

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

In re:

BROOKSTONE HOLDINGS CORP., *et al.*,¹

Debtors.

Chapter 11

Case No. 18-11780 (BLS)

(Jointly Administered)

Hearing Date: February 6, 2019 at 10:00 a.m. (ET)

Objection Deadline: January 30, 2019 at 4:00 p.m. (ET)

**NOTICE OF HEARING TO CONSIDER APPROVAL OF DISCLOSURE STATEMENT FOR THE
JOINT PLAN OF LIQUIDATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE OF
BROOKSTONE HOLDINGS CORP. *ET AL.*, SUBMITTED BY THE DEBTORS AND THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS AS CO-PROponents**

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. Plan and Disclosure Statement. On January 2, 2019, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) and the Official Committee of Unsecured Creditors appointed in the Debtors’ chapter 11 cases (the “Committee”) filed the *Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Brookstone Holdings Corp. et al., Submitted by the Debtors and the Official Committee of Unsecured Creditors as Co-Proponents* (as it may be amended, supplemented or modified from time to time, the “Plan”) and the related *Disclosure Statement for Joint Plan of Liquidation Under Chapter 11 of the Bankruptcy Code of Brookstone Holdings Corp. et al., Submitted by the Debtors and the Official Committee of Unsecured Creditors as Co-Proponents* (as it may be amended, supplemented or modified from time to time, the “Disclosure Statement”). Capitalized terms not defined herein shall have the meanings ascribed to them in the Plan and Disclosure Statement, as applicable.

2. Summary of Plan. The Plan provides for the liquidation of the Debtors’ assets, and the creation of a Liquidating Trust that will administer and liquidate all Liquidating Trust Assets in accordance with the Plan. Holders of Allowed General Unsecured Claims will receive their Pro Rata share of Liquidating Trust Interests, which entitles them to distributions from the Net Proceeds of the Liquidating Trust Assets. The Plan also provides for distributions to Holders of Allowed Administrative Claims, Allowed Professional Fee Claims, Allowed Priority Tax Claims, Allowed Other Secured Claims, and Allowed Other Priority Claims, and for the funding of the Liquidating Trust. Finally, the Plan provides for the cancellation of all Interests in the Debtors, the dissolution and wind-up of the affairs of the Debtors, and the transfer of any remaining assets of the Debtors’ Estates to the Liquidating Trust. Under the Plan, for purposes of voting and distribution in connection with the Plan, the Debtors will be substantively consolidated, meaning that all of the assets and liabilities of the Debtors will be deemed to be the assets and liabilities of a single entity.

3. Disclosure Statement Hearing. A hearing (the “Disclosure Statement Hearing”) will be held before The Honorable Brendan L. Shannon, United States Bankruptcy Judge, on **February 6, 2019 at 10:00 a.m. (Eastern Time)**, in Courtroom 1 of the United States Bankruptcy Court for the District of Delaware, 824

¹ 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.

N. Market Street, 6th Floor, Wilmington, DE 19801, to consider the entry of an order (i) approving the Disclosure Statement and finding, among other things, that the Disclosure Statement contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code, and (ii) setting certain dates and deadlines relating to voting on the Plan and confirmation of the Plan. The Disclosure Statement Hearing may be continued from time to time without further notice other than the announcement of the adjourned date(s) at the Disclosure Statement Hearing or any continued hearing or on the applicable hearing agenda.

4. Copies of Plan and Disclosure Statement. Copies of the Plan and Disclosure Statement are available for review at the Claims and Balloting Agent’s website for the Debtors’ Chapter 11 Cases at <http://omnimgt.com/BKST>. In addition, copies of the Plan and Disclosure Statement can be requested from the Debtor’s Claims and Balloting Agent by (i) sending a written request via first class mail to Brookstone Holdings Corp. *et al.* Balloting Center, c/o Omni Management Group, 5955 Desoto Ave, Suite 100, Woodland Hills, CA 91367, or (ii) calling (844) 378-2716.

5. Objections to Disclosure Statement. Objections, if any, to the approval of the Disclosure Statement, or the other relief sought by the Debtors and the Committee in connection with approval of the Disclosure Statement, must (i) be in writing; (ii) state the name and address of the objecting party and the nature of the claim or interest of such party; (iii) state with particularity the basis and nature of any objection and include proposed language to be inserted in the Disclosure Statement to resolve any such objection; and (iv) be filed with the Bankruptcy Court and served on the following parties so as to be actually received before **4:00 p.m. (Eastern Time) on January 30, 2019**: (a) counsel to the Debtors, Gibson, Dunn & Crutcher LLP, 200 Park Avenue, New York, New York 10166, Attn: Matthew K. Kelsey, Esq. and Keith R. Martorana, Esq., and Young Conaway Stargatt & Taylor LLP, Rodney Square, 1000 North King Street, Wilmington, Delaware 1980, Attn: Sean M. Beach, Esq. and Andrew L. Magaziner, Esq.; (b) Linda Casey, Esquire, Office of the United States Trustee, 844 N. King Street, Room 2207, Lockbox 35, Wilmington, DE 19801; and (c) counsel to the Committee, Cooley LLP, The Grace Building, 1114 Avenue of the Americas, New York, NY 10036-7798, Attn: Cathy Hershcopf, Esq. and Seth Van Aalten, Esq., and Bayard, P.A., 600 N. King Street, Suite 400, Wilmington, Delaware 19801 Attn: Justin R. Alberto, Esq.

6. **THIS NOTICE IS NOT A SOLICITATION OF VOTES TO ACCEPT OR REJECT THE PLAN. VOTES ON THE PLAN WILL BE SOLICITED IF AND WHEN THE BANKRUPTCY COURT APPROVES THE DISCLOSURE STATEMENT.**

Dated: January 2, 2019
Wilmington, Delaware

/s/ Andrew L. Magaziner
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