

**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)
)	Substantively Consolidated
Post-Confirmation Debtors.)	
)	Hearing Date: September 16, 2020 at 10:00 a.m. (ET)
)	Objection Deadline: September 8, 2020 at 4:00 p.m. (ET)

**LIQUIDATING TRUSTEE’S EIGHTEENTH OMNIBUS
(SUBSTANTIVE) OBJECTION TO CERTAIN (A) MISCLASSIFIED
CLAIMS; (B) OVERSTATED CLAIM; (C) OVERSTATED AND MISCLASSIFIED
CLAIMS; (D) FIXED AND ALLOWED CLAIMS; AND (E) NO LIABILITY CLAIMS**

*****CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR
NAMES AND CLAIMS IN THE EXHIBITS TO THE OBJECTION*****

META Advisors LLC, as liquidating trustee (the “Liquidating Trustee”) of the Brookstone Liquidating Trust (the “Trust”), by and through its undersigned counsel, hereby submits this omnibus objection (the “Eighteenth Omnibus Objection”) seeking entry of an order pursuant to sections 105(a), 502 and 507(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3007-1 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”): (A) reclassifying the Claims listed on Exhibit A as general unsecured claims; (B) reducing the Claims listed on Exhibit B; (C) reducing and reclassifying as general unsecured claims the Claims listed on Exhibit C; (D) fixing and allowing the Claims in the amount listed on Exhibit D; and (E) disallowing the Claims listed on Exhibit E.

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 support of this Eighteenth Omnibus Objection, the Liquidating Trustee relies on the *Declaration of Dana P. Kane In Support of Liquidating Trustee's Eighteenth Omnibus (Substantive) Objection to Certain (A) Misclassified Claims; (B) Overstated Claims; (C) Overstated and Misclassified Claims; (D) Fixed and Allowed Claims; and (E) No Liability Claims* (the "Declaration"), filed contemporaneously herewith. In further support of this Eighteenth Omnibus Objection, the Liquidating Trustee respectfully represents as follows:

JURISDICTION

1. The Court has jurisdiction to consider and determine this matter pursuant to 28 U.S.C. §§ 157 and 1334, the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012, and Article XII of the *Third Amended Joint Plan of Liquidation of the Debtors and the Official Committee of Unsecured Creditors as Co-Proponents filed March 15, 2019* (as confirmed, the "Plan").² This is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(1) and (b)(2)(A), (B) and (O). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory bases for the relief requested herein are sections 105(a), 502(b) and 507(a) of the Bankruptcy Code, Rules 3007 and 9014 of the Bankruptcy Rules, and Local Rule 3007-1.

3. Pursuant to Local Rule 9013-1(f), the Liquidating Trustee consents to the entry of a final judgment or order with respect to the Eighteenth Omnibus Objection if it is determined that the Bankruptcy Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

² Docket No. 1138-1. Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan.

BACKGROUND

A. The Chapter 11 Cases

4. On August 2, 2018 (the “Petition Date”), each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. From and after the Petition Date, each Debtor operated its business and managed its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. On March 20, 2019, the Court entered the *Findings of Fact, Conclusions of Law and Order Confirming the Third Amended 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* (the “Confirmation Order”),³ and the Plan became effective on April 1, 2019 (the “Effective Date”).

6. The Plan and Confirmation Order provide for the establishment of the Trust on the Effective Date according to the terms and conditions of the Liquidating Trust Agreement (the “Trust Agreement”), at which time the Liquidating Trustee was appointed to administer the Trust. Under section IV.C.3 of the Plan and section 2.1(f) of the Trust Agreement, the Liquidating Trustee is authorized, among other things, to cause the Trust to investigate, review, object to and resolve all Claims filed against the Debtors’ estates.⁴

B. The Bar Dates

7. Between September 13, 2018 and September 14, 2018, each Debtor filed its respective schedules of assets and liabilities (the “Schedules”).⁵

³ Docket No. 1138.

⁴ See 11 U.S.C. § 502(b).

⁵ Docket Nos. 361 – 380.

8. On October 31, 2018, the Court entered the *Order (A) Establishing Bar Dates for Filing Proofs of Claim and Procedures Related Thereto and (B) Approving the Form and Manner of Notice Thereof* (the “Bar Date Order”)⁶ establishing, among other deadlines, (a) December 5, 2018 as the deadline, for each person or entity other than governmental units, to file proofs of prepetition claims, including administrative expense claims arising pursuant to section 503(b)(9) of the Bankruptcy Code (the “General Bar Date”); and (b) January 29, 2019 as the last date for governmental units to file proofs of claim that arose before the Petition Date (the “Government Bar Date”).

9. Notice of the General Bar Date and the Government Bar Date was mailed to all known creditors and interest holders.⁷

10. Pursuant to Article II.A of the Plan, any holder of an Administrative Claim was required to file a request for payment of such Administrative Claim on or prior to the date that is 45 days after the Effective Date of the Plan (the “Administrative Expense Bar Date” and, together with the General Bar Date and the Government Bar Date, the “Bar Dates”).

C. The Claims Resolution Process

11. In the ordinary course of business, the Debtors maintained books and records (the “Books and Records”) that reflect, *inter alia*, the Debtors’ liabilities and the amounts owed to their creditors. Section IV.C.4 of the Plan provides that on the Effective Date, the Debtors shall transfer to the Trust the Liquidating Trust Assets which include, among other things, the Debtors’ Books and Records.

12. The register of claims (the “Claims Register”), prepared by Omni Management Group (“Omni”), reflects that, as of the date of this Eighteenth Omnibus Objection,

⁶ Docket No. 653.

⁷ Docket No. 756, 757, 767, 798, 799, 826, 827, 855 and 883.

more than 2,400 proofs of claim have been filed in the Debtors' chapter 11 cases without including claims listed on the Debtors' Schedules.

13. The Liquidating Trustee and its professionals have been reviewing and analyzing Claims since the Effective Date of the Plan. This process includes identifying categories of claims that may be targeted for disallowance and expungement, reduction and/or reclassification. To reduce the number of claims, and to avoid possible double or otherwise improper recovery by claimants, the Liquidating Trustee anticipates filing additional omnibus objections to claims.

RELIEF REQUESTED

14. By this Eighteenth Omnibus Objection and for the reasons described more fully below, the Liquidating Trustee objects to the claims set forth on Exhibit A through Exhibit E attached hereto (the "Claims") pursuant to sections 105(a), 502(b) and 507(a) of the Bankruptcy Code, Bankruptcy Rule 3007, Local Bankruptcy Rule 3007-1 and the orders establishing the Bar Dates, as applicable. The Liquidating Trustee respectfully requests entry of an order (the "Proposed Order"), substantially in the form attached hereto as Exhibit F, reducing, reclassifying, modifying, and/or disallowing the Claims.

OBJECTION

15. Section 502(a) of the Bankruptcy Code provides, in pertinent part, that "[a] claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest . . . objects."⁸ Once an objection to a claim is filed, the Court, after notice and hearing, shall determine the allowed amount of the claim.⁹

⁸ 11 U.S.C. § 502(a).

⁹ 11 U.S.C. § 502(b).

16. Section 502(b)(1) of the Bankruptcy Code provides, in part, that a claim may not be allowed to the extent that it “is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.”¹⁰ While a properly filed proof of claim is *prima facie* evidence of the claim’s allowed amount, when an objecting party presents evidence to rebut a claim’s *prima facie* validity, the claimant bears the burden of proving the claim’s validity by a preponderance of evidence.¹¹ The burden of persuasion with respect to the claim is always on the claimant.¹² The failure to allege facts and to provide sufficient support for a claim deprives the claim of *prima facie* validity.¹³

17. For the reasons set forth below, there is ample evidence to rebut the *prima facie* validity of each Claim.

A. Misclassified Claims

18. The Liquidating Trustee has identified certain Claims listed on Exhibit A (the “Misclassified Claims”) erroneously asserting the right to treatment as an administrative or secured Claim. Specifically: (i) certain Claims are not entitled to administrative expense treatment, because any goods subject to a reclamation demand were subject to a preexisting security interest, and such goods were sold to satisfy such underlying secured claim, or because the Claim does not meet the criteria specified by section 503(b)(9) of the Bankruptcy Code for goods received by the Debtors within the 20-day period prior to the Petition Date; or (ii) certain Claims are not entitled to treatment as secured claims because the underlying obligations are not secured by property of the Debtors with any value.

¹⁰ 11 U.S.C. § 502(b)(1).

¹¹ *See In re Allegheny Int’l, Inc.*, 954 F.2d 167, 173-74 (3d Cir. 1992).

¹² *See id.* at 174.

¹³ *See, e.g., In re Jorczak*, 314 B.R. 474, 481-82 (Bankr. D. Conn. 2004) (discussing the evidentiary requirements and burden of proof with respect to the allowance of claims).

19. In evaluating the Misclassified Claims, the Liquidating Trustee has reviewed the Books and Records and the Proofs of Claim, as well as the supporting documentation provided by each claimant, and has determined that each of the Misclassified Claims is improperly and incorrectly classified for the reasons set forth on Exhibit A. The Liquidating Trustee therefore (a) objects to the Misclassified Claims and (b) seeks entry of an order modifying the Misclassified Claims by requesting reclassification, in whole or in part, to reflect the priority listed in the “Modified Claim Priority” column of Exhibit A.

B. Overstated Claims

20. After reconciling each of the Claims and supporting materials against the Debtors’ Books and Records, the Liquidating Trustee has identified the Claims listed on Exhibit B to the Proposed Order (the “Overstated Claim”) that were each filed in an incorrect amount.

21. The claimants asserting an Overstated Claim (a) asserted amounts that are higher than the liability reflected on the Books and Records and/or (b) asserted amounts that have already been paid in the ordinary course of business.

22. Accordingly, the Overstated Claims should be modified by reducing the amount to the respective dollar value listed under the column titled “Modified Claim Amount” on Exhibit B. Failure to modify the Overstated Claim will result in the claimant receiving an excessive recovery against the Debtors’ estates to the detriment of other creditors. Accordingly, the Liquidating Trustee (a) objects to the allowance of the Overstated Claim and (b) seeks entry

of an order reducing the amount of the Overstated Claim to the correct respective amount as listed on Exhibit B under the heading “Modified Claim Amount.”¹⁴

C. Overstated and Misclassified Claims

23. The Liquidating Trustee has identified certain Claims listed on Exhibit C that are misclassified for one or more of the same reasons set forth in section B above, and in addition to being misclassified, was filed incorrectly by asserting entitlement to amounts in excess of that which can be supported by the Books and Records (the “Overstated and Misclassified Claims”).

24. In evaluating the Overstated and Misclassified Claims, the Liquidating Trustee has reviewed the Books and Records and the Proofs of Claim, as well as the supporting documentation provided by the claimants, and has determined that the Overstated and Misclassified Claims are improperly and incorrectly stated in both amount and classification for the stated reasons set forth on Exhibit C. The Liquidating Trustee therefore (a) objects to the Overstated and Misclassified Claims and (b) seeks entry of an order both reducing and modifying each of the Overstated and Misclassified Claims as set forth in in the “Modified Claim Priority” and “Modified Claim Amount” columns of Exhibit C.

D. Fixed and Allowed Claims

25. The Liquidating Trustee has identified certain Claims listed on Exhibit D (the “Fixed and Allowed Claims”) that have been asserted in unliquidated amounts. The Liquidating Trustee now seeks to fix and allow the Fixed and Allowed Claims in the amounts listed on Exhibit D. Once allowed pursuant to an order on this Eighteenth Omnibus Objection,

¹⁴ Without limiting the generality of the reservation of rights set forth in paragraph 34 below, as to any claim asserting rejection damages, the Trust reserves all rights to object to such claims and seek further reductions or disallowance on mitigation grounds.

the Fixed and Allowed Claims as set forth on Exhibit D will reflect the final aggregate amount and classification of all Claims held by each such claimant against the Debtors, whether known or unknown, past or present, fixed or contingent, liquidated or unliquidated. Any other Claims against the Debtors held by affected claimants will be disallowed.

E. No Liability Claims

26. Section 502(b)(1) of the Bankruptcy Code provides that a claim asserted in a proof of claim shall be allowed, except to the extent “such claim is unenforceable against the debtor and property of the debtor, under any agreement or applicable law.”

27. The Liquidating Trustee has identified certain Claims listed on Exhibit E (the “No Liability Claims”) that it is unable to reconcile with the Debtors’ Books and Records. The Liquidating Trustee believes that the No Liability Claims are not valid claims because, for the reasons more fully set forth on Exhibit E: (i) the Books and Records do not reflect the existence of the asserted claim or of the claimant asserting such claim, or otherwise indicate a scheduled liability of zero with respect to such claim; (ii) the product was not sold or the service was not provided to any of the Debtors, or is the legal responsibility of a third party; or (iii) the claims are not enforceable against the Debtors or their property under any agreement or applicable law.

28. Based on the Liquidating Trustee’s review and analysis of the Books and Records, the Claims Register, the Declaration and the Proofs of Claim and supporting documentation, the No Liability Claims are not enforceable under any applicable law or agreement within the meaning of section 502(b)(1), and therefore, the Debtors’ estates are not liable for such claims. Accordingly, the Liquidating Trustee (i) objects to the No Liability

Claims, and (ii) requests entry of an order disallowing each of the No Liability Claims listed on Exhibit E.

RESPONSES TO OMNIBUS OBJECTIONS

29. To contest an objection, a claimant must file and serve a written response to this Eighteenth Omnibus Objection (a “Response”) so that it is received no later than September 8, 2020 at 4:00 p.m. (Prevailing Eastern Time) (the “Response Deadline”). Every Response must be filed with the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware: 824 North Market Street, Wilmington, Delaware 19801, and served upon the following entities, so that the Response is received no later than the Response Deadline, at the following addresses:

Cole Schotz P.C.
500 Delaware Avenue, Suite 1410
Wilmington, Delaware 19801
Attn: Justin Alberto
and

Kelley Drye & Warren LLP
101 Park Avenue
New York, New York 10178
Attn: James S. Carr
Lauren S. Schlusel

30. Every Response to this Eighteenth Omnibus Objection must contain, at a minimum, the following information:

- i. a caption setting forth the name of the Court, the name of the Post-Confirmation Debtors, the case number, and the title of objection to which the Response is directed;
- ii. the name of the claimant, his/her/its claim number, and a description of the basis for the amount of the Claim;
- iii. the specific factual basis and supporting legal argument upon which the party will rely in opposing this Eighteenth Omnibus Objection;

- iv. any supporting documentation, to the extent it was not included with the Proof of Claim previously filed with the clerk or claims agent, upon which the party will rely to support the basis for and amounts asserted in the Proof of Claim; and
- v. the name, address, telephone number, email address and fax number of the person(s) (which may be the claimant or the claimant's legal representative) with whom counsel for the Liquidating Trustee should communicate with respect to the Claim or the Eighteenth Omnibus Objection and who possesses authority to reconcile, settle, or otherwise resolve the objection to the disputed claim on behalf of the claimant.

31. If a claimant fails to file and serve a timely Response by the Response Deadline, the Liquidating Trustee will present to the Court an appropriate order disallowing, reclassifying and/or reducing such claimant's claim, as set forth in Exhibit A through Exhibit E, without further notice to the claimant.

REPLIES TO RESPONSES

32. Consistent with Local Rule 9006-1(d), the Liquidating Trustee may, at its option, file and serve a reply to a Response no later than 4:00 p.m. (Prevailing Eastern Time) one (1) day prior to the deadline for filing the agenda for any hearing to consider the Eighteenth Omnibus Objection.

SEPARATE CONTESTED MATTERS

33. To the extent that a Response is filed regarding any Claim listed in this Eighteenth Omnibus Objection and the Liquidating Trustee is unable to resolve the Response, the objection by the Liquidating Trustee to each such Claim asserted herein shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. Any order entered by the Court regarding an objection asserted in the Eighteenth Omnibus Objection shall be deemed a separate order with respect to each Claim.

RESERVATION OF RIGHTS

34. The Liquidating Trustee hereby reserves the right to object in the future to any of the Claims that are the subject of this Eighteenth Omnibus Objection on any ground, and to amend, modify, and/or supplement this Eighteenth Omnibus Objection, including, without limitation, to object to amended or newly-filed claims. Without limiting the generality of the foregoing, the Liquidating Trustee specifically reserves all rights under section 502(d) and 502(j) of the Bankruptcy Code to object further to any of the Claims.

35. Notwithstanding anything contained in this Eighteenth Omnibus Objection or the attached exhibits, nothing herein shall be construed as a waiver of any rights that the Liquidating Trustee may have to exercise rights of setoff against the holders of such claims.

NOTICE

36. Notice of the Eighteenth Omnibus Objection shall be provided to (i) the Office of the United States Trustee for the District of Delaware; (ii) each of the claimants whose Claim is subject to this Eighteenth Omnibus Objection; and (iii) all entities requesting notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Liquidating Trustee submits that no further notice is required.

COMPLIANCE WITH LOCAL RULE 3007-1

37. The undersigned representative of Cole Schotz P.C. certifies that he has reviewed the requirements of Local Rule 3007-1 and that the Eighteenth Omnibus Objection substantially complies with that Local Rule. To the extent that the Eighteenth Omnibus Objection does not comply in all respects with the requirements of Local Rule 3007-1, Cole Schotz P.C. believes such deviations are not material and respectfully requests that any such requirement be waived.

WHEREFORE, the Liquidating Trustee respectfully requests the entry of the Proposed Order, substantially in the form attached hereto as Exhibit F, granting the relief requested and granting such other and further relief as the Court deems just and proper.

Dated: Wilmington, Delaware
August 17, 2020

COLE SCHOTZ P.C.

By: /s/ Justin R. Alberto
Justin R. Alberto (DE No. 5126)
500 Delaware Avenue, Suite 1410
Wilmington, Delaware 19801
Tel: (302) 652-3131
Fax: (302) 652-3117

- and -

KELLEY DRYE & WARREN LLP
James S. Carr (admitted *pro hac vice*)
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Co-Counsel to the Brookstone Liquidating Trust

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
))
) Case No. 18-11780 (BLS)
BROOKSTONE HOLDINGS CORP., *et al.*,¹)
) Substantively Consolidated
Post-Confirmation Debtors.)
) **Hearing Date: September 16, 2020 at 10:00 a.m. (ET)**
) **Objection Deadline: September 8, 2020 at 4:00 p.m. (ET)**
))

**NOTICE OF LIQUIDATING TRUSTEE’S EIGHTEENTH OMNIBUS
(SUBSTANTIVE) OBJECTION TO CERTAIN (A) MISCLASSIFIED
CLAIMS; (B) OVERSTATED CLAIMS; (C) OVERSTATED AND MISCLASSIFIED
CLAIMS; (D) FIXED AND ALLOWED CLAIMS; AND (E) NO LIABILITY CLAIMS**

PLEASE TAKE NOTICE that on August 17, 2020, META Advisors LLC, as liquidating trustee (the “Liquidating Trustee”) of the Brookstone Liquidating Trust (the “Trust”) filed the attached *Liquidating Trustee’s Eighteenth Omnibus (Substantive) Objection to Certain (A) Misclassified Claims; (B) Overstated Claims; (C) Overstated and Misclassified Claims; (D) Fixed and Allowed Claims; and (E) No Liability Claims* (the “Eighteenth Omnibus Objection”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”), objecting to your claim(s) in these bankruptcy cases. **Substantive rights may be affected. Your claim(s) may be reduced, reclassified and/or disallowed as a result of the Eighteenth Omnibus Objection. Therefore, you should read the Eighteenth Omnibus Objection carefully.** If you do not want the Bankruptcy Court to reduce, reclassify and/or disallow your claim(s), then you or your attorney must (i) file a written response (a “Response”) to the Eighteenth Omnibus

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).

Objection with the Bankruptcy Court, as set forth in the Eighteenth Omnibus Objection, and (ii) serve the Response so that it is actually received by the undersigned counsel to the Liquidating Trustee on or before **September 8, 2020 at 4:00 p.m. (Eastern Time)**.

PLEASE TAKE FURTHER NOTICE that if no Response to the Eighteenth Omnibus Objection is timely filed, served, and received in accordance with the above procedures, an order may be entered granting the relief requested in the Eighteenth Omnibus Objection without further notice or hearing. If a Response to the Eighteenth Omnibus Objection is timely filed, served and received in accordance with the above procedures, a hearing on the Eighteenth Omnibus Objection and the Response will be held before the Honorable Brendan L. Shannon at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 6th Floor, Wilmington, Delaware 19801, on **September 16, 2020 at 10:00 a.m. (Eastern Time)** (the "Hearing"). Only a Response made in writing and timely filed and received will be considered by the Bankruptcy Court at the Hearing.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE EIGHTEENTH OMNIBUS OBJECTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: Wilmington, Delaware
August 17, 2020

COLE SCHOTZ P.C.

By: /s/ Justin R. Alberto
Justin R. Alberto (DE No. 5126)
500 Delaware Avenue, Suite 1410
Wilmington, Delaware 19801
Tel: (302) 652-3131
Fax: (302) 652-3117

-and-

KELLEY DRYE & WARREN LLP
James S. Carr (admitted *pro hac vice*)
Lauren S. Schlusel (admitted *pro hac vice*)
101 Park Avenue
New York, New York 10178
Tel: (212) 808-7800
Fax: (212) 808-7897

Co-Counsel to the Brookstone Liquidating Trust

EXHIBIT A

Creditor	Claim No.	Claim Amount	Asserted Claim Priority	Claim Amount	Modified Claim Priority	Basis for Reclassification
Aftershockz LLC	734	\$493,152.00	General Unsecured	\$536,352.00	General Unsecured	Claim asserts priority treatment in connection with a reclamation demand for goods received by the debtors within 45 days of the Petition Date. However, the goods subject to the reclamation demand were subject to a prepetition security interest, and such goods were liquidated or sold post petition. There are no goods, therefore, upon which such demand can attach. Accordingly, the Claim should be reclassified.
		\$43,200.00	Priority			
ASM Capital	4	\$2,000.00	Administrative	\$2,000.00	General Unsecured	Claim asserts administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code. However, Claim is for services provided, not for goods received by the Debtors within 20 days of the Petition Date. Accordingly, the Claim should be reclassified.
C & N Distributing	197	\$1,303.01	Administrative	\$421.28	Administrative	Claim asserts administrative priority of \$1,303.01 pursuant to section 503(b)(9) of the Bankruptcy Code. However, only \$421.28 of product was received by the Debtors within 20 days of the Petition Date. Accordingly, the Claim should be reclassified, in part.
		\$421.28	General Unsecured	\$1,303.01	General Unsecured	
EnergyWise Solutions	208	\$299.00	Administrative	\$299.00	General Unsecured	Claim asserts administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code. However, claimant was a drop-shipper, and therefore, not entitled to administrative priority treatment for such goods. See <i>In re SRC Liquidation, LLC</i> , Case No. 15-10541, 2017 WL 2992718 (Bankr. D. Del. July 13, 2017). Accordingly, the Claim should be reclassified.
EnergyWise Solutions	209	\$210.00	Administrative	\$210.00	General Unsecured	Claim asserts administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code. However, claimant was a drop-shipper, and therefore, not entitled to administrative priority treatment for such goods. See <i>In re SRC Liquidation, LLC</i> , Case No. 15-10541, 2017 WL 2992718 (Bankr. D. Del. July 13, 2017). Accordingly, the Claim should be reclassified.
EnergyWise Solutions	210	\$210.00	Administrative	\$210.00	General Unsecured	Claim asserts administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code. However, claimant was a drop-shipper, and therefore, not entitled to administrative priority treatment for such goods. See <i>In re SRC Liquidation, LLC</i> , Case No. 15-10541, 2017 WL 2992718 (Bankr. D. Del. July 13, 2017). Accordingly, the Claim should be reclassified.
EnergyWise Solutions	211	\$210.00	Administrative	\$210.00	General Unsecured	Claim asserts administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code. However, claimant was a drop-shipper, and therefore, not entitled to administrative priority treatment for such goods. See <i>In re SRC Liquidation, LLC</i> , Case No. 15-10541, 2017 WL 2992718 (Bankr. D. Del. July 13, 2017). Accordingly, the Claim should be reclassified.
Euler Hermes N.A. Ins. (as agent for Technogel)	74	\$1,274.00	Administrative	\$8,367.50	General Unsecured	Claim asserts administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code. However, Claim is not for goods received by the Debtors within 20 days of the Petition Date. Accordingly, the Claim should be reclassified.
		\$7,093.50	General Unsecured			
Heely Dermer	613	\$799.00	Administrative	\$799.00	General Unsecured	Claim asserts administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code. However, Claim relates to the purchase by claimant of a massage chair, not goods received by the Debtors within 20 days of the Petition Date. Accordingly, the Claim should be reclassified.
Iron Mountain Information Management, LLC	753	\$1,951.00	Secured	\$12,679.66	General Unsecured	Secured portion of Claim relates to warehousemen lien for value of property in claimant's possession. However, the property was destroyed, eliminating basis for a secured claim. Accordingly, the Claim should be reclassified.
		\$10,719.66	General Unsecured			
Larry G. Acheson	720	\$3,478.23	Administrative	\$3,478.23	General Unsecured	Claim asserts administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code. However, the Claim is not for goods received by the Debtors within 20 days of the Petition Date. Accordingly, the Claim should be reclassified.

Creditor	Claim No.	Claim Amount	Asserted Claim Priority	Claim Amount	Modified Claim Priority	Basis for Reclassification
Sal Cicalese	221	\$1,300.00	Administrative	\$2,670.81	General Unsecured	Claim asserts administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code. However, Claim relates to the purchase by claimant of a massage chair, not goods received by the Debtors within 20 days of the Petition Date. Accordingly, the Claim should be reclassified.
		\$1,370.81	General Unsecured			
Salutica Allied Solutions Sdn. Bhd.	35	\$2,003.40	General Unsecured	\$2,226.00	General Unsecured	Claim asserts administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code. However, claim is not for goods received by the Debtors within 20 days of the Petition Date. Accordingly, the Claim should be reclassified.
		\$222.60	Administrative			
Tannor Partners Credit Fund LP as assignee for Proactive Sports	281	\$2,805.30	Administrative	\$2,805.30	General Unsecured	Claim asserts administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code. However, claimant was a drop-shipper, and therefore, not entitled to administrative priority treatment for such goods. See <i>In re SRC Liquidation, LLC</i> , Case No. 15-10541, 2017 WL 2992718 (Bankr. D. Del. July 13, 2017). Accordingly, the Claim should be reclassified.
Tempur-Pedic North America, LLC	255	\$14,721.22	Administrative	\$8,157.00	Administrative	Claim asserts administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code. However, \$6,564.22 of invoices were drop shipped, and therefore, not entitled to administrative priority treatment for such goods. See <i>In re SRC Liquidation, LLC</i> , Case No. 15-10541, 2017 WL 2992718 (Bankr. D. Del. July 13, 2017). Accordingly, the Claim should be reclassified, in part.
		\$61,916.70	General Unsecured	\$68,480.92	General Unsecured	
Tracy Trieu	413	\$500.00	Priority	\$500.00	General Unsecured	Claim asserts administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code. However, claim is not for goods received by the Debtors within 20 days of the Petition Date. Accordingly, the Claim should be reclassified.
Vendor Recovery Fund IV, LLC	282	\$834.74	Administrative	\$2,615.00	General Unsecured	Claim asserts administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code. However, claimant was a drop-shipper, and therefore, not entitled to administrative priority treatment for such goods. See <i>In re SRC Liquidation, LLC</i> , Case No. 15-10541, 2017 WL 2992718 (Bankr. D. Del. July 13, 2017). Accordingly, the Claim should be reclassified.
		\$1,780.26	General Unsecured			

EXHIBIT B

Creditor	Claim No.	Claim Amount	Claim Priority	Modified Claim Amount	Claim Priority	Basis for Reduction
Amazon.com Services, Inc.	253	\$110,882.12	General Unsecured	\$8,395.04	General Unsecured	Claim asserts amount due under "confidential agreements" between the Debtors and claimant. However, no detail is provided with respect to the amount asserted or the basis for such claim. Further the Debtors' Books and Records only identify \$8,395.04 as due and owing to claimant. Accordingly, the Claim should be reduced to the Modified Claim Amount.
Bohanna Development Company	175	\$42,949.63	General Unsecured	\$19,920.75	General Unsecured	Claim includes \$23,028.88 on account of August and September 2018 rent, which was paid in the ordinary course of business. Accordingly, the Claim should be reduced to the Modified Claim Amount.
International Caravan, Inc.	C466	13,380.84	General Unsecured	\$11,170.84	General Unsecured	Claim includes \$2,210 of post-petition invoices that were paid in the ordinary course of business. Accordingly, the Claim should be reduced to the Modified Claim Amount.
Municipality of Anchorage	C280	\$1,142.94	Secured	\$114.29	General Unsecured	Secured portion of claim is for personal property taxes that were paid in the ordinary course of business on October 5, 2018. See Docket No. 226. Accordingly, the Claim should be reduced to the Modified Claim Amount.
		\$114.29	General Unsecured			
NorthPark Partners LP	174	\$267,331.62	General Unsecured	\$223,501.81	General Unsecured	Claim includes \$43,829.81 of stub rent, which was paid in the ordinary course of business on November 1, 2018. Accordingly, the Claim should be reduced to the Modified Claim Amount.
South Coast Plaza	939	\$62,938.50	General Unsecured	\$56,730.63	General Unsecured	Claim is for damages arising from the rejection of a real property lease. However, claimant mitigated its damages by \$7,019.31. Accordingly, the Claim should be reduced to the Modified Claim Amount.
Taylor Communications, Inc.	121	\$39,651.00	Administrative	\$35,633.44	Administrative	Claim includes \$153,629.97 for cleaning supplies purchased by claimant, but not yet ordered by, or shipped to, the Debtors. This inventory was saleable to an alternative purchaser, and therefore, there is no evidence that claimant has been damaged in the full amount claimed. Absent information indicating why such inventory could not be resold, such amount is not due and owing by the Debtors' estates. Further, invoice # V7920484 in the amount of \$4,017.56 asserted as an administrative claim was paid by check # 2101613. Accordingly, the Claim should be reduced to the Modified Claim Amount.
		\$186,960.52	General Unsecured	\$33,330.55	General Unsecured	

EXHIBIT C

Creditor	Claim No	Claim Amount	Claim Priority	Modified Claim Amount	Modified Claim Priority	Basis for Reduction/Reclassification
Julia C.Tien	396	\$731.21	Administrative	\$731.21	General Unsecured	Claim asserts \$731.21 due under a gift card as entitled to both administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code and secured status. However, Claim is not for goods received by the Debtors within 20 days of the Petition Date. Further, Claim does not include any evidence of a security interest. Accordingly, the Claim should be reduced to a single amount and reclassified as general unsecured.
		\$731.21	Secured			
May Balitaan	978	\$463.28	Administrative	\$463.28	General Unsecured	Claim asserts the same amount as entitled to both administrative priority pursuant to section 503(b)(9) of the Bankruptcy Code and secured status. However, Claim is not for goods received by the Debtors within 20 days of the Petition Date. Further, Claim does not include any evidence of a security interest. Accordingly, the Claim should be reduced to a single amount and reclassified as general unsecured.
		\$463.28	General Unsecured			

EXHIBIT D

Creditor	Claim No.	Asserted Claim Amount	Allowed Amont	Allowed Nature	Basis for Claim Fixng and Allowance
AxentWear Inc.	C285	Unlquidated	\$309,317.32	General Unsecured	Claim is for royalties due under a licensing agreement with the Debtors. Based upon the Debtors' Books and Records, the unpaid royalties due to claimant is \$309,317.32. Accordingly, the Claim should be fixed and allowed in such amount.
Jerry Selwyn	C198	Unlquidated	\$453.64	General Unsecured	Based upon the documentation attached to the Claim, claimant asserts \$453.64 due and owing based upon the big blue party speaker recall, and no further amount is due and owing in the Debtors' Books and Records. Accordingly, the Claim should be fixed and allowed in such amount.
Merchant & Gould, P.C.	C336	Unlquidated	\$7,366.69	General Unsecured	Claim includes invoices asserting \$7,366.69 of unpaid legal fees, and no further amount is due and owing in the Debtors' Books and Records. Accordingly, Claim should be fixed and allowed in such amount.

EXHIBIT E

Creditor	Claim No.	Asserted Claim Amount	Asserted Claim Priority	Basis for Claim Disallowance
Arkansas Department of Finance and Administration	25	\$101,021.73	Priority	Claim is for 2014 corporate taxes. However, a tax return was timely filed and no amount was indicated as due and owing. Accordingly, the Claim should be disallowed.
		\$24,605.00	General Unsecured	
Bell Tower Shops	167	\$12,213.74	General Unsecured	Claim asserts amount due for unpaid lease obligations. However, Claimant did not provide evidence substantiating the claim and Debtors' Books and Records do not indicate an amount due. Accordingly, the Claim should be disallowed and expunged.
Bergmeyer Associates	C8	Unliquidated	General Unsecured	Claim asserts \$1,853.60 credit due from claimant to the Debtors, with no amount due and owing by the Debtors. Accordingly, the Claim should be disallowed.
County of San Bernadino	139	\$433.35	Priority	Claim is for property taxes, which were paid in the ordinary course of business in August 2018. See Docket No. 226. Accordingly, the Claim should be disallowed.
County of Santa Clara	51	\$4,641.31	Priority	Claim is for taxes paid in the ordinary course of business in August 2018. [Docket No. 226] Accordingly, the Claim should be disallowed.
Holiday Law Firm P.C.	307	\$20,810.00	General Unsecured	Claim asserts unpaid amount due under an invoice for professional services. However, Debtors contracted with claimant at a fixed cost of \$12,000, which was paid in the ordinary course of business. Accordingly, the Claim should be disallowed.
Jeffrey Yuhas	332	Unliquidated	General Unsecured	Claim asserts unliquidated amount arising out of big blue party speaker recall. However, claimant did not assert an amount due and owing or attach proof of purchase. Additionally, Debtors' books and records do not indicate an amount due and owing to claimant. Accordingly, the Claim should be disallowed.
Marion County Treasurer	172	\$5,179.49	Priority	Claim is for unpaid tax liability. However, the Debtors' Books and Records indicate \$1,194.03 was due and owing, which was paid in the ordinary course of business on November 21, 2018. See Docket No. 226. Accordingly, the Claim should be disallowed.
		\$0.45	General Unsecured	
Oregon Department of Treasury	685	\$734.41	Priority	Claim relates to 2016 withholding taxes, which were paid in the ordinary course of business. See Docket No. 226. Accordingly, the Claim should be disallowed.
The Woodlands Metro Center Mud	7	\$168.23	Secured	Claim is for 2018 property taxes. However, a tax return was timely filed indicating that \$131.09 was due and owing, which was paid in the ordinary course of business on January 23, 2019. See Docket No. 223. Accordingly, the Claim should be disallowed.

Creditor	Claim No.	Asserted Claim Amount	Asserted Claim Priority	Basis for Claim Disallowance
Treasurer of Virginia	350	Unliquidated	General Unsecured	Claim asserts unliquidated amount on behalf of Virginia residents on account of unclaimed property allegedly being held by the Debtors. The Claim does not include any information to evaluate the claim. Upon information and belief, no amount is due and owing to claimant in the Debtors' Books and Records. Accordingly, the Claim should be disallowed.
Treasurer of Virginia	854	Unliquidated	General Unsecured	Claim asserts unliquidated amount on behalf of Virginia residents on account of unclaimed property allegedly being held by the Debtors. The Claim does not include any information to evaluate the claim. Upon information and belief, no amount is due and owing to claimant in the Debtors' Books and Records. Accordingly, the Claim should be disallowed.

EXHIBIT F
(Proposed Order)

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

 In re:) Chapter 11
)
) Case No. 18-11780 (BLS)
 BROOKSTONE HOLDINGS CORP., *et al.*,¹)
) Substantively Consolidated
 Post-Confirmation Debtors.)
) Re:
)

**ORDER SUSTAINING LIQUIDATING TRUSTEE’S EIGHTEENTH OMNIBUS
 (SUBSTANTIVE) OBJECTION TO CERTAIN (A) MISCLASSIFIED CLAIMS;
 (B) OVERSTATED CLAIMS; (C) OVERSTATED AND MISCLASSIFIED CLAIMS;
 (D) FIXED AND ALLOWED CLAIMS; AND (E) NO LIABILITY CLAIMS**

Upon consideration of the *Liquidating Trustee’s Eighteenth Omnibus (Substantive) Objection to Certain (A) Misclassified Claims; (B) Overstated Claims; (C) Overstated and Misclassified Claims; (D) Fixed and Allowed Claims; and (E) No Liability Claims* (the “Eighteenth Omnibus Objection”);² and the Court having considered the Declaration in support of the Eighteenth Omnibus Objection; and it appearing that notice of the Eighteenth Omnibus Objection was good and sufficient upon the particular circumstances and that no other or further notice need be given; and the Court having considered the Eighteenth Omnibus Objection, the claims listed on Exhibit A through Exhibit E attached thereto, and any responses thereto; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

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).

² Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Eighteenth Omnibus Objection.

FOUND AND DETERMINED THAT:

1. The Eighteenth Omnibus Objection is a core proceeding under 28 U.S.C. § 157(b)(2); and

2. Each holder of a claim (as to each, a “Claim”) listed on Exhibit A through Exhibit E attached to the Eighteenth Omnibus Objection and attached hereto was properly and timely served with a copy of the Eighteenth Omnibus Objection, this Order, the accompanying exhibits, and the notice; and

3. Any entity known to have an interest in the Claims subject to the Eighteenth Omnibus Objection has been afforded reasonable opportunity to respond to, or be heard regarding, the relief requested in the Eighteenth Omnibus Objection; and

4. The relief requested in the Eighteenth Omnibus Objection is in the best interests of the Debtors’ creditors, the Estates, and other parties in interest; and it is therefore

ORDERED, that the Eighteenth Omnibus Objection is SUSTAINED; and is further

ORDERED, that each of the Misclassified Claims listed on Exhibit A is hereby reclassified to reflect the priority listed in the “Modified Claim Priority” column on Exhibit A; and it is further

ORDERED, that each of the Overstated Claims listed on Exhibit B is hereby reduced to reflect the amount listed in the “Modified Claim Amount” column on Exhibit B; and it is further

ORDERED, that each of the Overstated and Misclassified Claims listed on Exhibit C is hereby reduced and reclassified to reflect the amounts and priorities as set forth

under the columns titled “Modified Claim Amount” and “Modified Claim Priority”, respectively, on Exhibit C; and it is further

ORDERED, that each of the Fixed and Allowed Claims listed on Exhibit D is hereby allowed in the amounts and priorities as set forth under the columns titled “Allowed Amount” and “Allowed Nature,” respectively, on Exhibit D; and it is further

ORDERED, that each of the No Liability Claims listed on the attached Exhibit E is hereby disallowed and expunged in its entirety; and it is further

ORDERED, that nothing in the Eighteenth Omnibus Objection or this Order shall be construed as an allowance of any Claim and all of the Liquidating Trustee’s rights and the rights of other parties in interest to object to any of the Claims or any other claims (filed or not) which may be asserted against the Debtors on any other grounds are preserved. Additionally, should one or more of the grounds of objection stated in the Eighteenth Omnibus Objection be dismissed, the Liquidating Trustee’s rights to object on other stated grounds or on any other grounds that the Liquidating Trustee discovers during the pendency of these cases are further preserved; and it is further

ORDERED, that without limiting the generality of the foregoing, the Liquidating Trustee’s rights and the rights of other parties in interest to object to any of the Claims pursuant to section 502(d) and 502(j) of the Bankruptcy Code are preserved; and it is further

ORDERED, that the rights of the Liquidating Trustee to setoff, counterclaim and recoupment including, but not limited to, in respect of security deposits, against the allowed amount of any Claims are preserved; and it is further

ORDERED, that this Court shall retain jurisdiction over any matters related to or arising from the Eighteenth Omnibus Objection or the implementation of this Order; and it is further

ORDERED, that each Claim and the objections by the Liquidating Trustee to such Claim, as set forth on Exhibit A through Exhibit E hereto, constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014 and Local Rule 3007-1. This Order shall be deemed a separate Order with respect to each Claim. Any stay of this Order pending appeal by any claimants whose Claims are subject to this Order shall only apply to the contested matter which involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters listed in the Eighteenth Omnibus Objection or this Order.

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

 In re:)
) Chapter 11
)
 BROOKSTONE HOLDINGS CORP., *et al.*,¹) Case No. 18-11780 (BLS)
)
 Post-Confirmation Debtors.) Substantively Consolidated
)

**DECLARATION OF DANA P. KANE IN SUPPORT
OF LIQUIDATING TRUSTEE’S EIGHTEENTH OMNIBUS
(SUBSTANTIVE) OBJECTION TO CERTAIN (A) MISCLASSIFIED
CLAIMS; (B) OVERSTATED CLAIMS; (C) OVERSTATED AND MISCLASSIFIED
CLAIMS; (D) FIXED AND ALLOWED CLAIMS; AND (E) NO LIABILITY CLAIMS**

I, Dana P. Kane, hereby declare under penalty of perjury:

1. I am Chief Compliance Officer of META Advisors LLC, the trustee (the “Liquidating Trustee”) of the Brookstone Liquidating Trust (the “Trust”) established in these chapter 11 cases. Under the *Third Amended 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*, the Trust, by and through the Liquidating Trustee, is responsible for reconciling and, as necessary, objecting to all Claims asserted or scheduled against the Debtors’ estates. In that capacity, I am familiar with and assisting in the process of reviewing and reconciling the claims for which the Trust is responsible.

2. I assisted in the preparation of the *Liquidating Trustee’s Eighteenth Omnibus (Substantive) Objection to Certain (A) Misclassified Claims; (B) Overstated Claims; (C) Overstated and Misclassified Claims; (D) Fixed and Allowed Claims; and (E) No Liability*

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).

Claims (the “Eighteenth Omnibus Objection”).² Through my review or with the assistance of employees and professionals under my direction, I am personally and generally familiar with, *inter alia*, the Debtors’ liabilities and amounts owed to their creditors. I am also generally familiar with the register of claims (the “Claims Register”) prepared and provided by the noticing and claims agent, Omni.

3. I submit this declaration in support of the Eighteenth Omnibus Objection, and state that the information contained in such Eighteenth Omnibus Objection and the exhibits thereto is true and correct to the best of my knowledge and belief and based on the information and records available to me.

A. Misclassified Claims

4. To the best of my knowledge and belief, and based on the information and records available to me, the Claims identified on Exhibit A to the Eighteenth Omnibus Objection (i) are not entitled to administrative expense status, either because (a) any goods subject to a reclamation demand were subject to a preexisting security interest, and such goods were sold to satisfy such underlying secured claim, or (b) because the Claim does not meet the criteria specified by section 503(b)(9) of the Bankruptcy Code for goods received by the Debtors within the 20-day period prior to the Petition Date; or (ii) are not entitled to treatment as secured claims because the underlying obligations are not secured by property of the Debtors with any value (the “Misclassified Claims”). If the relief sought is granted, the Misclassified Claims identified under the column titled “Claim No.” in Exhibit A to the Eighteenth Omnibus Objection will be modified by reclassifying some or all of the claim set forth in the column titled “Claim Amount” to the nature set forth under the column titled “Modified Claim Priority” on Exhibit A.

² Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the corresponding Eighteenth Omnibus Objection.

B. Overstated Claims

5. To the best of my knowledge and belief, and based on the information and records available to me, the Claims identified on Exhibit B to the Eighteenth Omnibus Objection were each asserted in an amount that is higher than the amount of liabilities reflected on the Books and Records (the “Overstated Claims”). If the relief sought is granted, the Overstated Claims identified under the column titled “Claim No.” in Exhibit B to the Eighteenth Omnibus Objection will be modified by reducing the amount to the dollar value listed under the column titled “Modified Claim Amount” on Exhibit B.

C. Overstated and Misclassified Claims

6. To the best of my knowledge and belief, and based on the information and records available to me, each of the claims set forth on Exhibit C to the Eighteenth Omnibus Objection was not only filed in the incorrect amount based upon the Debtors’ Books and Records, but also was filed incorrectly asserting entitlement to administrative, secured or priority unsecured treatment to which the claimant is not entitled under the applicable section of the Bankruptcy Code (the “Overstated and Misclassified Claims”). Based on a review of the Books and Records and the supporting documentation provided by the claimant, the Overstated and Misclassified Claims are improperly and incorrectly classified and are overstated in amount for the reasons set forth on Exhibit C.

7. If the relief sought is granted, each of the Overstated and Misclassified Claims listed on Exhibit C to the Eighteenth Omnibus Objection will be modified by reclassifying the claim as a general unsecured claim and reducing the amount to the corresponding dollar value listed in the “Modified Claim Amount” column on Exhibit C.

D. Fixed and Allowed Claims

8. To the best of my knowledge and belief, and based on the information and records available to me, the Claims identified on Exhibit D to the Eighteenth Omnibus Objection were asserted in unliquidated amounts, in whole or in part. The Liquidating Trustee now seeks to fix and allow the Claims identified on Exhibit D in the liquidated or agreed upon amount or classification (the “Fixed and Allowed Claims”).

9. If the relief sought is granted, the Fixed and Allowed Claims identified under the column titled “Claim No.” in Exhibit D to the Eighteenth Omnibus Objection will be allowed in the amounts and priorities as set forth under the columns titled “Allowed Amount” and “Allowed Nature,” respectively, on Exhibit D.

E. No Liability Claims

10. To the best of my knowledge and belief, and based on the information and records available to me, the Claims set forth on Exhibit E to the Eighteenth Omnibus Objection cannot be reconciled with the Debtors’ Books and Records (the “No Liability Claims”). To the best of my knowledge and belief, and based on the information and records available to me, the No Liability Claims are not valid because: (i) the Books and Records do not reflect the existence of the asserted claim; (ii) the product was not sold or the service was not provided to any of the Debtors; (iii) the claims are not enforceable against the Debtors or their property under any agreement or applicable law; or (iv) the claim was paid pursuant to an order of the Court in the ordinary course of business.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best my knowledge, and belief, and based on the information and records available to me.

Dated: August 17, 2020

A handwritten signature in cursive script, appearing to read "Dana P. Kane", written in black ink.

Dana P. Kane