

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

10 In re

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

13 Debtor.

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17 Tax Id. # 95-4712564
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Case No. 2:08-bk-13518-SB
Chapter 11

**EX PARTE APPLICATION FOR ORDER
SHORTENING TIME ON HEARINGS ON
DEBTOR'S MOTIONS FOR**

**(A) ORDER APPROVING SALE
PROCEDURES AND BREAK-UP FEE IN
CONNECTION WITH THE SALE OF
ASSETS OF ESTYLE AND RELATED
ASSUMPTION AND ASSIGNMENT OF
NONRESIDENTIAL REAL PROPERTY
LEASES AND EXECUTORY
CONTRACTS; AND**

**(B) ORDER AUTHORIZING AND
APPROVING: (1) THE SALE OF THE
ASSETS OF ESTYLE, INC. FREE AND
CLEAR OF LIENS, AND (2) THE
ASSUMPTION AND ASSIGNMENT OF
UNEXPIRED NONRESIDENTIAL REAL
PROPERTY LEASES AND EXECUTORY
CONTRACTS IN CONNECTION
THEREWITH;**

**MEMORANDUM OF POINTS AND
AUTHORITIES; DECLARATION OF
EMILIA FABRICANT**

DATE: no hearing necessary
TIME: no hearing necessary
PLACE: U.S. Bankruptcy Court
Courtroom 1575
255 East Temple Street
Los Angeles, CA 90012

I.

INTRODUCTION AND RELIEF REQUESTED

eStyle, Inc. (the "Debtor"), debtor in possession in the above-captioned case (the "Debtor"), hereby requests that the Court set hearings on shortened time on two separately-filed interrelated motions addressing the proposed sale of the Debtor's assets. Specifically, the Debtor has filed a Motion for Order Approving Sale Procedures and Break-Up Fee In Connection with the Sale of Assets of Estyle and Related Assumption and Assignment of Nonresidential Real Property Leases and Executory Contracts (the "Sales Procedures Motion")¹, and Motion for Order Authorizing and Approving: (1) the Sale of the Assets of Estyle, Inc. Free and Clear of Liens, and (2) the Assumption and Assignment of Unexpired Nonresidential Real Property Leases and Executory Contracts In Connection Therewith (the "Sale Approval Motion")². Through the Sales Procedure Motion, the Debtor has requested that the Court approve bidding procedures and guidelines in connection with the proposed sale of substantially all of the assets of the Debtor to the highest bidder. The Debtor proposes to have the bids considered by the Court, as well as any objection to the proposed sale or assignment of leases at the subsequent hearing on the Sale Approval Motion. For the reasons presented herein, the Debtor requests that the hearings on both motions occur on shortened time. Specifically, the Debtor requests that the Sale Procedures Motion be heard on June 24, 2008 at 2:00 p.m., a time at which the Court will already be hearing, among other things, matters related to the continued use of cash collateral by the Debtor. The Debtor requests that the Sale Approval Motion be scheduled approximately two weeks later, on or before July 8, 2008.

¹ The Sales Procedures Motion has been filed concurrently herewith.

² The Sale Approval Motion has been filed concurrently herewith.

1 Richard Alston ("Alston"), the Debtor's financial advisor, filed in support of both motions
2 provided evidentiary support for the relief requested in the Motions, and are incorporated
3 herein by this reference.³ A general description of the relief requested in the Motions
4 follows:

5 **A. The Sales Procedures Motion**

6 By the Sales Procedure Motion the Debtor seeks an order approving and
7 implementing certain overbid and other bidding procedures and protections in connection
8 with the Debtor's proposed sale of its assets, excluding accounts receivable, credit card
9 reserves and certain claims and rights of recovery that are or may be held by the Debtor
10 (the "Transferred Assets"), subject to a competitive bidding process and the Court's
11 approval. The procedures and protections the Debtor is requesting that the Court
12 approve include: (1) a break-up fee in the amount of \$180,000, payable only upon the
13 Court's approval of any successful competing bid and consummation of a sale to the
14 competing bidder; (2) a deadline for the submission of qualified bids (the "Bid Deadline");
15 (3) a requirement that all competing bidders make a cash deposit of not less than
16 \$100,000 (the "Minimum Deposit"); and (4) a requirement that (a) for any initial
17 incremental overbid by any qualified bidder other than Proposed Purchaser, the overbid
18 must be in an amount equal to or greater than \$210,000 in value in excess of the
19 purchase price as set forth in the Purchase Agreement ("Initial Overbid"), and (b)
20 thereafter for any additional incremental bids following the Initial Overbid by any qualified
21 bidder (other than Proposed Purchaser), the overbid must be in an amount equal to or
22 greater than \$50,000 in value in excess of the Initial Overbid or any incremental
23 subsequent overbid (the "Incremental Overbid").

24 The motion further requires interested bidders to accompany their bid with
25 a declaration of the bidder (the "Adequate Assurance Declaration") attesting to the

26 _____

27 ³ The Declarations of Fabricant are appended to each motion. The Declarations of
28 Kasdan and Alston are separately filed in support of each motion.

1 bidder's ability to provide adequate assurances of future performance with respect to the
2 Assigned Contracts (including nonresidential real property leases) and Assumed
3 Liabilities (both as defined in the Purchase Agreement). Each Adequate Assurance
4 Declaration will be provided by the Debtor to the non-debtor parties to the contracts
5 proposed to be assumed by the Qualified Bidders. Said parties will have an opportunity
6 to object to the proposed assignment of its contract with the Debtor to the Qualified
7 Bidders.

8 The Debtor selected the Proposed Purchaser as the "stalking horse" after a
9 concerted effort by the Debtor, its professionals, advisors, and after consulting with the
10 Committee. It was collectively determined that the proposal made by the Proposed
11 Purchaser, which includes a purchase price of \$5,500,000 (subject to adjustment if the
12 Debtor's inventory at cost is below \$5,100,000) plus the retention by the Estate of assets
13 (accounts receivable, cash and credit card reserves) worth approximately \$900,000, was
14 the highest and best bid received by Kasdan in response to the call for bids that he made
15 on the Debtor's behalf.

16 **B. The Sales Approval Motion**

17 Under the Sale Approval Motion, the Debtor seeks Court approval of the
18 sale of substantially all of the assets of the Debtor to the Proposed Purchaser, or the
19 highest and best bidder determined pursuant to the to the procedures (including overbid
20 opportunity) and protections that the Debtor requested that the Court establish pursuant
21 to the Sale Procedure Motion. The Debtor's secured debt will be satisfied in full from the
22 proceeds of the sale. The sale will also generate sufficient proceeds to pay
23 administrative and other priority claims in full. Further, it is currently estimated by the
24 Debtor that the sale will facilitate a chapter 11 plan of reorganization that will provide
25 unsecured creditors with allowed claims a material amount that could exceed 20% of the
26 total amount of their allowed claims. This projection is subject to change depending
27 largely on (1) whether additional bids are received increasing the purchase price for the
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1 Debtor's business and assets, (2) the extent of allowed claims against the Debtor, and (3)
2 expenses connected with the case.

3 The Sale Approval Motion also requests an order authorizing the
4 assumption and assignment of each executory contract and unexpired lease listed on
5 Schedules 1.1(a), 1.1(b), and 1.1(h) to the Purchase Agreement which is attached to the
6 Sales Approval Motion, as supplemented or modified pursuant to the terms and
7 conditions of the Purchase Agreement filed and served no later than three (3) days prior
8 to the Sale Hearing, and determining the amount of any cure payment required to be paid
9 in connection therewith. Further, no later than seven (7) days prior to the hearing on the
10 Sale Approval Motion, the Debtor will file and serve a schedule (the "Cure Schedule") of
11 proposed cure amounts for those contracts proposed to be assumed by the Proposed
12 Purchaser. The Debtor proposes that any objection to the proposed Cure Schedule, or
13 regarding the adequate assurance of future performance by a proposed assigned must
14 be filed no later than one (1) business day prior to the Sale Hearing.

15 In addition, the Debtor requests that the sale and/or assets of the Debtor
16 sold to any third party who might be a successful bidder will be free and clear of any and
17 all liens, claims, encumbrances, interests, set-offs, rights of recoupment, actions, causes
18 of action, demands, debts, obligations, liabilities, reclamation rights and other rights and
19 interests against the assets pursuant to Bankruptcy Code Section 363(f). The Debtor
20 requests that that any and all liens and encumbrances shall attach to the proceeds of the
21 sale of the assets with the same validity, enforceability, and priority, if any, as existed with
22 respect to the Assets as of the date of the commencement of this chapter 11 case,
23 subject to any rights, claims and defenses that the Debtor possesses with respect
24 thereto, or as may otherwise be required to effect the transactions contemplated in the
25 Purchase Agreement.

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III.

THE COURT MAY HEAR THE MOTION ON SHORTENED TIME

Fed. R. Bankr. P. 9006(c) provides:

(c) Reduction.

(1) In General. Except as provided in paragraph (2) of this subdivision, when an act is required or allowed to be done at or within a specified time by these rules or by a notice given thereunder or by order of the court, the court for cause shown may in its discretion with or without motion or notice order the period reduced.

(2) Reduction Not Permitted. The court may not reduce the time for taking action pursuant to Rules 2002(a)(7), 2003(a), 3002(c), 3014, 3015, 4001(b)(2), (c)(2), 4003(a), 4004(a), 4007(c), 8002 and 9033(b).

Fed. R. Bankr. P. 9006.

The Motion is not governed by any of the rules which are excepted in Rule 9006(c)(2). Similarly, the Local Bankruptcy Rules also permit motions to be heard on notice shorter than would ordinarily be required under normal circumstances. Local Bankruptcy Rule 9075-1(a) provides that an emergency motion may be heard on less than 48 hours notice, and Local Bankruptcy Rule 9075-1(b) provides that "[f]or good cause shown, a party may request a non-emergency motion be heard on notice shorter than would otherwise be required by these Local Bankruptcy Rules." Loc. Bankr. R. 9075-1(a)-(b).

The Debtor requires a hearing on shortened time because it has determined that it is critical that the close a sale of the Debtor's assets very promptly. The Debtor's ongoing business operations have not been profitable and cash receipts have been less than projected. Based on the Debtor's operating results and the significant payments the Debtor has been making to its senior secured creditor, Wachovia (Wachovia has received approximately \$800,000 of the Debtor's funds since the day the Debtor's chapter 11 case was commenced), the Debtor is at risk of running low or out of funds during July, 2008, which could force the Debtor to cease business operations and immediately and irreparably harm the Debtor's ability to maximize the

1 value of the bankruptcy estate through a going concern sale of the Debtor's business
2 (whether in its current entirety or in part). In the event of a liquidation, millions of dollars
3 of value to the estate could be lost. The Proposed Purchaser, as well as all other
4 prospective purchasers who are likely to participate, have indicated the willingness and
5 ability to close the proposed sale by early July, 2008. Likewise, the Debtor understands
6 that the Creditors Committee, and presumably Wachovia, consent to the hearings on
7 shortened time on these matters. Given the financial straits of the Debtor and the risk
8 that prolonged continued operations would have on the Estate, it is critical that the Sale
9 Procedures be implemented immediately, and the Sale be approved shortly thereafter.

10 IV.

11 **PROPOSED NOTICE AND DEADLINES TO OBJECT**

12
13 **A. Sales Procedure Motion**

14 Upon entry of the Order granting this application, the Debtor proposes to
15 serve notice of the hearing on the Sales Procedures Motion, via email (where available),
16 facsimile, or overnight mail if email or facsimile is not available, the following parties: (a)
17 all parties who have requested special notice in the case; (b) all affected landlords and
18 parties to executory contracts of the Debtor; (c) all secured creditors of the Debtor; (d) the
19 Office of the United States Trustee; (e) counsel for the Unsecured Creditors Committee;
20 and (f) all identified prospective bidders and their counsel, if any. The Debtor proposes
21 that any objection to the Sales Procedure Motion be filed and served up to the time of the
22 hearing on the motion.

23 **B. Sale Approval Motion**

24 With respect to the notice of the hearing on the Sale Approval Motion, the
25 Debtor proposes to serve the notice, via email (where available), or overnight mail if
26 email is not available, the following parties: (a) all parties who have requested special
27 notice in the case; (b) all affected landlords and parties to executory contracts of the
28 Debtor; (c) all secured creditors of the Debtor; (d) the Office of the United States Trustee;

1 (e) counsel for the Unsecured Creditors Committee; and (f) all identified prospective
2 bidders and their counsel, if any. The Debtor further proposes to send the notice of the
3 hearing on the Sales Approval Motion, which will be two weeks from the date of the Sales
4 Procedure Hearing, by regular mail on all other creditors and parties in interest. Service
5 by facsimile, overnight mail, or email on all creditors of this estate of notice of the hearing
6 on the Sale Approval Motion would be impractical and overly burdensome and costly.
7 The Debtor proposes that any objection to the Sale Approval Motion be filed and served
8 by no later than July 1, 2008. Further, as indicated above, any objection by a party to an
9 executory contract or lease that is proposed to be assumed and assigned to the
10 Successful Bidder, may object to the proposed cure amounts or evidence of adequate
11 assurance of future performance by the proposed assignee one (1) business day before
12 the hearing on the Motion.

13 V.

14 CONCLUSION

15 Based upon the foregoing, the Debtor respectfully requests that the Court
16 enter an order, in the form attached hereto as Exhibit 1, setting the hearing on the Sales
17 Procedure Motion on June 24, 2008 at 2:00 p.m; and setting the hearing on the Sales
18 Approval Motion for a date no later than July 8, 2008, and establishing the applicable
19 pleading and objection deadlines.

20
21 DATED: June 18, 2008

Respectfully submitted,

22 **SulmeyerKupetz**
23 A Professional Corporation

24
25 By: 

~~David S. Kupetz~~
26 Mark S. Horoupian
27 Bankruptcy Counsel for eStyle, Inc.
28 Debtor and Debtor in Possession

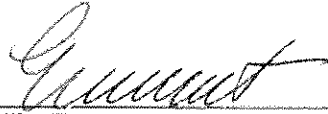
SulmeyerKupetz, A Professional Corporation
333 SOUTH HOPE STREET, THIRTY-FIFTH FLOOR
LOS ANGELES, CALIFORNIA 90071-1406
TEL. 213.626.2311 • FAX 213.629.4520

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have on the Estate, it is critical that the Sale Procedures be implemented immediately,
and the Sale be approved shortly thereafter.

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

Executed June 18, 2008, at Los Angeles, California.



Emilia Fabricant

EXHIBIT 1

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,
dba babystyle, Cadeau, and Cadeau
13 Designs,

14 Debtor.

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18 Tax Id. # 95-4712564

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

Chapter 11

**ORDER SHORTENING TIME FOR
HEARINGS ON DEBTOR'S MOTIONS
FOR**

**(A) ORDER APPROVING SALE
PROCEDURES AND BREAK-UP FEE IN
CONNECTION WITH THE SALE OF
ASSETS OF ESTYLE AND RELATED
ASSUMPTION AND ASSIGNMENT OF
NONRESIDENTIAL REAL PROPERTY
LEASES AND EXECUTORY
CONTRACTS; AND**

**(B) ORDER AUTHORIZING AND
APPROVING: (1) THE SALE OF THE
ASSETS OF ESTYLE, INC. FREE AND
CLEAR OF LIENS, AND (2) THE
ASSUMPTION AND ASSIGNMENT OF
UNEXPIRED NONRESIDENTIAL REAL
PROPERTY LEASES AND EXECUTORY
CONTRACTS IN CONNECTION
THEREWITH**

DATE: no hearing necessary
TIME: no hearing necessary
PLACE: U.S. Bankruptcy Court
Courtroom 1575
255 East Temple Street
Los Angeles, CA 90012

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1 Based upon the Debtor's Ex Parte Application for Order Shortening Time for
2 Hearings on Debtor's (A) Motion for Order Approving Sale Procedures and Break-Up Fee
3 In Connection with the Sale of Assets of Estyle and Related Assumption and Assignment
4 of Nonresidential Real Property Leases and Executory Contracts (the "Sales Procedures
5 Motion"), and; (B) Motion for Order Authorizing and Approving: (1) the Sale of the Assets
6 of Estyle, Inc. Free and Clear of Liens, and (2) the Assumption and Assignment of
7 Unexpired Nonresidential Real Property Leases and Executory Contracts In Connection
8 Therewith (the "Sale Approval Motion"), and good cause appearing therefore, it is
9 **HEREBY ORDERED** as follows:

10 1. The hearing on the Sales Procedures Motion shall be conducted on
11 June 24, 2008, at 2:00 p.m.

12 2. The Debtor shall serve notice of the hearing on the Sales
13 Procedures Motion via email (where available), facsimile, or overnight mail if email or
14 facsimile is not available, the following parties: (a) all parties who have requested special
15 notice in the case; (b) all affected landlords and parties to executory contracts of the
16 Debtor; (c) all secured creditors of the Debtor; (d) the Office of the United States Trustee;
17 (e) counsel for the Unsecured Creditors Committee; and (f) all identified prospective
18 bidders and their counsel, if any.

19 3. Any opposition to the Sales Procedures Motion must be filed at or
20 before the time for the hearing on said motion.

21 4. The hearing on the Sale Approval Motion (the "Sale Hearing") shall
22 be conducted on July 8, 2008, at _____.

23 5. The Debtor shall serve notice of the hearing of the Sale Hearing, via
24 email (where available), or overnight mail if email is not available, the following parties:
25 (a) all parties who have requested special notice in the case; (b) all affected landlords
26 and parties to executory contracts of the Debtor; (c) all secured creditors of the Debtor;
27 (d) the Office of the United States Trustee; (e) counsel for the Unsecured Creditors
28 Committee; and (f) all identified prospective bidders and their counsel, if any. The

1 Debtor shall also serve notice of Sale Hearing, by regular mail on all other creditors and
2 parties in interest.

3 6. No later than seven (7) days prior to the Sale Hearing, the Debtor
4 shall serve a schedule of proposed cure amounts for any lease or executory contract that
5 the Debtor proposes to assume and assign to the Successful Bidder.

6 7. No later three (3) business days prior to the Sale Hearing, the Debtor
7 shall file and serve a pleading (the "Modified Assumption List") listing any additions (with
8 proposed cure amounts), deletions or changes in asserted cure payments with respect to
9 the contracts and leases set forth in the Sale Motion and the Purchase Agreement that
10 the Debtor intends to assume and assign to Proposed Purchaser or any successful
11 overbidder in connection with the Proposed Sale, if any, and serve that pleading on each
12 non-Debtor party to a contract or lease listed on the Modified Assumption List, as well as
13 on Proposed Purchaser, counsel to Proposed Purchaser and the United States Trustee.

14 8. Any objection to the Sale Approval Motion be filed and served by no
15 later than July 1, 2008. Replies to any objection shall be filed and served by no later
16 than _____.

17 9. Any party to an executory contract or lease that is proposed to be
18 assumed and assigned to the Successful Bidder, may object to the proposed cure
19 amounts or evidence of adequate assurance of future performance by the proposed
20 assignee by no later than one business day before the hearing on the Sale Approval
21 Motion.

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23 DATED:

THE HONORABLE SAMUEL L. BUFFORD
UNITED STATES BANKRUPTCY JUDGE

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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 PRESENTED BY:
2 **SulmeyerKupetz**
3 A Professional Corporation
4
5 By: /s/ Mark S. Horoupian
6 Mark S. Horoupian
7 Attorneys for ESTYLE, INC., Debtor in
8 Possession
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SulmeyerKupetz, A Professional Corporation
333 SOUTH HOPE STREET, THIRTY-FIFTH FLOOR
LOS ANGELES, CALIFORNIA 90071-1406
TEL. 213.626.2311 • FAX 213.629.4520

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 June 18, 2008, I served the following document(s) described as **ORDER SHORTENING TIME FOR HEARINGS ON DEBTOR'S MOTIONS FOR (A) ORDER APPROVING SALE PROCEDURES AND BREAK-UP FEE IN CONNECTION WITH THE SALE OF ASSETS OF ESTYLE AND RELATED ASSUMPTION AND ASSIGNMENT OF NONRESIDENTIAL REAL PROPERTY LEASES AND EXECUTORY CONTRACTS; AND (B) ORDER AUTHORIZING AND APPROVING: (1) THE SALE OF THE ASSETS OF ESTYLE, INC. FREE AND CLEAR OF LIENS, AND (2) THE ASSUMPTION AND ASSIGNMENT OF UNEXPIRED NONRESIDENTIAL REAL PROPERTY LEASES AND EXECUTORY CONTRACTS IN CONNECTION THEREWITH** 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.

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 June 18, 2008, at Los Angeles, California.

/s/ Maria Viramontes
Maria R. Viramontes

SERVICE LIST

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DEBTOR

eStyle, Inc.
865 South Figueroa Street
Suite 2700
Los Angeles, CA 90017
EFabricant@babystyle.com

OFFICE OF THE UNITED STATES TRUSTEE

Office of the United States Trustee
Attn: Bruce Schildkraut, Esq.
Ernst & Young Plaza
725 South Figueroa St., 26th Floor
Los Angeles, CA 90017
Bruce.Schildkraut@usdoj.gov

ATTORNEY FOR COMMITTEE OF UNSECURED CREDITORS

Craig G. Margulies, Esq.
Ian S. Landsberg, Esq.
LANDSBERG MARGULIES LLP
16030 Ventura Blvd., Ste. 470
Encino, CA 91436-2731
cmargulies@lm-lawyers.com
ilandsberg@lm-lawyers.com

COMMITTEE OF UNSECURED CREDITORS

Direct Marketing Solutions
Attn: Michael Sherman, CEO
8534 NE Alderwood Road
Portland, OR 97220

McClaren USA
Attn: Edward Ruzzo, Credit Manager
4 Testa Place
South Norwalk, CT 06854

Simon Property Group, Inc.
Attn: Ronald M. Tucker, V.P./BK Counsel (Chairperson)
225 W. Washington St.
Indianapolis, IN 46204
rtucker@simon.com

Splendid Littles
Attn: Jepelte Zayco, Controller
dba of Mo Industries Inc
3751 S. Hill Street
Los Angeles, CA 90007

- 1 United Parcel Service
c/o Steven Sass
- 2 The Receivable Management Services Corp. (Agent)
307 International Circle, Suite 270
- 3 Hunt Valley, MD 21030
- 4 **PARTIES REQUESTING SPECIAL NOTICE**
Attorneys for Potential Bidder
- 5 Rob Opera, Esq.
Winthrop Couchot
- 6 660 Newport Center Drive, 4th Floor
Newport Beach, CA 92660
- 7 mwinthrop@winthropcouchot.com
ropera@winthropcouchot.com
- 8 Attorneys for Potential Bidder
- 9 Steve Warren, Esq.
O'Melveny & Myers, LLP
- 10 400 South Hope Street
Los Angeles, CA 90071
- 11 United States of America
swarren@omm.com
- 12 Attorneys for Potential Bidder
- 13 Nathan Schultz, Esq.
Stutman Treister & Glatt
- 14 1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067
- 15 NSchultz@Stutman.com
- 16 Brian Yellen
Great American Group
- 17 9 Parkway North, Suite 300
Deerfield, IL 60015
- 18 byellen@greatamerican.com
- 19 Rafael Klotz
Managing Director
- 20 Gordon Brothers Group
101 Huntington Avenue, 10th Floor
- 21 Boston, MA 02199
- 22 American Express Travel Related Svcs Co
Inc Corp Card
- 23 c/o Becket and Lee LLP
POB 3001
- 24 Malvern, PA 19355-0701
notices@becket-lee.com
- 25 Bellevue Square Managers, Inc.
c/o John S. Kaplan, Esq.
Perkins Coie LLP
- 26 1201 Third Avenue, 40th Floor
Seattle, WA 98101-3099
- 27 JKaplan@perkinscoie.com

- 1 Comptroller of Public Accounts of
- 2 the State of Texas
- 3 c/o Jay W. Hurst, Asst. Attorney Gen.
- 4 Bankruptcy & Collections Division
- 5 P.O. Box 12548
- 6 Austin, TX 78711-2548
- 7 jay.hurst@oag.state.tx.us
- 8
- 9 Dream International USA, Inc.
- 10 c/o Samuel S. Oh, Esq.
- 11 Lim, Ruger & Kim, LLP
- 12 1055 West Seventh St., Ste. 2800
- 13 Los Angeles, CA 90017
- 14 sam.oh@lrklawyers.com
- 15
- 16 Diapers.com
- 17 Attn: Jeffery Pomerance, Esq.
- 18 Pachulski Stang Ziehl & Jones
- 19 10100 Santa Monica Boulevard
- 20 11th Floor
- 21 Los Angeles, CA 90067-4100
- 22 jpomerantz@pszjlaw.com
- 23
- 24 General Growth Management, Inc., as Agent
- 25 Attn: Kristen N. Pate, Assistant Gen. Counsel
- 26 110 N. Wacker
- 27 Chicago, IL 60606
- 28 gppbk@ggp.com
- 16 GRP II Investors, L.P.; GRP II Partners, L.P;
- 17 GRP II, L.P.; Oak Investment Partners IX;
- 18 Oak IX Affiliates Fund, L.P.; & Oak IX Affiliates Fund – A, L.P.
- 19 c/o Michael Foreman, Esq.
- 20 c/o Michelle Kreidler Dove, Esq.
- 21 DORSEY & WHITNEY LLP
- 22 250 Park Avenue
- 23 New York, NY 10177
- 24 foreman.michael@dorsey.com
- 25 dove.michelle@dorsey.com
- 26
- 27 Iron Mountain Information Management
- 28 c/o Frank F. McGinn
- 155 Federal Street, 9th Floor
- Boston, MA 02110
- ffm@bostonbusinesslaw.com
- John Hancock Life Insurance Company (U.S.A.)
- Successor-In-Interest from the Manufacturers Life Insurance Company
- c/o David Seror, Esq.
- Anthony A. Friedman, Esq.
- Moldo Davidson Fraioli Serror & Sestanovich, LLP
- 2029 Century Park East, 21st Floor
- Los Angeles, CA 90067
- dserror@mdfslaw.com

- 1 afriedman@mdfslaw.com
- 2 Kashwere LLC
19749 Bahama Street
- 3 Northridge, CA 91324
patty@kashwere.com
- 4
- 5 Maricopa County Treasurer
Gust Rosenfeld P.L.C.
Attn: Madeleine C. Wanslee
- 6 201 E. Washington, Ste. 800
Phoenix, AZ 85004-2327
- 7 mwanslee@gustlaw.com
- 8 Maricopa County Treasurer
c/o Soukup & Schiff, LLP
- 9 Attn: Scott A. Schiff
1801 Century Park East, Ste 470
- 10 Los Angeles, CA 90067
sas@soukup-schiff.com
- 11
- 12 Maxtana Avenue, LLC
c/o Jeffrey A. Krieger, Esq.
Lina O. Balciunas, Esq.
- 13 Greenberg Glusker Fields Claman & Machtinger LLP
1900 Avenue of the Stars, 21st Floor
- 14 Los Angeles, CA 90067-4590
jkrieger@ggfirm.com
- 15 ibalciunas@ggfirm.com
- 16 New Breed, Inc.
c/o Franklin C. Adams, Esq.
- 17 c/o William J. Wall, Esq.
Best Best & Krieger LLP
- 18 3750 University Avenue, Suite 400
PO Box 1028
- 19 Riverside, CA 92502
franklin.adams@bbklaw.com
- 20 william.wall@bbklaw.com
- 21 NorthPark Partners, LP
c/o James H. Billingsley, Esq.
- 22 c/o Michael Heyman, Esq.
Kirkpatrick & Lockhart Preston Gates Ellis LLP
- 23 1717 Main Street, Suite 2800
Dallas, TX 75201
- 24 james.billingsley@klgates.com
michael.heyman@klgates.com
- 25
- 26 Shaw Valenza LLP
520 Capitol Mall, Suite 630
Sacramento, CA 95814
- 27 gvalenza@shawvalenza.com
- 28

- 1 Simon Property Group, Inc.
Attn: Ronald M. Tucker, Esq.
- 2 225 W. Washington St.
Indianapolis, IN 46204
- 3 rtucker@simon.com
- 4 State of Washington
Department of Revenue & Employment Security
- 5 Attn: Zachary Mosner, Asst. Atty. Gen.
Bankruptcy & Collections Unit
- 6 800 Fifth Ave, Ste 2000
Seattle, WA 98104-3188
- 7
- 8 Stokke LLC
Attn: Tor Christian Sorlie
1100 Cobb Place Blvd., Ste. 100
- 9 Kennesaw, GA 30144
torr.christian.sorlie@stokke.com
- 10
- 11 Stokke LLC
c/o Thomas Rosseland, Esq.
Bodker, Ramsey, Andrews, Winograd & Wildstein
- 12 One Securities Center
3490 Piedmont Road, Ste. 1400
- 13 Atlanta, GA 30305-4808
trosseland@brawwlaw.com
- 14
- 15 Taubman Landlords
(West Farms Mall LLC;
Willow Bend Shopping Center LP, et al.)
- 16 c/o Taubman Realty Group Limited
The Taubman Company
- 17 Attn: Andrew S. Conway
200 E. Long Lake Road, Ste. 300
- 18 Bloomfield Hills, MI 48303-0200
aconway@taubman.com
- 19
- 20 The Donovan Offices
Attn: James M. Donovan
Attn: Michael J. Glenn
- 21 Attn: John Monte
915 Wilshire Blvd., Ste. 950
- 22 Los Angeles, CA 90017
jmdonovan@thedonovanoffices.com
- 23 mjglenn@thedonovanoffices.com
montelaw@earthlink.net
- 24
- 25 The Irvine Company, LLC
c/o Ernie Zachary Park, Esq.
BEWLEY, LASSLEBEN & MILLER, LLP
- 26 13215 E. Penn St., Ste. 510
Whittier, CA 90602-1797
- 27 ernie.park@bewleylaw.com
- 28

- 1 TRS Acquisition Subsidiary, Inc.
A portfolio company of Hancock Park Capital II, L.P.
- 2 c/o Robert R. Ouellette Esq.
Schottenstein Zox & Dunn Co., LPA
- 3 250 West Street , Suite 700
Columbus, OH 43215
- 4 rouellette@szd.com

- 5 Wachovia Capital Finance Corporation (Western)
Attn: Robin Van Meter, Vice President
- 6 251 South Lake Avenue, Suite 900
Pasadena, CA 91101
- 7 robin.vanmeter@wachovia.com

- 8 Wachovia Capital Finance Corporation (Western)
c/o William H. Kiekhofer III, Esq.
- 9 c/o Anthony J. Napolitano, Esq.
MAYER BROWN LLP
- 10 350 South Grand Ave., 25th Floor
Los Angeles, CA 90071
- 11 wkiekhofer@mayerbrown.com
anapolitano@mayerbrown.com

- 12 Wachovia Capital Finance Corporation (Western)
- 13 Levy Small & Lallas
c/o Leo D. Plotkin, Esq.
- 14 815 Moraga Drive
Los Angeles, CA 90049
- 15 Tel 310.471-3000
Fax 310.471.7990
- 16 lplotkin@lsl-la.com

- 17 Westfield, LLC and
The Macerich Company
- 18 c/o Thomas J. Leanse, Esq.
c/o Brian D. Huben, Esq.
- 19 c/o Dustin P. Branch, Esq.
KATTEN MUCHIN ROSENMAN LLP
- 20 2029 Century Park East, Suite 2600
Los Angeles, CA 90067-3012
- 21 brian.huben@kattenlaw.com

- 22 Yvonne Besvold
c/o Michael Leight, Esq.
- 23 Law Offices of Michael Leight
6700 E. Pacific Coast Highway, Ste. 237
- 24 Long Beach, CA 90803
Tel 562.430.1009
- 25 Fax 562.431.2154
admin@leightlaw.net

- 26
- 27
- 28

1 SECURED CREDITORS

2 GRP Partners, L.P. et al.
Attn: Dana Kibler, Vice President
3 2121 Avenue of the Stars, Suite 1630
Los Angeles, CA 90067
4 Dana@GRPVC.com

5 Oak Investment Partners
Attn: Jerry Gallagher
6 90 South 7th Street, Suite 4550
Minneapolis, MN 55402
7 Jerry@oakvc.com

8 Oak Management Corporation
Attn: Mickey Johnston, Executive Assistant
9 90 South 7th Street, Suite 4550
Minneapolis, MN 55402
10 mickey@oakvc.com

11 Oak Investment Partners IX LP
Oak IX Affiliates Fund, LP
12 Oak IX Affiliates Fund-A, LP
90 S 7th Street, Suite 4550
13 Minneapolis, MN 55402

14 GRP II Investors, L.P.; GRP II Partners, L.P.;
GRP II, L.P.; Oak Investment Partners IX;
15 Oak IX Affiliates Fund, L.P.; & Oak IX Affiliates Fund – A, L.P.
c/o Michael Foreman, Esq.
16 c/o Michelle Kreidler Dove, Esq.
DORSEY & WHITNEY LLP
17 250 Park Avenue
New York, NY 10177
18 foreman.michael@dorsey.com
dove.michelle@dorsey.com

19 Wachovia Bank, National Association
20 Attn: TS Legal Risk Mgmt, Designated Officer
Mail Code NC 0817
21 301 South Tryon Street – Floor M7
Charlotte, NC 28288

22 Wachovia Bank, National Association
23 Attn: Mr. Rob Kendrick
Mail Code SC 1000
24 16 Broad Street
Charleston, SC 29401-3092

25 Wachovia Capital Finance Corporation (Western)
26 Attn: Robin Van Meter, Vice President
251 South Lake Avenue, Suite 900
27 Pasadena, CA 91101
robin.vanmeter@wachovia.com

28

1 Wachovia Capital Finance Corporation (Western)
c/o William H. Kiekhofer III, Esq.
2 c/o Anthony J. Napolitano, Esq.
MAYER BROWN LLP
3 350 South Grand Ave., 25th Floor
Los Angeles, CA 90071
4 wkiekhofer@mayerbrown.com
anapolitano@mayerbrown.com

5 Wachovia Capital Finance Corporation (Western)
6 c/o Leo D. Plotkin, Esq.
815 Moraga Drive
7 Los Angeles, CA 90049
lplotkin@lsl-la.com

8 Wachovia Capital Markets
9 Attn: Bruce Laughton, Managing Director
251 South Lake Ave., Suite 900
10 Pasadena, CA 91101
Bruce.laughton@wachovia.com

11 **LEASES/LANDLORDS**

12 Bellevue Square Managers, Inc.
13 Post Office Box 908
Bellevue, WA 98009

14 Bellevue Square Managers, Inc.
15 c/o John S. Kaplan, Esq.
Perkins Coie LLP
16 1201 Third Avenue, 40th Floor
Seattle, WA 98101-3099
17 JKaplan@perkinscoie.com

18 Bellevue Square Merchants
Dept 2072
19 PO Box 34936
Seattle, WA 98124-1936

20 Bellwether Properties of Mass LP
21 PO Box 354600
Newark, NJ 07193-5460

22 Bellwether Properties of Massachusetts Limited Partnership
23 c/o M.S. Management Associates Inc.
National City Center
24 115 West Washington
Indianapolis, Indiana 46204

25 Bellwether Properties of Massachusetts Limited Partnership
26 c/o Simon Property Group, Inc.
Attn: Ronald M. Tucker, Esq.
27 225 W. Washington St.
Indianapolis, IN 46204
28 rtucker@simon.com

- 1 Burlingame Drug Inc.
2 2501 Poppy Drive
3 Burlingame, CA 94101
- 4 KGS Elizabeth LLC
5 Unit 256-002-CU
6 One Union Square West, Ste. 402
7 New York, NY 10003-3386
- 8 Kierland Residential/Retail I, LLC
9 15205 N. Kierland Blvd., Ste. 200
10 Scottsdale, AZ 85254
- 11 Kierland Residential/Retail I LLC
12 Acct #00000134, Dept 5008
13 P.O. Box 29303
14 Phoenix, AZ 85038
- 15 The Manufacturers Life Ins Co
16 Dept A PO Box 5147
17 Buffalo Grove, NY 14240-5147
- 18 The Manufacturers Life Insurance Company (U.S.A.)
19 865 South Figueroa Street
20 Suite 2300
21 Los Angeles, CA 90017
- 22 Maxtana Ave LLC
23 921 Montana Ave
24 Santa Monica, CA 90403
- 25 Maxtana Avenue, LLC
26 c/o J.S. Rosenfield & Co.
27 919 Montana Ave.
28 Santa Monica, CA 90403
- 19 Mayflower Atrium LLC
20 Atrium Mall
21 14176 Collections Ctr Dr
22 Chicago, IL 60693
- 22 Mayflower Atrium, LLC
23 c/o M.S. Management Associates Inc.
24 National City Center
25 115 West Washington
26 Indianapolis, Indiana 46204
- 25 Mayflower Atrium, LLC
26 c/o Simon Property Group, Inc.
27 Attn: Ronald M. Tucker, Esq.
28 225 W. Washington St.
Indianapolis, IN 46204
rtucker@simon.com

- 1 Northpark Partners LP
R# 050700127-03
- 2 PO Box 671012
Dallas, TX 75267
- 3
- 4 NorthPark Partners, LP
8080 N. Central Expressway, Ste. 1100
Dallas, TX 75206-1807
- 5
- 6 RREEF America REIT II Corp., BBB
DBA Manhattan Village Shopping Center
Attn: Sally Blatt, Portfolio Manager
- 7 101 California Street, 26th Floor
San Francisco, CA 94111
- 8
- 9 RREEF America REIT II Corp., BBB
DBA Manhattan Village Shopping Center
Attn: Ruth O. Tewalt, Vice President
- 10 1200 Rosecrans Avenue, Suite 201
Manhattan Village, CA 90266
- 11
- 12 RREEF Management Company
c/o Charlotte Sweetland
3340 Peachtree Road NE, Suite 250
- 13 Atlanta, GA 30326
- 14 RREEF Management Company
c/o Thomas J. Leanse, Esq.
- 15 c/o Brian D. Huben, Esq.
c/o Dustin P. Branch, Esq.
- 16 KATTEN MUCHIN ROSENMAN LLP
2029 Century Park East, Suite 2600
- 17 Los Angeles, CA 90067-3012
- 18 Scottsdale Fashion Square LLC
Cust # 5103lbabyst 1dept Sfsret
- 19 PO Box 52623
Phoenix, AZ 85072-2623
- 20
- 21 Scottsdale Fashion Square Partnership
Attention: Center Manager
7014-590 E. Camelback Road
- 22 Scottsdale, AZ 85251
- 23 Scottsdale Fashion Square Partnership
Attention: Legal Department
- 24 c/o The Macerich Company
P.O. Box 2172
- 25 401 Wilshire Blvd., Ste. 700
Santa Monica, CA 90407
- 26
- 27 Sherman Oaks Fashion Associates
c/o Bank of America
File #56991
- 28 Los Angeles, CA 90074-6991

- 1 Sherman Oaks Fashion Associates, LP
- 2 Attention: Legal Department
- 3 11601 Wilshire Blvd., 12th Floor
Los Angeles, CA 90025
- 4 Short Hills Associates LLC
- 5 Department 53501
- 6 PO Box 67000
- 7 Detroit, MI 48267
- 8 Short Hills Associates, L.L.C.
- 9 c/o Andrew S. Conway
- 10 200 E. Long Lake Road, Ste. 300
- 11 Bloomfield Hills, MI 48303-0200
aconway@taubman.com
- 12 Taubman Cherry Creek Shopping
- 13 Dept # 89801
- 14 PO Box 67000
- 15 Detroit, MI 48267
- 16 Taubman Cherry Creek Shopping Center, L.L.C.
- 17 c/o Andrew S. Conway
- 18 200 E. Long Lake Road, Ste. 300
- 19 Bloomfield Hills, MI 48303-0200
paconway@taubman.com
- 20 The Irvine Company Retail
- 21 Prop Retail Ctr: Fashion Islnd
- 22 Dept 0363-1103A1
- 23 Fashion Island 03631
- 24 The Irvine Company
- 25 c/o Madison Marquette Retail Services, Inc.
- 26 401 Newport Center Drive, Suite A150
- 27 Newport Beach, CA 92660
- 28 The Irvine Company
- 29 Attention: General Counsel, Retail Properties
- 30 550 Newport Center Drive
- 31 P.O. Box 6370
- 32 Newport Beach, CA 92658-6370
- 33 The Irvine Company, LLC
- 34 c/o Ernie Zachary Park, Esq.
- 35 BEWLEY, LASSLEBEN & MILLER, LLP
- 36 13215 E. Penn St., Ste. 510
- 37 Whittier, CA 90602-1797
ernie.park@bewleylaw.com
- 38 The Macerich Company
- 39 c/o Steve Spector, Esq.
- 40 401 Wilshire Blvd., Suite 700
- 41 Santa Monica, CA 90401

- 1 The Macerich Company
- 2 c/o Thomas J. Leanse, Esq.
- 3 c/o Brian D. Huben, Esq.
- 4 c/o Dustin P. Branch, Esq.
- 5 KATTEN MUCHIN ROSENMAN LLP
- 6 2029 Century Park East, Suite 2600
- 7 Los Angeles, CA 90067-3012
- 8 VF Mall LLC
- 9 Attention: Legal Department
- 10 11601 Wilshire Blvd., 12th Floor
- 11 Los Angeles, CA 90025
- 12 VF Mall LLC
- 13 Bank of America Valley Fair
- 14 File #55702
- 15 Los Angeles, CA 90074-5702
- 16 Westfield, LLC
- 17 c/o Scott Grossman
- 18 11601 Wilshire Blvd., 11th Fl.
- 19 Los Angeles, CA 90025-1748
- 20 Westfield, LLC
- 21 c/o Thomas J. Leanse, Esq.
- 22 c/o Brian D. Huben, Esq.
- 23 c/o Dustin P. Branch, Esq.
- 24 KATTEN MUCHIN ROSENMAN LLP
- 25 2029 Century Park East, Suite 2600
- 26 Los Angeles, CA 90067-3012
- 27 brian.huben@kattenlaw.com
- 28

1 NOTICE OF ENTRY SERVICE LIST

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- 27
- 28

DEBTOR'S ATTORNEY

David S. Kupetz
SulmeyerKupetz
A Professional Corporation
333 South Hope Street, Thirty-Fifth Floor
Los Angeles, California 90071-1406

OFFICE OF THE UNITED STATES TRUSTEE

Office of the United States Trustee
Attn: Bruce Schildkraut, Esq.
Ernst & Young Plaza
725 South Figueroa St., 26th Floor
Los Angeles, CA 90017
Bruce.Schildkraut@usdoj.gov

ATTORNEY FOR COMMITTEE OF UNSECURED CREDITORS

Craig G. Margulies, Esq.
Ian S. Landsberg, Esq.
LANDSBERG MARGULIES LLP
16030 Ventura Blvd., Ste. 470
Encino, CA 91436-2731
cmargulies@lm-lawyers.com
ilandsberg@lm-lawyers.com

PROPOSED BUYER

TRS Acquisition Subsidiary, Inc.
A portfolio company of Hancock Park Capital II, L.P.
c/o Robert R. Ouellette Esq.
Schottenstein Zox & Dunn Co., LPA
250 West Street, Suite 700
Columbus, OH 43215
rouellette@szd.com

SECURED CREDITOR

Wachovia Capital Finance Corporation (Western)
c/o Leo D. Plotkin, Esq.
815 Moraga Drive
Los Angeles, CA 90049
lplotkin@lsl-la.com

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 PROOF OF SERVICE

2 STATE OF CALIFORNIA, COUNTY OF LOS ANGELES

3 At the time of service, I was over 18 years of age and **not a party to this action**. I
4 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.

5 On June 18, 2008, I served the following document(s) described as **EX PARTE**
6 **APPLICATION FOR ORDER SHORTENING TIME ON HEARINGS ON DEBTOR'S**
7 **MOTIONS FOR (A) ORDER APPROVING SALE PROCEDURES AND BREAK-UP FEE**
8 **IN CONNECTION WITH THE SALE OF ASSETS OF ESTYLE AND RELATED**
9 **ASSUMPTION AND ASSIGNMENT OF NONRESIDENTIAL REAL PROPERTY**
10 **LEASES AND EXECUTORY CONTRACTS; AND (B) ORDER AUTHORIZING AND**
11 **APPROVING: (1) THE SALE OF THE ASSETS OF ESTYLE, INC. FREE AND CLEAR**
12 **OF LIENS, AND (2) THE ASSUMPTION AND ASSIGNMENT OF UNEXPIRED**
13 **NONRESIDENTIAL REAL PROPERTY LEASES AND EXECUTORY CONTRACTS IN**
14 **CONNECTION THEREWITH; MEMORANDUM OF POINTS AND AUTHORITIES;**
15 **DECLARATION OF EMILIA FABRICANT**

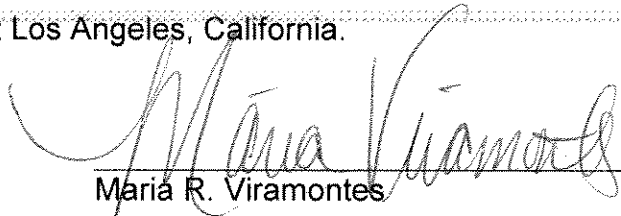
16 on the interested parties in this action as follows:

17 **SEE ATTACHED SERVICE LIST**

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

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

28 Executed on June 18, 2008, at Los Angeles, California.



Maria R. Viramontes

SERVICE LIST

- 1
- 2
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- 4
- 5
- 6
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- 14
- 15
- 16
- 17
- 18
- 19
- 20
- 21
- 22
- 23
- 24
- 25
- 26
- 27
- 28

DEBTOR

eStyle, Inc.
865 South Figueroa Street
Suite 2700
Los Angeles, CA 90017
EFabricant@babystyle.com

OFFICE OF THE UNITED STATES TRUSTEE

Office of the United States Trustee
Attn: Bruce Schildkraut, Esq.
Ernst & Young Plaza
725 South Figueroa St., 26th Floor
Los Angeles, CA 90017
Bruce.Schildkraut@usdoj.gov

ATTORNEY FOR COMMITTEE OF UNSECURED CREDITORS

Craig G. Margulies, Esq.
Ian S. Landsberg, Esq.
LANDSBERG MARGULIES LLP
16030 Ventura Blvd., Ste. 470
Encino, CA 91436-2731
cmargulies@lm-lawyers.com
ilandsberg@lm-lawyers.com

COMMITTEE OF UNSECURED CREDITORS

Direct Marketing Solutions
Attn: Michael Sherman, CEO
8534 NE Alderwood Road
Portland, OR 97220

McClaren USA
Attn: Edward Ruzzo, Credit Manager
4 Testa Place
South Norwalk, CT 06854

Simon Property Group, Inc.
Attn: Ronald M. Tucker, V.P./BK Counsel (Chairperson)
225 W. Washington St.
Indianapolis, IN 46204
rtucker@simon.com

Splendid Littles
Attn: Jepelte Zayco, Controller
dba of Mo Industries Inc
3751 S. Hill Street
Los Angeles, CA 90007

- 1 United Parcel Service
c/o Steven Sass
- 2 The Receivable Management Services Corp. (Agent)
307 International Circle, Suite 270
- 3 Hunt Valley, MD 21030
- 4 **PARTIES REQUESTING SPECIAL NOTICE**
Attorneys for Potential Bidder
- 5 Rob Opera, Esq.
Winthrop Couchot
- 6 660 Newport Center Drive, 4th Floor
Newport Beach, CA 92660
- 7 mwinthrop@winthropicouchot.com
ropera@winthropicouchot.com
- 8 Attorneys for Potential Bidder
- 9 Steve Warren, Esq.
O'Melveny & Myers, LLP
- 10 400 South Hope Street
Los Angeles, CA 90071
- 11 United States of America
swarren@omm.com
- 12 Attorneys for Potential Bidder
- 13 Nathan Schultz, Esq.
Stutman Treister & Glatt
- 14 1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067
- 15 NSchultz@Stutman.com
- 16 Brian Yellen
Great American Group
- 17 9 Parkway North, Suite 300
Deerfield, IL 60015
- 18 byellen@greatamerican.com
- 19 Rafael Klotz
Managing Director
- 20 Gordon Brothers Group
101 Huntington Avenue, 10th Floor
- 21 Boston, MA 02199
- 22 American Express Travel Related Svcs Co
Inc Corp Card
- 23 c/o Becket and Lee LLP
POB 3001
- 24 Malvern, PA 19355-0701
notices@becket-lee.com
- 25 Bellevue Square Managers, Inc.
- 26 c/o John S. Kaplan, Esq.
Perkins Coie LLP
- 27 1201 Third Avenue, 40th Floor
Seattle, WA 98101-3099
- 28 JKaplan@perkinscoie.com

- 1 Comptroller of Public Accounts of
the State of Texas
- 2 c/o Jay W. Hurst, Asst. Attorney Gen.
Bankruptcy & Collections Division
- 3 P.O. Box 12548
Austin, TX 78711-2548
- 4 jay.hurst@oag.state.tx.us

- 5 Dream International USA, Inc.
c/o Samuel S. Oh, Esq.
- 6 Lim, Ruger & Kim, LLP
1055 West Seventh St., Ste. 2800
- 7 Los Angeles, CA 90017
sam.oh@lrklawyers.com

- 8 Diapers.com
- 9 Attn: Jeffery Pomerance, Esq.
Pachulski Stang Ziehl & Jones
- 10 10100 Santa Monica Boulevard
11th Floor
- 11 Los Angeles, CA 90067-4100
jpomerantz@pszjlaw.com

- 12 General Growth Management, Inc., as Agent
- 13 Attn: Kristen N. Pate, Assistant Gen. Counsel
110 N. Wacker
- 14 Chicago, IL 60606
ggbk@ggp.com

- 15 GRP II Investors, L.P.; GRP II Partners, L.P.;
- 16 GRP II, L.P.; Oak Investment Partners IX;
Oak IX Affiliates Fund, L.P.; & Oak IX Affiliates Fund – A, L.P.
- 17 c/o Michael Foreman, Esq.
c/o Michelle Kreidler Dove, Esq.
- 18 DORSEY & WHITNEY LLP
250 Park Avenue
- 19 New York, NY 10177
foreman.michael@dorsey.com
- 20 dove.michelle@dorsey.com

- 21 Iron Mountain Information Management
c/o Frank F. McGinn
- 22 155 Federal Street, 9th Floor
Boston, MA 02110
- 23 ffm@bostonbusinesslaw.com

- 24 John Hancock Life Insurance Company (U.S.A.)
Successor-In-Interest from the Manufacturers Life Insurance Company
- 25 c/o David Seror, Esq.
Anthony A. Friedman, Esq.
- 26 Moldo Davidson Fraioli Serror & Sestanovich, LLP
2029 Century Park East, 21st Floor
- 27 Los Angeles, CA 90067
dserror@mdfslaw.com
- 28 afriedman@mdfslaw.com

- 1 Kashwere LLC
- 2 19749 Bahama Street
- 3 Northridge, CA 91324
patty@kashwere.com
- 4 Maricopa County Treasurer
- 5 Gust Rosenfeld P.L.C.
- 6 Attn: Madeleine C. Wanslee
- 7 201 E. Washington, Ste. 800
- 8 Phoenix, AZ 85004-2327
mwanslee@gustlaw.com
- 9 Maricopa County Treasurer
- 10 c/o Soukup & Schiff, LLP
- 11 Attn: Scott A. Schiff
- 12 1801 Century Park East, Ste 470
- 13 Los Angeles, CA 90067
sas@soukup-schiff.com
- 14 Maxtana Avenue, LLC
- 15 c/o Jeffrey A. Krieger, Esq.
- 16 Lina O. Balciunas, Esq.
- 17 Greenberg Glusker Fields Claman & Machtinger LLP
- 18 1900 Avenue of the Stars, 21st Floor
- 19 Los Angeles, CA 90067-4590
jkrieger@ggfirm.com
- 20 ibalciunas@ggfirm.com
- 21 New Breed, Inc.
- 22 c/o Franklin C. Adams, Esq.
- 23 c/o William J. Wall, Esq.
- 24 Best Best & Krieger LLP
- 25 3750 University Avenue, Suite 400
- 26 PO Box 1028
- 27 Riverside, CA 92502
franklin.adams@bbklaw.com
- 28 william.wall@bbklaw.com
- 29 NorthPark Partners, LP
- 30 c/o James H. Billingsley, Esq.
- 31 c/o Michael Heyman, Esq.
- 32 Kirkpatrick & Lockhart Preston Gates Ellis LLP
- 33 1717 Main Street, Suite 2800
- 34 Dallas, TX 75201
james.billingsley@klgates.com
- 35 michael.heyman@klgates.com
- 36 Shaw Valenza LLP
- 37 520 Capitol Mall, Suite 630
- 38 Sacramento, CA 95814
gvalenza@shawvalenza.com

- 1 Simon Property Group, Inc.
Attn: Ronald M. Tucker, Esq.
- 2 225 W. Washington St.
Indianapolis, IN 46204
- 3 rtucker@simon.com
- 4 State of Washington
Department of Revenue & Employment Security
- 5 Attn: Zachary Mosner, Asst. Atty. Gen.
Bankruptcy & Collections Unit
- 6 800 Fifth Ave, Ste 2000
Seattle, WA 98104-3188
- 7
- 8 Stokke LLC
Attn: Tor Christian Sorlie
1100 Cobb Place Blvd., Ste. 100
- 9 Kennesaw, GA 30144
torr.christian.sorlie@stokke.com
- 10
- 11 Stokke LLC
c/o Thomas Rosseland, Esq.
Bodker, Ramsey, Andrews, Winograd & Wildstein
- 12 One Securities Center
3490 Piedmont Road, Ste. 1400
- 13 Atlanta, GA 30305-4808
trosseland@brawwlaw.com
- 14
- 15 Taubman Landlords
(West Farms Mall LLC;
Willow Bend Shopping Center LP, et al.)
- 16 c/o Taubman Realty Group Limited
The Taubman Company
- 17 Attn: Andrew S. Conway
200 E. Long Lake Road, Ste. 300
- 18 Bloomfield Hills, MI 48303-0200
aconway@taubman.com
- 19
- 20 The Donovan Offices
Attn: James M. Donovan
Attn: Michael J. Glenn
- 21 Attn: John Monte
915 Wilshire Blvd., Ste. 950
- 22 Los Angeles, CA 90017
jmdonovan@thedonovanoffices.com
- 23 mjglenn@thedonovanoffices.com
montelaw@earthlink.net
- 24
- 25 The Irvine Company, LLC
c/o Ernie Zachary Park, Esq.
BEWLEY, LASSLEBEN & MILLER, LLP
- 26 13215 E. Penn St., Ste. 510
Whittier, CA 90602-1797
- 27 ernie.park@bewleylaw.com
- 28

- 1 TRS Acquisition Subsidiary, Inc.
A portfolio company of Hancock Park Capital II, L.P.
- 2 c/o Robert R. Ouellette Esq.
Schottenstein Zox & Dunn Co., LPA
- 3 250 West Street , Suite 700
Columbus, OH 43215
- 4 rouellette@szd.com

- 5 Wachovia Capital Finance Corporation (Western)
Attn: Robin Van Meter, Vice President
- 6 251 South Lake Avenue, Suite 900
Pasadena, CA 91101
- 7 robin.vanmeter@wachovia.com

- 8 Wachovia Capital Finance Corporation (Western)
c/o William H. Kiekhofer III, Esq.
- 9 c/o Anthony J. Napolitano, Esq.
MAYER BROWN LLP
- 10 350 South Grand Ave., 25th Floor
Los Angeles, CA 90071
- 11 wkiekhofer@mayerbrown.com
anapolitano@mayerbrown.com
- 12 Wachovia Capital Finance Corporation (Western)
- 13 Levy Small & Lallas
c/o Leo D. Plotkin, Esq.
- 14 815 Moraga Drive
Los Angeles, CA 90049
- 15 Tel 310.471-3000
Fax 310.471.7990
- 16 lplotkin@lsl-la.com

- 17 Westfield, LLC and
The Macerich Company
- 18 c/o Thomas J. Leanse, Esq.
c/o Brian D. Huben, Esq.
- 19 c/o Dustin P. Branch, Esq.
KATTEN MUCHIN ROSENMAN LLP
- 20 2029 Century Park East, Suite 2600
Los Angeles, CA 90067-3012
- 21 brian.huben@kattenlaw.com

- 22 Yvonne Besvold
c/o Michael Leight, Esq.
- 23 Law Offices of Michael Leight
6700 E. Pacific Coast Highway, Ste. 237
- 24 Long Beach, CA 90803
Tel 562.430.1009
- 25 Fax 562.431.2154
admin@leightlaw.net
- 26
- 27
- 28

1 SECURED CREDITORS

2 GRP Partners, L.P. et al.
Attn: Dana Kibler, Vice President
3 2121 Avenue of the Stars, Suite 1630
Los Angeles, CA 90067
4 Dana@GRPVC.com

5 Oak Investment Partners
Attn: Jerry Gallagher
6 90 South 7th Street, Suite 4550
Minneapolis, MN 55402
7 Jerry@oakvc.com

8 Oak Management Corporation
Attn: Mickey Johnston, Executive Assistant
9 90 South 7th Street, Suite 4550
Minneapolis, MN 55402
10 mickey@oakvc.com

11 Oak Investment Partners IX LP
Oak IX Affiliates Fund, LP
12 Oak IX Affiliates Fund-A, LP
90 S 7th Street, Suite 4550
13 Minneapolis, MN 55402

14 GRP II Investors, L.P.; GRP II Partners, L.P.;
GRP II, L.P.; Oak Investment Partners IX;
15 Oak IX Affiliates Fund, L.P.; & Oak IX Affiliates Fund – A, L.P.
c/o Michael Foreman, Esq.
16 c/o Michelle Kreidler Dove, Esq.
DORSEY & WHITNEY LLP
17 250 Park Avenue
New York, NY 10177
18 foreman.michael@dorsey.com
dove.michelle@dorsey.com

19 Wachovia Bank, National Association
20 Attn: TS Legal Risk Mgmt, Designated Officer
Mail Code NC 0817
21 301 South Tryon Street – Floor M7
Charlotte, NC 28288

22 Wachovia Bank, National Association
23 Attn: Mr. Rob Kendrick
Mail Code SC 1000
24 16 Broad Street
Charleston, SC 29401-3092

25 Wachovia Capital Finance Corporation (Western)
26 Attn: Robin Van Meter, Vice President
251 South Lake Avenue, Suite 900
27 Pasadena, CA 91101
robin.vanmeter@wachovia.com

28

- 1 Wachovia Capital Finance Corporation (Western)
c/o William H. Kiekhofer III, Esq.
- 2 c/o Anthony J. Napolitano, Esq.
MAYER BROWN LLP
- 3 350 South Grand Ave., 25th Floor
Los Angeles, CA 90071
- 4 wkiekhofer@mayerbrown.com
anapolitano@mayerbrown.com
- 5
- 6 Wachovia Capital Finance Corporation (Western)
c/o Leo D. Plotkin, Esq.
- 7 815 Moraga Drive
Los Angeles, CA 90049
lplotkin@lsl-la.com
- 8
- 9 Wachovia Capital Markets
Attn: Bruce Laughton, Managing Director
- 10 251 South Lake Ave., Suite 900
Pasadena, CA 91101
Bruce.laughton@wachovia.com
- 11
- 12 **LEASES/LANDLORDS**
- 13
- 14 Bellevue Square Managers, Inc.
Post Office Box 908
Bellevue, WA 98009
- 15
- 16 Bellevue Square Managers, Inc.
c/o John S. Kaplan, Esq.
Perkins Coie LLP
- 17 1201 Third Avenue, 40th Floor
Seattle, WA 98101-3099
JKaplan@perkinscoie.com
- 18
- 19 Bellevue Square Merchants
Dept 2072
PO Box 34936
Seattle, WA 98124-1936
- 20
- 21 Bellwether Properties of Mass LP
PO Box 354600
Newark, NJ 07193-5460
- 22
- 23 Bellwether Properties of Massachusetts Limited Partnership
c/o M.S. Management Associates Inc.
National City Center
- 24 115 West Washington
Indianapolis, Indiana 46204
- 25
- 26 Bellwether Properties of Massachusetts Limited Partnership
c/o Simon Property Group, Inc.
Attn: Ronald M. Tucker, Esq.
- 27 225 W. Washington St.
Indianapolis, IN 46204
- 28 rtucker@simon.com

- 1 Burlingame Drug Inc.
2 2501 Poppy Drive
3 Burlingame, CA 94101
- 4 KGS Elizabeth LLC
5 Unit 256-002-CU
6 One Union Square West, Ste. 402
7 New York, NY 10003-3386
- 8 Kierland Residential/Retail I, LLC
9 15205 N. Kierland Blvd., Ste. 200
10 Scottsdale, AZ 85254
- 11 Kierland Residential/Retail I LLC
12 Acct #00000134, Dept 5008
13 P.O. Box 29303
14 Phoenix, AZ 85038
- 15 The Manufacturers Life Ins Co
16 Dept A PO Box 5147
17 Buffalo Grove, NY 14240-5147
- 18 The Manufacturers Life Insurance Company (U.S.A.)
19 865 South Figueroa Street
20 Suite 2300
21 Los Angeles, CA 90017
- 22 Maxtana Ave LLC
23 921 Montana Ave
24 Santa Monica, CA 90403
- 25 Maxtana Avenue, LLC
26 c/o J.S. Rosenfield & Co.
27 919 Montana Ave.
28 Santa Monica, CA 90403
- 19 Mayflower Atrium LLC
20 Atrium Mall
21 14176 Collections Ctr Dr
22 Chicago, IL 60693
- 22 Mayflower Atrium, LLC
23 c/o M.S. Management Associates Inc.
24 National City Center
25 115 West Washington
26 Indianapolis, Indiana 46204
- 25 Mayflower Atrium, LLC
26 c/o Simon Property Group, Inc.
27 Attn: Ronald M. Tucker, Esq.
28 225 W. Washington St.
Indianapolis, IN 46204
rtucker@simon.com

- 1 Northpark Partners LP
R# 050700127-03
- 2 PO Box 671012
Dallas, TX 75267
- 3
- 4 NorthPark Partners, LP
8080 N. Central Expressway, Ste. 1100
Dallas, TX 75206-1807
- 5
- 6 RREEF America REIT II Corp., BBB
DBA Manhattan Village Shopping Center
Attn: Sally Blatt, Portfolio Manager
- 7 101 California Street, 26th Floor
San Francisco, CA 94111
- 8
- 9 RREEF America REIT II Corp., BBB
DBA Manhattan Village Shopping Center
Attn: Ruth O. Tewalt, Vice President
- 10 1200 Rosecrans Avenue, Suite 201
Manhattan Village, CA 90266
- 11
- 12 RREEF Management Company
c/o Charlotte Sweetland
3340 Peachtree Road NE, Suite 250
- 13 Atlanta, GA 30326
- 14 RREEF Management Company
c/o Thomas J. Leanse, Esq.
- 15 c/o Brian D. Huben, Esq.
c/o Dustin P. Branch, Esq.
- 16 KATTEN MUCHIN ROSENMAN LLP
2029 Century Park East, Suite 2600
- 17 Los Angeles, CA 90067-3012
- 18 Scottsdale Fashion Square LLC
Cust # 5103lbabyst 1dept Sfsret
- 19 PO Box 52623
Phoenix, AZ 85072-2623
- 20
- 21 Scottsdale Fashion Square Partnership
Attention: Center Manager
7014-590 E. Camelback Road
- 22 Scottsdale, AZ 85251
- 23 Scottsdale Fashion Square Partnership
Attention: Legal Department
- 24 c/o The Macerich Company
P.O. Box 2172
- 25 401 Wilshire Blvd., Ste. 700
Santa Monica, CA 90407
- 26
- 27 Sherman Oaks Fashion Associates
c/o Bank of America
File #56991
- 28 Los Angeles, CA 90074-6991

- 1 Sherman Oaks Fashion Associates, LP
- 2 Attention: Legal Department
- 3 11601 Wilshire Blvd., 12th Floor
Los Angeles, CA 90025
- 4 Short Hills Associates LLC
- 5 Department 53501
- 6 PO Box 67000
- 7 Detroit, MI 48267
- 8 Short Hills Associates, L.L.C.
- 9 c/o Andrew S. Conway
- 10 200 E. Long Lake Road, Ste. 300
- 11 Bloomfield Hills, MI 48303-0200
aconway@taubman.com
- 12 Taubman Cherry Creek Shopping
- 13 Dept # 89801
- 14 PO Box 67000
- 15 Detroit, MI 48267
- 16 Taubman Cherry Creek Shopping Center, L.L.C.
- 17 c/o Andrew S. Conway
- 18 200 E. Long Lake Road, Ste. 300
- 19 Bloomfield Hills, MI 48303-0200
paconway@taubman.com
- 20 The Irvine Company Retail
- 21 Prop Retail Ctr: Fashion Islnd
- 22 Dept 0363-1103A1
- 23 Fashion Island 03631
- 24 The Irvine Company
- 25 c/o Madison Marquette Retail Services, Inc.
- 26 401 Newport Center Drive, Suite A150
- 27 Newport Beach, CA 92660
- 28 The Irvine Company
- 29 Attention: General Counsel, Retail Properties
- 30 550 Newport Center Drive
- 31 P.O. Box 6370
- 32 Newport Beach, CA 92658-6370
- 33 The Irvine Company, LLC
- 34 c/o Ernie Zachary Park, Esq.
- 35 BEWLEY, LASSLEBEN & MILLER, LLP
- 36 13215 E. Penn St., Ste. 510
- 37 Whittier, CA 90602-1797
ernie.park@bewleylaw.com
- 38 The Macerich Company
- 39 c/o Steve Spector, Esq.
- 40 401 Wilshire Blvd., Suite 700
- 41 Santa Monica, CA 90401

1 The Macerich Company
2 c/o Thomas J. Leanse, Esq.
3 c/o Brian D. Huben, Esq.
4 c/o Dustin P. Branch, Esq.
KATTEN MUCHIN ROSENMAN LLP
2029 Century Park East, Suite 2600
Los Angeles, CA 90067-3012

5 VF Mall LLC
6 Attention: Legal Department
11601 Wilshire Blvd., 12th Floor
7 Los Angeles, CA 90025

8 VF Mall LLC
Bank of America Valley Fair
9 File #55702
Los Angeles, CA 90074-5702

10 Westfield, LLC
11 c/o Scott Grossman
11601 Wilshire Blvd., 11th Fl.
12 Los Angeles, CA 90025-1748

13 Westfield, LLC
14 c/o Thomas J. Leanse, Esq.
14 c/o Brian D. Huben, Esq.
15 c/o Dustin P. Branch, Esq.
KATTEN MUCHIN ROSENMAN LLP
2029 Century Park East, Suite 2600
16 Los Angeles, CA 90067-3012
brian.huben@kattenlaw.com

17

18

19

20

21

22

23

24

25

26

27

28