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11 (Successor-In-Interest from The Manufacturers Life Insurance Company
12 (U.S.A.))

13 **UNITED STATES BANKRUPTCY COURT**
14 **CENTRAL DISTRICT OF CALIFORNIA**
15 **LOS ANGELES DIVISION**

16 **In re**
17 **ESTYLE, INC., a Delaware corporation**
18 **d/b/a babystyle, Cadeau and Cadeau Designs,**
19 **Debtor.**

CASE NO.: 2:08-bk-13518-SB

CHAPTER 11

**OBJECTION OF JOHN HANCOCK LIFE
INSURANCE COMPANY (U.S.A.) TO
DEBTOR'S MOTION FOR ORDER
AUTHORIZING AND APPROVING:**

- 20 (1) **THE SALE OF eSTYLE, INC., FREE
AND CLEAR OF LIENS; AND**
- 21 (2) **THE ASSUMPTION AND
ASSIGNMENT OF EXECUTORY
CONTRACTS AND UNEXPIRED
NONRESIDENTIAL REAL PROPERTY
LEASES**

Date: July 8, 2008
Time: 2:00 p.m.
Place: Courtroom 1575

22
23 **TO THE HONORABLE SAMUEL L. BUFFORD, UNITED STATES BANKRUPTCY**
24 **JUDGE, THE DEBTOR AND DEBTOR IN POSSESSION, THE OFFICE OF THE UNITED**
25 **STATES TRUSTEE, AND TO ALL OTHER PARTIES IN INTEREST:**

26 The Landlord for the Leased Premises located at 865 South Figueroa Street, Suite 2700, Los
27 Angeles, California 90017 and creditor herein, John Hancock Life Insurance Company (U.S.A.)
28 (Successor-In-Interest from The Manufacturers Life Insurance Company (U.S.A.)) ("John Hancock")

1 and/or "Landlord"), hereby files this opposition to eStyle, Inc.'s (the "Debtor") *Motion For Order*
2 *Authorizing And Approving: (1)The Sale Of eStyle, Inc., Free And Clear Of Liens; And (2) The*
3 *Assumption And Assignment Of Executory Contracts And Unexpired Nonresidential Real Property*
4 *Leases* (the "Motion") as follows:

- 5 1. On or about June 26, 2008, the Debtor's counsel, on behalf of TRS
6 Acquisition Subsidiary, Inc. (the "Proposed Buyer"), sent to John Hancock
7 Life Insurance Company (U.S.A.), through its counsel, certain documentation
8 alleging adequate assurances of future performance (the "Documentation").
- 9 2. John Hancock Life Insurance Company (U.S.A.) has reviewed the
10 Documentation and objects to the adequate assurance of future performance
11 provided by the Debtor and the Proposed Buyer as insufficient under 11
12 U.S.C. § 365. Specifically, the Proposed Buyer is a newly formed entity with
13 no financial or operating history, the result of which, at a minimum, will
14 require some type of credit enhancement in the form of (a) a guaranty of
15 future performance; and/or (b) a letter of credit or a further cash security
16 deposit.
- 17 3. John Hancock Life Insurance Company (U.S.A.), to the extent consistent with
18 the objections expressed herein, also joins in the objections of other
19 lessors/landlords to the Motion.
- 20 4. John Hancock Life Insurance Company (U.S.A.) hereby reserves its right to
21 raise further objections. To date, John Hancock Life Insurance Company
22 (U.S.A.) has not been advised of nor has it received any information
23 concerning any bidder other than the Proposed Buyer. Accordingly, John
24 Hancock Life Insurance Company (U.S.A.) reserves its right to object to any
25 other bidder, if applicable.

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CONCLUSION

For the foregoing reasons, the Debtor's Motion should not be approved as presented, or, alternatively, the Debtor's Motion should be continued to a later date in order to provide John Hancock Life Insurance Company (U.S.A.) and other Landlords evidence of adequate assurance of future performance in connection with the assumption and assignment of Debtor's nonresidential leases under 11 U.S.C. § 365.

DATED: July 2, 2008.

MOLDO DAVIDSON FRAIOLI
SEROR & SESTANOVICH LLP

By: 

ANTHONY A. FRIEDMAN
Attorneys for John Hancock Life Insurance
Company (U.S.A.) (Successor-In-Interest
from The Manufacturers Life Insurance
Company (U.S.A.))

1 **PROOF OF SERVICE**

2 **STATE OF CALIFORNIA, COUNTY OF LOS ANGELES**

3 I am employed in the County of Los Angeles, State of California; I am over the age of 18
4 years and am not a party to the within action. I am employed by the law firm of Moldo Davidson
5 Fraioli Seror & Sestanovich LLP, located at 2029 Century Park East, 21st Floor, Los Angeles,
6 California 90067, Telephone: (310) 551-3100, Facsimile: (310) 551-0238.

7 On July 2, 2008, I served the document(s) described as: **OBJECTION OF JOHN
8 HANCOCK LIFE INSURANCE COMPANY (U.S.A.) TO DEBTOR'S MOTION FOR
9 ORDER AUTHORIZING AND APPROVING: 1) THE SALE OF eSTYLE, INC., FREE
10 AND CLEAR OF LIENS; AND 2) THE ASSUMPTION AND ASSIGNMENT OF
11 EXECUTORY CONTRACTS AND UNEXPIRED NONRESIDENTIAL REAL PROPERTY
12 LEASES**, on the interested parties in said action by enclosing the document(s) in a sealed envelope
13 addressed as follows:

14 **SEE ATTACHED SERVICE LIST**

- 15 **BY MAIL:** I caused such envelope(s) with postage thereon, fully prepaid, to be placed in the
16 United States mail. I am "readily familiar" with the firm's practice of collection and
17 processing correspondence for mailing. Under that practice it would be deposited with U.S.
18 postal service on that same day with postage thereon fully prepaid at Los Angeles, California
19 in the ordinary course of business.
- 20 **BY FEDERAL EXPRESS/EXPRESS MAIL:** I caused said document(s) to be sent via
21 Federal Express / Express Mail for next business day delivery.
- 22 **BY FACSIMILE:** I caused said document(s) to be sent via facsimile.
- 23 **BY EMAIL:** I caused said document(s) to be sent via email to all parties whose email
24 addresses are indicated below.
- 25 **ELECTRONICALLY MAILED:** Said document(s) were electronically served on the
26 person(s) as indicated on the attached Notice of Electronic Filing.
- 27 **BY TELEPHONIC COMMUNICATION:** I telephoned the interested parties and gave
28 notice as indicated in my declaration.
- BY PERSONAL SERVICE:** I caused said document(s) to be delivered to the addressees
listed on the attached Service List.
- [State]** I declare under penalty of perjury under the laws of the State of California that
the above is true and correct.
- [Federal]** I declare that I am employed in the offices of a member of the State Bar of this
Court at whose direction the service was made. I declare under penalty of perjury under the
laws of the United States of America that the above is true and correct.

Executed on July 2, 2008, at Los Angeles, California.


TRISH MELENDEZ

1 **IN RE ESTYLE, INC.**
2 **U.S.B.C./LA CASE NO. 2:08-bk-13518-SB**

3 **SERVICE LIST**

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Request For Special Notice

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