

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BROOKSTONE HOLDINGS CORP., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 18-11780 (BLS)

Jointly Administered

**Ref. Docket No. 653**

**NOTICE TO ALL CREDITORS OF BAR DATES FOR FILING PROOFS OF CLAIM**

On August 2, 2018 (the "Petition Date"), Brookstone Holdings Corp. and its affiliated debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors") each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code"), in the United States Bankruptcy Court for the District of Delaware (the "Court").

On October 31, 2018, the Court entered an order [Docket No. 653] (the "Bar Date Order")<sup>2</sup> establishing certain claims bar dates in the Chapter 11 Cases. By the Bar Date Order, the Court established **December 5, 2018 at 5:00 p.m. (prevailing Eastern Time)** as the general claims bar date (the "General Bar Date"). Except as described below, the Bar Date Order requires all persons or entities that have or assert any prepetition Claims against the Debtors to file Proofs of Claim with the Debtors' claims and noticing agent, Omni Management Group (the "Claims Agent"), so that their Proofs of Claim are actually received by the Claims Agent on or before the General Bar Date. A list of the Debtors in the Chapter 11 Cases is below:

<b>Debtors</b>	<b>Case No.</b>
Brookstone Holdings Corp.	18-11780
Brookstone, Inc	18-11781
Brookstone Company, Inc.	18-11782
Brookstone Retail Puerto Rico, Inc.	18-11783
Brookstone International Holdings, Inc.	18-11784
Brookstone Purchasing, Inc.	18-11786
Brookstone Stores, Inc.	18-11787
Big Blue Audio LLC	18-11789
Brookstone Holdings, Inc.	18-11790
Brookstone Properties, Inc.	18-11791

For your convenience, enclosed with this Notice is a proof of claim form, which identifies on its face the amount, nature, and classification of your Claim(s), if any, listed in the Debtors' schedules of assets and liabilities filed in the Chapter 11 Cases (the "Schedules"). If the Debtors believe that you hold a Claim against more than one

<sup>1</sup> The Debtors, along with the last four digits of each Debtor's tax identification number, are: Brookstone Holdings Corp. (4638), Brookstone, Inc. (2895), Brookstone Company, Inc. (3478), Brookstone Retail Puerto Rico, Inc. (5552), Brookstone International Holdings, Inc. (8382), Brookstone Purchasing, Inc. (2514), Brookstone Stores, Inc. (2513), Big Blue Audio LLC (N/A), Brookstone Holdings, Inc. (2515), and Brookstone Properties, Inc. (2517). The Debtors' corporate headquarters and the mailing address for each Debtor is One Innovation Way, Merrimack, NH 03054.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Bar Date Order.

Debtor, you will receive multiple proofs of claim forms, each of which will reflect the nature and amount of your Claim listed in the Schedules and the applicable Debtor.

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS BELIEVE YOU HAVE A CLAIM.**

**KEY DEFINITIONS**

As used in this Notice, the term “entity” (or “entities”) has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes, but is not limited to, all persons (including, without limitation, individuals, partnerships, and corporations), estates, trusts, and governmental units.

As used in this Notice, the term “governmental unit” (or “governmental units”) has the meaning given to it in section 101(27) of the Bankruptcy Code and includes, without limitation, the United States, states, commonwealths, districts, territories, municipalities, foreign states, or departments, agencies, or instrumentalities of the United States.

As used in this Notice, the term “Claim” (or “Claims”) shall mean, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, legal, equitable, secured, or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

**WHO MUST FILE A PROOF OF CLAIM AND THE APPLICABLE BAR DATES**

**The Bar Dates**

The Bar Date Order established the following bar dates for filing Proofs of Claim in the Chapter 11 Cases:

- a. **The General Bar Date:** Pursuant to the Bar Date Order, the last date and time for all persons and entities that assert a Claim, **including, without limitation, any claims under section 503(b)(9) of the Bankruptcy Code** (each, a “**503(b)(9) Claim**”), secured claims, and priority claims, which arose on or prior to the Petition Date, to file a Proof of Claim on account of such Claim is **the General Bar Date** (as defined above).
- b. **The Government Bar Date:** Pursuant to the Bar Date Order, the last date and time for governmental units to file a Proof of Claim on account of a Claim against the Debtors which arose on or prior to the Petition Date is **January 29, 2019 at 5:00 p.m. (prevailing Eastern Time)** (the “**Government Bar Date**”).
- c. **The Amended Schedules Bar Date:** If the Debtors amend or supplement their Schedules subsequent to the service of this Notice, the Debtors will give notice of any such amendment or supplement to the holders of Claims affected thereby, and such holders shall be afforded **the later of (i) the applicable Bar Date or (ii) 5:00 p.m. (prevailing Eastern Time) on the first business day that is twenty-one (21) days from the date on which such notice is given, to file Proofs of Claim in respect of their affected Claims** (the “**Amended Schedules Bar Date**”). Any person or entity who files a Proof of Claim before the Schedules are amended shall not be required to file another Proof of Claim.
- d. **The Rejection Bar Date:** The last date and time for any person or entity whose Claim arises out of the Court-approved rejection of an executory contract or unexpired lease in accordance with section 365 of the Bankruptcy Code (a “**Rejection Damages Claim**”) to file a Proof of Claim on account of such Rejection Damages Claim is **the later of (i) the applicable Bar Date or (ii) 5:00 p.m. (prevailing Eastern Time) on the first business day that is thirty-five (35) days following the entry of the order approving the rejection of the executory contract or unexpired lease pursuant to which the entity asserting the Rejection Damages Claim is a party** (collectively with the General Bar Date, the Government Bar Date, and the Amended Schedules Bar Date, each, a “**Bar Date**”). Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a Claim on account of unpaid amounts accrued and outstanding as of the Petition Date pursuant to such executory contract or unexpired lease (other than a Rejection Damages Claim)

must file a Proof of Claim for such amounts on or before the applicable Bar Date unless such party is expressly excluded from filing a Proof of Claim.

**Entities That Must File Proofs of Claim by the Applicable Bar Date**

Each of the following entities that fails to file a Proof of Claim by the applicable Bar Date with respect to a Claim shall not be permitted to (a) vote to accept or reject any plan filed in the Chapter 11 Cases, (b) participate in any distribution in the Chapter 11 Cases on account of such Claim, or (c) receive further notices regarding such Claim:

- a. any entity whose prepetition Claim against the Debtors is not listed in the Schedules or whose prepetition Claim is listed in the Schedules but is listed therein as disputed, contingent, and/or unliquidated;
- b. any entity that believes that its prepetition Claim is (i) improperly classified in the Schedules, (ii) is listed in an incorrect amount in the Schedules, or (iii) both of (i) and (ii), and that desires to have its Claim allowed in a classification or amount other than that identified in the Schedules; and
- c. any entity that believes that its prepetition Claim as listed in the Schedules is not an obligation of the specific Debtor against which the Claim is listed and that desires to have its Claim allowed against a Debtor other than that identified in the Schedules.

**Entities Not Required to File Proofs of Claim by the Applicable Bar Date**

The Bar Date Order further provides that the following persons and entities need not file Proofs of Claim on or before the applicable Bar Date:

- a. Any person or entity whose Claim is listed on the Schedules and (i) whose Claim is not described thereon as “disputed,” “contingent,” and/or “unliquidated,” (ii) who does not dispute the amount or classification of the Claim set forth in the Schedules, and (iii) who does not dispute that the Claim is an obligation of the specific Debtor against which the Claim is listed on the Schedules;
- b. Any person or entity whose Claim has been paid in full by the Debtors;
- c. Professionals retained by the Debtors, the Committee or any other statutory committee appointed pursuant to orders of the Court who assert administrative claims for fees and expenses subject to the Court’s approval pursuant to sections 328, 330, 331, and 503(b) of the Bankruptcy Code or 28 U.S.C. § 156(c);
- d. Current officers and directors of the Debtors who assert Claims for indemnification and/or contribution arising as a result of such officers’ or directors’ prepetition or postpetition services to the Debtors;
- e. Any person or entity holding a Claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- f. Any holder of a Claim, other than a 503(b)(9) Claim, allowable under sections 503(b) of the Bankruptcy Code as an administrative expense, which Claims will be subject to a separate bar date;
- g. Any person or entity that holds a Claim that has been allowed by an order of the Court entered on or before the applicable Bar Date;
- h. Any holder of a Claim for which a separate deadline for filing a Proof of Claim is fixed by an order of the Court;
- i. Any entity that holds an interest in the Debtors, whose interest is based exclusively upon the ownership of common stock, preferred stock, partnership interests, or warrants or rights to purchase, sell, or subscribe to such an interest; provided, however, that interest holders that wish to assert Claims (as opposed to ownership interests) against the Debtors that arise out of or relate to the

ownership or purchase of an interest, including Claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date, unless another exception identified herein applies;

- j. Any holder of a Claim who has, prior to the date of entry of the Bar Date Order, properly filed a Proof of Claim with the claims agent or the Clerk of the United States Bankruptcy Court for the District of Delaware on account of such Claim, utilizing a Claim form that substantially conforms to the Proof of Claim Form or Official Form 10; and
- k. With respect to any chapter 11 administrative claims, any governmental unit not required to file a Proof of Claim or application for allowance for any claim covered by section 503(b)(B), (C), or (D) of the Bankruptcy Code.

#### **CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM**

**Any person, entity, or governmental unit not excepted from filing a Proof of Claim pursuant to the Bar Date Order, that fails to do so by the applicable Bar Date and in the form and manner provided for in the Bar Date Order, shall not be permitted to (a) vote to accept or reject any plan filed in the Chapter 11 Cases, (b) participate in any distribution in the Chapter 11 Cases on account of such Claim, or (c) receive further notices regarding such Claim.**

**If it is unclear from the Schedules whether your Claim is disputed, contingent, and/or unliquidated or is otherwise properly listed and classified, you must file a Proof of Claim on or before the applicable Bar Date. Any person, entity, or governmental unit that relies on the information in the Schedules bears full and absolute responsibility for determining that its Claim is accurately listed in the Schedules in all respects.**

#### **RESERVATION OF RIGHTS**

Nothing in the Bar Date Order impairs, prejudices, waives, or otherwise affects the rights of the Debtors and their estates to: (i) dispute, or to assert offsets or defenses to, any Claim reflected in the Schedules or any Proof of Claim filed in the Chapter 11 Cases, as to amount, liability, characterization, or otherwise; (ii) subsequently designate any Claim reflected in the Schedules as disputed, contingent or unliquidated; and (iii) to seek a further order of the Court establishing such other deadlines and bar dates in the Chapter 11 Cases as may be necessary or advisable.

#### **PROCEDURES FOR FILING PROOFS OF CLAIM**

Except as otherwise provided herein, Proofs of Claim must be filed so as to be **actually received** no later than 5:00 p.m. (prevailing Eastern Time) on the applicable Bar Date (i) by completing the electronic proof of claim form on the Claims Agent's website at <https://omnimgt.com/Brookstonesubmitpoc> or (ii) by delivering an original Proof of Claim by mail or by courier, hand delivery, or overnight delivery at the following address:

Brookstone Holdings Corp., et al. Claims Processing  
c/o Omni Management Group  
5955 De Soto Ave., Suite 100  
Woodland Hills, CA 91367

A Proof of Claim will be deemed timely only if the original Proof of Claim is **actually received** by the Claims Agent on or before the applicable Bar Date. Proofs of Claim may not be sent by facsimile, telecopy, or electronic mail. A claimant who wishes to receive acknowledgement of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to the Claims Agent along with the original Proof of Claim. Any creditor or interest holder that electronically files a Proof of Claim or interest shall retain such Proof of Claim or interest (and supporting documents) with an original signature for a period of not less than two (2) years from the date the Proof of Claim or interest is electronically filed.

If you file a Proof of Claim, your Proof of Claim must: (a) be written in the English language; (b) be denominated in lawful currency of the United States as of the Petition Date; (c) conform substantially to the

enclosed proof of claim form or Official Bankruptcy Form No. 10 (“Official Form 10”),<sup>3</sup> (d) set forth with specificity the legal and factual basis for the alleged Claim; (e) include supporting documentation (or, if such documentation is voluminous, a summary of such documentation) or an explanation as to why such documentation is not available; (f) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; and (g) otherwise comply with the Bankruptcy Code, Bankruptcy Rules and Local Rules of the Bankruptcy Court

#### **ADDITIONAL INFORMATION**

**You may be listed as the holder of a Claim against the Debtors in the Schedules. If you hold or assert a Claim that is not listed in the Schedules, or if you disagree with the amount, characterization or priority of your Claim as listed in the Schedules, or your Claim is listed in the Schedules as “contingent,” “unliquidated,” and/or “disputed,” or you dispute that the Claim is an obligation of the specific debtor entity against which the Claim is listed in the Schedules, you will be forever barred from asserting such Claim if you do not timely file a Proof of Claim in the manner provided for in the Bar Date Order.** Copies of the Schedules and the Bar Date Order are available for inspection during regular business hours at the Office of the Clerk of the Court, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801. In addition, copies of the Schedules and the Bar Date Order may be viewed on the internet free of charge on the claims agent’s website for the Chapter 11 Cases (<http://omnimgt.com/sblite/bkst/>) or for a fee at the Court’s website (<http://www.deb.uscourts.gov/>) by following directions for accessing the Court’s electronic filing system on such website.

Questions concerning the contents of this Notice and requests for additional Proof of Claim forms should be directed to the Claims Agent at (818) 906-8300 or (212) 302-3580. Additionally, general information, including frequently asked questions regarding the Chapter 11 Cases and the Debtors’ restructuring, are available at the Debtors’ case website listed above. **Please note that the Claims Agent’s staff is not permitted to give legal advice. You should consult with your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a Proof of Claim.**

---

<sup>3</sup> Official Form 10 can be found at <http://www.uscourts.gov/forms/bankruptcy-forms>, the Official Website for the United States Bankruptcy Courts.