

SO ORDERED



DUNCAN W. KEIR
U. S. BANKRUPTCY JUDGE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
at Baltimore**

In Re:

THE BOYDS COLLECTION, LTD., et al.

Debtor(s)

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

* * * * *

SECOND ORDER (A) AUTHORIZING THE DEBTORS TO PAY PRE-PETITION SHIPPING AND WAREHOUSING CHARGES AND (B) AUTHORIZING FINANCIAL INSTITUTIONS TO PAY ALL CHECKS AND ELECTRONIC PAYMENT REQUESTS MADE BY THE DEBTORS RELATING TO THE FOREGOING

Upon the Debtors' Emergency Motion for Entry of an Order (A) Authorizing the Debtors to Pay Pre-Petition Shipping and Warehousing Charges and (B) Authorizing Financial Institutions to Pay All Checks and Electronic Payment Requests Made by the Debtors Relating to the Foregoing, dated October 16, 2005 (the "Motion"),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 the Court;

¹ Capitalized terms used herein but not defined herein shall have the meanings ascribed to them in the Motion.

any responses to the Motion having been withdrawn or overruled on the merits; it appearing that the Court has jurisdiction over the subject matter of the Motion and the relief requested therein pursuant to 28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 Motion is in the best interests of the Debtors, their estates and their creditors; it appearing that notice of the Motion 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 Motion is granted.
2. The Debtors are authorized, but not directed, in their sole discretion, to pay pre-petition charges due to the remaining Shippers who were not paid pursuant to the Order (A) Authorizing the Debtors to Pay Pre-Petition Shipping and Warehousing Charges and (B) Authorizing Financial Institutions to Pay All Checks and Electronic Payment Requests by the Debtors Relating to the Foregoing, entered by the Court on October 24, 2005 (the “Remaining Shippers”), without further Court order; provided, however, that the amount to be paid pursuant to this Order may not materially exceed the amount Debtor’s counsel proffered at the October 31, 2005 hearing was due and owing to the Remaining Shippers as of the Commencement Date.
3. The Debtors, in their sole discretion, shall undertake appropriate efforts to cause Remaining Shippers being paid pre-petition amounts pursuant to the terms of this Order to acknowledge in writing that payment of such claims is conditioned upon the Remaining Shipper continuing to supply goods and services to the Debtors on trade terms that, at a minimum, such Remaining Shipper provided to the Debtors on a historical basis prior to the Commencement Date, or such other trade practices and programs that are at least as favorable to the Debtors as those in effect during such time, and the Debtors reserve the right to negotiate new trade terms with any Remaining Shipper as a condition to payment of any such claim.
4. All banks and other financial institutions on which checks were drawn or electronic payment requests made in payment of the pre-petition Shipping Charges approved herein are authorized to receive, process, honor and pay all such checks and electronic payment requests when

presented for payment; provided, however, that sufficient funds are available in the Debtors' bank accounts to cover such payments; provided, further, that all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Order.

5. The Debtors are authorized to reissue any check, electronic payment or otherwise, which was drawn in payment of any pre-petition Shipping Charges approved herein that is not cleared by a depository.

6. Nothing herein shall impair the Debtors' ability to contest, without prejudice, in their sole discretion, the validity and amounts of the Shipping Charges approved herein owing to the Remaining Shippers .

7. The Debtors do not concede that any liens (contractual, common law, statutory or otherwise) paid pursuant to this Order are valid, and the Debtors expressly reserve the right to contest the extent, validity, perfection or possible avoidance of all such liens.

8. Nothing herein shall be deemed to constitute the post-petition assumption of any executory contracts between the Debtors and the Remaining Shippers.

9. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

10. Notwithstanding the possible applicability of Fed. R. Bankr. P. 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

C.I.T. 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
Blaire, 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

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

The Herald Newspaper
500 Maryvill 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

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2400 Chipman Street
Knoxville, TN 37917

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101 Barclay St., Floor 21 West
New York, NY 10286
Attn.: Corp. Trust Administration

The Boyds Collection, Ltd.

Office of the U.S. Trustee
300 W. Pratt Street, Suite 350
Baltimore, MD 21201
Attn.: Sandra Manocchio

Securities and Exchange Commission
Branch of Reorganization
3475 Lenox Road NE, 1002
Atlanta, GA 30326

Internal Revenue Service
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End of Order