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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

BORDERS GROUP, INC., et al.,¹

Debtors.

Chapter 11

Case No. 11-10614 (MG)

(Jointly Administered)

NOTICE OF ENTRY OF: (I) ORDER CONFIRMING FIRST AMENDED JOINT PLAN OF LIQUIDATION PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE PROPOSED BY THE DEBTORS AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS; (II) OCCURRENCE OF EFFECTIVE DATE; AND (III) DEADLINE FOR FILING ADMINISTRATIVE CLAIMS AND CLAIMS ARISING FROM REJECTION OF EXECUTORY CONTRACTS OR UNEXPIRED LEASES

PLEASE TAKE NOTICE that on December 21, 2011, the United States Bankruptcy Court for the Southern District of New York entered an order (the “Confirmation Order”) [Docket No. 2384], confirming the *First Amended Plan of Liquidation Pursuant to Chapter 11 of the Bankruptcy Code Proposed by the Debtors and the Official Committee of Unsecured Creditors*, dated as of December 10, 2011 (the “Plan”) [Docket No. 2110, Exhibit A]. Capitalized terms used but not defined herein shall have the meanings given to them in the Plan and Confirmation Order.

PLEASE TAKE FURTHER NOTICE that the Confirmation Order and the Plan are each on file with the Clerk of the Court, and may be examined by interested parties at the Office of the Clerk of the Court, United States Bankruptcy Court, Southern District of New York, One Bowling Green, New York, New York 1004, during regular business hours. Copies of the Plan

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Borders Group, Inc. (4588); Borders International Services, Inc. (5075); Borders, Inc. (4285); Borders Direct, LLC (0084); Borders Properties, Inc. (7978); Borders Online, Inc. (8425); Borders Online, LLC (8996); and BGP (UK) Limited.

and Confirmation Order also may be obtained from the Bankruptcy Court's website at www.nysb.uscourts.gov.

PLEASE TAKE FURTHER NOTICE that on January 12, 2012, the "Effective Date" occurred with respect to the Plan.

PLEASE TAKE FURTHER NOTICE that pursuant to Article XII.Q. of the Plan and paragraph 40 of the Confirmation Order, any Holder of an Administrative Claim (except for Professional Fees) accruing between October 22, 2011 and the Effective Date that is required to file a Proof of Claim for such Administrative Claim and that does not file a Proof of Claim for such Administrative Claim so as to be received by the Claims Agent by February 13, 2012 (thirty (30) days after the Effective Date), shall be forever barred from asserting such Administrative Claim against a Debtor, an Estate, their respective successors or their respective property, and such Administrative Claim shall be deemed discharged and released as of the Effective Date. Such Administrative Claims must be filed with the Claims Agent at: The Garden City Group, Inc., P.O. Box 9690, Dublin, Ohio, 43017, Attn: Borders Group, with a copy sent to counsel for the Committee at (i) Lowenstein Sandler PC, 65 Livingston Avenue, Roseland, New Jersey, 07068, Attn: Bruce Buechler, Esq. and Paul Kizel, Esq.; and (ii) Lowenstein Sandler PC, 1251 Avenue of the Americas, New York, New York, 10020, Attn: Bruce Nathan, Esq.

PLEASE TAKE FURTHER NOTICE that pursuant to paragraph 41 of the Confirmation Order, objections to Administrative Claims (except for Professional Fees) must be filed and served on the requesting party by no later than March 12, 2012 (sixty (60) days after the Effective Date).

PLEASE TAKE FURTHER NOTICE that pursuant to paragraph 42 of the Confirmation Order, and notwithstanding any other provision of the Plan concerning Administrative Claims, any Professional seeking an award by the Bankruptcy Court of an Allowed Administrative Claim on account of Professional Fees incurred from the Petition Date through and including the Effective Date shall, no later than February 27, 2012 (forty-five (45) days after the Effective Date), file a final application for allowance of compensation for services rendered and reimbursement of expenses incurred through and including the Effective Date

PLEASE TAKE FURTHER NOTICE that pursuant to Article V.B. of the Plan and paragraph 36 of the Confirmation Order, proofs of all Claims arising out of the rejection of an executory contract or an unexpired lease pursuant to the Plan shall be filed with the Claims Agent at the address set forth above and served upon the Liquidating Trust at (i) Lowenstein Sandler PC, 65 Livingston Avenue, Roseland, New Jersey, 07068, Attn: Bruce Buechler, Esq. and Paul Kizel, Esq.; and (ii) Lowenstein Sandler PC, 1251 Avenue of the Americas, New York, New York, 10020, Attn: Bruce Nathan, Esq., not later than thirty (30) days after service of this notice. Any such Claims covered by the preceding sentence, Article V.B. of the Plan and paragraph 36 of the Confirmation Order not filed within such time shall be forever barred from assertion against the Debtors, their Estates, the Liquidating Trust, and their respective properties and interests.

Dated: January 12, 2012
New York, New York

KASOWITZ, BENSON, TORRES
& FRIEDMAN LLP

By: /s/ Andrew K. Glenn

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