

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

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In re : Chapter 11  
EXTENDED STAY INC., et al., : Case No. 09-13764 (JMP)  
Debtors. : (Jointly Administered)  
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**SCHEDULES OF ASSETS AND LIABILITIES FOR  
ESA PROPERTIES L.L.C.**



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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 Properties L.L.C.****Case No. 09-13815 (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	5	\$1,220,997,811.00		
B - Personal Property	YES	32	\$48,018,599.55		
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		\$0.00	
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>47</b>	<b>\$1,269,016,410.55</b>	<b>\$4,099,849,448.00</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
See Schedule A Attachment			\$1,220,997,811.00	Undetermined
Total			<b>\$1,220,997,811.00</b>	

(Report total also on Summary of Schedules.)

**In re: ESA Properties L.L.C.**  
**Case No. 09-13815**  
Schedule A  
Real Property

Description of property	Address	City	State	Zip	Nature of debtor's interest in property	Current value of debtor's interest in property, without deducting any secured claim or exemption	
						Amount of Secured Claim	Amount of Secured Claim
Real property	2750 Gribben Drive	Lexington	KY	40517	Owner	\$2,297,924.00	Undetermined
Real property	3575 Tates Creek Road	Lexington	KY	40517	Owner	\$3,319,539.00	Undetermined
Real property	11645 Chesterdale Road	Springdale	OH	45246	Owner	\$4,986,790.00	Undetermined
Real property	9801 Bunsen Way	Louisville	KY	40299	Owner	\$2,429,143.00	Undetermined
Real property	2200 Lake Club Drive	Columbus	OH	43232	Owner	\$2,047,813.00	Undetermined
Real property	7851 Lois Circle	Dayton	OH	45459	Owner	\$5,990,182.00	Undetermined
Real property	1700 Winston Rd.	Knoxville	TN	37919	Owner	\$4,072,418.00	Undetermined
Real property	9750 Lake Shore Drive	Indianapolis	IN	46280	Owner	\$3,956,798.00	Undetermined
Real property	6085 Apple Tree Drive	Memphis	TN	38115	Owner	\$2,169,668.00	Undetermined
Real property	9030 Wesleyan Road	Indianapolis	IN	46268	Owner	\$1,481,159.00	Undetermined
Real property	2511 Elm Hill Pike	Nashville	TN	37214	Owner	\$2,579,344.00	Undetermined
Real property	5115 Carmichael Rd.	Montgomery	AL	36106	Owner	\$1,866,677.00	Undetermined
Real property	200 Meijer Drive	Florence	KY	41042	Owner	\$2,706,852.00	Undetermined
Real property	7641 Northwoods Blvd.	North Charleston	SC	29406	Owner	\$7,871,055.00	Undetermined
Real property	800 Ridgewood RD.	Ridgeland	MS	39157	Owner	\$5,123,767.00	Undetermined
Real property	301 Eagle Crest Drive	Evansville	IN	47715	Owner	\$4,631,461.00	Undetermined
Real property	8110 Cordova Centre Drive	Memphis	TN	38016	Owner	\$2,588,094.00	Undetermined
Real property	7065 Jimmy Carter Blvd.	Norcross	GA	30092	Owner	\$1,541,017.00	Undetermined
Real property	10060 W. Broad St.	Glen Allen	VA	23060	Owner	\$5,972,918.00	Undetermined
Real property	25801 Country Club Blvd.	North Olmsted	OH	44070	Owner	\$2,777,574.00	Undetermined
Real property	10800 Kanis Rd	Little Rock	AR	72211	Owner	\$5,720,767.00	Undetermined
Real property	17552 Rosbough Blvd.	Middleburg Heights	OH	44130	Owner	\$2,327,161.00	Undetermined
Real property	30360 Clemens Rd.	Westlake	OH	44145	Owner	\$3,204,605.00	Undetermined
Real property	5059 N. Arco Lane	North Charleston	SC	29418	Owner	\$8,281,412.00	Undetermined
Real property	214 Langley Place	Knoxville	TN	37922	Owner	\$5,794,431.00	Undetermined
Real property	600 Hardin Rd	Little Rock	AR	72211	Owner	\$6,376,417.00	Undetermined
Real property	5375 Farwell Place	Fremont	CA	94536	Owner	\$6,684,312.00	Undetermined
Real property	1540 Crossways Blvd	Chesapeake	VA	23320	Owner	\$13,566,736.00	Undetermined
Real property	450 Gracern Rd.	Columbia	SC	29210	Owner	\$5,828,566.00	Undetermined
Real property	304 Wingo Way	Mt. Pleasant	SC	29464	Owner	\$10,753,931.00	Undetermined
Real property	8309 W. Jefferson Blvd	Fort Wayne	IN	46804	Owner	\$5,486,954.00	Undetermined
Real property	2650 Wilhite Drive	Lexington	KY	40503	Owner	\$7,559,795.00	Undetermined
Real property	9604 E. Easter Ave	Englewood	CO	80112	Owner	\$4,134,675.00	Undetermined
Real property	18602 S Vermont	Gardena	CA	90248	Owner	\$14,079,560.00	Undetermined
Real property	5855 Corporate Dr	Colorado Springs	CO	80919	Owner	\$5,322,777.00	Undetermined
Real property	2525 Elm Hill Pike	Nashville	TN	37214	Owner	\$5,485,624.00	Undetermined
Real property	455 W. Baseline Rd.	Mesa	AZ	85210	Owner	\$10,359,634.00	Undetermined
Real property	6101 Dutchman's Lane	Louisville	KY	40205	Owner	\$6,000,849.00	Undetermined
Real property	5354 I-55N	Jackson	MS	39211	Owner	\$6,680,462.00	Undetermined
Real property	14775 Firestone Blvd	La Mirada	CA	90638	Owner	\$14,001,316.00	Undetermined
Real property	3115 Clairmont Rd.	Atlanta	GA	30329	Owner	\$8,524,650.00	Undetermined
Real property	17777 NE Sacramento St	Portland	OR	97230	Owner	\$6,586,197.00	Undetermined
Real property	5020 Ellison NE	Albuquerque	NM	87109	Owner	\$5,184,530.00	Undetermined
Real property	1150 Oakesdale Ave SW	Renton	WA	98055	Owner	\$11,739,995.00	Undetermined
Real property	11299 Point East Dr	Rancho Cordova	CA	95742	Owner	\$7,471,944.00	Undetermined
Real property	5885 Shelby Oaks Drive	Memphis	TN	38134	Owner	\$7,171,151.00	Undetermined
Real property	101 Diemer Drive	Mount Laurel	NJ	08054	Owner	\$8,482,236.00	Undetermined
Real property	4548 Bonney Rd.	Virginia Beach	VA	23462	Owner	\$12,661,919.00	Undetermined

**In re: ESA Properties L.L.C.**  
**Case No. 09-13815**  
Schedule A  
Real Property

Description of property	Address	City	State	Zip	Nature of debtor's interest in property	Current value of debtor's interest in property, without deducting any secured claim or exemption	Amount of Secured Claim
Real property	11712 N.W. Plaza Cir	Kansas City	MO	64153	Owner	\$3,096,000.00	Undetermined
Real property	1355 E. 83rd Ave	Merrillville	IN	46410	Owner	\$7,106,886.00	Undetermined
Real property	11808 Middlebelt Rd.	Livonia	MI	48150	Owner	\$3,464,890.00	Undetermined
Real property	550 W. Grand Ave	Elmhurst	IL	60126	Owner	\$8,870,673.00	Undetermined
Real property	32690 Stephenson Hwy	Madison Heights	MI	48071	Owner	\$3,417,559.00	Undetermined
Real property	11121 W North Ave	Wauwatosa	WI	53226	Owner	\$12,430,034.00	Undetermined
Real property	550 East 105th St	Kansas City	MO	64131	Owner	\$3,816,493.00	Undetermined
Real property	14800 East 42nd St	Independence	MO	64055	Owner	\$3,042,361.00	Undetermined
Real property	320 Glensprings Drive	Springdale	OH	45246	Owner	\$6,151,538.00	Undetermined
Real property	6255 Zumstein Drive	Columbus	OH	43229	Owner	\$4,103,978.00	Undetermined
Real property	33400 Van Dyke Rd.	Sterling Heights	MI	48312	Owner	\$3,698,987.00	Undetermined
Real property	905 S. Oyster Bay Rd.	Bethpage	NY	11714	Owner	\$17,031,462.00	Undetermined
Real property	4230 US Route 1	South Brunswick	NJ	08852	Owner	\$9,215,030.00	Undetermined
Real property	650 West 3rd Street	Covington	KY	41011	Owner	\$8,231,811.00	Undetermined
Real property	1575 Bond St.	Naperville	IL	60563	Owner	\$10,903,258.00	Undetermined
Real property	21555 Haggerty Rd.	Novi	MI	48375	Owner	\$7,468,062.00	Undetermined
Real property	450 Metro Place North	Dublin	OH	43017	Owner	\$7,115,276.00	Undetermined
Real property	6065 N. Lindbergh Blvd	Hazelwood	MO	63042	Owner	\$4,657,648.00	Undetermined
Real property	329 Newman Springs Road	Red Bank	NJ	07701	Owner	\$16,193,756.00	Undetermined
Real property	1333 E. Kingsley St	Springfield	MO	65804	Owner	\$7,915,605.00	Undetermined
Real property	55 Junction Court	Madison	WI	53717	Owner	\$7,566,927.00	Undetermined
Real property	100 Spagnoli Rd	Melville	NY	11747	Owner	\$27,480,846.00	Undetermined
Real property	3430 Venture Pkwy	Duluth	GA	30096	Owner	\$5,298,267.00	Undetermined
Real property	22520 83rd Avenue South	Kent	WA	98032	Owner	\$8,664,387.00	Undetermined
Real property	2820 Pacific HWY East	Fife	WA	98424	Owner	\$8,568,000.00	Undetermined
Real property	12803 E. Sprague	Spokane	WA	99216	Owner	\$4,524,714.00	Undetermined
Real property	11400 Main Street	Bellevue	WA	98004	Owner	\$22,162,466.00	Undetermined
Real property	520 Harlow Road	Springfield	OR	97477	Owner	\$9,096,389.00	Undetermined
Real property	4820 West Reno Ave.	Oklahoma City	OK	73127	Owner	\$6,288,363.00	Undetermined
Real property	4850 Leetsdale Dr	Glendale	CO	80246	Owner	\$5,253,707.00	Undetermined
Real property	1000 hillview Court	Milpitas	CA	95035	Owner	\$14,892,468.00	Undetermined
Real property	10721 White Rock Rd	Rancho Cordova	CA	95670	Owner	\$8,753,261.00	Undetermined
Real property	401 E Santa Clara St	Arcadia	CA	91006	Owner	\$17,456,945.00	Undetermined
Real property	2380 Nissen Dr	Livermore	CA	94550	Owner	\$8,555,385.00	Undetermined
Real property	2100 Havard street	Sacramento	CA	95815	Owner	\$10,077,224.00	Undetermined
Real property	3190 Vista Way	Oceanside	CA	92056	Owner	\$15,138,525.00	Undetermined
Real property	601 W. Bonita Ave	San Dimas	CA	91773	Owner	\$12,778,177.00	Undetermined
Real property	2600 Corby Ave	Santa Rosa	CA	95407	Owner	\$9,791,644.00	Undetermined
Real property	5050 E. Grant Rd.	Tucson	AZ	85712	Owner	\$13,079,653.00	Undetermined
Real property	3070 E. Texas St.	Bossier City	LA	71111	Owner	\$6,139,444.00	Undetermined
Real property	1051 Canton Rd.	Marietta	GA	30066	Owner	\$2,620,114.00	Undetermined
Real property	6295 Jimmy Carter Blvd.	Norcross	GA	30071	Owner	\$5,986,873.00	Undetermined
Real property	200 Lawrenceville St.	Norcross	GA	30071	Owner	\$3,530,299.00	Undetermined
Real property	6231 Hwy 85	Riverdale	GA	30274	Owner	\$3,192,009.00	Undetermined
Real property	9775 Lenexa Dr	Lenexa	KS	66215	Owner	\$3,986,433.00	Undetermined
Real property	474 W. Pike St.	Lawrenceville	GA	30045	Owner	\$5,190,014.00	Undetermined
Real property	180 E. Main St.	Westborough	MA	01581	Owner	\$12,427,652.00	Undetermined
Real property	19 Connector Rd.	Westborough	MA	01581	Owner	\$6,679,375.00	Undetermined

**In re: ESA Properties L.L.C.**  
**Case No. 09-13815**  
Schedule A  
Real Property

Description of property	Address	City	State	Zip	Nature of debtor's interest in property	Current value of debtor's interest in property, without deducting any secured claim or exemption	Amount of Secured Claim
Real property	1910 Andover St.	Tewksbury	MA	01876	Owner	\$7,207,637.00	Undetermined
Real property	2000 Southwood Dr.	Nashua	NH	03063	Owner	\$9,836,954.00	Undetermined
Real property	1235 Division Road	West Warwick	RI	02893	Owner	\$7,400,722.00	Undetermined
Real property	340 Tolland Tpke.	Manchester	CT	06040	Owner	\$11,985,064.00	Undetermined
Real property	366 Bee St.	Meriden	CT	06450	Owner	\$7,767,205.00	Undetermined
Real property	280 S. Washington Rd.	Norton	MA	02766	Owner	\$7,025,839.00	Undetermined
Real property	5511 Abercorn St	Savannah	GA	31405	Owner	\$12,170,465.00	Undetermined
Real property	3450 Brunswick Pike	Princeton	NJ	08540	Owner	\$7,762,232.00	Undetermined
Real property	71 International Dr. South	Budd Lake	NJ	07828	Owner	\$7,459,232.00	Undetermined
Real property	610 W. Marketview Dr	Champaign	IL	61822	Owner	\$7,772,183.00	Undetermined
Real property	2730 Fortune Circle W.	Indianapolis	IN	46241	Owner	\$6,063,647.00	Undetermined
Real property	4200 Stelzer Road	Columbus	OH	43230	Owner	\$8,520,467.00	Undetermined
Real property	3265 Broadwalk Dr.	Ann Arbor	MI	48108	Owner	\$3,088,472.00	Undetermined
Real property	260 E. 22nd St.	Lombard	IL	60148	Owner	\$8,343,943.00	Undetermined
Real property	39640 Orchard Hill Pl.	Novi	MI	48375	Owner	\$5,691,111.00	Undetermined
Real property	10300 Cascade Crossing	Brooklyn	OH	44144	Owner	\$7,235,754.00	Undetermined
Real property	445 Warrenville Rd.	Lisle	IL	60532	Owner	\$5,976,401.00	Undetermined
Real property	1075 Lake St.	Hanover Park	IL	60133	Owner	\$9,353,026.00	Undetermined
Real property	5211 Old Orchard Road	Skokie	IL	60077	Owner	\$18,375,100.00	Undetermined
Real property	2000 Haggerty Rd.	Canton	MI	48187	Owner	\$5,009,821.00	Undetermined
Real property	2000 N Roselle Rd	Schaumburg	IL	60195	Owner	\$7,799,000.00	Undetermined
Real property	30325 Flynn Dr.	Romulus	MI	48174	Owner	\$5,865,009.00	Undetermined
Real property	20200 Thirteen Mile Rd.	Roseville	MI	48066	Owner	\$4,626,399.00	Undetermined
Real property	4306 North Brandywine Dr	Peoria	IL	61614	Owner	\$8,238,711.00	Undetermined
Real property	1805 S.Vetrans Pkwy	Bloomington	IL	61701	Owner	\$8,019,898.00	Undetermined
Real property	6520 Mt. Moriah Road	Memphis	TN	38115	Owner	\$5,755,477.00	Undetermined
Real property	6325 Quail Hollow	Memphis	TN	38120	Owner	\$6,426,382.00	Undetermined
Real property	4301 N. Corrington Ave	Kansas City	MO	64117	Owner	\$3,986,253.00	Undetermined
Real property	807 S. Hugh Willis Rd	Lafayette	LA	70508	Owner	\$10,904,553.00	Undetermined
Real property	2300 Veterans Blvd	Kenner	LA	70062	Owner	\$19,713,808.00	Undetermined
Real property	3535 Fisher Rd NE	Salem	OR	97305	Owner	\$4,589,588.00	Undetermined
Real property	923 228th Street SE	Bothell	WA	98021	Owner	\$13,516,914.00	Undetermined
Real property	8801 South Hosmer St.	Tacoma	WA	98444	Owner	\$6,685,497.00	Undetermined
Real property	1431 112th Street SE	Everett	WA	98208	Owner	\$11,000,835.00	Undetermined
Real property	800 River Drive South	Great Falls	MT	59405	Owner	\$6,036,991.00	Undetermined
Real property	8750 Grant St	Thornton	CO	80229	Owner	\$4,574,115.00	Undetermined
Real property	3705 N Chambers Rd.	Aurora	CO	80011	Owner	\$4,234,504.00	Undetermined
Real property	2321 International Ave. SE	Albuquerque	NM	87106	Owner	\$5,526,785.00	Undetermined
Real property	20827 N. 27th Ave	Phoenix	AZ	85027	Owner	\$8,373,192.00	Undetermined
Real property	3460 W. Shaw Ave.	Fresno	CA	93711	Owner	\$7,933,100.00	Undetermined
Real property	605 Jarvis Drive	Morgan Hill	CA	95037	Owner	\$7,540,884.00	Undetermined
Real property	1350 Marina Village Pkwy	Alameda	CA	94501	Owner	\$19,628,667.00	Undetermined
Real property	46312 Mission Blvd	Fremont	CA	94539	Owner	\$8,216,832.00	Undetermined
Real property	1742 S. Clementine St	Anaheim	CA	92802	Owner	\$11,914,451.00	Undetermined
Real property	2100 Camino Ramon	San Ramon	CA	94583	Owner	\$12,613,251.00	Undetermined
Real property	4881 Birch St.	Newport Beach	CA	92660	Owner	\$29,115,153.00	Undetermined
Real property	2200 Empire Ave	Burbank	CA	91504	Owner	\$29,042,844.00	Undetermined
Real property	3860 Murphy Canyon Road	San Diego	CA	92123	Owner	\$16,195,258.00	Undetermined



In re: ESA Properties L.L.C.

Case No. 09-13815

Schedule A

Real Property

Description of property	Address	City	State	Zip	Nature of debtor's interest in property	Current value of debtor's interest in property, without deducting any secured claim or exemption	Amount of Secured Claim
Real property	799 Orange Drive	Vacaville	CA	95687	Owner	\$7,846,530.00	Undetermined
Real property	1635 W. Katella Ave.	Orange	CA	92867	Owner	\$15,463,020.00	Undetermined
Real property	1050 Grand Avenue	Carlsbad	CA	92008	Owner	\$16,363,895.00	Undetermined
Real property	27622 Jefferson Avenue	Temecula	CA	92590	Owner	\$14,571,876.00	Undetermined
Real property	2526 Pavilion Pwky	Tracy	CA	95304	Owner	\$8,635,780.00	Undetermined
Real property	3390 Venture Parkway	Duluth	GA	30096	Owner	\$7,003,417.00	Undetermined
<b>TOTAL:</b>						<b>\$1,220,997,811.00</b>	<b>Undetermined</b>

### 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		\$77,900.00
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 #3756201914		\$130,917.45 <sup>(1)</sup>

Subtotal (Total on this page) **\$208,817.45**

Footnote:

(1) 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 214 N Tryon St, Charlotte, NC 28255 Account #3756349960		\$678,514.10 <sup>(2)</sup>
		Bank of America 214 N Tryon St, Charlotte, NC 28255 Account #4426265153		\$2,441,143.19 <sup>(3)</sup>
		Capital One 313 Carondelet St 13th Fl, New Orleans, LA 70161 Account #8646899999		\$17,597.12 <sup>(4)</sup>

Subtotal (Total on this page)

**\$3,137,254.41**

Footnote:

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

**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.		Fifth Third Bank 38 Fountain Square Plaza MD 109055, Cincinnati, OH 45202 Account #99944908		\$90,854.42 <sup>(5)</sup>
		National City 155 East Broad St, Columbus, OH 43251-0053 Account #5230123233		\$48,994.72 <sup>(6)</sup>
		Regions Bank 15th Floor 1900 5th Ave, N Birmingham, AL 35203 Account #9335676		\$38,609.87 <sup>(7)</sup>

Subtotal (Total on this page)

**\$178,459.01**

Footnote:

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

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

(7) 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.		Wachovia Bank NA 171 17th Street, NW, GA 4512, Bldg 100 2nd Fl, Atlanta, GA 30363-1032 Account #2000020048655		\$56,446.66 <sup>(8)</sup>
		Wells Fargo Bank 7000 Central Parkway Ste 600, Atlanta, GA 30328 Account #4100158641		\$46,893.02 <sup>(9)</sup>
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			\$0.00

Subtotal (Total on this page)

**\$103,339.68**

Footnote:

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

(9) 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
4. Household goods and furnishings, including audio, video, and computer equipment.	X			\$0.00
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

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
7. Furs and jewelry.	X			\$0.00
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.		See Schedule B9 Attachment		\$2,744,344.00 <sup>(10)</sup>

Subtotal (Total on this page)

**\$2,744,344.00**

Footnote:

(10) Prepaid Balance at 5/31/09

In re: **ESA Properties L.L.C.**

Case No. **09-13815 (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
10. Annuities. Itemize and name each issuer.	X			\$0.00
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

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



In re: **ESA Properties L.L.C.**

Case No. **09-13815 (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
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		ESA Operating Lessee Inc 100 Dunbar St, Spartanburg, SC 29306 Ownership: 1,450 shares of preferred stock; 166 shares of common stock		Undetermined
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

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
16. Accounts Receivable.	X			\$0.00
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.		Wachovia Bank NA NC1067 8th Floor, 201 S. College Street, Charlotte, NC 28244-1067 Escrow for property taxes, property insurance		\$435,760.00 <sup>(11)</sup>

Subtotal (Total on this page) **\$435,760.00**

Footnote:

(11) 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.

**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 Properties L.L.C.**

Case No. **09-13815 (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.	X			\$0.00
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) **\$0.00**

In re: **ESA Properties L.L.C.**

Case No. **09-13815 (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 Properties L.L.C.**

Case No. **09-13815 (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 B-29 Attachment		\$37,368,248.00
30. Inventory.	X			\$0.00

Subtotal (Total on this page) **\$37,368,248.00**

In re: **ESA Properties L.L.C.**

Case No. **09-13815 (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
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		\$3,842,377.00

Subtotal (Total on this page)	<b>\$3,842,377.00</b>
Total	<b>\$48,018,599.55</b>

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



**In re: ESA Properties L.L.C.**  
**Case No. 09-13815**  
Schedule B9  
Personal Property - Interests in insurance policies

Insurer	Policy Number	Description	Beneficiary	Insured party	Face value	Prepaid Balance at 5/31/09
Refer to master schedule of insurance policies.	Refer to master schedule of insurance policies.	Prepaid insurance premium-Property Pollution	Refer to master schedule of insurance policies.	Refer to master schedule of insurance policies.	N/A	\$44,124.00
Refer to master schedule of insurance policies.	Refer to master schedule of insurance policies.	General Liability Loss Fund	Refer to master schedule of insurance policies.	Refer to master schedule of insurance policies.	N/A	\$493,443.00
Refer to master schedule of insurance policies.	Refer to master schedule of insurance policies.	Prepaid insurance premium-Auto	Refer to master schedule of insurance policies.	Refer to master schedule of insurance policies.	N/A	\$624.00
Refer to master schedule of insurance policies.	Refer to master schedule of insurance policies.	Prepaid insurance premium-Directors & Officers	Refer to master schedule of insurance policies.	Refer to master schedule of insurance policies.	N/A	\$789,686.00
Refer to master schedule of insurance policies.	Refer to master schedule of insurance policies.	Prepaid insurance premium-Excess Umbrella	Refer to master schedule of insurance policies.	Refer to master schedule of insurance policies.	N/A	\$60,786.00
Refer to master schedule of insurance policies.	Refer to master schedule of insurance policies.	Prepaid insurance premium-General Liability	Refer to master schedule of insurance policies.	Refer to master schedule of insurance policies.	N/A	\$12,299.00
Refer to master schedule of insurance policies.	Refer to master schedule of insurance policies.	Prepaid insurance premium-Property Damage	Refer to master schedule of insurance policies.	Refer to master schedule of insurance policies.	N/A	\$1,343,382.00
					<b>TOTAL:</b>	<b>\$2,744,344.00</b>

**Master Schedule of Insurance Policies**  
**General Liab-Auto-Prop Canada**

Coverage	Carrier	Policy No.	Term	Premium	Coverage	Limits of Insurance	Carrier Address	Accessed through if applicable
<b>General Liability</b>	Zurich	8834068	October 1, 2008-October 1, 2009	\$3,775.00			1400 American Lane	HKMB HUB International
Canada			8% Ontario Tax	\$302.00	<b>Deductible</b>	<b>\$250,000.00</b>	Schaumburg	Suite 900, 595 Bay Street
			Canadian Agency Fee		Each Occurrence	\$1,000,000.00	Illinois 60196	Toronto, Ontario M5G 2E3 Canada
			8% Ontario Tax	\$0.00	General Aggregate (other than Products-Completed Operations) - policy	\$40,000,000.00		
				\$4,077.00	Products-Completed Operations Aggregate	\$2,000,000.00		
					Personal & Advertising Injury	\$1,000,000.00		
			GL Rate per Room	\$7.55	Fire Damage (any one fire)	\$1,000,000.00		
			No. of Rooms	\$500.00	Medical Payments (any one person)	\$5,000.00		
					Employee Benefit Liability - Each Employee	\$1,000,000.00		
					Employee Benefit Liability - Aggregate	\$1,000,000.00		
					Employee Benefit Liability - Deductible	\$250,000.00		
					Liquor Liability - Each Common Cause	\$1,000,000.00		
					Liquor Liability - Aggregate	\$20,000,000.00		
					Liability for Guests Property - Premises Coverage Form - each guest	\$25,000.00		
					Liability for Guests Property - Premises Coverage Form - each occurrence	\$500,000.00		
<b>Automobile Liability</b>	Zurich	AC9800061	October 1, 2008-October 1, 2009	\$4,796.00	<b>Business Auto</b>	<b>Guaranteed Cost</b>	1400 American Lane	HKMB HUB International
Canada					Auto Liability - Combined Single Limit	\$2,000,000.00	Schaumburg	Suite 900, 595 Bay Street
			No. of Power Units	\$4.00			Illinois 60196	Toronto, Ontario M5G 2E3 Canada
<b>Garage Keepers Liability</b>	Zurich	AC9800088	October 1, 2008-October 1, 2009	\$1,743.00	Comprehensive Deductible	\$2,500.00	1400 American Lane	HKMB HUB International
Canada					Collision Deductible	\$2,500.00	Schaumburg	Suite 900, 595 Bay Street
					Garage Keepers Legal Liability	\$1,000,000.00	Illinois 60196	Toronto, Ontario M5G 2E3 Canada

**Master Schedule of Insurance Policies**  
**General Liab-Auto-Workers Comp**

							Carrier Address
Coverage	Carrier	Policy No.	Term	Premium	Coverage	Limits of Insurance	
<b>General Liability</b>	Zurich American Insurance Company	GLO9373922-04	October 1, 2008-October 1, 2009		<b>General Liability</b>		1400 American Lane
					<b>Deductible</b>	<b>\$250,000.00</b>	Schaumburg
			GL Deposit	\$652,033.00	Each Occurrence	\$1,000,000.00	Illinois 60196
			Terrorism	Included	General Aggregate (other than Products-Completed Operations) - each loc	\$2,000,000.00	
			Taxes	\$2,256.00	General Aggregate (other than Products-Completed Operations) - policy	\$40,000,000.00	
				\$654,289.00	Products-Completed Operations Aggregate	\$2,000,000.00	
			GL Rate per Room	\$7.55	Personal & Advertising Injury	\$1,000,000.00	
			No. of Rooms	\$76,388.00	Fire Damage (any one fire)	\$1,000,000.00	
					Medical Payments (any one person)	\$5,000.00	
					Employee Benefit Liability - Each Employee	\$1,000,000.00	
					Employee Benefit Liability - Aggregate	\$1,000,000.00	
					Employee Benefit Liability - Deductible	\$250,000.00	
					Liquor Liability - Each Common Cause	\$1,000,000.00	
					Liquor Liability - Aggregate	\$20,000,000.00	
					Liability for Guests Property - Premises Coverage Form - each guest	\$25,000.00	
					Liability for Guests Property - Premises Coverage Form - each occurrence	\$500,000.00	
<b>Automobile Liability</b>	Zurich American Insurance Company	BAP5085640-04	October 1, 2008-October 1, 2009		<b>Business Auto</b>	<b>Guaranteed Cost</b>	1400 American Lane
			Auto Deposit	\$187,981.00	Auto Liability - Combined Single Limit (1)	\$2,000,000.00	Schaumburg
			Taxes	\$468.00	Personal Injury Protection (5)	Statutory	Illinois 60196
				\$188,449.00	Medical Payments (per person) (2)	\$5,000.00	
			No. of Power Units	\$63.00	Uninsured Motorists (2)	\$1,000,000.00	
					Underinsured Motorists (2)	\$1,000,000.00	
					Non-Owned & Hired Auto Liability	\$2,000,000.00	
					Garage Keepers Liability	\$1,000,000.00	
					Collision Deductible (2&8)	\$1,000.00	
					Comprehensive Deductible (2&8)	\$1,000.00	
					Garage Keepers Comprehensive Deductible (per accident)	\$2,500.00	
					Garage Keepers Collision Deductible (per accident)	\$2,500.00	
					Towing and Labor - per disablement (3)	\$50.00	
					Rental Reimbursement - All owned autos (2)	\$100 per day; 60 days, \$6,000 any 1 period	
					Hired Physical Damage - Primary Coverage	ACV	
					Hired Physical Damage - Comprehensive Deductible	\$1,000.00	
					Hired Physical Damage - Collision Deductible	\$1,000.00	
<b>Workers Compensation</b>	Zurich American Insurance Company	WC93017585-08	October 1, 2008-October 1, 2009			<b>Guaranteed Cost</b>	1400 American Lane
			WC Deposit	\$6,650,000.00	Coverage A	Statutory	Schaumburg
			Terrorism	\$28,092.00	Coverage B		Illinois 60196
			Taxes	\$122,066.00	Each Accident (BI by Accident)	\$1,000,000.00	
				\$6,800,158.00	Policy Limit (BI by Disease)	\$1,000,000.00	
					Each Employee (BI by Disease)	\$1,000,000.00	
<b>Willis HRH Service Fee (All Lines)</b>			October 1, 2008-October 1, 2009	\$500,000.00			

## Master Schedule of Insurance Policies Umbrella

Layer	Carrier	Policy #	Limit	Layer %	Premium	Carrier Address
<b>Umbrella - Primary</b>	XL Insurance America, Inc.	US00009098LI08A	\$25,000,000.00	\$25,000,000.00	\$308,000.00	70 Seaview Ave, Stamford, CT 06902- 6040 United States
<b>Excess - 2nd Layer</b>	St. Paul Fire & Marine Insurance Company	QI03800665	\$25,000,000.00	\$25M XS \$25M	\$110,000.00	One Tower Square, Hartford CT 06183
<b>Excess - 3rd Layer</b>	American Guarentee & Liability Insurance Company	ACE5967161-00	\$25,000,000.00	\$25M XS \$50M	\$42,016.00	1400 American Lane, Schaumburg IL 60196
<b>Excess - 4th Layer</b>	The North River Insurance Co. (Crum)	552-745967-7	\$25,000,000.00	\$25M XS \$75M	\$30,000.00	305 Madison Avenue, Morristown NJ 07962
			<b>\$100,000,000.00</b>		<b>\$490,016.00</b>	
<b>XL Insurance America, Inc.</b>						
Self-Insured Retention \$10,000						
<b><u>Follow Form XL Endorsements</u></b>						
Automobile Liability Limitation Endorsement						
Employee Benefits Limitation Endorsement						
Watercraft Liability Limitation Endorsement						
Employers Liability Limitation Endorsement						
Foreign Liability Limitation Endorsement						
Personal Injury and Advertising Injury Limitation Endorsement						
Liquor Liability Follow Form (in policy form)						
<b><u>Other XL Endorsements</u></b>						
Cap on Losses from Certified Acts						
Disclosure Pursuant to Terrorism Risk Insurance Act						
Fungi or Bacteria Liability Exclusion						
Lead Exclusion						
Professional Liability Exclusion						
South Carolina Cancellation & Nonrenewal						
Standard Policy Modification Endorsement						
Uninsured/Underinsured Motorist Coverage Endorsement						
Violation of Communication or Information Law Exclusion						
<b><u>Principal XL Policy Form Exclusions</u></b>						
Asbestos Exclusion						

## Master Schedule of Insurance Policies

### Umbrella

Layer	Carrier	Policy #	Limit	Layer %	Premium	Carrier Address
Property in the your Care, Custody or Control						
Damages to Impaired Property Exclusion						
Employment Related Practices Exclusion						
ERISA Exclusion						
No Fault/Uninsured-Underinsured Motorists Coverage						
Nuclear Energy Liability Exclusion						
Aircraft Liability Exclusion						
Automobile Liability Limitation						
Pending and Prior Litigation and Known Losses Exclusion						
Pollution Exclusion Endorsement with Hostile Fire Exception						
War Exclusion						
<b>Schedule of Underlying Requirements</b>						
<b>Automobile Liability</b>				\$2,000,000.00	Combined Single Limit	
<b>General Liability</b>						
Each Occurrence				\$1,000,000.00		
General Aggregate (other than Products-Completed Operations) - each location				\$2,000,000.00		
General Aggregate (other than Products-Completed Operations) - policy				\$40,000,000.00		
Products-Completed Operations Aggregate				\$2,000,000.00		
Personal & Advertising Injury				\$1,000,000.00		
Fire Damage (any one fire)				\$1,000,000.00		
Medical Payments (any one person)				\$5,000.00		
Employee Benefit Liability - Each Employee				\$1,000,000.00		
Employee Benefit Liability - Aggregate				\$1,000,000.00		
Liquor Liability - Each Common Cause				\$1,000,000.00		
Liquor Liability - Aggregate				\$20,000,000.00		
<b>Workers Compensation</b>						
Each Accident (BI by Accident)				\$1,000,000.00		
Policy Limit (BI by Disease)				\$1,000,000.00		
Each Employee (BI by Disease)				\$1,000,000.00		

**Master Schedule of Insurance Policies**  
Property and Excess Property

Coverage	Carrier	Policy No.	Participation	Term	Participation Amt.	Premium	Deductibles	Carrier Address	Accessed Through if Applicable	
<b>Commercial Property All Risk</b>	See Below	See Below		April 30, 2009 - April 30, 2010	\$150,000,000	** Premiums do not include taxes and fees**	All Other Perils			
							Flood	\$100,000.00		
							Flood - Special Flood Hazard Areas	5% per unit, \$500k min		
							Flood - Named Storm Florida	5% per unit, \$250k min		
<b>Primary \$10MM</b>	Lloyds	B080111384U09	21.5%	April 30, 2009 - April 30, 2010	\$2,150,000	\$649,777.73	Flood - Named Storm Tier 1	2% per unit, \$250k min	One Lime Street London EC3M7HA UK	Willis Limited 51 Lime Street London EC3M7DQ UK
							Earthquake	\$100,000.00		
							Earthquake - California and Puerto Rico	5% per unit, \$250k min		
<b>Primary \$15MM</b>	Lexington Insurance Company	084143844	60%	April 30, 2009 - April 30, 2010	\$9,000,000	\$2,220,000.00	Named Wind - Florida	5% per unit, 250k min	100 Summer Street Boston, MA 02110	
							Named Wind - Tier 1	2% per unit, \$250k min		
<b>Primary \$25MM</b>	Lloyds	B080111384U09	8.50%	April 30, 2009 - April 30, 2010	\$2,125,000	\$358,888.87			One Lime Street London EC3M7HA UK	Willis Limited 51 Lime Street London EC3M7DQ UK
	Federal Insurance Company	3589-12-97	10%	April 30, 2009 - April 30, 2010	\$2,500,000	\$436,500.00			Crubb Group of Insurance Companies 55 Water Street New York, NY 10041	
					\$4,625,000	\$795,388.87				
<b>\$15MM x/s \$10MM</b>	Starr Specialty Lines - 50% Lloyds 50% Steadfast Insurance Company	09SSP4264110001 CPP9192738	21.50%	April 30, 2009 - April 30, 2010	\$3,225,000	\$225,000.00			Lloyds of London One Lime Street London EC3M7HA UK  Steadfast Insurance Company 1400 American Lane Shaumburg, IL 60196-1056	Starr Specialty Lines Insurance Agency 3353 Peachtree Road, NE, Suite 1000 Atlanta, GA 30326
<b>\$10MM x/s \$15MM</b>	Liberty Mutual Fire Insurance Company	MQ2-L9L-451863-019	25%	April 30, 2009 - April 30, 2010	\$2,500,000	\$190,000.00			175 Berkeley Street Boston, MA 02117	
	Arch Specialty Insurance Company	PRP0033207-00	25%	April 30, 2009 - April 30, 2010	\$2,500,000	\$175,000.00			One Liberty Plaza 53rd Floor New York, NY 10006	
	Lloyds	B080111384U09	10%	April 30, 2009 - April 30, 2010	\$1,000,000	\$69,500.00			One Lime Street London EC3M7HA UK	Willis Limited 51 Lime Street London EC3M7DQ UK
					\$6,000,000	\$434,500.00				
<b>\$25MM x/s \$25MM</b>	Lloyds	B080111384U09	38.00%	April 30, 2009 - April 30, 2010	\$9,500,000	\$422,222.18			One Lime Street London EC3M7HA UK	Willis Limited 51 Lime Street London EC3M7DQ UK
	Max Bermuda Limited	26790-2974-PRMAN-2009	12.00%	April 30, 2009 - April 30, 2010	\$3,000,000	\$120,000.00			Max House 2 Front Street P.O. Box HM 2565 Hamilton HM KX, Bermuda	Willis (Bermuda) Limited The Vallis Bldg, 3rd Floor 58 Par-la-Ville Road PO Box HM 1995 Hamilton, HM HX Bermuda
	Illinois Union Insurance Company	D37364071001	20.00%	April 30, 2009 - April 30, 2010	\$5,000,000	\$200,000.00			436 Walnut Street Philadelphia, PA 19106	3333 Peachtree Road NE Suite 550 Atlanta, GA 30326
					\$17,500,000	\$742,222.18				
<b>\$50MM x/s \$50MM</b>	Empire Indemnity Insurance Company	900168UX-1	50%	April 30, 2009 - April 30, 2010	\$25,000,000	\$200,000.00			1400 American Lane Schaumburg, IL 60196	Mercator Risk Services, Inc 3333 Peachtree Road NE Suite 550 Atlanta, GA 30326
	Lloyds	B080111384U09	20%	April 30, 2009 - April 30, 2010	\$10,000,000	\$88,888.89			One Lime Street London EC3M7HA UK	Willis Limited 51 Lime Street London EC3M7DQ UK
					\$35,000,000	\$288,888.89				
<b>\$125MM x/s \$25MM</b>	Industrial Risk Insurers	31-3-72524	20%	April 30, 2009 - April 30, 2010	\$25,000,000	\$290,000.00			2 Waterside Crossing, Suite 200 Windsor, CT 06095	
	Axis Insurance Company	MGB717098-09	10%	April 30, 2009 - April 30, 2010	\$12,500,000	\$100,000.00			P.O. Box 2963 Milwaukee, WI 53201-2963	
					\$37,500,000	\$390,000.00				
<b>\$50MM x/s \$100MM</b>	Landmark American Insurance Company	LHD362324	40%	April 30, 2009 - April 30, 2010	\$20,000,000	\$100,000.00			RSUI Group, Inc. 945 East Paces Ferry Road Suite 1800 Atlanta, GA 30326-1160	Mercator Risk Services, Inc 3333 Peachtree Road NE Suite 550 Atlanta, GA 30326

**Master Schedule of Insurance Policies**  
Property and Excess Property

Coverage	Carrier	Policy No.	Participation	Term	Participation Amt.	Premium	Deductibles	Carrier Address	Accessed Through if Applicable
	Lancashire Insurance Company Limited	B28817DIXB09	30%	April 30, 2009 - April 30, 2010	\$15,000,000	<u>\$52,500.00</u>		Mintflower Place 8 Par-la-ville Road Hamilton HM 08 Bermuda	Willis (Bermuda) Limited The Vallis Bldg, 3rd Floor 58 Par-la-Ville Road PO Box HM 1995 Hamilton, HM HX Bermuda
					\$35,000,000	\$152,500.00			
<b>California Earthquake</b>									
<b>\$10MM x/s \$50MM</b>	Western Re - 25% Axis Surplus Insurance Company 75% Lloyds	AXS100857 LLB13744	100%	April 30, 2009 - April 30, 2010	\$10,000,000	\$140,000.00		Axis Surplus Insurance Compan 11680 Great Oaks Way Suite 500 Alpharetta, GA 30022  Lloyds of London One Lime Street London EC3M7HA UK	Mercator Risk Services, Inc. 3333 Peachtree Road NE Suite 550 Atlanta, GA 30326
<b>\$15MM x/s \$60MM</b>	Endurance American Specialty Insurance Company	CPN10001366500	50%	April 30, 2009 - April 30, 2010	\$7,500,000	\$75,000.00		333 Westchester Avenue White Plains, NY 10604 Shelter Reinsurance Company 1817 West Broadway Columbia, MO 65218	Mercator Risk Services, Inc 3333 Peachtree Road NE Suite 550 Atlanta, GA 30326
	Shelter Re (Northshore Management)	SHR0174	50%	April 30, 2009 - April 30, 2010	\$7,500,000	<u>\$75,000.00</u>		Northshore Management 5 Revere Drive, Suite 200 Northbrook, IL	Mercator Risk Services, Inc. 3333 Peachtree Road NE Suite 550 Atlanta, GA 30326
					\$15,000,000	\$150,000.00			
					<b>Total</b>	<b>\$6,188,277.67</b>			

**Master Schedule of Insurance Policies**  
Pollution

Coverage	Carrier	Policy No.	Term	Premium	Coverage	Limit	Carrier Address	Accessed through if applicable
<b>Premises Pollution Liability</b>	Greenwich Insurance Company	PEC000585603	October 2, 2008 October 2, 2011	<b>\$260,226.00</b>	Pollution and remediation Legal Liability	\$10,000,000.00	70 Seaview Ave	
					Pollution and remediation Legal Liability - Aggregate	\$20,000,000.00	Stamford, CT	
					Self-Insured Retention	\$250,000.00	06902-6040	
<b>Named Insured</b>							United States	
<b>DL-DW Holdings, LLC</b>					Coverage A - Pollution Legal Liability			
					Coverage B - Remediation Legal Liability			
					Coverage C - Third Party BI and PD			
					Coverage F - Legal Defense Expense			
					Coverage provided: A, B, C and F shall apply including coverage for mold.			



## Master Schedule of Insurance Policies

### Crime-K&R-D&O-Fiduci

Coverage	Carrier	Policy No.	Term	Premium	Coverage	Limit
<b>Crime</b>	National Union Fire	01-486-34-96	January 31, 2008		Employee Dishonesty Coverage (Agreement 1)	\$10,000,000.00
	175 Water Street		January 31, 2009	<b>\$84,210.00</b>	Loss Inside the Premises Coverage (Agreement 2)	\$10,000,000.00
<b>Name of Insured</b>	New York, NY 10038				Loss Outside the Premises Coverage (Agreement 3)	\$10,000,000.00
<b>HVM L.L.C</b>					Money Orders and Counterfeit Paper Currency Coverage (Agreement 4)	\$10,000,000.00
					Depositors Forgery Coverage (Agreement 5)	\$10,000,000.00
<b>Additional Insureds:</b>					Computer & Fund Transfer Fraud Coverage (Agreement 13)	\$10,000,000.00
<b>DL-DW Holdings LLC and Subsidiaries</b>					Funds Transfer Fraud Coverage (Agreement 18)	\$10,000,000.00
					Deductible applicable to above agreements	\$50,000.00
					Credit Card Forgery (Agreement 7)	\$100,000.00
					Deductible	\$1,000.00
					Claims Expense	Up to \$50,000
					Limits are per Loss. No annual aggregate	
<b>Special Coverage</b>	National Union Fire	41-233-881	January 31, 2008		Coverage A - Ransom Monies - each Loss	\$50,000,000.00
	175 Water Street		January 31, 2009	<b>\$8,718.00</b>	Coverage B - In Transit/Delivery - each Loss	\$50,000,000.00
<b>Named Insured</b>	New York, NY 10038				Coverage C - Expenses - each Loss	\$50,000,000.00
<b>HVM L.L.C</b>					Coverage D - Consultant Expenses - each Loss	Unlimited
<b>DL-DW Holdings LLC and Subsidiaries</b>					Coverage E - Judgments, Settlements & Defense Costs - each Loss	\$50,000,000.00
					Coverage F - Death or Dismemberment - each person	\$250,000.00
					Coverage F - Death or Dismemberment - each incident	\$1,250,000.00
					Deductible	\$0.00
<b>Employment Practices Liability</b>	Lexington Insurance	7448670	January 31, 2009		Each Insured Event Limit	\$15,000,000.00
	80 Pine Street		January 31, 2010	<b>\$220,000.00</b>	Total Policy Period Limit	\$15,000,000.00
<b>Named Insured</b>	New York, NY 10005		Surplus Lines Tax	<b>\$8,800.00</b>	Self-Insured Retention Each Claim	\$250,000.00
<b>HVM L.L.C</b>			State Tax	<b>\$4,400.00</b>		
			Filing Fee	<b>\$50.00</b>		
<b>Additional Named Insured:</b>						
<b>DL-DW Holdings LLC and Subsidiaries</b>			<b>Total</b>	<b>\$233,250.00</b>		
<b>Extended Stay Inc. and Subsidiaries</b>						
<b>Homestead Village, LLC and Subsidiaries</b>						
<b>Employed Lawyers</b>	AISLIC	01-490-70-61	January 31, 2009		Limit of Liability - Per Claim and Aggregate	\$5,000,000.00
	Harborside Financial Center		January 31, 2010	<b>\$12,324.00</b>	Retention:	
<b>Named Organization</b>	Jersey City, NJ 07311		Surplus Lines Tax	<b>\$492.96</b>	Non-indemnifiable Loss:	\$5,000.00
<b>HVM L.L.C.</b>			State Tax	<b>\$246.48</b>	All other Damages and Defense Costs:	\$25,000.00
			Filing Fee	<b>\$50.00</b>	Retroactive Date:	\$39,478.00
<b>Additional Organization</b>						
<b>DL-DW Holdings LLC</b>			<b>Total</b>	<b>\$13,113.44</b>		

## Master Schedule of Insurance Policies

### Crime-K&R-D&O-Fiduci

Coverage	Carrier	Policy No.	Term	Premium	Coverage	Limit
<b>Directors &amp; Officers</b>	National Union	01-486-35-11	January 31, 2009		Limit of Liability -- Aggregate for all Loss combined (including Defense Cost)	\$10,000,000.00
	175 Water Street		January 31, 2010	<b>\$57,545.00</b>	Fiduciary Coverage	\$5,000,000.00
<b>Named Entity</b>	New York, NY 10038		<b>Prepaid Run-off</b>	<b>\$97,062.00</b>	Retentions:	
<b>HVM L.L.C</b>			<b>Total</b>	<b>\$154,607.00</b>	Non-Indemnifiable Loss	None
					All other Loss	\$125,000.00
					Fiduciary	\$5,000.00
					<b>Primary Layer</b>	
<b>Directors &amp; Officers</b>	Axis Ins Co	MAN737218/01/2008	January 31, 2009		Limit of Liability - Maximum aggregate Limit of Liability for all Claims	\$10,000,000.00
	430 Park Avenue		January 31, 2010	<b>\$275,000.00</b>		
<b>Policyholder</b>	New York, NY 10022		<b>Prepaid Run-off</b>	<b>\$550,000.00</b>		
<b>HVM L.L.C</b>			<b>Total</b>	<b>\$825,000.00</b>	<b>First Excess: \$10,000,000 Excess Of \$10,000,000</b>	
<b>Side A Only Excess Executive Liability</b>	Illinois National Insurance Co.	01-486-35-89	January 31, 2009		Limit of Liability - Aggregate	\$5,000,000.00
	70 Pine Street		January 31, 2010	<b>\$96,859.00</b>		
<b>Named Insured</b>	New York, NY 10270		<b>Prepaid Run-off</b>	<b>\$193,718.00</b>		
<b>HVM L.L.C</b>					<b>Second Excess Layer -- Side A Only: \$5,000,000 Excess of \$20,000,000</b>	
			<b>Total</b>	<b>\$290,577.00</b>		

**Master Schedule of Insurance Policies**  
**Crime-K&R-D&O-Fiduci**

Coverage	Carrier	Policy No.	Term	Premium	Coverage	Limit	
<b>Side A Only Excess Executive Liability</b>	Houston Casualty Company	14-MG-09-A9512	January 7, 2009		Limit of Liability - Aggregate	\$25,000,000.00	
	111 Pavonia Avenue, Suite 1201		January 31, 2010	\$650,000.00			
<b>Named Insured</b>	Jersey City, NJ 07310		<b>Prepaid Run-off</b>	<b>\$650,000.00</b>			
<b>HVM L.L.C</b>			Surplus Lines Tax	\$52,000.00	<b>Third Excess Layer: \$25,000,000 Excess of \$25,000,000</b>		
			State Tax	\$26,000.00			
			Filing Fee	\$50.00			
			<b>Total</b>	<b>\$1,378,050.00</b>			
<b>Directors &amp; Officers</b>	Arch Ins Co	PCD002467500	January 31, 2009		Limit of Liability - Aggregate (include Defense Costs)	\$10,000,000.00	
	1 Liberty Plaza		January 31, 2010	\$750,000.00			
<b>Named Company</b>	New York, NY 10006		<b>Prepaid Run-off</b>	<b>\$900,000.00</b>	Retention:		
<b>DL-DW Holdings LLC</b>			<b>Total</b>	<b>\$1,650,000.00</b>		Coverage A: Directors and Officers Insurance	\$0.00
						Coverage B - Private Company Liability Arising from Indemnifiable loss	\$125,000.00
					Coverage C - Private Company Liability	\$125,000.00	
					<b>Primary Layer</b>		
<b>Directors &amp; Officers</b>	Liberty Mutual Ins	DO3AT630676001	January 31, 2009		Limit of Liability - Each Policy Period	\$10,000,000.00	
	Liberty International Underwriters		January 31, 2010	\$600,000.00			
<b>Named Insured</b>	55 Water St.		<b>Prepaid Run-off</b>	<b>\$720,000.00</b>			
<b>DL-DW Holdings LLC</b>	New York, NY 10041		<b>Total</b>	<b>\$1,320,000.00</b>	<b>First Excess Layer: \$10,000,000 Excess Of \$10,000,000</b>		
<b>Directors &amp; Officers</b>	Axis Insurance Co	MAN737269/10/2008	January 31, 2009		Limit of Liability - Maximum aggregate Limit of Liability for all Claims	\$10,000,000.00	
	430 Park Avenue		January 31, 2010	\$600,000.00			
<b>Parent Company</b>	New York, NY 10022		<b>Prepaid Run-off</b>	<b>\$720,000.00</b>			
<b>DL-DW Holdings LLC</b>			<b>Total</b>	<b>\$1,320,000.00</b>	<b>Second Excess Layer: \$10,000,000 Excess Of \$20,000,000</b>		
<b>Directors &amp; Officers</b>	Allied World Assurance (US)	C008991/001	January 31, 2009		Limit of Liability -- Aggregate	\$10,000,000.00	
	199 Water Street, 24th Floor		January 31, 2010	\$510,000.00			
<b>Insured</b>	New York, NY 10038		<b>Prepaid Run-off</b>	<b>\$612,000.00</b>			
<b>DL-DW Holdings LLC</b>			<b>Total</b>	<b>\$1,122,000.00</b>	<b>Third Excess Layer: \$10,000,000 Excess Of \$30,000,000</b>		
<b>Directors &amp; Officers</b>	Navigators Ins Co	NY08DOL445765NV	January 31, 2009		Limit of Liability -- Aggregate each Policy Period	\$10,000,000.00	
	One Penn Plaza - 55th Floor		January 31, 2010	\$510,000.00			
<b>Insured</b>	New York, NY 10119		<b>Prepaid Run-off</b>	<b>\$612,000.00</b>			
<b>DL-DW Holdings LLC</b>			<b>Total</b>	<b>\$1,122,000.00</b>	<b>Fourth Excess Layer: \$10,000,000 Excess Of \$40,000,000</b>		

## Master Schedule of Insurance Policies

### Flood

Line of Coverage	Effective Date	Expiration Date	Carrier	Policy Number	Location Information	Coverage Limits	Deductible	Billing	Premium	Dec. Page	Carrier Address
Flood - Extended Stay	9/21/2008	9/21/2009	Fidelity National Property & Casualty	347701191864	30360 Clemens Rd, Westlake OH	\$250,000 Real & \$250,000 Personal	\$500.00	Direct Bill	\$1,650.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	9/23/2008	9/23/2009	Fidelity National Property & Casualty	97700623539	8655 NW 21st Terrace, Doral/Miami, FL	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$954.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	9/23/2008	9/23/2009	Fidelity National Property & Casualty	097700623843	1450 SE 17th Street, Ft. Lauderdale, FL	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,117.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	9/23/2008	9/23/2009	Fidelity National Property & Casualty	097700623536	7750 NW 25TH St., Doral/Miami, FL	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$954.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	10/1/2008	10/1/2009	Fidelity National Property & Casualty	427700625198	16939 Tomball Parkway, Houston, TX	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,182.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	10/11/2008	10/11/2009	Fidelity National Property & Casualty	177700626589	3070 East Texas Street, Bossier City, LA	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,182.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	12/1/2008	12/1/2009	Selective Insurance Company	FLD1265271	3825 Rosin Ct, Sacramento, CA	\$500,000 Real & \$500,000 Personal	\$500.00	Direct Bill	\$2,530.00	√	Selective Insurance Company of America, 40 Wantage Avenue, Branchville, NJ 07890
Flood - Homestead	12/1/2008	12/1/2009	Selective Insurance Company	FLD1265272	2810 Gateway Oaks Drive Bldg #1, Sacramento, CA	\$500,000 Real & \$500,000 Personal	\$500.00	Direct Bill	\$2,530.00	√	Selective Insurance Company of America, 40 Wantage Avenue, Branchville, NJ 07890
Flood - Homestead	12/1/2008	12/1/2009	Selective Insurance Company	FLD1265273	2810 Gateway Oaks Drive Bldg #2, Sacramento, CA	\$500,000 Real & \$500,000 Personal	\$500.00	Direct Bill	\$2,530.00	√	Selective Insurance Company of America, 40 Wantage Avenue, Branchville, NJ 07890
Flood - Homestead	12/1/2008	12/1/2009	Selective Insurance Company	FLD1265274	2810 Gateway Oaks Drive Bldg #3, Sacramento, CA	\$500,000 Real & \$500,000 Personal	\$500.00	Direct Bill	\$2,530.00	√	Selective Insurance Company of America, 40 Wantage Avenue, Branchville, NJ 07890
Flood - Studio Plus	1/27/2009	1/27/2010	Fidelity National Property & Casualty	97700631203	4811 Memorial Highway, Tampa, FL	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$3,368.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	2/9/2009	2/9/2010	Fidelity National Property & Casualty	97700937507	7550 W. State Road 84 Bldg 100, Davie, FL	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,076.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	2/9/2009	2/9/2010	Fidelity National Property & Casualty	97700937509	7550 W. State Road 84 Bldg 200, Davie, FL	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,076.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	2/9/2009	2/9/2010	Fidelity National Property & Casualty	97700937512	7550 W. State Road 84 Bldg 300, Davie, FL	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,076.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	2/9/2009	2/9/2010	Fidelity National Property & Casualty	47700937525	3 Circle Star Way, San Carlos CA	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$3,739.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	2/9/2009	2/9/2010	Fidelity National Property & Casualty	47700937514	1560 N 1st Street Bldg #1, San Jose, CA	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,076.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - ESA - Wellesley	3/20/2009	3/20/2010	Fidelity National Property & Casualty	97700647157	8687 Commodity Circle, Orlando, FL	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$893.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - ESA - Wellesley	3/20/2009	3/20/2010	Fidelity National Property & Casualty	97700643673	1401 SW 15th Street, Pompano Beach, FL	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,139.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Homestead	4/10/2009	4/10/2010	Fidelity National Property & Casualty	040009598907	1255 Orleans Drive, #300, Sunnyvale, CA	\$500,000 Real Property only	\$500.00	Direct Bill	\$658.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Homestead	4/13/2009	4/13/2010	Fidelity National Property & Casualty	97700513828	6605 NW 7th Street, Miami, FL	\$500,000 Real Property only	\$500.00	Direct Bill	\$585.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Homestead	4/13/2009	4/13/2010	Fidelity National Property & Casualty	097700513830	501 NW 77th Street, Boca Raton, FL	\$500,000 Real Property only	\$500.00	Direct Bill	\$561.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Homestead	4/13/2009	4/13/2010	Fidelity National Property & Casualty	427700505117	507 S 1st Street, Austin, TX	\$500,000 Real Property only	\$500.00	Direct Bill	\$531.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	5/1/2009	5/1/2010	Fidelity National Property & Casualty	047701163607	1775 Francisco Blvd E, San Rafael, CA	\$500,000 Real & \$500,000 Personal	\$500.00	Direct Bill	\$1,349.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733

## Master Schedule of Insurance Policies

### Flood

Line of Coverage	Effective Date	Expiration Date	Carrier	Policy Number	Location Information	Coverage Limits	Deductible	Billing	Premium	Dec. Page	Carrier Address
Flood - Extended Stay	6/4/2009	6/4/2010	Fidelity National Property & Casualty	97700599541	3089 Executive Drive, Clearwater, FL	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$2,636.00		Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	6/4/2009	6/4/2010	Fidelity National Property & Casualty	97700599534	6001 NW 6th Way, Ft. Lauderdale, FL	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,076.00		Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	6/4/2009	6/4/2010	Fidelity National Property & Casualty	97700599550	3031 W. Commercial Blvd., Ft. Lauderdale, FL	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,007.00		Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	6/4/2009	6/4/2010	Fidelity National Property & Casualty	97700599545	700 Northpoint Parkway, West Palm Beach, FL	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$950.00		Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	6/4/2009	6/4/2010	Fidelity National Property & Casualty	97700599553	7755 SW 6th Street, Plantation, FL	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,076.00		Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	6/4/2009	6/4/2010	Fidelity National Property & Casualty	97700599557	5851 N. Andrews, Ft. Lauderdale, FL	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,139.00		Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	6/4/2009	6/4/2010	Fidelity National Property & Casualty	47700599519	2131 Gold Street, San Jose, CA	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,007.00		Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	6/4/2009	6/4/2010	Fidelity National Property & Casualty	47700599529	2200 Empire Avenue, Burbank, CA	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,179.00		Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	6/4/2009	6/4/2010	Fidelity National Property & Casualty	177700599514	6250 Corporate Boulevard, Baton Rouge, LA	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,007.00		Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	6/4/2009	6/4/2010	Fidelity National Property & Casualty	177700599511	2300 Veterans Boulevard, Kenner, LA	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,117.00		Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	6/4/2009	6/4/2010	Fidelity National Property & Casualty	177700599503	3300 S I 10 Service Road W, Metairie, LA	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,117.00		Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	6/4/2009	6/4/2010	Fidelity National Property & Casualty	297700599493	801 Route 3 (750 Edwin L. Ward), Rutherford, NJ	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,007.00		Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Studio Plus	6/4/2009	6/4/2010	Fidelity National Property & Casualty	377700599497	8880 Bartram Avenue, Philadelphia, PA	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,179.00		Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	6/8/2009	6/8/2010	Fidelity National Property & Casualty	377700599590	9000 Tincium Blvd., Philadelphia, PA	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,179.00		Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Homestead	6/13/2009	6/13/2010	Fidelity National Property & Casualty	40009598906	1255 Orleans Drive, #200, Sunnyvale, CA	\$500,000 Real Property only	\$500.00	Direct Bill	\$658.00		Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Homestead	7/22/2009	7/22/2010	Fidelity National Property & Casualty	97700769093	8700 NW 33rd Street, Doral, FL	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$954.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	7/22/2009	7/22/2010	Fidelity National Property & Casualty	317700769060	55 W. Merritt Blvd., Fishkill, NY	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,179.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Extended Stay	7/22/2009	7/22/2010	Fidelity National Property & Casualty	127700769058	1525 Busch Parkway, Buffalo Grove, IL	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$3,368.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Homestead	7/22/2009	7/22/2010	Fidelity National Property & Casualty	97700769051	3873 W. Commercial Blvd., Tamarac, FL	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$1,076.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Studio Plus	7/22/2009	7/22/2010	Fidelity National Property & Casualty	467700769084	1150 Oakesdale Avenue SW, Renton, WA	\$500,000 Real & \$500,000 Personal	\$5,000.00	Direct Bill	\$3,554.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733
Flood - Homestead	7/25/2009	7/25/2010	Fidelity National Property & Casualty	047700513834	1560 N 1st Street, San Jose, CA	\$500,000 Real Property only	\$500.00	Direct Bill	\$569.00	√	Fidelity National Property & Casualty, PO Box 33003 St Petersburg, FL 33733

**In re: ESA Properties L.L.C.**

**Case No. 09-13815**

Schedule B29

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

Description of property	Location	City	State	Zip	Net Book Value
Owned FF&E	2750 Gribben Drive	Lexington	KY	40517	\$246,057.00
Owned FF&E	3575 Tates Creek Road	Lexington	KY	40517	\$240,842.00
Owned FF&E	11645 Chesterdale Road	Springdale	OH	45246	\$105,577.00
Owned FF&E	9801 Bunsen Way	Louisville	KY	40299	\$316,227.00
Owned FF&E	2200 Lake Club Drive	Columbus	OH	43232	\$277,683.00
Owned FF&E	7851 Lois Circle	Dayton	OH	45459	\$85,951.00
Owned FF&E	1700 Winston Rd.	Knoxville	TN	37919	\$208,878.00
Owned FF&E	9750 Lake Shore Drive	Indianapolis	IN	46280	\$195,693.00
Owned FF&E	6085 Apple Tree Drive	Memphis	TN	38115	\$169,797.00
Owned FF&E	9030 Wesleyan Road	Indianapolis	IN	46268	\$229,440.00
Owned FF&E	2511 Elm Hill Pike	Nashville	TN	37214	\$239,963.00
Owned FF&E	5115 Carmichael Rd.	Montgomery	AL	36106	\$200,730.00
Owned FF&E	200 Meijer Drive	Florence	KY	41042	\$236,018.00
Owned FF&E	7641 Northwoods Blvd.	North Charleston	SC	29406	\$284,885.00
Owned FF&E	800 Ridgewood RD.	Ridgeland	MS	39157	\$184,131.00
Owned FF&E	301 Eagle Crest Drive	Evansville	IN	47715	\$227,332.00
Owned FF&E	8110 Cordova Centre Drive	Memphis	TN	38016	\$238,754.00
Owned FF&E	7065 Jimmy Carter Blvd.	Norcross	GA	30092	\$212,711.00
Owned FF&E	10060 W. Broad St.	Glen Allen	VA	23060	\$239,590.00
Owned FF&E	25801 Country Club Blvd.	North Olmsted	OH	44070	\$263,333.00
Owned FF&E	10800 Kanis Rd	Little Rock	AR	72211	\$250,091.00
Owned FF&E	17552 Rosbough Blvd.	Middleburg Heights	OH	44130	\$185,068.00
Owned FF&E	30360 Clemens Rd.	Westlake	OH	44145	\$169,948.00
Owned FF&E	5059 N. Arco Lane	North Charleston	SC	29418	\$93,218.00
Owned FF&E	214 Langley Place	Knoxville	TN	37922	\$249,189.00
Owned FF&E	600 Hardin Rd	Little Rock	AR	72211	\$322,459.00
Owned FF&E	5375 Farwell Place	Fremont	CA	94536	\$359,416.00
Owned FF&E	1540 Crossways Blvd	Chesapeake	VA	23320	\$92,148.00
Owned FF&E	450 Gracern Rd.	Columbia	SC	29210	\$267,144.00
Owned FF&E	304 Wingo Way	Mt. Pleasant	SC	29464	\$157,329.00
Owned FF&E	8309 W. Jefferson Blvd	Fort Wayne	IN	46804	\$217,516.00
Owned FF&E	2650 Wilhite Drive	Lexington	KY	40503	\$385,825.00
Owned FF&E	9604 E. Easter Ave	Englewood	CO	80112	\$331,501.00
Owned FF&E	18602 S Vermont	Gardena	CA	90248	\$359,263.00
Owned FF&E	5855 Corporate Dr	Colorado Springs	CO	80919	\$331,593.00
Owned FF&E	2525 Elm Hill Pike	Nashville	TN	37214	\$322,556.00
Owned FF&E	455 W. Baseline Rd.	Mesa	AZ	85210	\$214,442.00
Owned FF&E	6101 Dutchman's Lane	Louisville	KY	40205	\$286,505.00
Owned FF&E	5354 I-55N	Jackson	MS	39211	\$256,758.00
Owned FF&E	14775 Firestone Blvd	La Mirada	CA	90638	\$41,087.00
Owned FF&E	3115 Clairmont Rd.	Atlanta	GA	30329	\$313,752.00
Owned FF&E	17777 NE Sacramento St	Portland	OR	97230	\$272,941.00
Owned FF&E	5020 Ellison NE	Albuquerque	NM	87109	\$181,618.00
Owned FF&E	1150 Oakesdale Ave SW	Renton	WA	98055	\$531,508.00
Owned FF&E	11299 Point East Dr	Rancho Cordova	CA	95742	\$215,321.00
Owned FF&E	5885 Shelby Oaks Drive	Memphis	TN	38134	\$298,067.00
Owned FF&E	101 Diemer Drive	Mount Laurel	NJ	08054	\$224,024.00
Owned FF&E	4548 Bonney Rd.	Virginia Beach	VA	23462	\$175,130.00
Owned FF&E	11712 N.W. Plaza Cir	Kansas City	MO	64153	\$252,852.00
Owned FF&E	1355 E. 83rd Ave	Merrillville	IN	46410	\$293,148.00
Owned FF&E	11808 Middlebelt Rd.	Livonia	MI	48150	\$269,794.00

**In re: ESA Properties L.L.C.**

**Case No. 09-13815**

Schedule B29

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

Description of property	Location	City	State	Zip	Net Book Value
Owned FF&E	550 W. Grand Ave	Elmhurst	IL	60126	\$248,872.00
Owned FF&E	32690 Stephenson Hwy	Madison Heights	MI	48071	\$297,346.00
Owned FF&E	11121 W North Ave	Wauwatosa	WI	53226	\$310,333.00
Owned FF&E	550 East 105th St	Kansas City	MO	64131	\$288,158.00
Owned FF&E	14800 East 42nd St	Independence	MO	64055	\$24,825.00
Owned FF&E	320 Glensprings Drive	Springdale	OH	45246	\$284,426.00
Owned FF&E	6255 Zumstein Drive	Columbus	OH	43229	\$40,079.00
Owned FF&E	33400 Van Dyke Rd.	Sterling Heights	MI	48312	\$254,555.00
Owned FF&E	905 S. Oyster Bay Rd.	Bethpage	NY	11714	\$241,095.00
Owned FF&E	4230 US Route 1	South Brunswick	NJ	08852	\$263,809.00
Owned FF&E	650 West 3rd Street	Covington	KY	41011	\$197,675.00
Owned FF&E	1575 Bond St.	Naperville	IL	60563	\$379,404.00
Owned FF&E	21555 Haggerty Rd.	Novi	MI	48375	\$244,623.00
Owned FF&E	450 Metro Place North	Dublin	OH	43017	\$313,943.00
Owned FF&E	6065 N. Lindbergh Blvd	Hazelwood	MO	63042	\$374,395.00
Owned FF&E	329 Newman Springs Road	Red Bank	NJ	07701	\$236,185.00
Owned FF&E	1333 E. Kingsley St	Springfield	MO	65804	\$220,739.00
Owned FF&E	55 Junction Court	Madison	WI	53717	\$324,917.00
Owned FF&E	100 Spagnoli Rd	Melville	NY	11747	\$330,115.00
Owned FF&E	3430 Venture Pkwy	Duluth	GA	30096	\$563,702.00
Owned FF&E	22520 83rd Avenue South	Kent	WA	98032	\$348,849.00
Owned FF&E	2820 Pacific HWY East	Fife	WA	98424	\$201,344.00
Owned FF&E	12803 E. Sprague	Spokane	WA	99216	\$204,259.00
Owned FF&E	11400 Main Street	Bellevue	WA	98004	\$459,038.00
Owned FF&E	520 Harlow Road	Springfield	OR	97477	\$215,285.00
Owned FF&E	4820 West Reno Ave.	Oklahoma City	OK	73127	\$239,279.00
Owned FF&E	4850 Leetsdale Dr	Glendale	CO	80246	\$210,488.00
Owned FF&E	1000 hillview Court	Milpitas	CA	95035	\$340,870.00
Owned FF&E	10721 White Rock Rd	Rancho Cordova	CA	95670	\$302,710.00
Owned FF&E	401 E Santa Clara St	Arcadia	CA	91006	\$345,062.00
Owned FF&E	2380 Nissen Dr	Livermore	CA	94550	\$344,520.00
Owned FF&E	2100 Havard street	Sacramento	CA	95815	\$260,280.00
Owned FF&E	3190 Vista Way	Oceanside	CA	92056	\$243,631.00
Owned FF&E	601 W. Bonita Ave	San Dimas	CA	91773	\$218,313.00
Owned FF&E	2600 Corby Ave	Santa Rosa	CA	95407	\$239,453.00
Owned FF&E	5050 E. Grant Rd.	Tucson	AZ	85712	\$233,778.00
Owned FF&E	3070 E. Texas St.	Bossier City	LA	71111	\$257,374.00
Owned FF&E	1051 Canton Rd.	Marietta	GA	30066	\$345,650.00
Owned FF&E	6295 Jimmy Carter Blvd.	Norcross	GA	30071	\$597,062.00
Owned FF&E	200 Lawrenceville St.	Norcross	GA	30071	\$344,029.00
Owned FF&E	6231 Hwy 85	Riverdale	GA	30274	\$358,190.00
Owned FF&E	9775 Lenexa Dr	Lenexa	KS	66215	\$196,504.00
Owned FF&E	474 W. Pike St.	Lawrenceville	GA	30045	\$381,874.00
Owned FF&E	180 E. Main St.	Westborough	MA	01581	\$177,500.00
Owned FF&E	19 Connector Rd.	Westborough	MA	01581	\$184,915.00
Owned FF&E	1910 Andover St.	Tewksbury	MA	01876	\$238,072.00
Owned FF&E	2000 Southwood Dr.	Nashua	NH	03063	\$72,027.00
Owned FF&E	1235 Division Road	West Warwick	RI	02893	\$28,119.00
Owned FF&E	340 Tolland Tpke.	Manchester	CT	06040	\$198,360.00
Owned FF&E	366 Bee St.	Meriden	CT	06450	\$167,264.00
Owned FF&E	280 S. Washington Rd.	Norton	MA	02766	\$171,773.00

**In re: ESA Properties L.L.C.**

**Case No. 09-13815**

Schedule B29

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

Description of property	Location	City	State	Zip	Net Book Value
Owned FF&E	5511 Abercorn St	Savannah	GA	31405	\$233,688.00
Owned FF&E	3450 Brunswick Pike	Princeton	NJ	08540	\$162,138.00
Owned FF&E	71 International Dr. South	Budd Lake	NJ	07828	\$56,501.00
Owned FF&E	610 W. Marketview Dr	Champaign	IL	61822	\$279,363.00
Owned FF&E	2730 Fortune Circle W.	Indianapolis	IN	46241	\$266,452.00
Owned FF&E	4200 Stelzer Road	Columbus	OH	43230	\$383,737.00
Owned FF&E	3265 Broadwalk Dr.	Ann Arbor	MI	48108	\$353,047.00
Owned FF&E	260 E. 22nd St.	Lombard	IL	60148	\$445,595.00
Owned FF&E	39640 Orchard Hill Pl.	Novi	MI	48375	\$33,015.00
Owned FF&E	10300 Cascade Crossing	Brooklyn	OH	44144	\$267,914.00
Owned FF&E	445 Warrenville Rd.	Lisle	IL	60532	\$196,702.00
Owned FF&E	1075 Lake St.	Hanover Park	IL	60133	\$213,574.00
Owned FF&E	5211 Old Orchard Road	Skokie	IL	60077	\$355,368.00
Owned FF&E	2000 Haggerty Rd.	Canton	MI	48187	\$207,218.00
Owned FF&E	2000 N Roselle Rd	Schaumburg	IL	60195	\$57,611.00
Owned FF&E	30325 Flynn Dr.	Romulus	MI	48174	\$369,147.00
Owned FF&E	20200 Thirteen Mile Rd.	Roseville	MI	48066	\$220,249.00
Owned FF&E	4306 North Brandywine Dr	Peoria	IL	61614	\$217,859.00
Owned FF&E	1805 S.Vetrans Pkwy	Bloomington	IL	61701	\$186,890.00
Owned FF&E	6520 Mt. Moriah Road	Memphis	TN	38115	\$276,056.00
Owned FF&E	6325 Quail Hollow	Memphis	TN	38120	\$209,236.00
Owned FF&E	4301 N. Corrington Ave	Kansas City	MO	64117	\$23,332.00
Owned FF&E	807 S. Hugh Willis Rd	Lafayette	LA	70508	\$177,447.00
Owned FF&E	2300 Veterans Blvd	Kenner	LA	70062	\$73,007.00
Owned FF&E	3535 Fisher Rd NE	Salem	OR	97305	\$217,537.00
Owned FF&E	923 228th Street SE	Bothell	WA	98021	\$214,105.00
Owned FF&E	8801 South Hosmer St.	Tacoma	WA	98444	\$255,775.00
Owned FF&E	1431 112th Street SE	Everett	WA	98208	\$375,422.00
Owned FF&E	800 River Drive South	Great Falls	MT	59405	\$186,862.00
Owned FF&E	8750 Grant St	Thornton	CO	80229	\$239,441.00
Owned FF&E	3705 N Chambers Rd.	Aurora	CO	80011	\$262,283.00
Owned FF&E	2321 International Ave. SE	Albuquerque	NM	87106	\$368,157.00
Owned FF&E	20827 N. 27th Ave	Phoenix	AZ	85027	\$293,524.00
Owned FF&E	3460 W. Shaw Ave.	Fresno	CA	93711	\$207,584.00
Owned FF&E	605 Jarvis Drive	Morgan Hill	CA	95037	\$235,054.00
Owned FF&E	1350 Marina Village Pkwy	Alameda	CA	94501	\$241,791.00
Owned FF&E	46312 Mission Blvd	Fremont	CA	94539	\$190,161.00
Owned FF&E	1742 S. Clementine St	Anaheim	CA	92802	\$283,715.00
Owned FF&E	2100 Camino Ramon	San Ramon	CA	94583	\$307,695.00
Owned FF&E	4881 Birch St.	Newport Beach	CA	92660	\$398,112.00
Owned FF&E	2200 Empire Ave	Burbank	CA	91504	\$370,570.00
Owned FF&E	3860 Murphy Canyon Road	San Diego	CA	92123	\$201,017.00
Owned FF&E	799 Orange Drive	Vacaville	CA	95687	\$196,363.00
Owned FF&E	1635 W. Katella Ave.	Orange	CA	92867	\$270,312.00
Owned FF&E	1050 Grand Avenue	Carlsbad	CA	92008	\$198,489.00
Owned FF&E	27622 Jefferson Avenue	Temecula	CA	92590	\$177,688.00
Owned FF&E	2526 Pavilion Pwky	Tracy	CA	95304	\$234,967.00
Owned FF&E	3390 Venture Parkway	Duluth	GA	30096	\$286,607.00
				<b>TOTAL:</b>	<b>\$37,368,248.00</b>



**In re: ESA Properties L.L.C.**

**Case No. 09-13815**

Schedule B35

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

Description	Location	Net Book Value at 5/31/09
Deferred financing costs, net of accumulated amortization	N/A	\$3,842,377.00
	<b>TOTAL:</b>	<b>\$3,842,377.00</b>

In re: **ESA Properties L.L.C.**

Case No. **09-13815 (JMP)**

### 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							\$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 Properties L.L.C.**  
**Case No. 09-13815**  
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
Mortgage Electronic Registration Systems In		1818 Library St Ste 300		Reston	VA	20190		UCC Lien	X	X	X	Unknown	Unknown
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				\$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					
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					
<b>TOTAL:</b>												<b>\$4,099,849,448.00</b>	<b>Unknown</b>

## 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 Properties L.L.C.**

**Case No. 09-13815 (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 Properties L.L.C.**

Case No. **09-13815 (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							Unknown <sup>(1)</sup>
Subtotal (Total on this page)							<b>\$0.00</b>
Total (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							<b>\$0.00</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 Properties L.L.C.**  
**Case No. 09-13815**  
 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
Disable Patriots of America Inc	Attn: Thomas Bacon	Thomas Bacon PA	4868 SW 103 <sup>rd</sup> Ave		Cooper City	FL	33328		Litigation Claim		X	X	X	Unknown
Gwinnett County	Attn: Luther Beck	Chandler Britt Jay & Beck	P.O. Box 1749		Buford	GA	30515		Litigation Claim		X	X	X	Unknown
HVM LLC		100 Dunbar Street			Spartanburg	SC	29306							Undetermined
Kentucky Department of Transportation	Attn: Richard Deters	421 Buttermilk Pike, Suite 216			Crescent Springs	KY	41017		Litigation Claim		X	X	X	Unknown
Onika John and Nicarr Higa	Michael Kuborn	Harold Hyams & Associates	680 S. Craycroft		Tucson	AZ	85711		Litigation Claim		X	X	X	Unknown
Tyrone Armstrong	Attn: Brick Storts, III	Barton & Storts PC	271 North Stone Avenue		Tucson	AZ	85701		Litigation Claim		X	X	X	Unknown
											<b>TOTAL:</b>			<b>Unknown</b>



In re: **ESA Properties L.L.C.**

Case No. **09-13815 (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 Properties L.L.C.**  
**Case No. 09-13815**  
 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.
3M Media	6850 S Harlem Ave		Bedford Park	IL	60501		Billboard lease
3M Media	6851 S Harlem Ave		Spartanburg	SC	29306		Trademark License Agreement
Adams Outdoor	6601 Rivers Ave		North Charleston	SC	29406		Billboard lease
Adams Outdoor	6602 Rivers Ave		Tampa	FL	33634		Billboard lease
ESA Operating Lessee Inc	100 Dunbar St		Spartanburg	SC	29306		Lease Agreement
The Lamar Corporation	750 Wildemess Rd		Lexington	KY	40555-4786		Billboard lease

In re: **ESA Properties L.L.C.**

Case No. **09-13815 (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 Properties L.L.C.**

**Case No. 09-13815 (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 59 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**