FORM PTO-1618A
Expires 06/30/99
OMB 0651-0027

05-19-2000

U.S. Department of Commerce
Patent and Trademark Office
TRADEMARK

2000 APR 19 PM 3:00

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OPR/FINANCE

RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

TO: The Commissioner of Patents and Trademarks: Please record the attached original document(s) or copy(ies).

Submission Type

4.19.00

[XX] New

[ ] Resubmission (Non-Recordation)
Document ID #

[ ] Correction of PTO Error
Reel # Frame #

[ ] Corrective Document
Reel # Frame #

Conveyance Type

[ ] Assignment [ ] License

[ ] Security Agreement [ ] Nunc Pro Tunc Assignment

[X] Merger

Effective Date Month Day Year: 4/4/2000

[ ] Change of Name

[ ] Other

Conveying Party

[ ] Mark if additional names of conveying parties attached

Execution Date Month Day Year: 4/4/2000

Name: Build-A-Bear Workshop, L.L.C.

Formerly:

[ ] Individual [ ] General Partnership [ ] Limited Partnership [ ] Corporation [ ] Association

[X] Other: Limited Liability Company

[X] Citizenship/State of Incorporation/Organization: Missouri

Receiving Party

[ ] Mark if additional names of receiving parties attached

Name: Build-A-Bear Workshop, Inc.

DBA/AKA/TA:

Composed of:

Address (line 1): 1964 Innerbelt Business Center Drive

Address (line 2):

Address (line 3): St. Louis (City) Missouri (State/Country) 63114 (Zip Code)

[ ] Individual [ ] General Partnership [ ] Limited Partnership

[X] Corporation [ ] Association

[ ] Other

[X] Citizenship/State of Incorporation/Organization: Delaware

[ ] If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. *(Designation must be a separate document from Assignment.)*

05/18/2000 JSHABAZZ 00000032 110160 74735152

FOR OFFICE USE ONLY

01 FC:481		40.00 OP
02 FC:482	350.00 CH	2175.00 OP

Public burden reporting for this collection of information is estimated to average approximately 30 minutes per Cover Sheet to be recorded, including time for reviewing the document and gathering the data needed to complete the Cover Sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Chief Information Officer, Washington, D.C. 20231 and to the Office of Information and Regulatory Affairs, Office of Management and Budget, Paperwork Reduction Project (0651-0027), Washington, D.C. 20503. See OMB Information Collection Budget Package 0651-0027, Patent and Trademark Assignment Practice. DO NOT SEND REQUESTS TO RECORD ASSIGNMENT DOCUMENTS TO THIS ADDRESS.

Mail documents to be recorded with required cover sheet(s) information to:
Commissioner of Patents and Trademarks, Box Assignments, Washington, D.C. 20231

Domestic Representative Name and Address

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

Correspondent Name and Address

Area Code and Telephone Number (314) 345-6000

Name: Alan S. Nemes

Address (line 1): Blackwell Sanders Peper Martin

Address (line 2): 24th Floor

Address (line 3): 720 Olive Street

Address (line 4): St. Louis, Missouri 63101

Pages

Enter the total number of pages of the attached conveyance document including any attachments. # 8

Trademark Application Number(s) or Registration Number(s)

☐ Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)	Registration Number(s)
SEE ATTACHED	SEE ATTACHED

Number of Properties

Enter the total number of properties involved. #

Fee Amount

Fee Amount for Properties Listed (37 CFR 3.41): $ 2,215.00

Method of Payment: Enclosed [X] Deposit Account [ ]

Deposit Account
(Enter for payment by deposit account or if additional fees can be charged to the account.)

If insufficient,

Deposit Account Number: # 11-0160

Authorization to charge additional fees: Yes [X] No [ ]

Statement and Signature

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document. Charges to deposit account are authorized, as indicated herein.

ALAN S NEMES

Name of Person Signing	Signature	Date Signed
Alan S Nemes	Alan S Nemes	4-12-00

REGISTRATIONS

THE BEARRIFIC BEAR FACTORY	74/735,152	1,998,311
THE BEARRIFIC BEAR FACTORY and Design	74/735,150	1,999,863
BEARTH CERTIFICATE and Design	74/735,149	2,001,349
BEARTH CERTIFICATE	75/086,226	2,050,734
THE BEARRIFIC BEAR FACTORY	75/096,492	2,071,525
BUY STUFF CLUB	75/430,595	2,217,419
CHUBBY CUBBY	75/478,410	2,242,862
FIND-A-BEAR	75/266,154	2,279,762
COLLECTIBEAN	75/253,366	2,285,982
CUB CONDO	75/389,038	2,286,392
LIL CUB	75/580,289	2,298,153
ROLY POLY PANDA	75/555,669	2,325,655
A PAWSITIVELY FUN FAMILY EXPERIENCE	75/711,771	2,329,718

APPLICATIONS

BUILD-A-BEAR WORKSHOP	75/245,812
BEARY NEWSWORTHY	75/245,814
WHERE BEST FRIENDS ARE MADE	75/247,417
COLLECTIBEAR	75/255,282
COLLECTIBUNNY	75/255,283
TEDDYOLOGY	75/255,284
LIBEARY	75/255,285
BUILD-A-DOLL WORKSHOP	75/272,137
BUILD-A-BEAR WORKSHOP & DESIGN	75/301,709
BEARISM	75/335,759
STITCHED WITH LOVE	75/351,922
STUFFING COLUMN DESIGN	75/379,554
SEWING COLUMN DESIGN	75/379,653
ZIPPER COLUMN DESIGN	75/379,668
BUILD-A-BEAR WORKSHOP & DESIGN	75/379,674
HIBERNITIES	75/388,006
BUILD-A-PARTY	75/426,819
BEAR UNIVERSITY	75/430,593
HEART IN A BEAR TRADEDRESS	75/434,462
AUDIO SHELF SOUND STATION DESIGN	75/434,463
SPOOL DESIGN	75/434,464
CHOOSE ME, STUFF ME, STITCH ME, FLUFF ME ... DESIGN	75/434,465
BUTTON WALL WITH SPOOLS DESIGN	75/434,466
BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE	75/438,038
ALL THE NEWS THAT'S BROUGHT TO BEAR	75/438,039
BEAR CENTENNIAL	75/438,040
BUTTON DESIGN	75/438,438
AIR BATH DESIGN	75/438,439
BUILD-A-GRAM	75/443,984
CUB CONDO DESIGN	75/444,741
BUILD-A-SPIRIT	75/480,177
HEART IN A BEAR LOGO	75/497,033
BEAR BUCKS	75/497,034
DESIGN (BEAR HEAD)	75/505,792
BUILD-A-BUG	75/557,108
HEART IN A BEAR STORE FIXTURE	75/566,040
BUILD-A-SMILE	75/576,840
TEDDY BEAR CENTENNIAL	75/587,559
BEAREMY	75/591,251
MEMBEAR	75/609,551
LOVE STUFF HEADQUARTERS	75/611,263
HUGDAY	75/623,042
STUFFIT AND FLUFFIT	75/656,978
CUB CONDO II (DESIGN)	75/657,901
FRIENDS TO BE MADE	75/657,902
FLUFF AND STUFF	75/659,467
TRAVELING TEDDY	75/664,633
CHOOSE ME, STUFF ME, STITCH ME, FLUFF ME, DRESS ME, HEAR M	75/674,299
BEAR-A-LOG	75/723,826
BUILD-A-MONSTER	75/729,915

APPLICATIONS

HEART STUFF	75/744,567
AMAZING BEARLIN	75/763,895
BEAR REPAIR HOSPITAL	75/764,120
BEARARMOIRE	75/776,418
BEARARMOIRE DESIGN	75/782,914
PERKY PENGUIN	75/801,850
LUCKY KITTY	75/801,851
BEARY LUCKY CASINO	75/809,839
BEAREMY	75/829,777
WHERE SPECIAL MEMORIES ARE MADE	75/831,936
BEAR STUFF	75/835,815
MADAME DU BEAR	75/835,819
BROWSE-A-BEAR	75/835,823
BEARRIFIC	75/862,178
STUFFED WITH HUGS AND GOOD WISHES	75/866,045
NUMBEAR	75/873,244
LIL O'CUB	75/874,227
KUDDLY KOALA	75/874,494
JELLI BEARS	75/876,452
BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS . . . & MEDALLIO	75/883,075
BEARITAGE	75/884,783
BABW	75/899,146
BABW and Design (Paw Print)	75/899,148
BEARISH	75/919,795
BUILD-A-SOUND	75/927,529

State of Delaware

Office of the Secretary of State

I, EDWARD J. FREEL, 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:

"BUILD-A-BEAR WORKSHOP, L.L.C.", A MISSOURI LIMITED LIABILITY COMPANY,

WITH AND INTO "BUILD-A-BEAR WORKSHOP, INC." UNDER THE NAME OF "BUILD-A-BEAR WORKSHOP, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTH DAY OF APRIL, A.D. 2000, AT 9:01 O'CLOCK A.M.

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

Edward J. Freel, Secretary of State

3177986 8100M

001172891

AUTHENTICATION: 0361820

DATE: 04-05-00

STATE OF DELAWARE
SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED 09:01 AM 04/04/2000
001172891 - 3177986

CERTIFICATE OF MERGER OF BUILD-A-BEAR WORKSHOP, L.L.C. INTO BUILD-A-BEAR WORKSHOP, INC.

It is hereby certified that:

FIRST. The constituent business corporation and limited liability company participating in the merger herein certified are:

NAME	STATE OF FORMATION/ INCORPORATION
Build-A-Bear Workshop, L.L.C.	Missouri
Build-A-Bear Workshop, Inc.	Delaware

SECOND. An Agreement of Merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 264 of the General Corporation Law of the State of Delaware and Section 347.720 of the Missouri Limited Liability Company Act respectively.

THIRD. The name of the surviving corporation in the merger herein certified is Build-A-Bear Workshop, Inc., which will continue its existence as said surviving corporation under its present name upon the effective date of said merger pursuant to the provisions of the General Corporation Law of the State of Delaware.

FOURTH. The Certificate of Incorporation of Build-A-Bear Workshop, Inc. as now in force and effect shall continue to be the Certificate of Incorporation of said surviving corporation until amended and changed pursuant to the provisions of the General Corporation Law of the State of Delaware.

FIFTH. The executed Agreement of Merger is on file at the principal place of business of the surviving corporation, the address of which is 1964 Innerbelt Business Center Drive, St. Louis, Missouri 63118.

SIXTH. A copy of the Agreement of Merger will be furnished by the aforesaid surviving corporation, on request and without cost to any member/stockholder of either of the aforesaid constituent entities.

SEVENTH. In accordance with the Agreement of Merger, the effective date of the merger shall be April 4, 2000.

1143368.03

In affirmation thereof, the facts stated above are true:

Dated April 4, 2000

BUILD-A-BEAR WORKSHOP, L.L.C.

By: Maxine Clark

Maxine Clark, Manager
Authorized Signature

Dated April 4, 2000

BUILD-A-BEAR WORKSHOP, INC.

By: Maxine Clark

Maxine Clark, President

1143368.03