

**SO ORDERED**



DUNCAN W. KEIR  
U. S. BANKRUPTCY JUDGE

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF MARYLAND  
at Baltimore**

In Re:

THE BOYDS COLLECTION, LTD., et al.

Debtor(s)

*	Case No.	05-43793DK
*		05-43805DK
*		05-43816DK
*		05-43824DK
*		05-43833DK
*		05-43838DK
*		05-43848DK
*		05-43857DK
*		05-43863DK
*	Chapter	11
*	(Jointly Administered under	
*	Case No. 05-43793DK)	
*		

\* \* \* \* \*

**ORDER (A) AUTHORIZING THE DEBTORS TO PAY PRE-PETITION SHIPPING AND WAREHOUSING CHARGES AND (B) AUTHORIZING FINANCIAL INSTITUTIONS TO PAY ALL CHECKS AND ELECTRONIC PAYMENT REQUESTS MADE BY THE DEBTORS RELATING TO THE FOREGOING**

Upon the Debtors' Emergency Motion for Entry of an Order (A) Authorizing the Debtors to Pay Pre-Petition Shipping and Warehousing Charges and (B) Authorizing Financial Institutions to Pay All Checks and Electronic Payment Requests Made by the Debtors Relating to the Foregoing, dated October 16, 2005 (the "Motion"),<sup>1</sup> upon consideration of the supporting papers and the files and records in these cases and upon the arguments and testimony presented

<sup>1</sup> Capitalized terms used herein but not defined herein shall have the meanings ascribed to them in the Motion.

at a hearing before the Court; any responses to the Motion having been withdrawn or overruled on the merits; it appearing that the Court has jurisdiction over the subject matter of the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b); it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates and their creditors; it appearing that notice of the Motion was sufficient, and no other or further notice need be provided; and after due deliberation and cause appearing therefor;

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted.
2. The Debtors are authorized, but not directed, in their sole discretion, to pay pre-petition charges due to the Warehousemen without further Court order; provided, however, that the amount to be paid pursuant to this Order may not materially exceed the amount Debtor's counsel proffered at the October 19, 2005 hearing was due and owing to the Warehousemen as of the Commencement Date.
3. The Debtors are authorized, but not directed, in their sole discretion, to pay pre-petition charges due to the Shipper providing international shipping services to the Debtors (the "International Shipper") without further Court order; provided, however, that the amount to be paid pursuant to this Order may not materially exceed the amount Debtor's counsel proffered at the October 19, 2005 hearing was due and owing to the International Shipper as of the Commencement Date.
4. The Debtors are authorized, but not directed, in their sole discretion, to pay pre-petition charges outstanding to Shippers where a customer of the Debtors has required that the Debtors use such Shipper to service such customer (collectively, the "Directed Shippers") without further Court order; provided, however, that the amount to be paid pursuant to this Order may not materially exceed the amount Debtor's counsel proffered at the October 19, 2005 hearing was due and owing to the Directed Shippers as of the Commencement Date.

5. The remainder of outstanding pre-petition charges relating to Shippers (the "Remaining Shippers") shall be addressed at a hearing scheduled for October 31, 2005 at 10:00 a.m. (Baltimore local time), in the United States Bankruptcy Court for the District of Maryland, Baltimore Division, 101 West Lombard Street, Baltimore, Maryland before the Honorable Duncan W. Keir, Chief Judge, and notice of the Final Hearing constitutes sufficient notice under Bankruptcy Rule 4001 and no other notice need be given.

6. The Debtors, in their sole discretion, shall undertake appropriate efforts to cause Shippers and Warehousemen being paid pre-petition amounts pursuant to the terms of this Order to acknowledge in writing that payment of such claims is conditioned upon the Shipper and the Warehousemen continuing to supply goods and services to the Debtors on trade terms that, at a minimum, such Shipper and Warehousemen provided to the Debtors on a historical basis prior to the Commencement Date, or such other trade practices and programs that are at least as favorable to the Debtors as those in effect during such time, and the Debtors reserve the right to negotiate new trade terms with any Shipper and Warehousemen as a condition to payment of any such claim.

7. All banks and other financial institutions on which checks were drawn or electronic payment requests made in payment of the pre-petition Shipping and Warehousing Charges approved herein are authorized to receive, process, honor and pay all such checks and electronic payment requests when presented for payment; provided, however, that sufficient funds are available in the Debtors' bank accounts to cover such payments; provided, further, that all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as approved by this Order.

8. The Debtors are authorized to reissue any check, electronic payment or otherwise, which was drawn in payment of any pre-petition Shipping and Warehousing Charges approved herein that is not cleared by a depository.

9. Nothing herein shall impair the Debtors' ability to contest, without prejudice, in their sole discretion, the validity and amounts of the Shipping and Warehousing Charges approved herein owing to the Shippers and the Warehousemen.

10. The Debtors do not concede that any liens (contractual, common law, statutory or otherwise) paid pursuant to this Order are valid, and the Debtors expressly reserve the right to contest the extent, validity, perfection or possible avoidance of all such liens.

11. Nothing herein shall be deemed to constitute the post-petition assumption of any executory contracts between the Debtors and the Shippers or the Warehousemen.

12. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

13. Notwithstanding the possible applicability of Fed. R. Bankr. P. 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

## **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

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Baltimore, MD 21202-1626  
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New York, NY 10019-6064  
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1675 Broadway  
New York, NY 10019-5820  
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Charlotte, NC 28202-4003

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101 Barclay St., Floor 21 West  
New York, NY 10286  
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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

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36 S. Charles St., 4<sup>th</sup> Floor  
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**End of Order**