

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 AUTHORIZING THE EMPLOYMENT AND RETENTION OF SWIDLER
BERLIN LLP AS MARYLAND BANKRUPTCY CO-COUNSEL TO THE
DEBTORS AND DEBTORS IN POSSESSION**

Upon the Debtors' Application for an Order Authorizing the Employment and Retention of Swidler Berlin LLP as Maryland Bankruptcy Co-Counsel to the Debtors and Debtors in Possession, dated October 16, 2005;¹ upon consideration of the supporting papers and the files and records in these cases and upon the arguments and testimony presented at a hearing before

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

the Court; any responses to the Application having been withdrawn or overruled on the merits; it appearing that the Court has jurisdiction over the subject matter of the Application and the relief requested therein pursuant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. In accordance with section 327(a) of the Bankruptcy Code, the Debtors are authorized to employ and retain Swidler as of the Commencement Date as their Maryland bankruptcy co-counsel under the terms set forth in the Application and the Retention Agreement.
3. Swidler will render professional services to the Debtors that may include, but shall not be limited to, the following:
 - (a) providing the Debtors legal advice with respect to their powers and duties as a debtor in possession and in the operation of their business and management of their property;
 - (b) representing the Debtors in defense of any proceedings instituted to reclaim property or to obtain relief from the automatic stay under section 362(a) of the Bankruptcy Code;
 - (c) preparing any necessary applications, answers, orders, reports and other legal papers, and appearing on the Debtors' behalf in proceedings instituted by or against the Debtors;
 - (d) assisting the Debtors in the preparation of schedules, statements of financial affairs and any amendments thereto which the Debtors may be required to file in these cases;
 - (e) assisting the Debtors in the preparation of a plan of reorganization and a disclosure statement;

- (f) assisting the Debtors with all legal matters, including, among others, all securities, corporate, real estate, tax, employee relations, general litigation and bankruptcy legal work; and
- (g) performing all of the legal services for the Debtors which may be necessary or desirable herein.

4. Swidler shall be compensated for its services and reimbursed for any related expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules for the District of Maryland and any other applicable orders of this Court.

5. 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 all contents of the Application.

END OF ORDER

ORDER SERVICE LIST

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AFC Worldwide Express
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All-Size Corrugated Products
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Alpha Marketing Resources LLC
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AmericaSmart Real Estate LLC
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Knoxville, TN 37930-0517

Banta Direct Marketing Group
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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
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Chart Media
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