

Hearing Date and Time: April 22, 2010 at 10 a.m. (prevailing Eastern Time)
 Objection Deadline: April 16, 2010 at 4 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**

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

**NOTICE OF DEBTORS' MOTION FOR AN ORDER (I) APPROVING PROPOSED
 DISCLOSURE STATEMENT, (II) ESTABLISHING SOLICITATION AND VOTING
 PROCEDURES, (III) SCHEDULING A CONFIRMATION HEARING, (IV)
 ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR
 CONFIRMATION OF THE DEBTORS' PROPOSED PLAN OF REORGANIZATION,
 (V) APPROVING RIGHTS CERTIFICATE AND ELECTION FORM,
AND (VI) DIRECTING THE MORTGAGE DEBT PARTIES TO COOPERATE**

PLEASE TAKE NOTICE that a hearing on the annexed motion (the "Motion") of ESA Properties LLC and seventy-three of its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), for entry of an order approving the proposed Disclosure Statement for the Debtors' Third Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (the "Disclosure Statement"), 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,



0913764100324000000000007

Courtroom 601, One Bowling Green, New York, New York 10004 (the “Bankruptcy Court”), on **April 22, 2010 at 10 a.m. (Prevailing Eastern Standard 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 Debtors; (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 T. Indelicato, Esq. and Christopher Jarvinen, Esq., attorneys for the Official Committee of Unsecured Creditors; (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; and (v) Greenberg Traurig, LLP, 200 Park Avenue, New York, NY 10166, Attn: Bruce R. Zirinsky, Esq. and Gary Ticoll, Esq., attorneys for

Starwood ESH LLC, so as to be filed and received no later than April 16, 2010 at 4 p.m. (prevailing Eastern Standard Time) (the “Objection Deadline”).

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 24, 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
Marcia L. Goldstein
Jacqueline Marcus

Attorneys for Debtors and
Debtors in Possession

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

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

**MOTION FOR AN ORDER (I) APPROVING PROPOSED DISCLOSURE
STATEMENT, (II) ESTABLISHING SOLICITATION AND VOTING PROCEDURES,
(III) SCHEDULING A CONFIRMATION HEARING, (IV) ESTABLISHING NOTICE
AND OBJECTION PROCEDURES FOR CONFIRMATION OF THE DEBTORS'
PROPOSED PLAN OF REORGANIZATION, (V) APPROVING RIGHTS
CERTIFICATE AND ELECTION FORM, AND
(VI) DIRECTING THE MORTGAGE DEBT PARTIES TO COOPERATE**

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

ESA Properties LLC and seventy-three of its debtor affiliates, as debtors and
debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"),¹
submit this motion (the "Motion") for an order (i) approving the Disclosure Statement for the
Debtors' Third Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code,

¹ A list of the Debtors submitting this Motion, along with the last four digits of such Debtor's federal tax
identification number, is attached hereto as "Exhibit A."

dated March 24, 2010 [Docket No. 878] (the “Disclosure Statement”)² relating to the Debtors’ Third Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated March 24, 2010 [Docket No. 877] (the “Plan”),³ (ii) establishing solicitation and voting procedures, (iii) scheduling a confirmation hearing, (iv) establishing notice and objection procedures in respect of confirmation of the Plan, (v) approving the Rights Certificate (as defined below) to be used for purposes of the Rights Offering (as defined below) and the Election Form (as defined below), and (vi) directing the Mortgage Debt Parties (as defined below) to cooperate with the solicitation procedures, and respectfully represent:

Jurisdiction

1. 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.

Relief Requested

2. By this Motion, and pursuant to sections 105, 502, 1125, 1126, and 1128 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002, 3017, 3018, 3020, 9013, 9014 and 9021 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2002-1, 3017-1, 3018-1, 3020-1, 9013-1 and 9021-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the Debtors seek entry of the proposed order, substantially in the form attached hereto as “Exhibit B” (the “Proposed Order”), which –

- a. approves the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code;

² The Disclosure Statement is also attached as “Exhibit 1” to the Proposed Order, attached hereto as “Exhibit B.”

³ The Plan is attached to the Disclosure Statement as “Exhibit A.”

- b. approves certain solicitation procedures, which, among other things –
- (i) determine which creditors and interest holders may vote to accept or reject the Plan and temporarily allows certain claims for voting purposes;
 - (ii) sets April 22, 2010 at 10 a.m. (Eastern Standard Time) as the date and time that determines which creditors and interest holders may vote or otherwise receive a notice of non-voting status (the “Record Date”);
 - (iii) sets June 1, 2010 at 4 p.m. (Eastern Standard Time) as the deadline for creditors and interest holders entitled to vote to submit their ballots to be counted (the “Voting Deadline”);
 - (iv) approves the notice to creditors and interest holders not entitled to vote, advising them of their non-voting status substantially in the forms attached to the Proposed Order as “Exhibit 2” and “Exhibit 3,” and
 - (v) approves the form of ballots substantially in the forms attached to the Proposed Order as “Exhibit 4,” “Exhibit 5,” “Exhibit 6,” and “Exhibit 7” (collectively, the “Ballots”); and
- c. schedules a hearing to consider confirmation of the Plan on June 17, 2010 at 10 a.m. (Eastern Standard Time) (the “Confirmation Hearing”) and, in connection therewith:
- (i) approves the notice of the Confirmation Hearing substantially in the form attached to the Proposed Order as “Exhibit 8,” and
 - (ii) sets June 7, 2010 at 4 p.m. (Eastern Standard Time) as the deadline to object or respond to the confirmation of the Plan (the “Plan Objection Deadline”).

3. For the Court’s ease of reference, the key dates set forth in this Motion are summarized below:

Milestone	Date
Objection Deadline for Disclosure Statement	April 16, 2010 at 4 p.m.
Disclosure Statement Hearing	April 22, 2010 at 10 a.m.
Plan Supplement to be filed	May 21, 2010

Record Date	April 22, 2010
Solicitation Date	Five (5) business days after entry of Proposed Order
Voting Deadline	June 1, 2010 at 4 p.m.
Expiration Date/ Rights Offering Voting Deadline/ Class B-H Election Date	June 8, 2010 at 4 p.m.
Deadline for Objections to Confirmation of the Plan	June 7, 2010 at 4 p.m.
Confirmation Hearing	June 17, 2010 at 10 a.m.

4. Also, summarized below are the exhibits cited throughout this Motion:

	Exhibit
List of Debtors	Exhibit A
Proposed Order	Exhibit B
Disclosure Statement	Exhibit 1 to the Proposed Order
Plan	Exhibit A to the Disclosure Statement
<i>Notices of Non-Voting Status</i>	
Notice to Unimpaired Class	Exhibit 2 to the Proposed Order
Notice to Impaired Classes	Exhibit 3 to the Proposed Order
<i>Ballots</i>	
Form Mortgage Facility Claim Ballot	Exhibit 4 to the Proposed Order
Form ESA UD Mortgage Claim Ballot	Exhibit 5 to the Proposed Order
Form Mortgage Facility Deficiency Claim and Mezzanine Facilities Deficiency Claim Ballot	Exhibit 6 to the Proposed Order
Form General Unsecured Claims Ballot	Exhibit 7 to the Proposed Order
<i>Notices of Hearing</i>	
Notice of the Confirmation Hearing	Exhibit 8 to the Proposed Order
<i>Rights Offering</i>	
Rights Certificate for Purposes of the Rights Offering	Exhibit 9 to the Proposed Order
<i>Class B-H Elections</i>	
Election Form for Purposes of	Exhibit 10 to the

Class B-H Elections	Proposed Order
---------------------	----------------

Background

5. The Plan is premised on the transaction as further set forth and detailed in the Investment and Standby Purchase Agreement (the “Investment Agreement”) with 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. (both of which are affiliates of TPG Capital). The Investment Agreement was filed as an exhibit to the Debtors’ Amended Motion Pursuant to Section 105 and 363(b) of the Bankruptcy Code Approving the Investment Agreement, dated March 17, 2010 [Docket Nos. 855, 856, 857, 858] (the “Approval Motion”). The hearing to consider the relief requested in the Approval Motion currently is scheduled for April 8, 2010.

6. On March 24, 2010, the Debtors filed the Disclosure Statement related to the Plan.

Basis for Relief Requested

I. The Proposed Disclosure Statement

A. Approval of the Disclosure Statement

7. Pursuant to section 1125 of the Bankruptcy Code, a plan proponent must provide holders of impaired claims with “adequate information” regarding a debtor’s proposed plan of reorganization. In that regard, section 1125(a)(1) of the Bankruptcy Code provides as follows:

“[A]dequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such hypothetical investor of the relevant class to make an informed judgment about the plan

8. Thus, a debtor’s disclosure statement must, as a whole, provide information that is “reasonably practicable” to permit an “informed judgment” by impaired creditors entitled to vote on the plan. See In re Dakota Rail, Inc., 104 B.R. 138, 142 (Bankr. D. Minn. 1989). The bottom-line requirement of a disclosure statement is that it “must clearly and succinctly inform the average unsecured creditor what it is going to get, when it is going to get it, and what contingencies there are to getting its distribution.” In re Ferretti, 128 B.R. 16, 19 (Bankr. D.N.H. 1991).⁴

9. The bankruptcy court has broad discretion to determine the adequacy of the information contained in a disclosure statement. See Texas Extrusion Corp. v. Lockheed Corp. (In re Texas Extrusion Corp.), 844 F.2d 1142, 1157 (5th Cir. 1988); In re Oxford Homes, 204 B.R. 264 (Bankr. D. Me. 1997). Congress granted bankruptcy courts discretion in order to facilitate effective reorganization of a debtor in the broad range of businesses in which chapter 11 debtors engage and the broad range of circumstances that accompany chapter 11 cases. See H.R. Rep. No. 595, 95th Cong., 1st Sess. 408-09 (1977); see also In re Copy Crafters Quickprint Inc., 92 B.R. 973, 979 (Bankr. N.D.N.Y. 1988) (adequacy of disclosure statement “is to be determined on a case-specific basis under a flexible standard that can promote the policy of

⁴ Cf. Kirk v. Texaco, Inc., 82 B.R. 678, 681-82 (S.D.N.Y. 1988) (“whether a disclosure statement required under [section 1125(b)] contains adequate information is *not* governed by otherwise applicable nonbankruptcy law, rule, or regulation”) (citing 11 U.S.C. § 1125(d)).

chapter 11 towards fair settlement through a negotiation process between informed interested parties”). Accordingly, the determination of whether a disclosure statement contains adequate information is to be made on a case-by-case basis, focusing on the unique facts and circumstances of each case. See In re Phoenix Petroleum Co., 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001).

10. In that regard, courts generally examine whether the disclosure statement contains, if applicable, the following types of information:

- (a) the circumstances that gave rise to the filing of the bankruptcy petition;
- (b) an explanation of the available assets and their value;
- (c) the anticipated future of the debtor;
- (d) the source of the information provided in the disclosure statement;
- (e) a disclaimer, which typically indicates that no statements or information concerning the debtor or its assets or securities are authorized, other than those set forth in the disclosure statement;
- (f) the condition and performance of the debtor while in chapter 11;
- (g) information regarding claims against the estate;
- (h) a liquidation analysis setting forth the estimated return that creditors would receive under chapter 7;
- (i) the accounting and valuation methods used to produce the financial information in the disclosure statement;
- (j) information regarding the future management of the debtor, including the amount of compensation to be paid to any insiders, directors and/or officers of the debtor;
- (k) a summary of the plan of reorganization or liquidation;
- (l) an estimate of all administrative expenses, including attorneys’ fees and accountants’ fees;

- (m) the collectibility of any accounts receivable;
- (n) any financial information, valuations or pro forma projections that would be relevant to creditors' determinations of whether to accept or reject the plan;
- (o) information relevant to the risks being taken by the creditors and interest holders;
- (p) the actual or projected value that can be obtained from avoidable transfers;
- (q) the existence, likelihood and possible success of nonbankruptcy litigation;
- (r) the tax consequences of the plan; and
- (s) the relationship of the debtor with its affiliates.

See, e.g., In re Scioto Valley Mortgage Co., 88 B.R. 168, 170-71 (Bankr. S.D. Ohio 1988); see also Oxford, 104 B.R. at 269 (using similar list). This list is not meant to be comprehensive; nor must a debtor provide all the information on the list. Rather, the bankruptcy court must decide what is appropriate in each case. See Ferretti, 128 B.R. at 18-19 (adopting similar list); see also Phoenix Petroleum, 278 B.R. at 393 (making use of similar list but cautioning that “no one list of categories will apply in every case”).

11. The Debtors submit that the Disclosure Statement contains information with respect to the applicable subject matter identified above, including, but not limited to, a discussion of:

- (a) an overview of the Plan;
- (b) an explanation of the available assets and their value;
- (c) the operation of the Debtors' business;
- (d) the indebtedness of the Debtors and information regarding pending claims and administrative expenses;
- (e) a disclaimer, which indicates that no statements or information concerning the debtor or its assets or securities

are authorized, other than those set forth in the disclosure statement;

- (f) key events leading to the commencement of the Debtors' chapter 11 cases;
- (g) significant events that occurred during the chapter 11 cases;
- (h) financial valuations and pro forma projections;
- (i) an overview of a liquidation analysis under Chapter 7;
- (j) risk factors affecting the Debtors;
- (k) the relationship of the Debtors with their affiliates;
- (l) requirements for confirmation of the Plan; and
- (m) tax consequences of the Plan.

12. In addition to the types of information that bankruptcy courts typically examine, the Disclosure Statement provides an analysis of the alternatives to the confirmation and consummation of the Plan.

13. Accordingly, the Debtors submit that the Disclosure Statement contains all or substantially all information typically considered by bankruptcy courts and respectfully request that the Court approve the Disclosure Statement as having adequate information and meeting the requirements of section 1125 of the Bankruptcy Code.

B. Approval of the Notice of Disclosure Statement Hearing

14. Rule 3017(a) of the Bankruptcy Rules provides as follows:

[A]fter a disclosure statement is filed in accordance with Rule 3016(b), the court shall hold a hearing on at least 28 days' notice to the debtor, creditors, equity security holders and other parties in interest as provided in Rule 2002 to consider the disclosure statement and any objections or modifications thereto. The plan and the disclosure statement shall be mailed with the notice of the hearing only to the debtor, any trustee or committee appointed under the Code, the Securities and Exchange Commission and any party in interest who requests in writing a copy of the statement or plan.

Bankruptcy Rules 2002(b) and (d) require notice to all creditors, indenture trustees, and shareholders of the time set for filing objections to, and the hearing to consider the approval of, a disclosure statement.

15. The Debtors intend to serve the notice of the hearing to consider among other things, approval of the Disclosure Statement (the “Disclosure Statement Hearing”) and the Disclosure Statement Objection Deadline (as defined below), by electronic and/or first class mail on: (i) the Office of the United States Trustee for the Southern District of New York (the “U.S. Trustee”); (ii) all parties entitled to notice pursuant to the Final Order, Pursuant to Section 105(a) of the Bankruptcy Code and Bankruptcy Rules 1015(c) and 9007, Implementing Certain Notice and Case Management Procedures, dated July 17, 2009 [Docket No. 176] (the “Case Management Order”); (iii) attorneys for the statutory committee of unsecured creditors pursuant to section 1102 of the Bankruptcy Code (the “Creditors’ Committee”), (iv) attorneys for TriMont Real Estate Advisors, Inc. (the “Special Servicer”) and U.S. Bank National Association as Trustee for the Holders of Wachovia Bank Commercial Mortgage Trust Commercial Pass-Through Certificates, Series 2007-ESH (the “Successor Trustee”), (v) the Securities and Exchange Commission (the “SEC”); (vi) the District Director of the Internal Revenue Service for the Southern District of New York (the “IRS”); and (vii) any other known holders of claims against or equity interests in the Debtors.

16. In accordance with Bankruptcy Rule 3017(a), on March 24, 2010, the Debtors will provide, by electronic and/or first class mail, a copy of the Disclosure Statement and the Plan to: (i) the U.S. Trustee; (ii) the SEC; (iii) the attorneys for the Creditors’ Committee; and (iv) the attorneys for the Special Servicer and the Successor Trustee. The Debtors also have provided and will continue to provide copies of the Disclosure Statement and

Plan, at the Debtors' expense, to any party in interest who specifically requests such documents in writing, in the manner specified in Bankruptcy Rule 3017(a). Copies of the Disclosure Statement and Plan also are on file with the Office of the Clerk of the Bankruptcy Court for review during normal business hours and available at the Debtors' claims agent's website at <http://www.kccllc.net/extendedstay>.

17. Because the foregoing procedures provide 28 days' notice of the Disclosure Statement Hearing and the Disclosure Statement Objection Deadline, the Debtors submit that they are in compliance with Bankruptcy Rule 3017(a) which requires 28 days' notice. Accordingly, the Debtors request that the Court find that such notice is due and proper and no further notice is necessary.

C. Approval of Procedures for the Filing of Objections to the Disclosure Statement

18. The Debtors have proposed the following procedures for parties to object or respond to this Motion (the "Disclosure Statement Objection Procedures").

19. Objections and responses, if any, to the Motion, must (a) be in writing, (b) conform to the Bankruptcy Rules, the Local Rules of the Bankruptcy Court for the Southern District of New York, and the Case Management Order, (c) set forth the name of the objecting party, the nature and amount of claims or interests held or asserted by the objecting party against the Debtors' estates or property, and (d) provide the basis for the objection and the specific grounds therefor.

20. Registered users of the Bankruptcy Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses on a 3.5 inch floppy disk or flash drive, preferably in Portable Document Format (PDF), Microsoft Word or any other Windows-based word processing format

(with a hard copy delivered directly to the chambers of the Hon. James M. Peck), in accordance with General Order M-242 – Electronic Means for Filing, Signing, and Verification of Documents, dated January 24, 2001 (“General Order M-242”).

21. Any objections or responses must also be served upon the following parties so as to be received no later than April 16, 2010 at 4 p.m. (Prevailing Eastern Time) (the “Disclosure Statement Objection Deadline”): (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 Debtors; (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 T. Indelicato, Esq. and Christopher Jarvinen, Esq., attorneys for the Official Committee of Unsecured Creditors; (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; and (v) Greenberg Traurig, LLP, 200 Park Avenue, New York, NY 10166, Attn: Bruce R. Zirinsky, Esq. and Gary Ticoll, Esq., attorneys for the Starwood Investor (collectively, the “Notice Parties”).

22. Requiring that objections and responses to the Disclosure Statement be filed and served no later than such date and time will afford the Court, the Debtors, and other parties in interest sufficient time before the Disclosure Statement Hearing to consider objections and responses to the Disclosure Statement. The Debtors request that the Court find the Disclosure Statement Objection Procedures comply with Bankruptcy Rule 3017(a).

II. The Solicitation Procedures

23. In connection with the Disclosure Statement and the Plan, the Debtors propose to implement the following solicitation and balloting procedures. The Debtors intend to use the services of Kurtzman Carson Consultants, LLC (“KCC”), their claims, solicitation, and balloting agent, to implement these procedures.

A. Relevant Milestones

24. On September 28, 2009, and March 4, 2010, the Debtors filed their schedules of assets and liabilities and statements of financial affairs (collectively, and as may be amended, the “Schedules”). On November 19, 2009, the Bankruptcy Court entered the order establishing the deadline for filing proof of claims [Docket No. 595] (the “Bar Date Order”) setting January 15, 2010 at 5:00 p.m. (Eastern Standard Time) (the “Bar Date”) as the deadline for both Governmental Units and any parties-in-interest other than Governmental Units (as defined by section 101(27) of the Bankruptcy Code) to file a proof of claim against the original seventy debtors which commenced their cases on June 15, 2009 (the “Original Debtors”). The Bar Date has passed and over 1400 claims have been filed against the Original Debtors. The Debtors are in the process of analyzing and reconciling the filed claims. The additional debtors commenced their cases on February 18, 2010 (the “Subsequent Debtors”) and intend to file a motion to establish a deadline for filing proofs of claim in the near future. The Subsequent Debtors believe that they have no creditors.

25. As set forth below, the Debtors propose to set the Record Date as the date of the hearing to consider the relief requested in this motion, April 22, 2010.

B. Parties Entitled to Vote

26. Based upon the Debtors’ Schedules, the proofs of claim filed in the Debtors’ chapter 11 cases in accordance with the procedures set forth in the Bar Date Order, and

the provisions of the Plan, the Debtors propose the creditors in the classes set forth in the table below may vote unless –

- a. as of the Record Date, the outstanding amount of such claim is not greater than zero (\$0.00);
- b. as of the Record Date, such claim has been disallowed, expunged, disqualified, or suspended;
- c. if the Debtors scheduled such claim as contingent, unliquidated, or disputed and a proof of claim was not filed by the Bar Date, as applicable, or deemed timely filed by order of the Court at least five business days prior to the Voting Deadline; or
- d. such claim is subject to an objection or request for estimation filed at least six days before the Voting Deadline.

(collectively, the “Voting Creditors”). The Voting Creditors are classified as follows:

Class	Designation
<i>Voting Creditors</i>	
Class 2	Mortgage Facility Claim
Class 3	ESA UD Mortgage Claim
Class 4	Mortgage Facility Deficiency Claim and Mezzanine Facilities Claims
Class 5	General Unsecured Claims

27. The Plan contemplates that the Class 2 Mortgage Facility Claim will be voted by the Special Servicer, which was appointed by the controlling holder pursuant to the provisions of that certain Trust and Servicing Agreement, dated as of August 1, 2007 (the “TSA”) governing the trust holding the beneficial interest of the \$4.1 billion mortgage loan (the “Mortgage Loan”). The Successor Trustee, together with the trust created under the TSA, shall be referred to hereafter as the “Mortgage Debt Parties.”

28. The Mortgage Loan is undersecured. Accordingly, in accordance with section 506(a) of the Bankruptcy Code, the claim relating to the Mortgage Loan has been divided into a secured and unsecured portion, for purposes of the Plan. Pursuant to the Plan, under certain circumstances, the Debtors will accord different treatment to the Class 2 Mortgage Facility Claim and the Mortgage Facility Deficiency Claim, which is in Class 4. The Plan also contemplates that the Class 4 Mortgage Facility Deficiency Claim will be voted by the Special Servicer.

29. The Plan further contemplates that the claims of the aggregate \$3.3 billion in 10 mezzanine loans (collectively, the “Mezzanine Facilities”) will be voted by the holders in the respective mezzanine loans. Class 2, 3, 4 and 5 constitute the “Voting Classes.”

30. Creditors that are not scheduled in the Debtors’ Schedules and that have not timely filed a proof of claim by the Bar Date shall not be entitled to vote. If the Debtors did not schedule a Governmental Unit’s claim and the Governmental Unit has not filed a proof of claim by the Bar Date, such Governmental Unit shall not be entitled to vote.

31. The holders of Existing Equity (Class 6) and the holders of Other Existing Equity Interests (Class 15) will not receive any distributions pursuant to the Plan; therefore, they are deemed to reject the Plan and are not entitled to vote to accept or reject the Plan. The holders of Priority Claims (Class 1), ESA MD Properties Trust Certificate (Class 7), ESA MD Borrower Interests (Class 8), ESA P Portfolio MD Trust Certificate (Class 9), ESA P Portfolio MD Borrower Interests (Class 10), ESA Canada Properties Interests (Class 11), ESA Canada Properties Borrower Interests (Class 12), ESH/TN Properties L.L.C. Membership Interests (Class 13), and ESH/ESA General Partnership Interests (Class 14) are unimpaired by the Plan, are conclusively presumed to have accepted the Plan, and, therefore, are not entitled to vote to accept

or reject the Plan. Holders of claims in Classes 1, 6, 7, 8, 9, 10, 11, 12, 13, 14, and 15 shall be referred to herein, collectively as the “Non-Voting Creditors and Interest Holders”:

Class	Designation
<i>Non-Voting Creditors and Interest Holders</i>	
Class 1	Priority Claims
Class 6	Existing Equity
Class 7	ESA MD Properties Trust Certificate
Class 8	ESA MD Borrower Interests
Class 9	ESA P Portfolio MD Trust Certificate
Class 10	ESA P Portfolio MD Borrower Interests
Class 11	ESA Canada Properties Interests
Class 12	ESA Canada Properties Borrower Interests
Class 13	ESH/TN Properties L.L.C. Membership Interests
Class 14	ESH/ESA General Partnership Interests
Class 15	Other Existing Equity

C. Temporary Allowance of Claims

32. Bankruptcy Rule 3018(a) provides that “the court after notice and hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan.” While the Debtors have not yet filed any objections to claims, they submit the following procedures provide for a fair and equitable voting process, with respect to any claims that may be objected to after the date hereof.

33. For voting purposes, the Debtors propose that each claim within the Voting Classes be temporarily allowed in an amount equal to the amount of such claim as set forth in the Schedules subject to the following exceptions:

- a. If a claim is deemed allowed under the Plan, such claim is allowed for voting purposes in the deemed allowed amount set forth in the Plan;

- b. If a proof of claim was timely filed in an amount that is liquidated, non-contingent, and undisputed, such claim is temporarily allowed in the amount set forth on the proof of claim, unless such claim is disputed as set forth in subparagraph (f) below;
- c. If a claim for which a proof of claim has been timely filed is contingent, unliquidated, or disputed, such claim is accorded one vote and valued at one dollar (\$1.00) for voting purposes only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (f) below;
- d. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- e. If a claim is listed in the Schedules or on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such claim is temporarily allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (f) below;
- f. If the Debtors have filed an objection or request for estimation as to a claim at least six (6) days before the Voting Deadline, such claim is temporarily disallowed for voting purposes only and not for purposes of allowance or distribution, except as ordered by the Court before the Voting Deadline; and
- g. Unless temporarily allowed for voting purposes by the Court, if a proof of claim asserts a claim that is not in U.S. dollars, such claim will be treated as unliquidated and allowed for voting purposes only in the amount of \$1.00.

34. If any creditor seeks to challenge the allowance of its claim for voting purposes, the Debtors propose that the creditor file with the Court (with a copy to chambers) a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim for voting purposes in a different amount at least twenty (20) days before the Voting Deadline. The Debtors propose that such creditor's Ballot should not be counted unless temporarily allowed by an order of the Court entered prior to, or concurrent with, entry of an order confirming the Plan. The Debtors propose that all Rule 3018(a) motions must be filed on or before the 10th day after

the later of (i) service of the Confirmation Hearing Notice and (ii) service of notice of an objection or request for estimation, if any, as to that specific claim, but in no event later than May 10, 2010.

35. Under the proposed procedures, by way of example, the Debtors proposed the following timeline –

	Date
Objection Deadline to Object to a Claim for Voting Purposes	May 3, 2010
Deadline to File a Motion to Allow a Claim for Voting Purposes	May 10, 2010

D. The Record Date

36. Bankruptcy Rule 3017(d) provides that, for the purposes of soliciting votes in connection with the confirmation of a plan of reorganization, “creditors and equity security holders shall include holders of stock, bonds, debentures, notes and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Bankruptcy Rule 3018(a) provides as follows: “A plan may be accepted or rejected in accordance with § 1126 of the Code within the time fixed by the Court pursuant to Rule 3017.”

37. In accordance with these rules, the Debtors request that this Court exercise its power under the Bankruptcy Rules to set April 22, 2010, the date of the hearing scheduled to consider this Motion, as the Record Date for purposes of determining which creditors are entitled to vote on the Plan. In addition, the Debtors request that the Court establish the Record Date as the date for determining which creditors and equity interest holders in non-voting classes are entitled to receive an appropriate Notice of Non-Voting Status (as defined below).

38. The Debtors believe that the Record Date is appropriate, as such date facilitates the determination of which creditors are entitled to vote on the Plan or, in the case of non-voting classes of creditors and equity interest holders, to receive the Notice of Non-Voting Status (as defined below).

E. Approving Solicitation Packages And Procedures For Distribution Thereof

39. Bankruptcy Rule 3017(d) sets forth the materials that must be provided to holders of claims and equity interests for the purpose of soliciting their votes and providing adequate notice of the hearing on confirmation of a plan of reorganization:

Upon approval of a disclosure statement, - except to the extent that the court orders otherwise with respect to one or more unimpaired classes of creditors or equity security holders - the debtor in possession, trustee, proponent of the plan, or clerk as the court orders shall mail to all creditors and equity security holders, and in a chapter 11 reorganization case shall transmit to the United States trustee,

- (i) the plan or a court-approved summary of the plan;
- (ii) the disclosure statement approved by the court;
- (iii) notice of the time within which acceptances and rejections of the plan may be filed; and
- (iv) any other information as the court may direct, including any court opinion approving the disclosure statement or a court-approved summary of the opinion.

40. In addition, notice of the Plan Objection Deadline and the Confirmation Hearing shall be mailed to all creditors and equity security holders in accordance with Bankruptcy Rule 2002(b), and a form of ballot conforming to Official Bankruptcy Form No. 14 shall be mailed to the Voting Creditors.

41. After the Court has approved the Disclosure Statement as containing adequate information under section 1125 of the Bankruptcy Code, the Debtors propose to mail or cause to be mailed solicitation packages (the “Solicitation Packages”) containing information

described below and as ordered by the Court, by no later than five (5) business days after entry of the Proposed Order (the “Solicitation Date”) to: (a) the U.S. Trustee, (b) attorneys for the Creditors’ Committee; (c) the attorneys for the Special Servicer and the Successor Trustee; (d) the SEC; (e) the IRS, (f) any other party requesting service of pleadings in these chapter 11 cases pursuant to Rule 2002, (g) all creditors listed on the Debtors’ Schedules or having filed a proof of claim by the Bar Date, and (h) all equity interest holders.

42. In accordance with Rule 3017(d), Solicitation Packages shall contain a copy of—

- a. Notice of the Confirmation Hearing; AND
- b. to Voting Creditors:
 - (i) the order approving the Disclosure Statement (without attachments);
 - (ii) the Disclosure Statement, which shall include the Plan as an attachment; and
 - (iii) a Ballot customized for such holder, in the form described below, together with a postage-prepaid envelope;
- c. to Non-Voting Creditors or Interest Holders, a Notice of Non-Voting Status, in the form described below.

43. Consistent with sections 1126(f) and (g) of the Bankruptcy Code and Bankruptcy Rule 3017(d), Solicitation Packages for holders of claims against or interests in the Debtors within a class under the Plan that is deemed to accept or reject the Plan under section 1126(f) or (g) of the Bankruptcy Code will not include a Ballot, Disclosure Statement, Plan, or the Disclosure Statement Order. Rather the Solicitation Packages for holders of such claims and interests will include a Notice of Non-Voting Status and the Confirmation Hearing Notice. The Debtors request that the Court determine that they are not required to distribute copies of the

Plan or Disclosure Statement to holders of such claims and interests, unless a party makes a specific request to the Debtors in writing on or before the Solicitation Date for the same.

44. Because of significantly reduced costs and environmental benefits, the Debtors propose to send the Solicitation Packages (a) to Voting Creditors in a CD-ROM format instead of printed hard copies and (b) to Non-Voting Creditors or Interest Holders, in paper format. The Debtors, however, shall provide printed hard copies to those Voting Creditors that received a CD-ROM upon request.

45. The Debtors submit that it is costly and wasteful to mail Solicitation Packages to the same addresses from which mail was previously returned as undeliverable. Therefore, the Debtors request the Court waive the strict notice rule and excuse the Debtors from mailing Solicitation Packages to addresses from which the Debtors received previously mailings returned as undeliverable unless the Debtors are provided with a new mailing addresses before the Solicitation Date.

46. Although the Debtors have made, and will make, every effort to ensure that the Solicitation Packages described are in final form, the Debtors nonetheless request authority to make non-substantive changes to the Disclosure Statement, the Plan, and related documents without further order of the Court, including ministerial changes to correct typographical and grammatical errors, and to make conforming changes in the Disclosure Statement, the Plan, and any other materials in the Solicitation Packages prior to mailing.

47. The Debtors submit that they have shown good cause for implementing the proposed notice and service procedures.

F. Approving Forms Of Ballots

48. Bankruptcy Rule 3017(d) requires the Debtors to mail a form of ballot, which substantially conforms to Official Form No. 14, only to “creditors and equity security holders entitled to vote on the plan.” The Debtors propose to distribute to certain creditors, as described below, one or more Ballots substantially in the forms annexed to the Proposed Order as “Exhibit 4” (the “Mortgage Facility Claim Ballot”), “Exhibit 5” (the “ESA UD Mortgage Claim Ballot”), “Exhibit 6” (the “Mortgage Facility Deficiency and Mezzanine Facilities Claim Ballot”), and “Exhibit 7” (the “General Unsecured Claim Ballot”), which are incorporated herein by reference. The forms for the Ballots are based on Official Form No. 14 but have been modified to address the particular aspects of these chapter 11 cases and to include certain additional information that the Debtors believe is relevant and appropriate for each class of claims entitled to vote.

49. The Debtors propose to send the Mortgage Facility Claim Ballot, the ESA UD Mortgage Claim Ballot, the Mortgage Facility Deficiency and Mezzanine Facilities Claim Ballot, and the General Unsecured Claim Ballot, substantially in the forms annexed to the Proposed Order, to holders of the Mortgage Facility Claim in Class 2, the ESA UD Mortgage Claim in Class 3, the Mortgage Facility Deficiency Claim and Mezzanine Facilities Claims in Class 4, and the General Unsecured Claims in Class 5, respectively.

50. For the Court’s ease of reference the table below summarizes the type of ballots the Debtors generally anticipate sending to the Voting Creditors:

Class	Designation	Ballot
<i>Voting Creditors</i>		
Class 2	Mortgage Facility Claim	Mortgage Facility Claim Ballot
Class 3	ESA UD Mortgage Claim	ESA UD Mortgage Claim Ballot

Class	Designation	Ballot
Class 4	Mortgage Facility Deficiency Claim and Mezzanine Facilities Claims	Mortgage Facility Deficiency and Mezzanine Facilities Claim Ballot
Class 5	General Unsecured Claims	General Unsecured Claim Ballot

51. The Debtors will send a notice of non-voting status substantially in the form attached to the Proposed Order as “Exhibit 2” (the “Notice of Non-Voting Status – Unimpaired Class”), to creditors among the Non-Voting Creditors and Interest Holders who are deemed to accept. The Debtors will send a notice of non-voting status substantially in the form attached to the Proposed Order as “Exhibit 3” (the “Notice of Non-Voting Status- Impaired Class”) to creditors among the Non-Voting Creditors and Interest Holders who are deemed to reject.

G. The Voting Deadline

52. Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, the court shall fix a time within which the holders of claims or equity security interests may accept or reject a plan. The Debtors anticipate completing substantially all mailing of the Solicitation Packages no later than five (5) business days after entry of the Proposed Order (the “Solicitation Date”). Based on such schedule, the Debtors propose that, in order to be counted as a vote to accept or reject the Plan, each Ballot must be properly executed, completed, and delivered to KCC (i) by first-class mail, in the return envelope provided with each Ballot, (ii) by overnight courier, or (iii) by hand delivery, so that it is actually received by KCC no later than 4 p.m. (Eastern Standard Time) on June 1, 2010 (the “Voting Deadline”). The Debtors submit that such solicitation period is a sufficient period within which creditors can make an informed decision whether to accept or reject the Plan.

H. Tabulation Procedures

53. In addition, the Debtors request that the following procedures apply with respect to tabulating Ballots:

- a. Whenever a creditor casts more than one Ballot voting the same claim(s) before the Voting Deadline, the last valid Ballot received before the Voting Deadline be deemed to reflect the voter's intent, and thus, shall supersede any prior Ballots;
- b. Whenever a creditor casts a Ballot that is properly completed, executed, and timely returned to KCC, but does not indicate either an acceptance or rejection of the Plan, the Ballot shall be deemed to reflect the voter's intent to accept the Plan; and
- c. Whenever a creditor casts a Ballot that is properly completed, executed, and timely returned to KCC, but indicates both an acceptance and a rejection of the Plan, the Ballot shall be deemed to reflect the voter's intent to accept the Plan.
- d. The following Ballots shall not be counted:
 - (i) Any Ballot received after the Voting Deadline, unless the Debtors, with the consent of the Starwood Investor, shall have granted an extension of the Voting Deadline in writing with respect to such Ballot,
 - (ii) Any Ballot that is illegible or contains insufficient information to permit the identification of the claimant,
 - (iii) Any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan,
 - (iv) Any unsigned Ballot, or
 - (v) Any Ballot transmitted to KCC by facsimile, telecopy, other means of electronic transmission, or other means not specifically approved herein.
- e. If a party that is entitled to vote has more than one claim within the same class against one or more of the Debtors based upon different transactions, the Debtors propose that said party shall be entitled to one vote for numerosity purposes in the aggregate dollar amount of all of said claims.

- f. If a party that is entitled to vote has claims (either scheduled or filed or both) against more than one of the Debtors based on the same transaction (e.g., a claim against one Debtor that was guaranteed by another Debtor), the Debtors propose that said party shall be provided only one Solicitation Package and be entitled to vote only a single claim for numerosity purposes in a dollar amount based upon its claim against one of the Debtors, regardless of whether the Debtors have objected to such duplicate claims.

54. With respect to transfers of claims filed pursuant to Bankruptcy Rule 3001, the Debtors propose that the holder of a claim as of the Record Date shall be the transferor of such claim and entitled to cast the ballot with respect to that claim unless the documentation evidencing such transfer was docketed by the Court on or before twenty-one days prior to the Record Date and no timely objection with respect to such transfer was filed by the transferor.

55. To assist in the solicitation process, the Debtors request that the Court grant KCC the authority to contact parties that submit incomplete or otherwise deficient ballots to cure such deficiencies. The Debtors further request that the Court grant the Debtors the authority, with the consent of the Starwood Investor (which consent shall not be unreasonably withheld), to waive any such deficiencies in their discretion based upon the facts and circumstances in connection therewith.

I. Approval of the Rights Certificate

56. Pursuant to the Plan, holders of the Class B – K Mortgage Certificates as of the Record Date (collectively, the “Rights Holders”), issued under the Mortgage Loan, have the right to subscribe (a “Right”) for common interests in the new holding company (“NewCo”) to be organized as of the Effective Date (as defined in the Plan) (the “Rights Offering”). The Debtors propose to distribute rights certificates, substantially in the form that will be annexed to the Proposed Order as “Exhibit 9” (the “Rights Certificates”). Any Rights Holders choosing to

participate in the Rights Offering may indicate its commitment to exercise all or a portion of the Rights on the Rights Certificate. The Debtors also propose to distribute along with the Rights Certificate, procedures for and information relating to the Rights Offering and the exercise of the Rights. The Debtors propose to file the form of the Rights Certificate, together with such procedures, by April 13, 2010.

57. The Rights Offering shall commence on the Subscription Commencement Date (as defined in paragraph 62 below) and shall expire on the date that is five (5) business days after the Voting Deadline (the “Expiration Date”). In order to exercise the Rights, the Rights Holders must (i) return a duly completed Rights Certificate to the Subscription Agent so that the Rights Certificate is actually received by the Subscription Agent on or before the Expiration Date, and (ii) pay to the Subscription Agent (on behalf of the Debtors) on or before the Expiration Date, such Rights Holder’s subscription price (as further set forth in the Plan).

58. If the Subscription Agent for any reason does not receive from a given Rights Holder (i) a duly completed Rights Certificate on or prior to the Expiration Date, and (ii) immediately available funds in an amount equal to such Rights Holder’s subscription price on or prior to the Rights Offering Payment Date, such Rights Holder shall be deemed to have relinquished and waived its right to participate in the Rights Offering.

59. The foregoing procedures will enable the Debtors to transmit efficiently to the Rights Holders the materials necessary to participate in the Rights Offering. In addition, the Debtors request that the Court authorize the Debtors, upon agreement with the Starwood Investor, to adopt, as necessary, any additional detailed procedures consistent with the provisions of the Rights Offering.

J. Approval of the Election Form

60. Pursuant to the Plan, holders of the Class B-H Mortgage Certificates (collectively, the “Holders”) have two options (the “Class B - H Elections”): (i) the Class B-H Equity Cashout Option Election (the “Cashout Election”), and (ii) the Class B-H Debt/Equity Election (the “Debt/Equity Election”), as further described in sections 4.2(d) and 4.2(c) of the Plan, respectively. The Debtors propose to distribute a form on which the Holders can make the Class B-H Elections (the “Election Form”), substantially in the form that will be annexed to the Proposed Order as “Exhibit 10.” The Debtors propose to file the Election Form by April 13, 2010. The Debtors also propose to distribute with the Election Form procedures for and information relating to the Class B - H Elections.

61. In order to make a Class B - H Election, the Holder must return a duly completed Election Form to the Subscription Agent so that it is actually received by the Voting Deadline. In addition, the Debtors request that the Court permit the Debtors and the Starwood Investor to mutually agree, without the consent of any Holder, to modify the procedures for the Class B - H Elections or adopt, as necessary, any additional detailed procedures consistent with the provisions of the Class B - H Elections. The foregoing procedures will enable the Debtors to transmit efficiently to the Holders the materials necessary to make the Class B - H Elections.

K. The Mortgage Debt Parties Should be Required to Cooperate with the Solicitation Procedures

62. Because the Debtors do not have and have not been able to get access to the contact information for all Certificate Holders, in order to facilitate the exercise of the Rights and the Class B-H Elections, the Debtors request that the Court direct the Mortgage Debt Parties to convey the Rights Certificates and the Election Form to the respective holders of such Certificates (as defined in the Plan).

63. With respect to the Rights Offering, the Debtors will provide the Mortgage Debt Parties with the appropriate Rights Certificates, on or before the date that is three (3) business days after entry of the Proposed Order. The Mortgage Debt Parties should be directed to mail the appropriate Rights Certificates to each of the Rights Holders determined as of the Record Date, together with instructions provided by the Debtors for the proper completion, due execution, and timely delivery of the Rights Certificates, and the payment of the applicable purchase price for the common interests in NewCo that such Rights Holder may be entitled to acquire, upon exercise of the Rights and consummation of the Plan, within three business days of the Mortgage Debt Parties' receipt of the Rights Certificates (the "Subscription Commencement Date"). The Mortgage Debt Parties should also be directed to make the Plan and Disclosure Statement available to all Certificate Holders in the same manner as other financial information and reports to be provided to the Certificate Holders pursuant to the TSA.

64. In order to facilitate the Class B - H Elections, the Mortgage Debt Parties should be directed to convey the Election Form to the applicable Holders. The Debtors will provide the Election Forms to the Mortgage Debt Parties on or before the date that is three (3) business days after entry of the Proposed Order. The Mortgage Debt Parties should be directed to mail the appropriate Election Forms to each of the Holders determined as of the Record Date, together with appropriate instructions for the proper completion, due execution, and timely delivery of the Election Form, within three business days of the receipt of the Election Form from the Debtors.

III. The Confirmation Hearing

65. Bankruptcy Rule 3017(c) provides that "on or before approval of the disclosure statement, the court shall fix a time within which the holders of claims and interests

may accept or reject the plan and may fix a date for the hearing on confirmation.” In accordance with Bankruptcy Rules 2002(b) and 3017(c), and in view of the Debtors’ proposed solicitation schedule outlined herein, the Debtors request that the Confirmation Hearing be scheduled for **June 17, 2010 at 10 a.m. (Eastern Standard Time)**. The Confirmation Hearing may be adjourned or continued from time to time by the Court or the Debtors without further notice to any other party other than by announcing such adjournment in open Court or by indication in any notice of agenda of matters scheduled for hearing filed with the Court. The proposed date for the Confirmation Hearing complies with the Bankruptcy Rules and the Local Rules and will enable the Debtors to pursue confirmation of the Plan in a timely fashion.

A. Confirmation Hearing Notice

66. Bankruptcy Rules 2002(b) and (d) require not less than 28 days’ notice to all creditors and equity security holders of the time fixed for filing objections and the hearing to consider confirmation of a chapter 11 plan. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court.” Pursuant to Local Rule 3020-1, unless the court orders otherwise, objections to the confirmation of the Plan shall be filed not less than seven (7) days before the Confirmation Hearing.

67. In accordance with these procedural rules, the Debtors propose to include a copy of the Confirmation Hearing Notice in the Solicitation Package for all parties, setting forth (i) the Voting Deadline, (ii) the Plan Objection Deadline and procedures for filing objections and responses to confirmation of the Plan, and (iii) the time, date, and place for the Confirmation Hearing.

68. The foregoing procedures will generally provide parties-in-interest with more than 28 days' notice of the Plan Objection Deadline and Confirmation Hearing, and accordingly, should be approved.

B. Objection Procedures

69. The Debtors propose the Plan Objection Deadline to object or respond to confirmation of the Plan to be June 7, 2010 at 4 p.m. (Eastern Standard Time).

70. Objections and responses, if any, to confirmation of the Plan, must (a) be in writing, (b) conform to the Bankruptcy Rules, the Local Rules of the Bankruptcy Court for the Southern District of New York, and the Case Management Order, (c) set forth the name of the objecting party, the nature and amount of claims or interests held or asserted by the objecting party against the Debtors' estates or property, and (d) provide the basis for the objection and the specific grounds therefore.

71. Registered users of the Bankruptcy Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses on a 3.5 inch floppy disk or flash drive, preferably in Portable Document Format (PDF), Microsoft Word or any other Windows-based word processing format (with a hard copy delivered directly to the chambers of the Hon. James M. Peck), in accordance with General Order M-242.

72. Any objections or responses must also be served upon and received by the Notice Parties no later than the Plan Objection Deadline.

73. Consistent with Local Rule 3020-1, the Debtors are seeking a Plan Objection Deadline that is earlier than seven (7) days before the Confirmation Hearing. However, the Plan Objection Deadline will provide parties-in-interest with more than 30 days'

notice of the Plan Objection Deadline and will afford the Debtors and other parties in interest sufficient time to consider the objections and proposed modifications and file any replies, while leaving the Court sufficient time to consider any such objections and replies before the Confirmation Hearing.

74. The Debtors submit that if there are objections to confirmation, it will assist the Court and may expedite the Confirmation Hearing if the Debtors reply to any such objections. Accordingly, the Debtors request that they be authorized to file and serve replies or an omnibus reply to any such objections no later than two (2) business days prior to the Confirmation Hearing.

75. The Debtors respectfully request that the Court approve these procedures for filing objections to the Plan and replies thereto pursuant to Bankruptcy Rule 3020.

Notice

76. 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.

77. No previous request for the relief sought herein has been made by the

Debtors to this or any other court.

WHEREFORE the Debtors respectfully request that the Court enter the Order and grant the Debtors such other and further relief as it deems just and proper.

Dated: March 24, 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
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

Proposed Disclosure Statement Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
	:
In re	:
	:
EXTENDED STAY INC., <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----X	

Chapter 11 Case No.
09-13764 (JMP)
(Jointly Administered)

**ORDER (I) APPROVING PROPOSED DISCLOSURE STATEMENT,
(II) ESTABLISHING SOLICITATION AND VOTING PROCEDURES,
(III) SCHEDULING A CONFIRMATION HEARING, (IV) ESTABLISHING NOTICE
AND OBJECTION PROCEDURES FOR CONFIRMATION OF THE DEBTORS’
PROPOSED PLAN OF REORGANIZATION, (V) APPROVING RIGHTS
CERTIFICATE AND ELECTION FORM, AND
(VI) DIRECTING THE MORTGAGE DEBT PARTIES TO COOPERATE**

Upon the motion, dated March 24, 2010 (the “Motion”),¹ of ESA Properties LLC and seventy-three of its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) for entry of an order, pursuant to sections 105, 502, 1125, 1126 and 1128 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002, 3017, 3018, 3020, 9013, 9014 and 9021 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2002-1, 3017-1, 3018-1, 3020-1, 9013-1 and 9021-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), (i) approving the Disclosure Statement (the “Disclosure Statement”) for the Debtors’ proposed third amended joint plan of reorganization, dated March 24, 2010 (the “Plan”), (ii) establishing solicitation and voting procedures, (iii) scheduling a confirmation hearing, (iv) establishing notice and objection procedures in respect of confirmation of the Plan, (v) approving the Rights Certificate to be used for purposes of the

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

Rights Offering and the Election Form, and (vi) directing the Mortgage Debt Parties to cooperate, all as more fully described in the Motion; and the Court having reviewed the Motion; it is hereby found and determined as follows:

A. **Jurisdiction and Venue** – The Court has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.). Consideration of the Motion and the relief requested therein 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.

B. **Notice of the Motion and the Disclosure Statement Hearing** – The Debtors provided due and proper notice of the Motion, the objection deadline for the Motion, as well as the hearing to consider the Motion in accordance with the Court’s case management order and Bankruptcy Rule 2002(b), and no other or further notice is necessary.

C. **Adequate Information** – The Disclosure Statement, attached hereto as “Exhibit 1,” contains adequate information within the meaning of section 1125 of the Bankruptcy Code and no further information is necessary. The Disclosure Statement (including all applicable exhibits thereto) provides holders of Claims, holders of Equity Interests, and other parties in interest with sufficient notice of the injunction, exculpation, and release provisions contained in Article X of the Plan, in satisfaction of the requirements of Bankruptcy Rule 3016(c).

D. **Fair and Equitable Voting Procedures** – The procedures, set forth below, for the solicitation and tabulation of votes to accept or reject the Plan, form an integral and indivisible part of this Order, provide for a fair and equitable voting process and are

consistent with section 1126 of the Bankruptcy Code.

E. **Non-Voting Creditors and Interests Holders** – Claims in Class 1 are unimpaired (the “Unimpaired Claims”), and Interests in Classes 7, 8, 9, 10, 11, 12, 13, and 14 are unimpaired (the “Unimpaired Interests”) and, accordingly, holders of such Unimpaired Claims and Unimpaired Interests are conclusively presumed to accept the Plan and not entitled to vote on account of such claims or interests (the “Non-Voting Unimpaired Classes”). Interests in Class 6 and Class 15 under the Plan (the “Non-Voting Impaired Classes”) will not receive or retain any property under the Plan and, accordingly, holders of such interests are impaired, are deemed to reject the Plan and are, therefore, not entitled to vote on account of such interests (together with Non-Voting Unimpaired Creditors, the “Non-Voting Creditors and Interest Holders”).

F. **Voting Creditors** – Claims in Class 2, Class 3, Class 4, and Class 5 are impaired and the holders of such claims are entitled to vote on account of such claims (collectively, “Voting Creditors”); provided, (a) as of the Record Date, the outstanding amount of such claim is greater than zero (\$0.00); (b) as of the Record Date, the claim has not been disallowed, expunged, disqualified, or suspended; and (c) such claim is not subject to an objection or request for estimation by the Voting Objection Deadline. Further, creditors that are not scheduled in the Debtors’ Schedules or do not timely file a proof of claim by the Bar Date are not entitled to vote. If the Debtors did not schedule a Government Unit’s claim and the Government Unit did not file a proof of claim by the Record Date, such Government Unit is not entitled to vote.

G. **Solicitation Packages** – The proposed distribution and contents of the Solicitation Packages comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient

notice to all interested parties of the Record Date, Voting Deadline, Plan Objection Deadline, Confirmation Hearing, and all related matters.

H. **Notices of Non-Voting Status** – The Notices of Non-Voting Status, substantially in the forms annexed hereto as “Exhibit 2” and “Exhibit 3,” comply with Bankruptcy Code, the Bankruptcy Rules, and the Local Rules and provide adequate notice to Non-Voting Creditors and Interest Holders of their non-voting status and no further notice is necessary.

I. **Ballots** – The forms of the ballots substantially in the forms annexed hereto as “Exhibit 4,” “Exhibit 5,” “Exhibit 6,” and “Exhibit 7” (collectively, the “Ballots”), including all voting instructions provided therein, are consistent with Official Form No. 14, address the particular needs of these chapter 11 cases, and provide adequate information and instructions for each individual entitled to vote to accept or reject the Plan and no further information or instructions are necessary.

J. **The Voting Deadline** – The solicitation period and Voting Deadline, set forth below, during which the Debtors may solicit acceptances to the Plan is a reasonable and sufficient period of time for Voting Creditors to make an informed decision whether to accept or reject the Plan and timely return Ballots evidencing such decision.

K. **Confirmation Notice and Objection Procedures** – The procedures, set forth below, regarding notice to all parties in interest of the time, date, and place of the hearing to consider confirmation of the Plan (the “Confirmation Hearing”) constitutes good and sufficient notice to all interested parties and no further notice is necessary.

L. **Rights Offering Procedures** – The procedures for the Rights Offering will allow the Debtors to transmit efficiently to Rights Holders the materials necessary for them

to participate in the Rights Offering and afford such Rights Holders a fair and reasonable opportunity to subscribe for the Rights.

M. **Class B-H Election Procedures** – The procedures for the Class B - H Elections will allow the Debtors to efficiently transmit to the applicable Holders the materials necessary for them to make the Class B - H Elections and afford such Holders a fair and reasonable opportunity to acquire make the Class B - H Elections.

THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:

Approval of the Disclosure Statement

- (1) The Disclosure Statement, attached hereto as “Exhibit 1,” is APPROVED.
- (2) All objections to the Disclosure Statement that have not been withdrawn or resolved as provided for in the record of the Confirmation Hearing are overruled.

Temporary Allowance of Claims

(3) Solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a claim, and without prejudice to the rights of the Debtors in any other context, each claim within a class of claims entitled to vote to accept or reject the Plan is temporarily allowed in an amount equal to the amount of such claim as set forth in the Schedules subject to the following exceptions (unless expressly waived by the Debtors):

- a. If a claim is deemed allowed under the Plan, such claim is allowed for voting purposes in the deemed allowed amount set forth in the Plan;
- b. If a proof of claim was timely filed in an amount that is liquidated, non-contingent, and undisputed, such claim is temporarily allowed in the amount set forth on the proof of claim, unless such claim is disputed as set forth in subparagraph (f) below;
- c. If a claim for which a proof of claim has been timely filed is wholly contingent, unliquidated, disputed, unknown, or undetermined such claim is accorded one vote and valued at one dollar (\$1.00) for voting purposes

only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (f) below;

- d. If a claim has been estimated or otherwise allowed for voting purposes by order of the Court, such claim is temporarily allowed in the amount so estimated or allowed by the Court for voting purposes only, and not for purposes of allowance or distribution;
- e. If a claim is listed in the Schedules or on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such claim is temporarily allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (f) below;
- f. If the Debtors have filed an objection or request for estimation as to a claim by the Voting Objection Deadline, May 3, 2010, such claim is temporarily disallowed (to the extent provided in the objection or request) for voting purposes only and not for purposes of allowance or distribution, except as ordered by the Court before the Voting Deadline; and
- g. Unless temporarily allowed for voting purposes by the Court, if a proof of claim asserts a claim that is not in U.S. dollars, such claim will be treated as unliquidated and allowed for voting purposes only in the amount of \$1.00.

(4) If any creditor seeks to challenge the allowance of its claim for voting purposes, the creditor shall file with this Court (with a copy to Chambers) a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such claim for voting purposes in a different amount at least three (3) business days prior to the Voting Deadline. Upon the filing of any such motion, the creditor's Ballot shall not be counted unless temporarily allowed by an order of this Court entered prior to the Voting Deadline.

Voting Record Date

(5) The Record Date is set as April 22, 2010. Only holders of Claims as of the Record Date shall be entitled to vote to accept or reject the Plan. Only holders of Certificates as of the Record Date shall be entitled to, where applicable, make the Class B-H Elections and/or participate in the Rights Offering.

Solicitation Packages

(6) The Solicitation Packages are APPROVED.

(7) Within five (5) business days of the date of entry of this Order, or as soon as reasonably practicable thereafter, the Debtors shall mail, or cause to be mailed, the Solicitation Packages, as described below, to those parties entitled to receive notice of the Confirmation Hearing as provided in the Court's case management order as well as Bankruptcy Rule 2002.

(8) Solicitation Packages shall contain:

(a) Notice of the Confirmation Hearing; AND

(b) to Voting Creditors;

(a) this Order (without attachments);

(b) the Disclosure Statement (which shall contain a copy of the Plan); and

(c) a Ballot;

(c) to Non-Voting Creditors or Interest Holders, a Notice of Non-Voting Status.

(9) The Debtors are not required to distribute copies of the Plan or Disclosure Statement to holders of claims against or interests in the Debtors within a class under the Plan that is deemed to accept or reject the Plan under section 1126(f) or (g) of the Bankruptcy Code, unless a party makes a specific request to the Debtors in writing for the same.

(10) The Debtors are authorized, but not required, to send the Solicitation Packages in a CD-ROM format instead of printed hard copies; provided, the Debtors provide printed hard copies to those Voting Creditors that received a CD-ROM upon request.

(11) The Debtors are excused from mailing Solicitation Packages or any other materials related to voting or confirmation of the Plan to those entities listed at such addresses

from which the Debtors have received previous notices returned as undeliverable by the United States Postal Service, unless the Debtors are provided with accurate addresses for such entities before the Solicitation Date. Failure to mail Solicitation Packages or any other materials related to voting or confirmation of the Plan to such entities will not constitute inadequate notice of the Confirmation Hearing or the Voting Deadline (as defined below) and shall not constitute a violation of Bankruptcy Rule 3017(d).

(12) The Debtors are authorized to distribute the Solicitation Packages without the Plan Supplement and are directed to file the Plan Supplement with the Court by May 21, 2010 and serve the Plan Supplement on (a) the Office of the United States Trustee for the Southern District of New York; (b) counsel to the Official Committee of Unsecured Creditors; (c) counsel to the Special Servicer and Successor Trustee; and (d) the Securities and Exchange Commission. After it is filed, the Plan Supplement will be available for review at www.kccllc.net/extendedstay.

(13) The Debtors are authorized to make non-substantive changes to the Disclosure Statement, the Plan, and related materials without further order of the Court.

Notices of Non-Voting Status

(14) The Notices of Non-Voting Status, attached hereto as “Exhibit 2” and “Exhibit 3,” are APPROVED, and the Debtors are authorized to send such notices to the holders of Claims and Interests in the Non-Voting Unimpaired Classes and the Non-Voting Impaired Classes, respectively.

Ballots

(15) The form of Ballots, attached hereto as “Exhibit 4,” “Exhibit 5,” “Exhibit 6,” and “Exhibit 7” are APPROVED.

(16) The Debtors shall send the Mortgage Claim Ballot to the holder of the Mortgage Facility Claim in Class 2.

(17) The Debtors shall send ESA UD Mortgage Claim Ballot to the holder of the ESA UD Mortgage Claim in Class 3.

(18) The Debtors shall send the Mortgage Facility Deficiency and Mezzanine Facilities Claim Ballot to the holders of the Mortgage Facility Deficiency Claim and the Mezzanine Facilities Claims in Class 4.

(19) The Debtors shall send the General Unsecured Claims Ballot to the holders of the General Unsecured Claims in Class 5.

The Voting Deadline

(20) The Voting Deadline is June 1, 2010 at 4 p.m. (Eastern Standard Time).

(21) To be counted, a Ballot must be properly executed, completed, and delivered to KCC by first-class mail, overnight courier, or personal delivery such that the Ballot is actually received by KCC by the Voting Deadline.

Tabulation Procedures

(22) The following tabulation procedures are APPROVED:

- a. if a creditor casts more than one Ballot voting the same claim(s) before the Voting Deadline, the last Ballot received before the Voting Deadline shall be deemed to reflect the voter's intent, and thus, shall supersede any prior Ballots;
- b. if a creditor casts a Ballot that is properly completed, executed, and timely returned to KCC but (i) does not indicate either an acceptance or rejection of the Plan, or (ii) indicates both an acceptance and a rejection of the Plan, the Ballot shall be deemed to reflect the voter's intent to accept the Plan;
- c. the following Ballots shall not be counted:
 - (i) in the absence of any written extension of the Voting Deadline granted by the Debtors, with the consent of the Starwood Investor, any Ballot received after the Voting Deadline;

- (ii) any Ballot that is illegible or contains insufficient information to permit the identification of the claimant;
 - (iii) any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan;
 - (iv) any unsigned Ballot; or
 - (v) any Ballot transmitted to KCC by facsimile, telecopy, other means of electronic transmission, or any means other than those expressly approved herein;
- d. if a party that is entitled to vote has more than one claim within the same class against one or more of the Debtors based upon different transactions, said party shall be entitled to one vote for numerosity purposes in the aggregate dollar amount of all of said claims;
- e. notwithstanding anything to the contrary contained herein, any creditor who has scheduled, filed or purchased (i) duplicate claims (whether against the same or multiple Debtors) or (ii) claims against multiple Debtors arising from the same transaction (e.g., guarantee claims or claims for joint or several liability), shall be provided with only one Solicitation Package and one ballot and be permitted to vote only a single claim for numerosity purposes in a dollar amount based upon its claim against one of the Debtors, regardless of whether the Debtors have objected to such duplicate claims.

(23) With respect to transfers of claims filed pursuant to Bankruptcy

Rule 3001, the holder of a claim as of the Record Date shall be the transferor of such claim and entitled to cast the ballot with respect to that claim unless the documentation evidencing such transfer was docketed by the Court on or before twenty-one (21) days prior to the Record Date and no timely objection with respect to such transfer was filed by the transferor.

(24) KCC is authorized (but is not required to) contact parties that submit incomplete or otherwise deficient ballots to cure such deficiencies. The Debtors are authorized, with the consent of the Starwood Investor (which consent shall not be unreasonably withheld), to waive any such deficiencies in their discretion based upon the facts and circumstances in connection therewith.

Rights Certificates

(25) The Rights Certificate, and the procedures for and information relating to the Rights Offering and the exercise of the Rights, substantially in the form annexed hereto as “Exhibit 9,” are approved.

(26) By no later than three (3) business days after entry of this Order, the Debtors shall deliver to the Mortgage Debt Parties the appropriate Rights Certificates. The Mortgage Debt Parties are directed to mail the appropriate Rights Certificates to each Rights Holder determined as of the Record Date, together with appropriate instructions for the proper completion, due execution, and timely delivery of the Rights Certificates, as well as instructions for the payment of the applicable purchase price for the common interests in NewCo (the “Rights Offering”), within three business days of the Mortgage Debt Parties’ receipt of the Rights Certificates (the “Subscription Commencement Date”). The Rights Offering shall commence on the Subscription Commencement Date and shall expire on the Expiration Date. The Mortgage Debt Parties are further required to make the Plan and Disclosure Statement available to all Certificate Holders in the same manner as other financial information and reports to be provided to the Certificate Holders pursuant to the TSA.

(27) To validly and effectively exercise the Rights, each Rights Holder must (i) return a duly completed Rights Certificate to the Subscription Agent so that the Rights Certificate is actually received by the Subscription Agent on or before the Expiration Date, and (ii) pay to the Subscription Agent (on behalf of the Debtors) on or before the Rights Offering Payment Date such Rights Holder’s subscription price (as further set forth in the Plan).

(28) Each Rights Holder intending to participate in the Rights Offering must affirmatively elect to exercise its Right(s) on or prior to the Expiration Date.

(29) If the Subscription Agent for any reason does not receive from a Rights Holder (i) a duly completed Rights Certificate on or prior to the Expiration Date, and (ii) immediately available funds in an amount equal to such Rights Holder's subscription price on or prior to the Rights Offering Payment Date, such Rights Holder shall be deemed to have relinquished and waived its right to participate in the Rights Offering.

(30) The Debtors and the Starwood Investor may mutually agree, without the consent of any Rights Holder, to modify the procedures of the Rights Offering or adopt any additional detailed procedures consistent with the provisions of the Rights Offering to more efficiently administer the Rights Offering.

Class B - H Elections

(31) The Election Form, and the procedures for and information relating to the Class B - H Elections, substantially in the form annexed hereto as "Exhibit 10," are approved.

(32) By no later than three (3) business days of the entry of this Order, the Debtors will provide the Election Forms to the Mortgage Debt Parties, and the Mortgage Debt Parties are directed to commence mailing the appropriate Election Forms to each of the Holders determined as of the Record Date, together with appropriate instructions for the proper completion, due execution, and timely delivery of the Election Form, within three business days of the Debtors' delivery of the Election Forms to the Mortgage Debt Parties.

(33) In order to make the Class B - H Elections, each Holder must return a duly completed Election Form to the Subscription Agent so that it is actually received by the Voting Deadline.

(34) The Debtors and the Starwood Investor may mutually agree, without the consent of any Holder, to modify the procedures for the Class B - H Elections or adopt, as

necessary, any additional detailed procedures consistent with the provisions of the Class B- H Elections set forth in the Plan.

Confirmation Hearing

(35) The Confirmation Hearing is scheduled for June 17, 2010 at 10 a.m. (Eastern Standard Time); provided, however, that the Confirmation Hearing may be adjourned or continued from time to time by the Court or the Debtors without further notice to any other party other than by announcing such adjournment in open Court or by indication in any notice of agenda of matters scheduled for hearing filed by the Debtors with the Court

(36) The Notice of the Confirmation Hearing, attached hereto as “Exhibit 8” is APPROVED.

Plan Confirmation Objections

(37) The Plan Objection Deadline, by which parties in interest may, object or respond to confirmation of the Plan shall be June 7, 2010 at 4 p.m. (Eastern Standard Time).

(38) Objections and responses, if any, to confirmation of the Plan, must (a) be in writing, (b) conform to the Bankruptcy Rules, the Local Rules, and any case management orders in these chapter 11 cases, (c) set forth the name of the objecting party, the nature and amount of claims or interests held or asserted by the objecting party against the Debtors’ estates or property, and (d) provide the basis for the objection and the specific grounds therefor.

(39) Registered users of the Bankruptcy Court’s case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses on a 3.5 inch floppy disk or flash drive, preferably in Portable Document Format (PDF), Microsoft Word or any other Windows-based word processing format (with a hard copy delivered directly to the Chambers of the Honorable James M. Peck), in accordance with General Order M-242.

(40) Any objections or responses must also be served upon and received by the Notice Parties no later than the Plan Objection Deadline.

(41) The Debtors may file and serve replies or an omnibus reply to any such objections no later than 12:00 p.m. (Eastern Standard Time) two (2) business days prior to the Confirmation Hearing.

(42) The Debtors are authorized, in their sole discretion, to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

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

Dated: April __, 2010
New York, New York

THE HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

Proposed Disclosure Statement

[Refer to Docket No. 878]

Exhibit 2

Notice of Non-Voting Status – Unimpaired Classes

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**

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

NOTICE OF NON-VOTING STATUS –UNIMPAIRED CLASSES

PLEASE TAKE NOTICE THAT on April [], 2010, the United States Bankruptcy Court for the Southern District of New York approved the Disclosure Statement for the Debtors' Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated March 24, 2010 (as it may be further amended or modified, the "Disclosure Statement"), filed by ESA Properties LLC and seventy-three of its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), for use by the Debtors in soliciting acceptances or rejections of the Debtors' Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated March 24, 2010 (as it may be further amended or modified, the "Plan"), from holders of impaired claims who are (or may be) entitled to receive distributions under the Plan.

UNDER THE TERMS OF THE PLAN, YOUR CLAIM(S) AGAINST THE DEBTORS OR INTEREST(S) IN THE DEBTORS ARE NOT IMPAIRED AND, THEREFORE, PURSUANT TO SECTION 1126(f) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (I) DEEMED TO HAVE ACCEPTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR INTEREST(S), OR YOU WANT TO REQUEST A COPY OF THE PLAN AND THE DISCLOSURE STATEMENT, YOU SHOULD CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS, LLC: 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245, OR BY TELEPHONE AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN ALSO BE ACCESSED ONLINE AT WWW.KCCLLC.NET/EXTENDEDSTAY.

PLEASE TAKE FURTHER NOTICE THAT the "Releases" in Article X, section 10.10 of the Plan, which binds those Holders of Claims or Equity Interests that VOTE TO ACCEPT the

Plan, that are DEEMED TO ACCEPT the Plan, that ABSTAIN from voting on the Plan, and to the fullest extent permissible under the applicable law (or as such law may be extended or integrated after the Effective Date) each holder of Claims or Equity Interests that DOES NOT VOTE to accept the Plan, provides, among other things, the following:

As of the Effective Date, and in consideration of (a) the services provided by the present and former directors, managers, officers, employees, Affiliates, agents, financial advisors, attorneys, and representatives of the Debtors to the Debtors who acted in such capacities after the Commencement Date; (b) the services of the Creditors' Committee and their Affiliates; (c) the services provided by HVM; (d) the services provided by HVM Manager; (e) the services of, and assets contributed by, HVM Manager Owner; and (f) the substantial contribution of the Investor, each of the Sponsors and their Affiliates: (i) the Debtors, the Reorganized Debtors or NewCo; (ii) each holder of a Claim or Equity Interest that votes to accept the Plan, or is deemed to accept the Plan, or abstains from voting on the Plan; and (iii) to the fullest extent permissible under applicable law (as such law may be extended or integrated after the Effective Date), each holder of a Claim or Equity Interest that does not vote to accept the Plan, shall release unconditionally and forever each Released Party from any and all Claims, demands, causes of action and the like, relating to the Debtors or their Affiliates, advisors, officers, managers, directors and holders of Equity Interests existing as of the Effective Date or thereafter arising from any act, omission, event or other occurrence that occurred on or prior to the Effective Date; *provided that* nothing in Section 10.10 of the Plan shall be construed as a release for any Guaranty Claim other than a Guaranty Claim against Homestead.

Dated: [], 2010
New York, New York

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 3

Notice of Non-Voting Status – Impaired Classes

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**

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

NOTICE OF NON-VOTING STATUS --IMPAIRED CLASSES

PLEASE TAKE NOTICE THAT on April [], 2010, the United States Bankruptcy Court for the Southern District of New York approved the Disclosure Statement for the Debtors' Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated March 24, 2010 (as it may be further amended or modified, the "Disclosure Statement"), filed by ESA Properties LLC and seventy-three of its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), for use by the Debtors in soliciting acceptances or rejections of the Debtors' Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated March 24, 2010 (as it may be further amended or modified, the "Plan"), from holders of impaired claims who are (or may be) entitled to receive distributions under the Plan.

UNDER THE TERMS OF THE PLAN, YOU ARE NOT ENTITLED TO RECEIVE OR RETAIN ANY PROPERTY ON ACCOUNT OF YOUR INTEREST(S) IN THE DEBTORS. THEREFORE, PURSUANT TO SECTION 1126(g) OF TITLE 11 OF THE UNITED STATES CODE, YOU ARE (I) DEEMED TO HAVE REJECTED THE PLAN AND (II) NOT ENTITLED TO VOTE ON THE PLAN. IF YOU HAVE ANY QUESTIONS ABOUT THE STATUS OF YOUR CLAIM(S) OR INTEREST(S), OR YOU WANT TO REQUEST A COPY OF THE PLAN AND THE DISCLOSURE STATEMENT, YOU SHOULD CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS, LLC: 2335 ALASKA AVENUE, EL SEGUNDO, CALIFORNIA 90245, OR BY TELEPHONE AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN ALSO BE ACCESSED ONLINE AT WWW.KCCLLC.NET/EXTENDEDSTAY.

PLEASE TAKE FURTHER NOTICE THAT the "Releases" in Article X, section 10.10 of the Plan, which binds those Holders of Claims or Equity Interests that VOTE TO ACCEPT the

Plan, that are DEEMED TO ACCEPT the Plan, that ABSTAIN from voting on the Plan, and to the fullest extent permissible under the applicable law (or as such law may be extended or integrated after the Effective Date) each holder of Claims or Equity Interests that DOES NOT VOTE to accept the Plan, provides, among other things, the following:

As of the Effective Date, and in consideration of (a) the services provided by the present and former directors, managers, officers, employees, Affiliates, agents, financial advisors, attorneys, and representatives of the Debtors to the Debtors who acted in such capacities after the Commencement Date; (b) the services of the Creditors' Committee and their Affiliates; (c) the services provided by HVM; (d) the services provided by HVM Manager; (e) the services of, and assets contributed by, HVM Manager Owner; and (f) the substantial contribution of the Investor, each of the Sponsors and their Affiliates: (i) the Debtors, the Reorganized Debtors or NewCo; (ii) each holder of a Claim or Equity Interest that votes to accept the Plan, or is deemed to accept the Plan, or abstains from voting on the Plan; and (iii) to the fullest extent permissible under applicable law (as such law may be extended or integrated after the Effective Date), each holder of a Claim or Equity Interest that does not vote to accept the Plan, shall release unconditionally and forever each Released Party from any and all Claims, demands, causes of action and the like, relating to the Debtors or their Affiliates, advisors, officers, managers, directors and holders of Equity Interests existing as of the Effective Date or thereafter arising from any act, omission, event or other occurrence that occurred on or prior to the Effective Date; *provided that* nothing in Section 10.10 of the Plan shall be construed as a release for any Guaranty Claim other than a Guaranty Claim against Homestead.

Dated: [], 2010
New York, New York

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 4

Form Mortgage Facility Claim Ballot

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

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

**BALLOT FOR CLASS 2
(MORTGAGE FACILITY CLAIM)**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS BEFORE
COMPLETING THIS BALLOT**

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED TO THE
VOTING AGENT SO IT IS ACTUALLY RECEIVED ON OR BEFORE 4 P.M.
(PREVAILING EASTERN TIME) ON JUNE 1, 2010 (THE “VOTING DEADLINE”) BY
THE VOTING AGENT**

Name of Debtor Entities and Case Numbers

Debtor	Case No.	Debtor	Case No.
ESA Properties L.L.C.	09-13815	ESH/HV Properties L.L.C.	09-13786
ESA P Portfolio L.L.C.	09-13765	ESH/MSTX Property L.P.	09-13790
ESA 2005 Portfolio L.L.C.	09-13767	ESH/TN Properties L.L.C.	09-13793
ESA 2005-San Jose L.L.C.	09-13770	ESH/TX Properties L.P.	09-13802
ESA 2005-Waltham L.L.C.	09-13773	ESA MD Beneficiary L.L.C.	09-13768
ESA Acquisition Properties L.L.C.	09-13775	ESA P Portfolio MD Trust	09-13769
ESA Alaska L.L.C.	09-13780	ESA MD Properties Business Trust	09-13771
ESA Canada Properties Borrower L.L.C.	09-13785	ESA P Portfolio MD Beneficiary L.L.C.	09-13772
ESA FL Properties L.L.C.	09-13791	ESA Canada Properties Trust	09-13774
ESA MD Borrower L.L.C.	09-13794	ESA Canada Trustee Inc.	09-13776
ESA MN Properties L.L.C.	09-13798	ESA Canada Beneficiary Inc.	09-13779
ESA P Portfolio MD Borrower L.L.C.	09-13803	ESA UD Properties L.L.C.	09-13782
ESA P Portfolio PA Properties L.L.C.	09-13807	ESA 2007 Operating Lessee Inc.	09-13783
ESA P Portfolio TXNC Properties L.P.	09-13809	ESA 2005 Operating Lessee Inc.	09-13787
ESA PA Properties L.L.C.	09-13811	ESA Operating Lessee Inc.	09-13789

ESA TX Properties L.P.	09-13818	ESA P Portfolio Operating Lessee Inc.	09-13795
ESH/Homestead Portfolio L.L.C.	09-13778	ESA Canada Operating Lessee Inc.	09-13804
ESA Portfolio TXNC GP L.L.C.	10-10805	ESA TXGP L.L.C.	10-10806
ESH/MSTX GP L.L.C.	10-10807	ESH/TXGP L.L.C.	10-10808
ESH/TN Member Inc.	10-10809	Homestead Village L.L.C.	09-13766
Extended Stay Hotels L.L.C.	09-13808	ESA Management L.L.C.	09-13799
ESA Business Trust	09-13797	ESA P Portfolio L.L.C.	09-13765
ESH/Homestead Mezz L.L.C.	09-13805	ESA P Mezz L.L.C.	09-13813
ESA Mezz L.L.C.	09-13816	ESH/Homestead Mezz 2 L.L.C.	09-13819
ESA P Mezz 2 L.L.C.	09-13820	ESA Mezz 2 L.L.C.	09-13823
ESH/Homestead Mezz 3 L.L.C.	09-13826	ESA P Mezz 3 L.L.C.	09-13828
ESA Mezz 3 L.L.C.	09-13830	ESH/Homestead Mezz 4 L.L.C.	09-13831
ESA P Mezz 4 L.L.C.	09-13832	ESA Mezz 4 L.L.C.	09-13833
ESH/Homestead Mezz 5 L.L.C.	09-13777	ESA P Mezz 5 L.L.C.	09-13781
ESA Mezz 5 L.L.C.	09-13784	ESH/Homestead Mezz 6 L.L.C.	09-13788
ESA P Mezz 6 L.L.C.	09-13792	ESA Mezz 6 L.L.C.	09-13796
ESH/Homestead Mezz 7 L.L.C.	09-13801	ESA P Mezz 7 L.L.C.	09-13806
ESA Mezz 7 L.L.C.	09-13810	ESH/Homestead Mezz 8 L.L.C.	09-13812
ESA P Mezz 8 L.L.C.	09-13814	ESA Mezz 8 L.L.C.	09-13817
ESH/Homestead Mezz 9 L.L.C.	09-13821	ESA P Mezz 9 L.L.C.	09-13822
ESA Mezz 9 L.L.C.	09-13824	ESH/Homestead Mezz 10 L.L.C.	09-13825
ESA P Mezz 10 L.L.C.	09-13827	ESA Mezz 10 L.L.C.	09-13829

The debtors and debtors in possession in the above-referenced chapter 11 cases (collectively, the “Debtors”) are soliciting votes with respect to the Debtors’ Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated March 24, 2010 (as it may be amended, the “Plan”), from the holders of certain impaired claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call Kurtzman Carson Consultants, LLC (the “Voting Agent”) at (866) 381-9100.

This Ballot is to be used for voting by the holder of the Mortgage Facility Claim. In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received by the Voting Agent at Extended Stay Ballot Processing Center, c/o Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, California 90245, by no later than 4 p.m. (prevailing Eastern Time) on June 1, 2010 (the “Voting Deadline”), unless such time is extended in writing by the Debtors, with the consent of the Investor (as defined in the Plan).

Please note, that, although the Bankruptcy Court entered an order (the “Disclosure Statement Order”) approving, among other things, the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, the Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. The Plan is attached as “Exhibit A” to the Disclosure Statement relating to the Plan (as it may be amended, the “Disclosure Statement”), a copy of which is included on the CD-ROM accompanying this Ballot.

Your rights are described in the Disclosure Statement, so it is important that you review the Disclosure Statement and each exhibit thereto, including the Plan, before you complete, execute and return this Ballot. You also may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim.

-INTENTIONALLY BLANK-

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. **Amount of Mortgage Claim.** For purposes of voting to accept or reject the Plan, the undersigned holds the Mortgage Claim against the Debtors in the amount set forth below.

Amount: \$ _____

ITEM 2. **Vote on the Plan.** The undersigned holder of the Mortgage Claim in the amount set forth in Item 1 above hereby votes to:

Check one box: ☐ ACCEPT (vote FOR) the Plan
☐ REJECT (vote AGAINST) the Plan

IMPORTANT INFORMATION REGARDING THE RELEASING PARTY RELEASE

Following Confirmation, subject to Article IX of the Plan, the Plan will be Consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article X will become effective. It is important to read the provisions contained in Article X of the Plan very carefully so that you understand how Confirmation and Consummation of the Plan – which effectuates such provisions – will affect you and any Claim you may hold against the Debtors so that you cast your vote accordingly.

Specifically, the “Releases” in Article X, section 10.10 of the Plan, which binds those Holders of Claims or Equity Interests that VOTE TO ACCEPT the Plan, that are DEEMED TO ACCEPT the Plan, that ABSTAIN from voting on the Plan, and to the fullest extent permissible under the applicable law (or as such law may be extended or integrated after the Effective Date) each holder of Claims or Equity Interests that DOES NOT VOTE to accept the Plan, provides, among other things, the following:

As of the Effective Date, and in consideration of (a) the services provided by the present and former directors, managers, officers, employees, Affiliates, agents, financial advisors, attorneys, and representatives of the Debtors to the Debtors who acted in such capacities after the Commencement Date; (b) the services of the Creditors’ Committee and their Affiliates; (c) the services provided by HVM; (d) the services provided by HVM Manager; (e) the services of, and assets contributed by, HVM Manager Owner; and (f) the substantial contribution of the Investor, each of the Sponsors and their Affiliates: (i) the Debtors, the Reorganized Debtors or NewCo; (ii) each holder of a Claim or Equity Interest that votes to accept the Plan, or is deemed to accept the Plan, or abstains from voting on the Plan; and (iii) to the fullest extent permissible under applicable law (as such law may be extended or integrated after the Effective Date), each holder of a Claim or Equity Interest that does not vote to accept the Plan, shall release unconditionally and forever each Released Party from any and all Claims, demands, causes of action and the like, relating to the Debtors or their Affiliates, advisors, officers, managers, directors and holders of Equity Interests existing as of the Effective Date or thereafter arising from any act, omission, event or other occurrence that occurred on or prior to the Effective Date; *provided that* nothing in Section 10.10 of the Plan shall be construed as a release for any Guaranty Claim other than a Guaranty Claim against Homestead.

ITEM 3. **Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Debtors’ Third Amended Joint Plan of Reorganization, dated March 24, 2010 (as it may be amended, the “Disclosure Statement”), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the Mortgage Facility Claim identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: _____

Social Security or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Date Completed: _____

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT
FOR HOLDERS OF CLASS 2 (MORTGAGE FACILITY CLAIM)**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan will be accepted by Class 2 if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 2 voting on the Plan. In the event that Class 2 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class 2 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.
3. **To have your vote counted, you must complete, sign, and return this Ballot to the Voting Agent so that it is received by the Voting Agent by no later than 4 p.m. (prevailing Eastern Time) on June 1, 2010 (the “Voting Deadline”), unless such time is extended in writing by the Debtors, with the consent of the Investor.** Ballots must be delivered either by mail with the enclosed envelope or by hand delivery or overnight courier to the Voting Agent at the following address:

KURTZMAN CARSON CONSULTANTS, LLC
ATTN: EXTENDED STAY BALLOTING PROCESSING CENTER
2335 ALASKA AVENUE
EL SEGUNDO, CALIFORNIA 90245

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete the Ballot, you must follow the procedures described below:
 - a. **make sure that the information contained in Item 1 is correct;**
 - b. **if you have a Claim in Class 2, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;**
 - c. **if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);**
 - d. **if you also hold Claims in a Class other than Class 2, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;**
 - e. **if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;**
 - f. **provide your name and mailing address;**
 - g. **sign and date your Ballot; and**

h. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS, LLC AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON KURTZMAN CARSON CONSULTANT LLC'S WEBSITE AT: [HTTP://WWW.KCCLLC.NET/EXTENDEDSTAY](http://www.kccllc.net/extendedstay). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

Exhibit 5

Form ESA UD Mortgage Claim Ballot

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

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

**BALLOT FOR CLASS 3
(ESA UD MORTGAGE CLAIM)**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS BEFORE
COMPLETING THIS BALLOT**

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED TO THE
VOTING AGENT SO IT IS ACTUALLY RECEIVED ON OR BEFORE 4 P.M.
(PREVAILING EASTERN TIME) ON JUNE 1, 2010 (THE "VOTING DEADLINE") BY
THE VOTING AGENT**

Name of Debtor Entities and Case Numbers

Debtor	Case No.	Debtor	Case No.
ESA Properties L.L.C.	09-13815	ESH/HV Properties L.L.C.	09-13786
ESA P Portfolio L.L.C.	09-13765	ESH/MSTX Property L.P.	09-13790
ESA 2005 Portfolio L.L.C.	09-13767	ESH/TN Properties L.L.C.	09-13793
ESA 2005-San Jose L.L.C.	09-13770	ESH/TX Properties L.P.	09-13802
ESA 2005-Waltham L.L.C.	09-13773	ESA MD Beneficiary L.L.C.	09-13768
ESA Acquisition Properties L.L.C.	09-13775	ESA P Portfolio MD Trust	09-13769
ESA Alaska L.L.C.	09-13780	ESA MD Properties Business Trust	09-13771
ESA Canada Properties Borrower L.L.C.	09-13785	ESA P Portfolio MD Beneficiary L.L.C.	09-13772
ESA FL Properties L.L.C.	09-13791	ESA Canada Properties Trust	09-13774
ESA MD Borrower L.L.C.	09-13794	ESA Canada Trustee Inc.	09-13776
ESA MN Properties L.L.C.	09-13798	ESA Canada Beneficiary Inc.	09-13779
ESA P Portfolio MD Borrower L.L.C.	09-13803	ESA UD Properties L.L.C.	09-13782
ESA P Portfolio PA Properties L.L.C.	09-13807	ESA 2007 Operating Lessee Inc.	09-13783
ESA P Portfolio TXNC Properties L.P.	09-13809	ESA 2005 Operating Lessee Inc.	09-13787
ESA PA Properties L.L.C.	09-13811	ESA Operating Lessee Inc.	09-13789

ESA TX Properties L.P.	09-13818	ESA P Portfolio Operating Lessee Inc.	09-13795
ESH/Homestead Portfolio L.L.C.	09-13778	ESA Canada Operating Lessee Inc.	09-13804
ESA Portfolio TXNC GP L.L.C.	10-10805	ESA TXGP L.L.C.	10-10806
ESH/MSTX GP L.L.C.	10-10807	ESH/TXGP L.L.C.	10-10808
ESH/TN Member Inc.	10-10809	Homestead Village L.L.C.	09-13766
Extended Stay Hotels L.L.C.	09-13808	ESA Management L.L.C.	09-13799
ESA Business Trust	09-13797	ESA P Portfolio L.L.C.	09-13765
ESH/Homestead Mezz L.L.C.	09-13805	ESA P Mezz L.L.C.	09-13813
ESA Mezz L.L.C.	09-13816	ESH/Homestead Mezz 2 L.L.C.	09-13819
ESA P Mezz 2 L.L.C.	09-13820	ESA Mezz 2 L.L.C.	09-13823
ESH/Homestead Mezz 3 L.L.C.	09-13826	ESA P Mezz 3 L.L.C.	09-13828
ESA Mezz 3 L.L.C.	09-13830	ESH/Homestead Mezz 4 L.L.C.	09-13831
ESA P Mezz 4 L.L.C.	09-13832	ESA Mezz 4 L.L.C.	09-13833
ESH/Homestead Mezz 5 L.L.C.	09-13777	ESA P Mezz 5 L.L.C.	09-13781
ESA Mezz 5 L.L.C.	09-13784	ESH/Homestead Mezz 6 L.L.C.	09-13788
ESA P Mezz 6 L.L.C.	09-13792	ESA Mezz 6 L.L.C.	09-13796
ESH/Homestead Mezz 7 L.L.C.	09-13801	ESA P Mezz 7 L.L.C.	09-13806
ESA Mezz 7 L.L.C.	09-13810	ESH/Homestead Mezz 8 L.L.C.	09-13812
ESA P Mezz 8 L.L.C.	09-13814	ESA Mezz 8 L.L.C.	09-13817
ESH/Homestead Mezz 9 L.L.C.	09-13821	ESA P Mezz 9 L.L.C.	09-13822
ESA Mezz 9 L.L.C.	09-13824	ESH/Homestead Mezz 10 L.L.C.	09-13825
ESA P Mezz 10 L.L.C.	09-13827	ESA Mezz 10 L.L.C.	09-13829

The debtors and debtors in possession in the above-referenced chapter 11 cases (collectively, the “Debtors”) are soliciting votes with respect to the Debtors’ Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated March 24, 2010 (as it may be amended, the “Plan”), from the holders of certain impaired claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call Kurtzman Carson Consultants, LLC (the “Voting Agent”) at (866) 381-9100.

This Ballot is to be used for voting by the holder of the ESA UD Mortgage Claim. In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received by the Voting Agent at Extended Stay Ballot Processing Center, c/o Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, California 90245, by no later than 4 p.m. (prevailing Eastern Time) on June 1, 2010 (the “Voting Deadline”), unless such time is extended in writing by the Debtors, with the consent of the Investor.

Please note, that, although the Bankruptcy Court entered an order (the “Disclosure Statement Order”) approving, among other things, the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, the Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. The Plan is attached as “Exhibit A” to the Disclosure Statement relating to the Plan (as it may be amended, the “Disclosure Statement”), a copy of which is included on the CD-ROM accompanying this Ballot.

Your rights are described in the Disclosure Statement, so it is important that you review the Disclosure Statement and each exhibit thereto, including the Plan, before you complete, execute and return this Ballot. You also may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim.

-INTENTIONALLY BLANK-

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. **Amount of ESA UD Mortgage Claim.** For purposes of voting to accept or reject the Plan, the undersigned holds an ESA UD Mortgage Claim against the Debtors in the amount set forth below.

Amount: \$ _____

ITEM 2. **Vote on the Plan.** The undersigned holder of an ESA UD Mortgage Claim in the amount set forth in Item 1 above hereby votes to:

Check one box:

☐

ACCEPT (vote FOR) the Plan

☐

REJECT (vote AGAINST) the Plan

IMPORTANT INFORMATION REGARDING THE RELEASING PARTY RELEASE

Following Confirmation, subject to Article IX of the Plan, the Plan will be Consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article X will become effective. It is important to read the provisions contained in Article X of the Plan very carefully so that you understand how Confirmation and Consummation of the Plan – which effectuates such provisions – will affect you and any Claim you may hold against the Debtors so that you cast your vote accordingly.

Specifically, the “Releases” in Article X, section 10.10 of the Plan, which binds those Holders of Claims or Equity Interests that VOTE TO ACCEPT the Plan, that are DEEMED TO ACCEPT the Plan, that ABSTAIN from voting on the Plan, and to the fullest extent permissible under the applicable law (or as such law may be extended or integrated after the Effective Date) each holder of Claims or Equity Interests that DOES NOT VOTE to accept the Plan, provides, among other things, the following:

As of the Effective Date, and in consideration of (a) the services provided by the present and former directors, managers, officers, employees, Affiliates, agents, financial advisors, attorneys, and representatives of the Debtors to the Debtors who acted in such capacities after the Commencement Date; (b) the services of the Creditors’ Committee and their Affiliates; (c) the services provided by HVM; (d) the services provided by HVM Manager; (e) the services of, and assets contributed by, HVM Manager Owner; and (f) the substantial contribution of the Investor, each of the Sponsors and their Affiliates: (i) the Debtors, the Reorganized Debtors or NewCo; (ii) each holder of a Claim or Equity Interest that votes to accept the Plan, or is deemed to accept the Plan, or abstains from voting on the Plan; and (iii) to the fullest extent permissible under applicable law (as such law may be extended or integrated after the Effective Date), each holder of a Claim or Equity Interest that does not vote to accept the Plan, shall release unconditionally and forever each Released Party from any and all Claims, demands, causes of action and the like, relating to the Debtors or their Affiliates, advisors, officers, managers, directors and holders of Equity Interests existing as of the Effective Date or thereafter arising from any act, omission, event or other occurrence that occurred on or prior to the Effective Date; *provided that* nothing in Section 10.10 of the Plan shall be construed as a release for any Guaranty Claim other than a Guaranty Claim against Homestead.

ITEM 3. **Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Debtors’ Third Amended Joint Plan of Reorganization, dated March 24, 2010 (as it may be amended, the “Disclosure Statement”), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the ESA UD Mortgage Claim identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure

Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: _____

Social Security or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Date Completed: _____

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT
FOR HOLDERS OF CLASS 3 (ESA UD MORTGAGE CLAIM)**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan will be accepted by Class 3 if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 3 voting on the Plan. In the event that Class 3 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class 3 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.
3. **To have your vote counted, you must complete, sign, and return this Ballot to the Voting Agent so that it is received by the Voting Agent by no later than 4 p.m. (prevailing Eastern Time) on June 1, 2010 (the “Voting Deadline”), unless such time is extended in writing by the Debtors, with the consent of the Investor.** Ballots must be delivered either by mail with the enclosed envelope or by hand delivery or overnight courier to the Voting Agent at the following address:

KURTZMAN CARSON CONSULTANTS, LLC
ATTN: EXTENDED STAY BALLOTING PROCESSING CENTER
2335 ALASKA AVENUE
EL SEGUNDO, CALIFORNIA 90245

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete the Ballot, you must follow the procedures described below:
 - a. **make sure that the information contained in Item 1 is correct;**
 - b. **if you have a Claim in Class 3, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;**
 - c. **if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);**
 - d. **if you also hold Claims in a Class other than Class 3, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;**
 - e. **if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;**
 - f. **provide your name and mailing address;**
 - g. **sign and date your Ballot; and**

h. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS, LLC AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON KURTZMAN CARSON CONSULTANT LLC'S WEBSITE AT: [HTTP://WWW.KCCLLC.NET/EXTENDEDSTAY](http://www.kccllc.net/extendedstay). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

Exhibit 6

Form Mortgage Facility Deficiency and Mezzanine Facilities Claim Ballot

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

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

**BALLOT FOR CLASS 4
(MORTGAGE FACILITY DEFICIENCY CLAIM
AND MEZZANINE FACILITIES CLAIM)**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS BEFORE
COMPLETING THIS BALLOT**

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED TO THE
VOTING AGENT SO IT IS ACTUALLY RECEIVED ON OR BEFORE 4 P.M.
(PREVAILING EASTERN TIME) ON JUNE 1, 2010 (THE “VOTING DEADLINE”) BY
THE VOTING AGENT**

Name of Debtor Entities and Case Numbers

Debtor	Case No.	Debtor	Case No.
ESA Properties L.L.C.	09-13815	ESH/HV Properties L.L.C.	09-13786
ESA P Portfolio L.L.C.	09-13765	ESH/MSTX Property L.P.	09-13790
ESA 2005 Portfolio L.L.C.	09-13767	ESH/TN Properties L.L.C.	09-13793
ESA 2005-San Jose L.L.C.	09-13770	ESH/TX Properties L.P.	09-13802
ESA 2005-Waltham L.L.C.	09-13773	ESA MD Beneficiary L.L.C.	09-13768
ESA Acquisition Properties L.L.C.	09-13775	ESA P Portfolio MD Trust	09-13769
ESA Alaska L.L.C.	09-13780	ESA MD Properties Business Trust	09-13771
ESA Canada Properties Borrower L.L.C.	09-13785	ESA P Portfolio MD Beneficiary L.L.C.	09-13772
ESA FL Properties L.L.C.	09-13791	ESA Canada Properties Trust	09-13774
ESA MD Borrower L.L.C.	09-13794	ESA Canada Trustee Inc.	09-13776
ESA MN Properties L.L.C.	09-13798	ESA Canada Beneficiary Inc.	09-13779
ESA P Portfolio MD Borrower L.L.C.	09-13803	ESA UD Properties L.L.C.	09-13782
ESA P Portfolio PA Properties L.L.C.	09-13807	ESA 2007 Operating Lessee Inc.	09-13783
ESA P Portfolio TXNC	09-13809	ESA 2005 Operating Lessee Inc.	09-13787

Properties L.P.			
ESA PA Properties L.L.C.	09-13811	ESA Operating Lessee Inc.	09-13789
ESA TX Properties L.P.	09-13818	ESA P Portfolio Operating Lessee Inc.	09-13795
ESH/Homestead Portfolio L.L.C.	09-13778	ESA Canada Operating Lessee Inc.	09-13804
ESA Portfolio TXNC GP L.L.C.	10-10805	ESA TXGP L.L.C.	10-10806
ESH/MSTX GP L.L.C.	10-10807	ESH/TXGP L.L.C.	10-10808
ESH/TN Member Inc.	10-10809	Homestead Village L.L.C.	09-13766
Extended Stay Hotels L.L.C.	09-13808	ESA Management L.L.C.	09-13799
ESA Business Trust	09-13797	ESA P Portfolio L.L.C.	09-13765
ESH/Homestead Mezz L.L.C.	09-13805	ESA P Mezz L.L.C.	09-13813
ESA Mezz L.L.C.	09-13816	ESH/Homestead Mezz 2 L.L.C.	09-13819
ESA P Mezz 2 L.L.C.	09-13820	ESA Mezz 2 L.L.C.	09-13823
ESH/Homestead Mezz 3 L.L.C.	09-13826	ESA P Mezz 3 L.L.C.	09-13828
ESA Mezz 3 L.L.C.	09-13830	ESH/Homestead Mezz 4 L.L.C.	09-13831
ESA P Mezz 4 L.L.C.	09-13832	ESA Mezz 4 L.L.C.	09-13833
ESH/Homestead Mezz 5 L.L.C.	09-13777	ESA P Mezz 5 L.L.C.	09-13781
ESA Mezz 5 L.L.C.	09-13784	ESH/Homestead Mezz 6 L.L.C.	09-13788
ESA P Mezz 6 L.L.C.	09-13792	ESA Mezz 6 L.L.C.	09-13796
ESH/Homestead Mezz 7 L.L.C.	09-13801	ESA P Mezz 7 L.L.C.	09-13806
ESA Mezz 7 L.L.C.	09-13810	ESH/Homestead Mezz 8 L.L.C.	09-13812
ESA P Mezz 8 L.L.C.	09-13814	ESA Mezz 8 L.L.C.	09-13817
ESH/Homestead Mezz 9 L.L.C.	09-13821	ESA P Mezz 9 L.L.C.	09-13822
ESA Mezz 9 L.L.C.	09-13824	ESH/Homestead Mezz 10 L.L.C.	09-13825
ESA P Mezz 10 L.L.C.	09-13827	ESA Mezz 10 L.L.C.	09-13829

The debtors and debtors in possession in the above-referenced chapter 11 cases (collectively, the “Debtors”) are soliciting votes with respect to the Debtors’ Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated March 24, 2010 (as it may be amended, the “Plan”), from the holders of certain impaired claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call Kurtzman Carson Consultants, LLC (the “Voting Agent”) at (866) 381-9100.

This Ballot is to be used for voting by the holder of the Mortgage Facility Deficiency Claim. In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received by the Voting Agent at Extended Stay Ballot Processing Center, c/o Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, California 90245, by no later than 4 p.m. (prevailing Eastern Time) on June 1, 2010 (the “Voting Deadline”), unless such time is extended in writing by the Debtors, with the consent of the Investor.

Please note, that, although the Bankruptcy Court entered an order (the “Disclosure Statement Order”) approving, among other things, the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, the Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. The Plan is attached as “Exhibit A” to the Disclosure Statement relating to the Plan (as it may be amended, the “Disclosure Statement”), a copy of which is included on the CD-ROM accompanying this Ballot.

Your rights are described in the Disclosure Statement, so it is important that you review the Disclosure Statement and each exhibit thereto, including the Plan, before you complete, execute and return this Ballot. You also may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim.

-INTENTIONALLY BLANK-

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. Amount of Mortgage Facility Deficiency Claim or Mezzanine Facility Claim. For purposes of voting to accept or reject the Plan, the undersigned holds the Mortgage Facility Deficiency Claim or Mezzanine Facility Claim against the Debtors in the amount set forth below.

Amount: \$ _____

ITEM 2. Vote on the Plan. The undersigned holder of the Mortgage Facility Deficiency Claim or Mezzanine Facility Claim in the amount set forth in Item 1 above hereby votes to:

Check one box: ☐ ACCEPT (vote FOR) the Plan
 ☐ REJECT (vote AGAINST) the Plan

IMPORTANT INFORMATION REGARDING THE RELEASING PARTY RELEASE

Following Confirmation, subject to Article IX of the Plan, the Plan will be Consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article X will become effective. It is important to read the provisions contained in Article X of the Plan very carefully so that you understand how Confirmation and Consummation of the Plan – which effectuates such provisions – will affect you and any Claim you may hold against the Debtors so that you cast your vote accordingly.

Specifically, the “Releases” in Article X, section 10.10 of the Plan, which binds those Holders of Claims or Equity Interests that VOTE TO ACCEPT the Plan, that are DEEMED TO ACCEPT the Plan, that ABSTAIN from voting on the Plan, and to the fullest extent permissible under the applicable law (or as such law may be extended or integrated after the Effective Date) each holder of Claims or Equity Interests that DOES NOT VOTE to accept the Plan, provides, among other things, the following:

As of the Effective Date, and in consideration of (a) the services provided by the present and former directors, managers, officers, employees, Affiliates, agents, financial advisors, attorneys, and representatives of the Debtors to the Debtors who acted in such capacities after the Commencement Date; (b) the services of the Creditors’ Committee and their Affiliates; (c) the services provided by HVM; (d) the services provided by HVM Manager; (e) the services of, and assets contributed by, HVM Manager Owner; and (f) the substantial contribution of the Investor, each of the Sponsors and their Affiliates: (i) the Debtors, the Reorganized Debtors or NewCo; (ii) each holder of a Claim or Equity Interest that votes to accept the Plan, or is deemed to accept the Plan, or abstains from voting on the Plan; and (iii) to the fullest extent permissible under applicable law (as such law may be extended or integrated after the Effective Date), each holder of a Claim or Equity Interest that does not vote to accept the Plan, shall release unconditionally and forever each Released Party from any and all Claims, demands, causes of action and the like, relating to the Debtors or their Affiliates, advisors, officers, managers, directors and holders of Equity Interests existing as of the Effective Date or thereafter arising from any act, omission, event or other occurrence that occurred on or prior to the Effective Date; *provided that* nothing in Section 10.10 of the Plan shall be construed as a release for any Guaranty Claim other than a Guaranty Claim against Homestead.

ITEM 3. Acknowledgements and Certification. By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Debtors’ Third Amended Joint Plan of Reorganization, dated March 24, 2010 (as it may be amended, the “Disclosure Statement”), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the Mortgage Facility Deficiency Claim identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: _____

Social Security or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Date Completed: _____

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT
FOR HOLDERS OF CLASS 4 (MORTGAGE FACILITY DEFICIENCY CLAIM OR MEZZANINE
FACILITIES CLAIM)**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan will be accepted by Class 4 if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 4 voting on the Plan. In the event that Class 4 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class 4 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.
3. **To have your vote counted, you must complete, sign, and return this Ballot to the Voting Agent so that it is received by the Voting Agent by no later than 4 p.m. (prevailing Eastern Time) on June 1, 2010 (the “Voting Deadline”), unless such time is extended in writing by the Debtors, with the consent of the Investor.** Ballots must be delivered either by mail with the enclosed envelope or by hand delivery or overnight courier to the Voting Agent at the following address:

KURTZMAN CARSON CONSULTANTS, LLC
ATTN: EXTENDED STAY BALLOTING PROCESSING CENTER
2335 ALASKA AVENUE
EL SEGUNDO, CALIFORNIA 90245

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete the Ballot, you must follow the procedures described below:
 - a. **make sure that the information contained in Item 1 is correct;**
 - b. **if you have a Claim in Class 4, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;**
 - c. **if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);**
 - d. **if you also hold Claims in a Class other than Class 4, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;**
 - e. **if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;**
 - f. **provide your name and mailing address;**

g. sign and date your Ballot; and

h. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS, LLC AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON KURTZMAN CARSON CONSULTANT LLC'S WEBSITE AT: [HTTP://WWW.KCCLLC.NET/EXTENDEDSTAY](http://www.kccllc.net/extendedstay). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

Exhibit 7

Form General Unsecured Claim Ballot

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

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

**BALLOT FOR CLASS 5
(GENERAL UNSECURED CLAIM)**

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS BEFORE
COMPLETING THIS BALLOT**

**THIS BALLOT MUST BE COMPLETED, EXECUTED AND RETURNED TO THE
VOTING AGENT SO IT IS ACTUALLY RECEIVED ON OR BEFORE 4 P.M.
(PREVAILING EASTERN TIME) ON JUNE 1, 2010 (THE “VOTING DEADLINE”) BY
THE VOTING AGENT**

Name of Debtor Entities and Case Numbers

Debtor	Case No.	Debtor	Case No.
ESA Properties L.L.C.	09-13815	ESH/HV Properties L.L.C.	09-13786
ESA P Portfolio L.L.C.	09-13765	ESH/MSTX Property L.P.	09-13790
ESA 2005 Portfolio L.L.C.	09-13767	ESH/TN Properties L.L.C.	09-13793
ESA 2005-San Jose L.L.C.	09-13770	ESH/TX Properties L.P.	09-13802
ESA 2005-Waltham L.L.C.	09-13773	ESA MD Beneficiary L.L.C.	09-13768
ESA Acquisition Properties L.L.C.	09-13775	ESA P Portfolio MD Trust	09-13769
ESA Alaska L.L.C.	09-13780	ESA MD Properties Business Trust	09-13771
ESA Canada Properties Borrower L.L.C.	09-13785	ESA P Portfolio MD Beneficiary L.L.C.	09-13772
ESA FL Properties L.L.C.	09-13791	ESA Canada Properties Trust	09-13774
ESA MD Borrower L.L.C.	09-13794	ESA Canada Trustee Inc.	09-13776
ESA MN Properties L.L.C.	09-13798	ESA Canada Beneficiary Inc.	09-13779
ESA P Portfolio MD Borrower L.L.C.	09-13803	ESA UD Properties L.L.C.	09-13782
ESA P Portfolio PA Properties L.L.C.	09-13807	ESA 2007 Operating Lessee Inc.	09-13783
ESA P Portfolio TXNC Properties L.P.	09-13809	ESA 2005 Operating Lessee Inc.	09-13787

ESA PA Properties L.L.C.	09-13811	ESA Operating Lessee Inc.	09-13789
ESA TX Properties L.P.	09-13818	ESA P Portfolio Operating Lessee Inc.	09-13795
ESH/Homestead Portfolio L.L.C.	09-13778	ESA Canada Operating Lessee Inc.	09-13804
ESA Portfolio TXNC GP L.L.C.	10-10805	ESA TXGP L.L.C.	10-10806
ESH/MSTX GP L.L.C.	10-10807	ESH/TXGP L.L.C.	10-10808
ESH/TN Member Inc.	10-10809	Homestead Village L.L.C.	09-13766
Extended Stay Hotels L.L.C.	09-13808	ESA Management L.L.C.	09-13799
ESA Business Trust	09-13797	ESA P Portfolio L.L.C.	09-13765
ESH/Homestead Mezz L.L.C.	09-13805	ESA P Mezz L.L.C.	09-13813
ESA Mezz L.L.C.	09-13816	ESH/Homestead Mezz 2 L.L.C.	09-13819
ESA P Mezz 2 L.L.C.	09-13820	ESA Mezz 2 L.L.C.	09-13823
ESH/Homestead Mezz 3 L.L.C.	09-13826	ESA P Mezz 3 L.L.C.	09-13828
ESA Mezz 3 L.L.C.	09-13830	ESH/Homestead Mezz 4 L.L.C.	09-13831
ESA P Mezz 4 L.L.C.	09-13832	ESA Mezz 4 L.L.C.	09-13833
ESH/Homestead Mezz 5 L.L.C.	09-13777	ESA P Mezz 5 L.L.C.	09-13781
ESA Mezz 5 L.L.C.	09-13784	ESH/Homestead Mezz 6 L.L.C.	09-13788
ESA P Mezz 6 L.L.C.	09-13792	ESA Mezz 6 L.L.C.	09-13796
ESH/Homestead Mezz 7 L.L.C.	09-13801	ESA P Mezz 7 L.L.C.	09-13806
ESA Mezz 7 L.L.C.	09-13810	ESH/Homestead Mezz 8 L.L.C.	09-13812
ESA P Mezz 8 L.L.C.	09-13814	ESA Mezz 8 L.L.C.	09-13817
ESH/Homestead Mezz 9 L.L.C.	09-13821	ESA P Mezz 9 L.L.C.	09-13822
ESA Mezz 9 L.L.C.	09-13824	ESH/Homestead Mezz 10 L.L.C.	09-13825
ESA P Mezz 10 L.L.C.	09-13827	ESA Mezz 10 L.L.C.	09-13829

The debtors and debtors in possession in the above-referenced chapter 11 cases (collectively, the “Debtors”) are soliciting votes with respect to the Debtors’ Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated March 24, 2010 (as it may be amended, the “Plan”), from the holders of certain impaired claims against the Debtors. All capitalized terms used but not defined herein or in the enclosed voting instructions have the meanings ascribed to such terms in the Plan. If you have any questions on how to properly complete this Ballot, please call Kurtzman Carson Consultants, LLC (the “Voting Agent”) at (866) 381-9100.

This Ballot is to be used for voting by the holders of General Unsecured Claims. In order for your vote to be counted, the Ballot must be properly completed, signed, and returned to the Voting Agent so that it is actually received by the Voting Agent at Extended Stay Ballot Processing Center, c/o Kurtzman Carson Consultants, LLC, 2335 Alaska Avenue, El Segundo, California 90245, by no later than 4 p.m. (prevailing Eastern Time) on June 1, 2010 (the “Voting Deadline”), unless such time is extended in writing by the Debtors, with the consent of the Investor.

Please note, that, although the Bankruptcy Court entered an order (the “Disclosure Statement Order”) approving, among other things, the Disclosure Statement as containing adequate information pursuant to section 1125 of the Bankruptcy Code, the Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan. The Plan is attached as “Exhibit A” to the Disclosure Statement relating to the Plan (as it may be amended, the “Disclosure Statement”), a copy of which is included on the CD-ROM accompanying this Ballot.

Your rights are described in the Disclosure Statement, so it is important that you review the Disclosure Statement and each exhibit thereto, including the Plan, before you complete, execute and return this Ballot. You also may wish to seek legal advice concerning the Plan and the Plan’s classification and treatment of your Claim.

-INTENTIONALLY BLANK-

PLEASE COMPLETE THE FOLLOWING:

ITEM 1. **Amount of Unsecured Claim.** For purposes of voting to accept or reject the Plan, the undersigned holds a General Unsecured Claim against the Debtors in the amount set forth below.

Amount: \$ _____

ITEM 2. **Vote on the Plan.** The undersigned holder of a General Unsecured Claim in the amount set forth in Item 1 above hereby votes to:

Check one box: ☐ ACCEPT (vote FOR) the Plan
 ☐ REJECT (vote AGAINST) the Plan

IMPORTANT INFORMATION REGARDING THE RELEASING PARTY RELEASE

Following Confirmation, subject to Article IX of the Plan, the Plan will be Consummated on the Effective Date. Among other things, effective as of the Confirmation Date but subject to the occurrence of the Effective Date, certain release, injunction, exculpation and discharge provisions set forth in Article X will become effective. It is important to read the provisions contained in Article X of the Plan very carefully so that you understand how Confirmation and Consummation of the Plan – which effectuates such provisions – will affect you and any Claim you may hold against the Debtors so that you cast your vote accordingly.

Specifically, the “Releases” in Article X, section 10.10 of the Plan, which binds those Holders of Claims or Equity Interests that VOTE TO ACCEPT the Plan, that are DEEMED TO ACCEPT the Plan, that ABSTAIN from voting on the Plan, and to the fullest extent permissible under the applicable law (or as such law may be extended or integrated after the Effective Date) each holder of Claims or Equity Interests that DOES NOT VOTE to accept the Plan, provides, among other things, the following:

As of the Effective Date, and in consideration of (a) the services provided by the present and former directors, managers, officers, employees, Affiliates, agents, financial advisors, attorneys, and representatives of the Debtors to the Debtors who acted in such capacities after the Commencement Date; (b) the services of the Creditors’ Committee and their Affiliates; (c) the services provided by HVM; (d) the services provided by HVM Manager; (e) the services of, and assets contributed by, HVM Manager Owner; and (f) the substantial contribution of the Investor, each of the Sponsors and their Affiliates: (i) the Debtors, the Reorganized Debtors or NewCo; (ii) each holder of a Claim or Equity Interest that votes to accept the Plan, or is deemed to accept the Plan, or abstains from voting on the Plan; and (iii) to the fullest extent permissible under applicable law (as such law may be extended or integrated after the Effective Date), each holder of a Claim or Equity Interest that does not vote to accept the Plan, shall release unconditionally and forever each Released Party from any and all Claims, demands, causes of action and the like, relating to the Debtors or their Affiliates, advisors, officers, managers, directors and holders of Equity Interests existing as of the Effective Date or thereafter arising from any act, omission, event or other occurrence that occurred on or prior to the Effective Date; *provided that* nothing in Section 10.10 of the Plan shall be construed as a release for any Guaranty Claim other than a Guaranty Claim against Homestead.

ITEM 3. **Acknowledgements and Certification.** By signing this Ballot, the undersigned acknowledges that the undersigned has been provided with a copy of the Disclosure Statement for the Debtors’ Third Amended Joint Plan of Reorganization, dated March 24, 2010 (as it may be amended, the “Disclosure Statement”), including all exhibits thereto. The undersigned certifies that (i) it is the holder of the General Unsecured Claim identified in Item 1 above and (ii) it has full power and authority to vote to accept or reject the Plan. The undersigned further acknowledges that the Debtors’ solicitation of votes is subject to all terms and conditions set forth in the Disclosure

Statement and the order of the Bankruptcy Court approving the Disclosure Statement and the procedures for the solicitation of votes to accept or reject the Plan contained therein.

Print or Type Name of Claimant: _____

Social Security or Federal Tax I.D. No. of Claimant: _____

Signature: _____

Name of Signatory (if different than claimant): _____

If by Authorized Agent, Title of Agent: _____

Street Address: _____

City, State and Zip Code: _____

Telephone Number: _____

Date Completed: _____

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT
FOR HOLDERS OF CLASS 5 (GENERAL UNSECURED CLAIMS)**

1. This Ballot is submitted to you to solicit your vote to accept or reject the Plan. **PLEASE READ THE PLAN AND THE DISCLOSURE STATEMENT CAREFULLY BEFORE COMPLETING THIS BALLOT.**
2. The Plan will be accepted by Class 5 if it is accepted by the holders of two-thirds in amount and more than one-half in number of Claims in Class 5 voting on the Plan. In the event that Class 5 rejects the Plan, the Bankruptcy Court may nevertheless confirm the Plan and thereby make it binding on you if the Bankruptcy Court finds that the Plan does not unfairly discriminate against, and accords fair and equitable treatment to, the holders of Claims in Class 5 and all other Classes of Claims rejecting the Plan, and otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code. If the Plan is confirmed by the Bankruptcy Court, all holders of Claims against and Equity Interests in the Debtors (including those holders who abstain from voting or reject the Plan, and those holders who are not entitled to vote on the Plan) will be bound by the confirmed Plan and the transactions contemplated thereby.
3. **To have your vote counted, you must complete, sign, and return this Ballot to the Voting Agent so that it is received by the Voting Agent by no later than 4 p.m. (prevailing Eastern Time) on June 1, 2010 (the “Voting Deadline”), unless such time is extended in writing by the Debtors, with the consent of the Investor.** Ballots must be delivered either by mail with the enclosed envelope or by hand delivery or overnight courier to the Voting Agent at the following address:

KURTZMAN CARSON CONSULTANTS, LLC
ATTN: EXTENDED STAY BALLOTING PROCESSING CENTER
2335 ALASKA AVENUE
EL SEGUNDO, CALIFORNIA 90245

Ballots will not be accepted by telecopy, facsimile, or other electronic means of transmission.

4. To properly complete the Ballot, you must follow the procedures described below:
 - a. **make sure that the information contained in Item 1 is correct;**
 - b. **if you have a Claim in Class 5, cast one vote to accept or reject the Plan by checking the appropriate box in Item 2;**
 - c. **if you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing and submit satisfactory evidence of your authority to so act (e.g., a power of attorney or a certified copy of board resolutions authorizing you to so act);**
 - d. **if you also hold Claims in a Class other than Class 5, you may receive more than one Ballot, labeled for a different Class of Claims. Your vote will be counted in determining acceptance or rejection of the Plan by a particular Class of Claims only if you complete, sign, and return the Ballot labeled for that Class of Claims in accordance with the instructions on that Ballot;**
 - e. **if you believe that you have received the wrong Ballot, please contact the Voting Agent immediately;**
 - f. **provide your name and mailing address;**
 - g. **sign and date your Ballot; and**

h. return your Ballot using the enclosed pre-addressed return envelope.

IF YOU HAVE ANY QUESTIONS REGARDING THE BALLOT, OR IF YOU DID NOT RECEIVE A RETURN ENVELOPE WITH YOUR BALLOT, OR IF YOU DID NOT RECEIVE A COPY OF THE DISCLOSURE STATEMENT OR PLAN, OR IF YOU NEED ADDITIONAL COPIES OF THE BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE DEBTORS' VOTING AGENT, KURTZMAN CARSON CONSULTANTS, LLC AT (866) 381-9100. COPIES OF THE PLAN AND DISCLOSURE STATEMENT CAN BE ACCESSED ON KURTZMAN CARSON CONSULTANT LLC'S WEBSITE AT: [HTTP://WWW.KCCLLC.NET/EXTENDEDSTAY](http://www.kccllc.net/extendedstay). PLEASE DO NOT DIRECT ANY INQUIRIES TO THE BANKRUPTCY COURT.

Exhibit 8

Notice of the Confirmation Hearing

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**

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

TO ALL PARTIES IN INTEREST IN THE FOLLOWING CHAPTER 11 CASES:

Debtor	Case No.	Debtor	Case No.
ESA Properties L.L.C.	09-13815	ESH/HV Properties L.L.C.	09-13786
ESA P Portfolio L.L.C.	09-13765	ESH/MSTX Property L.P.	09-13790
ESA 2005 Portfolio L.L.C.	09-13767	ESH/TN Properties L.L.C.	09-13793
ESA 2005-San Jose L.L.C.	09-13770	ESH/TX Properties L.P.	09-13802
ESA 2005-Waltham L.L.C.	09-13773	ESA MD Beneficiary L.L.C.	09-13768
ESA Acquisition Properties L.L.C.	09-13775	ESA P Portfolio MD Trust	09-13769
ESA Alaska L.L.C.	09-13780	ESA MD Properties Business Trust	09-13771
ESA Canada Properties Borrower L.L.C.	09-13785	ESA P Portfolio MD Beneficiary L.L.C.	09-13772
ESA FL Properties L.L.C.	09-13791	ESA Canada Properties Trust	09-13774
ESA MD Borrower L.L.C.	09-13794	ESA Canada Trustee Inc.	09-13776
ESA MN Properties L.L.C.	09-13798	ESA Canada Beneficiary Inc.	09-13779
ESA P Portfolio MD Borrower L.L.C.	09-13803	ESA UD Properties L.L.C.	09-13782
ESA P Portfolio PA Properties L.L.C.	09-13807	ESA 2007 Operating Lessee Inc.	09-13783
ESA P Portfolio TXNC Properties L.P.	09-13809	ESA 2005 Operating Lessee Inc.	09-13787
ESA PA Properties L.L.C.	09-13811	ESA Operating Lessee Inc.	09-13789
ESA TX Properties L.P.	09-13818	ESA P Portfolio Operating Lessee Inc.	09-13795
ESH/Homestead Portfolio	09-13778	ESA Canada Operating Lessee Inc.	09-13804

L.L.C.			
ESA Portfolio TXNC GP L.L.C.	10-10805	ESA TXGP L.L.C.	10-10806
ESH/MSTX GP L.L.C.	10-10807	ESH/TXGP L.L.C.	10-10808
ESH/TN Member Inc.	10-10809	Homestead Village L.L.C.	09-13766
Extended Stay Hotels L.L.C.	09-13808	ESA Management L.L.C.	09-13799
ESA Business Trust	09-13797	ESA P Portfolio L.L.C.	09-13765
ESH/Homestead Mezz L.L.C.	09-13805	ESA P Mezz L.L.C.	09-13813
ESA Mezz L.L.C.	09-13816	ESH/Homestead Mezz 2 L.L.C.	09-13819
ESA P Mezz 2 L.L.C.	09-13820	ESA Mezz 2 L.L.C.	09-13823
ESH/Homestead Mezz 3 L.L.C.	09-13826	ESA P Mezz 3 L.L.C.	09-13828
ESA Mezz 3 L.L.C.	09-13830	ESH/Homestead Mezz 4 L.L.C.	09-13831
ESA P Mezz 4 L.L.C.	09-13832	ESA Mezz 4 L.L.C.	09-13833
ESH/Homestead Mezz 5 L.L.C.	09-13777	ESA P Mezz 5 L.L.C.	09-13781
ESA Mezz 5 L.L.C.	09-13784	ESH/Homestead Mezz 6 L.L.C.	09-13788
ESA P Mezz 6 L.L.C.	09-13792	ESA Mezz 6 L.L.C.	09-13796
ESH/Homestead Mezz 7 L.L.C.	09-13801	ESA P Mezz 7 L.L.C.	09-13806
ESA Mezz 7 L.L.C.	09-13810	ESH/Homestead Mezz 8 L.L.C.	09-13812
ESA P Mezz 8 L.L.C.	09-13814	ESA Mezz 8 L.L.C.	09-13817
ESH/Homestead Mezz 9 L.L.C.	09-13821	ESA P Mezz 9 L.L.C.	09-13822
ESA Mezz 9 L.L.C.	09-13824	ESH/Homestead Mezz 10 L.L.C.	09-13825
ESA P Mezz 10 L.L.C.	09-13827	ESA Mezz 10 L.L.C.	09-13829

PLEASE TAKE NOTICE:

The United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) shall hold a hearing (the “Confirmation Hearing”) to consider the confirmation of the Debtors’ Third Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (the “Plan”), dated March 24, 2010, filed by ESA Properties LLC and seventy-three of its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors” or “Extended Stay”) on **June 17, 2010 at 10 a.m. (Eastern Standard Time)**, before the Honorable James M. Peck, United States Bankruptcy Judge, in Room 601 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004. The Confirmation Hearing may be continued from time to time without further notice other than the announcement by the Debtors in open court of the adjourned date(s) at the Confirmation Hearing or any continued hearing. The Debtors may modify the Plan, if necessary, prior to, during, or as a result of the Confirmation Hearing in accordance with the terms of the Plan without further notice.

Objections or responses to confirmation of the Plan, if any, must (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules for the United States Bankruptcy Court for the Southern District of New York; and (c) set forth the name of the objecting party, the basis for the objection, and the specific grounds therefore.

All objections and responses to the confirmation of the Plan must be filed with the Court no later than **June 1, 2010 at 4 p.m. (Eastern Standard Time)** (the “Objection Deadline”). In accordance with General Order M-242, registered users of the Court’s case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses on a 3.5 inch floppy disk (preferably in Portable Disk Format

(PDF), WordPerfect, or any other Windows-based word processing format) and deliver a hard copy to the Chambers of Judge James M. Peck.

All objections and responses must be served, **so as to be received** no later than the Objection Deadline, upon the following parties: (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 Debtors; (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 T. Indelicato, Esq. and Christopher Jarvinen, Esq., attorneys for the Official Committee of Unsecured Creditors; (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; and (v) Greenberg Traurig, LLP, 200 Park Avenue, New York, NY 10166, Attn: Bruce R. Zirinsky, Esq. and Gary Ticoll, Esq., attorneys for Starwood ESH LLC.

Additional Information. For more information about the solicitation procedures, please contact Kurtzman Carson Consultants, LLC (“KCC”), the Debtors’ solicitation agent, at **(866) 381-9100**. To obtain a copy of the Plan, or any related documents, please contact KCC or visit the Debtors’ website at <http://www.kccllc.net/extendedstay> or the Court’s website at <http://www.nysb.uscourts.gov>. To access documents on the Court’s website, you will need a PACER password and login, which you can obtain at <http://www.pacer.psc.uscourts.gov>.

The Plan contains an injunction which prevents, among other things, any holder of a claim or equity interest or any other party in interest in the Debtors’ chapter 11 cases from directly or indirectly (i) commencing or continuing, in any manner, any action or other proceeding of any kind against the Debtors, the Reorganized Debtors, NewCo, or the Released Parties (as identified in the Plan), (ii) enforcing judgments related to such claims or interests, creating, perfecting, or enforcing any encumbrances of any kind against the Debtors, the Reorganized Debtors, NewCo, or the Released Parties, (iii) asserting rights of setoff, recoupment or subrogation, or (iv) interfering in any way with the implementation or consummation of the Plan or any schemes of arrangement thereunder. Such injunction

shall extend to any successors of the Debtors, the Reorganized Debtors, NewCo and the Released Parties and their respective properties and interests in properties.

Dated: [], 2010

New York, New York

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 9

Form Rights Certificate

[To be filed on or before April 13, 2010]

Exhibit 10

Election Form

[To be filed on or before April 13, 2010]