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WACHOVIA CAPITAL FINANCE
CORPORATION (Western)

UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION

In re:

ESTYLE, INC., a Delaware
corporation, dba babystyle, Cadeau,
and Cadeau Designs,

Debtor.

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

Chapter 11

**SUPPLEMENTAL DECLARATION
OF ROBIN VAN METER IN
SUPPORT OF OBJECTION OF
WACHOVIA CAPITAL FINANCE
CORPORATION (WESTERN) TO
DEBTOR'S THIRD MOTION FOR
INTERIM AND FINAL ORDERS
AUTHORIZING DEBTOR (a) TO
CONDUCT STORE CLOSING
SALES, (b) TO DISCONTINUE
OPERATIONS AT CERTAIN
STORES, AND (c) GRANTING
ANCILLARY AND OTHER RELIEF**

Date: May 27, 2008
Time: 11:00 a.m.
Courtroom: 1575

1 **SUPPLEMENTAL DECLARATION OF ROBIN VAN METER**

2 I, ROBIN VAN METER, declare as follows:

3 1. I am a Vice President of Wachovia Capital Finance Corporation
4 (Western) (“Wachovia”). I am the senior account executive representing
5 Wachovia in connection with its line of credit to debtor eStyle, Inc. d/b/a
6 babystyle, Cadeau, and Cadeau Designs (“Debtor”) during the period of December,
7 2006 through present. I have personal knowledge of the matters stated herein and
8 could and would competently testify thereto if called as a witness.

9 2. I make this Declaration as a supplement to, and incorporate by
10 reference herein, my prior Declaration dated May 21, 2008 (“Prior Declaration”) in
11 support of Wachovia’s Objection to Debtor’s Third Motion for Interim and Final
12 Orders Authorizing Debtor (a) To Conduct Store Closing Sales, (b) To Discontinue
13 Operations at Certain Stores, and (c) Granting Ancillary and Other Relief (the
14 “Third Store Closing Motion”).

15 3. On May 21, 2008 at 2:27 p.m., after my prior Declaration had been
16 finalized, I received by e-mail from Debtor the Cash Collateral Model (05/21/08)
17 15 store model (the “5/21 Model”). True and correct copies of the May and June
18 spreadsheets from the 5/21 Model are attached hereto as Exhibit “H”.

19 4. The 5/21 Model, among other things, shows for the week ending
20 May 17, 2008 (“May Week 3”), Debtor’s (i) budgeted revenue and expense
21 figures, as set forth in the cash collateral budget that Debtor previously submitted
22 to this Court, (ii) actual revenue and expense figures, and (iii) actual cash position.

23 5. As shown by Debtor’s figures on the 5/21 Model for May Week 3:

- 24 ■ Net cash receipts from direct to consumer (“DTC”) sales were
25 approximately \$125,000, or 35%, below the figure set forth in
26 Debtor’s cash collateral budget;
- 27 ■ Total DTC receipts were approximately \$165,000, or 41.56%, below
28 budget;

- 1 ■ Net cash receipts from retail sales were approximately \$87,000, or
- 2 20.70%, below budget;
- 3 ■ Liquidation receipts were approximately \$44,000, or 31.96%, below
- 4 budget;
- 5 ■ Total net cash receipts from DTC sales and retail stores were
- 6 approximately \$296,000, or 30.97%, below budget; and
- 7 ■ Cash decreased by approximately \$35,000 to \$735,000.

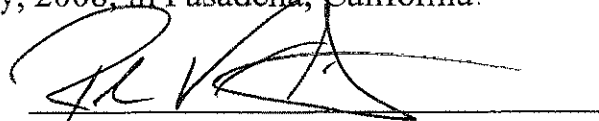
8 6. It appears from the 5/21 Model that Debtor's cash will precipitously
9 decline by month-end. While May Week 4 does show net cash flow of \$192,362,
10 that Net Cash Flow is premised upon total Net Cash Receipts Total DTC & Stores
11 of \$948,568 when, for the past three weeks, Net Cash Receipts Total have
12 averaged approximately \$660,000. Assuming that Total Cash Payments are as
13 reflected in the 5/21 Model for May Week 4, and Net Cash Receipts Total for May
14 Week 4 are equal to the average for the first three weeks of May, Debtor's cash at
15 the end of May Week 4 actually will further decline. In the final week of May
16 (shown as the first column in the June spreadsheet which is the second page of
17 Exhibit "H"), Debtor is projecting negative net cash flow for that one week alone
18 of \$454,201. That projection is based on Net Cash Receipts Total of \$774,582,
19 once again above the average for the first three weeks of May.

20 7. The 5/21 Model is expressly based on Debtor's operation of 15 retail
21 stores. Wachovia has not received any Model from Debtor setting forth budgeted
22 or projected weekly revenue and expense figures based on Debtor's intended
23 operation of only eight retail stores.

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1 I declare under penalty of perjury under the laws of the United States of
2 America that the foregoing is true and correct.

3 Executed this 22nd day of May, 2008, in Pasadena, California.

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5 ROBIN VAN METER

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eStyle, Inc.
Cash Collateral Model (05/21/08) 15 store model

	Budget		Actual		Budget		Actual		Budget		Actual		Cumulative	Budget		Budget		Act/Bud		
	Week 1	Week 2	Week 1	Week 2	Week 1	Week 2	Week 1	Week 2	Week 1	Week 2	Week 1	Week 2	Act vs. Bud	5/18-5/24	Total	May	Total	May	Total	
Net Cash Receipts from DTC Sales	4,277,503	4,277,503	4,277,503	4,277,503	5,004,510	5,004,510	5,004,510	5,004,510	5,171,517	5,171,517	5,171,517	5,171,517	(\$926,314)	\$348,568	\$3,853,822	84,145	\$1,119,003	1,149,083	\$1,103,469	
Liquidation receipts from 3 stores (MVJ, GLN, WCH)	\$40,000	\$0	\$40,000	\$0	\$40,000	\$0	\$40,000	\$0	\$40,000	\$0	\$40,000	\$0	(\$120,000)	\$40,000	\$160,000	481,346	\$160,000	\$40,000	\$160,000	
Net Cash Receipts from Retail Sales	\$386,405	\$236,968	\$392,367	\$209,403	\$432,367	\$209,403	\$396,669	\$231,826	\$396,669	\$231,826	\$396,669	\$231,826	(\$537,245)	\$465,272	\$1,690,713	878,429	\$1,690,713	\$1,143,469	\$1,143,469	
Net Cash Receipts from Retail Sales	\$441,075	\$356,541	\$443,919	\$349,469	\$443,919	\$349,469	\$421,920	\$334,589	\$421,920	\$334,589	\$421,920	\$334,589	(\$266,315)	\$384,849	\$1,691,783	481,346	\$1,691,783	\$1,425,448	\$1,425,448	
Other Cash Receipts	107,716	67,743	136,109	98,771	136,109	98,771	139,074	94,629	139,074	94,629	139,074	94,629	(121,756)	98,447	481,346	481,346	359,591	359,591	359,591	
Net Cash Receipts Total DTC & Stores	\$935,196	\$661,252	\$1,012,395	\$657,643	\$1,012,395	\$657,643	\$957,663	\$661,044	\$957,663	\$661,044	\$957,663	\$661,044	(\$926,314)	\$948,568	\$3,853,822	84,145	\$2,928,508	\$2,928,508	\$2,928,508	
Cash Payments:																				
Inventory	370,643	379,654	241,264	280,545	194,669	176,456	30,080	312,427	1,119,003	1,149,083	1,149,083	1,149,083	(6,760)	2,250	9,008	9,008	13,025	13,025	13,025	
UPS Freight Services (Imports)	58,036	40,409	10,361	4,243	15,154	17,529	(21,379)	41,215	124,766	103,396	103,396	103,396	(7,975)	10,284	43,375	43,375	35,400	35,400	35,400	
Packing/Gift Supplies & Domestic Freight In	10,445	11,845	11,792	10,479	10,854	2,791	39,890	46,799	164,302	204,191	204,191	204,191	(11,296)	5,347	24,004	24,004	12,745	12,745	12,745	
DTC Shipping (UPS & USPS)	36,789	84,475	42,622	32,233	48,999	50,506	(11,296)	5,347	20,971	791,187	791,187	791,187	(66,912)	22,759	24,685	24,685	24,685	24,685	24,685	
New Breed/Bergen (Distribution center)	47,914	66,355	51,926	58,201	48,999	55,144	30,860	55,144	55,144	55,144	55,144	55,144	(74,434)	22,759	24,685	24,685	24,685	24,685	24,685	
Freight to Stores	6,071	206	6,417	4,836	6,206	2,357	(11,296)	5,347	20,971	791,187	791,187	791,187	(66,912)	22,759	24,685	24,685	24,685	24,685	24,685	
Salaries, Wages, Benefits	356,230	382,994	11,838	64,763	359,230	322,469	43,130	20,971	748,068	91,596	91,596	91,596	(25,000)	25,000	25,000	25,000	25,000	25,000	25,000	
Credit Card Processing***	22,137	524	24,026	-	22,674	1,401	(12,500)	1,401	12,500	12,500	12,500	12,500	(266,433)	840,351	3,813,906	3,547,473	12,500	12,500	12,500	
Rent****	419,632	372,801	-	44,526	72,129	-	(6,760)	-	72,129	-	-	-	(12,500)	12,500	25,000	25,000	25,000	25,000	25,000	
Direct Mail	2,250	2,250	2,250	147	2,250	-	(6,760)	-	2,250	-	-	-	(6,760)	2,250	9,008	9,008	13,025	13,025	13,025	
Marketing	9,008	3,556	9,008	147	9,008	314	(23,008)	9,008	9,008	9,008	9,008	9,008	(21,313)	17,867	38,361	38,361	59,674	59,674	59,674	
Technology & CAPEX & CAP Leases	13,069	5,232	15,602	13,780	13,656	1,981	(21,313)	1,981	13,656	1,981	1,981	1,981	(70,411)	19,895	145,545	145,545	141,121	141,121	141,121	
Corporate/Homebase**	56,408	29,721	54,781	32,122	14,661	59,584	(4,424)	23,768	23,768	23,768	23,768	23,768	(90,000)	210,455	300,455	300,455	60,000	60,000	60,000	
Retail Store Expenses	95,643	34,457	26,538	12,685	5,993	10,612	(5,000)	10,612	5,993	5,993	5,993	5,993	(5,000)	5,000	20,000	20,000	25,000	25,000	25,000	
Sales & Use Tax	90,000	-	-	25,000	30,000	5,000	(5,000)	5,000	5,000	5,000	5,000	5,000	(12,500)	12,500	25,000	25,000	25,000	25,000	25,000	
Administrative fees (see memo# 8 below)	5,000	-	5,000	15,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	5,000	(12,500)	840,351	3,813,906	3,547,473	12,500	12,500	12,500	
Creditors administrative fee	-	-	-	15,000	12,500	5,000	5,000	5,000	5,000	5,000	5,000	5,000	(12,500)	840,351	3,813,906	3,547,473	12,500	12,500	12,500	
Investment banker	1,599,276	1,412,230	513,224	598,570	861,065	686,322	(266,433)	686,322	12,500	12,500	12,500	12,500	(266,433)	840,351	3,813,906	3,547,473	12,500	12,500	12,500	
Total Cash Payments	(\$664,079)	(\$750,546)	\$499,171	\$75,512	\$96,607	(\$35,278)	(\$642,011)	\$192,362	\$124,061	(\$517,950)	\$192,362	\$124,061	(\$517,950)	\$192,362	\$124,061	878,429	\$884,798	\$884,798	\$884,798	
Net Cash Flow	2,424,911	1,805,639	2,325,078	1,805,639	2,158,944	1,489,890	2,089,246	1,727,543	2,089,246	1,727,543	2,089,246	1,727,543	(\$642,011)	1,727,543	\$1,124,061	878,429	\$1,124,061	\$1,124,061	\$1,124,061	
Credit Line Availability	2,062,487	2,083,010	1,904,940	1,917,823	1,770,316	1,917,823	1,917,823	1,917,823	1,917,823	1,917,823	1,917,823	1,917,823	(\$12,500)	1,917,823	3,813,906	3,547,473	12,500	12,500	12,500	
Loan Balance	\$352,423	(\$277,371)	\$420,138	(\$112,184)	\$388,628	(\$427,933)	\$361,703	(\$427,933)	\$361,703	(\$427,933)	\$361,703	(\$427,933)	(\$12,500)	1,917,823	3,813,906	3,547,473	12,500	12,500	12,500	
Remaining Credit Line Available	1,096,953	1,611,554	425,233	860,162	766,857	770,487	514,602	770,487	766,857	770,487	766,857	770,487	(642,011)	192,362	124,061	878,429	\$884,798	\$884,798	\$884,798	
Roll forward B/S cash (beg of wk)	(7,640)	(846)	(157,547)	(165,187)	(134,624)	-	120,897	-	(42,773)	(342,585)	(342,585)	(342,585)	(642,011)	192,362	124,061	878,429	\$884,798	\$884,798	\$884,798	
+/- Cash flow	(684,079)	(750,548)	499,171	75,512	96,807	(35,278)	(642,011)	192,362	124,061	878,429	878,429	878,429	(642,011)	192,362	124,061	878,429	\$884,798	\$884,798	\$884,798	
End of wk B/S cash fcti	425,233	860,162	766,857	770,487	728,840	735,209	(6,513)	735,209	728,840	735,209	728,840	735,209	(6,513)	735,209	878,429	878,429	\$884,798	\$884,798	\$884,798	
Memo:																				
1. Ending Inventory	5,820,683	5,688,616	5,564,478	5,735,144	5,303,525	5,749,099	5,142,724	5,142,724	5,303,525	5,749,099	5,303,525	5,749,099	13,062,087	4,591,164	2,863,621	421,166	300,000	300,000	300,000	
2. Inventory @ retail (60.3% mark-up)	14,784,046	14,298,790	14,133,307	14,463,355	13,470,507	14,712,416	13,062,087	13,062,087	14,712,416	14,712,416	14,712,416	14,712,416	4,591,164	2,863,621	421,166	300,000	300,000	300,000	300,000	
3. Orderly liquidation @35% of retail	5,196,411	5,025,850	4,967,685	5,083,692	4,734,719	5,171,234	4,591,164	4,591,164	5,171,234	5,171,234	5,171,234	5,171,234	2,863,621	421,166	300,000	300,000	300,000	300,000	300,000	
4. Wachovia collateral inventory equity	3,133,924	2,942,840	3,062,745	3,165,869	2,964,403	3,253,411	2,863,621	2,863,621	3,253,411	3,253,411	3,253,411	3,253,411	421,166	300,000	300,000	300,000	300,000	300,000	300,000	
5. A/R Equity value	417,851	322,459	446,121	321,566	410,464	312,243	312,243	312,243	410,464	312,243	312,243	312,243	312,243	300,000	300,000	300,000	300,000	300,000	300,000	
6. Other estimated collateral (F&E, equip, etc.)	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	300,000	
7. Wachovia total collateral equity (+5+6)	3,851,775	3,565,299	3,808,865	3,787,436	3,674,867	3,865,654	3,564,787	3,564,787	3,865,654	3,865,654	3,865,654	3,865,654	3,865,654	3,865,654	3,865,654	3,865,654	3,865,654	3,865,654	3,865,654	
8. Payment from prior retainer (not in model)	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	50,000	

Abbreviations:
 DTC is short for Direct to consumer. CAPEX is short for capital expenditures. CAP leases is short for Capital leases
 Placeholder reserve estimated incase processor withhold additional funds (not anticipated as necessary)
 ** Corporate/homebase includes non-payroll overhead expenses such as insurance, employee expense reports, temp help, professional fees, samples, office supplies
 *** Credit card processing fees are deducted from cash payments received
 **** Miscellaneous receipts in week 4 includes \$15K/store for receipts from sale of fixture etc for 6 closing stores
 ***** Added stub rent for 5 store \$40K in week 1 and corporate office \$20K in week 3
 ***** Inventory @ retail for actual week 3 is at 60.9% mark-up

EXHIBIT A

05

eStyle, Inc.
Cash Collateral Model (05/21/08) 15 store model

June

	Budget Week 1 5/25-5/31	Budget Week 2 6/01-6/07	Budget Week 3 6/08-6/14	Budget Week 4 6/15-6/21	Budget Total June
Net Cash Receipts from DTC Sales	\$319,567	\$334,895	\$306,892	\$367,225	\$1,328,579
Liquid rcts from CLAWarehouse/jobber	\$0	\$0	\$0	\$0	\$0
Total DTC receipts	\$319,567	\$334,895	\$306,892	\$367,225	\$1,328,579
Net Cash Receipts from Retail Sales	365,230	379,875	353,474	354,288	1,452,867
Liquidation receipts from 3 stores	89,784	-	-	-	89,784
Net Cash Receipts Total DTC & Stores	\$774,582	\$714,770	\$660,366	\$721,513	\$2,871,231
Other Cash Receipts	-	-	-	-	-
Cash Payments:					
Inventory	156,599	228,228	218,169	420,927	1,023,923
UPS Freight Services (Imports)	19,775	29,775	24,774	46,600	120,924
Packing/Gift Supplies & Domestic Freight In	8,519	7,193	6,219	7,153	29,083
DTC Shipping (UPS & USPS)	33,221	35,167	31,612	39,270	139,270
New Breed/Bergen (Distribution center)	43,429	41,684	38,974	42,791	166,878
Freight to Stores	6,653	5,821	5,529	5,538	23,542
Salaries, Wages, Benefits	333,393	10,770	312,842	10,770	667,773
Credit Card Processing***	18,356	17,112	15,784	17,411	68,663
Rent	314,245	52,000	15,784	17,411	366,245
Direct Mail	2,250	2,250	2,250	2,250	9,000
Marketing	5,342	5,342	5,342	5,342	21,370
Technology & CAPEX & CAP Leases	11,944	12,754	11,208	14,517	50,424
Corporate/Homebase**	30,475	59,100	57,045	33,972	180,593
Retail Store Expenses	58,331	33,180	796	632	92,939
Sales & Use Tax	145,000	-	-	29,373	174,373
Administrative fees	30,000	30,000	30,000	30,000	120,000
Creditors administrative fee	5,000	5,000	5,000	5,000	20,000
Investment banker	6,250	6,250	6,250	6,250	25,000
Total Cash Payments	1,228,783	581,625	771,796	717,797	3,300,001
Net Cash Flow	(\$454,201)	\$133,145	(\$111,430)	\$57,985	(\$374,501)
Credit Line Availability	1,941,862	1,930,030	1,893,250	2,019,015	
Loan Balance	1,589,777	1,605,498	1,565,574	1,500,000	
Remaining Credit Line Available	\$352,085	\$324,532	\$327,676	\$519,016	
Roll forward B/S cash (beg of wk)	878,429	286,463	435,329	283,974	878,429
Credit line change	(137,766)	15,721	(39,924)	(65,574)	(227,543)
+/- Cash Flow	(454,201)	133,145	(111,430)	57,985	(374,501)
End of wk B/S cash fcst	286,463	435,329	283,974	276,385	276,385

Memo:

- Ending inventory 4,966,935
- Inventory @ retail (60.3% mark-up) 12,615,598
- Orderly liquidation @35% of retail 4,434,229
- Wachovia collateral inventory equity 2,844,452
- A/R Equity value 361,676
- Other estimated collateral (F&E, equip, etc.) 300,000
- Wachovia total collateral equity (4+5+6) 3,506,128

Abbreviations:

DTC is short for Direct to consumer; CAPEX is short for capital expenditures; CAP leases is short for Capital leases
 *Placeholder reserve estimated increase processor withhold additional funds (not anticipated as necessary)
 ** Corporate/homebase includes non-payroll overhead expenses such as insurance, employee expense reports, temp help, professional fees, samples, office supplies
 ***Credit card processing fees are deducted from cash payments received

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PROOF OF SERVICE

STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action; my business address is 815 Moraga Drive, Los Angeles, California 90049.

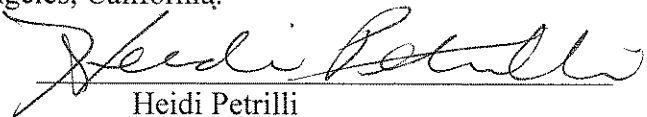
On May 22, 2008, I served the documents described as **SUPPLEMENTAL DECLARATION OF ROBIN VAN METER IN SUPPORT OF OBJECTION OF WACHOVIA CAPITAL FINANCE CORPORATION (WESTERN) TO DEBTOR'S THIRD MOTION FOR INTERIM AND FINAL ORDERS AUTHORIZING DEBTOR (a) TO CONDUCT STORE CLOSING SALES, (b) TO DISCONTINUE OPERATIONS AT CERTAIN STORES, AND (c) GRANTING ANCILLARY AND OTHER RELIEF** on the interested parties in this action by placing a true copy thereof in sealed envelope(s) addressed as follows:

PLEASE SEE THE ATTACHED SERVICE LIST

(By Email) I had such document electronically submitted pursuant to the email addresses attached on the service list with no system administrator error returned.

(Federal) I declare that I am employed in the office of a member of the bar of this court at whose direction the service was made.

Executed May 22, 2008, at Los Angeles, California.


Heidi Petrilli

1 *In re eStyle, Inc.*

2 U.S.B.C., Central District of California, Los Angeles Division
3 Chapter 11 Case No. 2:08-bk-13518-SB

4 **SERVICE LIST**

5 *Proposed Counsel for the Debtor*
6 David S. Kupetz, Esq.
7 Sulmeyer Kupetz
8 333 South Hope Street, 35th Floor
9 Los Angeles, CA 90071

Telephone: (213) 617-5274
Facsimile: (213) 629-4520
Email: dkupetz@sulmeyerlaw.com

10 *U.S. Trustee*
11 Office of the United States Trustee
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