

**United States Bankruptcy Court
District of Maryland (Baltimore Division)**

In re The Boyds Collection, Ltd.

Debtor(s)

Case No. 05-43793DK

Chapter 11

AMENDED SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	AMOUNTS SCHEDULED		
			ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	358,186.00		
B - Personal Property	Yes	8	14,549.55		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		57,737,024.93	
E - Creditors Holding Unsecured Priority Claims	Yes	2		37,706.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	3		34,392,000.00	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		18			
Total Assets			372,735.55		
				92,166,730.93	

Schedules of Assets and Liabilities

General Notes

Note 1: The Schedules of Assets and Liabilities (the "Schedules") have been prepared by the Debtor's management and are unaudited. While management of the Debtor has made every reasonable effort to ensure that the Schedules are accurate and complete based upon information that was available at the time of preparation, the subsequent receipt of information may result in material changes in financial data contained in the Schedules and inadvertent errors or omissions may exist. To the extent the Debtor discovers additional information that may suggest a material difference, the Debtor will amend the Schedules to reflect such changes. Accordingly, the Debtor reserves all rights to amend its Schedules as may be necessary or appropriate.

Note 2: It would be prohibitively expensive and unduly burdensome to obtain current market valuations of the Debtor's property interests. Accordingly, unless otherwise indicated, the Schedules and the Summary of Schedules reflect the net book values, rather than current market values, of the Debtor's assets and may not reflect the net realizable value.

Note 3: The Schedules do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles, nor are they intended to fully reconcile to any financial statements otherwise prepared and/or distributed by the Debtor.

Note 4: Any failure to designate a claim on the Schedules as "disputed," "contingent" or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed," "contingent" or "unliquidated." The Debtor reserves the right to dispute, or to assert offsets or defenses to, any claim reflected on its Schedules as to amount, liability or classification or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated." Listing a claim does not constitute an admission of liability by the Debtor.

Note 5: Listing a claim (i) in Schedule D as "secured," (ii) in Schedule E as "priority" or (iii) in Schedule F as "unsecured nonpriority," or listing a contract in Schedule G as "executory" or "unexpired," does not constitute an admission by the Debtor of the legal rights of the claimant or a waiver of the Debtor's right to recharacterize or reclassify such claim or contract.

Note 6: Prior to the Commencement Date, the Debtor routinely engaged in intercompany transactions, which were evidenced by intercompany loans. If upon further review and investigation any intercompany loan balances listed in the Schedules require updating, the Debtor will update such balances in accordance with Rule 1009 of the Federal Rules of Bankruptcy Procedure, as appropriate.

Note 7: The claims of individual creditors for, among other things, goods, products, services or taxes are listed as the amounts entered on the Debtor's books and records and may not reflect credits, allowances or other adjustments due from such creditors to the

Debtor. The Debtor reserves all of its rights respecting such credits, allowances or other adjustments.

Note 8: Pursuant to certain first-day orders issued by the Court, the Debtor was authorized to pay various outstanding prepetition claims, such as certain employee wages and benefit claims, tax claims, customer claims, shipping claims and warehousing claims. If the Debtor had any such claims on the Commencement Date that have been subsequently paid pursuant to Court order, that fact has been noted as applicable on the respective Schedules.

Note 9: The Debtor estimates that prior to October 16, 2005, it accrued certain current expenses and other long-term liabilities that either are not payable at this time or have not yet been reported and, therefore, are not otherwise set forth in the Schedules. The accrued liabilities, for which the Debtor has accrued reserves, relate to, among other things, the Debtor's workers' compensation plans, vacation policies, litigation, environmental programs and federal, state and local taxes.

Note 10: Unless otherwise indicated, all amounts are listed as of immediately prior to the Commencement Date on October 16, 2005.

General Notes for Schedule F

As a result of the Debtors' centralized cash management system substantially all of the cash of the Debtors is swept into a concentration account in the name of The Boyds Collection Ltd., LP, and substantially all disbursements are made from accounts maintained by The Boyds Collection Ltd., LP. To the extent that the Debtor is obligated to other general unsecured creditors, such obligations are reflected on Schedule F filed in The Boyds Collection Ltd., LP, Case No. 05-43805, a Jointly Administered Case.

AMENDED SCHEDULE F — CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	Husband, Wife, Joint or Community		CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
	C	DEBTOR				
Account No. 901 BANK OF NY ATTN: MITCHEL SOBEL 1 WALL STREET 6TH FLOOR NEW YORK, NY 10286	-	9% Senior Subordinated Noteholder (Notes due 2008)	X			\$ 79,000.00
Account No. 352 BEAR STEARNS ATTN: VINCENT MARZELLA ONE METROTECH CENTER NORTH 4TH FLOOR BROOKLYN, NY 11201	-	9% Senior Subordinated Noteholder (Notes due 2008)	X			\$ 13,000.00
Account No. 902 JP MORGAN CHASE BANK NAT'L ASSOC ATTN: ARTHUR DANIEL PROXY SERVICES 14201 DALLAS PKWY #121 DALLAS, TX 75254	-	9% Senior Subordinated Noteholder (Notes due 2008)	X			\$ 23,040,000.00
Account No. 2164 JP MORGAN CHASE CORRESP CLRNG SVCS ATTN: ARTHUR DANIEL PROXY SERVICES 14201 DALLAS PKWY #121 DALLAS, TX 75254	-	9% Senior Subordinated Noteholder (Notes due 2008)	X			\$ 4,986,000.00
Subtotal →						\$ 28,118,000.00
(Total of this page)						

2 continuation sheets attached

Debtor(s)

AMENDED SCHEDULE F — CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H W J C	Husband, Wife, Joint or Community		C O N T I N G E N T	D I S P U T E D	A M O U N T O F C L A I M
Account No. 161 MERRILL LYNCH ATTN: MERRIL V E O'NEILL 101 HUDSON ST, 9TH FLOOR JERSEY CITY, NJ 07302	-				X		\$ 1,952,000.00
Account No. 2669 NORTHERN TRUST ATTN: SCARLE SPIVEY, KARREN GREENE, AMELIA HENSON, R EPLER-STAGGS 801 S CANAL ST CHICAGO, IL 60607	-				X		\$ 25,000.00
Account No. 997 STATE STREET BANK & TRUST CO ATTN: PAUL DESHARNAIS 1776 HERITAGE DR NORTH QUINCY, MA 02171	-				X		\$ 2,389,000.00
Account No. STEPHEN A. CHAMBLISS C/O SAUL EWING LLP 305 NORTH FRONT STREET 4TH FLOOR HARRISBURG, PA 17101	-				X	X	\$ Unknown
Account No. 221 UBS FINANCE ATTN: JANE FLOOD 1200 HARBOR BLVD WEEHAWKEN, NJ 07086	-				X		\$ 1,537,000.00

Sheet 1 of 2 continuation sheets attached to the Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal → \$ **5,903,000.00**
(Total of this page)

Debtor(s)

AMENDED SCHEDULE F — CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. 2803 US BANK NA ATTN: KEITH FROHLICHER SECURITIES CONTROL 1555 N RIVERCENTER DR, #300 MILWAUKEE, WI 53212			9% Senior Subordinated Noteholder (Notes due 2008)	X			\$ 371,000.00
Account No.							\$
Account No.							\$
Account No.							\$
Account No.							\$

Sheet 2 of 2 continuation sheets attached to the Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal → \$ 371,000.00
(Total of this page)

Total → \$ 34,392,000.00
(Report on Summary of Schedules)

General Notes for Schedule G

Note 1: Although every effort has been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. The Debtor hereby reserves all of its rights to dispute the validity, status, or enforceability of any contracts, agreements or leases set forth on Schedule G and to amend or supplement such Schedule as necessary.

Note 2: The contracts, agreements and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and agreements which may not be listed on Schedule G. Portions of some contracts and leases that are listed on Schedule G may have been fully performed, while other portions of the same contracts and leases may remain executory.

Note 3: The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtor reserves all of its rights, claims and causes of action with respect to the contracts and agreements listed on Schedule G, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument.

Note 4: Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations may not be set forth on Schedule G.

Note 5: The Debtor has not listed certain purchase and sale orders on Schedule G because of, among other things, their large number and transitory nature.

Note 6: Certain of the executory agreements on Schedule G may not have been memorialized and could be subject to dispute.

Note 7: The Debtor may be a party to various other agreements concerning real property, such as easements, rights of way, subordination, non-disturbance, supplemental agreements, amendments/letter agreements, title documents, consents, site plans, maps and other miscellaneous agreements. Such agreements, if any, may not be set forth on Schedule G.

Debtor(s)

AMENDED SCHEDULE G — EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described.

NOTE: A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

See attached Amended Schedule G-1

0 continuation sheets attached to the Schedule of Executory Contracts and Unexpired Leases