

SO ORDERED



DUNCAN W. KEIR
U. S. BANKRUPTCY JUDGE

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

In re

The Boyds Collection, Ltd., et al.¹

Debtors.

* Case Nos. 05-43793; 05-43805; 05-43824;
* 05-43833; 05-43838; 05-43863; 05-43816;
* 05-43848; and 05-43857
*
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* Chapter 11
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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and upon the arguments and testimony presented at a hearing before the Court; any responses to the Motion having been withdrawn or overruled on the merits; and it appearing that the Court has jurisdiction over the subject matter of the Motion and the relief requested therein pursuant to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

