments, and other agreements. Where such Guaranties have been identified, they have been included in the relevant Schedule G for the Debtor or Debtors affected by such Guaranties. The Debtors, however, believe that certain

Guaranties embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements may have been inadvertently omitted. Thus, the Debtors reserve all of their rights to amend the Schedules and SOFAs to the extent that such additional Guaranties are identified. Furthermore, certain of the Guaranties reflected on Schedule G may have expired or may be no longer enforceable. Thus, the Debtors reserve their right to amend the Schedules to the extent that additional Guaranties are identified or such Guaranties are discovered to have expired or become unenforceable.

In some cases, the same supplier or provider may appear multiple times in Schedule G. Multiple listings, if any, reflect distinct agreements between the applicable Debtor and such supplier or provider.

**Schedule H- Codebtors.** Schedule H does not reflect the other Debtor entities that may be jointly and severally liable on the debts listed by each Debtor. Each Debtor's applicable schedule should be referenced for such information.

In addition, the Debtors may not have identified certain guarantees that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements.

Further, certain of the guarantees reflected on Schedule H may have expired or may be no longer enforceable. Thus, the Debtors reserve their right to amend the Schedules to the extent that additional guarantees are identified or such guarantees are discovered to have expired or become unenforceable.

**SOFA 14 – Setoffs.** Although the Debtors are not aware of any, they may incur setoffs in the ordinary course of business. As such, it is impracticable for the Debtors to note such setoffs in the Schedules and SOFAs.

**SOFA 19(d) – Financial Statements.** For SOFA 19(d), the Debtor reports that, in its ordinary course of business, it issued various financial statements to various interested parties, including, without limitation, the holders of the Mortgage Debt and the Mezzanine Debt, as well as other creditors, equity holders, insurance brokers and insurance carriers for the debtors, certain large vendors and/or utility providers, and other parties. The Debtor did not maintain a record of each of these various recipients or the date on which these financial statements were issued.

**SOFA 21(b) – Indirect Stockholders.** Due to the complex nature of the corporate structure of the Debtors, each stockholder who indirectly owns, controls or hold five percent or more of the voting or equity securities of the Debtor has not been listed.

**Specific Notes.** These General Notes are in addition to the specific notes set forth in the individual Schedules and SOFAs. The fact that the Debtors have prepared a specific note with respect to a particular Schedule or SOFA and not as to others does not reflect and should not be interpreted as a decision by the Debtors to exclude the applicability of such General Note to any or all of the Debtors' remaining Schedules or SOFAs, as appropriate. Disclosure of information

in one Schedule, SOFA, exhibit, or continuation sheet even if incorrectly placed, shall be deemed to be disclosed in the correct Schedule, SOFA, exhibit or continuation sheet.

**Totals.** All totals that are included in the Schedules and SOFAs represent totals of the liquidated amounts for the individual schedule for which they are listed.

**Unliquidated Claims Amounts.** Claim amounts that could not be fairly quantified by the Debtors are scheduled as “unliquidated.”

**Undetermined Amounts.** The description of an amount as “undetermined” is not intended to reflect upon the materiality of such amount.

**Categories or Labels Used in Schedules and SOFAS.** Information requested by the Schedules and SOFAs requires the Debtors to make judgments regarding the appropriate category in which information should be presented or how certain parties, claims or other data should be labeled. The Debtors’ decisions regarding the category or label to use is based on the best information available as of the filing of these Schedules and SOFAs and within the time constraints imposed by the Bankruptcy Code and Federal Rule of Bankruptcy Procedure. The Debtors reserve the right to modify, change or delete any information in the Schedules and SOFAs by amendment, including to the extent some information currently presented should be moved to a different category or labeled in a different way.

**General Reservation of Rights.** The Debtors specifically reserve the right to amend, modify, supplement, correct, change or alter any part of the Schedules and SOFAs as and to the extent necessary as they deem appropriate.

**B6 Summary (Official Form 6 - Summary) (12/07)****UNITED STATES BANKRUPTCY COURT****Southern District of New York, New York****In re: ESA P Portfolio Operating Lessee Inc.****Case No. 09-13795 (JMP)****Chapter 11****SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

<b>Name of Schedule</b>	<b>Attached (YES/NO)</b>	<b>No. of Sheets</b>	<b>Assets</b>	<b>Liabilities</b>	<b>Other</b>
A - Real Property	YES	1	\$0.00		
B - Personal Property	YES	22	\$41,819,452.20		
C - Property Claimed as Exempt	NO	N/A			
D - Creditors Holding Secured Claims	YES	2		\$4,099,849,448.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	3		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	2		\$7,882,841.00	
G - Executory Contracts and Unexpired Leases	YES	2			
H - Codebtors	YES	1			
I - Current Income of Individual Debtor(s)	NO	N/A			
J - Current Expenditures of Individual Debtor(s)	NO	N/A			
<b>TOTAL</b>		<b>33</b>	<b>\$41,819,452.20</b>	<b>\$4,107,732,289.00</b>	



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### SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "HWJC." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

**Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM OR MORTGAGE
NONE				
Total			<b>\$0.00</b>	

(Report total also on Summary of Schedules.)

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "HWJC." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

**Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.**

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007 (m).

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand.		Petty Cash/Drawer Cash Location: Various		\$174,600.00 <sup>(1)</sup>
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Bank of America 214 N Tryon St, Charlotte, NC 28255 Account #3756283741		\$97,038.65 <sup>(2)</sup>

Subtotal (Total on this page) **\$271,638.65**

Footnote:

(1) Amount as of 5/31/09

(2) As of 5/31/09. Balances reflect general ledger (book) cash which may include in transit items.

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
2. Checking, savings or other financial accounts, certificates of deposit or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Bank of America Securities 214 N Tryon St, Charlotte, NC 28255 Account #223-23275-1-6 CHM		\$15.63 <sup>(3)</sup>
		HSBC Treasury Fund 3435 Stelzer Rd, Columbus, OH 43219-3035 Account #970145		\$0.00 <sup>(4)</sup>
3. Security deposits with public utilities, telephone companies, landlords, and others.		American Express Company - Security Deposit as of May 31, 2009 World Financial Center, 2002 Vessey St. New York, NY 10285		\$777,257.00 <sup>(5)</sup>

Subtotal (Total on this page) **\$777,272.63**

Footnote:

- (3) As of 5/31/09. Balances reflect general ledger (book) cash which may include in transit items.
- (4) As of 5/31/09. Balances reflect general ledger (book) cash which may include in transit items.
- (5) Security deposit increased to approximately \$1,330,000.00 by the Petition Date.

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
3. Security deposits with public utilities, telephone companies, landlords, and others.		Various Sales Tax Deposits Deposit amount as of May 31, 2009		\$482,933.00
		Various Utilities Deposit amount as of May 31, 2009		\$827,580.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			\$0.00

Subtotal (Total on this page) **\$1,310,513.00**



In re: **ESA P Portfolio Operating Lessee Inc.**

Case No. **09-13795 (JMP)**

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			\$0.00
6. Wearing apparel.	X			\$0.00
7. Furs and jewelry.	X			\$0.00

Subtotal (Total on this page) **\$0.00**

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
8. Firearms and sports, photographic, and other hobby equipment.	X			\$0.00
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			\$0.00
10. Annuities. Itemize and name each issuer.	X			\$0.00

Subtotal (Total on this page) **\$0.00**

In re: **ESA P Portfolio Operating Lessee Inc.**

Case No. **09-13795 (JMP)**

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			\$0.00
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			\$0.00
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			\$0.00

Subtotal (Total on this page) **\$0.00**

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
14. Interests in partnerships or joint ventures. Itemize.	X			\$0.00
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			\$0.00
16. Accounts Receivable.		Customer Accounts		\$10,664,887.67 <sup>(6)</sup>

Subtotal (Total on this page) **\$10,664,887.67**

Footnote:

(6) Balance as of 5/31/09. Represent the gross amounts due from customers without taking into consideration amounts that may be uncollectible.

In re: **ESA P Portfolio Operating Lessee Inc.**

Case No. **09-13795 (JMP)**

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			\$0.00
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		Illinois Department of Revenue 100 West Randolph Street, James R. Thompson Center Chicago, IL 60601-3274 Occupancy tax credit - Illinois		\$10,754.00 <sup>(7)</sup>
		Wachovia Bank NA NC1067 8th Floor, 201 S. College Street, Charlotte, NC 28244-1067 Escrow for ground leases		\$40,425.00 <sup>(8)</sup>

Subtotal (Total on this page) **\$51,179.00**

Footnote:

(7) Utilized in July, 2009

(8) The escrow amounts referred to herein have been released subsequent to June 15, 2009, to the Debtors in accordance with and subject to the terms of the Cash Collateral Order.

In re: **ESA P Portfolio Operating Lessee Inc.**

Case No. **09-13795 (JMP)**

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A – Real Property.	X			\$0.00
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			\$0.00
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			\$0.00

Subtotal (Total on this page) **\$0.00**

In re: **ESA P Portfolio Operating Lessee Inc.**

Case No. **09-13795 (JMP)**

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
22. Patents, copyrights, and other intellectual property. Give particulars.	X			\$0.00
23. Licenses, franchises, and other general intangibles. Give particulars.		Net amortized value of multi-year trademark license from BHAC Capital IV, L.L.C. of "Extended Stay America®", et al Expiration date: 12/31/2025		\$13,567,606.25 <sup>(9)</sup>
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			\$0.00

Subtotal (Total on this page)

**\$13,567,606.25**

Footnote:  
(9) Amount at 5/31/09

In re: **ESA P Portfolio Operating Lessee Inc.**

Case No. **09-13795 (JMP)**

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			\$0.00
26. Boats, motors, and accessories.	X			\$0.00
27. Aircraft and accessories.	X			\$0.00

Subtotal (Total on this page) **\$0.00**



In re: **ESA P Portfolio Operating Lessee Inc.**

Case No. **09-13795 (JMP)**

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
28. Office equipment, furnishings, and supplies.	X			\$0.00
29. Machinery, fixtures, equipment, and supplies used in business.		See Schedule B29 Attachment		\$6,031,982.00
30. Inventory.	X			\$0.00

Subtotal (Total on this page) **\$6,031,982.00**

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
31. Animals.	X			\$0.00
32. Crops - growing or harvested. Give particulars.	X			\$0.00
33. Farming equipment and implements.	X			\$0.00

Subtotal (Total on this page) **\$0.00**

**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	H W J C	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
34. Farm supplies, chemicals, and feed.	X			\$0.00
35. Other personal property of any kind not already listed. Itemize.		See Schedule B35 Attachment		\$9,144,373.00

Subtotal (Total on this page)	<b>\$9,144,373.00</b>
Total	<b>\$41,819,452.20</b>

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

**In re: ESA P Portfolio Operating Lessee Inc.**

**Case No. 09-13795**

Schedule B29

Personal Property - Machinery, fixtures, equipment and supplies used in business

Description of property	Location	City	State	Zip	Net Book Value
Supplies	4270 S. Valley View Blvd.	Las Vegas	NV	89103	\$29,286.14
Supplies	2087 Hotel Circle South	San Diego	CA	92108	\$27,468.72
Supplies	45 Glimcher Realty Way	Elizabeth	NJ	07201	\$26,230.76
Supplies	3150 Finley Rd.	Downers Grove	IL	60515	\$25,478.29
Supplies	11827 Lackland Rd	Maryland Heights	MO	63146	\$24,825.22
Supplies	3650 Mandela Pkwy	Emeryville	CA	94608	\$24,660.00
Supplies	715 Kipling St	Lakewood	CO	80215	\$24,329.56
Supplies	20205 Ventura Blvd.	Woodland Hills	CA	91364	\$24,156.55
Supplies	9370 Waldemar Rd	Indianapolis	IN	46268	\$24,082.27
Supplies	9000 Tinicum Blvd	Philadelphia	PA	19153	\$23,998.36
Supplies	5959 Guhn Rd	Houston	TX	77040	\$23,992.06
Supplies	2100 Featherstone Rd	Auburn Hills	MI	48326	\$23,905.98
Supplies	5200 S. Quebec St	Greenwood Village	CO	80111	\$23,331.20
Supplies	4919 S. Miami Blvd	Durham	NC	27703	\$23,052.13
Supplies	55 E. Brokaw Road	San Jose	CA	95112	\$23,041.85
Supplies	12350 E. Colonial Drive	Orlando	FL	32826	\$23,007.80
Supplies	12621 Hymeadow Rd.	Austin	TX	78729	\$23,000.75
Supplies	8687 Commodity Circle	Orlando	FL	32819	\$22,862.30
Supplies	1 Meadowlands Pkwy	Secaucus	NJ	07094	\$22,849.64
Supplies	555 S I-35	Round Rock	TX	78664	\$22,835.54
Supplies	8750 Universal Blvd	Orlando	FL	32819	\$22,835.48
Supplies	4357 East Oak St	Phoenix	AZ	85008	\$22,834.80
Supplies	2420 E Lamar Blvd	Arlington	TX	76006	\$22,834.79
Supplies	8890 Stanford Blvd	Columbia	MD	21045	\$22,703.71
Supplies	19311 NW Cornell Rd	Hillsboro	OR	97124	\$22,701.21
Supplies	32 Fourth Avenue	Waltham	MA	02451	\$22,695.65
Supplies	14095 E. Evans Ave	Aurora	CO	80014	\$22,537.53
Supplies	118 Tarrytown Rd.	Elmsford	NY	10523	\$22,505.10
Supplies	1951 Summit Tower Blvd	Orlando	FL	32810	\$22,198.66
Supplies	7524 State Road	Bedford Park	IL	60638	\$22,180.96
Supplies	1395 Washington Ave.	Albany	NY	12206	\$22,174.65
Supplies	1 Fieldcrest Ave.	Edison	NJ	08837	\$22,174.65
Supplies	4105 E. Willow St.	Long Beach	CA	90815	\$22,174.65
Supplies	11211 N. Black Canyon Hwy	Phoenix	AZ	85029	\$22,173.91
Supplies	7201 W. 106th St	Overland Park	KS	66212	\$22,158.80
Supplies	1805 N. Westshore Blvd	Tampa	FL	33607	\$22,039.07
Supplies	25104 Pacific Hwy South	Kent	WA	98032	\$22,016.48
Supplies	3490 Afternoon Cr	Colorado Springs	CO	80910	\$22,016.48
Supplies	6531 S Sepulveda Blvd	Los Angeles	CA	90045	\$22,016.48
Supplies	1180 Doris Rd.	Auburn Hills	MI	48326	\$22,009.43
Supplies	2101 N. Meridian	Puyallup	WA	98371	\$22,009.43
Supplies	4861 W. McDowell Rd.	Phoenix	AZ	85035	\$22,008.69
Supplies	11145 Kenwood Road	Blue Ash	OH	45242	\$21,844.22
Supplies	9019 Vantage Point Rd	Dallas	TX	75243	\$21,843.48
Supplies	1401 S.W. 15th St	Pompano Beach	FL	33069	\$21,710.41
Supplies	1301 S, Braeswood Blve	Houston	TX	77030	\$21,687.92
Supplies	13300 Stone Avenue N	Seattle	WA	98133	\$21,679.00
Supplies	217 W. Osborn Rd	Phoenix	AZ	85013	\$21,539.10
Supplies	11457 Chester Road	Sharonville	OH	45246	\$21,513.77
Supplies	11140 Boardwalk Dr.	Baton Rouge	LA	70816	\$21,355.61

**In re: ESA P Portfolio Operating Lessee Inc.**

**Case No. 09-13795**

Schedule B29

Personal Property - Machinery, fixtures, equipment and supplies used in business

Description of property	Location	City	State	Zip	Net Book Value
Supplies	437 Irwins Lane	Plymouth Meeting	PA	19462	\$21,354.87
Supplies	4317 Big Tree Way	Greensboro	NC	27409	\$21,348.56
Supplies	5008 NC 55	Durham	NC	27713	\$21,348.56
Supplies	5035 E. Chandler Blvd	Phoenix	AZ	85048	\$21,347.82
Supplies	2868 Route 73 North	Maple Shade	NJ	08052	\$21,347.81
Supplies	215 N Milwaukee Ave	Vernon Hills	IL	60061	\$21,182.60
Supplies	5401 Green Park Drive	Irving	TX	75038	\$21,161.54
Supplies	5350 W. Southern Ave	Indianapolis	IN	46241	\$21,102.20
Supplies	8801 Perimeter Park Blvd	Jacksonville	FL	32216	\$21,044.35
Supplies	3990 East Inland Empire Blvd.	Ontario	CA	91764	\$21,018.12
Supplies	750 Edwin L. Ward Hwy	Rutherford	NJ	07070	\$21,018.12
Supplies	700 Commons Way	Rochester	NY	14623	\$21,017.37
Supplies	1550 E. Flamingo Rd	Las Vegas	NV	89119	\$20,876.19
Supplies	130 Mobile Drive	Spartanburg	SC	29303	\$20,853.97
Supplies	6800 Metropolitan Center Dr	Springfield	VA	22150	\$20,852.91
Supplies	600 Center Place Drive	Rochester	NY	14615	\$20,693.98
Supplies	6155 West Trust Drive	Holland	OH	43528	\$20,687.68
Supplies	1181 Rohlwing Rd	Itasca	IL	60143	\$20,686.93
Supplies	2400 Golf Road	Rolling Meadows	IL	60008	\$20,686.93
Supplies	8100 Palm Pkwy	Orlando	FL	32836	\$20,678.64
Supplies	8555 Lyra Drive	Columbus	OH	43240	\$20,671.59
Supplies	22122 17th Ave. S.E.	Bothell	WA	98021	\$20,552.73
Supplies	2520 Horizon Lake Dr	Memphis	TN	38133	\$20,505.69
Supplies	2900 N. Dallas Pkwy	Plano	TX	75093	\$20,505.69
Supplies	4240 Boulder Highway	Las Vegas	NV	89121	\$20,357.24
Supplies	2310 W. City Center Court	West Valley City	UT	84119	\$20,199.07
Supplies	7555 S. Union Park Ave.	Midvale	UT	84047	\$20,199.07
Supplies	6961 Lenoir Ave	Jacksonville	FL	32216	\$20,199.07
Supplies	4500 Dublin Blvd	Dublin	CA	94568	\$20,199.07
Supplies	18665 NW Eider Ct	Beaverton	OR	97006	\$20,193.08
Supplies	5555 Veterans Memorial Pkwy	St. Peters	MO	63376	\$20,192.02
Supplies	1000 Lead Hill Blvd	Roseville	CA	95661	\$20,192.02
Supplies	10715 AutoMall Drive.	Sandy	UT	84070	\$20,192.02
Supplies	3525 Torrance Blvd	Torrance	CA	90503	\$20,192.02
Supplies	3220 Buskirk Ave	Pleasant Hill	CA	94523	\$20,192.02
Supplies	26250 American Dr.	Southfield	MI	48034	\$20,192.02
Supplies	2330 SW Frwy	Houston	TX	77098	\$20,192.02
Supplies	1410 Nasa Rd 1	Houston	TX	77058	\$20,192.02
Supplies	19200 Harbor Gtwy	Torrance	CA	90501	\$20,192.02
Supplies	2520 Plaza Court	Waukesha	WI	53186	\$20,191.28
Supplies	2520 173rd St.	Lansing	IL	60438	\$20,191.28
Supplies	4575 Frontage Rd.	Hillside	IL	60162	\$20,191.28
Supplies	1525 Busch Parkway	Buffalo Grove	IL	60089	\$20,191.27
Supplies	1201 E. Touhy Ave.	Des Plaines	IL	60018	\$20,191.27
Supplies	12424 Research Blvd	Austin	TX	78759	\$20,042.65
Supplies	1500 Regency Parkway	Cary	NC	27518	\$20,033.85
Supplies	3804 Tanacross Dr.	Fort Worth	TX	76137	\$20,027.86
Supplies	31950 Dyer St	Union City	CA	94587	\$20,026.80
Supplies	6630 Old Collamer Rd	East Syracuse	NY	13057	\$20,026.05
Supplies	1177 S Northpoint Blvd	Waukegan	IL	60085	\$20,026.05

**In re: ESA P Portfolio Operating Lessee Inc.**

**Case No. 09-13795**

Schedule B29

Personal Property - Machinery, fixtures, equipment and supplies used in business

Description of property	Location	City	State	Zip	Net Book Value
Supplies	2491 East Blvd	Montgomery	AL	36117	\$19,868.63
Supplies	11708 Jefferson Ave.	Newport News	VA	23606	\$19,868.63
Supplies	7135 N. Fresno Street	Fresno	CA	93720	\$19,868.63
Supplies	6240 Airpark Dr.	Chattanooga	TN	37421	\$19,867.88
Supplies	2700 Slater Rd	Morrisville	NC	27560	\$19,861.58
Supplies	9020 Church Street East	Brentwood	TN	37027	\$19,861.58
Supplies	3414 South 79th East Ave.	Tulsa	OK	74145	\$19,861.58
Supplies	7393 W Jefferson Ave	Lakewood	CO	80235	\$19,861.58
Supplies	3825 Rosin Court	Sacramento	CA	95834	\$19,861.58
Supplies	3318 California Ave.	Bakersfield	CA	93304	\$19,860.84
Supplies	15501 N. Scottsdale Rd.	Scottsdale	AZ	85254	\$19,860.84
Supplies	5430 Forest Dr.	Columbia	SC	29206	\$19,860.83
Supplies	3600 SW 42nd St	Gainesville	FL	32608	\$19,860.83
Supplies	6451 Westwood Blvd.	Orlando	FL	32821	\$19,703.41
Supplies	125 Inn Keepers Lane	Amherst	NY	14228	\$19,702.66
Supplies	20251 Lake Forest Dr	Lake Forest	CA	92630	\$19,696.36
Supplies	5355 Farwell Place	Fremont	CA	94536	\$19,695.62
Supplies	6199 San Ignacio Avenue	San Jose	CA	95119	\$19,695.62
Supplies	10750 Quivira Rd	Overland Park	KS	66210	\$19,695.61
Supplies	15 W. 122nd S. Frontage Rd	Burr Ridge	IL	60527	\$19,695.61
Supplies	8221 North IH-35	Austin	TX	78753	\$19,669.08
Supplies	1210 Murfreesboro Road	Nashville	TN	37217	\$19,531.14
Supplies	4800 S. Butterfield Dr.	Tucson	AZ	85714	\$19,530.40
Supplies	605 Meadow Creek Dr	Las Colinas	TX	75038	\$19,502.44
Supplies	104 Mallard Rd.	Sulphur	LA	70665	\$19,365.93
Supplies	1450 SE 17th Street Causeway	Fort Lauderdale	FL	33316	\$19,365.93
Supplies	5100 US Hwy. 290 W	Austin	TX	78735	\$19,365.93
Supplies	22711 Oakcrest Circle	Yorba Linda	CA	92887	\$19,365.93
Supplies	19325 Londelius St.	Northridge	CA	91324	\$19,365.19
Supplies	18-30 Whitestone Expy.	Whitestone	NY	11357	\$19,207.76
Supplies	114 Welsh Road	Horsham	PA	19044	\$19,201.77
Supplies	8015 Lenexa Drive	Lenexa	KS	66215	\$19,201.77
Supplies	300 NE 115th Avenue	Vancouver	WA	98684	\$19,200.71
Supplies	520 North Bell Avenue	Carnegie	PA	15106	\$19,200.71
Supplies	1031 N. Pacificcenter Drive	Anaheim	CA	92806	\$19,200.71
Supplies	508 Spring Hill Plaza Ct.	Mobile	AL	36608	\$18,870.27
Supplies	3311 West End Avenue	Nashville	TN	37203	\$18,870.27
Supplies	2700 Gracy Farms Lane	Austin	TX	78758	\$18,839.54
Supplies	4555 Chabot Drive	Pleasanton	CA	94588	\$18,721.87
Supplies	410 S. Randolphville Road	Piscataway	NJ	08854	\$18,715.23
Supplies	1800 Computer Drive	Westborough	MA	01581	\$18,713.80
Supplies	1967 Leland Dr.	Marietta	GA	30067	\$18,705.05
Supplies	27775 Stansbury Blvd	Farmington Hills	MI	48334	\$18,705.05
Supplies	3820 Orange Pl.	Orange	OH	44122	\$18,704.31
Supplies	5235 N. 16th Street	Phoenix	AZ	85016	\$18,552.72
Supplies	1501 Briarwood Circle Dr.	Ann Arbor	MI	48108	\$18,539.82
Supplies	1995 Hampton Inn Ct.	Winston-Salem	NC	27103	\$18,374.61
Supplies	2720 Northwest Expressway	Oklahoma City	OK	73112	\$18,209.38
Supplies	3021 196th Street SW	Lynnwood	WA	98036	\$18,044.16
Supplies	2120 S. 48th St.	Tacoma	WA	98409	\$18,044.16

**In re: ESA P Portfolio Operating Lessee Inc.**

**Case No. 09-13795**

Schedule B29

Personal Property - Machinery, fixtures, equipment and supplies used in business

Description of property	Location	City	State	Zip	Net Book Value
Supplies	8655 NW 21 Terrace	Miami	FL	33122	\$18,044.16
Supplies	8752 S Yosemite St	Lone Tree	CO	80124	\$18,044.16
Supplies	3715 Pelham Rd.	Greenville	SC	29615	\$18,043.41
Supplies	2221 Rio Rancho Blvd(Hwy 528)	Rio Rancho	NM	87124	\$18,009.99
Supplies	5020 Armour Rd	Columbus	GA	31904	\$17,886.00
Supplies	4751 Govenors House Dr.	Huntsville	AL	35805	\$17,886.00
Supplies	6811 Paragon Pl.	Richmond	VA	23230	\$17,878.95
Supplies	120 Sem Lane	Belmont	CA	94002	\$17,878.21
Supplies	10660 N. 69th Street	Scottsdale	AZ	85254	\$17,723.16
Supplies	2500 S Vista Ave.	Boise	ID	83705	\$17,720.78
Supplies	4141 Boardwalk Ct	Appleton	WI	54915	\$17,720.03
Supplies	10930 Park Road	Charlotte	NC	28226	\$17,713.73
Supplies	298 SW 15th Road	Miami	FL	33129	\$17,713.73
Supplies	1675 Mottman Road SW	Tumwater	WA	98512	\$17,713.73
Supplies	3917 Harbour Pointe Blvd SW	Mukilteo	WA	98275	\$17,713.73
Supplies	401 E. Albertoni St.	Carson	CA	90746	\$17,713.73
Supplies	12055 Lee Jackson Memorial Hwy	Fairfax	VA	22033	\$17,382.56
Supplies	1915 Commerce Dr	Hampton	VA	23666	\$17,225.12
Supplies	4950 Southgate Drive	Billings	MT	59101	\$17,225.12
Supplies	9795 Gateway Drive	Reno	NV	89521	\$17,225.12
Supplies	4870 Calle Real	Santa Barbara	CA	93111	\$17,224.38
Supplies	1200 FAU Research Park Blvd	Deerfield Beach	FL	33441	\$17,218.07
Supplies	5050 Skylab West Circle	Huntington Beach	CA	92647	\$17,218.07
Supplies	7550 Office Ridge Ct.	Eden Prairie	MN	55344	\$17,218.07
Supplies	9401 Largo Drive West	Landover	MD	20774	\$17,218.07
Supplies	205 North Breckinridge Place	Alexandria	VA	22312	\$17,218.07
Supplies	8410 Broadway	Everett	WA	98208	\$17,218.07
Supplies	245 W. Natick Rd	Warwick	RI	2886	\$17,218.07
Supplies	2265 Mt. Zion Pkwy	Morrow	GA	30260	\$17,218.07
Supplies	3000 Busbee Pkwy	Kennesaw	GA	30144	\$17,218.07
Supplies	1760 Pembroke Drive	Orlando	FL	32810	\$17,218.07
Supplies	7755 SW 6th Street	Fort Lauderdale	FL	33324	\$17,218.07
Supplies	9704 Beaver Dam Road	Timonium	MD	21093	\$17,218.07
Supplies	3851 Northern Pike	Monroeville	PA	15146	\$17,218.07
Supplies	30 World's Fair Drive	Franklin	NJ	08873	\$17,218.07
Supplies	8550 Washington Blvd	Jessup	MD	20794	\$17,218.07
Supplies	3940 114th Street	Urbandale	IA	50322	\$17,218.07
Supplies	2701 Freeway Blvd	Brooklyn Center	MN	55430	\$17,218.07
Supplies	10020 Hudson Rd	Woodbury	MN	55125	\$17,218.07
Supplies	1900 Lake Pointe Dr	Lewisville	TX	75057	\$17,218.07
Supplies	16950 N I-35	Round Rock	TX	78728	\$17,218.07
Supplies	1400 E. Tahquitz Canyon Way	Palm Springs	CA	92262	\$17,218.07
Supplies	1019 Oliver Rd	Fairfield	CA	94534	\$17,218.07
Supplies	795 Stillwater Rd	W. Sacramento	CA	95605	\$17,218.07
Supplies	24940 W. Pico Canyon Rd	Stevenson Ranch	CA	91381	\$17,217.33
Supplies	1021 Elden Street	Herndon	VA	20170	\$17,217.33
Supplies	3747 29th St. S.E.	Kentwood	MI	49512	\$17,217.33
Supplies	1200 American Lane	Schaumburg	IL	60173	\$17,217.33
Supplies	2345 Sokol Ct.	Darien	IL	60561	\$17,217.33
Supplies	6688 Miller Lane	Dayton	OH	45414	\$17,217.33



**In re: ESA P Portfolio Operating Lessee Inc.**

**Case No. 09-13795**

Schedule B29

Personal Property - Machinery, fixtures, equipment and supplies used in business

Description of property	Location	City	State	Zip	Net Book Value
Supplies	5305 N. Main	Mishawaka	IN	46545	\$17,217.33
Supplies	2498 Stearns St.	Simi Valley	CA	93063	\$17,217.33
Supplies	14420 Chantilly Crossing Lane	Chantilly	VA	20151	\$17,217.32
Supplies	3089 Executive Drive	Clearwater	FL	33762	\$17,217.32
Supplies	102 Newbury St.	Danvers	MA	01923	\$17,217.32
Supplies	653 Clark Drive	Rockford	IL	61107	\$17,217.32
Supplies	55 W. Merritt Blvd	Fishkill	NY	12524	\$17,052.85
Supplies	1291 W. 120th Ave	Westminster	CO	80234	\$17,052.85
Supplies	20 Rockdale St.	Braintree	MA	02184	\$17,052.11
Supplies	12970 63rd Ave. North	Maple Grove	MN	55369	\$16,887.64
Supplies	3300 I-10 Service Rd. W	Metairie	LA	70001	\$16,887.64
Supplies	4325 Corporate Center Ave	Chino	CA	91710	\$16,887.64
Supplies	7350 Turfway Road	Florence	KY	41042	\$16,729.47
Supplies	1413 Prudential Dr.	Jacksonville	FL	32207	\$16,729.47
Supplies	1910 University Blvd,	Lynchburg	VA	24502	\$16,729.47
Supplies	13858 N US Hwy. 183	Austin	TX	78750	\$16,729.47
Supplies	2225 Interstate N. Parkway	Atlanta	GA	30339	\$16,724.11
Supplies	3216 Tillman Drive	Bensalem	PA	19020	\$16,723.48
Supplies	831 Main	Woburn	MA	01801	\$16,722.89
Supplies	6035 Nations Ford Road	Charlotte	NC	28217	\$16,722.42
Supplies	809 Bloodworth Lane	Pensacola	FL	32504	\$16,722.42
Supplies	1400 South 320th Street	Federal Way	WA	98003	\$16,722.42
Supplies	1950 Rock Mill Rd.	Alpharetta	GA	30022	\$16,722.42
Supplies	112 State Hwy. 17	Ramsey	NJ	07446	\$16,722.42
Supplies	205 Professional Drive	Gaithersburg	MD	20879	\$16,722.42
Supplies	1 Womack Drive	Annapolis	MD	21401	\$16,722.42
Supplies	1303 Lebanon Church Road	West Mifflin	PA	15122	\$16,722.42
Supplies	104 Chesapeake Centre Ct	Glen Burnie	MD	21061	\$16,722.42
Supplies	1361 James Way	Bel Air	MD	21015	\$16,722.42
Supplies	3200 W.Sam Houston Pkwy	Houston	TX	77042	\$16,722.42
Supplies	600 Gaudalupe Street	Austin	TX	78701	\$16,722.42
Supplies	5000 Luvene Ave	Springdale	AR	72762	\$16,722.42
Supplies	6250 Corporate Blvd.	Baton Rouge	LA	70809	\$16,722.42
Supplies	2608 The American Rd. NW	Rio Rancho	NM	87124	\$16,722.42
Supplies	3170 Garrity Way	Richmond	CA	94806	\$16,722.42
Supplies	12242 Morris Bridge Rd.	Temple Terrace	FL	33637	\$16,721.68
Supplies	14245 S. 50th St.	Phoenix	AZ	85044	\$16,721.68
Supplies	877 N. Pottstown Pike (Rt 100)	Exton	PA	19341	\$16,721.68
Supplies	1225 Lakeview Dr.	Romeoville	IL	60446	\$16,721.68
Supplies	7940 N. Shadeland Ave	Indianapolis	IN	46250	\$16,721.68
Supplies	2131 Gold Street	San Jose	CA	95002	\$16,721.68
Supplies	3421 E. Elwood St.	Phoenix	AZ	85040	\$16,721.67
Supplies	7345 W. Bell Rd.	Peoria	AZ	85382	\$16,721.67
Supplies	46001 Waterview Plaza	Sterling	VA	20166	\$16,721.67
Supplies	5724 Northridge Dr	Gurnee	IL	60031	\$16,721.67
Supplies	1000 Warren Ave	East Providence	RI	02914	\$16,557.19
Supplies	6330 Peachtree Dunwoody Rd N.E.	Atlanta	GA	30328	\$16,557.13
Supplies	7750 NW 25th Street	Miami	FL	33122	\$16,401.29
Supplies	6189 San Ignacio Avenue	San Jose	CA	95119	\$16,398.39
Supplies	2474 Cumberland Pkwy	Atlanta	GA	30339	\$16,391.04



**In re: ESA P Portfolio Operating Lessee Inc.**

**Case No. 09-13795**

Schedule B29

Personal Property - Machinery, fixtures, equipment and supplies used in business

Description of property	Location	City	State	Zip	Net Book Value
Supplies	20 McDaniel Drive	Jacksonville	NC	28546	\$16,233.80
Supplies	2424 W.Sam Houston Pkwy	Houston	TX	77042	\$16,226.75
Supplies	1036 Greenwood Blvd.	Lake Mary	FL	32746	\$16,226.75
Supplies	55 Wood Lake Drive. SE	Rochester	MN	55904	\$16,226.75
Supplies	2979 N. Stemmons Fwy	Dallas	TX	75247	\$16,184.22
Supplies	905 Crestline Pkwy	Atlanta	GA	30328	\$16,068.58
Supplies	7465 High Cross Boulevard	Columbus	OH	43235	\$16,061.53
Supplies	15451 53rd Avenue S	Tukwila	WA	98188	\$15,896.32
Supplies	3640 SW 22nd Street	Miami	FL	33145	\$15,896.32
Supplies	185 Montrose W. Ave.	Copley	OH	44321	\$15,731.10
Supplies	2814 43rd St. NW	Rochester	MN	55901	\$15,731.10
Supplies	5903 Woodway Dr.	Waco	TX	76712	\$15,731.10
Supplies	2000 W.Bussiness Loop 70	Columbia	MO	65203	\$15,731.10
Supplies	5920 Fort Drive	Centreville	VA	20121	\$15,730.36
Supplies	3997 Fair Ridge Drive	Fairfax	VA	22033	\$15,727.69
Supplies	100 Fountain Grove Pkwy	Santa Rosa	CA	95403	\$15,565.87
Supplies	260 Town Center Dr.	Dearborn	MI	48126	\$15,400.66
Supplies	1721 Rollins Way	Columbus	GA	31904	\$15,235.44
Supplies	2100 Cinema Dr.	Amarillo	TX	79124	\$15,235.44
Supplies	4802 S Loop 289	Lubbock	TX	79414	\$15,235.44
Supplies	2844 W. March Lane	Stockton	CA	95219	\$15,235.44
Supplies	2201 Long Port Court	Elk Grove	CA	95758	\$15,235.44
Supplies	2 Ashley Dr.	Scarborough	ME	04074	\$15,234.70
Supplies	1 Batterson Park Rd	Farmington	CT	06032	\$15,231.03
Supplies	3967 Peachtree Road	Atlanta	GA	30319	\$15,229.85
Supplies	1207 E. Touhy Ave.	Des Plaines	IL	60018	\$15,215.53
Supplies	3331 Old Milton Pkwy	Alpharetta	GA	30005	\$15,070.22
Supplies	3329 Old Milton Parkway	Alpharetta	GA	30005	\$15,023.61
Supplies	2705 Frontage Rd.	Roanoke	VA	24017	\$14,912.06
Supplies	154 Regency Park	O'Fallon	IL	62269	\$14,739.78
Supplies	4506 Brookfield Corporate Dr	Chantilly	VA	20151	\$14,732.24
Supplies	1260 South Loop Rd	Alameda	CA	94502	\$14,691.79
Supplies	2010 Powers Ferry Road	Atlanta	GA	30339	\$14,691.79
Supplies	5530 Tuttle Crossing Blvd	Dublin	OH	43016	\$14,541.93
Supplies	1170 Kinley Rd	Irmo	SC	29063	\$14,525.15
Supplies	720 W. Bay Area Blvd	Webster	TX	77598	\$14,359.97
Supplies	9006 Burt St. NW	Omaha	NE	68114	\$14,244.12
Supplies	2701 Westown Pkwy	West Des Moines	IA	50266	\$14,244.12
Supplies	500 Diemer Drive	Mt Laurel	NJ	08054	\$14,235.42
Supplies	5454 Hollister	Houston	TX	77040	\$14,194.06
Supplies	4331 Spectrum One	San Antonio	TX	78230	\$14,194.06
Supplies	1701 Evans Road	Melbourne	FL	32904	\$14,193.32
Supplies	3261 N.E. Loop 820	Fort Worth	TX	76137	\$14,193.32
Supplies	3316 Busbee Dr.	Kennesaw	GA	30144	\$14,078.90
Supplies	6300 US Hwy 290	Austin	TX	78723	\$14,028.15
Supplies	3100 Regency Parkway	Cary	NC	27518	\$13,862.24
Supplies	4022 Parkside Center Blvd	Farmers Branch	TX	75244	\$13,748.46
Supplies	6807 Paragon Pl.	Richmond	VA	23230	\$13,696.33
Supplies	1776 Pembrook Drive	Orlando	FL	32810	\$13,696.33
Supplies	4726 Sugar Grove Blvd	Houston	TX	77477	\$13,252.81

**In re: ESA P Portfolio Operating Lessee Inc.**

**Case No. 09-13795**

Schedule B29

Personal Property - Machinery, fixtures, equipment and supplies used in business

Description of property	Location	City	State	Zip	Net Book Value
Supplies	1653 East State Highway No. 70	Cherry Hill	NJ	08034	\$12,784.60
Supplies	45 Junction Court	Madison	WI	53717	\$12,731.42
Supplies	8405 Pineville - Matthews Road	Charlotte	NC	28226	\$12,700.87
Supplies	255 Bill France Blvd	Daytona Beach	FL	32114	\$12,251.10
Supplies	4699 Lenoir Ave S.	Jacksonville	FL	32216	\$12,244.05
Supplies	4636 W. Plano Pkwy	Plano	TX	75093	\$12,203.13
Supplies	7901 E. 31st Court South	Tulsa	OK	74145	\$12,096.26
Supplies	3125 Rider Trail South	Earth City	MO	63045	\$12,096.26
Supplies	542 West Dussel Drive	Maumee	OH	43537	\$12,096.26
Supplies	12359 Hornsby Ln	Newport News	VA	23602	\$12,096.26
Supplies	9450 E. Corporate Hills Dr	Wichita	KS	67207	\$12,095.52
Supplies	4715 N. Main	Mishawaka	IN	46545	\$12,095.51
Supplies	747 N Bell School Road	Rockford	IL	61107	\$12,095.51
Supplies	3980 Riverside Dr.	Macon	GA	31210	\$12,037.23
Supplies	170 Montrose W. Ave.	Copley	OH	44321	\$11,945.15
Supplies	9025 Church Street East	Brentwood	TN	37027	\$11,931.05
Supplies	155 Chapel Ridge Rd	Hazelwood	MO	63042	\$11,931.05
Supplies	2030 Craig Rd	St. Louis	MO	63146	\$11,931.05
Supplies	1705 Stanley Rd.	Greensboro	NC	27407	\$11,931.05
Supplies	123 East McCullough Dr.	Charlotte	NC	28262	\$11,931.05
Supplies	101 Cahaba Park Cir.	Birmingham	AL	35242	\$11,931.05
Supplies	921 Wake Towne Drive	Raleigh	NC	27609	\$11,931.05
Supplies	530 Woods Lake Rd.	Greenville	SC	29607	\$11,930.30
Supplies	180 Stoneridge Dr.	Columbia	SC	29210	\$11,930.30
Supplies	3131 Presidential Drive	Fairborn	OH	45324	\$11,930.30
Supplies	5810 Challenger Pkwy	Fort Wayne	IN	46818	\$11,930.30
Supplies	5830 Westpark Dr.	Charlotte	NC	28217	\$11,924.00
Supplies	4811 Northwest Expressway	Oklahoma City	OK	73132	\$11,871.32
Supplies	40 State Farm Pkwy.	Birmingham	AL	35209	\$11,772.88
Supplies	9651 Seward Road	Fairfield	OH	45014	\$11,765.83
Supplies	6601 Reflections Drive	Dublin	OH	43017	\$11,765.83
Supplies	4260 Hunt Road	Blue Ash	OH	45242	\$11,765.83
Supplies	600 Weston Pkwy.	Cary	NC	27513	\$11,765.83
Supplies	1401 Browns Lane	Louisville	KY	40207	\$10,939.74
Supplies	30125 N. Civic Center Blvd.	Warren	MI	48093	\$10,588.38
Supplies	1950 Raymond Diehl Rd	Tallahassee	FL	32308	\$9,783.20
				<b>TOTAL:</b>	<b>\$6,031,982.00</b>

**In re: ESA P Portfolio Operating Lessee Inc.**

**Case No. 09-13795**

Schedule B35

Personal Property - Other personal property of any kind not already listed

Description	Location	Net Book Value at 5/31/09
Accrued interest receivable-cash accounts	N/A	\$1,366.00
Below market ground lease intangible	Elizabeth, NJ	\$32,878.00
Corporate customer relationship intangible, net of accumulated amortization	N/A	\$8,952,574.00
Email database intangible, net of accumulated amortization	N/A	\$59,904.00
Miscellaneous property operating receivables	Various	\$11,534.00
Prepaid property operating expenses	Various	\$86,117.00
	<b>TOTAL:</b>	<b>\$9,144,373.00</b>

**SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H – Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, AND AN ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
See Schedule D Attachment				X			\$4,099,849,448.00 <sup>(1)</sup>	Unknown
Subtotal(s) (Total(s) on this page)							<b>\$4,099,849,448.00</b>	<b>\$0.00</b>
Total(s) (Use only on last page)							<b>\$4,099,849,448.00</b>	<b>\$0.00</b>

(Report also on Summary of Schedules) (If applicable, report also on Statistical Summary of Certain Liabilities and Related Data)

Footnote:

(1) The Debtors have listed the Trustee and the Successor Trustee of the Mortgage Debt on Schedule D and not the certificate holders that hold interests in the Mortgage Debt. Such exclusion is without prejudice to the Debtors rights to treat the certificate holders as creditors or parties in interest for any and all purposes in the chapter 11 cases. The information contained herein shall not prejudice the rights of the Debtors or the certificate holders of the Trust from claiming any rights with respect to the Trust and the Mortgage Debt.

In re: **ESA P Portfolio Operating Lessee Inc.**  
**Case No. 09-13795**  
Schedule D  
Creditors Holding Secured Claims

Creditor's Name	Codebtor	Address 1	Address 2	City	State	Zip	Country	Date claim was incurred, nature of lien and description and value of property subject to lien	Contingent	Unliquidated	Disputed	Amount of claim without deducting value of collateral	Unsecured portion, if any	
U.S. Bank National Association (as Successor Trustee)		209 S LaSalle St Ste 300	Attn Patricia M Child	Chicago	IL	60604-1219		Mortgage Loan Agreement, dated June 11, 2007, and all documents executed therewith	X			\$4,099,849,448.00	Unknown	
U.S. Bank National Association (as Successor Trustee)		209 S LaSalle St 3rd Fl	Attn Corporate Trust Services – WCMS 2007-ESH	Chicago	IL	60604-1219		Mortgage Loan Agreement, dated June 11, 2007, and all documents executed therewith	X					
Wells Fargo Bank, N.A. as Trustee in trust for holder of Wachovia Bank Commercial Mortgage Trust, Commercial Mortgage Pass-Through Certificates, Series 2007-ESH		c/o Wachovia Bank, National Association	One Wachovia Center 301 South College Street	Charlotte	NC	28288-0166		Mortgage Loan Agreement, dated June 11, 2007, and all documents executed therewith	X					
<b>TOTAL:</b>													<b>\$4,099,849,448.00</b>	<b>Unknown</b>

In re: **ESA P Portfolio Operating Lessee Inc.**Case No. **09-13795 (JMP)**

## SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

**TYPES OF PRIORITY CLAIM** (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

**Domestic Support Obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

**Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

**Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

**Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

**In re: ESA P Portfolio Operating Lessee Inc.**

**Case No. 09-13795 (JMP)**

**Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

**Deposits by individuals**

Claims of individuals up to \$2,425\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

**Taxes and Certain Other Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

**Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

**Claims for Death or Personal Injury While Debtor Was Intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507 (a)(10).

\*Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re: **ESA P Portfolio Operating Lessee Inc.**

Case No. **09-13795 (JMP)**

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
NONE									
Subtotals (Totals on this page):							<b>\$0.00</b>	<b>\$0.00</b>	<b>\$0.00</b>
Total: (Report also on the Summary of Schedules)							<b>\$0.00</b>		
Totals: (Report also on the Statistical Summary of Certain Liabilities Related Data)								<b>\$0.00</b>	<b>\$0.00</b>



### SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
See Schedule F Attachment							\$7,882,841.00 <sup>(1)</sup>
Subtotal (Total on this page)							<b>\$7,882,841.00</b>
Total (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							<b>\$7,882,841.00</b>

Footnote:

(1) As of May 31, the amount owed to HVM was approximately \$36 million, without taking into account (i) the allocation of such claims against the respective debtors, and (ii) amounts that have been paid in the ordinary course or pursuant to the Cash Collateral Order.

In re: **ESA P Portfolio Operating Lessee Inc.**  
**Case No. 09-13795**  
 Schedule F  
 Creditors Holding Unsecured Claims

Creditor's Name	Notice Name	Address 1	Address 2	Address 3	City	State	Zip	Country	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
BHAC Capital IV LLC		c/o The Lightstone Group	1985 Cedar Bridge Avenue, Suite 1		Lakewood	NJ	08701		Revolving note, due December 31, 2009					\$7,882,841.00
HVM LLC		100 Dunbar Street			Spartanburg	SC	29306							Undetermined
														<b>\$7,882,841.00 +</b>
													<b>TOTAL:</b>	<b>Undetermined</b>

In re: **ESA P Portfolio Operating Lessee Inc.**

Case No. **09-13795 (JMP)**

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m)

Check this box if debtor has no executory contracts or unexpired leases.

<p style="text-align: center;">NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT</p>	<p style="text-align: center;">DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT</p>
<p>See Schedule G Attachment</p>	

In re: ESA P Portfolio Operating Lessee Inc.

Case No. 09-13795

Schedule G

Executory Contracts and Unexpired Leases

Name of other parties to lease or contract	Address 1	Address 2	City	State	Zip	Country	Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
HVM LLC	100 Dunbar St		Spartanburg	SC	29306		Amended and Restated Management Agreement
174th Contract Administration	6001 E Molly Rd		Syracuse	NY	13211		lodging
175th Contract Administration	6002 E Molly Rd		Spartanburg	SC	29306		Trademark License Agreement
Army Lodging Fund	4700 King St		Alexandria	VA	22302		lodging
Army Lodging Fund	4700 King St		Spartanburg	SC	29304		Ground Lease
Army Lodging Success	4700 King St		Alexandria	VA	22302		lodging
Army Lodging Success	4700 King St		Spartanburg	SC	29304		Development Agreement
Avis Rental	9550 Baymeadows Road		Jacksonville	FL	32256		Van lease
BHAC Capital IV LLC	100 Dunbar St		Spartanburg	SC	29306		Amended and Restated Trademark License Agreement
BHAC Capital IV LLC	100 Dunbar St		Burlington	ON	L7R 1A4	Canada	Lease Agreement
Enterprise	2834 N 44th Street		Phoenix	AZ	85008		Van lease
Enterprise	18204 Bothell-Everett Hwy		Mill Creek	WA	98012		Van lease
Enterprise	1110 SW Grady Way		Renton	WA	98057		Van lease
Enterprise	1670 S River Road		Des Plaines	IL	60018		Van lease
ESA 2005 Portfolio LLC	100 Dunbar St		Spartanburg	SC	29306		Lease Agreement
ESA 2005 San Jose LLC	100 Dunbar St		Spartanburg	SC	29306		Lease Agreement
ESA 2005 Waltham LLC	100 Dunbar St		Spartanburg	SC	29306		Lease Agreement
ESA P Portfolio LLC	100 Dunbar St		Spartanburg	SC	29306		Lease Agreement
ESA P Portfolio MD Trust	100 Dunbar St		Spartanburg	SC	29306		Lease Agreement
ESA P Portfolio PA Properties LLC	100 Dunbar St		Spartanburg	SC	29306		Lease Agreement
ESA P Portfolio TXNC Properties LP	100 Dunbar St		Spartanburg	SC	29306		Lease Agreement
FISC Norfolk Cont Dept	700 Robbins Ave		Philadelphia	PA	19111		lodging
HVM LLC	100 Dunbar St		Spartanburg	SC	29306		Master Satellite Programming License
Iowa Natl Guard	7105 NW 70th Ave		Johnston	IA	50131-1824		lodging
MA National Guard	50 Maple St		Milford	MA	01757		lodging
ROTC Warrior Forge	Bldg 2015 Rm 222		Fort Lewis	WA	98433-9500		lodging
State of CA	707 3rd St		West Sacramento	CA	95605		lodging
State of IA	1305 E Walnut		Des Moines	IA	50319		lodging
State of Idaho	700 W State St		Boise	ID	83720		lodging
State of Illinois	405 Stratton Office Bldg		Springfield	IL	62706		lodging
State of Michigan	PO Box 30026		Lansing	MI	48909		lodging
State of Montana	PO Box 200113		Helena	MT	59620		lodging
State of Oregon	1225 Ferry St SE U140		Salem	OR	97301		lodging
State of PA	311 Finance Bldg		Harrisburg	PA	17120		lodging
State of SC	1201 Main St		Columbia	SC	29201		lodging
State of Texas	1711 San Jacinto Blvd		Austin	TX	78711		lodging
State of TN	312 8th Ave N		Nashville	TN	37243		lodging
State of Utah	2110 State Office Bldg		Salt Lake City	UT	84114		lodging
State of Virginia	1111 E Broad St		Richmond	VA	23218		lodging
State of Wisconsin	PO Box 7867		Madison	WI	53707		lodging
Thrifty Rental	24 Andover Ave		West Hartford	CT	06127		Van lease
USPFO For Indiana	2002 S Holt Rd Ste 109		Indianapolis	IN	48241		lodging
VA Medical Center	2500 Overlook Ter		Madison	WI	53705		lodging
World Cinema Inc	9801 Westhimer Ste 409		Houston	TX	77042		Master Satellite Programming License

In re: **ESA P Portfolio Operating Lessee Inc.**

Case No. **09-13795 (JMP)**

### SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. Bankr. P. 1007(m)

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
See footnote	(1)

**Footnote:**

(1) For purposes of this Schedule H, the Debtor has not included a listing of the other Debtor entity that may be jointly and severally liable on the debts listed by this Debtor.

In addition, Debtor Extended Stay Inc., Debtor Homestead Village L.L.C., non-Debtor Lightstone Holdings L.L.C. and non-Debtor David Lichtenstein are the guarantors of certain non-recourse carve-out provisions of the \$4.1 billion Mortgage Debt.

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

**In re: ESA P Portfolio Operating Lessee Inc.**

**Case No. 09-13795 (JMP)**

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

I, F. Joseph Rogers, Assistant Secretary of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 45 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date 9/28/2009

Signature: / s / F. Joseph Rogers

**F. Joseph Rogers**

**Assistant Secretary**