

USE ONLY FOR ADMINISTRATIVE EXPENSE CLAIMS THAT AROSE ON OR AFTER APRIL 3, 2014.

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		ADMINISTRATIVE EXPENSE PROOF OF CLAIM FORM
Debtor against which claim is asserted: (check one) <input type="checkbox"/> Brookstone Holdings Corp. (Case No. 14-10752) <input type="checkbox"/> Brookstone Stores, Inc. (Case No. 14-10758) <input type="checkbox"/> Brookstone, Inc. (Case No. 14-10753) <input type="checkbox"/> Gardeners Eden, Inc. (Case No. 14-10759) <input type="checkbox"/> Brookstone Company, Inc. (Case No. 14-10754) <input type="checkbox"/> Brookstone Military Sales, Inc. (Case No. 14-10760) <input type="checkbox"/> Brookstone Retail Puerto Rico, Inc. (Case No. 14-10755) <input type="checkbox"/> Big Blue Audio LLC (Case No. 14-10761) <input type="checkbox"/> Brookstone International Holdings, Inc. (Case No. 14-10756) <input type="checkbox"/> Brookstone Holdings, Inc. (Case No. 14-10762) <input type="checkbox"/> Brookstone Purchasing, Inc. (Case No. 14-10757) <input type="checkbox"/> Brookstone Properties, Inc. (Case No. 14-10763)		Administrative Expense Claim Request THIS SPACE IS FOR COURT USE ONLY.
NOTE: This Administrative Expense Claim Request form is to be used solely in connection with a request for payment of an administrative expense arising after commencement of these cases pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property):		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Name and address where notices should be sent:		
Telephone number: _____		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
Name and address where payment should be sent (if different from above):		
Telephone number: _____		
IMPORTANT: Please list the name and address of any property related to your claim (if applicable). Property Name: _____ Property Address: _____		
1. Basis for Claim: _____ (See instruction #2 on reverse side.)		
2. Last four digits of any number by which creditor identifies debtor: _____		
3. TOTAL AMOUNT OF ADMINISTRATIVE EXPENSE CLAIM: <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.		\$ _____ (Total)
4. BRIEF DESCRIPTION OF CLAIM (attach any additional information): _____		
5. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 6. Supporting Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #7, and the definition of "redacted".) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		THIS SPACE IS FOR COURT USE ONLY.
DATE-STAMPED COPY: To receive an acknowledgment of the filing of your administrative expense proof of claim, enclose a stamped, self-addressed envelope and copy of this administrative expense proof of claim, or you may view your claim information by visiting the website of the Claims Agent (www.kccllc.net/Brookstone).		
IF PROOF OF CLAIM IS SENT BY MAIL, HAND DELIVERY, OR OVERNIGHT COURIER, SEND TO: Brookstone Claims Processing Center c/o Kurtzman Carson Consultants LLC 2335 Alaska Avenue El Segundo, CA 90245 Please see instructions on back of Proof of Claim		
Date: _____	Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above.	

INSTRUCTIONS FOR ADMINISTRATIVE EXPENSE PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the Debtor, there may be exceptions to these general rules.

ITEMS TO BE COMPLETED IN PROOF OF CLAIM FORM

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district where the bankruptcy case was filed (for example, District of Delaware), the bankruptcy Debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Basis for Claim:

State the type of debt for which the administrative expense proof of claim is being filed. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card.

2. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the Debtor's account or other number used by the creditor to identify the Debtor.

3. Total Amount of Administrative Expense Claim:

Fill in the applicable amounts of the entire administrative expense proof of claim. If interest or other charges in addition to the principal amount of the administrative expense proof of claim are included, check the appropriate place on the form and attach an itemization of interest and charges.

4. Brief Description of Claim

Describe the Administrative Expense Claim including, but not limited to, the actual and necessary costs and expenses of operating one or more of the Debtors' estates or any actual and necessary costs and expenses of operating one or more of the Debtors' businesses.

5. Credits:

An authorized signature on this administrative expense proof of claim serves as an acknowledgement that when calculating the amount of the administrative expense proof of claim, the creditor gave the Debtor credit for any payments received toward the debt.

6. Supporting Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

7. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Name of Debtor and Case Number:

A complete list of Debtors with corresponding case numbers is listed above. You MUST fill in the specific Debtor against which your claim is being asserted and the case number of the Debtor's bankruptcy case. If you are asserting claims against more than one Debtor, you MUST file a separate administrative expense proof of claim for each Debtor.

Creditor

A creditor is the person, corporation, or other entity owed a debt by the Debtor on the date of the bankruptcy filing.

Administrative Expense Claim

Any right to payment constituting a cost or expense of administration of any of the Reorganized Cases allowed under sections 503(b) and 507(a)(1) of the Bankruptcy Code (other than an expense allowed under section 503(b)(9)), including, without limitation, any actual and necessary costs and expenses of operating one or more of the Debtors' Estates, any actual and necessary costs and expenses of operating one or more of the Debtors' businesses, and any fees or charges assessed against one or more of the Debtors' Estates, any actual and necessary costs and expenses of operating one or more of the Debtors' businesses, and any fees or charges assessed against one or more of the Estates of the Debtors under section 1930 of chapter 123 of title 28 of the United States Code.

Administrative Expense Creditor

An Administrative Expense Creditor is any person, corporation, or other entity to whom the Debtor owes a debt for an administrative expense.

Administrative Expense Proof of Claim

A form telling the Bankruptcy Court how much the Debtor owes a creditor for administrative expenses.

Submitting Administrative Expense Proof of Claim

Submit a signed original claim request with any attachments via United States mail, overnight courier service or hand delivery to:

**Brookstone Claims Processing Center
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, CA 90245**

Submission by facsimile or other electronic means will not be accepted.

INFORMATION

Acknowledgement of Filing a Claim

To receive acknowledgement of your filing, enclose a stamped self-addressed envelope and a copy of this administrative expense proof of claim or you may view your claim information by visiting the website of the Claims Agent (www.kccllc.net/Brookstone).

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the Debtors. These entities do not represent the bankruptcy court or the Debtors. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.