

**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 PERMITTING GIFT CARD HOLDERS TO DEPOSE TRUST'S  
DECLARANTS ON LIMITED ISSUES**

On January 1, 2012, Eric Beeman and Jane Freij, holders of Borders' consumer gift cards (the "Gift Cards") filed a *Motion to Allow and Deem Timely Filed Gift Card Claims* (the "Late Claim Motion"). (ECF Doc. # 2415.) Additionally, on January 9, 2012, Mr. Beeman, Ms. Freij and Robert Traktman (collectively, the "Gift Card Holders") filed the *Motion for 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 "Certification Motion"). (ECF Doc. # 2450.) The Gift Card Holders did not file any declarations in support of the Late Claim Motion or the Certification Motion.

In response to the Late Claim Motion and the Certification Motion, the BGI Creditors' Liquidating Trust (the "Trust"), as successor to the debtors and debtors-in-possession (collectively, the "Debtors" or "Borders"), filed objections (the "Late Claim Objection" and the "Certification Objection"). (ECF Doc. ## 2698, 2699.) In support of the Late Claim Objection, the Debtors filed the *Declaration of James Toner* (the "Toner Declaration") (ECF Doc. # 2700) and the *Declaration of Kate Matson* (the "Matson Declaration") (ECF Doc. # 2701).

The hearing on these motions has been adjourned a number of times, and the Gift Card

Holders have now informed the Court that they wish to depose both of the Trust's declarants.

Now, it is hereby

**ORDERED**, that the Gift Card Holders may take the depositions of James Toner and Kate Matson, and it is further

**ORDERED**, that each deposition shall be limited to cross examination of those facts contained in the Toner Declaration and Matson Declaration and, specifically, what information the Debtors had with respect to each of the Gift Card Holders. Each deposition shall be limited to three hours, and it is further

**ORDERED**, that upon completion of the depositions, counsel for the Trust and counsel for the Gift Card Holders shall simultaneously file supplemental briefs of not more than ten pages in length addressing the limited issues discussed herein.

Dated: June 12, 2012  
New York, New York

/s/Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge