

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

In re:	)	Chapter 11
)	
BROOKSTONE HOLDINGS CORP., <i>et al.</i> , ¹	)	Case No. 18-11780 (BLS)
)	
Post-Confirmation Debtors.	)	Substantively Consolidated
)	
	)	Re: D.I. 1200

In re:	)	Chapter 11
)	
BROOKSTONE, INC.	)	Case No. 18-11781 (BLS)
)	
Post-Confirmation Debtor.)	

In re:	)	Chapter 11
)	
BROOKSTONE COMPANY, INC.	)	Case No. 18-11782 (BLS)
)	
Post-Confirmation Debtor.)	

In re:	)	Chapter 11
)	
BROOKSTONE RETAIL PUERTO RICO, INC.	)	Case No. 18-11783 (BLS)
)	
Post-Confirmation Debtor.)	

In re:	)	Chapter 11
)	
BROOKSTONE INTERNATIONAL HOLDINGS, INC.	)	Case No. 18-11784 (BLS)
)	
Post-Confirmation Debtor.)	

¹ The debtors in these chapter 11 cases, along with the last four digits of each entity'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).

In re:)	
)	
BROOKSTONE PURCHASING, INC.	)	Chapter 11
)	
Post-Confirmation Debtor.	)	Case No. 18-11786 (BLS)
)	

In re:	)	Chapter 11
)	
BROOKSTONE STORES, INC.	)	Case No. 18-11787 (BLS)
)	
Post-Confirmation Debtor.)	
)	

In re:	)	Chapter 11
)	
BIG BLUE AUDIO, LLC	)	Case No. 18-11789 (BLS)
)	
Post-Confirmation Debtor.)	
)	

In re:	)	Chapter 11
)	
BROOKSTONE HOLDINGS, INC.	)	Case No. 18-11790 (BLS)
)	
Post-Confirmation Debtor.)	
)	

In re:	)	Chapter 11
)	
BROOKSTONE PROPERTIES, INC.	)	Case No. 18-11791 (BLS)
)	
Post-Confirmation Debtor.)	
)	

**ORDER AND FINAL DECREE CLOSING
CONSOLIDATED CHAPTER 11 CASES, DESIGNATING SURVIVING
CHAPTER 11 CASE, AND WAIVING REQUIREMENT OF FURTHER
POST-CONFIRMATION REPORTS IN CHAPTER 11 CASES TO BE CLOSED**

Upon the Motion² dated May 7, 2019, filed by the Liquidating Trustee of the Brookstone Liquidating Trust (the “Trust”) under 11 U.S.C. §§ 105(a) and 350(a), Fed. R. Bankr. P. 3022, Del. Bankr. L.R. 3022-1 and Section XII.8. of the Plan for an order and final decree: (i) closing the Chapter 11 cases of Brookstone, Inc., Brookstone Company, Inc., Brookstone Retail Puerto Rico, Inc., Brookstone International Holdings, Inc., Brookstone Purchasing, Inc., Brookstone Stores, Inc., Big Blue Audio LLC, Brookstone Holdings, Inc., and Brookstone Properties, Inc., whose estates have been substantively consolidated under the Plan and as such are fully administered; (ii) designating the bankruptcy case of Brookstone Holdings Corp. as the Surviving Case of the consolidated Debtors as set forth on Exhibit A to the Motion; and (iii) waiving the requirement to file further post-confirmation reports in the Administered Cases; and this Court having determined that granting the relief requested in the Motion is in the best interests of the Debtors and the Debtors' estates and creditors; and it appearing that proper and adequate notice of the Motion has been given under the circumstances and that no other or further notice is necessary; and the Court having jurisdiction of this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Section XII.8. of the Plan; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b); and upon the record herein; and after due deliberation; and good and sufficient cause appearing therefore; it is hereby,

ORDERED, DECREED, AND ADJUDGED THAT:

1. The Motion is granted.
2. The following bankruptcy cases of the Debtors (the “Closed Cases”) shall be, and hereby are, closed:

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion or Plan, as applicable.

Company Name	Case No.
Brookstone, Inc.	18-11781 (BLS)
Brookstone Company, Inc.	18-11782 (BLS)
Brookstone Retail Puerto Rico, Inc.	18-11783 (BLS)
Brookstone International Holdings, Inc.	18-11784 (BLS)
Brookstone Purchasing, Inc.	18-11786 (BLS)
Brookstone Stores, Inc.	18-11787 (BLS)
Big Blue Audio LLC	18-11789 (BLS)
Brookstone Holdings, Inc.	18-11790 (BLS)
Brookstone Properties, Inc.	18-11791 (BLS)

3. Case No. 18-11780 (BLS) of Debtor Brookstone Holdings Corp. shall be the Surviving Case of the Debtors, and all of the assets and liabilities of the Debtors shall remain pooled as and to the extent set forth in the Plan and be administered in the Surviving Case. Nothing herein shall impair, limit, or otherwise affect any parties' rights under the substantive consolidation provisions of the Plan.

4. Entry of this Order and Final Decree (a) is without prejudice to the rights of the Liquidating Trustee or any other party with requisite standing to (i) commence, prosecute and/or resolve any claim or Cause of Action, or (ii) object to claims filed against any Debtor; (b) is without prejudice to the rights of the Liquidating Trustee or any party in interest to reopen the Closed Cases for cause; and (c) shall have no effect whatsoever on any contested or other matters pending before this Court.

5. The requirement of the Debtors in the Closed Cases to file further post-confirmation reports, including a final report, shall be and hereby is waived. All further reporting concerning the administration of the assets and liabilities of those Debtors shall occur on a consolidated basis in the Surviving Case.

6. To the extent not already paid, the fees required to be paid to the U.S. Trustee pursuant to 28 U.S.C. § 1930(a)(6) shall be paid as soon as reasonably practicable after the date of entry of this Order and Final Decree.

7. The Clerk of the Court shall enter this Order and Final Decree individually on each of the dockets of the Closed Cases, and thereafter those dockets shall be marked as “Closed.”

8. Entry of this Order and Final Decree in no way will prejudice the right of Ashley C. Williams, individually; Michael S. Williams, individually; and Ashley and Michael Williams, on behalf of their minor son, GW (collectively, the “Personal Injury Plaintiffs”) to submit a consensual proposed order under certification of counsel or file and prosecute a motion to obtain: (i) leave to file claims after the bar date and, if granted, file such claims against any of the individual debtors in any of the Closed Cases and (ii) relief from the automatic stay and/or any injunction in the Plan, as applicable, to continue any pending actions that name the Debtors in the Closed Cases as defendants provided, however, nothing in this Order shall be construed to limit the Trust’s rights or the rights of any other party-in-interest (including, but not limited to, any applicable insurer) to object to a motion to permit a late claim or a request to lift the automatic stay, as well as any defenses to the merits of any underlying claims or causes of action, all of which are expressly reserved (except any arguments that closing the cases/entry of the final decrees affects the Personal Injury Plaintiffs’ rights). For the avoidance of doubt, the Personal Injury Plaintiffs will not need to pay a fee or file a motion to reopen any Closed Cases to obtain such relief.

9. The Liquidating Trustee is authorized to take all actions necessary to effectuate the relief granted pursuant to this order and final decree in accordance with the Motion.

10. Notwithstanding any stay that might be applicable, this Order and Final Decree shall be effective and enforceable immediately upon entry hereof.

11. The Court shall retain jurisdiction to construe and enforce the terms of this Order and Final Decree.

Dated: Wilmington, Delaware
May 23, 2019



THE HONORABLE BRENDAN LINEHAN SHANNON
UNITED STATES BANKRUPTCY JUDGE