

# United States Bankruptcy Court

District of Maryland  
Baltimore Division

**VOLUNTARY PETITION**

<b>Name of Debtor - (If individual, enter Last, First, Middle):</b> The Boyds Collection - Pigeon Forge, LLC	<b>Name of Joint Debtor (Spouse) (Last, First, Middle):</b> None
<b>All Other Names used by the Debtor in the last 6 years</b> (include married, maiden, and trade names):  None	<b>All Other Names used by the Joint Debtor in the last 6 years</b> (include married, maiden, and trade names):
<b>Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No.</b> (if more than one, state all):  20-0913244	<b>Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No.</b> (if more than one, state all):
<b>Street Address of Debtor (No. &amp; Street, City, State &amp; Zip Code):</b> 350 South Street McSherrystown, PA 17344	<b>Street Address of Joint Debtor (No. &amp; Street, City, State &amp; Zip Code):</b>
<b>County of Residence or of the Principal Place of Business:</b> Adams	<b>County of Residence or of the Principal Place of Business:</b>
<b>Mailing Address of Debtor (if different from street address):</b>	<b>Mailing Address of Joint Debtor (if different from street address):</b>
<b>Location of Principal Assets of Business Debtor:</b> (if different from address listed above) 149 Cates Lane Pigeon Forge, TN 37863	

### 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.

<b>Type of Debtor (Check all boxes that apply)</b> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input checked="" type="checkbox"/> Other Limited Liability Company <input type="checkbox"/> Clearing Bank	<b>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)</b> <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
<b>Nature of Debt (Check one box)</b> <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business	<b>Filing Fee (Check one box)</b> <input checked="" type="checkbox"/> Full filing fee attached  <input type="checkbox"/> 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
<b>Chapter 11 Small Business (Check all boxes that apply)</b> <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101. <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e). (Optional)	

<b>Statistical/Administrative Information (Estimates only)</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.								
<b>Estimated Number of Creditors</b>	1-15	16-49	50-99	100-199	200-999	1000-over		
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
<b>Estimated Assets</b>	\$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 checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Estimated Debts</b>	\$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 million 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

<b>Voluntary Petition</b> (This page must be completed and filed in every case). Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheets)		Name of Debtor(s): The Boyds Collection - Pigeon Forge, LLC	
Location Where Filed: <b>None</b>	Case Number	Date Filed	
Pending Bankruptcy Case Filed By Any Spouse, Partner Or Affiliate Of This Debtor (If more than one, attach additional sheet)		Case Number	Date Filed
Name of Debtor: <b>None</b>		District	
Relationship		Judge	
<b>SIGNATURES</b>			
<b>Signature(s) of Debtor(s) (Individual/Joint)</b> I declare under penalty of perjury that the information provided in this petition is true and correct. (If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7) I am aware that I may proceed under chapter 7, 11, 12 and 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.		<b>Exhibit A</b> (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition	
<input checked="" type="checkbox"/> Signature of Debtor <input checked="" type="checkbox"/> Signature of Joint Debtor Telephone Number (If not represented by attorney) Date		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. <input checked="" type="checkbox"/> Signature of Attorney for Debtor(s) _____ Date _____	
<b>Signature of Attorney</b> <input checked="" type="checkbox"/> <u>Matthew A. Cantor</u> Signature of Attorney for Debtor(s) Matthew A. Cantor Printed Name of Attorney for Debtor(s) Kirkland & Ellis Firm Name Citicorp Center 153 East 53rd Street New York, NY 10022-4611 Address (212) 446-4800 Telephone Number (212) 446-4900 Fax Number 10-16-2005 Date		<b>Exhibit C</b> Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made part of this petition. <input checked="" type="checkbox"/> No	
<b>Signature of Debtor (Corporation/Partnership)</b> I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. <input checked="" type="checkbox"/> <u>Joseph E. Macharsky</u> Signature of Authorized Individual Joseph E. Macharsky Printed Name of Authorized Individual CFO of Debtor's sole member Title of Authorized Individual 10-16-2005 Date		<b>Signature of Non-Attorney Petition Preparer</b> I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document. Printed or Typed Name of Bankruptcy Petition Preparer Social Security Number (Required by 11 U.S.C. § 110) Address Telephone Number Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document: If more than one person prepared this document, attach additional signed sheets conforming to the appropriate official form for each person. <input checked="" type="checkbox"/> Signature of Bankruptcy Petition Preparer Date A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.	

## **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 - Myrtle Beach, LLC
5. The Boyds Collection - Branson, LLC
6. J&T Designs and Imaginations, Inc.
7. HC Accents & Associates, Inc.
8. Boyds Bear and Company, LP

# United States Bankruptcy Court

District of Maryland  
Baltimore Division

In re **The Boyds Collection - Pigeon Forge, LLC**

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 The Boyds Collection, Ltd. (the "Sole Member"), Sole Member of The Boyds Collection - Pigeon Forge, LLC (the "Company"), a Maryland limited liability company, hereby certifies as follows:

1. I am the duly qualified and elected Chief Financial Officer of the Sole Member and, as such, I am familiar with the facts herein certified and I am duly authorized to certify same on behalf of the Sole Member.
2. Attached hereto is a true, complete and correct copy of the Unanimous Consent Of The Sole Member Of The Boyds Collection - Pigeon Forge, LLC (the "Unanimous Consent"), unanimously adopted on October 16, 2005, in accordance with the limited liability company agreement of the Company.
3. 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 Sole Member 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 16<sup>th</sup> day of October, 2005.

  
\_\_\_\_\_  
Joseph E. Macharsky  
Chief Financial Officer

**UNANIMOUS CONSENT OF THE SOLE MEMBER OF  
THE BOYDS COLLECTION - PIGEON FORGE, LLC**

As of this 16<sup>th</sup> day of October, 2005, the undersigned, The Boyds Collection, Ltd., a Maryland corporation, being the sole member (the "Sole Member") of The Boyds Collection - Pigeon Forge, LLC, a Maryland limited liability company (the "Company"), does hereby take the following action pursuant to the Company's Limited Liability Agreement and the Maryland Limited Liability Company Act:

WHEREAS, the Sole Member has 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 Sole Member has 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 Sole Member, 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 Sole Member (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.

**SOLE MEMBER:**

**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)
Sysco Food Services Robert Orr-Sysco PO Box 305138 Nashville, TN 37230				\$55,211.95
Dolly Inc. PO Box 931174 Cleveland, OH 44193				\$22,238.23
J.B. Hunt Transport, Inc. File 98545 PO Box 1067 Charlotte, NC 28201-1067				\$20,692.27
Alpha Marketing Resources LLC 10 Hilltop Drive Mount Holly Springs, PA 17065				\$19,921.00
Knoxville News - Sentinel Co. Department 888583 Knoxville, TN 37995-8583				\$19,793.72
Oki Wear Inc. 9109 Bachman Road Orlando, FL 32824				\$18,878.88
Sevier County Electric System 315 East Main Street PO Box 4870 Sevierville, TN 37864				\$13,895.49

Debtor

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

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)
Sunny Day Guide 800 Seahawk Circle, #106 Virginia Beach, VA 23452				\$12,409.01
Best Read Guide Touring Publications PO Box 4580 Sevierville, TN				\$12,060.00
Thinkmedia 2407 Elliot Avenue Nashville, TN 37204				\$10,800.00
Calico Cottage Inc. 210 New Highway Amityville, NY 11701-1116				\$8,133.63
Effem Direct. Incorporated PO Box 406678 Atlanta, GA 30384-6678				\$8,108.00
Cintas Corporation # 407 340 Dunavant Drive Rockford, TN 37853				\$6,388.74
The Tennessean PO Box 331309 Nashville, TN 37203-1309				\$3,844.00

Debtor

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

(Continuation Sheet)

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)
Sevier County Utility District 420 Robert Henderson Road PO Box 4398 Sevierville, TN 37864-4398				\$3,674.70
Brochure Distribution Services PO Box 4065 1881 County Meadows Drive Sevierville, TN 37864				\$3,612.75
Shoreline Creations Ltd. 2465 112th Avenue Holland, MI 49424				\$3,561.50
The Herald Newspaper 500 Maryvill Highway Seymour, TN 37865				\$3,278.45
Kelsan, Inc. PO Box 60038 Charlotte, NC 28260				\$3,273.39
Admobile of Knoxville 10217 Lynn Chase Lane Knoxville, TN 37932				\$3,250.00

0 continuation sheet(s) attache

Date \_\_\_\_\_

Debtor \_\_\_\_\_

