

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

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

**ORDER PURSUANT TO SECTION 502(b)(9) OF THE
BANKRUPTCY CODE AND BANKRUPTCY RULE 3003(c)(3)
ESTABLISHING THE DEADLINE FOR FILING PROOFS OF CLAIM
AND APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the motion, dated October 28, 2009 (the "Motion"),¹ of Extended Stay Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the "Debtors"), for an order pursuant to section 502(b)(9) of the Bankruptcy Code and Bankruptcy Rule 3003(c)(3) (a) establishing (i) **January 15, 2010 at 5:00 p.m. (prevailing Eastern Time)** (the "Bar Date") as the last date and time for each person or entity (including without limitation, each individual, partnership, joint venture, corporation, estate, trust, and governmental unit (as defined in section 101(27) of the Bankruptcy Code)) to file a proof of claim ("Proof of Claim") against any Debtor to assert any claim (as defined in section 101(5) of the Bankruptcy Code) that arose prior to **June 15, 2009** (the "Commencement Date") and (ii) approving the form and manner of notice thereof (the "Notice Procedures"), all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and Standing Order M-61 of the United States District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the

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



relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the (i) U.S. Trustee, (ii) attorneys for the Creditors' Committee, and (iii) attorneys for TriMont Real Estate Advisors, Inc. (such entity or any successor thereto) (the "Special Servicer"), and it appearing that the Creditors' Committee, and Special Servicer have approved the relief requested in the Motion, and that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that the following procedures for filing Proofs of Claim are approved:

- (a) Unless otherwise provided herein, the deadline to file a Proof of Claim for each person or entity (including, without limitation, each individual, partnership, corporation, joint venture, estate, trust, and governmental unit (as defined in section 101(27) of the Bankruptcy Code)) to assert a claim (as defined in section 101(5) of the Bankruptcy Code) against any Debtor that arose prior to the Commencement Date is **January 15, 2010 at 5:00 p.m. (prevailing Eastern Time)**.
- (b) Proofs of Claim must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Commencement Date; (iii) conform substantially with the Proof of Claim Form or the Official Bankruptcy Form No. 10 ("Official Form 10");² (iv) specify the Debtor against which the Proof of Claim is filed; (v) set forth with specificity the legal and factual basis for the alleged claim; (vi) include supporting documentation or an explanation as to why documentation is not available; and (vii) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

² Official Form 10 can be found at http://www.uscourts.gov/bkforms/bankruptcy_forms.html#official, the Official Website for the United States Bankruptcy Courts, and KCC's website at www.kccllc.net/extendedstay.

- (c) If a claimant asserts a claim against more than one Debtor, the claimant must file a separate Proof of Claim against each Debtor; **provided, however,** that (i) if any holder of a claim with respect to the Mortgage Debt (as defined in the Declaration of Joseph Teichman Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of First-Day Motions and Applications (the “Teichman Declaration”) dated June 15, 2009 [Docket No. 3]) files a Proof of Claim against any Mortgage Borrower (as defined in the Teichman Declaration), such Proof of Claim shall be deemed to be filed against all the Mortgage Borrowers (as defined in the Teichman Declaration), (ii) any holder of debt (a “Mezz Debt Holder”) based on a Mezzanine Loan (as defined in the Teichman Declaration) may file a consolidated proof of claim against one or more of the Debtors, so long as such proof of claim clearly identifies (a) against which Debtor or Debtors the claim is asserted, and (b) the amount of the Mezz Debt Holder’s claim against each Debtor; and (iii) Wachovia Bank, N.A. as agent (the “Agent”) for the Mezzanine Loan is authorized, but not required to file one proof of claim for all of the Mezz Debt Holders so long as such proof of claim clearly identifies (a) against which Debtor or Debtors the claim is asserted, and (b) the amount of the claim asserted by each Mezz Debt Holder against each Debtor. Neither the Mezz Debt Holders nor the Agent shall be required to file a copy of the Mezzanine Loan Agreement(s) as part of the Proof of Claim, provided that each Mezz Debt Holder and/or the Agent makes its respective Mezzanine Loan Agreement(s) available upon the Debtors’ request.
- (d) Consistent with Bankruptcy Rule 3003(c)(5), Manufacturers and Traders Trust Company as Indenture Trustee (in its capacity as the “Indenture Trustee”) for the 9 7/8% Senior Subordinated Notes due 2011 (the “Subordinated Notes”) is authorized and entitled, in its sole discretion, to file one Proof of Claim, on behalf of all of the holders of the Subordinated Notes.
- (e) Proofs of Claim shall be deemed timely filed only if the Proofs of Claim are **actually received** by the Debtors’ notice and claims agent, Kurtzman Carson Consultants, LLC (“KCC”), or by the Court on or before the Bar Date at the following addresses:

If by mail:

Extended Stay Claims Processing Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245

If by hand delivery:

United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 534
New York, New York 10004-1408

-or-

Extended Stay Claims Processing Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245

- (f) Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission will **not** be accepted.
- (g) Any person or entity (including, without limitation, each individual, partnership, corporation, joint venture, estate, trust, and governmental unit) that holds a claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (i) the Bar Date or (ii) the date that is **forty-five (45) days** following the effective date of such rejection or be forever barred from doing so.
- (h) In the event the Debtors amend their Schedules to (i) designate a claim as disputed, contingent, unliquidated, or undetermined, (ii) change the amount of a claim reflected therein, or (iii) add a claim that was not listed on the Schedules, the Debtors shall notify the affected claimant of the amendment. The affected claimant must file a Proof of Claim on account of any such claim by the later of (i) the Bar Date or (ii) the date that is **thirty (30) days** after the Debtors provide notice of the amendment or be forever barred from doing so.
- (i) The following persons or entities are **not** required to file a Proof of Claim on or before the Bar Date:
 - 1. any person or entity whose claim is listed on the Schedules and (i) whose claim is **not** described as “disputed,” “contingent,” or “unliquidated,” (ii) who does **not** dispute the amount, nature, or priority of the claim set forth in the Schedules, **and** (iii) who does **not** dispute that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
 - 2. any person or entity that holds an interest in the Debtors, which interest is based exclusively upon the ownership of common or

preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; **provided, however**, that interest holders that wish to assert claims (as opposed to ownership interests) against the Debtors that arise out of or relate to the ownership or purchase of an interest, including claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the Bar Date, unless another exception identified herein applies;

3. any person or entity whose claim has been paid in full by the Debtors;
 4. any holder of a claim allowable as an administrative expense under sections 503(b) and 507(a)(2);
 5. any person or entity that holds a claim that has been allowed by an order of this Court entered on or before the Bar Date;
 6. any holder of a claim for which a separate deadline is fixed by this Court;
 7. any Debtor in these cases, to the extent it has a claim against another Debtor;
 8. any affiliate or wholly-owned subsidiary of any Debtor that has a claim against a Debtor;
 9. any holder of a claim who has already properly filed a Proof of Claim with the Clerk of the Court or KCC against the Debtors using a claim form which substantially conforms to the Proof of Claim Form; and
 10. pursuant to the Final Order (A) Authorizing Use of Cash Collateral, (B) Granting Adequate Protection, and (C) Modifying the Automatic Stay (the “Final Cash Collateral Order”) dated July 23, 2009 [Docket No. 205], the Trust, Successor Trustee, the Special Servicer, the Mortgage Debt Parties and the master servicer (all as defined in the Final Cash Collateral Order) to the extent of any claim relating to the Mortgage Debt or arising under or in connection with any Mortgage Loan Document (as defined in the Final Cash Collateral Order).
- (j) Any person or entity that relies on the Schedules has the responsibility to determine that the claim is accurately listed in the Schedules; and it is further

ORDERED that, pursuant to Bankruptcy Rule 3003(c)(2), any holder of a claim against the Debtors that is required to but fails to file a proof of such claim in accordance with this Order on or before the Bar Date shall (a) be barred, estopped, and enjoined from asserting such claim against the Debtors and their estates (or filing a Proof of Claim with respect thereto) and (b) not be permitted to vote to accept or reject any chapter 11 plan filed in these chapter 11 cases, participate in any distribution in the Debtors' chapter 11 cases on account of such claim, or receive further notices regarding such claim, and the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to such claim; and it is further

ORDERED that nothing contained in this Order shall affect the determination of whether Certificate Holders (as defined in the Final Cash Collateral Order) hold claims against any of the Debtors, are parties-in-interest in these chapter 11 cases or are otherwise entitled to vote on any plan or plans of reorganization relating to the Debtors with the rights and objections of all parties reserved with respect thereto; and it is further

ORDERED that the form Proof of Claim, attached hereto as Exhibit 1 (the "Proof of Claim Form"), and the proposed notice of the Bar Date, attached hereto as Exhibit 2 (the "Bar Date Notice") are hereby approved; and it is further

ORDERED that the following Notice Procedures are hereby approved:

- (k) At least **thirty-five (35) days** prior to the Bar Date, the Debtors shall cause to be served via first-class mail (i) the Bar Date Notice and (ii) the Proof of Claim Form to the following parties:
1. the U.S. Trustee;
 2. counsel to the Creditors' Committee;
 3. all known holders of claims listed on the Schedules at the addresses stated therein;

4. all parties known to the Debtors as having potential claims against the Debtors' estates;
 5. all counterparties to the Debtors' executory contracts and unexpired leases listed on the Schedules at the addresses stated therein;
 6. all parties to litigation with the Debtors;
 7. in accordance with Bankruptcy Rule 2002(j), the Internal Revenue Service, the United States Attorney's Office for the Southern District of New York, and all applicable government entities;
 8. all parties who have requested notice pursuant to Bankruptcy Rule 2002; and
 9. such additional persons and entities as deemed appropriate by the Debtors (collectively, the "Notice Parties").
- (l) At least **twenty-five (25) days** prior to the Bar Date, the Debtors shall publish the Bar Date Notice, with any modifications necessary for ease of publication, once in *The Wall Street Journal* (National Edition).
- (m) The Debtors shall also post the Proof of Claim Form and Bar Date Notice on KCC's website at www.kccllc.net/extendedstay; and it is further

ORDERED that notice of the entry of this Order and of the Bar Date, respectively, shall be deemed good, adequate, and sufficient notice if it is served by deposit in the United States mail, first class postage prepaid, on or before December 4, 2009; and it is further

ORDERED that with regard to those holders of claims listed on the Schedules, the Debtors shall mail one or more Proof of Claim Forms (as appropriate), indicating on the form how the Debtors have scheduled such creditor's claim in the Schedules (including the identity of the Debtor, the amount of the claim and whether the claim has been scheduled as contingent, unliquidated, or disputed; and it is further

ORDERED that the Debtors and KCC are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED that nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offsets or defenses to any claim reflected in the Schedules; and it is further

ORDERED that entry of this Order is without prejudice to (a) the Debtors' rights and defenses with respect to any Proof of Claim, including, among other things, the right to object to any Proof of Claim on any grounds and (b) the Debtors' right to seek a further order of this Court fixing the date by which holders of claims not subject to the Bar Date established herein must file such claims against the Debtors or be barred from doing so; and it is further

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

Dated: New York, New York
November 19, 2009

s/ James M. Peck
Honorable James M. Peck
United States Bankruptcy Judge

Exhibit 1

Proof of Claim Form

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

PROOF OF CLAIM

Name of Debtor:

Case Number:

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property):

Check this box to indicate that this claim amends a previously filed claim.

Name and address where notices should be sent:

Court Claim Number: _____
(If known)

Telephone number:

Filed on: _____

Name and address where payment should be sent (if different from above):

Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Telephone number:

Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ _____

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim.

Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).

2. Basis for Claim: _____
(See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: _____

Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier – 11 U.S.C. §507 (a)(4).

Contributions to an employee benefit plan – 11 U.S.C. §507 (a)(5).

Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. §507 (a)(7).

Taxes or penalties owed to governmental units – 11 U.S.C. §507 (a)(8).

Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(____).

Amount entitled to priority:

\$ _____

*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: Real Estate Motor Vehicle Other
Describe:

Value of Property: \$ _____ **Annual Interest Rate** ____%

Amount of arrearage and other charges as of time case filed included in secured claim,

if any: \$ _____ **Basis for perfection:** _____

Amount of Secured Claim: \$ _____ **Amount Unsecured:** \$ _____

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED BY CLAIMS AGENT AFTER SCANNING.

If the documents are not available, please explain:

DATE:

Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

FOR COURT USE ONLY

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care foods or services, limit the disclosure of the foods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files and objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien

documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the debtor that arose on or before the date of the bankruptcy filing. See 11 U.S.C. § 101 (10)

Claim

A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form at one of the following addresses:

If by mail or hand delivery:
Extended Stay Claims Processing Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245

If by hand delivery:
United States Bankruptcy Court, SDNY
One Bowling Green, Rm 534
New York, NY 10004-1408

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

INFORMATION

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may view your claim information by visiting the website of the Claims Agent at www.kccllc.net/extendedstay.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the fact value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

Exhibit 2

Bar Date Notice

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST
ANY OF THE DEBTORS SET FORTH ON THE LIST ATTACHED TO THIS NOTICE:

PLEASE TAKE NOTICE THAT, on November 19, 2009, the United States Bankruptcy Court for the Southern District of New York (the "Court"), having jurisdiction over the chapter 11 cases of Extended Stay, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-referenced chapter 11 cases (collectively, the "Debtors"), entered an order (the "Bar Date Order") establishing **January 15, 2010, at 5:00 p.m. (prevailing Eastern Time)** as the last date and time for each person or entity (including, without limitation, each individual, partnership, corporation, joint venture, estate, trust, and governmental unit) to file a proof of claim ("Proof of Claim") based on prepetition claims against the Debtors (the "Bar Date").

The Bar Date Order, the Bar Date and the procedures set forth below for the filing of Proofs of Claim apply to all claims against the Debtors (other than those set forth below as being specifically excluded) that arose prior to **June 15, 2009** (the "Commencement Date"), the date the Debtors commenced their cases under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). A list of all Debtors and their respective case numbers is attached to this notice.

A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a Proof of Claim to vote on a chapter 11 plan filed by the Debtors or to share in the Debtors' estate if you have a claim that arose prior to the Commencement Date, and it is not one of the other types of claims described in Section 2 below. Acts or omissions of the Debtors that arose before the Commencement Date may give rise to claims against the Debtors that must be filed by the Bar Date, notwithstanding that such claims may not have matured or become fixed or liquidated or certain prior to the Commencement Date.

Pursuant to section 101(5) of the Bankruptcy Code and as used herein, the word "claim" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

2. WHO NEED NOT FILE A PROOF OF CLAIM

You need not file a Proof of Claim if:

- (1) Your claim is listed on the Debtors' Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "Schedules") and (i) is not described as "disputed," "contingent," or "unliquidated," (ii) you do not dispute the amount, nature, or priority of the claim set forth in the Schedules, and (iii) you do not dispute that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;

- (2) You hold an interest in the Debtors, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; provided, however, that parties holding such ownership interest who wish to assert claims (as opposed to ownership interests) against the Debtors that arise out of or relate to the ownership or purchase of an interest, including claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the Bar Date, unless another exception identified herein applies;
- (3) Your claim has been paid in full by the Debtors;
- (4) You hold a claim allowable as an administrative expense under sections 503(b) and 507(a)(2) of the Bankruptcy Code;
- (5) You hold a claim that has been allowed by an order of this Court entered on or before the Bar Date;
- (6) You hold a claim for which a separate deadline is fixed by this Court (whereupon you will be required to file a Proof of Claim by that separate deadline);
- (7) You are a Debtor in these cases, to the extent you have a claim against another Debtor;
- (8) You are an affiliate or wholly-owned subsidiary of any Debtor and have a claim against a Debtor;
- (9) You hold a claim for which you have already properly filed a Proof of Claim with the Clerk of the Court or the Debtors' notice and claims agent, Kurtzman Carson Consultants, LLC ("KCC"), against the Debtors using a claim form which substantially conforms to the Proof of Claim Form; or
- (10) You are the Trust, Successor Trustee, the Special Servicer, the Mortgage Debt Parties or the master servicer (all as defined in the Final Order (A) Authorizing Use of Cash Collateral, (B) Granting Adequate Protection, and (C) Modifying the Automatic Stay (the "Final Cash Collateral Order") dated July 23, 2009 [Docket No. 205]), to the extent you hold a claim relating to the Mortgage Debt or arising under or in connection with any Mortgage Loan Document (as defined in the Final Cash Collateral Order).

If your claim falls within any of the above categories, your rights as the holder of such claim will be preserved without you filing of a Proof of Claim. Any other person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust, and governmental unit) must file a Proof of Claim, as described herein, before the Bar Date.

THIS NOTICE IS BEING SENT TO MANY PERSONS OR ENTITIES THAT HAVE HAD SOME RELATIONSHIP WITH OR HAVE DONE BUSINESS WITH THE DEBTORS BUT MAY NOT HAVE AN UNPAID CLAIM AGAINST THE DEBTORS. THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS.

3. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Any person or entity holding a claim arising from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (i) the Bar Date and (ii) the date that is forty-five (45) days following the effective date of such rejection or be forever barred from doing so.

4. WHEN AND WHERE TO FILE

All Proofs of Claim must be filed so as to be **actually received** on or before the Bar Date at the following address:

If by mail:

Extended Stay Claims Processing Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245

If by hand delivery:

United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 534
New York, New York 10004-1408

-or-

Extended Stay Claims Processing Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245

Proofs of Claim will be deemed timely filed only if **actually received** by KCC, or by the Court on or before the Bar Date. Proofs of Claim may **not** be delivered by facsimile, telecopy, or electronic mail transmission.

5. WHAT TO FILE

If you file a Proof of Claim, your filed Proof of Claim must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Commencement Date; (iii) conform substantially with the form attached to this Notice (the "Proof of Claim Form"); (iv) specify the Debtor against which the Proof of Claim is filed; (v) set forth with specificity the legal and factual basis for the alleged claim; (vi) include supporting documentation or an explanation as to why documentation is not available; and (vii) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

If you are asserting a claim against more than one Debtor, separate Proofs of Claim must be filed against each Debtor and all holders of claims must identify on their Proof of Claim the specific Debtor against which their claim is asserted and the case number of that Debtor's bankruptcy case. However, if you (i) file a Proof of Claim asserting a claim with respect to the \$4.1 billion Mortgage Debt arising under that certain Loan Agreement, dated as of June 11, 2007 against any Mortgage Borrower, such Proof of Claim shall be deemed to be filed against all the Mortgage Borrowers, (ii) are a holder (a "Mezz Debt Holder") holding a claim arising from the aggregate \$3.3 billion Mezzanine Debt issued under the Mezzanine Loan Agreements, dated as of June 11, 2007, you may file a consolidated proof of claim clearly identifying (a) against which Debtor or Debtors the claim is asserted and (b) the amount of the Mezz Debt Holder's claim against each Debtor; and (iii) are Wachovia Bank, N.A. as agent (the "Agent") for the Mezzanine Loan, you are authorized, but not required to file one proof of claim for all of the Mezz Debt Holders so long as such proof of claim clearly identifies (a) against which Debtor or Debtors the claim is asserted, and (b) the amount of the claim asserted by each Mezz Debt Holder against each Debtor. Neither the Mezz Debt Holders nor the Agent shall be required to file a copy of the Mezzanine Loan Agreement(s) as part of the Proof of Claim, provided that each Mezz Debt Holder and/or the Agent makes its respective Mezzanine Loan Agreement(s) available upon the Debtors' request.

A list of the names of the Debtors and their case numbers is attached to this notice.

Additional Proof of Claim forms may be obtained at www.uscourts.gov/bkforms/ or KCC's website at www.kccllc.net/extendedstay.

YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH YOUR CLAIM IS BASED. IF THE DOCUMENTS ARE VOLUMINOUS, YOU MUST ALSO ATTACH A SUMMARY.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE

Except with respect to claims of the type set forth in Section 2 above, any creditor who fails to file a Proof of Claim on or before the Bar Date in the appropriate form for any claim such creditor holds or wishes to assert against the Debtors, will be barred from asserting such claim against the Debtors and their estates, and the holder of such claim shall not be permitted to vote on any chapter 11 plan or participate in any distribution in the Debtors' chapter 11 cases on account of such claim.

However, nothing contained in the Bar Date Order shall affect the determination of whether Certificate Holders (as defined in the Final Cash Collateral Order) hold claims against any of the Debtors, are parties-in-interest in these chapter 11 cases or are otherwise entitled to vote on any plan or plans of reorganization relating to the Debtors.

7. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against the Debtors in the Schedules. If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules; however, you may rely on the enclosed form, which lists your claim as scheduled, identifies the Debtor against which it is scheduled, and specifies whether the claim is disputed, contingent, or unliquidated.

As set forth above, if you agree with the nature, amount, and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the specified Debtor, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, or if you decide, to file a proof of claim, you must do so before the Bar Date in accordance with the procedures set forth in this notice.

Copies of the Schedules may be examined by interested parties on the Court's electronic docket for the Debtors' chapter 11 cases, which is posted on the Internet at www.nysb.uscourts.gov (a PACER login and password are required and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov) and at www.kccllc.net/extendedstay. Copies of the Schedules may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (prevailing Eastern Time), Monday through Friday at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004. Copies of the Debtors' Schedules may also be obtained by written request to the Debtors claims agent at the address set forth below:

Extended Stay Claims Processing Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245

In the event the Debtors amend their Schedules to (i) designate a claim as disputed, contingent, unliquidated, or undetermined, (ii) change the amount of a claim reflected therein, or (iii) add a claim that was not listed on the Schedules, you will be notified if your claim is affected. If your claim is affected, you must file a Proof of Claim on account of any such claim by the later of (i) the Bar Date or (ii) the date that is thirty (30) days after the Debtors provide notice of the amendment or be forever barred from doing so.

A holder of a possible claim against the Debtors should consult its own attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.

DATED: November 19, 2009
New York, New York

BY ORDER OF THE COURT

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

Attorneys for Debtors and
Debtors in Possession

List of Debtors

| | Debtor | Case Number |
|----|--|--------------------|
| 1. | Extended Stay Inc. | 09-13764 |
| 2. | ESA P Portfolio L.L.C. f/k/a BRE/ESA P Portfolio L.L.C. | 09-13765 |
| 3. | ESA 2005 Portfolio L.L.C. f/k/a BRE/ESA 2005 Portfolio L.L.C. | 09-13767 |
| 4. | ESA 2005-San Jose L.L.C. f/k/a BRE/ESA 2005-San Jose L.L.C. | 09-13770 |
| 5. | ESA 2005-Waltham L.L.C. f/k/a BRE/ESA 2005-Waltham L.L.C. | 09-13773 |
| 6. | ESA Acquisition Properties L.L.C. f/k/a BRE/ESA Acquisition Properties L.L.C. | 09-13775 |
| 7. | ESA Alaska L.L.C. f/k/a BRE/ESA Alaska L.L.C. | 09-13780 |
| 8. | ESA Canada Properties Borrower L.L.C. f/k/a BRE/ESA Canada Properties Borrower L.L.C. | 09-13785 |
| 9. | ESA FL Properties L.L.C. f/k/a BRE/ESA FL Properties L.L.C. | 09-13791 |
| 10 | ESA MD Borrower L.L.C. f/k/a BRE/ESA MD Borrower L.L.C. | 09-13794 |
| 11 | ESA MN Properties L.L.C. f/k/a BRE/ESA MN Properties L.L.C. | 09-13798 |
| 12 | ESA P Portfolio MD Borrower L.L.C. f/k/a BRE/ESA P Portfolio MD Borrower L.L.C. | 09-13803 |
| 13 | ESA P Portfolio PA Properties L.L.C. f/k/a BRE/ESA P Portfolio PA Properties L.L.C. | 09-13807 |
| 14 | ESA P Portfolio TXNC Properties L.P. f/k/a BRE/ESA P Portfolio TXNC Properties L.P. | 09-13809 |
| 15 | ESA PA Properties L.L.C. f/k/a BRE/ESA PA Properties L.L.C. | 09-13811 |
| 16 | ESA Properties L.L.C. f/k/a BRE/ESA Properties L.L.C. | 09-13815 |
| 17 | ESA TX Properties L.P. f/k/a BRE/ESA TX Properties L.P. | 09-13818 |
| 18 | ESH/Homestead Portfolio L.L.C. f/k/a BRE/Homestead Portfolio L.L.C. | 09-13778 |
| 19 | ESH/HV Properties L.L.C. f/k/a BRE/HV Properties L.L.C. | 09-13786 |
| 20 | ESH/MSTX Property L.P. f/k/a BRE/MSTX Property L.P. | 09-13790 |
| 21 | ESH/TN Properties L.L.C. f/k/a BRE/TN Properties L.L.C. | 09-13793 |
| 22 | ESH/TX Properties L.P. f/k/a BRE/TX Properties L.P. | 09-13802 |
| 23 | ESH/Homestead Mezz L.L.C. f/k/a BRE/Homestead Mezz L.L.C. | 09-13805 |
| 24 | ESA P Mezz L.L.C. f/k/a BRE/ESA P Mezz L.L.C. | 09-13813 |
| 25 | ESA Mezz L.L.C. f/k/a BRE/ESA Mezz L.L.C. | 09-13816 |
| 26 | ESH/Homestead Mezz 2 L.L.C. | 09-13819 |

| | Debtor | Case Number |
|----|--|--------------------|
| | f/k/a BRE/Homestead Mezz 2 L.L.C. | |
| 27 | ESA P Mezz 2 L.L.C. f/k/a BRE/ESA P Mezz 2 L.L.C. | 09-13820 |
| 28 | ESA Mezz 2 L.L.C. f/k/a BRE/ESA Mezz 2 L.L.C. | 09-13823 |
| 29 | ESH/Homestead Mezz 3 L.L.C. f/k/a BRE/Homestead Mezz 3 L.L.C. | 09-13826 |
| 30 | ESA P Mezz 3 L.L.C. f/k/a BRE/ESA P Mezz 3 L.L.C. | 09-13828 |
| 31 | ESA Mezz 3 L.L.C. f/k/a BRE/ESA Mezz 3 L.L.C. | 09-13830 |
| 32 | ESH/Homestead Mezz 4 L.L.C. f/k/a BRE/Homestead Mezz 4 L.L.C. | 09-13831 |
| 33 | ESA P Mezz 4 L.L.C. f/k/a BRE/ESA P Mezz 4 L.L.C. | 09-13832 |
| 34 | ESA Mezz 4 L.L.C. f/k/a BRE/ESA Mezz 4 L.L.C. | 09-13833 |
| 35 | ESH/Homestead Mezz 5 L.L.C. f/k/a BRE/Homestead Mezz 5 L.L.C. | 09-13777 |
| 36 | ESA P Mezz 5 L.L.C. f/k/a BRE/ESA P Mezz 5 L.L.C. | 09-13781 |
| 37 | ESA Mezz 5 L.L.C. f/k/a BRE/ESA Mezz 5 L.L.C. | 09-13784 |
| 38 | ESH/Homestead Mezz 6 L.L.C. f/k/a BRE/Homestead Mezz 6 L.L.C. | 09-13788 |
| 39 | ESA P Mezz 6 L.L.C. f/k/a BRE/ESA P Mezz 6 L.L.C. | 09-13792 |
| 40 | ESA Mezz 6 L.L.C. f/k/a BRE/ESA Mezz 6 L.L.C. | 09-13796 |
| 41 | ESH/Homestead Mezz 7 L.L.C. f/k/a BRE/Homestead Mezz 7 L.L.C. | 09-13801 |
| 42 | ESA P Mezz 7 L.L.C. f/k/a BRE/ESA P Mezz 7 L.L.C. | 09-13806 |
| 43 | ESA Mezz 7 L.L.C. f/k/a BRE/ESA Mezz 7 L.L.C. | 09-13810 |
| 44 | ESH/Homestead Mezz 8 L.L.C. f/k/a BRE/Homestead Mezz 8 L.L.C. | 09-13812 |
| 45 | ESA P Mezz 8 L.L.C. | 09-13814 |
| 46 | ESA Mezz 8 L.L.C. f/k/a BRE/ESA Mezz 8 L.L.C. | 09-13817 |
| 47 | ESH/Homestead Mezz 9 L.L.C. f/k/a BRE/Homestead Mezz 9 L.L.C. | 09-13821 |
| 48 | ESA P Mezz 9 L.L.C. | 09-13822 |
| 49 | ESA Mezz 9 L.L.C. | 09-13824 |
| 50 | ESH/Homestead Mezz 10 L.L.C. f/k/a BRE/Homestead Mezz 10 L.L.C. | 09-13825 |
| 51 | ESA P Mezz 10 L.L.C. | 09-13827 |
| 52 | ESA Mezz 10 L.L.C. | 09-13829 |
| 53 | Homestead Village L.L.C. f/k/a BRE/Homestead Village L.L.C. | 09-13766 |
| 54 | ESA MD Beneficiary L.L.C. f/k/a BRE/ESA MD Beneficiary L.L.C. | 09-13768 |

| | Debtor | Case Number |
|----|--|--------------------|
| 55 | ESA P Portfolio MD Trust f/k/a BRE/ESA P Portfolio MD Trust | 09-13769 |
| 56 | ESA MD Properties Business Trust f/k/a BRE/ESA MD Properties Business Trust | 09-13771 |
| 57 | ESA P Portfolio MD Beneficiary L.L.C. f/k/a BRE/ESA P Portfolio MD Beneficiary L.L.C. | 09-13772 |
| 58 | ESA Canada Properties Trust f/k/a BRE/ESA Canada Properties Trust | 09-13774 |
| 59 | ESA Canada Trustee Inc. f/k/a BRE/ESA Canada Trustee Inc. | 09-13776 |
| 60 | ESA Canada Beneficiary Inc. f/k/a BRE/ESA Canada Beneficiary Inc. | 09-13779 |
| 61 | ESA UD Properties L.L.C. | 09-13782 |
| 62 | ESA 2007 Operating Lessee Inc. f/k/a BRE/ESA 2007 Operating Lessee Inc. | 09-13783 |
| 63 | ESA 2005 Operating Lessee Inc. f/k/a BRE/ESA 2005 Operating Lessee Inc. | 09-13787 |
| 64 | ESA Operating Lessee Inc. f/k/a BRE/ESA Operating Lessee Inc. | 09-13789 |
| 65 | ESA P Portfolio Operating Lessee Inc. f/k/a BRE/ESA P Portfolio Operating Lessee Inc. | 09-13795 |
| 66 | ESA Business Trust f/k/a BRE/ESA Business Trust | 09-13797 |
| 67 | ESA Management L.L.C. | 09-13799 |
| 68 | ESA P Portfolio Holdings L.L.C. f/k/a BRE/ESA P Portfolio Holdings L.L.C. | 09-13800 |
| 69 | ESA Canada Operating Lessee Inc. f/k/a BRE/ESA Canada Operating Lessee Inc. | 09-13804 |
| 70 | Extended Stay Hotels L.L.C. | 09-13808 |