Michael S. Davis, Esq. Zeichner Ellman & Krause LLP 575 Lexington Avenue New York, New York 10022 (212) 826-5311 Attorney for Claimant

IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

IN RE)	Chapter 11
Extended Stay, Inc., et al.,)	Case No.: 09-13764 (JMP)
	Debtor(s).)	(Jointly Administered)

REQUEST AND APPLICATION OF LEXINGTON INSURANCE COMPANY, COMMERCE AND INDUSTRY INSURANCE COMPANY, NATIONAL UNION FIRE INSURANCE COMPANY OF PITTSBURGH PA, CHARTIS SPECIALTY INSURANCE COMPANY, ILLINOIS NATIONAL INSURANCE COMPANY, AND CERTAIN OTHER AFFILIATES OF CHARTIS INC. FOR PAYMENT OF ADMINISTRATIVE EXPENSE CLAIM

Lexington Insurance Company, Commerce and Industry Insurance company, National Union Fire Insurance Company of Pittsburgh, PA, Chartis Specialty Insurance Company, Illinois National Insurance Company, Chartis Casualty Company, American Home Assurance Company, and certain other affiliates of Chartis Inc. (together "Claimant"), which provided insurance coverage or other services to Extended Stay, Inc., et al., (the "Debtors") attached hereto as Exhibit A, hereby file this request for payment of administrative expense claim, and respectfully state as follows:

1. On June 15, 2009 the Debtors commenced their bankruptcy cases under chapter 11, title 11 of the United States Code (the "Bankruptcy Code").

- 2. On and after the Petition Date, the Claimant provided and continues to provide commercial property, commercial auto excess, general liability excess, directors and officers, general liability, workers compensation, commercial crime insurance coverages, among others, to the Debtors for various periods commencing on December 13, 1995 and ending on April 30, 2011¹. A spreadsheet listing the postpetition policies issued to the Debtors is attached hereto as Exhibit B. Additionally, Claimant and Debtors may have or may in the future enter into additional policies during the pendency of the bankruptcy case.
- Claimant, among other things, premium, certain deductibles, self-insured retentions, reimbursement obligations, any additional premium, fees, expenses and related costs.

 Claimant is entitled to administrative expense status pursuant to section 503(b) of the Bankruptcy Code for all amounts, liquidated, unliquidated, contingent or otherwise, for insurance and other services provided to the Debtors after the Petition Date. If any amounts become liquidated and due, Claimant seeks to be paid in the ordinary course of business. This Request is made for all obligations of the Debtors arising under the policies issued by Claimant to the Debtors whether or not the relevant insurance policies and related agreements are specifically listed or described in Exhibit B. Claimant reserves the right to amend this administrative expense claim request as such amounts become liquidated.

Nothing herein shall be deemed to modify the terms of the policies. For issues of coverage or otherwise, the policies shall control.

- 4. The test to determine whether an applicant is entitled to payment of an administrative expense, is whether the efforts of the applicant resulted in actual and demonstrable benefit to the debtor's estate. In re AM Intern, Inc., 203 B.R. 898, 904 (Bankr. D. Del. 1996) (citing Lebron v. Mecham Financial, Inc., 27 F.3d 944 (3d Cir. 1994)). It is well settled that insurance is a recognized means of protecting and preserving the estate, thus providing a benefit to the estate. In re Gamma Fishing Co., Inc., 70 B.R. 949, 953 (Bankr. S.D. Calif. 1987) (citing 2 Collier Bankruptcy Manual, 503-517 (3d ed. 1986)). It is equally well settled that the insurance provider is to be awarded administrative expense priority for the pro rata share of the premium during the post petition period in which the estate received benefits from the insurance contract. Gamma., 70 B.R. at 955 (where debtor receives necessary benefits from a pre-petition insurance contract, the insurer is entitled to an administrative claim for the pro-rata share of the premium during which the estate received the benefit of the contract).
- 5. As the amount owed to Claimant relates to the period arising after the Petition Date and the Debtors received a substantial benefit from the existence of the insurance coverage, Claimant is entitled to an administrative expense claim, pursuant to section 503(b) of the Bankruptcy Code.
- 6. Additionally, Claimant reserves the right to amend this request for payment to add any additional amounts due, including without limitation, premiums or any deductibles, losses, or self–insured retention, reimbursement obligations, fees, expenses, and related costs on any of the Policies set forth herein or on the list attached hereto in Exhibit A.

- 7. The filing of this request for payment is not intended to waive any right to arbitration. Claimant expressly reserves the right to seek arbitration of any dispute arising in connection with this request. To the extent of any pre-existing arbitration agreement, this court's jurisdiction to resolve disputes should be limited to referring such disputes to arbitration and enforcing any arbitration award.
- 8. In executing and filing this request for payment, Claimant: (i) does not submit itself to the jurisdiction of this Court for any purpose other than with respect to said request for payment; (ii) does not waive any right or rights that it has or may have against any other persons liable for all or part of the request for payment set forth herein; (iii) expressly reserves the right to the extent permitted by law to amend or supplement this request for payment in any respect; and (iv) expressly reserves the right to assert all claims, causes of action, defenses, offsets or counterclaims. Claimant expressly reserves all rights to cancel or rescind any and all of the agreements which are the subject of this request for payment.

WHEREFORE, Claimant respectfully requests that the Court enter an Order (i) granting Claimant an allowed administrative expense claim for any amounts arising after the Petition Date; (ii) requiring the Debtors to make payment of such claim in the ordinary course of business; and (iii) providing for such other relief that the Court deems just and proper.

Dated this 7th of September, 2010

By:

Michael S. Davis, Esq.

Zeichner Ellman & Krause LLP

575 Lexington Avenue

New York, New York 10022

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing Request and Application of Lexington Insurance Company, Commerce and Industry Insurance company, National Union Fire Insurance Company of Pittsburgh, PA, Chartis Specialty Insurance Company, Illinois National Insurance Company, and certain other affiliates of Chartis Inc. for Payment of Administrative Expense Claim has been served upon the parties herein by filing same via ECF this date

This 7th day of September, 2010

Michael W. Antonivich

DEBTORS' LIST

09-13764-jmp	Extended Stay Inc.
09-13765-jmp	ESA P Portfolio L.L.C. Fka: BRE/ESA Portfolio, LLC
09-13766-jmp	Homestead Village L.L.C Fka: BRE/Homestead Village, LLC
09-13767-jmp	ESA 2005 Portfolio L.L.C. Fka: BRE/ESA 2005 Portfolio, LLC
09-13768-jmp	ESA MD Beneficiary L.L.C. Aka/Fka: BRE/ESA MD Beneficiary, LLC
09-13769-jmp	ESA P Portfolio MD Trust Fka: BRE/ESA P. Portfolio MD Trust
09-13770-jmp	ESA 2005-San Jose L.L.C. Fka: BRE/ESA 2005-San Jose, LLc
09-13771-jmp	ESA MD Properties Business Trust Fka: BRE/ESA MD Properties Business Trust
09-13772-jmp	ESA P Portfolio MD Beneficiary L.L.C. Fka: BRE/ESA P. Portfolio MD Beneficiary, LLC
09-13773-jmp	ESA 2005- Waltham L.L.C. Fka: BRE/ESA 2005-Waltham, LLC
09-13774-jmp	ESA Canada Properties Trust Fka: BRE/ESA Canada Properties Trust
09-13775-jmp	ESA Acquisition Properties L.L.C. Fka: BRE/ESA Acquisition Properties, LLC
09-13776-jmp	ESA Canada Trustee Inc. Fka: BRE/ESA Canada Trustee, Inc.
09-13777-jmp	ESH/Homestead Mezz 5 L.L.C. Fka: BRE/Homestead Mezz 5, LLC
09-13778-jmp	ESH/Homestead Portfolio L.L.C. Fka: BRE/Homestead Portfolio, LLC

09-13779-jmp	ESA Canada Beneficiary Inc. Fka: BRE/ESA Canada Beneficiary, Inc.
09-13780-jmp	ESA Alaska L.L.C. Fka: BRE/ESA Alaska, LLC
09-13781-jmp	ESA P Mezz 5 L.L.C. Fka: BRE/ESA P. Mezz 5, LLc
09-13782-jmp	ESA UD Properties L.L.C.
09-13783-jmp	ESA 2007 Operating Lessee Inc. Fka: BRE/ESA 2007 Operating
09-13784-jmp	ESA Mezz 5 L.L.C. Fka: BRE/ESA Mezz 5, LLC
09-13785-jmp	ESA Canada Properties Borrower L.L.C. Fka: BRE/ESA Canada Properties Borrower, LLC
09-13786-jmp	ESH/HV Properties L.L.C. Fka: BRE/HV Properties, LLC
09-13787-jmp	ESA 2005 Operating Lessee Inc. Fka: BRE/ESA 2005 Operating Lessee, Inc.
09-13788-jmp	ESH/Homestead Mezz 6 L.L.C. Aka: BRE/Homestead Mezz 6, LLC
09-13789-jmp	ESA Operating Lessee Inc. Fka: BRE/ESA Operating Lessee, Inc.
09-13790-jmp	ESH/MSTX Property L.P. Fka: BRE/MSTX Property LP
09-13791-jmp	ESA FL Properties L.L.C. Fka: BRE/ESA FL Properties, LLC
09-13792-jmp	ESA P Mezz 6 L.L.C. Fka: BRE/ESA P. Mezz 6, LLC
09-13793-jmp	ESH/TN Properties L.L.C. Fka: BRE/TN Properties, LLC

09-13794-jmp	ESA MD Borrower L.L.C. Fka: BRE/ESA MD Borrower, LLC
09-13795-jmp	ESA P Portfolio Operating Lessee Inc. Fka: BRE/ESA P. Portfolio Operating Lessee, Inc.
09-13796-jmp	ESA Mezz 6 L.L.C. Fka: BRE/ESA Mezz 6, LLC
09-13797-jmp	ESA Business Trust Fka: BRE/ESA Business Trust
09-13798-jmp	ESA MN Properties L.L.C. Fka: BRE/ESA MN Properties, LLC
09-13799-jmp	ESA Management L.L.C.
09-13800-jmp	ESA P Portfolio Holdings L.L.C. Fka: BRE/ESA P. Portfolio Holdings, LLC
09-13801-jmp	ESH/Homestead Mezz 7 L.L.C. Fka: BRE/Homestead Mezz 7, LLC
09-13802-jmp	ESH/TX Properties L.P. Fka: BRE/TX Properties, LP
09-13803-jmp	ESA P Portfolio MD Borrower L.L.C. Fka: BRE/ESA P. Portfolio MD Borrower, LLC
09-13804-jmp	ESA Canada Operating Lessee Inc. Fka: BRE/ESA Canada Operating Lessee, Inc.
09-13805-jmp	ESH/Homestead Mezz L.L.C. Fka: BRE/Homestead Mezz, LLC
09-13806-jmp	ESA P Mezz 7 L.L.C. Fka: BRE/ESA P. Mezz 7, LLC
09-13807-jmp	ESA P Portfolio PA Properties L.L.C. Fka: BRE/ESA P. Portfolio PA Properties, LLC
09-13808-jmp	Extended Stay Hotels L.L.C.
09-13809-jmp	ESA P Portfolio TXNC Properties L.P. Fka: BRE/ESA P. Portfolio TXNC Properties, LP

09-13810-jmp	ESA Mezz 7 L.L.C. Fka: BRE/ESA Mezz 7, LLC
09-13811-jmp	ESA PA Properties L.L.C. Fka: BRE/ESA PA Properties, LLC
09-13812-jmp	ESH/Homestead Mezz 8 L.L.C. Fka: BRE/Homestead Mezz 8, LLC
09-13813-jmp	ESA P Mezz L.L.C. Fka: BRE/ESA P. Mezz, LLc
09-13814-jmp	ESA P Mezz 8 L.L.C.
09-13815-jmp	ESA Properties L.L.C. Fka: BRE/ESA Properties, LLC
09-13816-jmp	ESA Mezz L.L.C. Fka: BRE/ESA Mezz, Inc.
09-13817-jmp	ESA Mezz 8 L.L.C. Fka: BRE/ESA Mezz 8, LLC
09-13818-jmp	ESA TX Properties L.P. Aka: BRE/ESA TX Properties, LP
09-13819-jmp	ESH/Homestead Mezz 2 L.L.C. Fka: BRE/Homestead Mezz 2, LLC
09-13820-jmp	ESA P Mezz 2 L.L.C. Fka: BRE/ESA P. Mezz 2, LLC
09-13821-jmp	ESH/Homestead Mezz 9 L.L.C. Fka: BRE/Homestead Mezz 9, LLC
09-13822-jmp	ESA P Mezz 9 L.L.C.
09-13823-jmp	ESA Mezz 2 L.L.C. Fka: BRE/ESA Mezz 2, LLC
09-13824-jmp	ESA Mezz 9 L.L.C.
09-13825-jmp	ESH/Homestead Mezz 10 L.L.C. Fka: BRE/Homestead Mezz 10, LLC

09-13826-jmp	ESH/Homestead Mezz 3 L.L.C. Fka: BRE/Homestead Mezz 3, LLC
09-13827-jmp	ESA P Mezz 10 L.L.C.
09-13828-jmp	ESA P Mezz 3 L.L.C.
09-13829-jmp	ESA Mezz 10 L.L.C.
09-13830-jmp	ESA Mezz 3 L.L.C. Fka: BRE/ESA P. Mezz 3, LLC
09-13831-jmp	ESH/Homestead Mezz 4 L.L.C. Fka: BRE/Homestead Mezz 4, LLC
09-13832-jmp	ESA P Mezz 4 L.L.C. Fka: BRE/ESA P. Mezz 4, LLC
09-13833-jmp	ESA Mezz 4 L.L.C. Fka: BRE/ESA Mezz 4, LLC

				EXTENDED STAY, INC.			<u> </u>
				PETITION DATE: 6/15/2009			
	 		115	PDATED POLICY LIST DATE: 8/31/2	040		
				DATED POLICY LIST DATE: 8/31/2	1		
							
Policy#	Profit Center	Branch	MLOB	Insured Name	Writing Co.	Effective	Expires
00001283633	93 - PROPERT	39 - MIDWE	IM-P	EXTENDED STAY AMER	UNKNOWN	2006-05-01	2007-05-01
00004822756	04 - CORPORA	24 - CHARI	DO	EXTENDED STAY AMER	NUFICO OF PITTSBURGH PA	1995-12-13	1996-12-13
00008753099	93 - PROPERT		IM-P	EXTENDED STAY AMER	LEXINGTON INS. CO.	2004-05-01	2005-05-01
00008583499	04 - CORPORA	01 - NEW Y	DO	EXTENDED STAY AMERICA INC	NUFICO OF PITTSBURGH PA	1999-03-31	2002-03-31
00008583473	04 - CORPORA	01 - NEW Y	DO	EXTENDED STAY AMERICA INC	NUFICO OF PITTSBURGH PA	1999-03-31	2002-03-31
00005800691	04 - CORPORA		CAEX	EXTENDED STAY AMERICA INC	NUFICO OF PITTSBURGH PA	2003-03-31	2004-06-01
00005713756	04 - CORPORA	07 - ATLAN	DO	EXTENDED STAY AMERICA INC	NUFICO OF PITTSBURGH PA	2003-03-31	2004-06-01
00004902357	69 - FI ALL OTI	02 - CHICA	DO	EXTENDED STAY AMERICA INC	CHARTIS SPECIALTY INS. CO.	2005-01-31	2006-01-31
00004869364	04 - CORPORA	07 - ATLAN	DO	EXTENDED STAY AMERICA INC	NUFICO OF PITTSBURGH PA	1997-12-13	2000-12-13
00002142261	04 - CORPORA		DO	EXTENDED STAY AMERICA INC	NUFICO OF PITTSBURGH PA	2002-03-31	2003-03-31
00002142254	04 - CORPORA		DO	EXTENDED STAY AMERICA INC	NUFICO OF PITTSBURGH PA	2002-03-31	2003-03-31
00002142068	04 - CORPORA		FIDL	EXTENDED STAY AMERICA, INC.	NUFICO OF PITTSBURGH PA	2002-03-31	2003-03-31
00004844944	04 - CORPORA		DO	EXTENDED STAY AMERICA, INC.		1996-12-13	1997-12-13
00004609150	04 - CORPORA		DO	EXTENDED STAY AMERICA, INC.	NUFICO OF PITTSBURGH PA	2003-03-31	2004-12-31
00004869043	04 - CORPORA		DO	EXTENDED STAY AMERICA, INC.		1997-12-13	2002-03-31
00005713718	04 - CORPORA			EXTENDED STAY AMERICA, INC.		2003-03-31	2004-12-31
00008583282	04 - CORPORA		FIDL	EXTENDED STAY AMERICA, INC.	NUFICO OF PITTSBURGH PA	1999-03-31	2002-04-30
00008258595	93 - PROPERT		IM-P	EXTENDED STAY INC	LEXINGTON INS. CO.	2009-04-30	2010-04-30
00002023814	32 - EXCESS R		CAEX	EXTENDED STAY INC	COMM & IND. INS. CO.	2009-10-01	2010-10-01
00009406611	93 - PROPERT		IM-P	EXTENDED STAY INC.	LEXINGTON INS. CO.	2007-03-27	2008-03-27
00001283802	93 - PROPERT		IM-P	EXTENDED STAY INC.	LEXINGTON INS. CO.	2006-06-01	2007-03-01
00009406348	93 - PROPERT		IM-P	EXTENDED STAY INC., BRE/ HOM	LEXINGTON INS. CO.	2006-05-01	2007-05-01
00001283845	93 - PROPERT		IM-P	EXTENDED STAY, INC	LEXINGTON INS. CO.	2006-05-01	2007-05-01
00004335838	93 - PROPERT		IM-P	EXTENDED STAY, INC	LEXINGTON INS. CO.	2007-03-27	2008-03-27
00009665571	69 - FI ALL OTI		DO	EXTENDED STAY, INC.	CHARTIS SPECIALTY INS. CO.	2007-01-31	2008-01-31
00006476128	15 - SPECIALT		GL	EXTENDED STAY, INC.	NUFICO OF PITTSBURGH PA	2006-03-31	2007-03-31
00006258081	69 - FI ALL OTI		DO	EXTENDED STAY, INC.	CHARTIS SPECIALTY INS. CO.	2006-01-31	2007-01-31
00002681625	81 - EXCESS C			EXTENDED STAY, INC., ET. AL.	NUFICO OF PITTSBURGH PA	2004-06-30	2005-06-30
00004902235	04 - CORPORA		DO	BRE / HOMESTEAD VILLAGE LLC.		2005-01-31	2006-01-31
00009318332	04 - CORPORA	02 - CHICA	GL	BRE / HOMESTEAD VILLAGE, LLC	NUFICO OF PITTSBURGH PA	2004-01-31	2005-01-31

00009318325 04 - CORPORA 02 - CHICA DO BRE / HOMESTEAD VILLAGE, LLC NUFICO OF PITTSBURGH PA 2004-01-31 2005-01 2006-01 2006-01-31 2006-01 2006-01-31 2006-01 2006-01-31 2006-01 2006-01-31 2006-01 2006-01-31 2006-01 2006-01-31 2006-01 2006-01 2006-01 2006-01-31 2006-01
00009665524 39 - PRIVATE 02 - CHICA DO BRE/HOMESTEAD VILLAGE LL.C. NUFICO OF PITTSBURGH PA 2007-01-31 2008-01 2007-0
00009406348 93 - PROPERT 39 - MIDW IM-P EXTENDED STAY INC., BRE/ HOM LEXINGTON INS. CO. 2006-05-01 2007-0 2000-05-01 2007-0 2000-05-01 2007-0 2000-05-01 2007-0 2000-05-01 2007-0 2000-05-01 2007-0 2000-05-01 2007-0 2000-05-01 2007-0 2000-05-01 2007-0 2000-05-01 2007-0 2000-05-01 2007-0 2000-05-01 2007-0 2000-05-01 2007-0 2000-05-01 2007-0
00001052686 92 - CASUALT 39 - MIDW GL HOMESTEAD VILLAGE LEXINGTON INS. CO. 2001-11-20 2002-1 00001321603 92 - CASUALT 39 - MIDW GL HOMESTEAD VILLAGE INCORPOF LEXINGTON INS. CO. 2002-11-20 2003-1 0000213712 04 - CORPORA 02 - CHICA GL HOMESTEAD VILLAGE INCORPOF NUFICO OF PITTSBURGH PA 2003-01-31 2003-0 00002138556 04 - CORPORA 02 - CHICA DO HOMESTEAD VILLAGE INCORPOF CHARTIS CASUALTY CO. 2002-01-31 2003-0 00002138556 04 - CORPORA 02 - CHICA DO HOMESTEAD VILLAGE INCORPOF NUFICO OF PITTSBURGH PA 2001-11-20 2002-1 00002340233 04 - CORPORA 02 - CHICA FIDL HOMESTEAD VILLAGE INCORPOF NUFICO OF PITTSBURGH PA 2001-11-20 2002-1 00002340233 04 - CORPORA 02 - CHICA FIDL HOMESTEAD VILLAGE INCORPOF NUFICO OF PITTSBURGH PA 2002-11-20 2003-1 00002167714 04 - CORPORA 02 - CHICA DO HOMESTEAD VILLAGE INCORPOF NUFICO OF PITTSBURGH PA 2003-01-31 2004-0 00005497365 04 - CORPORA 02 - CHICA DO HOMESTEAD VILLAGE INCORPOF NUFICO OF PITTSBURGH PA 2003-01-31 2004-0 00002305854 81 - EXCESS C 02 - CHICA GLEX HOMESTEAD VILLAGE INCORPOF NUFICO OF PITTSBURGH PA 2003-11-20 2004-0 00002130895 81 - EXCESS C 02 - CHICA GLEX HOMESTEAD VILLAGE, INC. CHARTIS CASUALTY CO. 2002-06-30 2004-0 00002763630 68 - SB EXCES 52 - PHOEI GLEX HOMESTEAD VILLAGE, INC. CHARTIS SPECIALTY INS. CO. 2002-09-15 2003-0 00002765272 68 - SB EXCES 52 - PHOEI GLEX ESA PROPERTIES I LLC NUFICO OF PITTSBURGH PA 2008-08-24 2008-0 00002765272 68 - SB EXCES 52 - PHOEI CAEX ESA PROPERTIES I LLC NUFICO OF PITTSBURGH PA 2008-08-24 2008-0 4008-03 2004-04-04085 39 - PRIVATE 402 - CHICA DO HVM LLC NUFICO OF PITTSBURGH PA 2008-01-31 2009-04-04-04085 39 - PRIVATE 402 - CHICA DO HVM LLC ITS SUBSIDIARIES NUFICO OF PITTSBURGH PA 2006-01-31 2006-01-31 2006-01-31 2006-01-31 2006-01-31 2006-01-31 2006-01-31 2006-01-31 2006-01-31 2006-01-31 2006-01-31 2006-01-31 2006-01
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00002167712 04 - CORPORA 02 - CHICA GL HOMESTEAD VILLAGE INCORPOF NUFICO OF PITTSBURGH PA 2003-01-31 2003-01-0
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00023814173 92 - CASUALT 42 - SOUTH GL HVM L.L.C. LEXINGTON INSURANCE COMF 2009-01-31 2010-0

00014863496	63 - MIDDLE M 07 - ATLAN	IM-P	HVM L.L.C. & ITS SUBSIDIARIES	NATIONAL UNION FIRE INS.CO.	2009-01-31	2010-01-31
00015410730	05 - SPECIALT 07 - ATLAN	GL	HVM L L C	ILLINOIS NATIONAL INS CO	2010-01-31	2011-01-31
00099330653	15 - SPECIALT 07 - ATLAN	GL	HVM L L C	NATIONAL UNION FIRE INS.CO.	2010-01-31	2011-01-31
00020432540	92 - CASUALT\42 - SOUTH	GL	HVM L L C	LEXINGTON INSURANCE COMP	2010-01-31	2011-01-31
00015410846	39 - PRIVATE 407 - ATLAN	DO	HVM L L C	ILLINOIS NATIONAL INS CO	2010-01-31	2011-01-31
00015410801	39 - PRIVATE 407 - ATLAN	DO	HVMLLC	NATIONAL UNION FIRE INS.CO.	2010-01-31	2011-01-31
00015410774	63 - MIDDLE M 07 - ATLAN	FIDL	HVM L L C & ITS SUBSIDIARIES	NATIONAL UNION FIRE INS.CO.	2010-01-31	2011-01-31