

November 11, 2011

TO: All Unsecured Creditors of Borders Group, Inc., *et al.*

Re: Borders Group, Inc., *et al.*  
Case No.: 11-10614 (MG)

Dear Creditors:

We are counsel to the Official Committee of Unsecured Creditors (the "Committee") of Borders Group, Inc. and its affiliates, the Debtors in the above-referenced bankruptcy cases (the "Debtors"). On February 24, 2011, the United States Trustee appointed the following members to the Committee: Penguin Group (USA) Inc., Simon Property Group, HarperCollins Publishers, LLC, Random House Bertelsmann, General Growth Properties, Inc., Perseus Books Group and Sony Music Entertainment.<sup>1</sup> The Committee agreed to add Hachette Book Group USA, Simon & Schuster Inc. and Developers Diversified Realty Corporation as *ex officio* members. The Committee was assisted by BDO USA, LLP as its financial advisor.

We write in connection with the solicitation of ballots to accept or reject the First Amended Joint Plan of Liquidation Pursuant to Chapter 11 proposed by the Debtors and the Official Committee of Unsecured Creditors filed on November 2, 2011 (the "Plan"). A copy of the Plan and the Disclosure Statement for the Plan containing detailed information regarding the Debtors, their businesses, the sale of substantially all of their assets, and the distribution to various classes of creditors, including general unsecured creditors (the "Disclosure Statement"), can be reviewed by accessing the website [www.bordersdisclosurestatement.com](http://www.bordersdisclosurestatement.com). Alternatively, you can obtain a copy of the Disclosure Statement and Plan by contacting the Debtors' voting agent, The Garden City Group, Inc., at 877-906-7675.

You should review the Disclosure Statement and Plan carefully. The Plan is the product of significant investigation and extensive arms-length discussions and negotiations between the Committee and the Debtors. The Committee believes that the Plan provides a treatment of your claim that is fair and equitable and, as a co-proponent of the Plan, is joining with the Debtors to obtain approval of the Plan. **The Committee, representing the interests of all unsecured creditors of the Debtors, supports confirmation of the the Plan and, therefore, recommends that all creditors review the Plan and Disclosure Statement enclosed herewith and vote to**

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<sup>1</sup> During the course of the bankruptcy, Perseus Books Group and Sony Music Entertainment resigned from the Committee.

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**accept the Plan.** Creditors should also note that the form of Ballot permits them the option to opt out of the Plans' release provision.

The voting deadline is December 9, 2011. Please complete and submit your ballots in accordance with the instructions contained in this solicitation package so that they are received no later than the voting deadline. Please contact the undersigned with any questions regarding this matter.

Official Committee of Unsecured Creditors of Borders Group, Inc., *et al.*

By: Bruce Buechler

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