

United States Bankruptcy Court

District of Maryland
Baltimore Division

VOLUNTARY PETITION

Name of Debtor - (If individual, enter Last, First, Middle): Boyd's Bear and Company, LP	Name of Joint Debtor (Spouse) (Last, First, Middle): None
All Other Names used by the Debtor in the last 6 years <small>(include married, maiden, and trade names):</small> None	All Other Names used by the Joint Debtor in the last 6 years <small>(include married, maiden, and trade names):</small>
Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. <small>(if more than one, state all):</small> 23-3092698	Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. <small>(if more than one, state all):</small>
Street Address of Debtor (No. & Street, City, State & Zip Code): 350 South Street McSherrytown, PA 17344	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
County of Residence or of the Principal Place of Business: Adams	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
Location of Principal Assets of Business Debtor: <small>(if different from address listed above)</small>	

Information Regarding the Debtor (Check the Applicable Boxes)

Venue (Check any applicable box)

- Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Type of Debtor (Check all boxes that apply)

- | | |
|---|--|
| <input type="checkbox"/> Individual(s) | <input type="checkbox"/> Railroad |
| <input type="checkbox"/> Corporation | <input type="checkbox"/> Stockbroker |
| <input checked="" type="checkbox"/> Partnership | <input type="checkbox"/> Commodity Broke |
| <input type="checkbox"/> Other _____ | <input type="checkbox"/> Clearing Bank |

Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)

- | | | |
|--|--|-------------------------------------|
| <input type="checkbox"/> Chapter 7 | <input checked="" type="checkbox"/> Chapter 11 | <input type="checkbox"/> Chapter 13 |
| <input type="checkbox"/> Chapter 9 | <input type="checkbox"/> Chapter 12 | |
| <input type="checkbox"/> Sec. 304 - Case Ancillary to Foreign Proceeding | | |

Nature of Debt (Check one box)

- Consumer/Non-Business Business

Filing Fee (Check one box)

- Full filing fee attached
- Filing fee to be paid in installments. (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3

Chapter 11 Small Business (Check all boxes that apply)

- Debtor is a small business as defined in 11 U.S.C. § 101.
- Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e). (Optional)

Statistical/Administrative Information (Estimates only)

- Debtor estimates that funds will be available for distribution to unsecured creditors.
- Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditor	1-15	16-49	50-99	100-199	200-999	1000-over
	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Estimated Assets

\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Estimated Debts

\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>

THIS SPACE FOR COURT USE ONLY

SCHEDULE 1 - LIST OF FILING ENTITIES

Along with the Debtor, the following affiliated Debtors have simultaneously filed chapter 11 petitions in the United States Bankruptcy Court for the District of Maryland (Baltimore Division).

1. The Boyds Collection, Ltd.
2. The Boyds Collection, Ltd., LP
3. Boyds Operations Inc.
4. The Boyds Collection - Pigeon Forge, LLC
5. The Boyds Collection - Myrtle Beach, LLC
6. The Boyds Collection - Branson, LLC
7. J&T Designs and Imaginations, Inc.
8. HC Accents & Associates, Inc.

United States Bankruptcy Court

District of Maryland
Baltimore Division

In re **Boyds Bear and Company, LP**

Case No. _____
(If Known)

Debtor

Chapter 11

Exhibit "C" to Voluntary Petition

1. **Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):**
None
2. **With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):**
N/A

CERTIFICATE

The undersigned, Joseph E. Macharsky, Chief Financial Officer of Boyds Operations, Inc. (the "General Partner") and Chief Financial Officer of The Boyds Collection, Ltd. (the "Limited Partner" and, together with the General Partner, the "Partners"), the Partners of Boyds Bear and Company, LP (the "Company"), a Delaware Limited Partnership, hereby certifies as follows:

1. I am the duly qualified and elected Chief Financial Officer of the Partners and, as such, I am familiar with the facts herein certified and I am duly authorized to certify same on behalf of the Partners.
2. Attached hereto is a true, complete and correct copy of the Partners Of Boyds Bear And Company, LP, unanimously adopted on October 16, 2005, in accordance with the limited partnership agreement of the Company.
3. The actions authorized by the Unanimous Consent are not prohibited by the limited partnership agreement of the Company.
4. Such Unanimous Consent has not been amended, altered, annulled, rescinded or revoked and is in full force and effect as of the date hereof. There exists no other subsequent Unanimous Consent of the Partners of the Company relating to the matters set forth in the Unanimous Consent attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 16th day of October, 2005.



Joseph E. Macharsky
Chief Financial Officer

**UNANIMOUS CONSENT OF THE PARTNERS OF
BOYDS BEAR AND COMPANY, LP**

As of this 16th day of October, 2005, the undersigned, Boyds Operations Inc, a Delaware corporation (the “General Partner”) and The Boyds Collection, Ltd., a Maryland corporation (the “Limited Partner” and, together with the General Partner, the “Partners”), as all the Partners of Boyds Bear and Company, LP, a Delaware Limited Partnership (the “Company”), do hereby take the following actions by unanimous written consent pursuant to the Company’s Limited Partnership Agreement and the Delaware revised Uniform Limited Partnership Act:

WHEREAS, the Partners of the Company have considered and reviewed the materials presented by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company’s business; and

WHEREAS, the Partners have had the opportunity to consult with the management and the financial and legal advisors of the Company and fully consider each of the strategic alternatives available to the Company.

I. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code.

NOW, THEREFORE, BE IT RESOLVED THAT: In the judgment of the Partners, it is desirable and in the best interests of the Company, its creditors, stockholders, and other parties in interest, that the Company file or cause to be filed voluntary petitions for relief under the provisions of chapter 11 of title 11 of the United States Code;

BE IT FURTHER RESOLVED THAT: The Chief Executive Officer, President, any Vice President, the Chief Financial Officer, or the Secretary of the Partners (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief;

BE IT FURTHER RESOLVED THAT: The Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company’s rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP;

BE IT FURTHER RESOLVED THAT: The Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Swidler Berlin LLP as counsel to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Swidler Berlin LLP;

BE IT FURTHER RESOLVED THAT: The Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Houlihan Lokey Howard & Zukin Financial Advisors, Inc. as financial advisors to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of Houlihan Lokey Howard & Zukin Financial Advisors, Inc.;

BE IT FURTHER RESOLVED THAT: The Authorized Officers be, and they hereby are, authorized and directed to employ the firm of The Garden City Group, Inc. as notice and claims agent to represent and assist the Company in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the chapter 11 case, and to cause to be filed appropriate applications for authority to retain the services of The Garden City Group, Inc.; and

BE IT FURTHER RESOLVED THAT: The Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under title 11 of the United States Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the chapter 11 case and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

II. Debtor In Possession Financing.

BE IT FURTHER RESOLVED THAT: The Company, as debtor and debtor in possession under chapter 11 of title 11 of the United States Code shall be, and hereby is, authorized to: (a) borrow funds from, provide guaranties to and undertake related financing transactions (collectively, the “Financing Transactions”) with such lenders and on such terms as may be approved by any one or more of the Authorized Officers, as reasonably necessary for the continuing conduct of the affairs of the Company; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the Company’s assets, as may be deemed necessary by any one or more of the Authorized Officers in connection with such borrowings; and

BE IT FURTHER RESOLVED THAT: (a) The Authorized Officers shall be, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and execute and deliver such agreements, certificates, instruments, guaranties, notices and any and all other documents as the Authorized Officers may deem necessary or appropriate to facilitate the Financing Transactions (collectively, “Financing Documents”); (b) Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the Authorized Officers are hereby approved; and (c) the actions of each of the Authorized Officers taken pursuant to this resolution, including the execution and delivery of all agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of the approval thereof by such officer and by the Company.

III. Further Actions and Prior Actions.

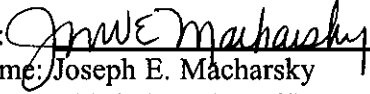
BE IT FURTHER RESOLVED THAT: In addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer’s or officers’ judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein; and

BE IT FURTHER RESOLVED THAT: All acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

PARTNERS:

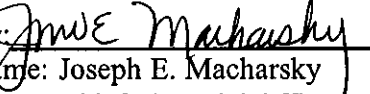
GENERAL PARTNER:

BOYDS OPERATIONS INC.

By: 
Name: Joseph E. Macharsky
Its: Chief Financial Officer

LIMITED PARTNER:

THE BOYDS COLLECTION, LTD.

By: 
Name: Joseph E. Macharsky
Its: Chief Financial Officer

Debtor

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	Amount of claim (If secured also state value of security)
NONE				

0 continuation sheet(s) attached

Date _____

Debtor _____

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

In re * Case No. 05-____ () through
* 05-____ ()
Boyd's Bear and Company, LP¹ *
* Chapter 11
Debtor. * (Jointly Administered under
* Case No. 05-____ ())
*

* * * * *

Declaration Under Penalty of Perjury on Behalf of a Corporation or Partnership

(The penalty for making a false statement or concealing property is a fine up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. sections 152 and 3571.)

DECLARATION

The foregoing is a list containing the name and address of the Debtor's 20 largest unsecured creditors. This list is being filed pursuant to 11 U.S.C. § 521 and Bankruptcy Rules 1007 and 1008. The Debtor reserves the right to file an amended or supplemental list of 20 largest unsecured creditors. This list is accurate to the best of the undersigned's knowledge, information and belief, subject to further review.

This list of creditors is preliminary and not audited. As a result, the Debtor reserves the right to amend and/or supplement this list as the Debtor reviews and evaluates its business, operations, assets and liabilities. In addition, the Debtor does not make, and specifically disclaims, any representation or warranty as to the completeness and accuracy of the information herein. Nonetheless, the Debtor has endeavored to make the descriptions herein as complete and accurate as possible under the circumstances.

I, Joseph E. Macharsky, Chief Financial Officer of Boyds Operations, Inc. and The Boyds Collection, Ltd., the general and limited partners, respectively, of Boyds Bear and Company, LP, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date: October 16, 2005



Joseph E. Macharsky

¹ The Debtors in the proposed jointly administered cases include: The Boyds Collection, Ltd.; The Boyds Collection, Ltd., LP; Boyds Operations Inc.; The Boyds Collection - Pigeon Forge, LLC; The Boyds Collection - Myrtle Beach, LLC; The Boyds Collection - Branson, LLC; J&T Designs and Imaginations, Inc.; HC Accents & Associates, Inc.; and Boyds Bear and Company, LP.