



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-3010

March 11, 2008.

Thomas D. Carney
Sr. Vice President and General Counsel
Borders Group, Inc.
100 Phoenix Drive
Ann Arbor, MI 48108

Re: Borders Group, Inc.
Incoming letter dated January 18, 2008

Dear Mr. Carney:

This is in response to your letter dated January 18, 2008 concerning the shareholder proposal submitted to Borders by William Steiner. Our response is attached to the enclosed photocopy of your correspondence. By doing this, we avoid having to recite or summarize the facts set forth in the correspondence. Copies of all of the correspondence also will be provided to the proponent.

In connection with this matter, your attention is directed to the enclosure, which sets forth a brief discussion of the Division's informal procedures regarding shareholder proposals.

Sincerely,

Jonathan A. Ingram
Deputy Chief Counsel

Enclosures

cc: John Chevedden

*** FISMA & OMB Memorandum M-07-16 ***

CFOCC-00028449

March 11, 2008

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Borders Group, Inc.
Incoming letter dated January 18, 2008

The proposal asks the board to amend the bylaws and any other appropriate governing documents in order that there is no restriction on the shareholder right to call a special meeting, compared to the standard allowed by applicable law on calling a special meeting.

There appears to be some basis for your view that Borders may exclude the proposal under rule 14a-8(i)(10). Accordingly, we will not recommend enforcement action to the Commission if Borders omits the proposal from its proxy materials in reliance on rule 14a-8(i)(10).

Sincerely,

Heather L. Maples
Special Counsel

Borders Group, Inc.
100 Phoenix Drive
Ann Arbor, MI 48108

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www.tcarney@bordersgroupinc.com

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BORDERS
Group

OFFICE OF CHIEF COUNSEL
CORPORATION FINANCE

January 18, 2008

Via Federal Express

Securities and Exchange Commission
Division of Corporate Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, DC 20549

Re: Shareholder Proposal Submitted to Borders Group, Inc. by William Steiner

Ladies and Gentlemen:

Borders Group, Inc. (the "Company") submits this letter, Inc. pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), with respect to a proposal submitted by Mr. William Steiner (the "2008 Proposal") for inclusion in the Company's proxy materials for its 2008 Annual Meeting of Shareholders. A copy of the 2008 Proposal and the related supporting statement are attached hereto as Appendix A. The Company believes that it may omit the Proposal from its proxy materials pursuant to Rule 14a-8(i)(10) under the Exchange Act because it has substantially implemented the Proposal.

In accordance with Rule 14a-8(j) under the Exchange Act, the Company hereby gives notice of its intention to omit the 2008 Proposal and supporting statement from the Proxy Materials, and hereby respectfully requests that the staff of the Division of Corporation Finance indicate that it will not recommend enforcement action to the Commission if the Company omits the 2008 Proposal and supporting statement from its proxy materials. This letter, five additional complete copies of which are attached hereto, contains the Company's statement of why it believes that it may exclude the 2008 Proposal. A copy of this letter is also being sent to Mr. Steiner to notify him that the Company intends to omit the 2008 Proposal from the Company's proxy statement for its 2008 annual meeting.

The 2008 Proposal, which is entitled "Special Shareholder Meetings", states as follows:

RESOLVED, Special Shareholder Meetings, Shareholders ask our board to amend our bylaws and any other appropriate governing documents in order that there is no restriction on the shareholder right to call a special meeting, compared to the standard allowed by applicable law on calling a special meeting.

By way of background, the shareholders of the Company approved, at the Company's 2007 Annual Meeting of Shareholders, a similar proposal by Mr. Steiner relating to the ability of shareholders to call a special meeting (the "2007 Proposal"). In January of 2008, consistent with the 2007 Proposal, the Board of Directors of the Company adopted the following amendment to Article II of the Amended and Restated By-Laws of the Company:

SECTION 3. Special Meetings. Unless otherwise prescribed by law or by the Articles of Incorporation, Special Meetings of Stockholders, for any purpose or purposes, may be called by the Chief Executive Officer or by the Board of Directors acting pursuant to a resolution adopted by a majority of the entire Board of Directors, and shall be called by the Secretary upon the request of the holders of at least twenty-five percent (25%) of the shares of the Corporation outstanding and entitled to vote at the meeting. Any request for a special meeting of the shareholders shall set forth: (A) a statement of the specific proposal to be brought before the meeting and any material interest in the matter to be acted upon of any of the stockholders requesting the meeting; (B) the name and address of the stockholder(s) who is requesting the meeting; and (C) the number of shares of the Corporation's stock which are owned by each such shareholder. If any of the stockholders requesting the meeting is not a registered holder, such stockholder(s) must submit to the Secretary of the Corporation, at the time of submission of the request, a written statement or statements from the record holder of the shares verifying that such stockholder(s) is the holder of the applicable shares. Written notice of a Special Meeting stating the place, date and time of the meeting and the purpose or purposes for which the meeting is called shall be given not less than 10 days nor more than 60 days before the date of the meeting to each stockholder entitled to vote at such meeting. (Emphasis added).

Rule 14a-8(i)(10) permits the exclusion of a shareholder proposal from a company's proxy materials "if the company has already substantially implemented the proposal." In applying this standard, the Commission has indicated the proposal need not be "fully effected" by the registrant, so long as it has been "substantially implemented." Release No. 34-20091 (August 16, 1983). Accordingly, Rule 14a-8(i)(10) permits the exclusion of a shareholder proposal when a registrant has implemented the essential objective of the proposal, even where there is not exact correspondence between the actions sought by the shareholder proponent and the registrant's actions. See AMR Corporation (April 17, 2000).

The 2008 Proposal is somewhat unclear, in that it does not specify a percentage of outstanding shares that a shareholder must own in order to request a special meeting. Rather, it merely requests an amendment to the by-laws pursuant to which there would be "no restriction on the shareholder right to call a special meeting, compared to the standard allowed by applicable law on calling a special meeting". The Company is incorporated in Michigan and Section 403 of the Michigan Business Corporation Act (M.C.L.A. 450.1403) provides that special meetings may be called by the shareholders "as provided in the bylaws". Therefore, it is not clear from the 2008 Proposal what percentage ownership of outstanding shares should be required to have the right to call a meeting.

It is significant the statement submitted in support of the 2008 Proposal refers to the 2007 Proposal, and states that Boards should take actions recommended in proposals that are approved by shareholders. The 2007 Proposal was more specific and provided as follows:

RESOLVED, shareholders ask our board of directors to amend our bylaws to give holders of at least 10% to 25% of the outstanding common stock the power to call a special shareholder meeting.

The amendment to the Amended and Restated By-laws that has been adopted by the Board of Directors responds directly to the 2007 Proposal, to which the statement in support of the Proposal refers, and has implemented the essential objective of the 2008 Proposal, which is to provide an opportunity for shareholders of the Company to call a special meeting. For these reasons, the Company has substantially implemented the 2008 Proposal.

On the basis of the foregoing, it is the Company's position that the 2008 Proposal may be omitted from the Company's proxy materials for the 2008 Annual Meeting pursuant to Rule 14a-8(i)(10). Borders Group, Inc. respectfully requests the concurrence of the staff of the Commission in this position.

If you have any questions concerning this matter, please contact the undersigned at 734-477-1977 or via email at tcarney@bordersgroupinc.com.

Sincerely,



Thomas D. Carney
Sr. Vice President and General Counsel

TDC:kk
Enclosures

cc: John Chevedden

APPENDIX A

[BGP: Rule 14a-8 Proposal, November 27, 2007]

3 – Special Shareholder Meetings

RESOLVED, Special Shareholder Meetings, Shareholders ask our board to amend our bylaws and any other appropriate governing documents in order that there is no restriction on the shareholder right to call a special meeting, compared to the standard allowed by applicable law on calling a special meeting.

This topic received our 68%-support at our 2007 annual meeting. "Boards should take actions recommended in shareowner proposals that receive a majority of votes cast for and against," according to The Council of Institutional Investors.

Special meetings allow investors to vote on important matters, such as a takeover offer, that can arise between annual meetings. If shareholders cannot call special meetings, management may become insulated and investor returns may suffer.

Shareholders should have the ability to call a special meeting when they think a matter is sufficiently important to merit expeditious consideration. Shareholder control over timing is especially important regarding a major acquisition or restructuring, when events unfold quickly and issues may become moot by the next annual meeting.

Fidelity and Vanguard support a shareholder right to call a special meeting. The proxy voting guidelines of many public employee pension funds, including the New York City Employees Retirement System, also favor this right. Governance ratings services, such as The Corporate Library and Governance Metrics International, take special meeting rights into account when assigning company ratings.

William Steiner, ^{*** FISMA & OMB Memorandum M-07-16 ***} said it is important for Borders shareholders to be able to call special meeting since we do not have the right to act by written consent or the right of cumulative voting.

Please encourage our board to respond positively to this proposal in response to our 68%-support at our 2007 annual meeting:

**Special Shareholder Meetings –
Yes on 3**

Notes:

William Steiner,

*** FISMA & OMB Memorandum M-07-16 ***

sponsors this proposal.

The above format is requested for publication without re-editing, re-formatting or elimination of text, including beginning and concluding text, unless prior agreement is reached. It is respectfully requested that this proposal be proofread before it is published in the definitive proxy to ensure that the integrity of the submitted format is replicated in the proxy materials. Please advise if there is any typographical question.

Please note that the title of the proposal is part of the argument in favor of the proposal. In the interest of clarity and to avoid confusion the title of this and each other ballot item is requested to be consistent throughout all the proxy materials.

The company is requested to assign a proposal number (represented by "3" above) based on the chronological order in which proposals are submitted. The requested designation of "3" or higher number allows for ratification of auditors to be item 2.

This proposal is believed to conform with Staff Legal Bulletin No. 14B (CF), September 15, 2004 including:

Accordingly, going forward, we believe that it would not be appropriate for companies to exclude supporting statement language and/or an entire proposal in reliance on rule 14a-8(i)(3) in the following circumstances:

- the company objects to factual assertions because they are not supported;
- the company objects to factual assertions that, while not materially false or misleading, may be disputed or countered;
- the company objects to factual assertions because those assertions may be interpreted by shareholders in a manner that is unfavorable to the company, its directors, or its officers; and/or
- the company objects to statements because they represent the opinion of the shareholder proponent or a referenced source, but the statements are not identified specifically as such.

See also: Sun Microsystems, Inc. (July 21, 2005).

Stock will be held until after the annual meeting and the proposal will be presented at the annual meeting.

Please acknowledge this proposal promptly by email and advise the most convenient fax number and email address to forward a broker letter, if needed, to the Corporate Secretary's office.