

United States Bankruptcy Court

District of Maryland
Baltimore Division

VOLUNTARY PETITION

Name of Debtor - (If individual, enter Last, First, Middle): The Boyds Collection, Ltd.	Name of Joint Debtor (Spouse) (Last, First, Middle): None
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): None	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all): 52-1418730	Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all):
Street Address of Debtor (No. & Street, City, State & Zip Code): 350 South Street McSherrystown, 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: (if different from address listed above)	

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 checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <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) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business	Filing Fee (Check one box) <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
Chapter 11 Small Business (Check all boxes that apply) <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)	

Statistical/Administrative Information (Estimates only) <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.								
Estimated Number of Creditors	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 type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" 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 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 type="checkbox"/>	<input checked="" type="checkbox"/>

THIS SPACE FOR COURT USE ONLY

Voluntary Petition (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, Ltd.	
Location Where Filed: None		Case Number	Date Filed
Pending Bankruptcy Case Filed By Any Spouse, Partner Or Affiliate Of This Debtor (If more than one, attach additional sheets)		Case Number	Date Filed
Name of Debtor None		Relationship	Judge
SIGNATURES			
Signature(s) of Debtor(s) (Individual/Joint) 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.		Exhibit A (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 checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition	
<input checked="" type="checkbox"/> _____ Signature of Debtor		Exhibit 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	
<input checked="" type="checkbox"/> _____ Signature of Joint Debtor		Exhibit C 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	
Telephone Number (If not represented by attorney) _____ Date _____		Signature of Non-Attorney Petition Preparer 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 _____	
Signature of Attorney <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 (212) 446-4900 Telephone Number Fax Number _____ Date <u>10-16-2005</u>		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 _____	
Signature of Debtor (Corporation/Partnership) 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.		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.	
<input checked="" type="checkbox"/> <u>Joseph E. Macharsky</u> Signature of Authorized Individual Joseph E. Macharsky Printed Name of Authorized Individual Chief Financial Officer Title of Authorized Individual _____ Date <u>10-16-2005</u>			

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., LP
2. Boyds Operations Inc.
3. The Boyds Collection - Pigeon Forge, LLC
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

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

In re	*	Case No. 05-_____ (____) through
	*	05-_____ (____)
The Boyds Collection, Ltd.¹	*	
	*	Chapter 11
Debtors.	*	(Jointly Administered under
	*	Case No. 05-_____ (____))
	*	

* * * * * * * * * * * * *

EXHIBIT “A” TO VOLUNTARY PETITION OF THE BOYDS COLLECTION, LTD.²

1. The Boyds Collection, Ltd.’s (the “Debtor”) securities are registered under Section 12 of the Securities and Exchange Act of 1934, and the Securities and Exchange Commission file number is 1-14843.

2. The following financial data prepared in connection with the Debtor’s Form 10-Q, for the quarterly period ended June 30, 2005 and filed with the Securities and Exchange Commission, is the latest available information and refers to the consolidated books and records reflecting the Debtors’ financial condition as of June 30, 2005.
 - a. Total assets: \$66.9 million

 - b. Total debts: \$101.7 million

 - c. Debt Securities held by more than 500 holders:
 - 9% Senior Subordinated Notes Due 2008

 - d. Number of shares of preferred stock: No shares issued or outstanding

 - e. Number of shares of common stock: 59,008,133³

 - f. Approximate number of common stock holders: 1,883⁴

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.

² Nothing contained herein shall constitute an admission or waiver by the Debtor. The Debtor reserves all rights to assert that any debt or claim listed herein is in fact a disputed claim or debt. Furthermore, the Debtor reserves the rights to challenge the priority, nature or status of any claim or debt.

³ Shares outstanding as of July 25, 2005.

3. Brief description of Debtor's business: The Debtor is a designer, importer and distributor of hand-crafted plush toys, gifts, collectibles and specialty items sold through various retail channels, as well as the Debtor's own retail outlets.
4. List of the names of any persons who directly or indirectly own, control, or hold, with power to vote, 5% or more of the voting securities of debtor:
 - Kohlberg, Kravis Roberts & Co. L.P.
 - The GJL L.L.C.
 - Gary M. Lowenthal

⁴ As of March 22, 2005, as reported in the Debtor's Form 10-K for the fiscal year ended December 31, 2004.

United States Bankruptcy Court

District of Maryland
Baltimore Division

In re **The Boyds Collection, Ltd.**

Case No. _____
(If Known)

Debtor

Chapter 11

Exhibit "C" to Voluntary Petition

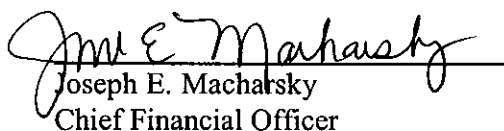
- 1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):**
None
- 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 "Corporation"), a Maryland corporation, hereby certifies as follows:

1. I am the duly qualified and elected Chief Financial Officer of the Corporation and, as such, I am familiar with the facts herein certified and I am duly authorized to certify same on behalf of the Corporation.
2. Attached hereto is a true, complete and correct copy of the Resolution Of The Board Of Directors Of The Boyds Collection, Ltd (the "Resolution"), duly adopted at a properly convened meeting of the Board of The Boyds Collection, Ltd. on October 16, 2005 by a majority of the votes of the quorum of directors there present, in accordance with the by-laws of the Corporation.
3. Such Resolution 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 resolution of the Board of Directors of the Corporation relating to the matters set forth in the Resolution 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

**RESOLUTION OF THE BOARD OF DIRECTORS OF
THE BOYDS COLLECTION, LTD.**

As of this 16th day of October, 2005, the members constituting a majority of the votes of a quorum of members of the board of directors (the “Board of Directors”) of The Boyds Collection, Ltd., a Maryland corporation (the “Corporation”), acting under the authority granted by the provisions of the Maryland General Corporation Law, took the following actions and adopted and consented to the following resolutions:

WHEREAS, the Board of Directors reviewed the materials presented by the management and the financial and legal advisors of the Corporation regarding the liabilities and liquidity situation of the Corporation, the strategic alternatives available to it, and the impact of the foregoing on the Corporation’s businesses; and

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the financial and legal advisors of the Corporation and fully consider each of the strategic alternatives available to the Corporation.

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 Board of Directors, it is desirable and in the best interests of the Corporation, its creditors, stockholders, and other parties in interest, that the Corporation 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 Corporation (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 Corporation 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 Corporation in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Corporation’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 Corporation in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Corporation'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 Corporation in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Corporation'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 Corporation in carrying out its duties under title 11 of the United States Code, and to take any and all actions to advance the Corporation'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 Corporation 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 Corporation, 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 Corporation; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the Corporation’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 Corporation, 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 Corporation.

III. Subsidiary Stockholder Actions.

BE IT FURTHER RESOLVED THAT: Each of the Authorized Officers of the Corporation be, and hereby is, authorized and empowered to take all actions or to not take any action in the name of the Corporation as the stockholder or member of any Subsidiary stock held by the Corporation, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officer’s sole discretion, including, without limitation, the authorization of stockholder resolutions and agreements necessary to authorize the execution, delivery and performance pursuant to the Loan and Security Agreement, guaranties, pledge agreements and other Loan Documents or the election of directors.

IV. 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 Corporation 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 Corporation, 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;

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 Corporation, 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; and

BE IT FURTHER RESOLVED THAT: This Resolution of the Board of Directors may be executed in one or more counterparts (including by means of facsimile), each of which shall be deemed an original but all of which together will constitute one and the same instrument.

DIRECTORS:

/s/ Jan L. Murley
Jan L. Murley, Director

/s/ Scott M. Stuart
Scott M. Stuart, Director

/s/ Marc Lipschultz
Marc Lipschultz, Director

/s/ Simon E. Brown
Simon E. Brown, Director

/s/ Brent Somers
Joseph E. Macharsky

/s/ Ann T. Buivid
Simon E. Brown, Director

/s/ James McCann
James McCann, Director

/s/ Edwin L. Artzt
Edwin L. Artzt, Director

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)
Bank of New York 101 Barclay St., Floor 21 West Attn.: Corp. Trust Admin., Boyds New York, NY 10286				\$34,392,000.00

0 continuation sheet(s) attache

Date _____

Debtor _____

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

In re * Case No. 05-____ () through
* 05-____ ()
The Boyds Collection, Ltd.,¹ *
*
* **Debtor.** * Chapter 11
* (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.)

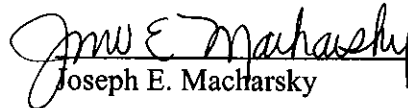
DECLARATION

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 The Boyds Collection, Ltd., 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.