

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	12/30/2005

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Shirts Illustrated L.L.C.		12/30/2005	LIMITED LIABILITY COMPANY: MISSOURI

RECEIVING PARTY DATA

Name:	Build-A- Bear Retail Management, Inc.
Street Address:	1954 Innerbelt Business Center Drive
City:	St. Louis
State/Country:	MISSOURI
Postal Code:	63114-5760
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 3

Property Type	Number	Word Mark
Registration Number:	2371160	SHIRTS ILLUSTRATED
Registration Number:	2554581	TINY TEES
Registration Number:	1824701	DIGIPRINT

CORRESPONDENCE DATA

Fax Number: (314)423-8000
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
 Email: lynnh@buildabear.com
 Correspondent Name: Carolyn Hacker
 Address Line 1: 1954 Innerbelt Business Center Drive
 Address Line 4: St. Louis, MISSOURI 63114-5760

NAME OF SUBMITTER:	Carolyn Hacker
Signature:	/carolyn hacker/

OP \$90.00 2371160

Date:

09/21/2006

Total Attachments: 5

source=Shirts_M#page1.tif

source=Shirts_M#page2.tif

source=Shirts_M#page3.tif

source=Shirts_M#page4.tif

source=Shirts_M#page5.tif

AGREEMENT OF MERGER

AGREEMENT OF MERGER (the "Agreement"), dated December 3rd, 2005, between Shirts Illustrated, L.L.C., a Missouri limited liability company (the "LLC"), and Build-A-Bear Retail Management, Inc., a Delaware corporation (the "Corporation").

WHEREAS, the sole member of the LLC and the shareholders and directors of the Corporation deem it advisable and in the best interests of the LLC and the Corporation that the LLC merge with and into the Corporation (the "Merger"), in accordance with the provisions of the Delaware General Corporation Law (the "Corporation Act") and the Missouri Limited Liability Company Act (the "LLC Act") and upon the terms and subject to the conditions of this Agreement, and have approved and adopted this Agreement.

NOW, THEREFORE, in consideration of the premises and of the mutual covenants and agreements herein contained, the parties hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

ARTICLE I **THE MERGER**

SECTION 1.01. The Merger. Upon the terms and conditions hereof, and in accordance with the Corporation Act and the LLC Act, the LLC shall be merged with and into the Corporation and the Corporation shall be the surviving entity in the Merger (the "Surviving Entity").

SECTION 1.02. Effective Time. As soon as practicable after approval of the Merger, a Certificate of Merger shall be filed with the Secretary of State of Delaware in accordance with the provisions of Section 264 of the Corporation Act and a Notice of Merger shall be filed with the Secretary of State of Missouri in accordance with the provisions of Section 347.725 of the LLC Act. The Merger shall be effective at such time as the Certificate of Merger is duly filed with the Secretary of State of the State of Delaware (the "Effective Time").

SECTION 1.03. Certain Effects of the Merger. After the Effective Time of the Merger (i) the separate existence of the LLC shall cease and the LLC shall be merged with and into the Corporation and (ii) the Merger shall have all the effects set forth in Section 259 of the Corporation Act.

SECTION 1.04. Charter Documents. The constituent documents of the Corporation as in effect immediately prior to the Effective Time shall continue to be the constituent documents of said Surviving Entity until amended and changed pursuant to the provisions of the Corporation Act.

ARTICLE II
EFFECT OF MERGER ON EQUITY OWNERSHIP
OF THE CONSTITUENT ENTITIES

Due to the similar ownership of the LLC and the Corporation, at the Effective Time of the merger, (i) all of the issued and outstanding units of membership interests of the LLC immediately prior to the Effective Time shall, by virtue of the Merger, be cancelled and (ii) the shares of capital stock of the Corporation immediately prior to the Effective Time shall represent the interests of the Surviving Entity.

ARTICLE III
MISCELLANEOUS

SECTION 3.01. Amendment. This Agreement may not be amended except by an instrument in writing signed on behalf of both parties.

SECTION 3.02. Validity. The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement, all of which shall remain in full force and effect.

SECTION 3.03. Notices. All notices, requests, claims, demands and other communications hereunder shall be in writing and shall be deemed to have been duly given to the respective parties when delivered in person, by cable, telegram, telex or telecopy, or when received by registered or certified mail (postage prepaid, return receipt requested), at their respective principal executive offices or at such other address as the person to whom notice is given may have previously furnished to the other in writing in the manner set forth above (provided that notice of any change of address shall be effective only upon receipt thereof).

SECTION 3.04. Governing Law. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Delaware, without regard to its conflicts of law principles.

SECTION 3.05. Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

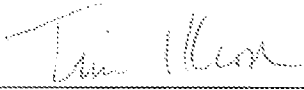
SECTION 3.06. Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.

SECTION 3.07. Parties in Interest. This Agreement shall be binding upon and inure to the benefit of each party hereto and their respective successors, and nothing in this Agreement, express or implied, is intended to confer upon any other person any rights or remedies of any nature whatsoever under or by reason of this Agreement.

SECTION 3.08. Certification. The undersigned sole member of the LLC hereby certifies that this Agreement of Merger was approved by the sole member on December ~~30~~, 2005, and the undersigned sole shareholder of the Corporation hereby certifies that this Agreement of Merger was approved by the sole shareholder and the Board of Directors of the Corporation on December ~~30~~, 2005.

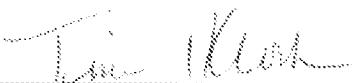
SHIRTS ILLUSTRATED, L.L.C.

By: Build-A-Bear Workshop, Inc., the Sole Member

By 
Name: TINA KLOCKE
Title: SECRETARY

**BUILD-A-BEAR RETAIL MANAGEMENT,
INC.**

By: Build-A-Bear Workshop, Inc., the Sole
Shareholder

By 
Name: TINA KLOCKE
Title: SECRETARY

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

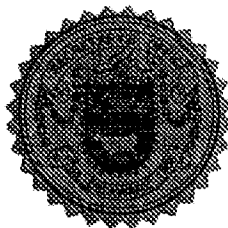
"SHIRTS ILLUSTRATED, L.L.C.", A MISSOURI LIMITED LIABILITY COMPANY,

WITH AND INTO "BUILD-A-BEAR RETAIL MANAGEMENT, INC." UNDER THE NAME OF "BUILD-A-BEAR RETAIL MANAGEMENT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF DECEMBER, A.D. 2005, AT 3:40 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3708817 8100M

051077899



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4416961

DATE: 01-03-06

TRADEMARK
REEL: 003394 FRAME: 0591

CERTIFICATE OF MERGER
MERGING
SHIRTS ILLUSTRATED, L.L.C
WITH AND INTO
BUILD-A-BEAR RETAIL MANAGEMENT, INC.

Pursuant to Title 8, Section 264 of the General Corporation Law of the State of Delaware, the undersigned corporation has executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Build-A-Bear Retail Management, Inc., a Delaware corporation. The name of the limited liability company being merged into this surviving corporation is Shirts Illustrated, L.L.C., a Missouri limited liability company.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability company.

THIRD: The name of the surviving corporation is Build-A-Bear Retail Management, Inc., a Delaware corporation, and its Certificate of Incorporation shall be the Certificate of Incorporation of the surviving corporation.

FOURTH: An executed copy of the Agreement of Merger is on file at 1954 Innerbelt Business Center Drive, St. Louis, Missouri 63114, the principal place of business of the surviving corporation.

FIFTH: A copy of the Agreement of Merger will be furnished by the surviving corporation, on request and without cost, to any stockholder of the surviving corporation or any member of the limited liability company.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an officer, the 30th day of December, 2005.

Build-A-Bear Retail Management, Inc.

By: /s/ Tina Klocke
Name: Tina Klocke
Title: Secretary

22616