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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-_____ (___)

(Joint Administration Pending)

**DEBTORS' OMNIBUS MOTION PURSUANT TO
11 U.S.C. §§ 365(a) AND 554(a) AND FED. R. BANKR. P. 6006, 6007 AND 9014
FOR APPROVAL OF REJECTION OF CERTAIN UNEXPIRED LEASES OF
NON-RESIDENTIAL REAL PROPERTY AND AUTHORIZATION TO ABANDON
CERTAIN PROPERTY EFFECTIVE AS OF THE COMMENCEMENT DATE**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Borders Group, Inc. ("BGI") and its affiliated debtors, including Borders, Inc., as debtors and debtors in possession (collectively, the "Debtors"), submit this motion (the "Motion") and respectfully represent as follows:

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.

BACKGROUND

1. On the date hereof (the “Commencement Date”), each of the Debtors commenced a voluntary case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors are authorized to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. Contemporaneously herewith, the Debtors filed a motion seeking joint administration of their chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

DEBTORS’ BUSINESS

A. Operations

2. The Debtors are a leading operator of book, music and movie superstores and mall-based bookstores. At January 29, 2011, the Debtors operated 642 stores, under the Borders, Waldenbooks, Borders Express and Borders Outlet names, as well as Borders-branded airport stores in the United States, of which 639 stores are located in the United States and 3 in Puerto Rico. Two of Borders’ flagship stores (along with other less prominent stores) are located in Manhattan. In addition, the Debtors operate a proprietary e-commerce web site, www.Borders.com, launched in May 2008, which includes both in-store and online e-commerce components.

3. As of February 11, 2011, the Debtors employed a total of approximately 6,100 full-time employees, approximately 11,400 part-time employees, and approximately 600 contingent employees (who are required to work one shift per month, and usually do so at special events), all of whom are located in the United States and Puerto Rico. The Debtors’ employees are not subject to any collective bargaining agreements.

B. Financials

4. For the fiscal year ended January 29, 2011, the Debtors recorded net sales of approximately \$2.3 billion. As of December 25, 2010, the Debtors had incurred net year-to-date losses of approximately \$168.2 million.

5. Additional information regarding the Debtors' business, capital structure, and the circumstances leading to these chapter 11 cases is contained in the *Declaration of Scott Henry Pursuant to Local Bankruptcy Rule 1007-2 in Support of First Day Motions* (the "First Day Declaration") filed contemporaneously herewith

JURISDICTION

6. The Court has subject matter jurisdiction to consider and determine this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

RELIEF REQUESTED

7. The Debtors request that, pursuant to sections 365(a) and 554(a) of the Bankruptcy Code and Bankruptcy Rules 6006, 6007 and 9014, the Court enter an order, substantially in the form of Exhibit B annexed hereto, (i) approving the Debtors' rejection of four (4) unexpired leases of nonresidential real property² identified on Exhibit A annexed hereto³ (each, a "Lease," and collectively, the "Leases"), effective as of the Commencement Date, and (ii) authorizing the Debtors to abandon certain equipment, fixtures, furniture or other personal property (the "Personal Property") located in the premises associated with the rejected Leases

² Including any guaranties, amendments, and ancillary documents related thereto.

³ Copies of the Leases will be made available upon request of Debtors' counsel. This Motion is without prejudice to the Debtors' right to assert that any one or all of the Leases expired by their own terms or were terminated prior to the effective date of the rejection, as the case may be. Moreover, nothing herein shall be deemed an admission that the Leases are enforceable obligations of the Debtors, are executory in nature, or that the landlords identified on Exhibit A have valid claims against the Debtors as a result of the rejections sought herein.

(the “Leased Premises”). To the extent any Personal Property remains in the Leased Premises, the Debtors submit that such property is of *de minimis* value and is of no use or benefit to their estates or creditors.

THE LEASES

8. Prior to the Commencement Date, the Debtors operated approximately 639 retail stores across the United States and three in Puerto Rico. The Debtors do not own the real property on which their retail stores and certain distribution centers are located. Instead, the Debtors lease the real property from numerous lessors and other counterparties.

9. Prior to the Commencement Date, the Debtors reviewed and analyzed their extensive lease portfolio and the performance of each of their retail stores. In connection therewith, the Debtors determined, in their business judgment that closure of underperforming stores and distribution centers would be in their best interests. Accordingly, the store and distribution center locations associated with each of the Leases identified on Exhibit A hereto were closed prior to the Commencement Date and the Debtors vacated the Leased Premises associated therewith. By this Motion, the Debtors seek to reject the four (4) Leases identified on Exhibit A hereto.

10. In connection with each of the retail store and distribution center closures prior to the Commencement Date, the Debtors removed personal property to the extent it was cost effective to do so, and to the extent such property could be utilized in their ongoing business operations. The Debtors also disposed of a limited amount of personal property, where such property was of no value or unnecessary to their stores’ ongoing operations. Personal Property of *de minimis* value was also left behind in the Leased Premises, which the Debtors seek authority to abandon.

11. Because the Debtors no longer maintain operational retail stores at the Leased Premises, continued compliance with the terms of the Leases would be burdensome and would provide no corresponding benefit to the Debtors or the stakeholders in these chapter 11 cases. Accordingly, it is in the best interests of the Debtors and their estates to reject the Leases and abandon any Personal Property remaining therein pursuant to sections 365 and 554(a) of the Bankruptcy Code. Rejection of the Leases will maximize the value of the Debtors' estates and eliminate operating losses associated therewith. As of the Commencement Date, the Debtors continue to be obligated to pay rent under the Leases even though they have ceased operations at the respective premises. Moreover, in addition to their obligation to pay rent, the Debtors also are obligated to pay for certain property taxes, utilities, insurance and other related charges associated with the Leases. By rejecting the Leases, the Debtors estimate that they will be able to achieve cost savings of approximately \$22.7 million in rent and other related obligations over the remaining terms of the Leases. Therefore, immediate rejection of the Leases will prevent the estates from potentially incurring unnecessary administrative expenses associated with the Debtors' obligations under the Leases. The Debtors have also reviewed the market value of the Leases and determined that marketing the Leases for assignment or sublease to a third party would not generate any significant value for the estates.

BASIS FOR RELIEF

A. Rejection of the Leases is Supported by the Debtors' Business Judgment and Should be Approved by the Court

12. Section 365(a) of the Bankruptcy Code provides, in pertinent part, that a debtor in possession "subject to the court's approval, may assume or reject any executory contract or unexpired lease of the debtor." 11 U.S.C. § 365(a); *see also NLRB v. Bildisco & Bildisco*, 465 U.S. 513, 521 (1984); *Med. Malpractice Ins. Ass'n v. Hirsch (In re Lavigne)*, 114 F.3d 379, 386

(2d Cir. 1997). “[T]he purpose behind allowing the assumption or rejection of executory contracts is to permit the trustee or debtor-in-possession to use valuable property of the estate and to renounce title to and abandon burdensome property.” *Orion Pictures Corp. v. Showtime Networks, Inc. (In re Orion Pictures Corp.)*, 4 F.3d 1095, 1098 (2d Cir. 1993) (internal quotation marks and reference omitted).

13. Courts defer to a debtor’s business judgment in rejecting an executory contract or unexpired lease, and upon finding that a debtor has exercised its sound business judgment, approve a debtor’s decision to reject under section 365(a) of the Bankruptcy Code. *See Bildisco & Bildisco*, 465 U.S. at 523 (recognizing the “business judgment” standard used to approve rejection of executory contracts and unexpired leases); *Nostas Assocs. v. Costich (In re Klein Sleep Prods., Inc.)*, 78 F.3d 18, 25 (2d Cir. 1996) (recognizing the “business judgment” standard used to approve rejection of executory contracts); *In re Minges*, 602 F.2d 38, 42-43 (2d Cir. 1979) (holding that the “business judgment” test is appropriate for determining when an executory contract can be rejected); *In re G Survivor Corp.*, 171 B.R. 755, 757-58 (Bankr. S.D.N.Y. 1994), *aff’d*, 187 B.R. 111 (S.D.N.Y. 1985) (approving rejection of license by debtor because such rejection satisfied the “business judgment” test); *In re Child World, Inc.*, 142 B.R. 87, 89 (Bankr. S.D.N.Y. 1992) (stating that a debtor may assume or reject an unexpired lease under § 365(a) in the exercise of its “business judgment”).

14. The Debtors have determined that the Leases are not a source of potential value for these estates or their creditors and are not necessary for their reorganization effort under chapter 11. In fact, the Leases are a net drain on the estates because they relate to Leased Premises that are currently unoccupied by the Debtors and, as a result, do not provide any benefit to the Debtors’ estates and are unnecessary to the Debtors’ ongoing operations. As such,

rejection of the Leases will relieve a significant burden relative to the Debtors' restructuring efforts. Accordingly, the decision to reject the Leases is a proper exercise of the Debtors' business judgment.

15. In light of the foregoing, the Debtors respectfully request that the Court approve their rejection of the Leases effective as of the Commencement Date pursuant to section 365(a) of the Bankruptcy Code.

B. The Balance of Equities Favors Rejection of the Leases as of the Commencement Date

16. The Debtors submit that the Leases should be rejected as of the Commencement Date. Such relief is appropriate, and will expedite the Debtors' relief from the onerous obligations under the Leases.

17. Section 365 of the Bankruptcy Code "does not state that rejection cannot be applied retroactively, or that there are restrictions as to the manner in which the Court can approve rejection." *Constant Ltd. P'ship v. Jamesway Corp. (In re Jamesway Corp.)*, 179 B.R. 33, 37 (S.D.N.Y. 1995); *see also Stonebriar Mall Ltd. P'ship v. CCI Wireless (In re CCI Wireless, LLC)*, 297 B.R. 133, 138 (D. Colo. 2003) ("[S]ection 365 [of the Bankruptcy Code] does not prohibit the bankruptcy court from allowing the rejection of [leases] to apply retroactively."); *In re Jamesway Corp.*, 179 B.R. at 36 (stating that section 365 does not include "restrictions on the manner in which the court can approve rejection"). Many courts have authorized rejection retroactively to a date prior to entry of the order authorizing such rejection where the balance of equities favored such relief. *See, e.g., Adelpia Bus. Solutions, Inc. v. Abnos*, 482 F.3d 602, 607-09 (2d Cir. 2007) (holding Bankruptcy Court did not abuse its discretion in finding balance of equities favored making rejection of a nonresidential lease of real property retroactive to hearing date when court told parties of its intention to make the order

retroactive and thus notified landlord of effective date of rejection, and where tenant vacated premises, thereby providing landlord with opportunity to relet premises); *Thinking Machs. Corp. v. Mellon Fin. Servs. Corp. (In re Thinking Machs. Corp.)*, 67 F.3d 1021, 1028 (1st Cir. 1995) (approving retroactive orders of rejection where the balance of equities favored such relief); *BP Energy Co. v. Bethlehem Steel Corp. (In re Bethlehem Steel Corp.)*, No. 02 Civ. 6419 (NRB), 2002 LEXIS 22052, at *10 (S.D.N.Y. Nov. 15, 2002) (finding that retroactive rejection is valid when the balance of equities favors such treatment).

18. In considering whether to approve retroactive rejection, courts examine a number of factors, including the costs that a delayed rejection date would otherwise impose on a debtor. *See generally In re Jamesway Corp.*, 179 B.R. at 33. Courts also consider whether the debtor has provided sufficient notice of its intent to reject an unexpired lease of real property. *See, e.g., Tenucp Prop. LLC v. Riley (In re GCP CT Sch. Acquisition LLC)*, 429 B.R. 817, 831-32 (B.A.P. 1st Cir. 2010) (finding sale and settlement motions, in the aggregate, provided landlord with sufficient and reasonable notice that chapter 7 trustee intended to reject unexpired real property lease, and that Bankruptcy Court had basis to exercise its equitable powers to order rejection to operate retroactively). A debtor's timely surrender of leased premises weighs in favor of retroactive rejection because it enables a landlord to seek a new tenant in an expeditious manner. *See, e.g., Adelpia Bus. Solutions*, 482 F.3d at 608 ("The bankruptcy court also properly considered that [the debtor] had vacated the premises and thereby provided [the landlord] with the opportunity to lease the premises to another tenant.").

19. The facts in these chapter 11 cases favor approval of retroactive rejection of the Leases and retroactive rejection of the Leases is fair and equitable to all parties. Prior to the Commencement Date – indeed, three to four years prior – the Debtors vacated the Leased

Premises and liquidated inventory, putting the landlords on notice of their intent to close the affected stores, and giving the landlords an opportunity to mitigate damages by beginning a search for new tenants. As a result of these prepetition store closures and the Debtors' vacation of the Leased Premises, the landlords are not subject to any uncertainty regarding the Debtors' intent with respect to the Leases. Moreover, the landlords will not be unduly prejudiced if the rejection is deemed effective as of the Commencement Date because they will receive notice of this Motion and have sufficient opportunity to act accordingly. In addition, by the time they receive notice of this Motion, the landlords will be relieved of their own obligations under the Leases, allowing them to cease performance and immediately repossess their property, if they have not already done so. Any postponement of the effective date of rejection of the Leases would compel the Debtors to compensate the landlords, at the Debtors' and their creditors' expense, for a delay that the Debtors have made every effort to avoid, and force the Debtors potentially to incur unnecessary administrative charges for Leases that provide no tangible benefit to these estates. Such an outcome would be inequitable and prejudicial to the Debtors and their estates.

20. For the reasons set forth above, retroactive rejection of the Leases is fair and equitable to all parties in interest, especially because the counterparties to the Leases will not be prejudiced thereby.

C. Personal Property Remaining in the Leased Premises is of Inconsequential Value and of No Benefit to the Debtors and Abandonment Should be Approved by the Court

21. Pursuant to section 554(a) of the Bankruptcy Code, the Debtors seek authorization to abandon Personal Property that remains on the Leased Premises. Although the Debtors have vacated such premises and removed Personal Property to the extent feasible and of value to their ongoing operations, a minimal amount of the Debtors' Personal Property, ancillary to their

business operations, remains in the Leased Premises. To the extent such Personal Property remains in the Leased Premises, it is of inconsequential value and of no benefit to the Debtors' estates.

22. Section 554(a) of the Bankruptcy Code provides in relevant part that a debtor in possession "[a]fter a notice and hearing . . . may abandon any property of the estate . . . that is of inconsequential value and benefit to the estate." 11 U.S.C. § 554(a). The right to abandon property is, except for certain exceptions inapplicable in the present case, unfettered. *See Midlantic Nat'l Bank v. N.J. Dep't of Env'tl. Prot.*, 474 U.S. 494, 502 (1986) (explaining circumstances under which trustee may not abandon property in the interest of public health and safety).

23. Any Personal Property abandoned to the landlords of the Leased Premises primarily consists of miscellaneous fixtures, furniture, advertising displays, and other office and store equipment that is of inconsequential value or benefit to the Debtors' estates and/or burdensome, insofar as the costs of removal and storage of the Personal Property for future use or marketing and sale is likely to exceed its value to the Debtors' estates. Further, any efforts by the Debtors to move or market the Personal Property could unnecessarily delay the Debtors' surrender of the premises and the rejection of the Leases. In addition, since the Debtors have closed the store locations at the Leased Premises, the Debtors believe that the Personal Property no longer is necessary for their business operations. To the best of the Debtors' knowledge, the abandonment of the property is not in violation of any state or local statutes or regulations reasonably designed to protect the public health or safety.

24. Rule 6007-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the "Local Rules") requires that notice of a

proposed abandonment describe the property to be abandoned, state the reason for the proposed abandonment, and identify the entity to whom the property is proposed to be abandoned, unless the Court orders otherwise. The Debtors submit that given the description of the Personal Property provided herein and the *de minimis* nature of such property, the requirements of the Local Rules have been satisfied. Alternatively, to the extent the Court finds such information does not meet the requirements of Local Rule 6007-1, the Debtors respectfully request that the Court waive such requirements with respect to this Motion.

25. The Debtors also submit that the abandonment of the Personal Property should be effective as of the Commencement Date, the proposed effective date of rejection of the Leases.

NOTICE

26. No trustee or examiner has been appointed in these chapter 11 cases. The Debtors have served notice of this Motion on: (i) the Office of the United States Trustee for the Southern District of New York (Attn: Tracy Davis, Esq. and Linda Riffkin, Esq.); (ii) those creditors holding the thirty largest unsecured claims against the Debtors' estates; (iii) counsel for the DIP Agents: (x) Morgan, Lewis & Bockius LLP (Attn: Wendy Walker, Esq. and Sandra Vrejan, Esq.), counsel for the Working Capital Agent, (y) Riemer & Braunstein LLP (Attn: Donald E. Rothman, Esq.), counsel for GA Capital LLC; (iv) Kelley Drye & Warren LLP, attorneys for certain landlords (Attn: James S. Carr, Esq., Robert L. LeHane, Esq., and Benjamin D. Feder, Esq.); (v) Lowenstein Sandler PC, attorneys for certain trade vendors (Attn: Kenneth A. Rosen, Esq., Bruce D. Buechler, Esq., Bruce S. Nathan, Esq., and Paul Kizel, Esq.); (vi) Fried, Frank, Harris, Shriver & Jacobson LLP, attorneys for General Growth Properties, Inc. (Attn: Brad Eric Scheler, Esq.); (vii) Bingham McCutchen LLP, attorneys for Bank of America, N.A. (Attn: Julia Frost-Davies, Esq. and Andrew Gallo, Esq.); and (viii) the landlords of the Leased Premises

identified on Exhibit A annexed hereto (collectively, the “Notice Parties”). The Debtors submit that no other or further notice need be provided.

27. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as it deems just and proper.

Dated: February 16, 2011
New York, New York

KASOWITZ, BENSON, TORRES
& FRIEDMAN LLP

By: /s/ David M. Friedman
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*Attorneys for Debtors
and Debtors-in-Possession*

EXHIBIT A

LEASES TO BE REJECTED

EXHIBIT A

Leases to be Rejected¹

Lessor	Lessor's Notice Details	Store No.	Leased Premises	Approximate Monthly Rental Obligations	Terms of Lease
Hawkins-Smith, Hawkins-Smith Management, Inc.	855 W Broad, Suite 300, Boise, ID 83702	10-107	Milwaukee Marketplace, 1123 N. Milwaukee Boise, ID 83704	\$57,940.57	11/3/95– 11/30/15
1600 Pearl Street, LLC	c/o Pearl Street Mall Properties, 1936 14th Street, Boulder, CO 80302	10-407	1600 Pearl Street Mall, Boulder, CO 80302	\$74,291.04	12/23/99– 1/31/21
Camelot LLC	c/o Alatus LLC, U.S Bancorp Center, 800 Nicollet Mall, Suite 2850 Minneapolis, MN. 55402	10-494	Block E, 600 Hennepin Ave., Suite 130, Minneapolis, MN 55401	\$60,918.28	9/28/02 – 1/31/23
BDC Grove City Portfolio, LP	c/o H & R REIT 3625 Dufferin Street, Suite 500 Downsview, ON	DC #705	3900 Gantz Rd. Grove City, OH 43123	\$50,000.00	4/1/2002 to 3/31/2017

¹ The Debtor lessee for each of the Leases listed in Exhibit A is Borders, Inc.

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EXHIBIT B
PROPOSED ORDER

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

In re

BORDERS GROUP, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 11-_____ (___)

(Joint Administration Pending)

**ORDER PURSUANT TO 11 U.S.C. §§ 365(a) AND 554(a) AND
FED.R. BANKR. P. 6006, 6007 AND 9014 APPROVING THE REJECTION OF
CERTAIN UNEXPIRED LEASES OF NON-RESIDENTIAL REAL
PROPERTY AND AUTHORIZING THE ABANDONMENT OF CERTAIN
PERSONAL PROPERTY EFFECTIVE AS OF THE COMMENCEMENT DATE**

Upon the Motion², dated February 16, 2011, of Borders Group, Inc. (“BGI”) and its debtor subsidiaries, including Borders, Inc., as debtors and debtors in possession (collectively, the “Debtors”) for an order pursuant to sections 365(a) and 554(a) of the Bankruptcy Code and Rules 6006, 6007 and 9014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) (i) approving the rejection of certain unexpired leases of nonresidential real property, identified on Exhibit 1 annexed hereto (the “Leases”) and (ii) authorizing the abandonment of certain personal property of the estates located within the premises associated within certain of the Leases (the “Personal Property”), all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and grant the requested relief in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984

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.

² Capitalized terms used herein, and not otherwise defined, shall have the meanings ascribed to them in the Motion.

(Ward, Acting C.J.); and consideration of the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Debtors having provided notice of the Motion and Hearing (as defined below) to the Notice Parties; and the Court having held a hearing to consider the requested relief (the “Hearing”); and upon the record of the Hearing, and all of the proceedings before the Court, the Court finds and determines that the requested relief is in the best interests of the Debtors, their estates, creditors, and all parties in interest; the Debtors have provided due and proper notice of the Motion and Hearing and no further notice is necessary; the legal and factual bases set forth in the Motion establish just and sufficient cause to grant the requested relief herein; IT IS HEREBY ORDERED THAT:

1. The Motion is granted as provided herein.
2. Pursuant to section 365(a) of the Bankruptcy Code and Bankruptcy Rules 6006 and 9014, the Debtors’ rejection of the Leases identified on Exhibit 1 annexed hereto is approved, effective as of the Commencement Date.
3. If the Debtors have deposited funds with a landlord of a Lease identified on Exhibit 1 as a security deposit or other arrangement, such landlord may not setoff or otherwise use such deposit without the prior authority of the Court or agreement of the parties.
4. Pursuant to section 554 of the Bankruptcy Code and Bankruptcy Rule 6007, the Debtors are authorized, in their sole discretion, to abandon their Personal Property located within the premises that are the subject of certain of the Leases, free and clear of any interests, effective as of the Commencement Date.
5. The Debtors have satisfied the requirements of Local Rule 6007-1.

6. The Debtors are authorized to take such actions as are necessary to implement and effectuate the terms of this Order.

7. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementations, interpretation and/or enforcement of this Order.

Dated: _____, 2011
New York, New York

UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

LEASES TO BE REJECTED

EXHIBIT A

Leases to be Rejected¹

Lessor	Lessor's Notice Details	Store No.	Leased Premises	Approximate Monthly Rental Obligations	Terms of Lease
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¹ The Debtor lessee for each of the Leases listed in Exhibit A is Borders, Inc.

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