

SO ORDERED



DUNCAN W. KEIR
U. S. BANKRUPTCY JUDGE

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

In re * Case Nos. 05-43793; 05-43805; 05-43824;
* 05-43833; 05-43838; 05-43863; 05-43816;
The Boyds Collection, Ltd., et al.¹ * 05-43848; and 05-43857
*
Debtors. *
*
* Chapter 11
*

* * * * *

ORDER (A) AUTHORIZING, BUT NOT DIRECTING, THE DEBTORS TO PAY CERTAIN PREPETITION (I) WAGES, SALARIES, AND OTHER COMPENSATION, (II) EMPLOYEE MEDICAL AND SIMILAR BENEFITS AND (III) REIMBURSABLE EMPLOYEE EXPENSES; (B) TO MAKE DEDUCTIONS FROM EMPLOYEES' PAYCHECKS; AND (C) AUTHORIZING AND DIRECTING BANKS AND FINANCIAL INSTITUTIONS TO PAY ALL CHECKS AND ELECTRONIC PAYMENT REQUESTS MADE BY THE DEBTORS RELATING TO THE FOREGOING

Upon the Debtors' Emergency Motion for an Order (A) Authorizing, but not Directing, the Debtors to Pay Certain Pre-Petition (I) Wages, Salaries, and Other Compensation,

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.

(II) Employee Medical and Similar Benefits and (III) Reimbursable Employee Expenses; (B) to Make Deductions From Employees' Paychecks; and (C) Authorizing and Directing Banks and Other Financial Institutions to Receive Process, Honor, and Pay All Checks Presented for Payment and Electronic Payment Requests Relating to the Foregoing, dated October 16, 2005;² 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and upon the arguments and testimony presented at a hearing before the Court; any responses to the Motion having been withdrawn or overruled on the merits; and it appearing that the Court has jurisdiction over the subject matter of the Motion and the relief requested therein pursuant to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, to honor and pay the Employee Wages and Benefits in accordance with the Debtors' stated policies and pre-petition practices, and in the ordinary course of the Debtors' businesses, including, but not limited to, the Unpaid Compensation, the Medical and Dental Insurance, the Workers' Compensation Program, Vacation Time, Personal Time, the 401(k) Plan, the Life Insurance and Disability Benefits and the D&O Policies, that have been earned, accrued, or vested, in accordance with the Bankruptcy Code to the extent that the sum of all payments to each individual employee does not exceed the statutory cap set forth in section 507(a)(4) of the Bankruptcy Code.

² Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Motion.

3. The Unpaid Temporary Compensation shall be considered at a hearing on October 19, 2005 at 11:00 a.m.

4. The Debtors are authorized, but not directed, to pay the Reimbursable Expenses in accordance with the Debtors' stated policies and pre-petition practices.

5. The Debtors are authorized to continue to allocate and distribute the Deductions and the Payroll Taxes in accordance with the Debtors' stated policies and pre-petition practices.

6. In accordance with this Order and any other order of this Court, the Debtors are authorized, but not directed, to pay all processing fees associated with, and all costs incident to, payment of the Employee Wages and Benefits and the Reimbursable Expenses.

7. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the pre-petition obligations approved herein are authorized and directed 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.

8. 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.

9. The Debtors shall serve a copy of this Order on the parties listed on the attached Order Service List.

END OF ORDER

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
Blair, 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

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P.O. Box 7247-0244
Philadelphia, PA 19170-0001

UPS
P.O. Box 7247-0244
Philadelphia, PA 19170-0001

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Halifax, NS B3J 3B7

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New York, NY 10286
Attn.: Corporate Trust Administration
The Boyds Collection, Ltd.

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300 W. Pratt Street, Suite 350
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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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Philadelphia, PA 19114

U.S. Attorney

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