

**SO ORDERED**



DUNCAN W. KEIR  
U. S. BANKRUPTCY JUDGE

**THE UNITED STATES BANKRUPTCY COURT**  
**FOR THE DISTRICT OF MARYLAND**  
**(Baltimore Division)**

**In re**

**The Boyds Collection, Ltd., et al.**

- \* Case Nos. 05-43793DK
- \* 05-43805DK
- \* 05-43816DK
- \* 05-43824DK
- \* 05-43833DK
- \* 05-43838DK
- \* 05-43848DK
- \* 05-43857DK
- \* 05-43863DK
- \* Chapter 11
- \* (Jointly Administered under
- \* Debtor(s) Case No. 05-43793DK)

\* \* \* \* \*

**ORDER GRANTING RETENTION OF THE GARDEN CITY GROUP, INC. AS  
NOTICE, CLAIMS AND BALLOTING AGENT TO THE DEBTORS**

Upon the Debtors' Application for Entry of an Order Pursuant to 28 U.S.C. §156(c) Authorizing and Approving the Retention of The Garden City Group, Inc. as Notice, Claims and Balloting Agent to the Debtors and Debtors in Possession, dated October 16, 2005;<sup>1</sup> upon consideration of the supporting papers and the files and records in these cases and upon the

<sup>1</sup> Capitalized terms used but not defined herein shall have the meaning set forth in the Application.

arguments and testimony presented at a hearing before the Court; any responses to the Application having been withdrawn or overruled on the merits; and it appearing that the Court has jurisdiction over the subject matter of the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b); it appearing that the relief requested in the Application is in the best interests of the Debtors, their estates and their creditors; it appearing that notice of the Application was sufficient, and no other or further notice need be provided; and after due deliberation and cause appearing therefor;

**IT IS HEREBY ORDERED THAT:**

1. The Application is granted.
2. The Debtors are authorized to retain and employ GCG as their notice, claims and balloting agent subject to the terms of the Application and the Retention Agreement to:<sup>2</sup>
  - (a) Prepare and serve required notices in these Reorganization Cases.
  - (b) Receive proofs of claim at a post office box, if directed to do so by the Court, and maintain copies of all proofs of claim and proofs of interest filed in these Reorganization Cases.
  - (c) Maintain official claims registers in these Reorganization Cases by docketing all proofs of claim and proofs of interest in a claims database.
  - (d) Implement necessary security measures to ensure the completeness and integrity of the claims registers.
  - (e) Transmit to the Clerk's Office a copy of the claims registers on a monthly basis unless requested more or less frequently by the Clerk's Office.

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<sup>2</sup> The description of the Retention Agreement in the Application is a summary. To the extent that the Application and the terms of the Retention Agreement are inconsistent, the terms of the Retention Agreement shall control.

- (f) Maintain an up-to-date mailing list for all entities that have filed proofs of claim or proofs of interest and make such list available upon request to the Clerk's Office or any party in interest.
- (g) Provide access to the public for examination of copies of the proofs of claim or proofs of interest filed in these Reorganization Cases without charge during regular business hours.
- (h) Record all transfers of claims pursuant to Bankruptcy Rule 3001(e) and provide notice of such transfers as required by Bankruptcy Rule 3001(e).
- (i) Comply with applicable federal, state, municipal and local statutes, ordinances, rules, regulations, orders and other requirements.
- (j) Provide temporary employees to process claims as necessary.
- (k) Provide a website to provide information about the cases.
- (l) Provide a toll-free "800" number to provide information about the cases and receive questions about the cases.
- (m) Promptly comply with such further conditions and requirements as the Clerk's Office or the Court may at any time prescribe.
- (n) Provide such other claims processing, noticing, balloting and related administrative services as may be requested from time to time by the Debtors.
- (o) Act as balloting agent, which may include some or all of the following services:
  - (i) printing of ballots including the printing of creditor and shareholder specific ballots;
  - (ii) preparing voting reports by plan class, creditor or shareholder and amount for review and approval by the client and its counsel;
  - (iii) coordinating the mailing of ballots, disclosure statement and plan of reorganization to all voting and non-voting parties and provide affidavit of service;
  - (iv) receiving ballots at a post office box, inspecting ballots for conformity to voting procedures, date stamping and numbering ballots consecutively and tabulating and certifying the results.

3. In addition to the foregoing, upon the Debtors' request, GCG will assist the Debtors with, among other things, (a) preparing and mailing customized proofs of claims to the creditors listed on the Debtors' Schedules of Liabilities; (b) preparing, mailing and tabulating

ballots of certain creditors for the purpose of voting to accept or reject the plan or plans of reorganization; and (c) any other additional services requested by the Debtors.

4. Without further order of this Court, the fees and expenses of GCG incurred in performance of the above services are to be treated as an administrative expense of the Debtors' estates and shall be paid by the Debtors in the ordinary course of business.

5. The creditors shall be allowed to file their claims directly with GCG.

6. In connection with its appointment as notice, claims and balloting agent in these Reorganization Cases, GCG:

- (a) Shall not be considered employed by any federal or state agency (the "Government") and shall not seek any compensation from the Government;
- (b) By accepting employment in these Reorganization Cases, waives any right to receive compensation from the Government;
- (c) In its capacity as notice and claims agent in these Reorganization Cases, shall not be an agent of the Government and is not acting on behalf of the Government;
- (d) Shall not misrepresent any fact to the public; and
- (e) Shall not employ any past or present employees of the Debtors for work involving the Debtors' Reorganization Cases.

7. The indemnification provisions contained in the Retention Agreement are hereby approved; provided, however, that the Debtors shall have no obligation to indemnify any Indemnified Party, or to provide contribution or reimbursement to any Indemnified Party, for any losses, claims, damages, liabilities, or expenses that are (i) finally judicially determined to have resulted from, or (ii) agreed by such Indemnified Party to have resulted from, the reckless or willful misconduct, gross negligence, breach of fiduciary duty, bad faith, or self-dealing of any Indemnified Party.

8. The requirement set forth in Rule 9013-2 of the Local Bankruptcy Rules for the District of Maryland that any motion or other request for relief be accompanied by a

memorandum of law is hereby deemed satisfied by the contents of the Application or otherwise waived.

**END OF ORDER**

## ORDER SERVICE LIST

Admobile of Knoxville  
10217 Lynn Chase Lane  
Knoxville, TN 37932

AFC Worldwide Express  
P.O. Box 965549  
Marietta, GA 30066

All-Size Corrugated Products  
P.O. Box 92973  
Cleveland, OH 44194-2973

Alpha Marketing Resources LLC  
10 Hilltop Drive  
Mount Holly Springs, PA 17065

AmericaSmart Real Estate LLC  
P.O. Box 933005  
Atlanta, GA 31193-3005

Appalachia Business Comm Corp.  
PO Box 30517  
Knoxville, TN 37930-0517

Banta Direct Marketing Group  
PO Box 78201  
Milwaukee, WI 53278-0201

Best Read Guide  
Touring Publications  
PO Box 4580  
Sevierville, TN

Bo Whaley Music, Inc.  
Jimbo Whaley  
686 Lloyd Huskey Road  
Pigeon Forge, TN 37863

Brochure Distribution Services  
PO Box 4065  
1881 County Meadows Drive  
Sevierville, TN 37864

Calico Cottage Inc.  
210 New Highway  
Amityville, NY 11701-1116

Capital Blue Cross  
P.O. Box 779516  
Harrisburg, PA 17177-9516

Chart Media  
PO Box 1379  
Murfreesboro, TN 37133-1379

CIT Group  
Commercial Services Inc.  
PO Box 1036  
Charlotte, NC 28201-1036

Cintas Corporation # 407  
340 Dunavant Drive  
Rockford, TN 37853

Cody Kramer  
200 Corporate Drive  
Blauvelt, NY 10913

Containerport Group, Inc.  
P.O. Box 827506  
Philadelphia, PA 19182-7506

County of Sevier  
125 Court Avenue, Suite 202E  
Sevierville, TN 37862

Dolly Inc.  
PO Box 931174  
Cleveland, OH 44193

Effem Direct. Incorporated  
PO Box 406678  
Atlanta, GA 30384-6678

Fixture Resource Group  
4148 Webster Avenue  
Cincinnati, OH 45212

Grossman Law Offices  
122 S. Michigan Avenue, Suite 1720  
Chicago, IL 60603

H.G. Rotz Associates Inc.  
105 Leader Heights Road  
York, PA 17403

Hanover Terminal, Inc.  
PO Box 77  
Hanover, PA 17331

J.B. Hunt Transport, Inc.  
File 98545  
PO Box 1067  
Charlotte, NC 28201-1067

John F. Freet, Jr.  
2268 Sutton Road  
York, PA 17403

Kelsan, Inc.  
PO Box 60038  
Charlotte, NC 28260

Kinsley Construction Inc.  
2700 Water Street  
PO Box 2886  
York, PA 17405

Knoxville News - Sentinel Co.  
Department 888583  
Knoxville, TN 37995-8583

Kuehne & Nagel, Inc.  
P.O. Box 33100  
Newark, NJ 07188-0100

Lumpkin Oxner & Stacy PA  
90 Wall Street  
Pawleys Island, SC 29585

Mallmed Mall Media Inc.  
PMB 4416  
Blaine, WA 98230

Merchandise Testing Lab, Ltd.  
NO. 105, Guang Zhong Road  
Zhuan Quiao Town, Min Hang

Nancy Greenholt  
Tax Collector  
409 Main Street  
McSherrystown, PA 17344

Neel's Wholesale Produce Co.  
2308 Forest Avenue  
Knoxville, TN 37916

Oki Wear Inc.  
9109 Bachman Road  
Orlando, FL 32824

PA Department of Community  
Commonwealth Keystone Building  
400 North Street- 4th Floor  
Harrisburg, PA 17120-0225

Packaging Corp. of America  
PO Box 532058  
Atlanta, GA 30353-2058

Pelican Bay, Ltd.  
150 Douglas Avenue  
Dunedin, FL 34698-7908

Pickard Distributing Corp.  
6900 Strawberry Plane Pike  
Knoxville, TN 37914

QA International Ltd.  
446 North Seymour Ave.  
Mundelein, IL 60060

Reliable Printing  
3425 Teaster Lane  
Sevierville, TN 37876

Resource Global Professionals  
File 55221  
Los Angeles, CA 90074-5221

Roden  
Box 440417  
Nashville, TN 37244-0417

Sevier County Electric System  
315 East Main Street  
PO Box 4870  
Sevierville, TN 37864

Sevier County Utility District  
420 Robert Henderson Road  
PO Box 4398  
Sevierville, TN 37864-4398

Shoreline Creations Ltd.  
2465 112th Avenue  
Holland, MI 49424

Small Small World Enterprises  
185 South Dean Street  
Englewood, NJ 07631

Smoky Mountain Discount Service  
912 Parkway  
Gatlinburg, TN 37738

Strine Printing Company  
PO Box 149  
York, PA 17405-0149

Sunny Day Guide  
800 Seahawk Circle, #106  
Virginia Beach, VA 23452

Sysco Food Services  
Robert Orr-Sysco  
PO Box 305138  
Nashville, TN 37230

Sysco Foods  
PO Box 3641  
Harrisburg, PA 17105

Taiwan Merchants  
140-42 Austin Rd, Tsim Sha Tsui  
Kowloo Hong Kong China  
Attn.: Vincent Chang, 8<sup>th</sup> Floor

Tennessee Florist Supply Inc.  
2713 John Deere Drive  
Knoxville, TN 37917

The Herald Newspaper  
500 Maryville Highway  
Seymour, TN 37865

The Lamar Companies  
TP Composites, Inc.  
8 Croserville Road  
Aston, PA 19014-1488

The Mountain Press  
PO Box 4810  
Sevierville, TN 37864-4810

The Tennessean  
PO Box 331309  
Nashville, TN 37203-1309

Thinkmedia  
2407 Elliot Avenue  
Nashville, TN 37204

UNI - Contemporary  
1504 Captains Court  
Virginia Beach, VA 23452

United Parcel Service  
P.O. Box 7247-0244  
Philadelphia, PA 19170-0001

UPS  
P.O. Box 7247-0244  
Philadelphia, PA 19170-0001

UPS Canada Ltd.  
P.O. Box 2127 CRO  
Halifax, NS B3J 3B7

WCI TN - Knoxville  
2400 Chipman Street  
Knoxville, TN 37917

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Chicago, Illinois 60601-3274

Engle Business Systems  
P.O. Box 403  
910 N. Hanover St.  
Elizabethtown, PA 17022-1370

The Capital Group  
c/o Jonathan Deeringer  
11100 Santa Monica Blvd., 15<sup>th</sup> Floor  
Los Angeles, CA 90025

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agenda for UPS  
c/o Steven D. Sass and Kelli Bohuslav-Kail  
307 International Circle, Suite 270  
Hunt Valley, MD 21030

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