

SulmeyerKupetz, A Professional Corporation
333 SOUTH HOPE STREET, THIRTY-FIFTH FLOOR
LOS ANGELES, CALIFORNIA 90071-1406
TEL. 213.626.2311 • FAX 213.629.4520

1 David S. Kupetz (CA Bar No. 125062)
Email: dkupetz@sulmeyerlaw.com
2 Mark S. Horoupian (CA Bar No. 175373)
Email: mhoroupian@sulmeyerlaw.com
3 **SulmeyerKupetz**
A Professional Corporation
4 333 South Hope Street, Thirty-Fifth Floor
Los Angeles, California 90071-1406
5 Telephone: 213.626.2311
Facsimile: 213.629.4520
6
7 Bankruptcy Counsel for eStyle, Inc.,
Debtor and Debtor in Possession

8
9 **UNITED STATES BANKRUPTCY COURT**
10 **CENTRAL DISTRICT OF CALIFORNIA, LOS ANGELES DIVISION**

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

Case No.
Chapter 11 2:08-bk-13518-SB
**DECLARATION OF ALEXANDER B.
KASDAN IN SUPPORT OF DEBTOR'S
REPLY TO 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**

19 TAX ID#: 95-4712564
20
21
22
23

DATE: May 27, 2008
TIME: 11:00 a.m.
PLACE: U.S. Bankruptcy Court
Courtroom 1575
255 East Temple Street
Los Angeles, CA 90012

24 I, ALEXANDER B. KASDAN, declare:

25 1. I have personal knowledge of the facts set forth below. I can testify
26 that said facts are true and correct.

27 2. I am the founder of Alexander B. Kasdan Company Limited
28 ("ABKC"), a California corporation.

1 3. eStyle, Inc. (the "Company" or the "Debtor"), is seeking court
2 approval of its retention of ABKC pursuant to an application filed with the Court on May 8,
3 2008. I am authorized to submit this declaration on behalf of ABKC.

4 4. ABKC, founded in 2004, is a private investment bank specializing in
5 mergers and acquisitions, debt and equity financings and restructurings, advising small
6 and middle market companies and financial sponsors. ABKC offers "big firm"
7 experience, tenacity and client advocacy typically lacking in this market segment.
8 ABKC's principals are seasoned professionals who have executed transactions for clients
9 ranging from middle market to Fortune 500.

10 5. As the founder of ABKC, I have more than sixteen years of
11 investment banking, corporate law and corporate strategy experience. Since 1988, I
12 have executed over 100 domestic and cross-border transactions totaling more than \$10
13 billion in overall volume in a variety of industries. Prior to founding ABKC, I was an
14 investment banker with Barrington Associates in Los Angeles, where I headed up the
15 origination efforts in restructuring, Peter J. Solomon Company, a leading independent
16 investment bank in New York, Credit Suisse First Boston and Merrill Lynch, where I
17 sourced, analyzed and executed large global transactions and middle-market buy- and
18 sell-side engagements.

19 6. In addition, I was Corporate Counsel in charge of business
20 development at Schlumberger Ltd., a global oilfield and information services company.
21 Prior to that, I practiced law with O'Melveny & Myers LLP (formerly O'Sullivan Graev &
22 Karabell LLP) and Paul, Hastings, Janofsky & Walker LLP (formerly Battle Fowler LLP),
23 where I specialized in mergers and acquisitions, private equity and corporate finance
24 transactions.

25 7. I am a frequent speaker on the subject of mergers and acquisitions,
26 corporate finance and restructuring, including as organizer of the Conference at the
27 Anderson School at UCLA on "Buying and Selling a Company in a Tough Economy -
28

1 How to Optimize Price and Liquidity in a Buyer's Market." I have published articles on the
2 subjects of mergers and acquisitions and corporate finance.

3 8. I graduated magna cum laude from Middlebury College with a B.A.
4 degree in Economics and Italian and was elected to Phi Beta Kappa during my junior
5 year. In addition, I hold a J.D. degree from Columbia University Law School, where I
6 served as Notes Editor on the Columbia Journal of Transnational Law.

7 9. Since ABKC was retained, subject to Court approval, as investment
8 banker to the Debtor on May 2, 2008, I have been working on this transaction "full-time"
9 every day, including weekends, on certain days as much as 14 hours per day, with no
10 assurance of compensation, constituting a substantial investment of opportunity cost for
11 ABKC. On a number of days, I have worked out of the Company's headquarters in
12 downtown Los Angeles. ABKC's engagement to date consisted of the following:

- 13 • conducting due diligence on the Company;
- 14 • meeting with Company management;
- 15 • organizing marketing materials;
- 16 • identifying and contacting prospective acquirers of the business;
- 17 • attending a meeting of the unsecured creditors committee;
- 18 • assisting the Company's management in preparing weekly status
19 report to the secured lender and the board of directors;
- 20 • conducting a number of management presentations and conference
21 calls with prospective acquirers and their professional advisors,
22 including with BlackSwan Partners/Giggle, Hancock Park
23 Associates/RightStart, Crossland Investment, The Seidler
24 Companies, Mistral Equity Partners, Gordon Brothers, Great
25 American Group, and Goode Partners;
- 26 • addressing extensive due diligence requests and transactional
27 questions with prospective acquirers; and
28

SulmeyerKupetz, A Professional Corporation
333 SOUTH HOPE STREET, THIRTY-FIFTH FLOOR
LOS ANGELES, CALIFORNIA 90071-1406
TEL. 213.626.2311 • FAX 213.629.4520

1 • interacting with the Company's other professional advisors and
2 coordinating the sale process.

3 10. To date, we have contacted more than 40 prospective acquirers for
4 the business and are currently involved in advanced stages of discussion with a number
5 of them, including BlackSwan Partners/Giggle, Mistral Equity Partners, The Seidler
6 Companies, CIC Partners, Great American Group, Gordon Brothers, Hancock Park
7 Associates/RightStart, Danu Capital, and El Molino Advisors, Inc.

8 11. All of the prospective acquirers have been apprised of the time
9 sensitivity of this transaction and advised to submit their offers as early as practicable.
10 By way of example, BlackSwan Partners/Giggle, Mistral Equity Partners, Gordon
11 Brothers and a number of other parties have been working virtually "around the clock" to
12 complete their due diligence analysis. To the best of my knowledge, all of the
13 prospective acquirers are contemplating the acquisition of the the Debtor's business
14 assets on a going concern basis.

15 12. As recently as this morning, I had telephone conversations with
16 Gordon Brothers, CIC Partners, BlackSwan Partners, Hancock Park Associates and The
17 Seidler Companies regarding the structure of the transaction. Based on the discussions,
18 I anticipate receiving a binding letter of intent for the purchase of the Debtor's business
19 assets on a going concern basis from a number of parties possibly as early as tomorrow,
20 Friday, May 23, 2008, but with greater certainty, within the next 7-10 days.

21 EXECUTED THIS 22nd DAY OF MAY, 2008, AT LOS ANGELES,
22 CALIFORNIA.

23
24 

25
26 _____
27 Alexander B. Kasdan
28

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28

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.

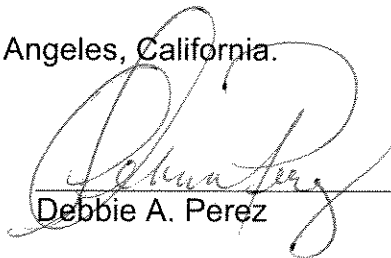
On May 23, 2008, I served the following document(s) described as **DECLARATION OF ALEXANDER B. KASDAN IN SUPPORT OF DEBTOR'S REPLY TO OBJECTION OF WACHOVIA CAPITAL FINANCE CORPORATION (WESTERN) TO DEBTOR'S THIRD MOTION FOR INTERIM AND FINAL ORDERS AUTHORIZING DEBTOR (A) TO CONDUCT STORE CLOSING SALES, (B) TO DISCONTINUE OPERATIONS AT CERTAIN STORES AND (C) GRANTING ANCILLARY AND OTHER RELIEF** on the interested parties in this action as follows:

SEE ATTACHED SERVICE LIST

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 23, 2008, at Los Angeles, California.



Debbie A. Perez

SulmeyerKupetz, A Professional Corporation
333 SOUTH HOPE STREET, THIRTY-FIFTH FLOOR
LOS ANGELES, CALIFORNIA 90071-1406
TEL. 213.626.2311 • FAX 213.629.4520

SulmeyerKupetz, A Professional Corporation
333 SOUTH HOPE STREET, THIRTY-FIFTH FLOOR
LOS ANGELES, CALIFORNIA 90071-1406
TEL. 213.626.2311 • FAX 213.629.4520

SERVICE LIST

- 1
- 2
- 3 Office of the United States Trustee
Attn: Bruce Schildkraut, Esq.
- 4 Ernst & Young Plaza
725 South Figueroa Street
- 5 26th Floor
Los Angeles, CA 90017
- 6 Bruce.Schildkraut@usdoj.gov
- 7 Craig Margulies, Esq.
Landsberg Margulies LLP
- 8 16030 Ventura Blvd., Ste. 470
Encino, CA 91436-2731
- 9 cmargulies@lm-lawyers.com
- 10 American Express Travel Related Svcs Co
Inc Corp Card
- 11 c/o Becket and Lee LLP
POB 3001
- 12 Malvern, PA 19355-0701
notices@becket-lee.com
- 13 Bellevue Square Managers, Inc.
- 14 c/o John S. Kaplan, Esq.
Perkins Coie LLP
- 15 1201 Third Avenue, 40th Floor
Seattle, WA 98101-3099
- 16 JKaplan@perkinscoie.com
- 17 Dream International USA, Inc.
c/o Samuel S. Oh, Esq.
- 18 Lim, Ruger & Kim, LLP
1055 West Seventh St., Ste. 2800
- 19 Los Angeles, CA 90017
sam.oh@lrklawyers.com
- 20 General Growth Management, Inc., as Agent
- 21 Attn: Kristen N. Pate, Assistant Gen. Counsel
110 N. Wacker
- 22 Chicago, IL 60606
Tel: (312) 960-2940
- 23 Fax: (312) 442-6374
gppbk@ggp.com
- 24 GRP II Investors, L.P.; GRP II Partners, L.P.;
- 25 GRP II, L.P.; Oak Investment Partners IX;
Oak IX Affiliates Fund, L.P.; & Oak IX Affiliates Fund – A, L.P.
- 26 c/o Michael Foreman, Esq.
c/o Michelle Kreidler Dove, Esq.
- 27 DORSEY & WHITNEY LLP
250 Park Avenue
- 28 New York, NY 10177

- 1 Tel: (212) 415-9200
Fax: (212) 953-7201
- 2 foreman.michael@dorsey.com
dove.michelle@dorsey.com
- 3 Gust Rosenfeld PLC
- 4 Attn: Madeleine C. Wanslee
201 E Washington, Ste 800
- 5 Phoenix, AZ 85004-2327
mwanslee@gustlaw.com
- 6 Kashwere LLC
- 7 19749 Bahama Street
Northridge, CA 91324
- 8 patty@kashwere.com
- 9 New Breed, Inc.
c/o Franklin C. Adams, Esq.
- 10 c/o William J. Wall, Esq.
Best Best & Krieger LLP
- 11 3750 University Avenue, Suite 400
PO Box 1028
- 12 Riverside, CA 92502
franklin.adams@bbklaw.com
- 13 william.wall@bbklaw.com
- 14 NorthPark Partners, LP
c/o James H. Billingsley, Esq.
- 15 Kirkpatrick & Lockhart Preston Gates Ellis LLP
1717 Main Street, Suite 2800
- 16 Dallas, TX 75201
Tel: (214) 939-5500
- 17 Fax: (214) 939-5849
james.billingsley@klgates.com
- 18 Shaw Valenza LLP
- 19 520 Capitol Mall, Suite 630
Sacramento, CA 95814
- 20 gvalenza@shawvalenza.com
- 21 Simon Property Group, Inc.
Attn: Ronald M. Tucker, Esq.
- 22 225 W. Washington St.
Indianapolis, IN 46204
- 23 Tel: (317) 263-2346
rtucker@simon.com
- 24 Taubman Landlords
25 (West Farms Mall LLC;
Willow Bend Shopping Center LP, et al.)
- 26 c/o Taubman Realty Group Limited
The Taubman Company
- 27 Attn: Andrew S. Conway
200 E. Long Lake Road, Ste. 300
- 28 Bloomfield Hills, MI 48303-0200

- 1 Tel: (248) 258-7427
aconway@taubman.com
- 2
- 3 Texas Comptroller of Public Accounts
Attn Jay W Hurst, Asst Atty Gen
Bankr & Coll Div
- 4 PO Box 12548
Austin, TX 12548
- 5 jay.hurst@oag.state.tx.us
- 6 The Donovan Offices
Attn: James M. Donovan
- 7 Attn: Michael J. Glenn
Attn: John Monte
- 8 915 Wilshire Blvd., Ste. 950
Los Angeles, CA 90017
- 9 jmdonovan@thedonovanoffices.com
mjglenn@thedonovanoffices.com
- 10 montelaw@earthlink.net
- 11 The Irvine Company, LLC
c/o Ernie Zachary Park, Esq.
- 12 BEWLEY, LASSLEBEN & MILLER, LLP
13215 E. Penn St., Ste. 510
- 13 Whittier, CA 90602-1797
ernie.park@bewleylaw.com
- 14
- 15 Wachovia Capital Finance Corporation (Western)
Attn: Robin Van Meter, Vice President
251 South Lake Avenue, Suite 900
- 16 Pasadena, CA 91101
robin.vanmeter@wachovia.com
- 17
- 18 Wachovia Capital Finance Corporation (Western)
c/o William H. Kiekhofer III, Esq.
c/o Anthony J. Napolitano, Esq.
- 19 MAYER BROWN LLP
350 South Grand Ave., 25th Floor
- 20 Los Angeles, CA 90071
wkiekhofer@mayerbrown.com
- 21 anapolitano@mayerbrown.com
- 22 Wachovia Capital Finance Corporation (Western)
c/o Leo D. Plotkin, Esq.
- 23 815 Moraga Drive
Los Angeles, CA 90049
- 24 lplotkin@lsl-la.com
- 25 Westfield, LLC and
The Macerich Company
- 26 c/o Thomas J. Leanse, Esq.
c/o Brian D. Huben, Esq.
- 27 c/o Dustin P. Branch, Esq.
KATTEN MUCHIN ROSENMAN LLP
- 28

SulmeyerKupetz, A Professional Corporation
333 SOUTH HOPE STREET, THIRTY-FIFTH FLOOR
LOS ANGELES, CALIFORNIA 90071-1406
TEL. 213.626.2311 • FAX 213.629.4520

1 2029 Century Park East, Suite 2600
Los Angeles, CA 90067-3012
2 brian.huben@kattenlaw.com

3

4

5

6

7

8

9

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28