

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	Partial Release of Security Agreement

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bank of America, N.A.		12/03/2010	National Association: UNITED STATES

RECEIVING PARTY DATA

Name:	Brookstone Company, Inc.
Street Address:	One Innovation Way
City:	Merrimack
State/Country:	NEW HAMPSHIRE
Postal Code:	03054
Entity Type:	CORPORATION: NEW HAMPSHIRE

Name:	Brookstone, Inc,
Street Address:	One Innovation Way
City:	Merrimack
State/Country:	NEW HAMPSHIRE
Postal Code:	03054
Entity Type:	CORPORATION: DELAWARE

Name:	Brookstone International Holdings, Inc.
Street Address:	One Innovation Way
City:	Merrimack
State/Country:	NEW HAMPSHIRE
Postal Code:	03054
Entity Type:	CORPORATION: NEW HAMPSHIRE

Name:	Brookstone Holdings, Inc.
Street Address:	One Innovation Way
City:	Merrimack
State/Country:	NEW HAMPSHIRE

900177944

TRADEMARK
 REEL: 004425 FRAME: 0233

CH \$190.00 3150457

Postal Code:	03054
Entity Type:	CORPORATION: NEW HAMPSHIRE

Name:	Brookstone Properties, Inc.
Street Address:	One Innovation Way
City:	Merrimack
State/Country:	NEW HAMPSHIRE
Postal Code:	03054
Entity Type:	CORPORATION: NEW HAMPSHIRE

Name:	Brookstone Purchasing, Inc.
Street Address:	One Innovation Way
City:	Merrimack
State/Country:	NEW HAMPSHIRE
Postal Code:	03054
Entity Type:	CORPORATION: NEW HAMPSHIRE

Name:	Brookstone Retail Puerto Rico, Inc.
Street Address:	One Innovation Way
City:	Merrimack
State/Country:	NEW HAMPSHIRE
Postal Code:	03054
Entity Type:	CORPORATION: PUERTO RICO

Name:	Brookstone Stores, Inc.
Street Address:	One Innovation Way
City:	Merrimack
State/Country:	NEW HAMPSHIRE
Postal Code:	03054
Entity Type:	CORPORATION: NEW HAMPSHIRE

Name:	Advanced Audio Concepts, Limited
Street Address:	One Innovation Way
City:	Merrimack
State/Country:	NEW HAMPSHIRE
Postal Code:	03054
Entity Type:	Limited Company: HONG KONG

Name:	Gardeners Eden, Inc.
Street Address:	One Innovation Way

City:	Merrimack
State/Country:	NEW HAMPSHIRE
Postal Code:	03054
Entity Type:	CORPORATION: NEW HAMPSHIRE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Registration Number:	3150457	GARDENERS EDEN
Registration Number:	3238808	GARDENERS EDEN
Registration Number:	3243519	GARDENERS EDEN THE SPIRIT OF THE GARDEN IN ALL THINGS
Registration Number:	1790803	GARDENERS EDEN
Registration Number:	3062199	GARDENERS EDEN
Registration Number:	1248712	GARDENER'S EDEN
Serial Number:	78421662	GARDENERS EDEN THE SPIRIT OF THE GARDEN IN ALL THINGS

CORRESPONDENCE DATA

Fax Number: (202)408-3141
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 800-927-9801 x2348
Email: jpaterso@cscinfo.com
Correspondent Name: Corporation Service Company
Address Line 1: 1090 Vermont Avenue NW, Suite 430
Address Line 4: Washington, DISTRICT OF COLUMBIA 20005

ATTORNEY DOCKET NUMBER:	598232
NAME OF SUBMITTER:	Jean Paterson
Signature:	/jep/
Date:	12/06/2010

Total Attachments: 7

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RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

1. Name of conveying party(ies):

Bank of America, N.A.

- Individual(s) Association
 General Partnership Limited Partnership
 Corporation- State: _____
 Other National Association

Citizenship (see guidelines) USA (National)

Additional names of conveying parties attached? Yes No

2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached? Yes
 No

Name: Brookstone Company, Inc.

Internal

Address: _____

Street Address: One Innovation Way

City: Merimack

State: NH

Country: USA Zip: 03054

- Association Citizenship _____
 General Partnership Citizenship _____
 Limited Partnership Citizenship _____
 Corporation Citizenship New Hampshire
 Other _____ Citizenship _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

3. Nature of conveyance)/Execution Date(s) :

Execution Date(s) December 3, 2010

- Assignment Merger
 Security Agreement Change of Name
 Other Partial Release of Security Agt.

4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)

See Attached Schedule II.

B. Trademark Registration No.(s)

See Attached Schedule II.

Additional sheet(s) attached? Yes No

C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

See Attached Schedule II.

5. Name & address of party to whom correspondence concerning document should be mailed:

Name: _____

Internal Address: _____

Street Address: _____

City: _____

State: _____ Zip: _____

Phone Number: _____

Fax Number: _____

Email Address: _____

6. Total number of applications and registrations involved:

7

7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ _____

- Authorized to be charged to deposit account
 Enclosed

8. Payment information:

Deposit Account Number _____

Authorized User Name _____

9. Signature:


Signature

December 6, 2010

Date

S. Ryan Black

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

7

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

**RECORDATION FORM COVERSHEET
TRADEMARK ONLY**

Addendum

Additional names, address, and citizenship of receiving parties:

Address for all receiving parties:

One Innovation Way
Merrimack, NH 03054
USA

Additional receiving parties:

Brookstone, Inc.
a Delaware corporation

Brookstone International Holdings, Inc.
a New Hampshire corporation

Brookstone Holdings, Inc.
a New Hampshire corporation

Brookstone Properties, Inc.
a New Hampshire corporation

Brookstone Purchasing, Inc.
a New Hampshire corporation

Brookstone Retail Puerto Rico, Inc.
a Puerto Rico corporation

Brookstone Stores, Inc.
a New Hampshire corporation

Advanced Audio Concepts, Limited
a Hong Kong limited company

Gardeners Eden, Inc.
a New Hampshire corporation

**PARTIAL RELEASE OF
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

This PARTIAL RELEASE OF INTELLECTUAL PROPERTY SECURITY AGREEMENT (this "Partial Release") is made as of December 3rd, 2010 by BANK OF AMERICA, N.A., as Collateral Agent, with offices at 100 Federal Street, 9th Floor, Boston, MA 02110 (the "Agent") to and in favor of each of the entities listed on Schedule I attached hereto (each a "Debtor" and collectively the "Debtors"), in consideration of the mutual covenants herein contained and benefits to be derived herefrom.

WHEREAS, the Debtors executed and delivered that certain Intellectual Property Security Agreement dated as of October 4, 2005 (as supplemented or otherwise modified through the date hereof, the "Agreement") in favor of the Agent, pursuant to which the Debtors pledged, assigned and granted a security interest to and in favor of the Agent in certain IP Collateral, as recorded: (i) with respect to Trademarks, at the United States Patent and Trademark Office on October 18, 2005 at Reel 3208 and Frame 0224; (ii) with respect to Patents, at the United States Patent and Trademark Office on October 18, 2005, at Reel 016902 and Frame 0157 and (iii) with respect to Copyrights, with the U.S. Copyright Office on October 20, 2005 at Document V3531D217-219 P1-45. Capitalized terms used but not otherwise defined herein shall have the meanings assigned them in the Agreement.

WHEREAS, in connection with the proposed sale of certain of Debtors' assets, the Debtors have requested that the Agent release the Security Interest granted to the Agent by the Debtors with respect to Debtors' right, title and interest in and to the Trademarks, Trademark Applications and Domain Names identified on Schedule II attached hereto and incorporated herein by reference (the "Released Collateral"), to the extent of the Debtors' interest therein.

NOW, THEREFORE, it is hereby agreed as follows:

1. Release of Specified Collateral. For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Agent hereby:

(a) terminates and releases the liens (including the Security Interest) granted by the Debtor to the Agent pursuant to any security agreement (including, but not limited to, the Agreement) in all of Debtors' right title and interest in and to the Released Collateral; and

(b) to the extent Agent shall be deemed to have any right, title or interest in or to the Released Collateral, the Agent hereby transfers and assigns to the Debtors all of such right, title and interest solely with respect to the Released Collateral.

2. Miscellaneous.

(a) The Agent agrees that it shall, from time to time, execute, acknowledge and deliver to the Debtors and their designees, successors or assigns, at the sole cost and expense of the Debtors, such additional instruments, agreements and other documents as


such Debtor or its successors or assigns shall reasonably request in order to further evidence the release and discharge described herein.

(b) Except as provided herein, all terms and conditions of the Agreement remain in full force and effect.

[Signature page follows next.]

IN WITNESS WHEREOF, the Collateral Agent, by the signature below of its duly authorized representative, agrees to be bound by the provisions of this partial release as of the date above first written.

BANK OF AMERICA, N.A. as Agent

By: 
Name: JEFF RYAN
Title: VP

SCHEDULE I

Grantors

Brookstone, Inc.
Brookstone Company, Inc.
Brookstone International Holdings, Inc.
Brookstone Holdings, Inc.
Brookstone Properties, Inc.
Brookstone Purchasing, Inc.
Brookstone Retail Puerto Rico, Inc.
Brookstone Stores, Inc.
Advanced Audio Concepts, Limited
Gardeners Eden, Inc.

SCHEDULE II

Released Collateral

Active Trademark Applications/Registrations

Record Owner	Mark	Serial number	Registration number
Brookstone Company, Inc.	GARDENERS EDEN	78373310	3150457
Brookstone Company, Inc.	GARDENERS EDEN	78391733	3238808
Brookstone Company, Inc.	GARDENERS EDEN THE SPIRIT OF THE GARDEN IN ALL THINGS (Stylized)	78421636	3243519

Inactive Trademark Applications/Registrations

Record Owner	Mark	Serial number	Registration number
Brookstone Company, Inc.	GARDENERS EDEN	74284303	1790803
Brookstone Company, Inc.	GARDENERS EDEN	78373213	3062199
Brookstone Company, Inc.	GARDENERS EDEN	73348443	1248712
Brookstone Company, Inc.	GARDENERS EDEN THE SPIRIT OF THE GARDEN IN ALL THINGS	78421662	

Domain Names

<u>Service</u>	<u>Country</u>	<u>Type</u>	<u>Expiration</u>	<u>Account</u>	<u>Account Holder</u>	<u>Name Server 1</u>	<u>Name Server 2</u>
askgardenerseden.com	U.S.	Domain	20-Aug-10	20256419	Brookstone Company, Inc	NS93.WORLDNIC.COM	NS94.WORLDNIC.COM
ask-gardenerseden.com	U.S.	Domain	20-Aug-19	20256419	Brookstone Company, Inc	NS49.WORLDNIC.COM	NS50.WORLDNIC.COM
ask-gardeners-eden.com	U.S.	Domain	20-Aug-19	20256419	Brookstone Company, Inc	NS29.WORLDNIC.COM	NS30.WORLDNIC.COM
askge.com	U.S.	Domain	15-Jul-12	20256419	Brookstone Company, Inc	NS5.WORLDNIC.COM	NS6.WORLDNIC.COM
gardenerseden.biz	U.S.	Domain	14-Nov-11	20256419	Brookstone Company, Inc	NS1.DNSMANAGED.COM	NS4.DNSMANAGED.COM
gardenerseden.cc	Cocos Islands	Domain	14-Nov-11	20256419	Brookstone Company, Inc	NS1.DNSMANAGED.COM	NS4.DNSMANAGED.COM
gardenerseden.com	U.S.	Domain	9-Apr-12	20256419	Brookstone Company, Inc	LUXOR.FRYMULTI.COM	KELLER.FRYMULTI.COM
gardeners-eden.com	U.S.	Domain	7-Jul-12	20256419	Brookstone Company, Inc	NS45.WORLDNIC.COM	NS46.WORLDNIC.COM
gardenerseden.net	U.S.	Domain	15-Nov-11	20256419	Brookstone Company, Inc	NS1.DNSMANAGED.COM	NS4.DNSMANAGED.COM
gardenerseden.org	U.S.	Domain	15-Nov-11	20256419	Brookstone Company, Inc	NS1.DNSMANAGED.COM	NS4.DNSMANAGED.COM
gardenerseden.tv	U.S.	Domain	15-Nov-11	20256419	Brookstone Company, Inc	NS1.DNSMANAGED.COM	NS4.DNSMANAGED.COM
gardenerseden.ws	U.S. Website/Samoa	Domain	15-Nov-11	20256419	Brookstone Company, Inc	NS1.DNSMANAGED.COM	NS4.DNSMANAGED.COM