

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

In re:

BGI, INC., f/k/a Borders Group, Inc.,

Debtor.

Chapter 11

Case No. 11-10614 (MG)

Substantively Consolidated

**ORDER DENYING THE MOTION FOR ENTRY OF AN ORDER (I) PURSUANT TO  
RULE 9014(c) MAKING RULE 7023 APPLICABLE TO THE ALLOWANCE AND  
PRIORITY OF THE CLASS PROOF OF CLAIM (II) CERTIFYING THE CLASS OF  
ALL HOLDERS AND PURCHASERS OF GIFT CARDS (III) ALLOWING THE CLASS  
CLAIM AND (IV) GRANTING THE CLASS CLAIM PRIORITY STATUS**

Upon the motion of Eric Beeman, Jane Freij and Robert Traktman, by and through their counsel, Perkins Coie LLP and Krislov & Associates, Ltd., seeking the entry of an Order (i) Pursuant to Rule 9014(c) Making Rule 7023 Applicable to the Allowance and Priority of the Class Proof of Claim (ii) Certifying the Class of All Holders and Purchasers of Gift Cards (iii) Allowing the Class Claim and (iv) Granting the Class Claim Priority Status (the “Class Certification Motion”) [Docket No. 2450]; and good and sufficient notice of the Class Certification Motion having been given, and the Court having considered the papers submitted in support of the Class Certification Motion and the opposition thereto filed by the BGI Creditors’ Liquidating Trust; and for the reasons set forth in the Court’s *Memorandum Opinion Denying Gift Card Claimants’ Motion to File Late Claims and Class Certification* dated August 14, 2012 [Docket No. 2806]; and good and sufficient cause appearing, it is

**ORDERED**, that the Class Certification Motion be, and hereby is, DENIED for the reasons set forth in the Court's *Memorandum Opinion Denying Gift Card Claimants' Motion to File Late Claims and Class Certification* [Docket No. 2806].

DATED: New York, New York  
August 16, 2012

/s/Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge