

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

In re **The Boyds Collection -- Pigeon Forge, LLC**,
Debtor

Case No. **05-43824DK**

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	AMOUNTS SCHEDULED		
			ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	15,287,144.00		
B - Personal Property	Yes	5	2,373,786.87		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		58,116,941.50	
E - Creditors Holding Unsecured Priority Claims	Yes	2		146,725.04	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	1		28,838.28	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		13			
Total Assets			17,660,930.87		
Total Liabilities				58,292,504.82	

Schedules of Assets and Liabilities

General Notes

Note 1: The Schedules of Assets and Liabilities (the “Schedules”) have been prepared by the Debtor’s management and are unaudited. While management of the Debtor has made every reasonable effort to ensure that the Schedules are 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 Schedules 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 Schedules to reflect such changes. Accordingly, the Debtor reserves all rights to amend its Schedules as may be necessary or appropriate.

Note 2: It would be prohibitively expensive and unduly burdensome to obtain current market valuations of the Debtor’s property interests. Accordingly, unless otherwise indicated, the Schedules and the Summary of Schedules reflect the net book values, rather than current market values, of the Debtor’s assets and may not reflect the net realizable value.

Note 3: The Schedules do 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 4: Any failure to designate a claim on the Schedules as “disputed,” “contingent” or “unliquidated” does not constitute an admission by the Debtor that such amount is not “disputed,” “contingent” or “unliquidated.” The Debtor reserves the right to dispute, or to assert offsets or defenses to, any claim reflected on its Schedules as to amount, liability or classification or to otherwise subsequently designate any claim as “disputed,” “contingent” or “unliquidated.” Listing a claim does not constitute an admission of liability by the Debtor.

Note 5: Listing a claim (i) in Schedule D as “secured,” (ii) in Schedule E as “priority” or (iii) in Schedule F as “unsecured nonpriority,” or listing a contract in Schedule G as “executory” or “unexpired,” does not constitute an admission by the Debtor of the legal rights of the claimant or a waiver of the Debtor’s right to recharacterize or reclassify such claim or contract.

Note 6: Prior to the Commencement Date, the Debtor routinely engaged in intercompany transactions, which were evidenced by intercompany loans. If upon further review and investigation any intercompany loan balances listed in the Schedules require updating, the Debtor will update such balances in accordance with Rule 1009 of the Federal Rules of Bankruptcy Procedure, as appropriate.

Note 7: 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 or other adjustments.

Note 8: Pursuant to certain first-day orders issued by the Court, the Debtor was authorized to pay various outstanding prepetition claims, such as certain employee wages and benefit claims, tax claims, customer claims, shipping claims and warehousing claims. If the Debtor had any such claims on the Commencement Date that have been subsequently paid pursuant to Court order, that fact has been noted as applicable on the respective Schedules.

Note 9: 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 Schedules. The accrued liabilities, for which the Debtor has accrued reserves, relate to, among other things, the Debtor's workers' compensation plans, vacation policies, litigation, environmental programs and federal, state and local taxes.

Note 10: Unless otherwise indicated, all amounts are listed as of immediately prior to the Commencement Date on October 16, 2005.

In re **The Boyds Collection -- Pigeon Forge, LLC**

Case No. **05-43824DK**

Debtor

SCHEDULE A. REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. (See Schedule D.) If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Land and buildings located at 149 Cates Lane, Pigeon Forge, TN 37863, including any and all easements	Owner	-	15,287,144.00	58,116,941.50

Sub-Total > **15,287,144.00** (Total of this page)

Total > **15,287,144.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

Notes for Schedule B, Question B1

Note B.1: While the Debtor has made every reasonable effort to ensure that the amounts set forth in Schedule B.1 are accurate and complete based upon information that was available at the time of preparation, such amounts are approximations. To the extent the Debtor discovers additional information that may suggest a material difference, the Debtor will amend the Schedule B.1 to reflect such changes.

Debtor

SCHEDULE B. PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Vault Cash on Hand 149 Cates Lane Pigeon Forge, TN 37863	-	40,000.00
		Petty Cash 149 Cates Lane Pigeon Forge, TN 37863	-	1,000.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Citizens National Bank Acct #xx3921 200 Forks of the River Pkwy. Sevierville, TN 37864	-	160,465.54
3. Security deposits with public utilities, telephone companies, landlords, and others.		Gas Deposit Sevier County Utility PO Box 4398 Sevierville, TN 37864	-	4,000.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
			Sub-Total >	205,465.54
			(Total of this page)	

4 continuation sheets attached to the Schedule of Personal Property

Debtor

SCHEDULE B. PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Auto Insurance Policy No. 73533569 Federal Insurance Company c/o Dave Wilson 200 St. Paul Place, 23rd Floor Baltimore, MD 21202	-	Unknown
		Auto Insurance Policy No. S1730361 Selective Insurance Company of South Carolina c/o George Cherrie PO Box 25333 Lehigh Valley, PA 18002	-	Unknown
		Cargo Insurance Policy No. 3OCTPUP1365K3 Hartford Fire Insurance Company c/o Hank Hoffman 690 Asylum Ave. Hartford, CT 06105	-	Unknown
		Directors & Officers Liability Insurance Policy No. 81487749 Chubb Group of Insurance Companies c/o Dave Wilson 200 St. Paul Place, 23rd Floor Baltimore, MD 21202	-	Unknown
		Excess Directors & Officers Liability Insurance Policy No. DOXG2135522004 ACE American Insurance Company c/o Sarah Bae One Beaver Valley Rd. Wilmington, DE 19803	-	Unknown
		Package Insurance Policy No. S1730361 Selective Insurance Company of South Craolina 40 Wantage Avenue Branchville, NJ 07890	-	Unknown
		Products Liability Insurance Policy No. 35798970 Chubb Group of Insurance Companies c/o Dave Wilson 200 St. Paul Place, 23rd Floor Baltimore, MD 21202	-	Unknown
		International Insurance Policy No. 7351715BAL Chubb Group of Insurance Companies c/o Dave Wilson 200 St. Paul Place, 23rd Floor Baltimore, MD 21202	-	Unknown
			Sub-Total >	0.00
			(Total of this page)	

In re **The Boyds Collection -- Pigeon Forge, LLC**

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Debtor

SCHEDULE B. PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Umbrella Insurance Policy No. 79788076 Chubb Group of Insurance Companies c/o Dave Wilson 200 St. Paul Place, 23rd Floor Baltimore, MD 21202	-	Unknown
		Worker's Compensation Insurance Policy No. WC72174 Selective Insurance Company c/o George Cherrie PO Box 25333 Lehigh Valley, PA 18002	-	Unknown
		Fiduciary Liability Insurance Policy No. 68009627 Federal Insurance Company c/o Dave Wilson 200 St. Paul Place, 23rd Floor Baltimore, MD 21202	-	Unknown
		ERISA Insurance Policy No. 104111194 Travelers Casualty & Surety Company of America 770 Pennsylvania Drive, Suite 110 Exton, PA 19341	-	Unknown
10. Annuities. Itemize and name each issuer.	X			
11. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Itemize.	X			
12. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
13. Interests in partnerships or joint ventures. Itemize.	X			
14. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
15. Accounts receivable.		350 South Street McSherrystown, PA 17344	-	532.00

Sub-Total > **532.00**
(Total of this page)

Sheet 2 of 4 continuation sheets attached to the Schedule of Personal Property

In re The Boyds Collection -- Pigeon Forge, LLC

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Debtor

SCHEDULE B. PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
16. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
17. Other liquidated debts owing debtor including tax refunds. Give particulars.	X			
18. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule of Real Property.	X			
19. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
20. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Net Operating Losses	-	Unknown
21. Patents, copyrights, and other intellectual property. Give particulars.	X			
22. Licenses, franchises, and other general intangibles. Give particulars.	X			
23. Automobiles, trucks, trailers, and other vehicles and accessories.		2004 Chevy Van 149 Cates Lane Pigeon Forge, TN 37863	-	15,769.00
24. Boats, motors, and accessories.	X			
25. Aircraft and accessories.	X			
26. Office equipment, furnishings, and supplies.		Miscellaneous Furniture and Fixtures 149 Cates Lane Pigeon Forge, TN 37863	-	576,701.66
			Sub-Total >	592,470.66
			(Total of this page)	

Sheet 3 of 4 continuation sheets attached to the Schedule of Personal Property

In re The Boyds Collection -- Pigeon Forge, LLC

Case No. 05-43824DK

Debtor

SCHEDULE B. PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Market Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
27. Machinery, fixtures, equipment, and supplies used in business.		Equipment 149 Cates Lane Pigeon Forge, TN 37863	-	530,613.67
		Miscellaneous Office Supplies	-	Unknown
		Miscellaneous Warehouse/Shipping Supplies/Equipment	-	Unknown
28. Inventory.		Inventory 149 Cates Lane Pigeon Forge, TN 37863	-	983,754.00
		Inventory (Food) 150 Cates Lane Pigeon Forge, TN 37863	-	60,951.00
29. Animals.	X			
30. Crops - growing or harvested. Give particulars.	X			
31. Farming equipment and implements.	X			
32. Farm supplies, chemicals, and feed.	X			
33. Other personal property of any kind not already listed.	X			

Sub-Total > **1,575,318.67**
 (Total of this page)
 Total > **2,373,786.87**

Sheet 4 of 4 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

General Notes for Schedule D

Except as otherwise agreed pursuant to a stipulation, agreed order or order entered by the Court that is or becomes final, the Debtor reserves its rights to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any asset to a secured creditor listed on Schedule D. Moreover, although the Debtor may have scheduled a claim as a secured claim, the Debtor reserves all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The descriptions provided in Schedule D are intended only to be a summary. Nothing in these General Notes or the Schedules shall be deemed a modification or interpretation of the terms of any loan agreement or related document.

Debtor(s)

SCHEDULE D — CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and account number, if any, of all entities holding claims secured by property of the debtor as of the date of filing of the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS, INCLUDING ZIP CODE	C O D E B T O R	H U S B A N D, W I F E, J O I N T O R C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION IF ANY
Account No. Bank of America, NA as Admin Agent Mailcode CA5-701-05-19 1455 Market Street, 5th Floor San Francisco, CA 94103 and Bank of America, NA Mailcode CA5-701-05-19 1455 Market Street, 5th Floor San Francisco, CA 94103	X		Substantially all of the Debtor's assets				\$ 4,440,000.00	\$ Unknown
Account No. Bank of America, NA as Admin Agent Mailcode CA5-701-05-19 1455 Market Street, 5th Floor San Francisco, CA 94103 and D.E. Shaw Laminar Lending, Inc. 120 West 45 th Street 39 th Floor, Tower 45 New York, NY 10036	X		Substantially all of the Debtor's assets				\$ 53,290,000.00	\$ Unknown
Account No. Kinsley Construction 2700 Water Street York, PA 17403			Mechanics Lien Property located at 149 Cates Lane, Pigeon Forge, TN 37863			X	\$ 386,941.50	\$ Unknown
Account No.							\$	\$
Value \$.					

0 continuation sheets attached

Subtotal →	\$ 58,116,941.50
(Total of this page)	
Total →	\$ 58,116,941.50
(Report on Summary of Schedules)	

Notes for Schedule E – The Boyds Collection—Pigeon Forge, LLC

E-1

The entities set forth on this Schedule E-1 were paid a portion or all of their prepetition claim amounts pursuant to the Order (a) Authorizing The Debtors To Remit And Pay Sales, Use And Franchise Taxes And Certain Other Government Charges And (b) Authorizing Banks And Other Financial Institutions To Receive, Process, Honor And Pay All Checks Issued And Electronic Payment Requests Made Relating To The Foregoing [Docket No. 100], entered by the Court on November 2, 2005.

In re The Boyds Collection -- Pigeon Forge, LLC
Debtor

Case No. 05-43824DK

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether husband, wife, both of them or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Repeat this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(2).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,000* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507 (a)(3), as amended by § 1401 of Pub L. 109-8.

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$4,925* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(5).

Deposits by individuals

Claims of individuals up to \$2,225* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(6).

Alimony, Maintenance, or Support

Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 11 U.S.C. § 507(a)(7).

Taxes and Certain Other Debts Owed to Governmental Units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C § 507(a)(8).

Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

*Amounts are subject to adjustment on April 1, 2007, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

1 continuation sheets attached

In re The Boyds Collection -- Pigeon Forge, LLC
Debtor

Case No. 05-43824DK

SCHEDULE E. CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	TYPE OF PRIORITY			TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
				C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D		
Account No. See attached Schedule E-1			Taxes Paid Pursuant To Court Order				79,567.04	79,567.04
Account No. See attached Schedule E-2			Taxes Not Paid As Of Date Of Schedules				67,158.00	67,158.00
Account No.								
Account No.								
Account No.								

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

Subtotal
(Total of this page)

146,725.04

Total
(Report on Summary of Schedules)

146,725.04

SCHEDULE E-1
THE BOYDS COLLECTION-PIGEON FORGE LLC
TAXES PAID PURSUANT TO COURT ORDER

Name	Address1	City	State	Zip	Amount Paid
City of Pigeon Forge	P.O. Box 1350	Pigeon Forge	TN	37868	\$7,476.04
Tennessee Dept of Revenue	Andrew Jackson State Office Bldg	Nashville	TN	37242	\$72,091.00
Total Paid					\$79,567.04

SCHEDULE E-2
THE BOYDS COLLECTION - PIGEON FORGE LLC
TAXES NOT PAID AS OF DATE OF SCHEDULES

Name	Contingent	Unliquidated	Disputed	Claim Amount	Consideration	Priority Amount	Priority Type
Tennessee Dept of Revenue Andrew Jackson State Office Bldg Nashville, TN 37242				\$0.00	Taxes	\$0.00	Taxes
Tennessee Dept of Revenue Andrew Jackson State Office Bldg Nashville, TN 37242	X			\$3,094.30	Taxes	\$3,094.30	Taxes
City of Pigeon Forge P.O. Box 1350 Pigeon Forge, TN 37868				\$0.00	Taxes	\$0.00	Taxes
City of Pigeon Forge P.O. Box 1350 Pigeon Forge, TN 37868	X			\$10,339.00	Taxes	\$10,339.00	Taxes
Jettie B Clabo 125 Court Ave, Room 212W Sevierville, TN 37862	X			\$1,549.41	Taxes	\$1,549.41	Taxes
Jettie B Clabo 125 Court Ave, Room 212W Sevierville, TN 37862	X			\$3,529.30	Taxes	\$3,529.30	Taxes
Dennis C Clabo Jr PO Drawer 1350 Pigeon Forge, TN 37863-1350	X			\$115.92	Taxes	\$115.92	Taxes
Dennis C Clabo Jr PO Drawer 1350 Pigeon Forge, TN 37863-1350	X			\$264.36	Taxes	\$264.36	Taxes
Dennis C Clabo Jr PO Drawer 1350 Pigeon Forge, TN 37863-1350	X			\$373.22	Taxes	\$373.22	Taxes
Jettie B Clabo 125 Court Ave, Room 212W Sevierville, TN 37862	X			\$5,589.97	Taxes	\$5,589.97	Taxes
Dennis C Clabo Jr PO Drawer 1350 Pigeon Forge, TN 37863-1350	X			\$2,648.56	Taxes	\$2,648.56	Taxes
Jettie B Clabo 125 Court Ave, Room 212W Sevierville, TN 37862	X			\$39,653.96	Taxes	\$39,653.96	Taxes
				\$67,158.00		\$67,158.00	

General Notes for Schedule F

As a result of the Debtors' centralized cash management system substantially all of the cash of the Debtors is swept into a concentration account in the name of The Boyds Collection Ltd., LP, and substantially all disbursements are made from accounts maintained by The Boyds Collection Ltd., LP. To the extent that the Debtor is obligated to other general unsecured creditors, such obligations are reflected on Schedule F filed in The Boyds Collection Ltd., LP, Case No. 05-43805, a Jointly Administered Case.

In re The Boyds Collection -- Pigeon Forge, LLC
Debtor

Case No. 05-43824DK

SCHEDULE F. CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community maybe liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
Account No.						
Account No.						
Account No.						
Subtotal (Total of this page)						
Total (Report on Summary of Schedules)						0.00

0 continuation sheets attached

General Notes for Schedule G

Note 1: Although every effort has been made to ensure the accuracy of Schedule G, inadvertent errors or omissions may have occurred. The Debtor hereby reserves all of its rights to dispute the validity, status, or enforceability of any contracts, agreements or leases set forth on Schedule G and to amend or supplement such Schedule as necessary.

Note 2: The contracts, agreements and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and agreements which may not be listed on Schedule G. Portions of some contracts and leases that are listed on Schedule G may have been fully performed, while other portions of the same contracts and leases may remain executory.

Note 3: The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtor reserves all of its rights, claims and causes of action with respect to the contracts and agreements listed on Schedule G, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument.

Note 4: Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations may not be set forth on Schedule G.

Note 5: The Debtor has not listed certain purchase and sale orders on Schedule G because of, among other things, their large number and transitory nature.

Note 6: Certain of the executory agreements on Schedule G may not have been memorialized and could be subject to dispute.

Note 7: The Debtor may be a party to various other agreements concerning real property, such as easements, rights of way, subordination, non-disturbance, supplemental agreements, amendments/letter agreements, title documents, consents, site plans, maps and other miscellaneous agreements. Such agreements, if any, may not be set forth on Schedule G.

In re **The Boyds Collection -- Pigeon Forge, LLC**

Case No. **05-43824DK**

Debtor

SCHEDULE G. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described.

NOTE: A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

Commercial Pest Control
500 Arthur Street
Knoxville, TN 37921

Description: Maintenance Agreement
Interest: Customer

Debtor

SCHEDULE H. CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. In community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case.

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Boyds Bear and Company, LP 350 South St Mc Sherrystown, PA 17344	Bank of America, NA Mailcode CA5-701-05-19 1455 Market Street, 5th Floor San Francisco, CA 94103
Boyds Bear and Company, LP 350 South St Mc Sherrystown, PA 17344	D.E. Shaw Laminar Lending, Inc. 120 West 45th St, 39th Fl Tower 45 New York, NY 10036
Boyds Operations, Inc. 350 South St Mc Sherrystown, PA 17344	Bank of America, NA Mailcode CA5-701-05-19 1455 Market Street, 5th Floor San Francisco, CA 94103
Boyds Operations, Inc. 350 South St Mc Sherrystown, PA 17344	D.E. Shaw Laminar Lending, Inc. 120 West 45th St, 39th Fl Tower 45 New York, NY 10036
HC Accents & Associates, Inc. 350 South Street Mc Sherrystown, PA 17344	Bank of America, NA Mailcode CA5-701-05-19 1455 Market Street, 5th Floor San Francisco, CA 94103
HC Accents & Associates, Inc. 350 South Street Mc Sherrystown, PA 17344	D.E. Shaw Laminar Lending, Inc. 120 West 45th St, 39th Fl Tower 45 New York, NY 10036
J&T Designs and Imaginations, Inc. 350 South Street Mc Sherrystown, PA 17344	D.E. Shaw Laminar Lending, Inc. 120 West 45th St, 39th Fl Tower 45 New York, NY 10036
J&T Designs and Imaginations, Inc. 350 South Street Mc Sherrystown, PA 17344	Bank of America, NA Mailcode CA5-701-05-19 1455 Market Street, 5th Floor San Francisco, CA 94103
The Boyds Collection, Ltd. 350 South Street Mc Sherrystown, PA 17344	Bank of America, NA Mailcode CA5-701-05-19 1455 Market Street, 5th Floor San Francisco, CA 94103

In re **The Boyds Collection -- Pigeon Forge, LLC**

Case No. **05-43824DK**

Debtor

SCHEDULE H. CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
The Boyds Collection, Ltd. 350 South Street Mc Sherrystown, PA 17344	D.E. Shaw Laminar Lending, Inc. 120 West 45th St, 39th Fl Tower 45 New York, NY 10036
The Boyds Collection, Ltd., LP 350 South Street Mc Sherrystown, PA 17344	D.E. Shaw Laminar Lending, Inc. 120 West 45th St, 39th Fl Tower 45 New York, NY 10036
The Boyds Collection, Ltd., LP 350 South Street Mc Sherrystown, PA 17344	Bank of America, NA Mailcode CA5-701-05-19 1455 Market Street, 5th Floor San Francisco, CA 94103
The Boyds Collection-Branson LLC 350 South St Mc Sherrystown, PA 17344	Bank of America, NA Mailcode CA5-701-05-19 1455 Market Street, 5th Floor San Francisco, CA 94103
The Boyds Collection-Branson LLC 350 South St Mc Sherrystown, PA 17344	D.E. Shaw Laminar Lending, Inc. 120 West 45th St, 39th Fl Tower 45 New York, NY 10036
The Boyds Collection-Myrtle Beach LLC 350 South St Mc Sherrystown, PA 17344	Bank of America, NA Mailcode CA5-701-05-19 1455 Market Street, 5th Floor San Francisco, CA 94103
The Boyds Collection-Myrtle Beach LLC 350 South St Mc Sherrystown, PA 17344	D.E. Shaw Laminar Lending, Inc. 120 West 45th St, 39th Fl Tower 45 New York, NY 10036

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

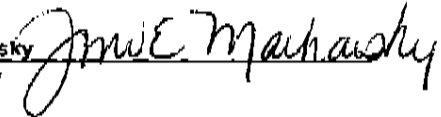
In re The Boyds Collection -- Pigeon Forge, LLC Case No. 05-43824DK
Debtor(s) Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the CFO, Sole Member of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 14 sheets [total shown on summary page plus 1], 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
Joseph E. Macharsky
CFO, Sole Member 

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