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6
7 Bankruptcy Counsel for eStyle, Inc.,
Debtor and Debtor in Possession
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9

10 **UNITED STATES BANKRUPTCY COURT**
11 **CENTRAL DISTRICT OF CALIFORNIA, LOS ANGELES DIVISION**

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13 In re
14 ESTYLE, INC., a Delaware corporation,
dba babystyle, Cadeau and Cadeau
15 Designs,

16 Debtor.
17

18
19 Tax Id # 95-4712564
20
21

Case No. 2:08-bk-13518-SB

Chapter 11

**NOTICE OF APPLICATION BY DEBTOR IN
POSSESSION FOR APPROVAL OF
EMPLOYMENT OF INVESTMENT BANKER
(ALEXANDER B. KASDAN COMPANY
LIMITED)**

DATE: [No Hearing Required]

TIME: [No hearing Required]

PLACE: U.S. Bankruptcy Court
Courtroom 1575

255 East Temple Street
Los Angeles, CA 90012

22 **TO ALL INTERESTED PARTIES:**

23 **PLEASE TAKE NOTICE** as follows:

24 1. eStyle, Inc. (the "Debtor" or "Applicant"), debtor and debtor in
25 possession in the above-captioned chapter 11 case, has filed an application (the
26 "Application") requesting the Court's approval of the Debtor's employment of Alexander
27 B. Kasdan Company Limited ("ABKC"), as its investment banker.
28

1 2. The Debtor is in the process of developing and evaluating a business
2 plan that could serve as the basis for a Chapter 11 plan of reorganization providing for a
3 restructuring of the Debtor's debts, equity interests, and business operations. The Debtor
4 is also in the process of evaluating liquidation alternatives and the potential sale of the
5 Debtor's business or its assets, or an investment in, or loan to, the Debtor that might
6 serve as the basis for a plan of reorganization in this case. In order to adequately
7 evaluate and potentially implement a sale or financing transaction(s) that might serve as
8 the basis for a plan of reorganization in this case, the Debtor requires the assistance of a
9 qualified investment banker.

10 3. Subject to Court approval, the Debtor has engaged ABKC to act as
11 its investment banker in connection with the review of strategic and financial alternatives,
12 including the potential sale of the Debtor or its assets, or an investment in, or loan to, the
13 Debtor that could serve as the basis for a chapter 11 plan in this case. The Debtor
14 believes that ABKC has the appropriate qualifications, expertise, and experience required
15 by the Debtor in this case. A true and correct copy of the engagement agreement (the
16 "Agreement") entered by the Debtor, subject to Court approval, with ABKC is attached to
17 the Application as Exhibit 1.

18 4. Pursuant to the Agreement, ABKC, if so requested by the Debtor,
19 will:

- 20 a. Assist the Debtor in preparing materials for use with potential
21 acquirors, lenders, or investors;
- 22 b. Work with the Debtor to identify and contact selected potential
23 acquirors of the Debtor or its assets and/or investors in or
24 lenders to the Debtor, in addition to those with whom the
25 Debtor has already been in discussion;
- 26 c. Assist the Debtor in implementing a marketing plan and
27 responding to inquiries from potential acquirors, investors, and
28 lenders;

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- d. Assist in the due diligence process and the preparation of data to be provided to interested parties;
- e. Assist the Debtor in structuring and negotiating potential transaction(s);
- f. Review documents relating to potential transaction(s);
- g. Coordinate due diligence and other matters with other professional advisors, including legal counsel, involved in potential transaction(s);
- h. Assist with the closing process in connection with any transaction; and
- i. Provide such other investment banking advisory services as may be reasonably requested by the Debtor.

5. As set forth in the Agreement, the Debtor has agreed to pay ABKC, subject to authorization of the Court, as follows:

- a. Advisory Fees. The Debtor shall pay to ABKC (i) a one-time advisory fee in the amount of \$25,000, payable upon approval of the Agreement by the Court, and (ii) monthly advisory fees in the amount of \$25,000 per month, subject to Court approval, payable on the first day of each month, starting June 1, 2008, for a period of three months (June, July and August 2008), unless extended by written agreement of the parties and approved by the Court.
- b. Transaction Fees. If a Transaction (as defined in the Agreement) with any identified Party (as defined in the Agreement) is consummated during the term of ABKC's engagement, or a Transaction with an Identified Party is consummated within a period of 12 months after the termination thereof, the Debtor shall pay or cause to be paid

1 to ABKC concurrently with the closing of the transaction, a fee
2 in the sum of 5% of the Consideration (as defined in the
3 Agreement) paid, loaned or invested in the Transaction.

4 6. The complete terms of ABKC's retention are set forth in the
5 Agreement attached to the Application as Exhibit 1.

6 7. Pursuant to the Application, the Debtor seeks approval of the
7 Agreement, in accordance with the terms thereof, pursuant to 11 U.S.C. § 328(a).

8 8. The Debtor believes that the proposed terms of the Agreement are
9 reasonable and appropriate under the circumstances and believes that it is in the best
10 interests of the Debtor, the estate, and creditors that the Debtor receive the benefit of the
11 investment banking services to be provided by ABKC under the Agreement in order, at a
12 minimum, to be able to more fully and expeditiously evaluate the potential alternatives
13 available to the Debtor with respect to the resolution of this case.

14 9. If you have not received a copy of the Application and wish to
15 receive one, you may obtain a copy by requesting it from the Debtor's bankruptcy
16 counsel, SulmeyerKupetz, 333 South Hope Street, 35th Floor, Los Angeles, California
17 90071; Telephone (213) 626-2311; Fax (213) 629-4520; email:
18 dperez@sulmeyerlaw.com; Attn: Debbie Perez. The Application will be promptly
19 provided upon request.

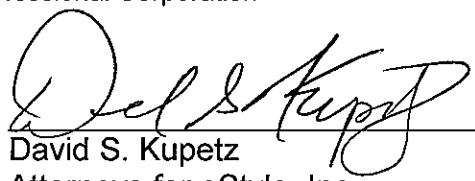
20 10. **Pursuant to Local Bankruptcy Rule 2014-1(b)(2), if you wish to**
21 **object to the Debtor's employment of ABKC, you must file a written objection and**
22 **request for hearing, in the form required by Local Bankruptcy Rule 9013-1(a)(7), no**
23 **later than 15 days from the date of service of this Notice (see the date below).**
24 You must file your objection and request with the Clerk of the United States Bankruptcy
25 Court located at 255 East Temple Street, Los Angeles, CA 90012, and serve your
26 objection upon the Debtor's bankruptcy counsel at the address indicated in the upper left
27 corner of the first page of this Notice. If any such response is timely received, the Debtor
28 will set a hearing date on the Application and send out notice thereof. No hearing will be

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1 held if no response and request for hearing is received. The failure to file an objection to
2 the Application may be deemed by the court as your consent to the relief requested
3 therein. If you do not oppose the Application, you need not take any further action.
4

5 DATED: May 8, 2008 Respectfully submitted,

6 **SulmeyerKupetz**
7 A Professional Corporation

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9 By: 
10 David S. Kupetz
11 Attorneys for eStyle, Inc.,
12 Debtor and Debtor in Possession
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PROOF OF SERVICE

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

At the time of service, I was over 18 years of age and **not a party to this action**. I am employed in the County of Los Angeles, State of California. My business address is 333 South Hope Street, Thirty-Fifth Floor, Los Angeles, California 90071-1406.

On May 8, 2008, I served the following document(s) described as **NOTICE OF APPLICATION BY DEBTOR IN POSSESSION FOR APPROVAL OF EMPLOYMENT OF BANKRUPTCY COUNSEL (SULMEYERKUPETZ)** on the interested parties in this action as follows:

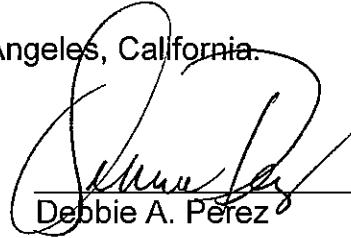
SEE ATTACHED SERVICE LIST

BY MAIL: I enclosed the document(s) in a sealed envelope or package addressed to the persons at the addresses listed in the Service List and placed the envelope for collection and mailing, following our ordinary business practices. I am readily familiar with SulmeyerKupetz's practice for collecting and processing correspondence for mailing. On the same day that the correspondence is placed for collection and mailing, it is deposited in the ordinary course of business with the United States Postal Service, in a sealed envelope with postage fully prepaid.

BY E-MAIL OR ELECTRONIC TRANSMISSION: I caused the document(s) to be sent from the e-mail address dperez@sulmeyerlaw.com to the persons at the e-mail addresses listed in the Service List. I did not receive, within a reasonable time after the transmission, any electronic message or other indication that the transmission was unsuccessful.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct and that I am employed in the office of a member of the bar of this Court at whose direction the service was made.

Executed on May 8, 2008, at Los Angeles, California.



Debbie A. Perez

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OFFICE OF THE UNITED STATES TRUSTEE

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- 28 c/o Taubman Realty Group Limited

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