

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK (MANHATTAN)**

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In re:	Chapter 11
BORDERS GROUP, INC., <i>et al.</i> ,	Case No. 11-10614 Hon. Martin Glenn
	Jointly Administered
Debtors.	

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**STATEMENT REGARDING RESOLUTION OF  
UNITED STATES TRUSTEE'S OBJECTION TO MONTHLY FEE APPLICATION OF  
DICKINSON WRIGHT PLLC FOR THE PERIOD FROM  
MAY 1, 2011 THROUGH MAY 31, 2011**

TO THE HONORABLE MARTIN GLENN, UNITED STATES BANKRUPTCY JUDGE:

Dickinson Wright PLLC ("Dickinson Wright"), special counsel to Borders Group, Inc. and its affiliated debtors in possession (collectively, the "Debtors"), submits this notice of resolution of the objection of the United States Trustee (the "UST") to *Third Application of Dickinson Wright PLLC for Compensation for Services Rendered and Reimbursement of Expenses as Special Counsel to Debtors for Period from May 1, 2011 to May 31, 2011* [Docket No. 1065] (the "Third Monthly Application"). In accordance with the *Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* dated March 15, 2011 [Docket No. 385], Dickinson Wright respectfully represents that Dickinson Wright and the UST have resolved the Objection as follows:

1. Dickinson Wright reduces the fees requested in the Third Monthly Application by \$928.56. As a result of such reduction, the total fees requested by Dickinson Wright under the Third Monthly Application are \$120,010.44 and the total reimbursable expenses are \$2,602.86.

2. Based upon this agreed-upon reduction, the UST has no further objection to Dickinson Wright's Third Monthly Application.

Respectfully submitted,

DICKINSON WRIGHT PLLC

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Attorneys for Borders Group, Inc., *et al.*

Dated: June 21, 2011

DETROIT 43676-4 1209829v1

**IN THE UNITED STATES BANKRUPTCY COURT  
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In re:

Chapter 11

BORDERS GROUP, INC., *et al.*,<sup>1</sup>

Case No. 11-10614  
Hon. Martin Glenn

Jointly Administered

Debtors.

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**PROOF OF SERVICE**

I hereby certify that on June 21, 2011, I electronically filed **Statement Regarding Resolution of United States Trustee's Objection to Monthly Fee Application of Dickinson Wright PLLC for the Period from May 1, 2011 to May 31, 2011** with the Clerk of the Court using the ECF system which will send notification of such filing to the following:

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<sup>1</sup> 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.

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