

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
*
*
* Chapter 11
*

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**FIRST INTERIM ORDER AUTHORIZING USE OF CASH
COLLATERAL PURSUANT TO SECTION 363 OF THE
BANKRUPTCY CODE AND SCHEDULING INTERIM
HEARING PURSUANT TO FED. R. BANKR. P. 4001(c)**

Upon the motion, dated October 16, 2005 (the "Motion"), of Boyds
Collection, Ltd. ("Borrower") and certain of its subsidiaries in the above-captioned

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.

chapter 11 cases (the “Subsidiary Guarantors” and, together with Borrower, the “Debtors”) for the entry of Orders authorizing them to obtain post-petition financing pursuant to sections 363 and 364 of title 11 of the United States Code (the “Bankruptcy Code”) by entering into that certain Debtor-in-Possession Credit and Guaranty Agreement, dated as of October 16, 2005, as the same may be amended, supplemented or otherwise modified from time to time (the “Post-Petition Credit Agreement,” and together with all agreements, documents, notes, instruments and any other agreements delivered thereto or in connection therewith, the “Loan Documents”),² by and among Borrower, certain of its subsidiaries, the lender or lenders identified in the Post-Petition Credit Agreement (the “Lenders”), Bank of America, N.A, as the initial L/C Issuer and as the administrative agent and collateral agent for the Lenders and the L/C Issuer (together with its successor and permitted assigns in such capacities, the “Administrative Agent”), subject to the terms and conditions set forth herein and in the Post-Petition Credit,

IT HEREBY IS ORDERED, THAT:

1. The Debtors are authorized to use Cash Collateral pursuant to the terms of the Budget and subject to the terms and conditions, including the granting of adequate protection, approved by the Court on the record at the hearing held on October 17, 2005, all to be more definitively documented in an interim order (the “Second Interim Order”) to be considered by the Court at the Second Interim Hearing which is scheduled to occur on October 19, 2005 at 11:00 a.m.

² Unless otherwise defined herein, all capitalized terms used herein have the meanings ascribed to such terms in the Post-Petition Credit Agreement.

2. 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

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

WCI TN - Knoxville
2400 Chipman Street
Knoxville, TN 37917

Willkie Farr & Gallagher LLP
The Equitable Center
787 Seventh Avenue
New York, NY 10019-6099
Attn.: Steven Wilamowsky

Whiteford Taylor & Preston LLP
7 Saint Paul Street
Baltimore, MD 21202-1626
Attn.: Martin T. Fletcher

Paul Hastings Janofsky & Walker LLP
75 East 55th Street
New York, NY 10022
Attn.: Andrew Rosenberg

Mayer Brown Rowe & Maw LLP
1675 Broadway
New York, NY 10019-5820
Attn.: Frederick D. Hyman

Moore & Van Allen PLLC
100 North Tryon Street, Suite 4700
Charlotte, NC 28202-4003
Attn.: Alan W. Pope

Bank of New York
101 Barclay St., Floor 21 West
New York, NY 10286
Attn.: Corporate 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
P.O. Box 21126
Philadelphia, PA 19114

U.S. Attorney
District of Maryland
36 S. Charles St., 4th Floor
Baltimore, MD 21201-3020