

Hearing Date and Time: April 8, 2010 at 10:00 a.m. (prevailing Eastern Time)
Objection Deadline: April 2, 2010 at 4:00 p.m. (prevailing Eastern Time)

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Marcia L. Goldstein
Jacqueline Marcus

Attorneys for Debtors and
Debtors in Possession

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

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In re	: Chapter 11 Case No.
	:
EXTENDED STAY INC., <u>et al.</u>,	: 09-13764 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
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**NOTICE OF MOTION OF DEBTORS FOR AN
EXTENSION OF TIME TO FILE DISCLOSURE STATEMENT
PERTAINING TO DEBTORS' SECOND AMENDED PLAN OF REORGANIZATION**

PLEASE TAKE NOTICE that a hearing on the annexed motion (the "Motion") of Extended Stay Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively the "Debtors"), for an extension of time to file a disclosure statement for the Debtors' Second Amended Plan of Reorganization, filed contemporaneously herewith, as more fully described in the Motion, will be held before the Honorable James M. Peck, United States Bankruptcy Judge, at the United States Bankruptcy Court, Alexander Hamilton Customs House, Courtroom 601, One Bowling Green, New York, New York 10004 (the "Bankruptcy Court"), on **April 8, 2010 at 10:00 a.m. (Prevailing Eastern Time)** (the "Hearing").



PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion shall be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court for the Southern District of New York, shall set forth the name of the objecting party, the basis for the objection and the specific grounds thereof, shall be filed with the Bankruptcy Court electronically in accordance with General Order M-242 (which can be found at www.nysb.uscourts.gov) by registered users of the Bankruptcy Court's case filing system and by all other parties in interest, on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format (with two hard copies delivered directly to the chambers of the Honorable James M. Peck), and shall be served upon: (i) Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: Marcia L. Goldstein, Esq. and Jacqueline Marcus, Esq., attorneys for the Debtor; (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Paul Schwartzberg, Esq.; (iii) Hahn & Hessen LLP, 488 Madison Avenue, New York, NY 10022, Attn: Mark T. Power, Esq., Mark S. Indelicato, Esq. and Christopher Jarvinen, Esq., attorneys for the Official Committee of Unsecured Creditors; and (iv) McKenna Long & Aldridge LLP, 303 Peachtree Street, NE Suite 5300, Atlanta, GA 30308, Attn: Gary W. Marsh, Esq., and Latham & Watkins LLP, 885 Third Avenue, New York, NY 10022, Attn: Mitchell Seider, Esq. and Keith Simon, Esq., attorneys for the Special Servicer and the Successor Trustee, **so as to be filed and actually received no later than April 2, 2010 at 4:00 p.m. (prevailing Eastern Time)** (the "Objection Deadline").

PLEASE TAKE FURTHER NOTICE that if an objection to the Motion is not received by the Objection Deadline, the relief requested shall be deemed unopposed, and the Bankruptcy Court may enter an order granting the relief sought without a hearing.

PLEASE TAKE FURTHER NOTICE that objecting parties are required to attend the Hearing, and failure to appear may result in relief being granted or denied upon default.

Dated: March 18, 2010
New York, New York

/s/ Jacqueline Marcus

Marcia L. Goldstein
Jacqueline Marcus
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors and
Debtors in Possession

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
: **Chapter 11 Case No.**
: **09-13764 (JMP)**
: **(Jointly Administered)**
:
:
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In re
EXTENDED STAY INC., et al.,
Debtors.

**MOTION OF DEBTORS FOR AN
EXTENSION OF TIME TO FILE DISCLOSURE STATEMENT
PERTAINING TO DEBTORS' SECOND AMENDED PLAN OF REORGANIZATION**

TO THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE:

Extended Stay Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, "Extended Stay" or the "Debtors"),¹ submit this motion (the "Motion") and respectfully represent:

Background

1. Each of the Debtors commenced with this Court voluntary cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") on either June 15, 2009 or February 18, 2010 (as applicable, the "Commencement Date"). The Debtors' chapter 11 cases

¹ A list of the Debtors in these chapter 11 cases along with the last four digits of each Debtor's federal tax identification number, is attached hereto as "Exhibit A."

have been consolidated for procedural purposes only and are being jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). The Debtors are authorized to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On June 19, 2009, the United States Trustee for the Southern District of New York (the “U.S. Trustee”) appointed the statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Creditors’ Committee”). On September 28, 2009, Ralph R. Mabey was appointed examiner in these chapter 11 cases (the “Examiner”) and by order dated September 29, 2009, the Court approved the appointment of the Examiner.

Extended Stay’s Business

3. Extended Stay is the largest owner and operator of mid-price extended stay hotels in the United States, holding one of the most geographically diverse portfolios in the lodging sector with properties located across 44 states and two provinces in Canada. Extended Stay’s portfolio encompasses over 666 properties, consisting of hotels directly owned or leased by Extended Stay or one of its affiliates. Extended Stay currently operates five hotel brands: (i) Crossland Economy Studios, (ii) Extended Stay America, (iii) Extended Stay Deluxe, (iv) Homestead Studio Suites, and (v) StudioPLUS Deluxe Studios, each designed to appeal to value-conscious customers at different price points in their respective markets, and offering Extended Stay guests a range of amenities and services.

4. Extended Stay’s business model is a hybrid between a hotel and an apartment, as it provides value-conscious guests seeking longer-term accommodations with an affordable, attractive alternative to traditional hotels and apartments. Extended Stay achieves lower operating costs than traditional hotels, which provide higher service levels such as room

service and daily maid service, by eliminating these services and other amenities in exchange for a lower per night price and a fully equipped kitchen, cable TV, and wireless internet access in each of its available rooms, in addition to on site laundry facilities. Typical Extended Stay guests include government and business travelers, people on temporary work assignments or training programs, individuals relocating or purchasing a home and individuals with other short-term housing needs.

5. All Extended Stay hotels are managed by HVM L.L.C. (“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 all goods and materials utilized in the operation of the business. HVM employs approximately 9,000 employees in connection with the operation of the hotels at any given point in time.

Jurisdiction and Venue

6. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

The Starwood Investor’s Plan of Reorganization

7. In the months since the commencement of these chapter 11 cases, negotiations regarding a chapter 11 plan of reorganization have been ongoing. The Debtors have participated in numerous discussions and negotiations with various parties in interest, regarding, among other things, the de-leveraging of the Debtors’ debt structure, the business and economic points of a proposed reorganization and the mechanics and structure of the terms of a proposed plan.

8. To date, the Debtors and their professionals have been negotiating primarily with two groups of potential investors, Centerbridge Partners, L.P. and Paulson & Co. Inc. (together, the “Centerbridge Investors”), and Starwood ESH, L.L.C. (the “Starwood Investor”), the indirect members of which are (a) Starwood Global Opportunity Fund VIII, L.P., Starwood U.S. Opportunity Fund VIII-1, L.P., Starwood U.S. Opportunity Fund VIII-2, L.P., Starwood Capital Hospitality Fund II Global, L.P. and Starwood Capital Hospitality Fund II U.S., L.P. (all of which are affiliates of Starwood Capital Group Global, L.P.), (b) Five Mile Capital Partners II LP, FMCP II Principals LP and Five Mile Capital Partners II (AIV), LP (all of which are affiliates of Five Mile Capital Partners LLC) and (c) TPG Partners V, L.P. and TPG Partners VI, L.P. (which are affiliates of TPG Capital).

9. On February 19, 2010, the Debtors filed their Motion Pursuant to Section 105 and 363(b) of the Bankruptcy Code Authorizing Debtors to Enter into Investment and Standby Purchase Agreement, dated February 19, 2010 [Docket No. 768] (the “Centerbridge Approval Motion”), seeking among other things, approval to enter into an Investment and Standby Purchase Agreement (the “Centerbridge Investment Agreement”) with the Centerbridge Investors. In addition, on February 19, 2010, the Debtors filed a chapter 11 plan, and on March 5, 2010, filed a first amended chapter 11 plan (as amended, the “Centerbridge Plan”) for thirty-nine of the Debtors (the “Centerbridge Debtors”). Contemporaneously with the filing of the Centerbridge Plan, the Debtors filed a Motion for an Extension of Time to File the Disclosure Statement Pertaining to the Centerbridge Plan [Docket No. 771] (the “Centerbridge Disclosure Statement Extension Motion”).² The Debtors subsequently filed a disclosure statement relating

² The objection deadline for the Centerbridge Disclosure Statement Extension Motion was March 11, 2010 and no objections were filed. Accordingly, the Debtors file a Certificate of No Objection with respect to the Centerbridge Disclosure Statement Extension Motion on March 15, 2010 [Docket No.834].

to the Centerbridge Plan on March 5, 2010 [Docket No. 796] and scheduled the hearing for April 8, 2010 to consider the adequacy of the information contained in that disclosure statement and establish solicitation procedures [Docket No. 808]. However, in light of recent events (as detailed below), the Debtors will not be going forward with the Centerbridge Approval Motion, and the Debtors have cancelled the hearing on the disclosure statement relating to the Centerbridge Plan [Docket No. 846].

10. On March 15, 2010, the Debtors concluded negotiations with the Starwood Investor regarding the terms of an Investment and Standby Purchase Agreement (the “Starwood Investment Agreement”), pursuant to which the Starwood Investor would provide for a \$905 million investment consisting of a \$450 million equity investment, a \$200 million rights offering that is fully backstopped by the Starwood Investor, and \$255 million to be made available to certain certificate holders.³ In addition, the Debtors and the Starwood Investor agreed upon the terms of the Debtors’ Second Amended Plan of Reorganization under Chapter 11 of the Bankruptcy Code (the “Starwood Plan”).⁴

11. On March 17, 2010, the Debtors filed their Motion Pursuant to Sections 105 and 363(b) of the Bankruptcy Code Approving Investment and Standby Purchase Agreement (the “Starwood Approval Motion”). Contemporaneously herewith, the Debtors have filed the Starwood Plan. The filing of the Starwood Plan represents another significant milestone in the Plan Debtors’ emergence from chapter 11 and importantly, the Starwood Investment Agreement

³ For further information regarding the terms of the Starwood Investment Agreement, please refer to the Starwood Approval Motion [Docket Nos. 855, 856, 857, 858].

⁴ The seventy-four debtors included in the Starwood Plan (collectively, the “Plan Debtors”) include all of the Debtors other than Extended Stay Inc.

permits the Debtors to entertain higher and better offers, thus creating an even higher floor for competing bids.

Relief Requested

12. The Court has the authority to fix the time within which the Plan Debtors must file a proposed disclosure statement with respect to the Starwood Plan (the “Starwood Disclosure Statement”), under Bankruptcy Rule 3016(b), which provides: “In a chapter 9 or 11 case, a disclosure statement under § 1125 or evidence showing compliance with § 1126(b) of the Code shall be filed with the plan or within a time fixed by the court.” Fed. R. Bankr. P. 3016(b) (emphasis added).

13. By this Motion, pursuant to Bankruptcy Rule 3016(b), the Debtors respectfully request an extension of the time to file the Starwood Disclosure Statement through and including March 26, 2010, without prejudice to the Debtors’ right to request additional time should it become necessary.

The Time to File a Disclosure Statement with Respect to the Starwood Plan Should be Extended

14. Over the past few months, the Debtors have been facilitating the plan process by engaging in discussions and negotiations with the Centerbridge Investors and the Starwood Investor. During this time, the Debtors pursued parallel tracks, in an effort to maximize value for the Debtors’ bankruptcy estates. When the negotiations regarding the Starwood Investment Agreement were complete, the Debtors’ boards of directors determined that the Starwood Investment Agreement provided a superior offer over the Centerbridge Investment Agreement.

15. As a result of the extraordinary efforts of the Debtors and their professionals, the Starwood Plan has been drafted, negotiated in advance of the expiration of the

Debtors' exclusive periods for filing a plan and soliciting acceptances.⁵ In fact, since February 19, 2010, the Debtors have filed three different reorganization plans and three related sets of commitment letters and investment agreements. It is not surprising, therefore, that during this period of frenetic activity, the Debtors and their professionals have not been able to devote the time necessary to preparing the Starwood Disclosure Statement and the relevant schedules thereto. The Debtors are currently drafting the Starwood Disclosure Statement but, as of the date hereof, have not had a sufficient amount of time to complete the Starwood Disclosure Statement.

16. The Debtors are proceeding as expeditiously as possible with the completion of the Starwood Disclosure Statement and intend to file it with the Court promptly upon its completion. The Debtors filed the Starwood Plan without the Starwood Disclosure Statement because the Debtors believe that doing so would provide information that creditors and other stakeholders need in order to evaluate fully the Starwood Approval Motion. The Debtors anticipate that the filing of the Starwood Investment Agreement and the Starwood Plan will encourage discussions between all parties in interest and may begin the discussion to consensually support a proposed plan of reorganization for the Debtors. In addition, the process of approval of the Starwood Disclosure Statement will be more efficient if the Debtors and the Starwood Investor has additional time to discuss, review and finalize the Starwood Disclosure Statement. Accordingly, an extension of time to file the Starwood Disclosure Statement is necessary and appropriate.

17. The Starwood Investment Agreement requires the Debtors to file the Starwood Disclosure Statement by March 26, 2010. Thus, the requested extension will be

⁵ By order dated January 14, 2010, the Court extended the periods during which the Debtors (other than the Debtors which commenced their cases on February 18, 2010) have the exclusive right to file a chapter 11 plan and during which the Debtors may solicit acceptances thereof through and including April 2, 2010 and May 31, 2010, respectively [Docket No. 722].

consistent with the milestones set forth in the Starwood Investment Agreement, yet at the same time provides the Debtors and their professionals with additional time to complete the necessary work. In addition, the proposed extension will enable all parties in interest to review the Starwood Disclosure Statement well in advance of the objection deadline for the Starwood Approval Motion, which is April 2, 2010. The Debtors therefore, respectfully request that the Court set March 26, 2010 as the date by which by which the Debtors must file the Starwood Disclosure Statement, without prejudice to the rights of the Debtors to request a further extension of time if the facts and circumstances warrant. Given the complexity of the Debtors' chapter 11 cases, the Debtors submit that there is good and sufficient cause to grant the Debtors' request.

Notice

18. No trustee has been appointed in these chapter 11 cases. The Debtors have served notice of this Motion in accordance with the procedures set forth in the order entered on July 17, 2009 governing case management and administrative procedures for these cases [Docket No. 176] on (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the attorneys for the Special Servicer and the Successor Trustee; and (iv) all parties who have requested notice in these chapter 11 cases. The Debtors submit that no other or further notice

need be provided.

WHEREFORE the Debtors respectfully request that the Court enter the Proposed Order annexed hereto as “Exhibit B” and grant the Debtors such other and further relief as the Court deems just and proper.

Dated: March 18, 2010
New York, New York

/s/ Jacqueline Marcus
Marcia L. Goldstein
Jacqueline Marcus
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Attorneys for Debtors and
Debtors in Possession

Exhibit A

Debtor	Last Four Digits of Federal Tax I.D. Number
Extended Stay Inc.	7401
ESA P Portfolio L.L.C. f/k/a BRE/ESA P Portfolio L.L.C.	7190
ESA 2005 Portfolio L.L.C. f/k/a BRE/ESA 2005 Portfolio L.L.C.	8617
ESA 2005-San Jose L.L.C. f/k/a BRE/ESA 2005-San Jose L.L.C.	1317
ESA 2005-Waltham L.L.C. f/k/a BRE/ESA 2005-Waltham L.L.C.	1418
ESA Acquisition Properties L.L.C. f/k/a BRE/ESA Acquisition Properties L.L.C.	8149
ESA Alaska L.L.C. f/k/a BRE/ESA Alaska L.L.C.	8213
ESA Canada Properties Borrower L.L.C. f/k/a BRE/ESA Canada Properties Borrower L.L.C.	7476
ESA FL Properties L.L.C. f/k/a BRE/ESA FL Properties L.L.C.	7687
ESA MD Borrower L.L.C. f/k/a BRE/ESA MD Borrower L.L.C.	8839
ESA MN Properties L.L.C. f/k/a BRE/ESA MN Properties L.L.C.	0648
ESA P Portfolio MD Borrower L.L.C. f/k/a BRE/ESA P Portfolio MD Borrower L.L.C.	7448
ESA P Portfolio PA Properties L.L.C. f/k/a BRE/ESA P Portfolio PA Properties L.L.C.	6306
ESA P Portfolio TXNC Properties L.P. f/k/a BRE/ESA P Portfolio TXNC Properties L.P.	7378
ESA PA Properties L.L.C. f/k/a BRE/ESA PA Properties L.L.C.	7652
ESA Properties L.L.C. f/k/a BRE/ESA Properties L.L.C.	1249
ESA TX Properties L.P. f/k/a BRE/ESA TX Properties L.P.	1295
ESH/Homestead Portfolio L.L.C. f/k/a BRE/Homestead Portfolio L.L.C.	9049
ESH/HV Properties L.L.C. f/k/a BRE/HV Properties L.L.C.	8927
ESH/MSTX Property L.P. f/k/a BRE/MSTX Property L.P.	5862
ESH/TN Properties L.L.C. f/k/a BRE/TN Properties L.L.C.	5781

Debtor	Last Four Digits of Federal Tax I.D. Number
ESH/TX Properties L.P. f/k/a BRE/TX Properties L.P.	6964
ESH/Homestead Mezz L.L.C. f/k/a BRE/Homestead Mezz L.L.C.	9883
ESA P Mezz L.L.C. f/k/a BRE/ESA P Mezz L.L.C.	7467
ESA Mezz L.L.C. f/k/a BRE/ESA Mezz L.L.C.	0767
ESH/Homestead Mezz 2 L.L.C. f/k/a BRE/Homestead Mezz 2 L.L.C.	9903
ESA P Mezz 2 L.L.C. f/k/a BRE/ESA P Mezz 2 L.L.C.	7480
ESA Mezz 2 L.L.C. f/k/a BRE/ESA Mezz 2 L.L.C.	0866
ESH/Homestead Mezz 3 L.L.C. f/k/a BRE/Homestead Mezz 3 L.L.C.	9936
ESA P Mezz 3 L.L.C. f/k/a BRE/ESA P Mezz 3 L.L.C.	8977
ESA Mezz 3 L.L.C. f/k/a BRE/ESA Mezz 3 L.L.C.	0929
ESH/Homestead Mezz 4 L.L.C. f/k/a BRE/Homestead Mezz 4 L.L.C.	9953
ESA P Mezz 4 L.L.C. f/k/a BRE/ESA P Mezz 4 L.L.C.	8997
ESA Mezz 4 L.L.C. f/k/a BRE/ESA Mezz 4 L.L.C.	0964
ESH/Homestead Mezz 5 L.L.C. f/k/a BRE/Homestead Mezz 5 L.L.C.	9613
ESA P Mezz 5 L.L.C. f/k/a BRE/ESA P Mezz 5 L.L.C.	9186
ESA Mezz 5 L.L.C. f/k/a BRE/ESA Mezz 5 L.L.C.	1006
ESH/Homestead Mezz 6 L.L.C. f/k/a BRE/Homestead Mezz 6 L.L.C.	9667
ESA P Mezz 6 L.L.C. f/k/a BRE/ESA P Mezz 6 L.L.C.	9247
ESA Mezz 6 L.L.C. f/k/a BRE/ESA Mezz 6 L.L.C.	8995
ESH/Homestead Mezz 7 L.L.C. f/k/a BRE/Homestead Mezz 7 L.L.C.	9722
ESA P Mezz 7 L.L.C. f/k/a BRE/ESA P Mezz 7 L.L.C.	9349
ESA Mezz 7 L.L.C. f/k/a BRE/ESA Mezz 7 L.L.C.	9065
ESH/Homestead Mezz 8 L.L.C. f/k/a BRE/Homestead Mezz 8 L.L.C.	9779
ESA P Mezz 8 L.L.C.	9402

Debtor	Last Four Digits of Federal Tax I.D. Number
ESA Mezz 8 L.L.C. f/k/a BRE/ESA Mezz 8 L.L.C.	9117
ESH/Homestead Mezz 9 L.L.C. f/k/a BRE/Homestead Mezz 9 L.L.C.	1011
ESA P Mezz 9 L.L.C.	0281
ESA Mezz 9 L.L.C.	0923
ESH/Homestead Mezz 10 L.L.C. f/k/a BRE/Homestead Mezz 10 L.L.C.	1063
ESA P Mezz 10 L.L.C.	0224
ESA Mezz 10 L.L.C.	0175
Homestead Village L.L.C. f/k/a BRE/Homestead Village L.L.C.	8930
ESA MD Beneficiary L.L.C. f/k/a BRE/ESA MD Beneficiary L.L.C.	7038
ESA P Portfolio MD Trust f/k/a BRE/ESA P Portfolio MD Trust	8258
ESA MD Properties Business Trust f/k/a BRE/ESA MD Properties Business Trust	6992
ESA P Portfolio MD Beneficiary L.L.C. f/k/a BRE/ESA P Portfolio MD Beneficiary L.L.C.	8432
ESA Canada Properties Trust f/k/a BRE/ESA Canada Properties Trust	2314
ESA Canada Trustee Inc. f/k/a BRE/ESA Canada Trustee Inc.	2861
ESA Canada Beneficiary Inc. f/k/a BRE/ESA Canada Beneficiary Inc.	7543
ESA UD Properties L.L.C.	7075
ESA 2007 Operating Lessee Inc. f/k/a BRE/ESA 2007 Operating Lessee Inc.	9408
ESA 2005 Operating Lessee Inc. f/k/a BRE/ESA 2005 Operating Lessee Inc.	8471
ESA Operating Lessee Inc. f/k/a BRE/ESA Operating Lessee Inc.	4369
ESA P Portfolio Operating Lessee Inc. f/k/a BRE/ESA P Portfolio Operating Lessee Inc.	7433
ESA Business Trust f/k/a BRE/ESA Business Trust	8078
ESA Management L.L.C.	9101
ESA P Portfolio Holdings L.L.C. f/k/a BRE/ESA P Portfolio Holdings L.L.C.	8432
ESA Canada Operating Lessee Inc. f/k/a BRE/ESA Canada Operating Lessee Inc.	8838
Extended Stay Hotels L.L.C.	7438
ESH/MSTX GP L.L.C. f/k/a BRE/MSTX GP L.L.C.	5876

Debtor	Last Four Digits of Federal Tax I.D. Number
ESH/TXGP L.L.C. f/k/a BRE/TXGP L.L.C.	6936
ESA TXGP L.L.C. f/k/a BRE/ESA TXGP L.L.C.	1199
ESA P Portfolio TXNC GP L.L.C. f/k/a BRE/ESA P Portfolio TXNC GP L.L.C.	7210
ESH/TN Member Inc. f/k/a BRE/TN Member Inc.	8365

Exhibit B

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

-----X
In re : Chapter 11 Case No.
EXTENDED STAY INC., et al. : 09-13764 (JMP)
Debtors. : (Jointly Administered)
-----X

**ORDER EXTENDING TIME TO FILE DISCLOSURE STATEMENT
PERTAINING TO DEBTORS' SECOND AMENDED PLAN OF REORGANIZATION**

Upon the motion, dated March 18, 2010 (the "Motion"), of Extended Stay Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), pursuant to Rule 3016(b) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), seeking an extension of time to file the Starwood Disclosure Statement¹ pertaining to the Starwood Plan, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York And All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided in accordance with the procedures set forth in the order entered on July 17, 2009 governing case management and administrative procedures for these cases [Docket No. 176] on (i) the U.S. Trustee; (ii) the attorneys for the Creditors' Committee; (iii) the attorneys for

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

the Special Servicer and the Successor Trustee; and (iv) all parties who have requested notice in these chapter 11 cases, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the "Hearing"); and the appearances of all interested parties having been noted in the record of the Hearing; and upon the record of the Hearing, and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is granted; and it is further

ORDERED that, pursuant to Bankruptcy Rule 3016(b), the time by which the Debtors must file the Starwood Disclosure Statement is extended up to and including March 26, 2010, without prejudice to the Debtors' right to seek further extensions of time within which the Starwood Disclosure Statement must be filed; and it is further

ORDERED that notice of the Motion as provided herein shall be deemed good and sufficient notice of such motion; and it is further

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

Dated: April __, 2010
New York, New York

THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE