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6 Bankruptcy Counsel for eStyle, Inc.,
7 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 Debtor.

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18
19 Tax Id # 95-4712564
20

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

Chapter 11

**NOTICE OF DEBTOR'S MOTION
PURSUANT TO SECTION 363(c) OF THE
BANKRUPTCY CODE AND RULE 4001(b)
OF THE FEDERAL RULES OF
BANKRUPTCY PROCEDURE FOR ORDER
APPROVING STIPULATION REGARDING
USE OF CASH COLLATERAL BETWEEN
DEBTOR AND SECOND PRIORITY
"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.**

21 DATE: April 29, 2008
22 TIME: 11:00 a.m.
23 PLACE: U.S. Bankruptcy Court
Courtroom 1575
255 East Temple Street
Los Angeles, CA 90012

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25 **PLEASE TAKE NOTICE** that eStyle, Inc. (the "Debtor"), debtor in
26 possession in this case, has filed a motion (the "Motion") requesting an order of the Court
27 approving the Stipulation (the "Stipulation") between the Debtor, on the one hand, and
28 Oak Investment Partners, IX, Limited Partnership, a Delaware limited Partnership, Oak IX

1 Affiliates Fund, Limited Partnership, a Delaware limited partnership, and Oak IX Affiliates
2 Fund-A, Limited Partnership, a Delaware limited partnership (collectively, the "Oak
3 Entities"), GRP II, L.P., a Delaware limited partnership, GRP II Partners, L.P., a Delaware
4 limited partnership, and GRP II Investors, L.P, a Delaware limited partnership (collectively
5 the "GRP Entities"), on the other hand. The Oak Entities and GRP Entities are
6 sometimes collectively referred to herein as the "Bridge Lenders". A true and correct
7 copy of the Stipulation is attached to the Motion as Exhibit 1. The Motion is set for
8 hearing on April 29, 2008, at 11:00 a.m., in Courtroom 1575, United States Bankruptcy
9 Court, 255 East Temple Street, Los Angeles, California. Any response to the Motion
10 must be filed with the Court and served on bankruptcy counsel for the Debtor (at the
11 address set forth in the upper left corner of the first page of this Notice) no later than 14
12 days prior to the hearing on the Motion. Failure to timely file and serve a response to the
13 Motion may be deemed by the Court to be consent to the granting of the relief requested
14 in the Motion.

15 The Bridge Lenders are equity holders in the Debtor, and one
16 representative of the Oak Entities and one of the GRP Entities serve on the Debtor's
17 board of directors. In November, 2007, in order to fund operating shortfalls, the Bridge
18 Lenders collectively lent the Debtor \$2 million. In exchange for the loan, the Bridge
19 Lenders were provided with a security interest in all of the Debtor's assets, subordinate to
20 the security interest held by Wachovia Capital Finance Corporation ("Wachovia"). After
21 the Debtor filed its chapter 11 petition, the Bridge Lenders consented to the use of cash
22 collateral, and executed the Stipulation. In general, the Stipulation provides: (a) the
23 Bridge Lenders' consent to the use of cash collateral; (b) the granting to the Bridge
24 Lenders of replacement liens on post-petition collateral to extent, priority and validity of
25 their pre-petition liens; (c) a carve-out from their collateral for the fees and costs incurred
26 by the Debtor's professional; and (d) for termination of the Bridge Lenders' consent to use
27 cash collateral upon the occurrence of certain events. The Stipulation does not purport to
28 (a) give the Bridge Lenders a priming lien ahead of, or of equal priority to Wachovia's

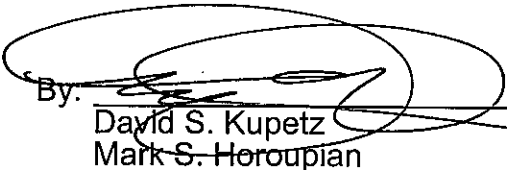
1 lien; (b) provide releases to the Bridge Lenders of any kind; or (c) provide validation of
2 the Bridge Lenders security interest and claims. The Stipulation is in the best interest of
3 the bankruptcy estate (the "Estate") as it allows the Debtor, subject to Wachovia's
4 consent or other order of this Court, to use its cash collateral to pay for necessary
5 operating expenses and costs of it reorganization case.

6 The Motion is based upon 11 U.S.C. § 363(c)(2)(A) and Rule 4001(b)(1) of
7 the Federal Rules of Bankruptcy Procedure. The Motion is made and based upon the
8 moving papers, the Memorandum of Points and Authorities and Declaration of Robert S.
9 Kelleher attached to the Motion, the arguments and representations of counsel and any
10 oral or documentary evidence presented at the time of the hearing.

11 **PLEASE TAKE FURTHER NOTICE** that any party who has not received a
12 copy of the Motion and desires to obtain one, may contact Debbie Perez at telephone no.
13 213.626.2311, Fax: (213) 629-4520, email: dperez@sulmeyerlaw.com, and as copy will
14 be promptly furnished.

15
16 DATED: April 4, 2008

SulmeyerKupetz
A Professional Corporation

17
18 By: 
19 David S. Kupetz
20 Mark S. Horoupan
21 Bankruptcy Counsel for eStyle, Inc.,
22 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 April 4, 2008, I served the following document(s) described as **NOTICE OF DEBTOR'S MOTION PURSUANT TO SECTION 363(c) OF THE BANKRUPTCY CODE AND RULE 4001(b) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE FOR ORDER APPROVING STIPULATION REGARDING USE OF CASH COLLATERAL BETWEEN DEBTOR AND SECOND PRIORITY "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.**

on the interested parties in this action as follows:

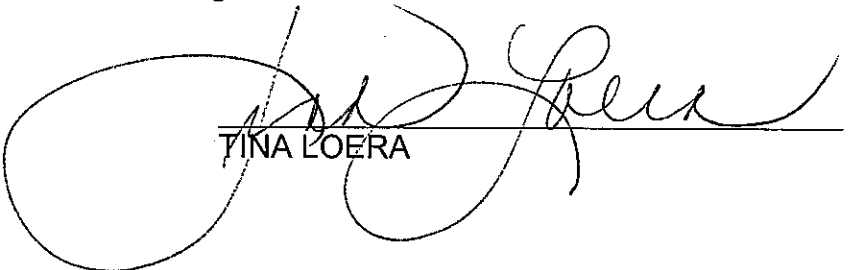
SEE ATTACHED SERVICE LIST

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 (where an email address is not set forth) 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.

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 April 4, 2008, at Los Angeles, California.


TINA LOERA

SERVICE LIST

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OFFICE OF THE UNITED STATES TRUSTEE

Office of the United States Trustee
Attn: Bruce Schildkraut, Esq.
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REQUEST FOR SPECIAL NOTICE

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GRP II, L.P.; Oak Investment Partners IX;
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Willow Bend Shopping Center LP, et al.)
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GRP II, L.P.; Oak Investment Partners IX;
- 22 Oak IX Affiliates Fund, L.P.; & Oak IX Affiliates Fund – A, L.P.
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