

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM495163

|                              |   |
|------------------------------|---|
| <b>SUBMISSION TYPE:</b>      | NEW ASSIGNMENT  |
| <b>NATURE OF CONVEYANCE:</b> | Termination and Release of Security Interest in Trademarks recorded at Reel 5318/Frame 0732, Reel 5663/Frame 0979, and Reel 5855/Frame 0399 |

## CONVEYING PARTY DATA

| Name                                   | Formerly | Execution Date | Entity Type                                    |
|--|----------|----------------|--|
| Wells Fargo Bank, National Association |          | 10/19/2018     | National Banking Association:<br>UNITED STATES |

## RECEIVING PARTY DATA

|                        |  |
|------------------------|--|
| <b>Name:</b>           | Big Blue Audio, LLC                      |
| <b>Street Address:</b> | One Innovation Way                       |
| <b>City:</b>           | Merrimack                                |
| <b>State/Country:</b>  | NEW HAMPSHIRE                            |
| <b>Postal Code:</b>    | 03054                                    |
| <b>Entity Type:</b>    | Limited Liability Company: NEW HAMPSHIRE |
| <b>Name:</b>           | Brookstone Company, Inc.                 |
| <b>Street Address:</b> | One Innovation Way                       |
| <b>City:</b>           | Merrimack                                |
| <b>State/Country:</b>  | NEW HAMPSHIRE                            |
| <b>Postal Code:</b>    | 03054                                    |
| <b>Entity Type:</b>    | Corporation: NEW HAMPSHIRE               |
| <b>Name:</b>           | Brookstone Purchasing, Inc.              |
| <b>Street Address:</b> | One Innovation Way                       |
| <b>City:</b>           | Merrimack                                |
| <b>State/Country:</b>  | NEW HAMPSHIRE                            |
| <b>Postal Code:</b>    | 03054                                    |
| <b>Entity Type:</b>    | Corporation: NEW HAMPSHIRE               |

## PROPERTY NUMBERS Total: 104

| Property Type               | Number  | Word Mark         |
|-----------------------------|---------|-------------------|
| <b>Registration Number:</b> | 4135496 | FIGHT THE SILENCE |
| <b>Registration Number:</b> | 4325534 | BIG BLUE          |
| <b>Registration Number:</b> | 4214948 | BIG BLUE AUDIO    |
| <b>Registration Number:</b> | 4215274 | BIG BLUE AUDIO    |
| <b>Registration Number:</b> | 4211437 | BIG BLUE AUDIO    |

TRADEMARK

900471175

REEL: 006497 FRAME: 0069

CH \$2615.00 4135496

| Property Type        | Number   | Word Mark               |
|----------------------|----------|-------------------------|
| Registration Number: | 3957422  | A WORLD OF INNOVATION   |
| Registration Number: | 3383961  | ADVANCED AUDIO CONCEPTS |
| Registration Number: | 3132487  | BROOKSTONE              |
| Registration Number: | 3133174  | BROOKSTONE              |
| Registration Number: | 2334207  | BROOKSTONE              |
| Registration Number: | 1386424  | BROOKSTONE              |
| Registration Number: | 1338831  | BROOKSTONE              |
| Registration Number: | 3583382  | BROOKSTONE              |
| Registration Number: | 3582970  | BROOKSTONE              |
| Registration Number: | 3546668  | BROOKSTONE              |
| Registration Number: | 3993205  | BROOKSTONE              |
| Registration Number: | 4349651  | BROOKSTONE              |
| Registration Number: | 3534128  | GIFT OF INNOVATION      |
| Registration Number: | 2961267  | ACOUSTICLEAR            |
| Registration Number: | 2979269  | ACOUSTICLEAR            |
| Registration Number: | 4429724  | AERO                    |
| Registration Number: | 3359422  | ALWAYS PERFECT          |
| Registration Number: | 2970018  | AQUA-JET FOOT SPA       |
| Registration Number: | 4201435  | B                       |
| Serial Number:       | 85682361 | BEANS & LEAVES          |
| Registration Number: | 3455021  | BETTER THAN DOWN        |
| Registration Number: | 3821479  | BETTER THAN DOWN        |
| Registration Number: | 3927607  | BIOSENSE                |
| Registration Number: | 3638574  | BIOSENSE                |
| Registration Number: | 4411729  | BIOSENSE                |
| Serial Number:       | 85662613 | BIOSENSE                |
| Registration Number: | 4529297  | BIOSENSE 2              |
| Registration Number: | 4529301  | BIOSENSE PLUS           |
| Registration Number: | 3216587  | BOB                     |
| Registration Number: | 3797387  | BODYFORM                |
| Registration Number: | 3751756  | BROOKSTONE              |
| Serial Number:       | 85686010 | BROOKSTONE              |
| Registration Number: | 4121187  | BROOKSTONE DESIGN USA   |
| Registration Number: | 3893982  | CANDYMAN                |
| Registration Number: | 3243049  | COLORSMART              |
| Registration Number: | 3062430  | COOL IT                 |
| Serial Number:       | 85865873 | DASH                    |
| Registration Number: | 2958390  | EASYCHECK               |

| Property Type        | Number   | Word Mark          |
|----------------------|----------|--------------------|
| Registration Number: | 2998250  | EASYCHECK          |
| Registration Number: | 4397549  | ECOMFORT           |
| Registration Number: | 3931127  | ECOPAD             |
| Registration Number: | 3893407  | E-PAD              |
| Registration Number: | 4186717  | FLIP               |
| Registration Number: | 2973860  | FOM                |
| Registration Number: | 3026500  | FÖM                |
| Registration Number: | 3670508  | FORMULA 210        |
| Registration Number: | 3670510  | FORMULA 210        |
| Registration Number: | 2678254  | GRILL ALERT        |
| Registration Number: | 3797384  | HEAR TOGETHER      |
| Registration Number: | 3492448  | ICONVERT           |
| Registration Number: | 3528933  | IDESIGN            |
| Registration Number: | 3344858  | INEED              |
| Registration Number: | 3129610  | IPILLOW            |
| Registration Number: | 3928539  | MAX                |
| Registration Number: | 3252969  | MICROBEAM          |
| Registration Number: | 3928541  | MIGHTY MAX         |
| Registration Number: | 3237068  | MINIMAX            |
| Registration Number: | 3241960  | N-A-P              |
| Registration Number: | 3132198  | NAP                |
| Registration Number: | 3557395  | N-A-P              |
| Registration Number: | 3557391  | NAP                |
| Serial Number:       | 85511341 | NAP                |
| Registration Number: | 4135216  | POWER. PAIR. PLAY. |
| Registration Number: | 3937123  | POWERPLATE         |
| Registration Number: | 2982941  | PURE ION           |
| Registration Number: | 2964988  | PURE-ION           |
| Registration Number: | 4186709  | RETRO              |
| Serial Number:       | 85545857 | SILIPHONES         |
| Registration Number: | 4404473  | SNACKMAN           |
| Registration Number: | 3113150  | SOFTSOUND          |
| Registration Number: | 3610226  | SONGVIEW           |
| Registration Number: | 2968457  | SOUNDSHIELD        |
| Registration Number: | 2945244  | SOUNDSHIELD        |
| Registration Number: | 3604180  | STEAM BUG          |
| Registration Number: | 4295269  | TECH-GRIP          |
| Registration Number: | 3936473  | THE GIFT EXPERTS   |

| Property Type        | Number   | Word Mark                              |
|----------------------|----------|--|
| Registration Number: | 3157892  | THERASPA                               |
| Serial Number:       | 85218841 | THERASPA                               |
| Serial Number:       | 85716018 | THERASPA                               |
| Registration Number: | 3728004  | TIMESMART                              |
| Registration Number: | 3557408  | TOUCH NAP FEEL GOOD                    |
| Registration Number: | 3557409  | TOUCH NAP FEEL GOOD                    |
| Registration Number: | 3554070  | TOUCH SLEEP REVIVE                     |
| Registration Number: | 2926365  | TUNE OUT THE NOISE. TUNE IN THE MUSIC. |
| Registration Number: | 2925079  | TWIN SENSATIONS                        |
| Registration Number: | 2924422  | TWIN SENSATIONS                        |
| Registration Number: | 3530118  | WEATHER WRAP                           |
| Registration Number: | 3004474  | XPRESSCHECK                            |
| Serial Number:       | 86176981 | CARRY ON                               |
| Registration Number: | 4858875  | BODYFORM                               |
| Registration Number: | 4715526  | DASH                                   |
| Registration Number: | 3411623  | E-PAD                                  |
| Registration Number: | 4798205  | FÖM                                    |
| Registration Number: | 3071112  | NAPSOFT                                |
| Registration Number: | 4858995  | RENEW                                  |
| Registration Number: | 5174828  | SIMPLY AMAZING. AMAZINGLY SIMPLE.      |
| Registration Number: | 4819366  | THERASPA                               |
| Registration Number: | 4942113  | CARRY ON                               |
| Registration Number: | 3572165  | TRANQUIL MOMENTS                       |

**CORRESPONDENCE DATA**

**Fax Number:** 9494754754

*Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.*

**Phone:** 949-451-3800

**Email:** skann@gibsondunn.com

**Correspondent Name:** Stephanie Kann

**Address Line 1:** 3161 Michelson Drive

**Address Line 2:** Gibson, Dunn & Crutcher LLP

**Address Line 4:** Irvine, CALIFORNIA 92612

**ATTORNEY DOCKET NUMBER:** 12715-00014

**NAME OF SUBMITTER:** Stephanie Kann

**SIGNATURE:** /stephanie kann/

**DATE SIGNED:** 10/23/2018

**Total Attachments:** 15

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## TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS

This TERMINATION AND RELEASE OF SECURITY INTEREST IN TRADEMARKS (this "Trademark Termination"), dated as of October 19, 2018 (the "Effective Date"), is made by WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association, as administrative agent (in such capacity, together with its successors and permitted assigns, the "Agent" and also the "Grantee"), in favor of BIG BLUE AUDIO, LLC, a New Hampshire limited liability company ("Big Blue Audio"), BROOKSTONE COMPANY, INC., a New Hampshire corporation ("Brookstone Company") and BROOKSTONE PURCHASING, INC., a New Hampshire corporation ("Brookstone Purchasing" and, together with Big Blue Audio and Brookstone Company, each a "Grantor" and, collectively, the "Grantors"), each with a business address at One Innovation Way, Merrimack, NH 03054.

WHEREAS, pursuant to (i) that certain Guaranty and Security Agreement dated as of July 7, 2014 (as amended, restated, supplemented or otherwise modified from time to time, the "2014 Security Agreement"), by and among the Grantors and General Electric Capital Corporation, as administrative agent ("Prior Agent"), for itself and certain agents and other secured parties; and (ii) that certain Trademark Security Agreement dated as of July 7, 2014 by and among the Grantors and the Prior Agent, which was recorded with the United States Patent and Trademark Office (the "USPTO") on July 8, 2014, at Reel 5318, Frame 0732 (as amended, restated, supplemented or otherwise modified, the "2014 Trademark Security Agreement" and, together with the 2014 Security Agreement, the "2014 Agreements") as supplemented by that certain Trademark Security Agreement dated June 3, 2015 by and among the Grantors and the Prior Agent which was recorded with the USPTO on November 9, 2015 at Reel 5663, Frame 0979 (as amended, restated, supplemented or otherwise modified, the "2015 Trademark Security Agreement"), the Grantors granted to the Prior Agent a security interest in the Collateral (as defined in the 2014 Trademark Security Agreement and the 2015 Trademark Security Agreement, the "Collateral"), including those Trademarks identified in Schedule I thereto;

WHEREAS, effective as of March 1, 2016, the Prior Agent resigned as administrative agent in accordance with the terms of the Resignation and Agency Substitution Agreement (the "Resignation Agreement") and transferred, conveyed, assigned and delivered to the Agent, as successor administrative agent and Grantee, in accordance with the terms of the Resignation Agreement, any lien and security interest in the Collateral granted to the Prior Agent pursuant to the Assignment of Security Agreement for Trademarks, dated as of March 1, 2016 (the "2016 Trademark Assignment");

WHEREAS the 2016 Trademark Assignment was recorded with the USPTO on August 15, 2016 at Reel 005855, Frame 0399;

WHEREAS, pursuant to the Senior Secured, Super-Priority Debtor-in-Possession Credit Agreement, dated as of August 6, 2018 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Credit Agreement"), by and among the Borrower, as a debtor and a debtor-in-possession, Holdings, as a debtor and a debtor-in-possession, the other Credit Parties, each as a debtor and a debtor-in-possession, the Lenders and the L/C Issuers from

time to time party thereto, Wells Fargo, as Agent, and Gordon Brothers Finance Company, as Term Agent, the Lenders and the L/C Issuers agreed to make extensions of credit to the Borrower upon the terms and subject to the conditions set forth therein;

WHEREAS, each Grantor agreed, pursuant to a Guaranty and Security Agreement dated as of August 6, 2018 in favor of Agent (as such agreement may be amended, restated, supplemented or otherwise modified from time to time, the "Guaranty and Security Agreement"), to guarantee the Obligations (as defined in the Credit Agreement) of the Borrower;

WHEREAS, the Grantors and Grantee executed and delivered that certain Trademark Security Agreement, dated as of August 29, 2018 (as such agreement may be amended, restated, supplemented or otherwise modified from time to time, the "Trademark Security Agreement"), for recording with the USPTO;

WHEREAS, the Trademark Security Agreement was recorded with the USPTO on August 30, 2018 at Reel 6425, Frame 0502; and

WHEREAS, in connection with the 2016 Trademark Assignment and the Trademark Security Agreement, the Grantors have requested that that the Grantee release, discharge fully and reassign to the Grantors its interest in all of its Trademarks and all IP Licenses registered with the USPTO providing for the grant by or to such Grantors of any right under any Trademark, including, without limitation, those referred to on Schedule 1 hereto and all goodwill of the business connected with the use of, and symbolized by, each such Trademark (the "Trademark Collateral").

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Grantee hereby agrees as follows:

1. Defined Terms. All capitalized terms used, but not otherwise defined herein, shall have the respective meanings ascribed in or otherwise referenced in the 2016 Trademark Assignment and the Trademark Security Agreement.

2. Release. The Grantee, without representation or warranty of any kind, hereby releases, discharges, terminates and cancels all of its security interest in and to the Trademark Collateral and reassigns to each Grantor any and all such right, title and interest that it may have in the applicable Trademark Collateral of such Grantor. Any security interest or other right, title or interest of Agent in such Trademark Collateral shall cease and become void. Agent authorizes and requests that the USPTO and any applicable government officer note and record the release hereby given and any other filings necessary to evidence the release and termination of the Agent's rights with respect to the Trademark Collateral.

3. Governing Law. This Termination shall be governed by, and construed in accordance with, the law of the State of New York, without giving effect to conflict of laws principles thereof, but including Section 5-1401 of the New York General Obligations Law, and the Bankruptcy Code.

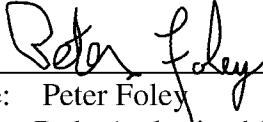
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[Signature page follows]



IN WITNESS WHEREOF, the Grantee has caused this Trademark Termination to be executed by its duly authorized representative as of the Effective Date:

**WELLS FARGO BANK, NATIONAL  
ASSOCIATION**, as Agent and Grantee

By:   
Name: Peter Foley  
Title: Duly Authorized Signatory

Schedule I

Trademark Collateral

(see attached)

SCHEDULE I  
TO  
2016 Trademark Assignment

| Grantor                  | Title                          | Application Serial No. | Filing Date | Registration No. | Registration Date |
|--------------------------|--------------------------------|------------------------|-------------|------------------|-------------------|
| Big Blue Audio LLC       | Fight the Silence              | 85/421,452             | Sep-13-11   | 4135496          | May-1-12          |
| Big Blue Audio LLC       | Big Blue                       | 85/533,092             | Feb-3-12    | 4325534          | Apr-23-13         |
| Big Blue Audio LLC       | Big Blue Audio                 | 85/331,746             | May-28-11   | 4214848          | Sep-25-12         |
| Big Blue Audio LLC       | Big Blue Audio<br>(black logo) | 85/407,437             | Aug-25-11   | 4215274          | Sep-25-12         |
| Big Blue Audio LLC       | Big Blue Audio<br>(blue logo)  | 85/407,476             | Aug-25-11   | 4211497          | Sep-18-12         |
| Brookstone Company, Inc. | A World of<br>Innovation       | 65/123,966             | Sep-7-10    | 3957422          | May-10-11         |
| Brookstone Company, Inc. | Advanced Audio<br>Concepts     | 77/041,843             | Nov-10-06   | 3383961          | Feb-19-08         |
| Brookstone Company, Inc. | Brookstone                     | 76/679,078             | Jul-26-05   | 3132487          | Aug-22-06         |
| Brookstone Company, Inc. | Brookstone                     | 76/762,743             | Nov-29-05   | 3133174          | Aug-22-06         |
| Brookstone Company, Inc. | Brookstone                     | 75/370,322             | Oct-9-97    | 2334207          | Mar-28-00         |
| Brookstone Company, Inc. | Brookstone                     | 73/517,075             | Jan-10-85   | 1386424          | Mar-18-86         |
| Brookstone Company, Inc. | Brookstone                     | 73/426,701             | May-13-83   | 1338831          | Jun-4-85          |
| Brookstone Company, Inc. | Brookstone                     | 77/578,017             | Sep-24-08   | 3583362          | Mar-3-09          |
| Brookstone Company, Inc. | Brookstone                     | 77/526,084             | Jul-18-08   | 3582970          | Mar-3-09          |
| Brookstone Company, Inc. | Brookstone                     | 77/463,140             | May-1-08    | 3546668          | Dec-16-08         |
| Brookstone Company, Inc. | Brookstone                     | 85/181,947             | Nov-21-10   | 3993205          | Jul-12-11         |
| Brookstone Company, Inc. | Brookstone                     | 85/746,972             | Oct-5-12    | 4,349,651        | Jun-11-13         |
| Brookstone Company, Inc. | Gift of Innovation             | 78/576,075             | Feb-28-05   | 3534128          | Nov-18-08         |

|                             |                     |            |            |           |           |
|-----------------------------|---------------------|------------|------------|-----------|-----------|
| Brookstone Purchasing, Inc. | AcousticClear       | 76/300.800 | Sep-18-03  | 2961267   | Jun-7-05  |
| Brookstone Purchasing, Inc. | AcousticClear       | 78/301.454 | Sep-17-03  | 2979269   | Jul-26-05 |
| Brookstone Purchasing, Inc. | Aero                | 65/608.409 | Jul-27-12  | 4429724   | Nov-05-13 |
| Brookstone Purchasing, Inc. | Always Perfect      | 77/186.598 | May-14-07  | 3359422   | Dec-25-07 |
| Brookstone Purchasing, Inc. | Aqua-Jet Foot Spa   | 79/310.817 | Oct-8-03   | 2970018   | Jul-19-06 |
| Brookstone Purchasing, Inc. | B (iTunes App Icon) | 85/502210  | Dec-22-11  | 4201495   | Sep-4-12  |
| Brookstone Purchasing, Inc. | Beans & Leaves      | 85/692261  | Jul-20-12  | Pending   | Pending   |
| Brookstone Purchasing, Inc. | Better Than Down    | 77/204.964 | Jun-13-07  | 3455021   | Jun-24-08 |
| Brookstone Purchasing, Inc. | Better Than Down    | 77/666.089 | Dec-8-08   | 3621479   | Jul-20-10 |
| Brookstone Purchasing, Inc. | BioSense            | 77/926.938 | Feb-3-10   | 3827607   | Mar-8-11  |
| Brookstone Purchasing, Inc. | BioSense            | 77/606.480 | Nov-4-08   | 3633574   | Jun-16-09 |
| Brookstone Purchasing, Inc. | BioSense            | 85/545.515 | Feb-17-12  | 4411729   | Oct-1-13  |
| Brookstone Purchasing, Inc. | BioSense            | 85/662.813 | Jun-27-12  | Pending   | Pending   |
| Brookstone Purchasing, Inc. | BioSense 2          | 85/891.517 | Apr-1-13   | 4.529.297 | May-13-14 |
| Brookstone Purchasing, Inc. | BioSense Plus       | 86/077.970 | Sept-30-13 | 4.529.301 | May-13-14 |
| Brookstone Purchasing, Inc. | BioSense            | 88/078.005 | Sept-30-13 | Pending   | Pending   |
| Brookstone Purchasing, Inc. | bob                 | 78/800.319 | Jan-26-06  | 3216587   | Mar-8-07  |
| Brookstone Purchasing, Inc. | BodyForm            | 77/763714  | Jun-19-09  | 3797307   | Jun-1-10  |
| Brookstone Purchasing, Inc. | Brookstone          | 77/777.216 | Jul-9-09   | 3751756   | Feb-23-10 |
| Brookstone Purchasing, Inc. | Brookstone          | 85/6886010 | Jul-25-12  | Pending   | Pending   |

|                             |                        |            |           |         |  |           |  |
|-----------------------------|------------------------|------------|-----------|---------|--|-----------|--|
| Inc.                        |                        |            |           |         |  |           |  |
| Brookstone Purchasing, Inc. | Brookstone DESIGN USA  | 85/878,969 | Jul-21-11 | 4121187 |  | Apr-3-12  |  |
| Brookstone Purchasing, Inc. | CandyMan               | 85/044,778 | May-21-10 | 3893982 |  | Dec-21-10 |  |
| Brookstone Purchasing, Inc. | ColorSmart             | 78/713,927 | Sep-15-05 | 3243049 |  | May-15-07 |  |
| Brookstone Purchasing, Inc. | Cool It                | 78/461,061 | Aug-3-04  | 3082430 |  | Feb-28-06 |  |
| Brookstone Purchasing, Inc. | Dash                   | 85/885,873 | Mar-4-13  | Pending |  | Pending   |  |
| Brookstone Purchasing, Inc. | easyback               | 78/293,317 | Aug-28-03 | 2958380 |  | May-31-05 |  |
| Brookstone Purchasing, Inc. | easycheck              | 78/485,913 | Aug-11-04 | 2998250 |  | Sep-20-05 |  |
| Brookstone Purchasing, Inc. | eComfort               | 85/686356  | Jul-25-12 | 4397549 |  | Sep-03-13 |  |
| Brookstone Purchasing, Inc. | EcoPad                 | 85/096,416 | Jul-29-10 | 3931127 |  | Mar-15-11 |  |
| Brookstone Purchasing, Inc. | e-Pad                  | 85/038,427 | May-3-10  | 3893407 |  | Dec-21-10 |  |
| Brookstone Purchasing, Inc. | Flip (iTunes App Icon) | 85/502306  | Dec-22-11 | 4186717 |  | Aug-7-12  |  |
| Brookstone Purchasing, Inc. | FCM                    | 78/307,357 | Sep-30-03 | 2973960 |  | Jul-19-05 |  |
| Brookstone Purchasing, Inc. | FCM                    | 78/300,839 | Sep-16-03 | 3026500 |  | Dec-13-05 |  |
| Brookstone Purchasing, Inc. | Formula 210            | 77/475,887 | May-15-08 | 3570508 |  | Aug-18-09 |  |
| Brookstone Purchasing, Inc. | Formula 210            | 77/475,991 | May-15-08 | 3570510 |  | Aug-18-09 |  |
| Brookstone Purchasing, Inc. | Gill Alert             | 78/111,354 | Feb-27-02 | 2678254 |  | Jan-21-03 |  |
| Brookstone Purchasing, Inc. | Hear Together          | 77/760,786 | Jun-11-08 | 3797384 |  | Jun-1-10  |  |
| Brookstone Purchasing, Inc. | iConvert               | 77/384,057 | Jan-30-08 | 3482443 |  | Aug-26-08 |  |
| Brookstone Purchasing, Inc. | iDesign                | 77/378,203 | Jan-23-06 | 3528933 |  | Nov-4-08  |  |

|                             |                        |            |           |         |            |
|-----------------------------|------------------------|------------|-----------|---------|------------|
| Brookstone Purchasing, Inc. | Ineed                  | 77/027 846 | Oct-24-05 | 3344658 | Nov-27-07  |
| Brookstone Purchasing, Inc. | iPillow                | 78/705 971 | Sep-2-05  | 3129610 | Aug-15-05  |
| Brookstone Purchasing, Inc. | Max                    | 85/086 988 | Jul-16-10 | 3928639 | Mar-8-11   |
| Brookstone Purchasing, Inc. | Microbeam              | 78/624 328 | May-5-05  | 3252869 | Jun-19-07  |
| Brookstone Purchasing, Inc. | Mighty Max             | 85/086 883 | Jul-16-10 | 3928541 | Mar-9-11   |
| Brookstone Purchasing, Inc. | MiniMax                | 78/916 565 | Jun-26-05 | 3237068 | May-1-07   |
| Brookstone Purchasing, Inc. | nap                    | 78/919 098 | Jun-23-08 | 3241960 | May-15-07  |
| Brookstone Purchasing, Inc. | nap                    | 78/684 904 | Mar-10-05 | 3132198 | Aug-22-08  |
| Brookstone Purchasing, Inc. | nap                    | 77/489 312 | Jun-3-08  | 3557395 | Jan-6-09   |
| Brookstone Purchasing, Inc. | nap                    | 77/489 939 | Jun-2-08  | 3557391 | Jan-6-09   |
| Brookstone Purchasing, Inc. | Nap                    | 85/511 341 | Jan-8-12  | -       | -          |
| Brookstone Purchasing, Inc. | Power Pair Play        | 85/411 990 | Aug-31-11 | 4135218 | May-1-12   |
| Brookstone Purchasing, Inc. | PowerPlate             | 85/056 334 | Jun-2-10  | 3937123 | Mar-29-11  |
| Brookstone Purchasing, Inc. | purison                | 78/227 387 | Nov-13-03 | 2982941 | Aug-9-05   |
| Brookstone Purchasing, Inc. | Pure-Ion               | 78/313 232 | Oct-14-03 | 2964988 | Jul-5-05   |
| Brookstone Purchasing, Inc. | Ratio (Tunes App Icon) | 85/502265  | Dec-22-11 | 4186709 | Aug-7-12   |
| Brookstone Purchasing, Inc. | Silikonas              | 85/545 957 | Feb-17-12 | Pending | Pending    |
| Brookstone Purchasing, Inc. | SnackMan               | 85/686 441 | Jul-2-12  | 4494473 | Sept-17-13 |
| Brookstone Purchasing, Inc. | SoftSound              | 78/600 664 | Apr-2-05  | 3113150 | Jul-4-06   |

|                             |                                       |            |           |         |           |
|-----------------------------|---------------------------------------|------------|-----------|---------|-----------|
| Brookstone Purchasing, Inc. | SongView                              | 771505.804 | Jun-23-03 | 3610226 | Apr-21-09 |
| Brookstone Purchasing, Inc. | SoundShield                           | 761265.188 | Jun-20-03 | 2268457 | Jul-12-05 |
| Brookstone Purchasing, Inc. | SoundShield                           | 73/301.431 | Sep-17-03 | 2945244 | Apr-26-05 |
| Brookstone Purchasing, Inc. | Steam Bug                             | 771494.874 | Jun-10-08 | 3604180 | Apr-7-09  |
| Brookstone Purchasing, Inc. | Teach-Grip                            | 95/660.381 | Jun-25-12 | 4295269 | Feb-26-13 |
| Brookstone Purchasing, Inc. | The Gift Experts                      | 771927.037 | Feb-3-10  | 3936473 | Mar-29-11 |
| Brookstone Purchasing, Inc. | TheraSpa                              | 78/746.853 | Nov-3-05  | 3157892 | Oct-17-05 |
| Brookstone Purchasing, Inc. | TheraSpa                              | 85/218.841 | Jan-16-11 | Pending | Pending   |
| Brookstone Purchasing, Inc. | TheraSpa                              | 85/716.018 | Aug-29-12 | Pending | Pending   |
| Brookstone Purchasing, Inc. | TimeSmart                             | 77/742.856 | May-22-09 | 3728004 | Dec-22-09 |
| Brookstone Purchasing, Inc. | Touch Nap Feel Good                   | 771491.518 | Jun-5-08  | 3557408 | Jan-5-09  |
| Brookstone Purchasing, Inc. | Touch Nap Feel Good                   | 771491.561 | Jun-5-08  | 3557409 | Jan-6-09  |
| Brookstone Purchasing, Inc. | Touch Sleep Revive                    | 771490.309 | Jun-4-08  | 3554070 | Dec-30-08 |
| Brookstone Purchasing, Inc. | Tune Out the Noise, Tune in the Music | 78/304.679 | Sep-24-03 | 2926365 | Feb-15-05 |
| Brookstone Purchasing, Inc. | Twin Sensations                       | 78/301.536 | Sep-17-03 | 2925079 | Feb-8-05  |
| Brookstone Purchasing, Inc. | Twin Sensations                       | 78/301.508 | Sep-17-03 | 2924472 | Feb-1-05  |
| Brookstone Purchasing, Inc. | Weather Wrap                          | 771325.951 | Nov-8-07  | 3530118 | Nov-11-08 |
| Brookstone Purchasing, Inc. | XpressCheck                           | 78/477.937 | Sep-2-04  | 3004474 | Oct-4-05  |
| Brookstone Purchasing, Inc. | Carry On                              | 98/176.981 | Jan-28-14 | Pending | Pending   |

Schedule to Trademark Security Agreement

1. REGISTERED TRADEMARKS

| Grantor                     | Title  | Application Serial No. | Filing Date | Registration No. | Registration Date |
|-----------------------------|--|------------------------|-------------|------------------|-------------------|
| Big Blue Audio LLC          | Fight the Silence                                | 85/421,452             | Sep-13-11   | 4135496          | May-1-12          |
| Big Blue Audio LLC          | Big Blue   | 85/533,092             | Feb-3-12    | 4325534          | Apr-23-13         |
| Big Blue Audio LLC          | Big Blue Audio<br>Big Blue Audio<br>(black logo) | 85/331,746             | May-26-11   | 4214948          | Sep-25-12         |
| Big Blue Audio LLC          | Big Blue Audio (blue<br>logo)                    | 85/407,437             | Aug-25-11   | 4215274          | Sep-25-12         |
| Big Blue Audio LLC          | A World of<br>Innovation                         | 85/407,476             | Aug-25-11   | 4211437          | Sep-18-12         |
| Brookstone Company,<br>Inc. | Brookstone                                       | 85/123,966             | Sep-7-10    | 3957422          | May-10-11         |
| Brookstone Company,<br>Inc. | Brookstone                                       | 78/679,078             | Jul-26-05   | 3132487          | Aug-22-06         |
| Brookstone Company,<br>Inc. | Brookstone                                       | 78/762,743             | Nov-29-05   | 3133174          | Aug-22-06         |
| Brookstone Company,<br>Inc. | Brookstone                                       | 75/370,322             | Oct-8-97    | 2334207          | Mar-28-00         |
| Brookstone Company,<br>Inc. | Brookstone                                       | 73/517,075             | Jan-10-85   | 1386424          | Mar-18-86         |
| Brookstone Company,<br>Inc. | Brookstone                                       | 73/425,701             | May-13-83   | 1338831          | Jun-4-85          |
| Brookstone Company,<br>Inc. | Brookstone                                       | 77/526,084             | Jul-18-08   | 3582970          | Mar-3-09          |
| Brookstone Company,<br>Inc. | Brookstone                                       | 77/463,140             | May-1-08    | 3546668          | Dec-16-08         |
| Brookstone Company,<br>Inc. | Brookstone                                       | 85/181,947             | Nov-21-10   | 3993205          | Jul-12-11         |
| Brookstone Company,<br>Inc. | Brookstone                                       | 85/746,972             | Oct-5-12    | 4349651          | Jun-11-13         |
| Brookstone Company,<br>Inc. | Gift of Innovation                               | 78/576,075             | Feb-28-05   | 3534128          | Nov-18-08         |



|                             |                       |            |             |         |                    |
|-----------------------------|-----------------------|------------|-------------|---------|--------------------|
| Brookstone Purchasing, Inc. | Aero                  | 85/688,409 | Jul-27-12   | 4429724 | Nov-05-13          |
| Brookstone Purchasing, Inc. | Always Perfect        | 77/180,598 | May-14-07   | 3359422 | Dec-25-07          |
| Brookstone Purchasing, Inc. | Aqua-Jet Foot Spa     | 78/310,817 | Oct-8-03    | 2970018 | Jul-19-05          |
| Brookstone Company, Inc.    | B (iTunes App Icon)   | 85/502,210 | Dec-22-11   | 4201435 | Sep-4-12           |
| Brookstone Purchasing, Inc. | Beans & Leaves        | 85/682,361 | Jul-20-12   | 4692794 | 24-FEB-2015        |
| Brookstone Purchasing, Inc. | Better Than Down      | 77/204,664 | Jun-13-07   | 3455021 | Jun-24-08          |
| Brookstone Purchasing, Inc. | Better Than Down      | 77/889,099 | Dec-8-09    | 3821479 | Jul-20-10          |
| Brookstone Purchasing, Inc. | BioSense              | 77/926,938 | Feb-3-10    | 3927607 | Mar-8-11           |
| Brookstone Purchasing, Inc. | BioSense              | 77/606,480 | Nov-4-08    | 3638574 | Jun-16-09          |
| Brookstone Purchasing, Inc. | BioSense              | 85/545,515 | Feb-17-12   | 4411729 | Oct-1-13           |
| Brookstone Purchasing, Inc. | BioSense 2            | 86/077,970 | Sept-30-13  | 4529297 | May-13-14          |
| Brookstone Purchasing, Inc. | BioSense Plus         | 86/078,005 | Sept-30-13  | 4529301 | May-13-14          |
| Brookstone Purchasing, Inc. | BodyForm              | 77/763,714 | Jun-19-09   | 3797387 | Jun-1-10           |
| Brookstone Purchasing, Inc. | BodyForm              | 86/598,276 | 15-APR-2015 | 4858875 | 24-NOV-2015        |
| BROOKSTONE COMPANY, INC.    | Brookstone            | 77/777,216 | Jul-9-09    | 3751756 | Feb-23-10          |
| Brookstone Purchasing, Inc. | Brookstone            | 85/686,010 | Jul-25-12   | 4382567 | Pending13-AUG-2013 |
| BROOKSTONE COMPANY INC.     | Brookstone DESIGN USA | 85/376,969 | Jul-21-11   | 4121187 | Apr-3-12           |
| Brookstone Purchasing, Inc. | Cool II               | 78/461,061 | Aug-3-04    | 3062430 | Feb-28-06          |

|                             |                        |            |             |         |             |
|-----------------------------|------------------------|------------|-------------|---------|-------------|
| Brookstone Purchasing, Inc. | Dash                   | 85/865,873 | Mar-4-13    | 4879227 | 05-JAN-2016 |
| Brookstone Purchasing, Inc. | Dash                   | 86/365268  | 13-AUG-2014 | 4715526 | 07-APR-2015 |
| Brookstone Purchasing, Inc. | easycheck              | 78/293,317 | Aug-28-03   | 2958390 | May-31-05   |
| Brookstone Purchasing, Inc. | eComfort               | 85/686,356 | Jul-25-12   | 4397549 | Sept-03-13  |
| Brookstone Purchasing, Inc. | e-Pad                  | 77/262845  | 23-AUG-2007 | 3411623 | 15-APR-2008 |
| Brookstone Company, Inc.    | Flip (iTunes App Icon) | 85/502306  | Dec-22-11   | 4186717 | Aug-7-12    |
| Brookstone Purchasing, Inc. | FOM                    | 78/300,838 | Sep-16-03   | 3026500 | Dec-13-05   |
| Brookstone Purchasing, Inc. | FOM                    | 86/365317  | 13-AUG-2014 | 4798205 | 25-AUG-2015 |
| Brookstone Purchasing, Inc. | Grill Alert            | 78/111,354 | Feb-27-02   | 2678254 | Jan-21-03   |
| Brookstone Purchasing, Inc. | iConvert               | 77/384,057 | Jan-30-08   | 3492448 | Aug-26-08   |
| Brookstone Purchasing, Inc. | iNeed                  | 77/027,846 | Oct-24-06   | 3344858 | Nov-27-07   |
| Brookstone Purchasing, Inc. | Max                    | 85/086,666 | Jul-16-10   | 3928539 | Mar-8-11    |
| Brookstone Purchasing, Inc. | Microbeam              | 78/624,328 | May-5-05    | 3252969 | Jun-19-07   |
| Brookstone Purchasing, Inc. | Mighty Max             | 85/086,683 | Jul-16-10   | 3928541 | Mar-8-11    |
| Brookstone Purchasing, Inc. | MiniMax                | 78/916,565 | Jun-26-06   | 3237068 | May-1-07    |
| Brookstone Purchasing, Inc. | n-a-p                  | 78/919,096 | Jun-28-06   | 3241960 | May-15-07   |
| Brookstone Purchasing, Inc. | n-a-p                  | 78/584,904 | Mar-10-05   | 3132198 | Aug-22-06   |
| Brookstone Purchasing, Inc. | n-a-p                  | 77/489,312 | Jun-3-08    | 3557395 | Jan-6-09    |

|                             |                                   |            |             |         |             |
|-----------------------------|-----------------------------------|------------|-------------|---------|-------------|
| Brookstone Purchasing, Inc. | Map                               | 77/488,939 | Jun-2-08    | 3557391 | Jan-6-09    |
| Brookstone Purchasing, Inc. | Map                               | 85/511,341 | Jan-8-12    | 5253453 | 01-AUG-2017 |
| Brookstone Purchasing, Inc. | NAPSOF<br>Power Pair              | 78/602,059 | 05-APR-2005 | 3071112 | 05-APR-2005 |
| BIG BLUE AUDIO LLC          | Play                              | 85/411,990 | Aug-31-11   | 4135216 | May-1-12    |
| Brookstone Purchasing, Inc. | Pure-Ion                          | 78/313,232 | Oct-14-03   | 2964988 | Jul-5-05    |
| Brookstone Purchasing, Inc. | Renew                             | 86/600,679 | 17-APR-2015 | 4858995 | 24-NOV-2015 |
| Brookstone Company, Inc.    | Retro (iTunes App Icon)           | 85/502,265 | Dec-22-11   | 4186709 | Aug-7-12    |
| Brookstone Purchasing, Inc. | Siliphones                        | 85/545,857 | Feb-17-12   | 4455668 | 24-DEC-2013 |
| Brookstone Purchasing, Inc. | Simply amazing. Amazingly simple. | 86/960760  | 01-APR-2016 | 5174828 | 04-APR-2017 |
| Brookstone Purchasing, Inc. | SnackMan                          | 85/666,441 | Jul-2-12    | 4404473 | Sept-17-13  |
| Brookstone Purchasing, Inc. | SoundShield                       | 78/265,188 | Jun-20-03   | 2968457 | Jul-12-05   |
| Brookstone Purchasing, Inc. | Tech-Grip                         | 85/660,381 | Jun-25-12   | 4295269 | Feb-26-13   |
| BROOKSTONE COMPANY, INC     | The Gift Experts                  | 77/927,037 | Feb-3-10    | 3936473 | Mar-29-11   |
| Brookstone Purchasing, Inc. | TheraSpa                          | 78/746,853 | Nov-3-05    | 3157892 | Oct-17-06   |
| Brookstone Purchasing, Inc. | TheraSpa                          | 86/345728  | 23-JUL-2014 | 4819366 | 22-SEP-2015 |
| Brookstone Purchasing, Inc. | TimeSmart                         | 77/742,856 | May-22-09   | 3728004 | Dec-22-09   |
| Brookstone Purchasing, Inc. | Weather Wrap                      | 77/325,951 | Nov-8-07    | 3530118 | Nov-11-08   |

|                             |             |            |             |         |             |
|-----------------------------|-------------|------------|-------------|---------|-------------|
| Brookstone Purchasing, Inc. | XpressCheck | 78/477,937 | Sep-2-04    | 3004474 | Oct-4-05    |
| Brookstone Purchasing, Inc. | Carry On    | 86/176,981 | Jan-28-14   | 4923281 | 22-MAR-2016 |
| Brookstone Purchasing, Inc. | Carry On    | 86/360,452 | 07-AUG-2014 | 4942113 | 19-APR-2016 |

2. TRADEMARK APPLICATIONS

None.

3. IP LICENSES

| Registration No. | Owner                  | Trademark        | Jurisdiction |
|------------------|------------------------|------------------|--------------|
| 3572165          | Headwaters R & D, Inc. | Tranquil Moments | Worldwide    |