

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

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In re : Chapter No. 11  
: :  
BGI, INC., f/k/a Borders Group Inc., : Case No.: 11-10614 (MG)  
: :  
Debtors. : Substantively Consolidated  
: :  
-----X

**NOTICE OF APPEAL FROM THE 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**

Eric Beeman, Jane Friej and Robert Traktman hereby appeal under 28 U.S.C. § 158(a) and Fed. R. Bankr. P. 8001 and 8002, from the **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**, entered in these cases on August 16, 2012 [Docket No. 2815] (the “Order”) (attached hereto as Exhibit A), denying the Motion [Docket No. 2450].

The names of all the parties to the Order appealed from and the names, address and telephone numbers of their respective attorneys are as follows:

1. BGI Creditors’ Liquidating Trust and Curtis R. Smith in his capacity as the Liquidating Trustee are represented by Bruce D. Buechler of the law firm of Lowenstein Sandler PC, 65 Livingston Avenue, Roseland, NJ 07068 (Tel No. 973-597-2308);

2. Eric Beeman, Jane Friej and Robert Traktman, the appellants in this action, are represented by Schuyler Carroll and Jeffrey Vanacore of the law firm of Perkins Coie LLP, 30 Rockefeller Plaza, New York, NY 10112 (Tel. No. 212-262-6900) and Clint Krislov and

Kenneth Goldstein of Krislov and Associates, Ltd., 20 North Wacker Drive, Suite 1350,  
Chicago, Illinois 60606 (Tel. No. 312-606-0500).

Dated: New York, New York  
August 28, 2012

Respectfully submitted,

By: /s/ Schuyler Carroll

Schuyler Carroll

Jeffrey Vanacore

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**EXHIBIT A**

**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