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7 Bankruptcy Counsel for eStyle, Inc.,  
Debtor and Debtor in Possession  
8  
9

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

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

15 Debtor.  
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18  
19 Tax Id # 95-4712564  
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Case No. 2:08-bk-13518-SB

Chapter 11

**NOTICE OF HEARING ON MOTION FOR APPROVAL OF STIPULATION BETWEEN DEBTOR IN POSSESSION, OFFICIAL UNSECURED CREDITORS' COMMITTEE, AND "BRIDGE LENDERS", OAK INVESTMENT PARTNERS, IX, OAK IX AFFILIATES FUND, OAK IX AFFILIATES FUND-A, GRP II, L.P., GRP II PARTNERS, L.P., AND GRP II INVESTORS, L.P. REGARDING (1) ALLOWANCE OF BRIDGE LENDERS' CLAIMS, (2) INTERIM DISTRIBUTION TO BRIDGE LENDERS, (3) SUBORDINATION OF BRIDGE LENDERS' CLAIMS, AND (4) ANCILLARY RELIEF**

DATE: November 4, 2008  
TIME: 11:00 a.m.  
PLACE: U.S. Bankruptcy Court  
Courtroom 1575  
255 East Temple Street  
Los Angeles, CA 90012

25 **TO ALL INTERESTED PARTIES:**  
26

27 **PLEASE TAKE NOTICE** that the "Motion for Approval of Stipulation  
28 Between Debtor In Possession, Official Unsecured Creditors' Committee, and 'Bridge

1 Lenders', Oak Investment Partners, IX, Oak IX Affiliates Fund, Oak IX Affiliates Fund-A,  
2 GRP II, L.P., GRP II Partners, L.P., and GRP II Investors, L.P. Regarding (1) Allowance  
3 of Bridge Lenders' Claims, (2) Interim Distribution to Bridge Lenders, (3) Subordination of  
4 Bridge Lenders' Claims, and (4) Ancillary Relief" (the "Motion"), filed by eStyle, Inc. (the  
5 "Debtor"), is set for hearing on November 4, 2008, at 11:00 a.m., in Courtroom 1575,  
6 United States Bankruptcy Court, 255 East Temple Street, Los Angeles, California.

7 **PLEASE TAKE FURTHER NOTICE** that any party opposing the Court's  
8 approval of the Motion, must file a formal, written opposition with the Clerk of the  
9 Bankruptcy Court, deliver a copy to the Court's chambers, and serve a copy of the  
10 opposition on bankruptcy counsel for the Debtor no less than fourteen (14) days prior to  
11 the hearing. Failure to timely file and serve an opposition may be deemed by the Court  
12 to be consent to the granting of the Motion.

13 The Debtor's business and related assets have been sold pursuant to Court  
14 approval. The former management and employees of the Debtor have been hired by the  
15 purchaser. The unsecured creditors' committee (the "Committee"), the remaining  
16 secured creditors in this case (the "Bridge Lenders"), and the Debtor have engaged in  
17 significant negotiations that have successfully concluded with the achievement of an  
18 agreement embodied in a stipulation (the "Stipulation") that resolves all issues regarding  
19 the claims and liens of the Bridge Lenders and provides a viable basis for moving forward  
20 with this chapter 11 case. Approval of the Stipulation is the subject of the Motion.

21 As set forth in greater detail in the Motion, approval of the Stipulation would  
22 result in the following: (a) resolving and compromising any claims and/or potential causes  
23 of action against the Bridge Lenders (and members of the Debtor's Board of Directors);  
24 (b) providing for an interim distribution to the Bridge Lenders on their allowed claims; (c)  
25 subordinating the Bridge Lenders secured claims to the payment of priority claims in  
26 connection with the Plan; (d) providing a viable basis for moving forward with a  
27 confirmable chapter 11 plan in this case; (e) avoiding the expense and delay of the other  
28 possible alternatives in this case; (f) and granting certain other ancillary relief, including

1 but not limited to approval of the Committee's counsel to pursue the Avoidance Claims on  
2 the terms provided for in the Stipulation. A true and correct copy of the Stipulation is  
3 attached to the Motion as Exhibit 1.

4 **The primary terms of the Stipulation include the following:**

5 A. Allowance of Bridge Lenders' Claims and Interim Distribution. The  
6 Bridge Lenders shall have an allowed secured claim in this case in the total amount of  
7 \$2,100,000. Contingent upon (1) an entered order approving the Stipulation and all  
8 terms and provisions therein, and (2) the Bridge Lenders' satisfaction of the terms and  
9 provisions in the Stipulation, the Debtor and the Committee shall waive and release any  
10 and all claims and causes of action, of any kind whatsoever, against the Bridge Lenders  
11 and against the directors of the Debtor who were directors as of July 1, 2008. These  
12 directors are Jerry Gallagher, Steve Lebow and Dennis Eck. The Debtor and the  
13 Committee will take such action as is necessary and appropriate to seek, and support, an  
14 interim payment of \$500,000 to the Bridge Lenders as soon as possible, but in any event  
15 prior to confirmation of the Plan.

16 B. Subordination Under the Plan. Subject to the terms of the  
17 Stipulation, the Bridge Lenders shall subordinate their allowed secured claims under the  
18 Plan to permit payment in full of (a) all allowed administrative and priority claims  
19 (including all claims entitled to priority treatment under section 507 of the Bankruptcy  
20 Code), including all allowed professionals' fees and costs, (b) the Guaranteed Payment  
21 (as defined below), and (c) the Post-Confirmation Reserve (as defined below).

22 C. Subordination to Allow for Guaranteed Payment of General  
23 Unsecured Claims Under the Plan. The Bridge Lenders shall subordinate their allowed  
24 secured claims to permit the sum of \$200,000 to be set aside for distribution to the  
25 holders of allowed general unsecured claims (the "Guaranteed Payment") under the Plan.  
26 The Debtor shall segregate \$200,000 until such time as the \$200,000 can be provided to  
27 the disbursing agent or liquidating trustee (whichever it may be under the Plan) to be  
28 provided to General Unsecured Creditors in accordance with the Plan. The Guaranteed

1 Payment shall be increased in the event of any net recoveries on Avoidance Claims (as  
2 defined below), as provided in section 7 below.

3 D. Continuance of Existing Subordination Agreement Pending the  
4 Effective Date of the Plan. The subordination of the Bridge Lenders' allowed secured  
5 claims to the fees and costs of the Debtor's professionals and to fees and costs of the  
6 Committee's counsel, in accordance with the terms of the existing subordination  
7 stipulation previously approved by the Court in this case, shall continue through the  
8 effective date of the Plan following confirmation of the Plan. All reasonable fees and out-  
9 of-pocket expenses of such professionals allowed by interim order of the Bankruptcy  
10 Court shall be paid in full. The Bridge Lenders shall not object to the final allowance and  
11 payment of the fees for the Debtor's bankruptcy counsel and financial advisor or  
12 Committee's counsel in amounts equal to 95% of all fees for services rendered by such  
13 professional as set forth in such professionals' invoices and/or fee applications.

14 E. Subordination to Post-Confirmation Reserve. The Bridge Lenders  
15 shall subordinate their allowed secured claims to permit a reserve to be established  
16 under the Plan in the amount of \$50,000 to fund the costs of the wind-down of the  
17 Debtor's estate following the effective date of the Plan (the "Post-Confirmation Reserve"),  
18 including, without limitation, all reasonable fees and expenses of the Disbursing Agent  
19 under a confirmed Plan, and any professionals working with the Disbursing Agent,  
20 including but not limited to the costs associated with the Avoidance Actions ("Post-  
21 Confirmation Costs"). The Post-Confirmation Reserve shall not be utilized by the Debtor  
22 or any of the Debtor's professionals. The position of the Debtor's Responsible Officer  
23 shall terminate on the Effective Date of the Plan.

24 F. Avoidance Actions. All Bankruptcy Code Chapter 5 claims and  
25 causes of action ("Avoidance Claims") of the Debtor's estate shall be preserved under the  
26 Plan for the benefit of unsecured creditors of the Debtor. The Guaranteed Payment will  
27 be increased by an amount, if available, equal to all recoveries on any Avoidance Claims  
28 after payment of any unpaid Post-Confirmation Costs and fees (as described below).

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1 The Committee shall continue to serve after Confirmation of the Plan and shall have sole  
2 authority to pursue, prosecute and settle any and all Avoidance Claims. The Committee,  
3 in its sole discretion, will decide on Avoidance Claims to be pursued, if any. The  
4 Committee counsel shall pursue Avoidance Claims, if any, on a contingency fee basis  
5 which, subject to Bankruptcy Court approval, shall be 33% of the gross recovery against  
6 each defendant if resolved before trial and 40% of the gross recovery against each  
7 defendant if a matter settles within 30 days of the first date set for trial or goes to trial. As  
8 provided above, the estate shall reimburse Committee counsel for all costs related to the  
9 Avoidance Claims. The Court's approval of the Stipulation, unless other court order is  
10 required by the Court, shall approve Committee counsel's retention on a contingency fee  
11 basis with respect to pursuing Avoidance Claims. Committee counsel shall not seek or  
12 be entitled to any payment, based on hourly services, from the Debtor's estate with  
13 regard to fees (except for costs) relating to avoidance claims for services rendered after  
14 January 1, 2009.

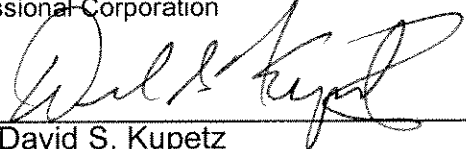
15 G. Objecting to Administrative and Priority Claims Where Appropriate.

16 The Debtor shall take all steps and actions reasonably necessary and appropriate to  
17 object to any administrative or priority claims filed in this case that should be disallowed  
18 and shall provide to the Bridge Lenders a monthly written report of the status of all such  
19 claims until they are all allowed or disallowed by order of the Bankruptcy Court.

20 DATED: October 7, 2008

**SULMEYERKUPETZ**  
A Professional Corporation

21  
22 By:

  
\_\_\_\_\_  
David S. Kupetz  
Mark S. Horoupian  
Bankruptcy Counsel for eStyle Inc.,  
Debtor and Debtor in Possession

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**PROOF OF SERVICE**

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

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

On October 8, 2008, I served the following document(s) described as **NOTICE OF HEARING ON MOTION FOR APPROVAL OF STIPULATION BETWEEN DEBTOR IN POSSESSION, OFFICIAL UNSECURED CREDITORS' COMMITTEE, AND "BRIDGE LENDERS", OAK INVESTMENT PARTNERS, IX, OAK IX AFFILIATES FUND, OAK IX AFFILIATES FUND-A, GRP II, L.P., GRP II PARTNERS, L.P., AND GRP II INVESTORS, L.P. REGARDING (1) ALLOWANCE OF BRIDGE LENDERS' CLAIMS, (2) INTERIM DISTRIBUTION TO BRIDGE LENDERS, (3) SUBORDINATION OF BRIDGE LENDERS' CLAIMS, AND (4) ANCILLARY RELIEF** on the interested parties in this action as follows:

**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 as follows:

**PARTIES REQUESTING SPECIAL NOTICE**

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Business & Licensing  
Attorney for Colorado Department of Revenue  
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Denver, CO 80203

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Department of Revenue and Employment Security  
c/o Zachary Mosner, Asst. Attorney General  
Bankruptcy & Collections Unit  
800 Fifth Ave, Ste 2000  
Seattle, WA 98104-3188

SwaddleDesigns, LLC  
Charles C. Robinson  
Garvey Schubert Barer  
1191 Second Ave., 18<sup>th</sup> Fl.  
Seattle, WA 98101-2939

Tax Collector County of Santa Clara  
County Govt Center 6<sup>th</sup> Fl East Wing  
70 West Hedding St  
San Jose, CA 95110

**INTERNAL REVENUE SERVICE**

Internal Revenue Service  
P.O. Box 21126  
Philadelphia, PA 19114

Internal Revenue Service  
Insolvency I Stop 5022  
300 North Los Angeles Street, Room 4062  
Los Angeles, CA 90012-9903

United States Attorney's Office Tax Division  
Federal Building, Room 7211  
300 North Los Angeles Street  
Los Angeles, CA 90012

Civil Process Clerk - United States Attorney's Office  
Federal Building, Room 7516  
300 North Los Angeles Street  
Los Angeles, CA 90012

Attorney General  
United States Department of Justice  
Ben Franklin Station, P.O. Box 683  
Washington, DC 20044

United States Depart of Justice Tax Div.  
Civil Trial Section, Western Region  
P.O. Box 683  
Ben Franklin Station  
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1        **COMMITTEE OF UNSECURED CREDITORS**

2        Direct Marketing Solutions  
3        Attn: Michael Sherman, CEO  
4        8534 NE Alderwood Road  
5        Portland, OR 97220

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

6        McClaren USA  
7        Attn: Edward Ruzzo, Credit Manager  
8        4 Testa Place  
9        South Norwalk, CT 06854

United Parcel Service  
c/o Steven Sass  
The Receivable Management Services Corp.  
(Agent)  
307 International Circle, Suite 270  
Hunt Valley, MD 21030

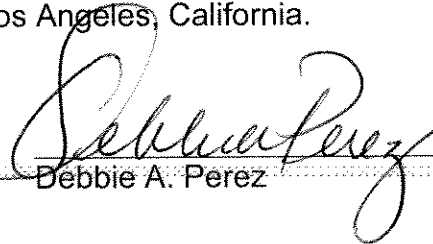
10       Simon Property Group, Inc.  
11       Attn: Ronald M. Tucker, V.P./BK Counsel  
12       (Chairperson)  
13       225 W. Washington St.  
14       Indianapolis, IN 46204

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

20       **SEE ATTACHED EMAIL SERVICE LIST**

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

24       Executed on October 8, 2008, at Los Angeles, California.

25         
26       \_\_\_\_\_  
27       Debbie A. Perez

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## EMAIL SERVICE LIST

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### **OFFICE OF THE UNITED STATES TRUSTEE**

Office of the United States Trustee  
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Comptroller of Public Accounts of  
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19 [trosseland@brawwlaw.com](mailto:trosseland@brawwlaw.com)
- 20 Taubman Landlords  
(West Farms Mall LLC;  
21 Willow Bend Shopping Center LP, et al.)  
c/o Taubman Realty Group Limited  
22 The Taubman Company  
Attn: Andrew S. Conway  
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Bloomfield Hills, MI 48303-0200  
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