

Statement of Financial Affairs

General Notes

Note 1: The Statement of Financial Affairs (the “Statement”) has been prepared by the Debtor’s management and is unaudited. While management of the Debtor has made every reasonable effort to ensure that the Statement is accurate and complete based upon information that was available at the time of preparation, the subsequent receipt of information may result in material changes in financial data contained in the Statement and inadvertent errors or omissions may exist. To the extent the Debtor discovers additional information that may suggest a material difference, the Debtor will amend the Statement to reflect such changes. Accordingly, the Debtor reserves all rights to amend its Statement as may be necessary or appropriate.

Note 2: Unless otherwise indicated, all amounts are listed as of the close of business on October 16, 2005.

Note 3: It would be prohibitively expensive and unduly burdensome to obtain current market valuations of the Debtor’s property interests. Accordingly, unless otherwise indicated, the Statement reflects the net book values, rather than current market values, of the Debtor’s assets and may not reflect the net realizable value.

Note 4: The Statement does not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles, nor are they intended to fully reconcile to any financial statements otherwise prepared and/or distributed by the Debtor.

Note 5: The claims of individual creditors for, among other things, goods, products, services or taxes are listed as the amounts entered on the Debtor’s books and records and may not reflect credits, allowances or other adjustments due from such creditors to the Debtor. The Debtor reserves all of its rights respecting such credits, allowances and other adjustments.

Note 6: The Debtor estimates that prior to October 16, 2005, it accrued certain current expenses and other long-term liabilities that either are not payable at this time or have not yet been reported and, therefore, are not otherwise set forth in the Statement. The accrued liabilities, for which the Debtor has accrued reserves, relate to, among other things, workers’ compensation plans, vacation policies, litigation, environmental programs and federal, state and local taxes.

Note SOFA 3.b: - The Boyds Collection, Ltd., LP

While there are officers and directors of The Boyds Collection, Ltd., in accordance with the Debtors' cash management system any monetary compensation for services is paid from The Boyds Collection Ltd., LP to such officers and directors.

Note SOFA 7 – The Boyds Collection, Ltd., LP

While the Debtor has made every reasonable effort to ensure that all donations aggregating over \$100 per recipient have been set forth in response to SOFA 7, inadvertent omissions may have occurred due to the number of donations of individual product valued at less than \$100 made by the Debtor annually. To the extent the Debtor discovers additional information that may suggest a material difference, the Debtor will update SOFA 7 to reflect such changes.

**United States Bankruptcy Court
District of Maryland (Baltimore Division)**

In re The Boyds Collection, Ltd., L.P.

Debtor(s)

Case No. 05-43805DKChapter 11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs.

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within the six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE (if more than one)
\$108,407,068.00	2003 Wholesale and Retail Business
\$93,878,173.00	2004 Wholesale and Retail Business
\$51,740,839.00	2005 Wholesale and Retail Business through 10/16/05

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$1,352,702.00	2003 Other Miscellaneous Income
\$1,356,903.00	2004 Other Miscellaneous Income
\$2,490,523.00	2005 Other Miscellaneous Income through 10/16/05

3. Payments to creditors

- None a. List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within **90 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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- None b. List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Jan Murley 350 South Street Mc Sherrystown, PA 17344 Chief Executive Officer	Various	\$547,936.00	\$0.00
Joseph Macharsky 350 South Street Mc Sherrystown, PA 17344 Chief Financial Officer	Various	\$208,881.00	\$0.00
Michael Prager 350 South Street Mc Sherrystown, PA 17344 Officer	Various	\$415,486.00	\$0.00
William Feast 4105 Greenway Frederick, MD 21701 Former Officer	Various	\$459,718.00	\$0.00
Catherine Clark 2535 Waterside Drive Frederick, MD 21701 Former Officer	Various	\$289,994.00	\$0.00
Brent Somers/Somers Assoc. 6601 Limberlost Court Solon, OH 44139 Director	Various	\$50,084.00	\$0.00
Ann T. Buvid 44 Fern Valley Road Weston, CT 06883 Director	Various	\$32,145.00	\$0.00
Jim McCann 11 Bonnie Heights Road Manhasset, NY 11030 Director	Various	\$24,000.00	\$0.00
Kohlberg, Kravis Roberts & Co., LP 9 West 57th Street New York, NY 10019 Shareholder	Various	\$247,852.25	\$0.00

4. Suits and administrative proceedings, executions, garnishments and attachments

- None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
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- None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

- None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Children's Hope Foundation 11 Park Place, Ste 1203 New York, NY 10007	N/A	12/16/04	Plush toys \$1,708.12
Children's Toy Closet Yale New Haven, 20 York Street, WP127 New Haven, CT 06510	N/A	12/16/04	Plush toys \$1,860.72

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Community Partners of Dallas 2355 Stemmons Fairway, Rainbow Room Dallas, TX 75207	N/A	12/16/04	Plush toys \$1,835.28
El Museo Del Barrio 1230 5th Ave New York, NY 10029	N/A	12/16/04	Plush toys \$1,055.28
Kids in Distressed Situations 98 Main Ave Elmwood Park, NJ 07407	N/A	12/16/04	Plush toys \$8,596.62
National Head Start Association ATTN: Michael McGrady 423 Calvert Ave Alexandria, VA 22301	N/A	12/16/04	Plush toys \$24,901.20
Operation Santa Claus 222 N. 17th Street, 2nd Floor Philadelphia, PA 19103	N/A	12/16/04	Plush toys \$1,055.28
Puerto Rican Family Institute 145 West 15th St., 2nd Floor New York, NY 10011	N/A	12/16/04	Plush toys \$1,028.16
Rainbow Rooms of Texas 221 West Loop South, Suite 329 Houston, TX 77027	N/A	12/16/04	Plush toys \$2650.68
Safe Horizon- Main Branch 23rd Floor, 2 Lafayette Street New York, NY 10007	N/A	12/16/04	Plush toys \$1,627.44
William Smith Sr. Tri-County Child Development Council 10850 Wilcrest, Suite 900 Houston, TX 77099	N/A	12/16/04	Plush toys \$1,028.16
Treasure Chest Fund, Inc. 33501 Geneva Road Burlington, WI 53105	N/A	12/16/04	Plush toys \$5,134.44
Florida State Foster Parent Association The Woods Group American Industrial Center 250 National Place, Unit 142 Longwood, FL 32750	N/A	12/16/05	Plush toys \$33,383.94
Save the Children Knott City Central High School, 96 Perkins Madden Hindman, KY 41822	N/A	12/16/05	Plush toys \$1,055.28
Airline Ambassadors 1625 West Crosby Road, Suite 132 Carrollton, TX 75006	N/A	12/16/04	Plush toys \$1,906.32
The Today Show (NBC) Toys For Tots 30 Rockefeller Plaza New York, NY 10019	N/A	7/18/05	Plush toys \$35,315.72
Baltimore City Detention Center 401 Eager Street Baltimore, MD 21202	N/A	11/9/04	Plush toys \$276.48

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Hartford Community Church 3 Vale Rd. Suite 100 Bel Air, MD 21014	N/A	11/15/04	Plush toys \$337.92
WSBA/WARM 5969 Susquehanna Plaza Drive York, PA 17406	N/A	11/18/04	Plush toys \$1,536.00
PA Fire & Emergency Service Inst. 223 State St. Harrisburg, PA 17101	N/A	11/22/04	Plush toys \$243.00
Institute For Educational Achievement 381 Madison Avenue New Milford, NJ 07646	N/A	12/2/04	Plush toys \$989.00
Kids For Kids 2005 Structural Displays Inc. 12-12 33rd Ave Long Island City, NY 11106	N/A	4/29/05	Plush toys \$8,217.62
American Cancer Society 8219 Towson Town Center Drive Baltimore, MD 21236	N/A	11/8/04	Plush toys \$640.00
Shippensburg Kiwanis 73 Diller Dr. Shippensburg, PA 17257	N/A	12/14/04	Plush toys \$5,350.00
Care Bags Foundation 209 1st Ave. East New Sharon, IA 50207	N/A	1/14/05	Plush toys \$458.25
FTC Warehouse 1111 Corporate Rd. North Brunswick, NJ 08902-1441	N/A	1/27/05	Plush toys \$3,548.40
Children First 9306 Pagoda Dr. Louisville, KY 40229-1560	N/A	1/27/05	Plush toys \$2,216.16
Hugs Across America 90 Plandome Rd. Manhasset, NY 11030	N/A	1/31/05	Plush toys \$2,116.80
Alfred S. Carr Center 1035 Beverly Ave. Zanesville, OH 43701	N/A	2/21/05	Plush toys \$1,911.00
American Cancer Society 8219 Towson Town Center Drive Nottingham, MD 21236	N/A	2/21/05	Plush toys \$1,290.24
American Cancer Society 8219 Towson Town Center Nottingham, MD 21236	N/A	3/4/05	Plush toys \$9,214.56
Employment East 1628 East Market St York, PA 17403	N/A	3/8/05	Plush toys \$110.40
American Cancer Society 320 Bilmar Dr. Pittsburgh, PA 15205	N/A	3/10/05	Plush toys \$1,854.72
American Cancer Society 8219 Towson Town Center Drive Nottingham, MD 21236	N/A	3/14/05	Plush toys \$1,002.51

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Paul's Place 1118 Ward St. Baltimore, MD 21230-1817	N/A	3/24/05	Plush toys \$393.72
St. Ambrose Outreach Center 3445 Park Heights Ave., Baltimore, MD 21215	N/A	3/24/05	Plush toys \$579.00
Greater Baltimore Crisis Pregnancy 2418 St. Paul St. Baltimore, MD 21218	N/A	3/24/05	Plush toys \$1,922.28
Children's Aid Society 105 East 22nd Street, Suite 514 New York, NY 10010	N/A	12/16/05	Plush toys \$24,201.48
Business Parkway c/o #9901 Business Parkway, Suite M Lanham, MD 20706	N/A	3/24/05	Plush toys \$25,082.28
Maryland Food Bank 2200 Hale Thorpe Farms Rd Halethorpe, MD 21227	N/A	3/24/05	Plush toys \$28,950.00
Big Brothers and Sisters 153 Carlisle Street Gettysburg, PA 17325	N/A	3/24/05	Plush toys \$1,158.00
Change Inc. Address Unknown	N/A	3/24/05	Plush toys \$579.00
Lutheran Social Services 800 Bollinger Drive Shrewsbury, PA 17361	N/A	3/24/05	Plush toys \$115.80
Girl Scouts 1600 Mt. Zion Road York, PA 17401	N/A	3/24/05	Plush toys \$4,365.66
Gettysburg Area - Dollars for Scholars 125 Waterworks Road Gettysburg, PA 17325	N/A	3/24/05	Plush toys \$115.80
Children's Aid Society 105 East 22nd Street Suite 514 New York, NY 10010	N/A	3/24/05	Plush toys \$173.70
Adams-Hanover Counseling Services 650 Elm Avenue Hanover, PA 17331	N/A	3/24/05	Plush toys \$868.50
Adams Coalition Prevent Teen Pregnancy 11 N. Third Street Harrisburg, PA 17101	N/A	3/24/05	Plush toys \$115.80
Hoffman Home 815 Orphanage Road Littlestown, PA 17340	N/A	3/24/05	Plush toys \$579.00
Adams County Children & Youth Services 100 N. Stratton St. Gettysburg, PA 17325	N/A	3/24/05	Plush toys \$266.34
The Center/El Centro 137 S. Washington St. Gettysburg, PA 17325	N/A	3/24/05	Plush toys \$115.80

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Gettysburg Senior Center 142 N. Stratton Street Gettysburg, PA 17325	N/A	3/24/05	Plush toys \$231.60
Gettysburg Church of the Brethren 1710 Biglerville Road Gettysburg, PA 17325	N/A	3/24/05	Plush toys \$602.16
UCP-Mentor Children of Parents in Prison 123 Buford Avenue Gettysburg, PA 17325	N/A	3/24/05	Plush toys \$694.80
Adams County Head Start 705 Old Harrisburg Road Gettysburg, PA 17325	N/A	3/24/05	Plush toys \$289.50
ARC of Adams County 15 Rice Avenue Biglerville, PA 17307	N/A	3/24/05	Plush toys \$277.92
Rural Opportunities 2150 Cralisle Road Aspers, PA 17304	N/A	3/24/05	Plush toys \$2,316.00
Diocese of Wilmington 1925 Delaware Ave. Wilmington, DE 19806	N/A	3/24/05	Plush toys \$3,184.50
Gettysburg Hospital 147 Gettys Street Gettysburg, PA 17325	N/A	3/28/05	Plush toys \$2,084.40
YMCA of Littlestown 95 Keystone Street Littlestown, PA 17340	N/A	3/28/05	Plush toys \$231.60
LIU #12 65 Billerbeck Street New Oxford, PA 17350	N/A	3/28/05	Plush toys \$231.60
Adams County Office on Aging 318 Middle Street Gettysburg, PA 17325	N/A	3/28/05	Plush toys \$289.50
Generacion Diez 353 Buford Avenue Gettysburg, PA 17325	N/A	3/28/05	Plush toys \$579.00
Watershed Alliance/Upper Adams Jaycees 2880 Table Rock Road Biglerville, PA 17307	N/A	3/28/05	Plush toys \$324.24
Hospice of the Good Shepherd 1075 Old Harrisburg Road Gettysburg, PA 17325	N/A	3/28/05	Plush toys \$231.60
York Area Assoc. Educat. Young Children 800 E. King Street York, PA 17403	N/A	3/28/05	Plush toys \$1,158.00
Manito 157 Lefever Street Gettysburg, PA 17325	N/A	3/28/05	Plush toys \$521.10

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Adams County Housing Authority Strides 40 East High St. Gettysburg, PA 17325	N/A	3/28/05	Plush toys \$625.32
YMCA of Gettysburg and A.C. 909 Fairfield Road Gettysburg, PA 17325	N/A	3/28/05	Plush toys \$1,933.86
Pathfinders Address Unknown	N/A	3/28/05	Plush toys \$185.28
SCCAP Waters Street Gettysburg, PA 17325	N/A	3/28/05	Plush toys \$138.96
New Life Outreach 458 N. 52nd Street Philadelphia, PA 19139	N/A	3/28/05	Plush toys \$138.96
American Society For Deaf Children 3820 Hartzdale Drive Camp Hill, PA 17011	N/A	3/28/05	Plush toys \$868.50
Brethren Home 2990 Cralisle Pike New Oxford, PA 17350	N/A	3/28/05	Plush toys \$196.86
Arizona Helping Hands, Inc. 3770 East Bell Rd/Storage USA Phoenix, AZ 85032	N/A	12/16/04	Plush toys \$11,016.12
Adams County Literacy Council 34 Foth Alley Gettysburg, PA 17325	N/A	3/28/05	Plush toys \$162.12
Lutheran Home 1075 Old Harrisburg Road Gettysburg, PA 17325	N/A	3/28/05	Plush toys \$972.72
Orchard Springs Fellowship Church 2140 Carlisle Road Aspers, PA 17304	N/A	3/28/05	Plush toys \$173.70
United Way/Collaborating For Youth 123 Buford Avenue Gettysburg, PA 17325	N/A	3/28/05	Plush toys \$463.20
Ernst Trucking & Warehousing 20275 E. Bus. Pkwy Walnut, CA 91789	N/A	6/2/05	Plush toys \$5,557.43
Anna Rundel Food Bank 1400 Crownsville Rd. Crownsville, MD 21032	N/A	6/8/05	Plush toys \$22,620.24
Fairfield Elementary c/o Fairfield School District 4840 Fairfield Road Fairfield, PA 17320	N/A	6/15/05	Plush toys \$726.00
All American Storage Attn: NASCAR Unit D-17 1001 N. Tyron St. Charlotte, NC 28206	N/A	6/15/05	Plush toys \$9,596.00
Fairfield Parent Teacher Organization c/o Fairfield School District 4840 Fairfield Road Fairfield, PA 17320	N/A	7/5/05	Plush toys \$1,680.00

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
Camp Cadet c/o Trooper Garcia PA State Police 679 Franklin Farms Lane Chambersburg Station Chambersburg, PA 17201	N/A	7/15/05	Plush toys \$267.50
Susan B. Komen Breast Cancer FD 200 E. Joppa Road, Suite 407 Towson, MD 21286	N/A	7/15/05	Plush toys \$1,290.24
O'Dwyer Retreat House 5523 York Road Sparks Glencoe, MD 21152	N/A	8/12/05	Plush toys \$337.92
Women and Children's Hospital of Buffalo Attn: Childlife Dept. 219 Byrant Street Buffalo, NY 14222	N/A	8/30/05	Plush toys \$308.10
Refugee Shelters 1341 Forest Ridge Court Birmingham, AL 35226-3201	N/A	9/2/05	Plush toys \$971.53
Mary Allen 816 Comer Square Bel Air, MD 21014	N/A	9/20/05	Plush toys \$307.20
Gettysburg Hospital Foundation PO Box 3995 Gettysburg, PA 17325		8/31/05	Plush toys \$3,088.00
Rolling Acres Elementary School c/o The Littlestown School District 162 Newark Street Littlestown, PA 17340		12/14/04	Plush toys \$322.50

8. Losses

- None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case.** (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Willkie Farr & Gallagher LLP 787 Seventh Avenue New York, NY 10019	10/12/2005	\$48,707.02
Kirkland & Ellis LLP 153 East 53rd Street New York, NY 10022	9/13/2005; 10/7/2005	\$450,000.00

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Houlihan Lokey Howard & Zuhn 245 Park Avenue New York, NY 10167	7/8/05; 9/23/05	\$279,912.73
Swidler Berlin LLP 3000 K Street #300 Washington, DC 20007	10/13/05	\$50,000.00
Adam Friedman Associates, Inc. 11 East 44th Street 5th Floor New York, NY 10017	10/14/05	\$30,000.00
Paul, Weiss, Rifkind, et al LLP 1285 Avenue of the Americas New York, NY 10019-6031	9/28/05	\$10,000.00
The Garden City Group, Inc. 105 Maxess Road Melville, NY 11747	10/13/05	\$5,000.00

10. Other transfers

None List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Elaine Blake 2037 Country Road 804 Wedowee, AL 36278 Former Employee	2/14/04	Computer \$200.48
Anthony Paganelli 7 Vineyard Avenue Clinton, MA 01510 Former Employee	12/14/04	Computer \$201.45
Rose Anania 21210 Arbor Court Elkhorn, NE 68022 Former Employee	12/14/04	Computer \$200.48
Sandra Andres 2783 Prairie Circle Verona, WI 53593 Former Employee	12/14/04	Computer \$205.42
Kathleen Arledge 7123 Hollyglen Drive Stokesdale, NC 27357 Former Employee	12/14/04	Computer \$203.75
Jamie Bernhardt 2035 NE 80th Street Bismarck, ND 58501 Former Employee	12/14/04	Computer \$197.97
Cynthia Bulger 22235 Lark Street Grand Terrace, CA 92313 Former Employee	12/14/04	Computer \$203.75

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Geraldine Bulman 3343 E Mercer Lane Phoenix, AZ 85028 Former Employee	12/14/04	Computer \$185.60
Vannesa Byrd 105 Chase Lane Fredericksburg, VA 22401 Former Employee	12/14/04	Computer \$197.32
Kevin Claxton 1000 N Park Circle Grimes, IA 50111 Former Employee	12/14/04	Computer \$203.75
Christy Coffman 832 Silverpeak Rd Sherwood, AR 72120 Former Employee	12/14/04	Computer \$207.13
Juliana Creem 21 Bourndale Road North Manhasset, NY 11030 Former Employee	12/14/04	Computer \$211.33
Kristi Deane-Peterson 6220 Harwood Way Granite Bay, CA 95746 Former Employee	12/14/04	Computer \$203.75
Randy Bishop 309 W Maple Liberty Center, OH 43532 Former Employee	12/14/04	Computer \$195.77
Cathi Dovico 56 Holbrook Lane Atherton, CA 94027 Former Employee	12/14/04	Computer \$203.75
Kathleen Fett 15415 Conroe Drive Conroe, TX 77384 Former Employee	12/14/04	Computer \$185.60
Amy Franson 8608 Hunters Trace Lane Plano, TX 75024 Former Employee	12/14/04	Computer \$185.60
Linda Hagman 248 New Waterford Place Longwood, FL 32779 Former Employee	12/14/04	Computer \$185.60
Barbara Harper 912 Kable Circle Nashville, TN 37211 Former Employee	12/14/04	Computer \$372.11
Gary Haseker 812 Castlewood Drive New Albany, IN 47150 Former Employee	12/14/04	Computer \$195.47

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Rae Hilton 388 Whitfield Drive Lexington, KY 40509 Former Employee	12/14/04	Computer \$203.75
Victoria Howard 2105 Renwick Drive Springfield, IL 62704 Former Employee	12/14/04	Computer \$194.25
Lisa Johnsen 2105 Renwick Drive Springfield, IL 62704 Former Employee	12/14/04	Computer \$185.60
Kimberly Johnston 3110 Phelps Road West Suffield, CT 06093 Former Employee	12/14/04	Computer \$200.48
Kimberly Katch 7485 Windwood Beach Drive Linden, MI 48451 Former Employee	12/14/04	Computer \$197.01
Deborah Kruk-Kratz 93 North Dawes Avenue Kingston, PA 18704 Former Employee	12/14/04	Computer \$194.46
Kerri Lamers 47 Chinchuba Court Mandeville, LA 70448 Former Employee	12/14/04	Computer \$199.84
Sheila Larossa 8621 San Marino Drive Boise, ID 83704 Former Employee	12/14/04	Computer \$209.91
Lynn Lawson 24365 Sunnycrest Drive Diamond Bar, CA 91765 Former Employee	12/14/04	Computer \$203.75
Jennifer Lee 337 Liberty Street Long Branch, NJ 07740 Former Employee	12/14/04	Computer \$195.77
Ronald Marchant 5622 Timber Steep San Antonio, TX 78250 Former Employee	12/14/04	Computer \$185.60
Robin Martin 20 Lee Avenue Schenectady, NY 12303 Former Employee	12/14/04	Computer \$211.33
Tiffnie Mason 6881 Portage Glen NW Canton, OH 44720 Former Employee	12/14/04	Computer \$195.77

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Jennifer Maxfield 4075 W Troon Pleasant Grove, UT 84062 Former Employee	12/14/04	Computer \$205.42
James Mays 1814 Northwood Drive Knoxville, TN 37923 Former Employee	12/14/04	Computer \$185.60
Scott Montgomery 3800 Virginia Avenue Wayzata, MN 55391 Former Employee	12/14/04	Computer \$204.58
Joyce Moore 26740 Broadway Novi, MI 48374 Former Employee	12/14/04	Computer \$187.01
Carol Nooney 12812 Harney Road Taneytown, MD 21787 Former Employee	12/14/04	Computer \$185.60
Eric Palesky 690 Lake Medlock Drive Alpharetta, GA 30022 Former Employee	12/14/04	Computer \$203.75
Denise Paquin 5 Cloverdale Road Providence, RI 02905 Former Employee	12/14/04	Computer \$207.13
Bettie Pardington 10324 Oakmont Lenexa, KS 66215 Former Employee	12/14/04	Computer \$200.48
Geraldine Read 3501 Folsom Drive Sacramento, CA 95816 Former Employee	12/14/04	Computer \$203.75
Bill Richards 3301 Melanie Lane Plano, TX 75023 Former Employee	12/14/04	Computer \$185.60
Linda Robart 2694 SE Meadowlark Drive Hillsboro, OR 97123 Former Employee	12/14/04	Computer \$214.22
Karen Ross 17340 Barnwood Drive Peyton, CO 80831 Former Employee	12/14/04	Computer \$199.30
Elissa Buggieri 34 Esworthy Terrace Gaithersburg, MD 20878 Former Employee	12/14/04	Computer \$209.73

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
Deborah Shriver 518 Thomas Circle Coatesville, PA 19320 Former Employee	12/14/04	Computer \$194.46
Nancy Semmelann 284 Bear Swamp Road Chenango Forks, NY 13746 Former Employee	12/14/04	Computer \$211.23
Cathy Smith 8096 Kilkelly Lane Jacksonville, FL 32244 Former Employee	12/14/04	Computer \$185.60
Regina Sneed 3411 W Picardy Court Thiensville, WI 53092 Former Employee	12/14/04	Computer \$205.42
Kent Spencer 33 Dickinson Drive Hanover, PA 17331 Former Employee	12/14/04	Computer \$194.46
Pamela Strupp 2803 1/2 16 Street Moline, IL 61265 Former Employee	12/14/04	Computer \$194.25h
Terry Tavrner 4010 S Florence Place Tulsa, OK 74105 Former Employee	12/14/04	Computer \$205.93
Trisha Tokar 818 S Catalina Avenue Unit B Redondo Beach, CA 90277 Former Employee	12/14/04	Computer \$203.75
Margaret Torrey 23812 E Railroad Avenue Otis Orchards, WA 99027 Former Employee	12/14/04	Computer \$185.60
Mark Vankeren PO BOX 80523 Billings, MT 59108 Former Employee	12/14/04	Computer \$203.75
Cyndee Vansweden 1400 Cresent Street Former Employee	12/14/04	Computer \$203.75
Jamie Weikardt 214 West Middle Street Gettysburg, PA 17325 Former Employee	12/14/04	Computer \$194.46
Deborah Wesley 14329 SE 110TH Oklahoma City, OK 73165 Former Employee	12/14/04	Computer \$207.93

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR William Feast 4105 Greenway Baltimore, MD 21218 Former Employee	DATE 8/26/05	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED Computer Value unknown
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11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR Yankee Candle PO Box 531296 Atlanta, GA 30353-1296	DATE OF SETOFF 10/14/2005	AMOUNT OF SETOFF \$19,980.84
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14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None If the debtor has moved within the **two years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

- None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the **six-year period** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
Boys Bear Country - Gettysburg 75 Cunningham Road Gettysburg, PA 17325	PA Dept of Environmental Protection 1331 South Seventh Street Suite 6 Chambersburg, PA 17201-3852	April 8, 2004	Safe Water Drinking Act, 35 P.S. SS 721.1 et seq., and Chapter 109.1107(a)(1)
Boys Bear Country - Gettysburg 75 Cunningham Road Gettysburg, PA 17325	PA Dept of Environmental Protection 1331 South Seventh Street Chambersburg, PA 17201-3852	March 17, 2005	Unspecified, related to Safe Water Drinking Act
Boys Bear Country - Gettysburg 75 Cunningham Road Gettysburg, PA 17325	PA Dept of Environmental Protection 1331 South Seventh Street Chambersburg, PA 17201-3852	June 28, 2005	Unspecified
Boys Bear Country - Gettysburg 75 Cunningham Road Gettysburg, PA 17325	PA Dept of Environmental Protection 1331 South Seventh Street Chambersburg, PA 17201-3852	August 5, 2005	Safe Drinking Water Regulations, 25 PA Code Section 704 (c)

- None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT

DOCKET NUMBER

STATUS OR DISPOSITION

18 . Nature, location and name of business

None

- a. If the debtor is an individual, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship, or was a self-employed professional within the **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within the **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

NAME	TAXPAYER I.D. NO. (EIN)	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None

- b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within the **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or otherwise self-employed.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within the six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None

- a. List all bookkeepers and accountants who within the **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Brad Becker Controller 350 South Street Mc Sherrystown, PA 17344	2003 to Current
Tim Kiick Director of Finance 350 South Street Mc Sherrystown, PA 17344	2005 to Current
Joseph Macharsky Chief Financial Officer 350 South Street Mc Sherrystown, PA 17344	2003 to Current
Lisa Startzel Accounting Assistant 350 South Street Mc Sherrystown, PA 17344	2003 to Current
Krista Wolf Staff Accountant 350 South Street Mc Sherrystown, PA 17344	2004 to Current

NAME AND ADDRESS	DATES SERVICES RENDERED
Karen Lentz Staff Accountant 350 South Street Mc Sherrystown, PA 17344	2003 to Current
Michelle Klunk Accounting Assistant 350 South Street Mc Sherrystown, PA 17344	2003 to Current
Elaine Dettinburn Staff Accountant 350 South Street Mc Sherrystown, PA 17344	2003 to 10/05
Autumn Staub Staff Accountant 350 South Street Mc Sherrystown, PA 17344	7/03 to 4/05

None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Deloitte & Touche LLP	12th Floor 100 S. Charles Street Baltimore, MD 21201-2713	7/05; 4/05; 1/05; 10/04; 7/04; 4/04; 1/04; 10/03

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
Brad Becker	Controller 350 South Street Mc Sherrystown, PA 17344
Tim Kiick	Director of Finance 350 South Street Mc Sherrystown, PA 17344
Joseph Macharsky	Chief Financial Officer 350 South Street Mc Sherrystown, PA 17344
Lisa Startzel	Accounting Assistant 350 South Street Mc Sherrystown, PA 17344
Krista Wolf	Staff Accountant 350 South Street Mc Sherrystown, PA 17344
Karen Lentz	Staff Accountant 350 South Street Mc Sherrystown, PA 17344
Michelle Klunk	Accounting Assistant 350 South Street Mc Sherrystown, PA 17344

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the **two years** immediately preceding the commencement of this case by the debtor.

NAME AND ADDRESS	DATE ISSUED
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20. Inventories

- None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
7/18/05 through 7/21/05	Mark Layser	\$17,019,678.00 Purchase cost
12/15/04 through 12/20/04 and 12/29/04	James Elwell and Mark Layser	\$11,938,004.00 Purchase cost

- None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
7/18/05 through 7/21/05	Tim Kiick 350 South Street Mc Sherrystown, PA 17344
12/15/04 through 12/20/04 and 12/29/04	Tim Kiick 350 South Street Mc Sherrystown, PA 17344

21 . Current Partners, Officers, Directors and Shareholders

- None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
Boyd's Operations, Inc. 350 South Street Mc Sherrystown, PA 17344	General Partner	1%
The Boyd's Collection, Ltd. 350 South Street Mc Sherrystown, PA 17344	Limited Partner	99.00%

- None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
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22 . Former partners, officers, directors and shareholders

- None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Jan Murley 350 South Street Mc Sherrystown, PA 17344 Chief Executive Officer	Salary and Expense Reimbursement	\$547,936.00
Joseph Macharsky 350 South Street Mc Sherrystown, PA 17344 Chief Financial Officer	Salary and Expense Reimbursement	\$208,881.00
Michael Prager 350 South Street Mc Sherrystown, PA 17344 Officer	Salary and Expense Reimbursement	\$415,486.00
William Feast 4105 Greenway Baltimore, MD 21218 Former Officer	Salary and Expense Reimbursement	\$459,718.00
Catherine Clark 2535 Waterside Drive Frederick, MD 21701 Former Officer	Salary and Expense Reimbursement	\$289,994.00
Brent Somers/Somers Assoc. 6601 Limberlost Ct. Solon, OH 44139 Director	Directors fees and Expense Reimbursement	\$50,084.00
Ann T. Buvid 44 Fern Valley Road Weston, CT 06883 Director	Directors fees and Expense Reimbursement	\$32,145.00
Jim McCann 11 Bonnie Heights Rd. Manhasset, NY 11030 Director	Directors fees and Expense Reimbursement	\$24,000.00
Kohlberg, Kravis Roberts & Co. LP 9 West 57th Street New York, NY 10019 Shareholder	Expense Reimbursement	\$247,852.25

24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the **six-year period** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION

TAXPAYER IDENTIFICATION NUMBER

12/14/05 8:37PM

21

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the six-year period immediately preceding the commencement of the case.

NAME OF PENSION FUND

TAXPAYER IDENTIFICATION NUMBER

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 12/14/05

Signature /s/ Joseph E. Macharsky [Signature] Joseph E. Macharsky Chief Financial Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571