

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Build-A-Bear Retail Management, Inc.		08/08/2008	CORPORATION: DELAWARE

RECEIVING PARTY DATA

Name:	U.S. Bank National Association
Street Address:	425 Walnut Street
City:	Cincinnati
State/Country:	OHIO
Postal Code:	45202
Entity Type:	UNINC. ASSOCIATION: OHIO

PROPERTY NUMBERS Total: 10

Property Type	Number	Word Mark
Registration Number:	2740795	BEARY LOVED
Registration Number:	2733408	BEARY LOVED
Registration Number:	2618585	BEARY LUCKY CASINO
Registration Number:	2701064	FURTON
Registration Number:	2664696	LIL' LUCK CUB
Registration Number:	2766772	PAW SIZER
Registration Number:	2765702	PAW-CYCLE
Registration Number:	2748855	PAWGO STICK
Registration Number:	2669191	TRAVELING TEDDY
Registration Number:	2625899	UNITED FOR THE PAWS

CORRESPONDENCE DATA

Fax Number: (513)651-6981

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

OP \$265.00 2740795

Phone: 513-651-6426
Email: rschalnat@fbtlaw.com
Correspondent Name: Ria F. Schalnat
Address Line 1: 2200 PNC Center, 201 East Fifth Street
Address Line 4: Cincinnati, OHIO 45202

NAME OF SUBMITTER:	Ria Farrell Schalnat
Signature:	/Ria Farrell Schalnat/
Date:	12/09/2008

Total Attachments: 18


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INTELLECTUAL PROPERTY SECURITY AGREEMENT


1. **Grant of Security Interest.** BUILD-A-BEAR RETAIL MANAGEMENT, INC., a Delaware corporation ("Debtor"), for valuable consideration, receipt of which hereby is acknowledged, hereby transfers, assigns and pledges to U.S. BANK NATIONAL ASSOCIATION ("Lender"), and enters into this Intellectual Property Security Agreement (the "Agreement") and grants to Lender, a security interest in all of Debtor's right, title and interest in, to and under the following collateral, whether now existing or hereafter arising or acquired (the "Collateral"):
 - 1.1 all trademarks, trade names, trade dress, corporate names, fictitious names, trade styles, service marks, logos, commercial symbols, prints and labels on which any of the foregoing have appeared, now appear or hereafter appear, designs and the good will and general intangibles of like nature relating thereto, now existing or hereafter adopted or acquired, and all registrations and recordings thereof, and all applications in connection therewith (except for "intent to use" applications for trademark or service mark registrations filed pursuant to Section 1(b) of the Lanham Act, unless and until an Amendment to Allege Use or a Statement of Use under Section 1(c) and 1(d) of said Act has been filed), including, without limitation, applications, registrations and recordings in the United States Patent and Trademark Office or in any other office or agency of the United States or any State thereof, or any other country or any political subdivision thereof, including, but not limited to, those described in Schedule A hereto, and all renewals thereof and all licenses thereof (whether as licensor or licensee) and other agreements and/or rights of any kind relating thereto (all of the foregoing being herein referred to as the "Trademarks");
 - 1.2 all letters patent of the United States or of any other country, and all registrations and recordings thereof, and all applications for letters patent of the United States or any other country, including, without limitation, applications, registrations and recordings in the United States Patent and Trademark Office or in any other office or agency of the United States or any State thereof or of any other country, including but not limited to, those described in Schedule B hereto, and all inventions, reissues, re-examinations, divisions, improvements, continuations, continuations-in-part, continuing prosecution applications, or extensions thereof, substitutes, renewals, and all licenses thereof (whether as licensor or licensee) and other agreements and/or rights of any kind relating thereto (all of the foregoing being herein referred to as the "Patents");
 - 1.3 all copyrights, whether registered or not, of the United States or any other country, and all registrations and recordings thereof, and all applications in connection therewith, including, without limitation, applications, registrations and recordings in the United States Copyright Office or of any other country, including but not limited to, those described in Schedule C hereto, and all variations, adaptations, derivatives, renewals thereof and all licenses thereof (whether as licensor or licensee) and other agreements and/or rights of any kind relating thereto (all of the foregoing being herein referred to as the "Copyrights");

SIGNATURE PAGE TO INTELLECTUAL PROPERTY SECURITY AGREEMENT

Lender:
U.S. BANK NATIONAL ASSOCIATION

By: 
Charles L. Thomas
Vice President

Debtor:
BUILD-A-BEAR RETAIL MANAGEMENT, INC.

By: 
Maxine Clark
Chief Executive Officer

STATE OF Missouri)
) SS:
COUNTY OF St. Louis)

The foregoing instrument was acknowledged before me, a notary public, this 7 day of August, 2008 by Maxine Clark, the duly authorized Chief Executive Officer of **BUILD-A-BEAR RETAIL MANAGEMENT, INC.**, a Delaware corporation, on behalf of such corporation.

WANDA F. WATSON
Notary Public - Notary Seal
STATE OF MISSOURI
St. Louis County
My Commission Expires Dec. 2, 2008
Commission # 94844622

Wanda F. Watson
Notary Public
My commission expires: 12-2-08

STATE OF Ohio)
) SS.
COUNTY OF Hamilton)

The foregoing instrument was acknowledged before me this 8 day of August, 2008 by Charles L. Thomas, the duly authorized Vice President of **U.S. BANK NATIONAL ASSOCIATION**, on behalf of the association.

Linda S. Manning (AHR)
Notary Public
My commission expires: 5-19-2013

LINDA S. AHR
Notary Public, State of Ohio
My Commission Expires 05-19-2013

SCHEDULE A

Trademarks

See attached list of Issued and Pending Trademarks

BUILD-A-BEAR WORKSHOP

Trademark Report by Mark
Country: US
Status: ACTIVE

Printed 7/24/200 Page 1

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
2B & HEART DESIGN							
UNITED STATES	1952	12/22/2003	78/344,282	5/3/2005	2,946,038	REGISTERE	28
2B COLORFUL							
UNITED STATES	02540	3/23/2006	78/844,570	12/11/2007	3,354,005	REGISTERE	28
2B N THE KNOW							
UNITED STATES	2185	11/24/2004	78/522,727	8/8/2006	3,127,974	REGISTERE	41
2B PRETTY							
UNITED STATES	2112	8/19/2004	78/470,355	9/5/2006	3,140,068	REGISTERE	35
2DAY'S HOTTEST NEWS 4 THE COOLEST GIRLS							
UNITED STATES	2186	11/24/2004	78/522,752	10/17/2006	3,160,324	REGISTERE	41
4 GR8 STYLE							
UNITED STATES	0323	8/19/2004	78/470,443	6/6/2006	3,101,975	REGISTERE	35
A BOOK STUFFED WITH MEMBEARIES							
UNITED STATES	2309	3/31/2005	78/598,879	11/7/2006	3,169,933	REGISTERE	16
A FRIEND FUR ALL SEASONS							
UNITED STATES	T00440US00	5/2/2008	77/464,071			PENDING	009
A PAWSITIVELY FUN FAMILY EXPERIENCE							
UNITED STATES	148	5/21/1999	75/711,771	3/14/2000	2,329,718	REGISTERE	35
ACCESSORIZE ME							
UNITED STATES	1920	10/30/2003	78/320,713	7/19/2005	2,974,064	REGISTERE	28
AIR BATH DESIGN							
UNITED STATES	54360	2/23/1998	75/438,439	4/30/2002	2,564,834	REGISTERE	35
ALL THE BUZZ THAT'S BROUGHT TO BEAR							
UNITED STATES	355	11/21/2001	76/341,288	9/17/2002	2,621,134	REGISTERE	16
AUDIO SOUND STATION DESIGN							
UNITED STATES	55145	2/13/1998	75/434,463	11/26/2002	2,853,024	REGISTERE	35
B FRIENDER							
UNITED STATES	1477	10/21/2004	78/503,866			ALLOWED	35
B HEARD							
UNITED STATES	0276	8/19/2004	78/470,123	7/25/2006	3,121,767	REGISTERE	35
B.FURBULOUS							
UNITED STATES	2042	3/25/2004	78/390,812	3/22/2005	2,935,190	REGISTERE	16
BABW							
UNITED STATES	297	1/20/2000	75/899,146	3/26/2002	2,553,637	REGISTERE	28

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
BABW HEART & PAWPRINT DESIGN							
UNITED STATES	275	1/20/2000	75/899,148	7/29/2003	2,742,586	REGISTERE	28
BEAR BILLS							
UNITED STATES	T00433US00	4/9/2008	77/443,812			PENDING	036
BEAR BOOTIQUE							
UNITED STATES	31	4/8/2005	78/605,425	1/16/2007	3,199,650	REGISTERE	28
BEAR BUCKS							
UNITED STATES	1613	9/30/2002	78/189,267	11/25/2003	2,787,672	REGISTERE	9
BEAR BUCKS							
UNITED STATES	56524	6/5/1998	75/497,034	2/4/2003	2,683,924	REGISTERE	16
BEAR BUILDER							
UNITED STATES	360	1/11/2007	77/080,994	8/14/2007	3,270,249	REGISTERE	35
BEAR BUNGALOW							
UNITED STATES	1042	12/19/2001	78/099,194	11/5/2002	2,645,921	REGISTERE	28
BEAR BUNK TRUNK							
UNITED STATES	1790	2/3/2003	78/210,047	2/10/2004	2,813,030	REGISTERE	28
BEAR HEAD DESIGN							
UNITED STATES	54325	6/17/1998	75/505,792	4/25/2000	2,344,561	REGISTERE	16,35,42
UNITED STATES	1478	10/11/2002	76/457,609	4/27/2004	2,835,988	REGISTERE	16
BEAR REPAIR HOSPITAL							
UNITED STATES	177	7/22/1999	75/764,120	4/22/2003	2,709,652	REGISTERE	37
BEAR STUFF							
UNITED STATES	1139	1/24/2002	78/104,534	11/12/2002	2,649,643	REGISTERE	28
BEAR STUFF CLEANER							
UNITED STATES	447	10/13/2000	76/147,522	8/27/2002	2,613,353	REGISTERE	3
BEAR UNIVERSITY							
UNITED STATES	54715	2/9/1998	75/430,593	2/3/2004	2,810,833	REGISTERE	28
BEAR-A-LOG							
UNITED STATES	159	6/7/1999	75/723,826	7/29/2003	2,742,390	REGISTERE	35
BEARARMOIRE							
UNITED STATES	183	8/16/1999	75/776,418	10/23/2001	2,500,840	REGISTERE	28
BEARARMOIRE DESIGN							
UNITED STATES	178	8/17/1999	75/782,914	5/25/2004	2,845,134	REGISTERE	35
UNITED STATES	MAX0698	8/17/1999	75/982,353	5/25/2004	2,845,203	REGISTERE	28
BEAREMY							
UNITED STATES	58676	11/18/1998	75/591,251	7/2/2002	2,588,823	REGISTERE	35,36,41
UNITED STATES	246	10/18/1999	75/829,777	9/12/2000	2,385,610	REGISTERE	28

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
BEAREMY DESIGN COLOR							
UNITED STATES	02700	12/21/2006	77/069,518	8/21/2007	3,282,264	REGISTERE	35
BEAREMY'S BEARTHDAY BASH							
UNITED STATES	1635	11/19/2002	78/186,645	7/13/2004	2,862,535	REGISTERE	35
BEAREMY'S BOOK CLUB							
UNITED STATES	1324	9/16/2002	78/164,358	7/29/2003	2,742,050	REGISTERE	35
BEAREMY'S DESIGN DEN							
UNITED STATES	2351	6/8/2005	78/646,005	10/23/2007	3,320,126	REGISTERE	35
BEAREMY'S KENNEL PALS							
UNITED STATES	628	5/30/2001	76/264,419	9/23/2003	2,767,510	REGISTERE	28
BEAREMY'S PAW PENS							
UNITED STATES	1465	7/4/2002	78/141,382	12/2/2003	2,789,846	REGISTERE	16
BEARIMONY							
UNITED STATES	1507	6/28/2002	78/139,807	6/22/2004	2,856,789	REGISTERE	16
BEARISH							
UNITED STATES	306	2/15/2000	75/919,795	12/23/2003	2,798,109	REGISTERE	16
BEARISMS							
UNITED STATES	51336	8/4/1997	75/335,759	11/13/2007	3,335,598	REGISTERE	6,9,16 20,21,25 28,35,41 42
BEARMAIL							
UNITED STATES	02797	12/13/2007	77/351,430			PENDING	38
BEARRIFIC							
UNITED STATES	233	12/1/1999	75/862,178	7/13/2004	2,863,017	REGISTERE	35
BEARRIFIC FRIENDS CLUB							
UNITED STATES	T00422US00	9/17/2007	77/281,168	5/27/2008	3,435,005	REGISTERE	28
BEARY BEGINNING BEAR							
UNITED STATES	1936	11/20/2003	78/330,781	8/2/2005	2,982,092	REGISTERE	28
BEARY CHARMING							
UNITED STATES	2177	11/23/2004	78/521,827			ALLOWED	35
BEARY IMPORTANT GUEST							
UNITED STATES	429	11/9/2000	76/163,445	6/17/2003	2,727,704	REGISTERE	35
BEARY LIMITED							
UNITED STATES	1212	4/10/2002	78/120,730	3/4/2008	3,392,681	REGISTERE	35
BEARY NEWSWORTHY							
UNITED STATES	50240	2/18/1997	75/245,814	7/4/2000	2,364,847	REGISTERE	16

Trademark Report by Mark

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
BEARY TURF SHOE							
UNITED STATES	854	7/26/2001	76/291,329	5/7/2002	2,567,345	REGISTERE	28
BEARYJANE							
UNITED STATES	853	7/26/2001	76/291,330	1/22/2002	2,532,203	REGISTERE	28
BROWSE-A-BEAR							
UNITED STATES	254	10/28/1999	75/835,823	8/28/2001	2,483,521	REGISTERE	35
BUILD-A-BABY BEAR WORKSHOP							
UNITED STATES	1768	4/7/2003	78/234,574	10/30/2007	3,325,529	REGISTERE	28
BUILD-A-BEAR							
UNITED STATES	02610	6/8/2006	78/904,047			ALLOWED	35
BUILD-A-BEAR FRIENDSHOP							
UNITED STATES	02678	10/31/2006	77/032,989	8/14/2007	3,279,130	REGISTERE	35
BUILD-A-BEAR WORKSHOP							
UNITED STATES	50221	2/18/1997	75/245,812	8/26/2003	2,756,424	REGISTERE	16
UNITED STATES	411	2/18/1997	75/980,097	3/26/2002	2,553,748	REGISTERE	6,9,14 16,18,20 21,25,28 35,41,42
UNITED STATES	02789	11/16/2007	77/331,345	5/27/2008	3,435,892	REGISTERE	28
UNITED STATES	02790	11/16/2007	77/331,234			ALLOWED	20
UNITED STATES	02791	11/16/2007	77/331,198	5/27/2008	3,435,891	REGISTERE	25
UNITED STATES	02793	11/16/2007	77/332,012			PENDING	20
UNITED STATES	02794	11/16/2007	77/332,041			ALLOWED	27
UNITED STATES	02795	11/16/2007	77/332,063			ALLOWED	11
UNITED STATES	02796	11/16/2007	77/332,090	5/27/2008	3,435,894	REGISTERE	09
UNITED STATES	02792	11/16/2007	77/331,188			PENDING	29
BUILD-A-BEAR WORKSHOP & Design							
UNITED STATES	519	6/2/1997	75/980,764	7/23/2002	2,598,778	REGISTERE	9,16,18 21,25,28 35,41
BUILD-A-BEAR WORKSHOP & Medallion Design							
UNITED STATES	263	12/29/1999	75/883,075	10/15/2002	2,633,892	REGISTERE	35
BUILD-A-BEAR WORKSHOP A FRIEND FUR ALL SEASONS							
UNITED STATES	T00439US00	5/2/2008	77/464,051			PENDING	009
BUILDABEAR.COM							
UNITED STATES	1819	5/12/2003	78/248,440	9/14/2004	2,884,223	REGISTERE	35
BUILDABEARVILLE.COM							
UNITED STATES	T00423US00	9/20/2007	77/284,246			ALLOWED	41
UNITED STATES	T00423US01	9/20/2007	77/284,226			ALLOWED	38
UNITED STATES	T00423US02	9/20/2007	77/284,203			ALLOWED	35

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
BUILD-A-BUG							
UNITED STATES	57449	9/21/1998	75/557,108	2/27/2007	3,213,733	REGISTERE	28,35
BUILD-A-CARD							
UNITED STATES	1090	12/12/2001	78/097,892	8/23/2005	2,987,962	REGISTERE	42
BUILD-A-DINO							
UNITED STATES	2215	1/10/2005	78/544,872	1/9/2007	3,197,448	REGISTERE	35
BUILD-A-FAVOR							
UNITED STATES	2334	6/7/2005	78/644,920	10/29/2007	3,320,119	REGISTERE	28
BUILD-A-GRAM							
UNITED STATES	55408	3/3/1998	75/443,984	2/20/2001	2,430,233	REGISTERE	35,39
BUILD-A-HERO							
UNITED STATES	2412	12/22/2005	78/779,362	11/6/2007	3,331,824	REGISTERE	35
BUILD-A-MONSTER							
UNITED STATES	1039	11/8/2001	78/092,317	2/25/2003	2,690,978	REGISTERE	41
BUILD-A-PAGE							
UNITED STATES	1150	11/5/2001	76/333,920	10/16/2007	3,312,997	REGISTERE	16
BUILD-A-PARTY							
UNITED STATES	54562	2/2/1998	75/426,819	12/12/2000	2,411,678	REGISTERE	41
BUILD-A-PUZZLE							
UNITED STATES	2463	1/5/2006	78/785,468			ALLOWED	28
UNITED STATES	2479	1/5/2006	78/785,431			ALLOWED	40
BUILD-A-SMILE							
UNITED STATES	58991	10/23/1998	75/576,840	5/4/2004	2,838,898	REGISTERE	35,40
BUILD-A-SONG							
UNITED STATES	1082	12/12/2001	78/097,847	7/29/2003	2,745,130	REGISTERE	41
BUILD-A-SOUND							
UNITED STATES	299	2/25/2000	75/927,529	8/12/2003	2,750,746	REGISTERE	41,9,35
BUILD-A-STORY							
UNITED STATES	2464	1/5/2006	78/785,400			ALLOWED	41
BUILD-A-WISH							
UNITED STATES	1622	11/25/2002	78/188,486	11/25/2003	2,786,503	REGISTERE	35
BUTTON DESIGN							
UNITED STATES	54345	2/23/1998	75/438,438	8/13/2002	2,606,265	REGISTERE	28,35
BUTTON WALL WITH SPOOL DESIGN							
UNITED STATES	55147	2/13/1998	75/434,466	3/26/2002	2,551,431	REGISTERE	35

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
BUY STUFF CLUB							
UNITED STATES	55073	2/9/1998	75/430,595	1/12/1999	2,217,419	REGISTERE	35
CANINE CONDO							
UNITED STATES	2332	6/2/2005	78/642,400	4/17/2007	3,231,197	REGISTERE	28
CHOOSE ME HEAR ME STUFF ME STITCH ME FLUFF ME DRESS ME NAME ME TAKE ME HOME							
UNITED STATES	1616	9/28/2002	78/168,999	1/25/2005	2,921,479	REGISTERE	35
CHOOSE ME HEAR ME STUFF ME STITCH ME FLUFF ME DRESS ME NAME ME TAKE ME HOME COLOR DESIGN							
UNITED STATES	02699	2/1/2007	77/096,671	1/15/2008	3,367,891	REGISTERE	35
CHOOSE ME HEAR ME STUFF ME STITCH ME FLUFF ME NAME ME DRESS ME TAKE ME HOME							
UNITED STATES	448	10/25/2000	76/153,966	11/13/2001	2,506,351	REGISTERE	35
CHOOSE ME STUFF ME LOVE ME							
UNITED STATES	1919	10/30/2003	78/320,693	7/19/2005	2,974,062	REGISTERE	28
CHOOSE ME STUFF ME STITCH ME FLUFF ME DRESS ME TAKE ME HOME & Design							
UNITED STATES	54347	2/13/1998	75/434,465	4/11/2000	2,339,717	REGISTERE	35
CHOOSE ME, STUFF ME, STITCH ME, FLUFF ME, DRESS ME, HEAR ME, NAME ME, TAKE ME HOME							
UNITED STATES	46	3/20/1999	75/674,299	5/18/2004	2,842,051	REGISTERE	35
CHUBBY CUBBY							
UNITED STATES	54713	5/1/1998	75/478,410	5/4/1999	2,242,862	REGISTERE	28
CLOTHES HANGER DESIGN							
UNITED STATES	02679	2/1/2007	77/096,932	8/21/2007	3,282,301	REGISTERE	28
COLLECTIBEAR							
UNITED STATES	33	3/11/1997	75/255,282	6/13/2000	2,357,948	REGISTERE	28
COLLECTIBUNNY							
UNITED STATES	51071	3/11/1997	75/255,283	9/5/2000	2,383,553	REGISTERE	28
COLLECTIDOLL							
UNITED STATES	02538	3/23/2006	78/844,462	12/11/2007	3,354,003	REGISTERE	28
COLLECTIFRIEND							
UNITED STATES	02539	3/23/2006	78/844,531	4/15/2008	3,413,198	REGISTERE	28
COLLECTIWEAR							
UNITED STATES	2213	12/21/2004	78/536,232	5/8/2007	3,240,472	REGISTERE	28
COLLECTOSAUR							
UNITED STATES	02574	4/6/2006	78/855,500			ALLOWED	28
COMFY STUFF CARRIER							
UNITED STATES	580	8/23/2001	78/080,714	12/2/2003	2,789,714	REGISTERE	28
COMFY STUFF FUR-NITURE							
UNITED STATES	867	8/15/2001	78/079,301	5/18/2004	2,843,811	REGISTERE	28

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
CONDO HUGGER							
UNITED STATES	1570	9/30/2002	78/169,240	11/25/2003	2,787,670	REGISTERE	16
CORBEARATE							
UNITED STATES	315	3/29/2001	76/232,538	7/30/2002	2,602,701	REGISTERE	28
UNITED STATES	529	3/29/2001	76/232,539	12/16/2003	2,795,408	REGISTERE	42
CR8 A HEART: A HEART IS MADE OF MANY THINGS PICK 4 FOR YOUR NEW FRIEND 2 B							
UNITED STATES	1220	8/19/2004	78/470,413	4/3/2007	3,225,607	REGISTERE	35
CREATE-A-BEAR							
UNITED STATES	T00373US00	6/20/2002	76/423,447	7/25/2006	3,118,632	REGISTERE	28
CUB CASH							
UNITED STATES	413	8/14/2000	76/110,408	4/24/2007	3,232,061	REGISTERE	16
CUB CONDO							
UNITED STATES	53925	11/12/1997	75/389,038	10/12/1999	2,286,392	REGISTERE	28
CUB CONDO DESIGN							
UNITED STATES	54361	3/4/1998	75/444,741	5/23/2000	2,351,181	REGISTERE	28
UNITED STATES	88	3/10/1999	75/657,901	11/20/2001	2,508,467	REGISTERE	35
CUBCASE							
UNITED STATES	625	5/30/2001	76/264,418	11/12/2002	2,650,546	REGISTERE	28
CUBCASE DESIGN							
UNITED STATES	860	8/9/2001	76/297,007	3/23/2004	2,824,374	REGISTERE	28
CUBGRATULATIONS							
UNITED STATES	908	9/12/2001	78/083,588			ALLOWED	28
CYBEAR							
UNITED STATES	T00438US00	4/16/2008	77/449,504			PENDING	035
UNITED STATES	T00438US01	4/16/2008	77449,513			PENDING	041
CYBEARBUCKS							
UNITED STATES	T00420US00	6/21/2007	77/212,024			ALLOWED	36
CYBEARSPACE.COM							
UNITED STATES	T00418US00	6/14/2007	77/206,303			ALLOWED	38
UNITED STATES	T00418US01	6/24/2007	77/214,013			ALLOWED	35
UNITED STATES	T00418US02	6/14/2007	77/206,364			ALLOWED	41
DINO DEN							
UNITED STATES	02507	1/26/2006	78/800,387	11/27/2007	3,345,714	REGISTERE	28
DINOISM							
UNITED STATES	2225	1/20/2005	78/550,598			ALLOWED	35
DOLL GRAM							
UNITED STATES	2416	10/13/2005	78/732,828	12/25/2007	3,360,577	REGISTERE	39

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
DOLL STUFF							
UNITED STATES	1933	10/30/2003	78/320,779	2/1/2005	2,924,458	REGISTERE	28
DOLL-ARS & Design							
UNITED STATES	2094	9/16/2004	78/484,564	11/15/2005	3,015,502	REGISTERE	09
DRESS ME PAINT ME DRAW ME COLOR ME ICE ME FROST ME EAT WITH YOUR BEAR HANDS CAFE & DESIGN							
UNITED STATES	2336	6/16/2005	78/652,120	1/8/2008	3,366,729	REGISTERE	35,43
EMOTIBEARS							
UNITED STATES	1080	12/12/2001	78/097,909	4/15/2003	2,707,124	REGISTERE	42
FIND-A-BEAR							
UNITED STATES	50704	3/31/1997	75/266,154	9/21/1999	2,279,762	REGISTERE	42
FIND-A-FRIENDOSAUR							
UNITED STATES	02530	4/6/2006	78/855,420	4/22/2008	3,416,030	REGISTERE	45
FLUFFED, STUFFED & FURBULOUS							
UNITED STATES	1114	2/27/2002	78/111,434	4/19/2005	2,941,528	REGISTERE	35
FLUFFIT AND STUFFIT							
UNITED STATES	57	3/1/1999	75/656,978	11/19/2002	2,652,188	REGISTERE	37
FOSSIL FEET							
UNITED STATES	2223	1/20/2005	78/550,689	7/10/2007	3,262,268	REGISTERE	28
FOSSIL FUNDS							
UNITED STATES	02677	10/26/2006	77/030,314			ALLOWED	09
FRIENDOSAUR							
UNITED STATES	T00436US00	4/16/2008	77/449,468			PENDING	028
FRIENDS 2 CHOOSE							
UNITED STATES	1960	12/23/2003	78/345,011	11/29/2005	3,021,861	REGISTERE	35
FRIENDS 2B FOUND							
UNITED STATES	1968	12/22/2003	78/344,252	7/4/2006	3,112,635	REGISTERE	45
FRIENDS 2B MADE							
UNITED STATES	1890	9/16/2003	78/301,093	8/31/2004	2,879,654	REGISTERE	28
UNITED STATES	89	3/10/1999	75/657,902	6/15/2004	2,854,031	REGISTERE	35
FRIENDS 2B MADE & TAPE MEASURE DESIGN							
UNITED STATES	1954	12/10/2003	78/338,747	12/21/2004	2,913,218	REGISTERE	28
FRIENDS 2B MADE CARRYING CASE DESIGN							
UNITED STATES	1955	12/22/2003	78/344,337	1/9/2007	3,197,260	REGISTERE	35
FRIENDS 2B MADE LOGO DESIGN							
UNITED STATES	1957	12/10/2003	78/338,936	12/14/2004	2,911,116	REGISTERE	28
UNITED STATES	1958	12/11/2003	78/339,354	12/14/2004	2,911,121	REGISTERE	35

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
FRIENDS 2B MADE STORE FIXTURE DESIGN							
UNITED STATES	1956	12/22/2003	78/344,297	8/1/2006	3,122,593	REGISTERE	35
FRIENDS 2B MADE SWEETHEARTS							
UNITED STATES	2300	4/8/2005	78/604,596	1/16/2007	3,199,649	REGISTERE	28
FUR SHUI							
UNITED STATES	615	5/30/2001	76/264,423	7/26/2005	2,976,679	REGISTERE	28
FURBULOUS FASHION DESIGN CONTEST							
UNITED STATES	2234	2/3/2005	78/559,995	12/19/2006	3,188,085	REGISTERE	35
GIVE A GREAT GIFT EXPERIENCE!							
UNITED STATES	1601	6/10/2004	78/433,561	8/16/2005	2,985,413	REGISTERE	9
HAPPY ANNIBEARSARY							
UNITED STATES	910	9/12/2001	78/083,616	7/8/2003	2,735,644	REGISTERE	28
HAPPY BEARTHDAY							
UNITED STATES	873	9/12/2001	78/083,535			ALLOWED	16
UNITED STATES	961	10/3/2001	78/086,736			ALLOWED	28
HEART & PAWPRINT DESIGN							
UNITED STATES	362	6/8/2000	76/066,616	7/8/2003	2,735,147	REGISTERE	28
HEART IN BEAR STORE FIXTURE							
UNITED STATES	57905	10/7/1998	75/566,040	11/12/2002	2,649,756	REGISTERE	35
HEART IN BEAR TRADE DRESS							
UNITED STATES	54188	2/13/1998	75/434,462	8/22/2006	3,133,356	REGISTERE	28,35
HEART IN DOLL TRADE DRESS							
UNITED STATES	2212	1/31/2005	78/556,610			ALLOWED	35
UNITED STATES	2233	1/31/2005	78/556,887			ALLOWED	28
HEART STUFF							
UNITED STATES	02701	1/11/2007	77/081,099	3/18/2008	3,399,145	REGISTERE	09
HEART STUFF & Design							
UNITED STATES	155	7/7/1999	75/744,567	10/31/2000	2,399,648	REGISTERE	35
HIBERNITIES							
UNITED STATES	53880	1/11/1997	75/388,006	1/16/2001	2,421,714	REGISTERE	25,28
HOMECAION							
UNITED STATES	T00442US00	6/3/2008	77/489,725			PENDING	035
HONEYCARD							
UNITED STATES	1081	12/12/2001	78/097,914	9/10/2002	2,618,426	REGISTERE	42
HOPEFUL WISHES TEDDY							
UNITED STATES	815	9/26/2001	78/085,741	5/7/2002	2,567,637	REGISTERE	28

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
HUG FREELY							
UNITED STATES	1011	10/3/2001	78/086,691	1/7/2003	2,672,233	REGISTERE	28
UNITED STATES	1010	10/3/2001	78/086,686	12/31/2002	2,669,221	REGISTERE	16,42
HUGDAY							
UNITED STATES	59238	1/15/1999	75/623,042	12/17/2002	2,663,590	REGISTERE	35
HUGGABLE HEROES							
UNITED STATES	1974	2/19/2004	78/370,533	12/6/2005	3,024,566	REGISTERE	35
HUGTIME							
UNITED STATES	2110	8/26/2004	78/473,914	12/5/2006	3,181,638	REGISTERE	38
INSIDE IS OUT THERE							
UNITED STATES	1734	3/24/2003	78/228,927	5/2/2006	3,088,274	REGISTERE	16
IT'S HIP 2 HELP							
UNITED STATES	2144	9/23/2004	78/488,470	8/22/2006	3,134,085	REGISTERE	40
JELLI BEARS							
UNITED STATES	283	12/20/1999	75/876,452	6/24/2003	2,729,572	REGISTERE	28
JOYFUL BUNNY							
UNITED STATES	1418	5/8/2002	78/127,232	8/19/2003	2,752,997	REGISTERE	28
KISSES FUR YOU							
UNITED STATES	1482	6/7/2002	78/133,933	7/29/2003	2,745,311	REGISTERE	28
KOOKY SPOOKY BEAR BASH							
UNITED STATES	1566	9/30/2002	78/169,257	11/25/2003	2,787,671	REGISTERE	35
KUDDLY KOALA							
UNITED STATES	274	12/17/1999	75/874,494	10/23/2001	2,500,951	REGISTERE	28
LIBEARY							
UNITED STATES	51069	3/11/1997	75/255,285	12/10/2002	2,659,743	REGISTERE	16,35,41
UNITED STATES	476	12/19/2000	76/183,627	5/6/2003	2,714,209	REGISTERE	41,42
LIFE, LIBERTY AND THE RIGHT TO HUGS							
UNITED STATES	494	1/18/2001	76/196,232	7/19/2005	2,971,063	REGISTERE	28,35
LIFETIME CLAW PASS							
UNITED STATES	02575	4/6/2006	78/855,515	11/20/2007	3,341,814	REGISTERE	35
LIFETIME PAW PASS							
UNITED STATES	1937	11/20/2003	78/330,806	12/14/2004	2,910,986	REGISTERE	35
LIL CUB							
UNITED STATES	55155	10/30/1998	75/580,289	12/7/1999	2,298,153	REGISTERE	28
LIL O' CUB							
UNITED STATES	279	12/17/1999	75/874,227	10/16/2001	2,497,717	REGISTERE	28

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
LOVE IS THE STUFF INSIDE							
UNITED STATES	486	4/19/2001	76/242,030	11/20/2001	2,510,460	REGISTERE	35
LUCK O' THE BEARISH							
UNITED STATES	654	3/7/2002	78/113,330	12/24/2002	2,666,683	REGISTERE	35
LUCKY KITTY							
UNITED STATES	204	9/9/1999	75/801,851	7/31/2001	2,474,340	REGISTERE	28
MAKING FRIENDS THAT MAKE A DIFFERENCE							
UNITED STATES	423	8/29/2000	76/118,779	7/16/2002	2,593,815	REGISTERE	25,35
MEMBEARS							
UNITED STATES	58120	12/21/1998	75/609,551	7/15/2003	2,737,011	REGISTERE	41
MESSAGE HUGGER							
UNITED STATES	1571	9/30/2002	78/169,251	3/16/2004	2,823,137	REGISTERE	20
MOOSTLETOE							
UNITED STATES	T00434US00	4/11/2008	77/446,426			PENDING	028
MR. & MRS. SANTA PAWS							
UNITED STATES	2167	10/21/2004	78/503,882	7/24/2007	3,269,206	REGISTERE	28
NAMES 2 GIVE							
UNITED STATES	1964	6/10/2004	78/432,969	4/18/2006	3,083,661	REGISTERE	35
NIKKI'S NETWORK							
UNITED STATES	1799	5/12/2003	78/248,331	7/19/2005	2,973,307	REGISTERE	36
OUR FOUNDING TEDDY							
UNITED STATES	400	8/16/2000	76/110,498	7/31/2001	2,473,715	REGISTERE	28
PAW PERKS							
UNITED STATES	1491	1/29/2004	78/359,238	4/29/2008	3,419,730	REGISTERE	35
PAW WEAR							
UNITED STATES	1134	1/24/2002	78/104,588	11/30/2004	2,907,171	REGISTERE	28
PAWLETTE COUFUR							
UNITED STATES	464	12/4/2000	76/174,537	9/28/2004	2,889,524	REGISTERE	16
UNITED STATES	1214	10/11/2002	76/457,610	1/27/2004	2,808,048	REGISTERE	41
PAWLETTE'S PAW PENS							
UNITED STATES	1521	9/16/2002	78/164,390	12/2/2003	2,789,881	REGISTERE	16
PAWSITIVE AFFIRMATIONS							
UNITED STATES	1451	6/7/2002	78/133,916	12/6/2005	3,024,268	REGISTERE	16
PAWSITIVELY GREEN							
UNITED STATES	T00437US00	4/16/2008	77/449,523			PENDING	035
UNITED STATES	T00437US01	4/16/2008	77/449,534			PENDING	041

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
PERKY PENGUIN							
UNITED STATES	203	9/9/1999	75/801,850	10/23/2001	2,500,870	REGISTERE	28
READ TEDDY							
UNITED STATES	1843	6/26/2003	78/267,390	5/18/2004	2,843,263	REGISTERE	28
READY 2 GO							
UNITED STATES	3025	6/10/2004	78/433,543	5/16/2006	3,094,071	REGISTERE	35
RECORD-A-BEAR							
UNITED STATES	820	11/22/2000	76/170,170	4/1/2008	3,405,829	REGISTERE	28
ROLY POLY PANDA							
UNITED STATES	56978	9/18/1998	75/555,669	3/7/2000	2,325,655	REGISTERE	28
ROOMS 2B MADE							
UNITED STATES	1992	2/2/2004	78/361,232	11/15/2005	3,016,244	REGISTERE	35
SAY IT WITH HEART							
UNITED STATES	1428	6/7/2002	78/133,919	5/30/2006	3,098,735	REGISTERE	16
SAY IT WITH SOUND							
UNITED STATES	1624	11/25/2002	78/188,522	12/30/2003	2,801,525	REGISTERE	35
SEAL OF PAWTHENTICITY							
UNITED STATES	799	8/9/2001	76/297,005	6/18/2002	2,582,031	REGISTERE	16
SHARE THE HUGS							
UNITED STATES	2151	9/23/2004	78/488,503			ALLOWED	35
SHIRTS ILLUSTRATED							
UNITED STATES	6	9/8/1999	75/801,852	7/25/2000	2,371,160	REGISTERE	35
SHOE HANGER DESIGN							
UNITED STATES	861	12/20/2001	76/351,893	9/6/2005	2,990,861	REGISTERE	28
SLEEPY J'S							
UNITED STATES	T00432US00	4/9/2008	77/443,915			PENDING	025,028
SMILE EAR 2 EAR HERE							
UNITED STATES	2159	10/14/2004	78/499,821	8/22/2006	3,134,127	REGISTERE	35
SPOOL & TREE DESIGN							
UNITED STATES	1733	12/6/2002	78/191,904	8/17/2004	2,874,300	REGISTERE	35
SPOOL DESIGN							
UNITED STATES	54614	2/13/1998	75/434,464	5/30/2000	2,353,089	REGISTERE	35
STITCHED WITH LOVE							
UNITED STATES	53203	9/4/1997	75/351,922	8/7/2001	2,476,044	REGISTERE	28
STORE FRONT DESIGN (1 Sentry - No Medallion)							
UNITED STATES	1786	4/18/2003	78/239,473	9/28/2004	2,889,037	REGISTERE	35

COUNTRY	REFERENCE#	FILED	APPL#	REGDT	REG#	STATUS	CLASSES
STORE FRONT DESIGN (2 SENTRY)							
UNITED STATES	53754	10/27/1997	75/379,674	2/13/2001	2,428,666	REGISTERE	35
STUFF FUR STUFF							
UNITED STATES	1946	12/23/2003	78/344,978	2/1/2005	2,923,018	REGISTERE	35
STUFFABLE, DRESSABLE, LOVEABLE DOLLS							
UNITED STATES	3031	7/1/2004	78/444,770	9/6/2005	2,992,297	REGISTERE	35
STUFFED WITH HUGS AND GOOD WISHES							
UNITED STATES	269	12/6/1999	75/866,045	9/11/2001	2,489,096	REGISTERE	28
STUFFING 2 DO							
UNITED STATES	1961	12/23/2003	78/345,049	6/27/2006	3,110,058	REGISTERE	35
STUFFING COLUMN DESIGN							
UNITED STATES	53755	10/27/1997	75/379,653	4/9/2002	2,559,105	REGISTERE	35
STUFFITERIA							
UNITED STATES	1594	2/7/2003	78/212,060	12/30/2003	2,800,447	REGISTERE	35
TEDDY BEAR CENTENNIAL							
UNITED STATES	57260	11/12/1998	75/587,559	9/13/2005	2,995,432	REGISTERE	16,28,41
TEDDYLOGY							
UNITED STATES	51072	3/11/1997	75/255,284	6/6/2000	2,355,598	REGISTERE	41,42
THE BEAR PROMISE							
UNITED STATES	1283	10/1/2002	78/169,807	8/5/2003	2,747,394	REGISTERE	35
THE BEARY BEGINNING							
UNITED STATES	573	7/19/2001	78/074,670	6/8/2004	2,851,810	REGISTERE	16
THE STUFF MEMORIES ARE MADE OF							
UNITED STATES	2147	9/16/2004	78/484,614	11/1/2005	3,011,448	REGISTERE	35
TINY TEES							
UNITED STATES	T00258US01	10/30/1999	75/708,754	4/2/2002	2,554,581	REGISTERE	28
TOY FURNITURE CARRIER DESIGN (Comfy Stuff Carrier)							
UNITED STATES	883	10/24/2001	76/329,450	7/29/2003	2,741,107	REGISTERE	35
TRAVELING TEDDY							
UNITED STATES	112	3/17/1999	75/664,633	6/24/2003	2,729,448	REGISTERE	28
TRUE FRIENDSHIP IS NEVER EXTINCT							
UNITED STATES	2226	1/20/2005	78/550,679	7/8/2008	3,463,986	REGISTERE	35
T'S BY ME							
UNITED STATES	2264	3/28/2005	78/596,290	1/16/2007	3,199,633	REGISTERE	35
UNDIBEARS							
UNITED STATES	577	4/24/2001	76/245,598	6/25/2002	2,586,617	REGISTERE	28

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WHAT'S A BEAR TO WEAR							
UNITED STATES	460	6/7/2002	78/133,910	4/20/2004	2,835,384	REGISTERE	35
WHERE BEST FRIENDOSAURS ARE MADE							
UNITED STATES	2216	1/10/2005	78/544,897	7/10/2007	3,262,242	-REGISTERE	35
WHERE BEST FRIENDS ARE MADE							
UNITED STATES	512	2/25/1997	75/981,091	7/30/2002	2,602,016	REGISTERE	16,18,25 28,35,41 42
UNITED STATES	50255	2/25/1997	75/247,417	8/27/2002	2,612,934	REGISTERE	9,21,25
WHERE BEST FRIENDS ARE OUT OF THIS WORLD							
UNITED STATES	T00421US00	6/24/2007	77/214,025			PENDING	35
WHERE BEST FRIENDS FIND COMFY STUFF							
UNITED STATES	579	5/17/2001	76/260,229	6/3/2003	2,722,224	REGISTERE	35
WHERE BEST FRIENDS PARTY							
UNITED STATES	1971	1/8/2004	78/349,211	10/2/2007	3,303,385	REGISTERE	35
WHERE BEST GIFTS ARE MADE							
UNITED STATES	1841	6/12/2003	78/261,456	11/2/2004	2,899,646	REGISTERE	35
WHERE SPECIAL MEMORIES ARE MADE							
UNITED STATES	235	10/27/1999	75/831,936	8/5/2003	2,747,635	REGISTERE	28,35,42
WHERE WILD AND WONDERFUL FRIENDS ARE MADE							
UNITED STATES	2465	12/19/2005	78/775,926	10/16/2007	3,314,140	REGISTERE	35
WORKSHOP							
UNITED STATES	445	4/1/2002	78/118,654	4/6/2004	2,830,770	REGISTERE	35
WORLD BEARNET							
UNITED STATES	1922	10/30/2003	78/320,728	7/19/2005	2,974,067	REGISTERE	38
WORLDWIDE CUB CLUB							
UNITED STATES	637	8/24/2001	78/080,973			ALLOWED	41
UNITED STATES	636	8/24/2001	78/080,969			ALLOWED	16
YOURS 2 SPEND 4 A FRIEND!							
UNITED STATES	3030	7/15/2004	78/451,273	2/28/2006	3,064,496	REGISTERE	09
ZIPPER COLUMN DESIGN							
UNITED STATES	53756	10/27/1997	75/379,554	4/2/2002	2,556,306	REGISTERE	35

END OF REPORT

TOTAL ITEMS 262