



02-05-2002



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PTO-1594

RECORDATION FORM CO.

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COMMERCE

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

Tab settings

TRADEMARKS ONLY

U.S. Patent and Trademark Office

1-2802

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

Build-A-Bear Workshop, LLC and Shirts Illustrated, LLC

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☐ Corporation-State
☒ Other Missouri LLC

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☐ Security Agreement ☐ Change of Name
☒ Other Corrective document - Reel #2369, Frame 848
Recorded 9/14/2001 - Serial No. 75/729,915 was
listed as the number for BUILD-A-MONSTER;
that serial number should read 75/782,915

Execution Date: _____

2. Name and address of receiving party(ies)

Name: Firstar Bank NA

Internal

Address:

Street Address: 425 Walnut Street, 8th Floor

City Cincinnati State OH Zip 45202

☐ Individual(s) citizenship☒ Association☐ General Partnership☐ Limited Partnership☐ Corporation-State☐ OtherIf assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☐ No

(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? ☐ Yes ☐ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

75/782,915

Additional number(s) attached

B. Trademark Registration No.(s)

☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Kevin S. Sprecher, Esq.

Internal Address: Frost Brown Todd LLC

Street Address: 2200 PNC Center, 201 East Fifth Street

City Cincinnati State OH Zip 45202

6. Total number of applications and registrations involved: _____

1

7. Total fee (37 CFR 3.41)\$ 40.00

☐ Enclosed☒ Authorized to be charged to deposit account

8. Deposit account number:

06-2226

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. 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.

Kevin S. Sprecher, Esq.

Name of Person Signing

Signature

Date

Total number of pages including cover sheet, attachments, and document:

55

Mail documents to be recorded with required cover sheet information to:

Commissioner of Patent & Trademarks, Box Assignments

Washington, D.C. 20231

02/04/2002 6TOM11

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01 FEB-481

40.00 CH

TRADEMARK
REEL: 002436 FRAME: 0686



PATENTS, TRADEMARKS AND COPYRIGHTS SECURITY AGREEMENT

BUILD-A-BEAR WORKSHOP, LLC and SHIRTS ILLUSTRATED, LLC, jointly and severally, with a principal place of business at 1964 Innerbelt Business Center Drive, St. Louis, Missouri (individually and collectively, with any successor by merger thereto, the "Debtor"), for valuable consideration, receipt of which hereby is acknowledged, hereby enters into this Patents, Trademarks and Copyrights Security Agreement (the "Agreement") and grants to **FIRSTAR BANK, N.A.** ("Secured Party"), 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. all trademarks, trade names, 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, 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");
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 or extensions 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 "Patents");
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 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 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");

4. all rights to sue and other claims for past, present and future infringements of any of such Trademarks, Patents and Copyrights or dilution thereof, or for injury to the good will associated therewith;
5. all income, damages and other amounts payable of any kind under or with respect to any of the foregoing, including, without limitation, royalty fees, proceeds of infringement suits and other amounts of any kind; and
6. all proceeds and products of the foregoing, in whatever form the same may be,

for the purpose of securing the payment to Secured Party of all of the following ("Obligations"): all loans, advances, debts, liabilities, obligations, covenants and duties owing to Secured Party from any Debtor of any kind or nature, present or future, whether or not evidenced by any note, guaranty or other instrument, including but not limited to those arising under: (i) the Loan Agreement by and between Debtor and Secured Party dated as of even date herewith, (ii) under any other agreement, instrument or document, whether or not for the payment of money, whether arising by reason of an extension of credit, opening of a letter of credit, loan, guaranty, indemnification or in any other manner, whether direct or indirect (including those acquired by assignment, participation, purchase, negotiation, discount or otherwise), absolute or contingent, joint or several, due or to become due, now existing or hereafter arising and whether or not contemplated by Debtor or Secured Party or Secured Party's Affiliate on the date hereof; and, as to all of the foregoing, including any amendments, modifications, or superceding documents to each of the foregoing; and all charges, expenses, fees, including but not limited to reasonable attorneys' fees, and any other sums chargeable to Debtor under any of the Obligations. As used herein, "Secured Party's Affiliate" will mean any person, partnership, joint venture, company or business entity under common control or having similar equity holders owning at least ten percent (10%) thereof with Secured Party, whether such common control is direct or indirect. All of Secured Party's direct or indirect parent corporations, sister corporations, and subsidiaries will be deemed to be a Secured Party's Affiliate for purposes of this Agreement. Capitalized terms used in this Agreement and not otherwise defined herein will have the meanings given to such terms in the Loan Agreement.

1. Representations and Warranties. Debtor represents and warrants as follows:

- 1.1 Each of the registered Trademarks, Patents and Copyrights is valid, enforceable and subsisting;
- 1.2 The Schedules hereto are true and complete lists of all Collateral registered or applied for as of the date hereof.
- 1.3 This Agreement creates a legal and valid lien on the Collateral applied or registered for in the United States, enforceable against Debtor and all third parties, subject only to Secured Party's valid recordation and perfection thereof.
- 1.4 This Agreement does not violate and is not in contravention of any other agreement to which Debtor is a party or any judgment or decree by which Debtor

is bound and does not require any consent under any other agreement to which Debtor is a party or by which Debtor is bound.

- 1.5 Debtor has the requisite corporate power and authority to execute, deliver and perform this Agreement, and this Agreement is the legal, valid and binding obligation of Debtor, enforceable in accordance with its terms.
- 1.6 Debtor is the sole and exclusive owner of and has good and marketable title to the Collateral registered or applied for on Schedules A-C; none of the Collateral is subject to any mortgage, pledge, lien, security interest, lease, charge, setoff, defense, claim, license, shop right, work for hire claims, covenant not to sue, or other encumbrance, except the liens in favor of Secured Party; and there are no legal actions, administrative proceedings or claims pending or threatened relating to any of the Collateral, except as set out on Schedule D hereto.
- 1.7 In the five years preceding the date hereof, Debtor has not conducted business under any name other its current name nor maintained any place of business or any assets in any jurisdiction other than as listed on the Disclosure Schedule. Some of the Collateral was obtained through an assignment from "Smart Stuff, Inc."

2. **Covenants.** Debtor covenants and agrees as follows:

- 2.1 Anything herein to the contrary notwithstanding, Debtor will remain liable under the Collateral to observe and perform all the conditions and obligations to be observed and performed by Debtor thereunder, all in accordance with and pursuant to the terms and provisions thereof. Secured Party will have no obligation or liability under any of the Collateral by reason of or arising out of this Agreement or the receipt by Secured Party of any payment relating to any of the Collateral pursuant hereto, nor will Secured Party be required or obligated in any manner to perform or fulfill any of the obligations of Debtor under or pursuant to any of the Collateral, or to make any payment, or to make any inquiry as to the nature or the sufficiency of any payment received by Debtor or the sufficiency of any performance by any party under any of the Collateral, or to present or file any claim, or to take any action to collect or enforce any performance or the payment of any amounts which may have been assigned to Debtor or to which it may be entitled at any time or times.
- 2.2 Debtor will furnish to Secured Party from time to time, and not less frequently than upon each anniversary of execution of this Agreement, statements and schedules identifying and describing any change, including but not limited to additions and/or deletions in the Collateral, and such other reports in connection with the Collateral as Secured Party may reasonably request, all in reasonable detail.
- 2.3 Debtor (either itself or through its licensees) will: (a) continue to properly use and maintain each Trademark that is material to Debtor's business in full force

and free from any claim of abandonment for non-use, (b) maintain, as in the past, the quality of products and services offered under such Trademark, (c) employ such Trademark with the appropriate notice of registration, and (d) not, and not permit any licensee or sublicensee thereof to, do any act or knowingly omit to do any act whereby such Trademark may become invalidated.

- 2.4 Debtor will not do any act, or omit to do any act, whereby any Patent or Copyright material to Debtor's business may become abandoned, part of the public domain or otherwise unenforceable.
- 2.5 Debtor will notify Secured Party immediately if Debtor knows or has reason to know that any application or registration relating to any Patent, Copyright or Trademark may become abandoned or otherwise unenforceable, or of any final adverse determination or development, including but not by way of limitation, the institution of, or any such determination or development in, any proceeding in the United States Patent and Trademark Office or Copyright Office or any court, regarding the ownership of any part of the Collateral, its right to register the same, or to keep, use, enforce and/or maintain the same.
- 2.6 If at any time after the date of this Agreement, Debtor obtains rights to any new or additional Collateral, or becomes entitled to the benefit of any application or registration for any re-issue, division, re-examination, continuation-in-part, continuation, renewal or extension of any Collateral or any improvements, adaptations or derivations on any Collateral, the provisions of this Agreement will automatically apply thereto and Debtor will give to Secured Party prompt written notice thereof. Debtor authorizes Secured Party to modify this Agreement by adding from time to time a Schedule E, which Schedule E will include any such future Collateral and applications, and Debtor will execute and deliver to Secured Party from time to time such supplemental assignments or other instruments as Secured Party may desire for the purpose of confirming and perfecting Secured Party's interest in such Collateral applied for and registered in the United States. In no event will Debtor, either itself or through any agent, employee, licensee or designee, file an application for the issuance of any Patent or the registration of any Trademark with the United States Patent and Trademark Office, or for any Copyright registration with the United States Copyright Office, or any office or agency of the United States or any State thereof or of any other country or any political subdivision thereof, unless it promptly informs Secured Party, and, upon request of Secured Party, executes and delivers any and all agreements, instruments, documents, and papers as Secured Party may request to evidence and perfect Secured Party's security interest in such Collateral for which registration has been applied and the good will and other intellectual property and related general intangibles of Debtor relating thereto or represented thereby, and should Debtor fail to do so within 30 Business Days after written notice (in accordance with the Loan Agreement) from Secured Party requesting same, Debtor hereby constitutes Secured Party as its attorney-in-fact to execute and file all such writings for the foregoing purposes, all acts of such attorney being hereby ratified

and confirmed; such power being coupled with an interest and irrevocable until the Obligations are indefeasibly paid in full and this Agreement is terminated.

- 2.7 Debtor will take all necessary steps, including, without limitation, in any proceeding before the United States Patent and Trademark Office, the United States Copyright Office or any appropriate office or agency in any state or in any other country or any political subdivision thereof, to maintain and pursue each application (and to obtain the relevant registration) and to maintain each registration of the Collateral material to Debtor's business, including, without limitation, filing of applications for renewal, affidavits of use, affidavits of incontestability and opposition, interference and cancellation proceedings.
- 2.8 If any of the Collateral is infringed, misappropriated, diluted or otherwise used or returned without authorization by a third party, Debtor will promptly notify Secured Party after Debtor learns thereof and will take such reasonably appropriate actions under the circumstances to protect such Collateral in consultation with Secured Party.
- 2.9 Debtor, at its sole cost and expense, will (a) appear in and defend any action arising out of, or in any manner connected with, any of the Collateral or the obligations or liabilities of Debtor thereunder, (b) continue to use consistent standards of quality in its manufacture of products sold under the Collateral and will allow Secured Party by its agents to inspect such products and quality control records relating thereto to ensure Debtor's compliance with such quality standards, and (c) allow Secured Party by its agents reasonable access to the books and records of Debtor relating to the Collateral.
- 2.10 Debtor will not (a) sell, assign, pledge or otherwise transfer or encumber all or any part of its interest in any of the Collateral, (b) grant any license under any of the Collateral (other than licenses in the ordinary course of business consistent with past practices), or (c) enter into any agreement which is inconsistent with Debtor's obligations under this Agreement.

3. **Payment of Expenses by Secured Party.** At its option, Secured Party may discharge taxes, liens, security interests or such other encumbrances as may attach to the Collateral, may pay for the maintenance and preservation of the Collateral, as reasonably determined by Secured Party to be necessary. Debtor will reimburse Secured Party on demand for any payment so made or any expense incurred by Secured Party pursuant to the foregoing authorization, and the Collateral also will secure any advances or payments so made or expenses so incurred by Secured Party.

4. **Collections.** After the occurrence of an Event of Default, as defined below, if directed by Secured Party, whenever Debtor receives any payment with respect to any of the Collateral it will hold such payment in trust for Secured Party and forthwith will deliver to Secured Party the same in the form received by Debtor without commingling with any funds belonging to Debtor, and promptly will deposit the same in a special collateral account with Secured Party.

5. **Notification of Third Parties.** Secured Party, at any time after the occurrence of an Event of Default, and without notice to Debtor, may notify any persons who are indebted to Debtor with respect to any Collateral of the assignment thereof to Secured Party and may direct such persons to make payment directly to Secured Party of the amounts due. At the request of Secured Party after the occurrence of an Event of Default, Debtor will direct any persons who are indebted to Debtor with respect to any Collateral to make payment directly to Secured Party. Secured Party is authorized to give receipts to such persons for any such payments and such persons will be protected in making such payments to Secured Party.
6. **Further Assurances.** At the request of Secured Party, Debtor will join with Secured Party in executing one or more financing statements pursuant to the Uniform Commercial Code in form satisfactory to Secured Party and will pay the cost of filing this Agreement and all financing, continuation and termination statements in all public offices where filing is deemed necessary or desirable by Secured Party. Debtor will execute and deliver to Secured Party from time to time such further documents, supplemental assignments or other instruments, and take all further actions as Secured Party may consider necessary or desirable to create, perfect, confirm, preserve, continue or validate Secured Party's interest in the Collateral within the United States or to enable Secured Party to exercise or enforce its rights with respect to such interest. Debtor hereby authorizes Secured Party to execute and file on behalf of Debtor all financing statements and documents deemed necessary or appropriate to perfect Secured Party's interest in the Collateral.
7. **Receivers.** Upon or at any time after the occurrence of an Event of Default, Secured Party may request the appointment of a receiver of the Collateral. Such appointment may be made without notice, and without regard to (i) the solvency or insolvency, at the time of application for such receiver, of the person or persons, if any, liable for the payment of the Obligations; and (ii) the value of the Collateral at such time. Such receiver will have the power to take possession, control and care of the Collateral and to collect all accounts resulting therefrom. Notwithstanding the appointment of any receiver, trustee, or other custodian, Secured Party will be entitled to the possession and control of any cash, or other instruments at the time held by, or payable or deliverable under the terms of this Security Agreement to Secured Party.
8. **Default.**
- 8.1 Upon the occurrence of (herein referred to as an "Event of Default"): (i) any Event of Default as defined in any of the documents evidencing any of the Obligations, or (ii) any default under any of such documents that do not have a defined set of "Events of Default," Secured Party may exercise any one or more of the rights and remedies granted pursuant to this Agreement or given to a secured party under applicable law, as it may be amended from time to time, including but not limited to the right to take possession and sell, lease or otherwise dispose of the Collateral and, at its option, operate, use or exercise any rights of ownership pertaining to the Collateral as Secured Party deems necessary to preserve the value and receive the benefits of the Collateral. Upon the occurrence of an Event of Default, Secured Party may, so far as Debtor can give authority therefor, enter

upon any premises on which the Collateral or any part thereof may be situated and take possession of and remove the same therefrom. Secured Party may require Debtor to make the Collateral available to Secured Party at a place to be designated by Secured Party that is reasonably convenient to both parties.

- 8.2 Debtor further agrees that, in the event of any disposition of the Collateral upon an Event of Default, Debtor will duly execute, acknowledge and deliver all documents necessary or advisable to record title to the Collateral in any transferee or transferees thereof, including, without limitation, valid, recordable assignments of registrations and/or applications for registration of all Trademarks, Copyrights and Patents. Debtor hereby irrevocably appoints Secured Party as its attorney-in-fact, with full power of substitution, to execute, deliver, and record such documents on Debtor's behalf upon the occurrence of an Event of Default.
- 8.3 The net proceeds arising from the disposition of the Collateral after deducting expenses incurred by Secured Party will be applied to the Obligations in the order determined by Secured Party. If any excess remains after the discharge of all of the Obligations, the same will be paid to Debtor or as required by law. If after exhausting all of the Collateral, there should be a deficiency, Debtor will be liable therefor to Secured Party; provided, however, that nothing contained herein will obligate Secured Party to proceed against the Collateral prior to making a claim against Debtor or any other party obligated under the Obligations or prior to proceeding against any other collateral for the Obligations.
- 8.4 Whenever notice is required by law to be sent by Secured Party to Debtor of any sale, lease or other disposition of the Collateral, five days written notice sent to Debtor's address set forth herein for notices will be reasonable.
- 8.5 The rights and remedies provided herein are cumulative and are not exclusive of any other rights or remedies provided by applicable law.

9. **Enforcement Actions.** Secured Party may, but will in no way be obligated to, bring suit in its own name to enforce the Collateral and any license thereunder. If Secured Party elects to bring any such suit in its own name, Debtor will at the request of Secured Party do any and all lawful acts and execute any and all proper documents required by Secured Party in aid of such enforcement and Debtor will promptly, upon demand, reimburse and indemnify Secured Party for all costs and expenses incurred by Secured Party in the exercise of its rights under this Section.

10. **Obligations, Indemnifications, and Expenses.** If Debtor fails to comply with any of its obligations hereunder, Secured Party may, but will not be obligated to, do so at the expense of Debtor. To the extent that Secured Party incurs any costs or expenses in protecting or enforcing its rights in the Collateral or observing or performing any of the conditions or obligations of Debtor hereunder, including but not limited to reasonable attorneys' fees and the costs and expenses of litigation, such costs and expenses will be due on demand, will be included in the indebtedness secured hereby and will bear interest from the incurring or payment thereof at the highest Default Rate as defined in any of the

Obligations. Debtor will indemnify and hold Secured Party harmless against (a) all expenses, liabilities, losses and damages that Secured Party may incur under the Collateral or under or by reason of this Agreement, and (b) all claims and demands whatsoever that may be asserted against Secured Party by reason of this Agreement or any act of Secured Party under this Agreement or under any of the Collateral.

11. **Secured Party's Power of Attorney.** Upon an Event of Default, Debtor hereby irrevocably constitutes and appoints Secured Party, and any officer thereof, with full power of substitution, as its true and lawful attorney-in-fact with full irrevocable power and authority in the place and stead of Debtor or in its name, in Secured Party's discretion for the purpose of carrying out the terms of this Agreement, to take any and all appropriate action and to execute any and all documents and instruments which may be necessary or desirable to accomplish the purposes of this Agreement and, without limiting the generality of the foregoing, Debtor hereby gives Secured Party the power and right, on behalf of Debtor, after an Event of Default, and without notice to or assert by Debtor, to do the following:
- 11.1 to receive payment of, endorse, and receipt for, any and all monies, claims and other amounts due and to become due at any time in respect of or arising out of the Collateral;
 - 11.2 to commence and prosecute any suits, actions or proceeding at law or in equity in any court of competent jurisdiction to collect any of the Collateral and to enforce any other right in respect of the Collateral;
 - 11.3 to settle, compromise or adjust any suit, action or proceeding described above, and, in connection therewith, to give such discharges or releases as Secured Party may deem appropriate;
 - 11.4 generally to sell, transfer, pledge, license, make any agreement with respect to or otherwise deal with any of the Collateral as fully and completely as though Secured Party were the absolute owner thereof for all purposes; and
 - 11.5 at Secured Party's option, at any time either before or after an Event of Default from time to time, all acts and things which Secured Party deems necessary to protect or preserve the Collateral and Secured Party's security interest and rights therein in order to effect the intent of this Agreement, all as fully and effectively as Debtor might do.

Debtor hereby ratifies all that such attorneys will lawfully do or cause to be done by virtue hereof. This power of attorney is a power coupled with an interest, will be irrevocable and will terminate only upon payment in full of the Obligations and the termination of all financing arrangements relating thereto and this Agreement. The powers conferred upon Secured Party hereunder are solely to protect Secured Party's interests in the Collateral and will not impose any duty upon it to exercise any such powers. Secured Party will have no obligation to preserve any rights of any third parties in the Collateral or to perform any duties or obligations of any Debtor under or with respect to any of the Collateral. Secured Party will be accountable only for

amounts that it actually receives as a result of the exercise of such powers, and neither it, any of its affiliates nor any of its agents will be responsible to Debtor for any action taken or omitted to be taken in good faith or in reliance on the advice of counsel except for its own gross negligence or willful misconduct.

12. General.

- 12.1 Waiver.** No delay or omission on the part of Secured Party to exercise any right or power arising from any default or Event of Default will impair any such right or power or be considered a waiver of any such right or power or a waiver of any such default or Event of Default or an acquiescence therein nor will the action or non-action of Secured Party in case of such Default or Event of Default impair any right or power arising as a result thereof or affect any subsequent default or any other default of the same or a different nature.
- 12.2 Notices.** All notices, demands, requests, consents, approvals and other communications required hereunder will be given in accordance with the Loan Agreement to Secured Party as Lender, and to Debtor as Borrower.
- 12.3 Successors and Assigns.** This Agreement will be binding upon and inure to the benefit of Debtor and Secured Party and their respective successors and assigns; provided, however, that Debtor may not assign this Agreement in whole or in part without the prior written consent of Secured Party, and Secured Party at any time may assign this Agreement in whole or in part. All references herein to "Debtor" and "Secured Party" will be deemed to apply to Debtor and Secured Party and their respective heirs, administrators, successors and assigns.
- 12.4 Modifications.** No modification or waiver of any provision of this Agreement nor consent to any departure by Debtor therefrom, will be established by conduct, custom, or course of dealing; and no modification, waiver or consent will in any event be effective unless the same is in writing and specifically refers to this Agreement, and then such waiver or consent will be effective only in the specific instance and for the purpose for which given. No notice to or demand on Debtor in any case will entitle Debtor to any other or further notice or demand in the same, similar or other circumstance.
- 12.5 Joint and Several Obligations.** If this Security Agreement is executed by one or more person or entity as the "Debtor," the obligations of such persons or entities will be joint and several. Unless otherwise specified herein, any reference to "Debtor" will mean each such person or entity executing this Security Agreement individually and all of such persons or entities collectively.
- 12.6 Illegality.** If fulfillment of any provision hereof or any transaction related hereto or of any provision of this Agreement, at the time performance of such provision is due, involves transcending the limit of validity prescribed by law, then ipso facto, the obligation to be fulfilled will be reduced to the limit of such validity.

- 12.7 **Gender, etc.** Whenever used herein, the singular number will include the plural, the plural the singular and the use of the masculine, feminine or neuter gender will include all genders.
- 12.8 **Headings.** The headings in this Agreement are for convenience only and will not limit or otherwise affect any of the terms hereof.
- 12.9 **Release.** Secured Party will provide Debtor with documentation sufficient to release Secured Party's interest in the Collateral upon payment in full of the Obligations.
- 12.10 **Governing Law and Jurisdiction; No Jury Trial.** THIS AGREEMENT WILL BE INTERPRETED AND THE RIGHTS AND LIABILITIES OF THE PARTIES HERETO DETERMINED IN ACCORDANCE WITH THE LAWS OF THE STATE OF OHIO, WITHOUT REGARD TO ITS CONFLICTS OF LAWS PRINCIPLES, AND DEBTOR HEREBY AGREES TO THE JURISDICTION OF ANY STATE OR FEDERAL COURT LOCATED WITHIN HAMILTON COUNTY, OHIO AND CONSENTS THAT ALL SERVICE OF PROCESS BE MADE BY CERTIFIED MAIL DIRECTED TO DEBTOR AT ITS ADDRESS SET FORTH HEREIN FOR NOTICES AND SERVICE SO MADE WILL BE DEEMED TO BE COMPLETED FIVE (5) BUSINESS DAYS AFTER THE SAME HAS BEEN DEPOSITED IN U.S. MAILES, POSTAGE PREPAID; PROVIDED THAT NOTHING CONTAINED HEREIN WILL PREVENT SECURED PARTY FROM BRINGING ANY ACTION OR EXERCISING ANY RIGHTS AGAINST ANY SECURITY OR AGAINST DEBTOR INDIVIDUALLY, OR AGAINST ANY PROPERTY OF DEBTOR, WITHIN ANY OTHER STATE OR NATION. DEBTOR WAIVES ANY OBJECTION BASED ON FORUM NON CONVENIENS AND ANY OBJECTION TO VENUE OF ANY ACTION INSTITUTED HEREUNDER. DEBTOR AND SECURED PARTY EACH WAIVE ANY RIGHT TO TRIAL BY JURY IN ANY ACTION OR PROCEEDING RELATING TO THIS AGREEMENT OR ANY TRANSACTION CONTEMPLATED IN THIS AGREEMENT.

Dated as of March 1, 2000.

DEBTOR:

BUILD-A-BEAR WORKSHOP, LLC

By: Maxine Clark
Print Name: Maxine Clark
Title: Manager

SHIRTS ILLUSTRATED, LLC

By: Build-A-Bear Workshop, LLC,
Its Managing Member

By: Maryne Clark
Print Name: Maryne Clark
Title: Manager

SECURED PARTY:

FIRSTAR BANK, N.A.

By: [Signature]
Print Name: James Griffiths
Title: VP

STATE OF MO)
)
COUNTY OF ST. CHARLES) SS.

The foregoing instrument was acknowledged before me this March 1, 2000 by Maxine Clark, the duly authorized Manager of **BUILD-A-BEAR WORKSHOP, LLC**, a Missouri limited liability company, on behalf of the company.

Mary J Baumgartner
Notary Public

My commission expires: 12/03/02

STATE OF Mo)
)
COUNTY OF ST. CHARLES) SS.

MARY J. BAUMGARTNER
Notary Public – Notary Seal
State of Missouri
County of St. Charles
My Commission Expires 12/03/2002

The foregoing instrument was acknowledged before me this March 1, 2000 by Maxine Clark, the duly authorized Manager of **BUILD-A-BEAR WORKSHOP, LLC**, a Missouri limited liability company, the managing member of **SHIRTS ILLUSTRATED, LLC**, a Missouri limited liability company, on behalf of the company.

Mary J Baumgartner
Notary Public

My commission expires: 12/03/02

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS.

The foregoing instrument was acknowledged before me this March 1, 2000 by James R. Griffiths, the duly authorized Vice President of **FIRSTAR BANK, N.A.**, a national banking association, on behalf of the association.

Michael O'Grady
Notary Public

My commission expires: N/A



MICHAEL JOHN O'GRADY, Attorney at Law
Notary Public, State of Ohio
My Commission has no expiration date.
Section 147.03



SCHEDULE A
BUILD-A-BEAR WORKSHOP
TRADEMARKS - REGISTERED

Trademark Report by Country
REFERENCE# MARK

FILED APPL# REGDT REG# STATUS CLASSES

AUSTRALIA

| | | | | | | | |
|---------|---|------------|--------|------------|--------|------------|----|
| MAX0028 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 09/03/1997 | 743021 | 09/03/1997 | 743021 | REGISTERED | 35 |
|---------|---|------------|--------|------------|--------|------------|----|

35 - retail store services in connection with the sale of stuffed animals, dolls and related accessories; toys and games; clothing; stationery items; greeting cards; novelties; books; compact discs; cassette recordings, video cassettes, mugs and candies

| | | | | | | | |
|---------|------------|------------|--------|------------|--------|------------|----|
| MAX0161 | MATE CRATE | 03/18/1999 | 788694 | 03/18/1999 | 788694 | REGISTERED | 28 |
|---------|------------|------------|--------|------------|--------|------------|----|

28 - toy playhouses and toy carrying cases for stuffed and plush toy animals

EUROPEAN UNION (CTM)

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|---------|---|------------|---------|------------|--------|------------|----------------|
| MAX0021 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 09/03/1997 | 621,334 | 01/05/1999 | 621334 | REGISTERED | 16,28,35 42 |
|---------|---|------------|---------|------------|--------|------------|----------------|

16 - books, publications, newsletters, periodicals, stationery products, greeting cards, stickers and paper goods

28 - stuffed and plush toy animals, dolls and accessories, toys and games

35 - Business management consultancy, including assistance and advising in the establishment of retail store services in the field of stuffed and plush toy animals, dolls, and related accessories, toys and games, clothing, stationery items, greeting cards, novelties, ornamental pins, books, publications, newsletters, periodicals, stickers, paper goods, compact discs, cassette recordings, video cassettes, mugs and candies

42 - technical consultancy and advising in the establishment of retail stores in the field of stuffed and plush toy animals, dolls, and related accessories, toys and games, clothing, stationery items, greeting cards, novelties, ornamental pins, books, newsletters, publications, periodicals, stickers, paper goods, compact discs, cassette recordings, video cassettes, mugs and candies

MEXICO

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|---------|---|------------|---------|------------|---------|------------|----|
| MAX0047 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 02/24/1998 | 323,493 | 05/29/1998 | 578,165 | REGISTERED | 28 |
|---------|---|------------|---------|------------|---------|------------|----|

28 - stuffed animals, dolls and accessories therefor

NEW ZEALAND

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|---------|---|------------|---------|------------|--------|------------|----|
| MAX0037 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 09/03/1997 | 281,889 | 11/13/1998 | 281889 | REGISTERED | 35 |
|---------|---|------------|---------|------------|--------|------------|----|

35 - retail store services in connection with the sale of stuffed animals, dolls and related accessories; toys and games; clothing; stationery items; greeting cards; novelties; books; compact discs; cassette recordings, video cassettes, mugs and candies

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|---------|---|------------|---------|------------|--------|------------|----|
| MAX0025 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 09/03/1997 | 281,890 | 11/13/1998 | 281890 | REGISTERED | 28 |
|---------|---|------------|---------|------------|--------|------------|----|

28 - stuffed animals, dolls and accessories therefor, toys and games

TAIWAN

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|---------|---|------------|----------|------------|--------|------------|----|
| MAX0024 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 09/05/1997 | 86045962 | 05/01/1999 | 109165 | REGISTERED | 35 |
|---------|---|------------|----------|------------|--------|------------|----|

35 - retail store services in connection with the sale of stuffed animals, dolls and related accessories; toys and games; clothing; stationery items, greeting cards; novelties; books; compact discs; cassette recordings, video cassettes, mugs and candies

UNITED STATES

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|---------|--------------------|------------|------------|------------|-----------|------------|----|
| MAX0122 | BEARTH CERTIFICATE | 04/10/1996 | 75/086,226 | 04/08/1997 | 2,050,734 | REGISTERED | 29 |
|---------|--------------------|------------|------------|------------|-----------|------------|----|

29 - stuffed toy animals

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|---------|----------------------------------|------------|------------|------------|-----------|------------|----|
| MAX0125 | BEARTH CERTIFICATE and Design | 09/28/1995 | 74/735,149 | 09/17/1996 | 2,001,349 | REGISTERED | 28 |
|---------|----------------------------------|------------|------------|------------|-----------|------------|----|

28 - stuffed toy animals

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|---------|----------------|------------|------------|------------|-----------|------------|----|
| MAX0058 | BUY STUFF CLUB | 02/09/1998 | 75/430,595 | 01/12/1999 | 2,217,419 | REGISTERED | 35 |
|---------|----------------|------------|------------|------------|-----------|------------|----|

35 - retail store services featuring a frequent shopper program

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|---------|--------------|------------|------------|------------|-----------|------------|----|
| MAX0079 | CHUBBY CUBBY | 05/01/1998 | 75/478,410 | 05/04/1999 | 2,242,862 | REGISTERED | 28 |
|---------|--------------|------------|------------|------------|-----------|------------|----|

28 - stuffed toy animals and plush toy animals and accessories therefor

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|---------|--------------|------------|------------|------------|-----------|------------|------|
| MAX0013 | COLLECTIBEAN | 03/07/1997 | 75/253,366 | 10/12/1999 | 2,285,982 | REGISTERED | 28,6 |
|---------|--------------|------------|------------|------------|-----------|------------|------|

28 - plush toy animals and stuffed toy animals and accessories therefor
6 - Novelty items, namely metal key rings

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|---------|-----------|------------|------------|------------|-----------|------------|----|
| MAX0036 | CUB CONDO | 11/12/1997 | 75/389,038 | 10/12/1999 | 2,286,392 | REGISTERED | 28 |
|---------|-----------|------------|------------|------------|-----------|------------|----|

28 - toy playhouses and carrying cases for stuffed toy animals and plush toy animals and accessories therefor

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|---------|-------------|------------|------------|------------|-----------|------------|----|
| MAX0014 | FIND-A-BEAR | 03/31/1997 | 75/266,154 | 09/21/1999 | 2,279,762 | REGISTERED | 42 |
|---------|-------------|------------|------------|------------|-----------|------------|----|

42 - security printing, namely, encoding and tagging identifying information on toys, stuffed and plush toy animals, and tracking services for the retrieval of such encoded products

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|---------|---------|------------|------------|------------|-----------|------------|----|
| MAX0093 | LIL CUB | 10/30/1998 | 75/580,289 | 12/07/1999 | 2,298,153 | REGISTERED | 28 |
|---------|---------|------------|------------|------------|-----------|------------|----|

28 - Plush toy animals and stuffed toy animals

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|---------|----------------------------|------------|------------|------------|-----------|------------|----|
| MAX0121 | THE BEARRIFIC BEAR FACTORY | 04/30/1996 | 75/096,492 | 06/17/1997 | 2,071,525 | REGISTERED | 42 |
|---------|----------------------------|------------|------------|------------|-----------|------------|----|

42 - stuffed animal retail store services

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|---------|----------------------------|------------|------------|------------|-----------|------------|----|
| MAX0123 | THE BEARRIFIC BEAR FACTORY | 09/28/1995 | 74/735,152 | 09/03/1996 | 1,998,311 | REGISTERED | 28 |
|---------|----------------------------|------------|------------|------------|-----------|------------|----|

28 - stuffed toy animals

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|---------|--|------------|------------|------------|-----------|------------|----|
| MAX0124 | THE BEARRIFIC BEAR FACTORY and Design | 09/28/1995 | 74/735,150 | 09/10/1996 | 1,999,863 | REGISTERED | 28 |
|---------|--|------------|------------|------------|-----------|------------|----|

28 - stuffed toy animals

BUILD-A-BEAR WORKSHOP

TRADEMARKS - PENDING

Build-A-Bear Workshop
Trademark Report by Country

| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
|------------|------|-------|-------|-------|------|--------|---------|
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AUSTRALIA

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|---------|--|------------|--------|--|--|---------|----|
| MAX0153 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS . . . AND DES. II | 05/10/1999 | 793776 | | | PENDING | 35 |
|---------|--|------------|--------|--|--|---------|----|

35 - retail store services in connection with the sale of stuffed animals, dolls and related accessories; retail store services in connection with the sale of toys, games, clothing, stationery items, greeting cards, novelties, books, compact discs, cassette records, video cassettes, mugs and candies

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|---------|-----------------------|--|--|--|--|--------|-------|
| MAX0195 | CUB CONDO TRADE DRESS | | | | | MAILED | 28,35 |
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28 - toy playhouses and carrying cases for stuffed toy animals and plush toy animals and accessories therefor

35 - retail store services, mail order services and mail order catalog services all in the fields of stuffed toy animals and plush toy animals and accessories therefor, compact disks, audio cassettes, jewelry, newsletters, pamphlets, and brochures for children, newsletters and brochures relating to stuffed and plush toy animals and dolls, carrying cases for plush toy animals, stuffed toy animals and accessories therefor, non-metal keychains and toys

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|---------|--------------------------------|------------|--------|--|--|---------|-------|
| MAX0185 | HEART IN A BEAR TRADE DRESS | 09/10/1999 | 806796 | | | PENDING | 28,35 |
|---------|--------------------------------|------------|--------|--|--|---------|-------|

28 - toys and playthings, including plush animals and stuffed toy animals and dolls

35 - retail store services in connection with the sale of plush toy animals, stuffed toy animals, dolls and related accessories; retail store services in connection with the sale of toys, games, clothing, stationery items, greeting cards, novelties, books, compact discs, cassette records, video cassettes, mugs and candies

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|---------|-----------------------|------------|--------|--|--|---------|-------|
| MAX0151 | TEDDY BEAR CENTENNIAL | 03/12/1999 | 788113 | | | PENDING | 28,35 |
|---------|-----------------------|------------|--------|--|--|---------|-------|

28 - toys, including rubber action balls; action figures and accessories therefor; action skill games; mechanical action toys, electric action toys; action-type target games; toy airplanes; toy armor; balloons; toy banks; bath toys; toy clothing; bingo cards; toy building blocks; toy construction blocks; board games; toy boxes; toy cap pistols; card games; party favors in the nature of crackers or noise-makers; craft sets for decorating balloons; electronic dart games; dolls, doll clothing, doll costumes, accessories for dolls; electronic game equipment with a watch function; role playing game equipment in the nature of game book manual; equipment sold as a unit for playing card games; hand-held unit for playing electronic games and/or video games; parlor games; pinball-type games; role playing games; toy gliders; doll house furnishings; jigsaw puzzles; manipulative games and puzzles; crib mobiles, toy mobiles; scale model airplanes; model toy train sets; plush toy animals and figures and accessories therefor; toy model vehicles and related accessories sold as a unit; electronically-operated toy motor vehicles; musical toys; toy noisemakers; puppets; ride-on toys; soft sculptured toys; spinning toys; stuffed toy animals and figures and accessories therefor; toy swords; toy vehicles; baby multiple activity toys; infant action crib toys; non-riding transportation toys; party favors in the nature of small toys; plush toys; squeezable squeaking toys; water squirting toys; wind-up toys; ventriloquist's dummies; yo-yo's; toy zip guns; sporting goods, including golf bags; golf ball markers; golf balls; golf clubs; head covers for golf clubs; baseballs; basketballs; footballs; net balls; table tennis balls; tennis balls; volley balls; baseball bats, baseball gloves; softball bats; stationary exercise bicycles; road bicycles; gaming equipment, namely, chips and game wheels; poker chips; dart boards; softball gloves; hockey pucks; hockey gloves and pads; ice skates; roller skates and accessories therefor; skate boards; tennis racket presses; tennis racket covers; racquet balls and racquet ball racquets; quoits; sport balls; amusement park rides; tractors and sleds for use in down-hill amusement rides; Christmas tree ornaments; artificial Christmas trees and Christmas wreaths; Christmas tree skirts, stands and stand covers; costume masks; promotional game materials; lottery cards and tickets; teaching materials in the form of board and card games and stand alone video game machines; carrying cases for stuffed and plush toy animals and figures, dolls and other toys; toy furniture, toy clothing

35 - retail services; distributorship services; retail services via a global communications network; mail order catalog services; advertising agency services; copying of documents for others; automobile dealerships; direct mail advertising; directory information; distributorship services; providing home shopping services in a wide variety of fields by means of television; promoting and conducting trade shows in a wide variety of fields; slogan cartoon and character licensing; theatrical ticket agencies

| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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BRAZIL

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| MAX0026 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 10/30/1997 | 820362565 | | | PENDING | 35 |
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35 - 40.15 Retail store services in connection with the sale of stuffed animals, dolls and related accessories, toys and games, clothing, stationery items, greeting cards, novelties, books, compact discs, cassette recordings, video cassettes, mugs and candies

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| MAX0154 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS. . . AND DES. II | 06/01/1999 | 821686895 | | | PENDING | 35 |
|---------|---|------------|-----------|--|--|---------|----|

35 - LC 40.15: retail store services in connection with the sale of stuffed animals, dolls and related accessories, toys and games, clothing, stationery items, greeting cards, novelties, books, compact discs, cassette recordings, video cassettes, mugs and candies

CANADA

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|---------|------------|------------|---------|--|--|---------|----|
| MAX0106 | BEAR BUCKS | 04/23/1999 | 1012907 | | | PENDING | CA |
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CA - gift certificates, scrip and cash equivalents used in connection with the sale of stuffed toy animals and plush toy animals, dolls and accessories therefor; CD Roms, audio cassettes, video cassettes, laser discs and computer game cartridges; jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars; handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers; housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts; clothing; toys and board games; candies

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| MAX0107 | BEAREMY | 04/22/1999 | 1012822 | | | PENDING | CA1 |
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CA1 - retail store services in connection with the sale of plush and stuffed toy animals and accessories therefor; charitable fundraising services; entertainment services, namely performances by an individual in a bear costume, and the providing of stuffed and plush toy animals to charitable and nonprofit institutions and children therefor

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| MAX0108 | BEARISM | 04/22/1999 | 1012894 | | | PENDING | CA,CA1 |
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CA - CD Roms, audio cassettes, video cassettes, laser discs, and computer game cartridges; books, publications, newsletters, periodicals, stationery products, greeting cards, stickers and paper goods; handbags, tote bags, backpacks, carrying cases, wallets and purses; figurines, novelties and buttons; mugs, glasses and kitchenware; housewares, sheets, linens, towels, blankets and comforters; clothing and accessories therefor and aprons; toys, games, sporting goods, toys, figures, plush animals and stuffed animals and accessories therefor

CA1 - retail store services; entertainment and educational services and mail order services, mail order catalog services, retail services via a global computer network, providing information relating to various subjects via a global computer network, providing access through a global computer to an interactive computer database in regard to various subjects, restaurant services, wholesale and distributorship services

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| MAX0109 | BEARY NEWSWORTHY | 04/23/1999 | 1012893 | | | PENDING | CA |
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CA - books, newsletters, magazines, pamphlets, and brochures relating to general information, games, puzzles, artwork and stories for children, and relating to animals and stuffed and plush toy animals; greeting cards; stickers; stationery products, namely writing paper and envelopes

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|---------|---|------------|---------|--|--|---------|--------|
| MAX0022 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 09/04/1997 | 855,203 | | | ALLOWED | CA,CA1 |
|---------|---|------------|---------|--|--|---------|--------|

CA - CD Roms, namely pre-recorded materials regarding teddy bears and other stuffed toy animals, plush toy animals, and dolls; audio cassettes, namely pre-recorded materials regarding teddy bears and other stuffed toy animals, plush toy animals, and dolls; video cassettes, namely pre-recorded materials regarding teddy bears and other stuffed toy animals, plush toy animals, and dolls; laser discs, computer games and electronic games; books, publications, namely books, newsletters, magazines, posters, calendars, and brochures for children and books, newsletters, magazines, posters, calendars and brochures relating to stuffed toy animals, plush toy animals, and dolls; periodicals, stationery products, namely writing paper, envelopes, stickers and invitations; greeting cards, stickers and paper goods, namely paper plates, paper cups, and paper napkins; handbags, tote bags, backpacks, carrying cases, wallets and purses; figurines, novelties and buttons; mugs, glasses and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers; ; housewares, namely bed sheets, linens, towels, bed blankets and comforters, place mats and oven mitts, clothing and accessories therefor, namely shirts, t-shirts, sweatshirts, caps, socks, underwear, sleepwear, pants, jackets, footwear, shorts, swimwear, and aprons; toys, namely teddy bears and other stuffed toy animals, plush toy animals,

| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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CANADA continued . . .

dolls and bath toys, pull toys, musical toys, miniature figurines, soft body infant toys, and positionable toy figures; games, namely board games and hand held units for playing electronic games; figures, namely ceramic figures; plush toy animals and stuffed toy animals and dolls and accessories therefor, namely toy clothing, toy jewelry, toy furniture, toy houses and toy housewares

CA1 - retail store services in the field of stuffed toy animals and plush toy animals and dolls, and accessories therefore, namely toy clothing, toy jewelry, toy furniture, toy houses and toy housewares; entertainment services in the nature of parties for creating stuffed toy animals, plush toy animals, and dolls, and providing of party facilities therefore, and video and motion picture production and distribution, and radio and television programming and production and distribution thereof; mail order services in the field of stuffed toy animals and plush toy animals, and dolls, and accessories therefore, namely toy clothing, toy jewelry, toy furniture, toy houses and toy housewares, and associated merchandise; mail order catalogue services in the field of stuffed toy animals, plush toy animals, and dolls, and accessories therefore, namely toy clothing, toy jewelry, toy furniture, toy houses and toy housewares, and associated merchandise; retail services via a global computer network in the field of stuffed toy animals, plush toy animals and dolls, and accessories therefore, namely toy clothing, toy jewelry, toy furniture, toy houses and toy housewares, and information relating to stuffed toy animals, plush toy animals and dolls and accessories therefore, namely toy clothing, toy jewelry, toy furniture, toy houses and toy housewares; providing information relating to various subjects via a global communications network, namely stuffed toy animals, plush toy animals and dolls, and accessories therefore, namely toy clothing, toy jewelry, toy furniture, toy houses and toy housewares; wholesale and distributorship services in Canada in the field of stuffed toy animals, plush toy animals and dolls, and accessories therefore, namely toy clothing, toy jewelry, toy furniture, toy houses and toy housewares, and associated merchandise

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|---------|--|--|--|--|--|--------|--------|
| MAX0146 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE AND DESIGN | | | | | MAILED | CA,CA1 |
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CA - CD Roms, namely pre-recorded materials regarding teddy bears and other stuffed toy animals, plush toy animals, and dolls; audio cassettes, namely pre-recorded materials regarding teddy bears and other stuffed toy animals, plush toy animals, and dolls; video cassettes, namely pre-recorded materials regarding teddy bears and other stuffed toy animals, plush toy animals, and dolls; laser discs, computer games and electronic games; books, publications, namely books, newsletters, magazines, posters, calendars, and brochures for children and books, newsletters, magazines, posters, calendars and brochures relating to stuffed toy animals, plush toy animals, and dolls; periodicals, stationery products, namely writing paper, envelopes, stickers and invitations; greeting cards, stickers and paper goods, namely paper plates, paper cups, and paper napkins; handbags, tote bags, backpacks, carrying cases, wallets and purses; figurines, novelties and buttons; mugs, glasses and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers; ; housewares, namely bed sheets, linens, towels, bed blankets and comforters, place mats and oven mitts, clothing and accessories therefor, namely shirts, t-shirts, sweatshirts, caps, socks, underwear, sleepwear, pants, jackets, footwear, shorts, swimwear, and aprons; toys, namely teddy bears and other stuffed toy animals, plush toy animals, dolls and bath toys, pull toys, musical toys, miniature figurines, soft body infant toys, and positionable toy figures; games, namely board games and hand held units for playing electronic games; figures, namely ceramic figures; plush toy animals and stuffed toy animals and dolls and accessories therefor, namely toy clothing, toy jewelry, toy furniture, toy houses and toy housewares

CA1 - retail store services in the field of stuffed toy animals and plush toy animals and dolls, and accessories therefore, namely toy clothing, toy jewelry, toy furniture, toy houses and toy housewares; entertainment services in the nature of parties for creating stuffed toy animals, plush toy animals, and dolls, and providing of party facilities therefore, and video and motion picture production and distribution, and radio and television programming and production and distribution thereof; mail order services in the field of stuffed toy animals and plush toy animals, and dolls, and accessories therefore, namely toy clothing, toy jewelry, toy furniture, toy houses and toy housewares, and associated merchandise; mail order catalogue services in the field of stuffed toy animals, plush toy animals, and dolls, and accessories therefore, namely toy clothing, toy jewelry, toy furniture, toy houses and toy housewares, and associated merchandise; retail services via a global computer network in the field of stuffed toy animals, plush toy animals and dolls, and accessories therefore, namely toy clothing, toy jewelry, toy furniture, toy houses and toy housewares, and information relating to stuffed toy animals, plush toy animals and dolls and accessories therefore, namely toy clothing, toy jewelry, toy furniture, toy houses and toy housewares; providing information relating to various subjects via a global communications network, namely stuffed toy animals, plush toy animals and dolls, and accessories therefore, namely toy clothing, toy jewelry, toy furniture, toy houses and toy housewares; wholesale and distributorship services in Canada in the field of stuffed toy animals, plush toy animals and dolls, and accessories therefore, namely toy clothing, toy jewelry, toy furniture, toy houses and toy housewares, and associated merchandise

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|---------|-----------------------|------------|---------|--|--|---------|--------|
| MAX0110 | BUILD-A-DOLL WORKSHOP | 04/23/1999 | 1012892 | | | PENDING | CA,CA1 |
|---------|-----------------------|------------|---------|--|--|---------|--------|

CA - novelties, namely keychains made of metal; CD-ROMs, audio cassettes, video cassettes, and laser discs relating to or regarding dolls and children, computer game cartridges, jewelry, namely earrings, necklaces, rings, bracelets and pendants; books, newsletters, magazines,

| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
|---|-----------------------------|------------|---------|-------|------|---------|---------|
| CANADA <i>continued</i> | | | | | | | |
| pamphlets, and brochures for children; and books, newsletters, magazines and brochures relating to dolls; greeting cards, stickers and paper goods, namely paper plates, books, publications, newsletters, periodicals, stationery products, greeting cards, stickers and paper goods namely, paper plates, paper napkins; and publications, namely posters, and calendars; handbags, tote bags, backpacks, wallets and purses, and carrying cases for dolls and accessories therefor; ceramic figurines, novelties, namely non-metal keychains and novelty buttons; mugs, glasses and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers and pepper shakers; clothing, namely shirts, t-shirts, sweatshirts, caps, socks, underwear, sleepwear, pants, jackets, footwear, shorts, swimwear, and aprons; dolls and accessories therefor; handheld units for playing electronic games; toys, namely bath toys, pull toys, musical toys, miniature figures soft body infant toys, positionable toy figures; board games | | | | | | | |
| CA1 - mail order, retail store, mail order catalog services, wholesale and distributorship services in the field of dolls and accessories therefor; CD Roms, audio cassettes, video cassettes, laser discs and computer game cartridges; jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to dolls; greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars; handbags, tote bags, backpacks, wallets, purses; and carrying cases for dolls and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers; housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts; clothing; toys and board games; candies | | | | | | | |
| MAX0127 | BUILD-A-PARTY | 04/26/1999 | 1013050 | | | PENDING | CA1 |
| CA1 - creating stuffed toy animals and plush toy animals and providing of party facilities therefor | | | | | | | |
| MAX0111 | BUY STUFF CLUB | 04/26/1999 | 1013057 | | | PENDING | CA |
| CA - retail store services featuring a frequent shopper program | | | | | | | |
| MAX0112 | COLLECTIBEAR | 04/26/1999 | 1013051 | | | PENDING | CA,CA1 |
| CA - plush toy animals and stuffed toy animals and accessories therefor | | | | | | | |
| CA1 - entertainment services, namely a collectors' club for plush toy animals and stuffed toy animals | | | | | | | |
| MAX0113 | COLLECTIBUNNY | 04/26/1999 | 1013052 | | | PENDING | CA |
| CA - plush toy animals and stuffed toy animals and accessories therefor | | | | | | | |
| MAX0114 | CUB CONDO | 04/26/1999 | 1013053 | | | PENDING | CA |
| CA - toy playhouses and carrying cases for stuffed toy animals and plush toy animals and accessories therefor | | | | | | | |
| MAX0115 | FIND-A-BEAR | 04/26/1999 | 1013054 | | | PENDING | CA1 |
| CA1 - security printing, namely, encoding and tagging identifying information on toys, stuffed and plush toy animals, and tracking services for the retrieval of such encoded products | | | | | | | |
| MAX0181 | HEART IN A BEAR TRADE DRESS | 09/24/1999 | 1029874 | | | PENDING | 28,35 |
| 28 - plush animals and stuffed toy animals | | | | | | | |
| 35 - retail store services featuring plush toy animals, stuffed toy animals and accessories | | | | | | | |
| MAX0126 | LIL CUB | 04/22/1999 | 1012823 | | | PENDING | CA |
| CA - Plush toy animals and stuffed toy animals | | | | | | | |
| MAX0116 | LOVE STUFF HEADQUARTERS | 05/10/1999 | 1012824 | | | PENDING | CA |
| CA - mail order, retail store, mail order catalog services, wholesale and distributorship services and retail services via a global communications network in the field of stuffed toy animals and plush toy animals, dolls and accessories therefor; CD Roms, audio cassettes, video cassettes, laser discs and computer game cartridges, jewelry, books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards; stickers, stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars, handbags, tote bags, backpacks, wallets, purses, and carrying cases for plush toy animals, stuffed toy animals and accessories therefor, ceramic figurines, metal and non-metal keychains and novelty buttons; mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers, housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts, clothing, toys and board games, and candies | | | | | | | |
| MAX0117 | ROLY POLY PANDA | 04/23/1999 | 1012895 | | | PENDING | CA |
| CA - Stuffed toy animals and plush toy animals | | | | | | | |

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CANADA *continued*

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| MAX0118 | STITCHED WITH LOVE | 04/26/1999 | 1013055 | | | PENDING | CA,CA1 |
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CA - CD Roms; audio cassettes, video cassettes, laser discs relating to or regarding dolls and children, computer game cartridges; jewelry, namely earrings, necklaces, rings, bracelets and pendants; books, magazines, pamphlets, and brochures for children and books, newsletters, magazines, and brochures relating to dolls; greeting cards, stickers and paper goods, namely paper plates, paper cups, and paper napkins, and publications, namely posters and calendars; handbags, tote bags, backpacks, wallets and purses, and carrying cases for dolls and accessories therefor; ceramic figurines, novelties, namely non-metal keychains and novelty buttons; mugs, glasses and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers and pepper shakers; clothing, namely shirts, t-shirts, sweatshirts, caps, socks, underwear, sleepwear, pants, jackets, footwear, shorts, swimwear, and aprons; dolls and accessories therefor; hand held units for playing electronic games; toys, namely bath toys, pull toys, musical toys, miniature figures, soft body infant toys, positionable toy figures; board games

CA1 - retail store services; entertainment and educational services and mail order services; mail order catalog services, retail services via a global computer network, providing information relating to various subjects via a global computer network, providing access through a global computer to an interactive computer database in regard to various subjects, restaurant services, wholesale and distributorship services

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| MAX0119 | TEDDY BEAR CENTENNIAL | 04/22/1999 | 1012825 | | | PENDING | CA,CA1 |
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CA - unexposed camera film, unexposed cinematographic film, sensitized photographic film, unexposed photographic film, photosensitive paper; peat; plant food; potting soil; artificial sweeteners.

house paint, paint for artists paint for model airplanes, model cars, model toys and the like; paints for arts and crafts, photocopier toner, and watercolor paints.

cosmetics and personal care and cleaning products, including skin soaps, perfume, cologne, essential oils for personal use; blushers, eye pencils, eye shadows, eyebrow pencils, eyeliners, foundation makeup, lipsticks, lip glosses, mascara and rouge; hair products, including shampoos, conditioners and lotions; dentifrice; skin lotions and creams; nail polish; potpourri; incense; sachets; bath products; sun tanning and blocking preparations; bubble baths, body lotions, body oils, toothpaste, dental floss, deodorants, cleaning preparations, cotton balls and cotton for cosmetic purposes, detergent soap, automatic dishwashing detergents, dishwashing detergents, disposable wipes for personal use, floor polish, furniture polish, glass cleaners, laundry detergent, laundry bleach; petroleum jelly for cosmetic and personal care purposes; baby powder; face powder; talcum powder; room fragrances; soaps for hand, body and face.

candles; fuel for motor vehicles, namely gasoline; automobile lubricants; motor oil.

baby food and formula; adhesive bandages; dietary and food supplements; vitamins; pharmaceutical preparations and over-the-counter medical preparations; air deodorants; air fresheners; analgesics; antacids; antibiotic creams and ointments; anti-histamines; aspirin; carpet deodorizers; contact lens cleaning solutions; contact lens solutions; contact lens wetting solutions; cough drops; cough expectorants; cough lozenges; cough syrups.

Aluminum foil, metal piggy banks, metal bells, safety deposit boxes, metal oil cans sold empty, metal cans sold empty, metal caps for bottles, metal chains, metal money clips not of precious metal, metal decorative boxes, fixed towel dispensers of metal, aluminum foil paper, metal key holders, metal holders for signboards, metal horseshoes, metal identification bracelets, metal key blanks, metal key fobs, metal key rings; door hardware, namely, keys and key cylinders, metal keys for locks; key chains made of metal; metal license plates, metal lock boxes, metal name badges; metal name plates, metal time capsules.

eyeglasses, sunglasses; eyeglass frames; pre-recorded video tapes, pre-recorded audio tapes, compact discs and video discs, all featuring music, dance, comedy, dramatic or non-dramatic productions, poetry, art, sports, physical fitness, stories for children and/or adults, history, culture, lifestyle and/or technology; batteries, battery packs, battery chargers, compact discs, computer buffers, computer disc drives, blank floppy computer discs, blank hard computer discs, computer furniture, computer hardware, computer interface boards, computer keyboards, computer memories, computer monitors, computer mouse, computer peripheral mouse pads, computer operating programs, computer printers, computer printer cartridges; blank magnetic computer tapes, computers and instructional manuals sold as a unit, electric converters, document scanners, modems; holders for compact discs, jackets for compact discs; cd-rom drives; computer software; personal electronic organizers; pre-paid magnetically encoded telephone calling cards; magnetically encoded credit and debit cards; neon, electric and luminous signs; video game interactive control floor pads or mats; video game cartridges; computer game cassettes; computer games cartridges; computer game equipment containing memory devices, namely, discs; computer game joysticks, programs and tapes; video game machines for use with televisions; computer game programs; video game joysticks virtual reality game software; cameras; radios; telephones; photographic equipment and accessories.

flash lights.

fireworks.

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CANADA *continued*

Jewelry, namely watches, pins, earrings, chains, necklaces, bracelets, rings, cuff links, shoe ornaments; piggy banks of precious metal; clocks; candle holders of precious metal.

address books, address labels, address plates; addressing machines; automatic adhesive dispensers for office use, adhesive tape dispensers for household or stationery use, adhesive tape and adhesives for stationery or household purposes; coin albums, photograph albums, scrapbook albums, stamp albums; storage albums for typewriter printwheels and typeballs; almanacs; announcement cards; printed survey answer sheets; appliques in the form of decals; archival storage pages; art etchings, art mounts, art paper, art pictures, art prints, graphic art reproductions, printed art reproductions; artists' brushes, arts and craft kits; paint kits; atlases; autograph books; pressure sensitive graphics for application to automobiles; printed awards; baby books; paper name badges; garbage bags of plastic or paper, general purpose plastic bags, grocery bags, merchandise bags, party paper bags, paper refuse bags, plastic trash bags, sandwich bags of paper or plastic, graphic art reproductions, printed art reproductions; artists' brushes, arts and craft kits; paint kits; atlases; autograph books; pressure sensitive graphics for application to automobiles; printed awards; baby books; paper name badges; garbage bags of plastic or paper, general purpose plastic bags, grocery bags, merchandise bags, party paper bags, paper refuse bags, plastic trash bags, sandwich bags of paper or plastic, trash bags, plastic food storage bags for household use; plastic or paper bags, envelopes and pouches for merchandise packaging; ball-point pens; paper banners; desk basket for desk accessories; paper bath mats, bathroom tissue; facial tissue; bibles; paper bibs; mechanical binder sets comprised of rings, dividers or folders, binders, loose leaf binders and paper; book bindings; black boards; packaging, namely, blister cards; blotters; blue prints; poster boards, art sketching boards, bristol boards, directory boards, drawing boards, illustration boards, magnetic boards, memorandum boards, mounting boards, paper illustration boards, paper boards, lap boards for reading and writing, slate boards for writing; bond paper; book covers, book holders, book plates, book rests, cloth for bookbinding, bookends; bookkeeping books and forms; bookmarks; account books, anniversary books, appointment books, business record books, cash receipt books, children's activity

books, children's books, coloring books, composition books, cook books, copy books, coupon books, data books, date books, dictation books, engagement books, exercise books, expense books, guest books, index books, ledger books, log books, memorandum books, note books, picture books, printed music books, receipt books, recipe books, score books; fiction books, non-fiction books; sketch books, song books, stenographers' note books, telephone number books, travel books, voucher books, wallcovering sample books; wedding books, wirebound books; cardboard boxes, corrugated record storage boxes, paper boxes; pencil and pen boxes and cases; stationery boxes, file boxes for storage of business or personal records; bumper stickers; business cards; paper cake decorations, calendar desk pads and stands, calendar stands, calendars; blank cards, Christmas cards, credit cards, debit cards without magnetic encoding, file cards, filing cards, flash cards, gift cards, greeting cards, note cards, occasion cards, playing cards and playing card cases, score cards, trading cards, trivia cards, cards bearing universal greetings; caricatures; cartoon prints, newspaper cartoons and comic strips; comic books; mail order catalogs; decorative paper centerpieces; bank checks, check books, check book and passbook wallets, checkbook covers and holders; clip boards; paper clips; patterns for making clothes, paper table cloths; coasters made of paper; computer game instruction manuals, computer paper; confetti; copy paper; corrugated containers; crayons; crepe paper; crossword puzzles; daily planners, date computer manuals; date indicators; decalcomanias, decals; desk pads, desk sets, desk file trays, desk stands and holders for pens, pencils and ink, desk top organizers and planners; disposable diapers; diaries, dictionaries, classified directories, hotel directories, telephone directories, rubber document stamps; paper doilies; drafting rulers, drafting triangles; drawing pencils; duplicating machines; easels; electric pencil sharpeners; paper emblems, printed emblems; embroidery design patterns; encyclopedias; envelopes; chalk erasers, erasers; etchings; paper expanding files, document file trays; paper flags; printing fonts; metallic gift wrap; grocery paper; paper handkerchiefs; coin holders; correspondence holders, document holders, paper sign holders, pen or pencil holders; paper hole punches; writing ink; label printing machine ribbons; luminous paper; paper mail pouches, cardboard mailing tubes; computer program manuals for games; maps; markers, stick markers, marking tabs; masking paper; modeling clay; newsletters; note pads, note paper; note books; numbering guides; opaque paper, personal organizers, organizers for stationery use; decorative pencil-top ornaments; inking pads; prescription reminder pads; score pads, scratch pads, sketch pads, stamp pads, writing pads; paint brushes, water color sets; painting sets for children, painting sets for artists, paintings, palettes for painting; adding machine paper, carbon paper, cleaning and polishing paper, construction paper, corrugated paper, craft paper, electrocardiograph paper, electrostatic paper, fiber paper, filler paper, filter paper, fluorescent paper, gummed paper, illustration paper, laminated paper, lining paper, luminous paper, magnetic paper, manifold paper, mimeograph paper, newsprint paper, onion skin paper, packing paper, parchment paper, plastic coated copying paper, printing paper, proofing paper, recycled paper, reproduction paper, safety paper, shelf paper, synthetic paper, tissue paper, toilet seat cover paper, tracing paper, typewriter paper, wax paper, wrapping paper, writing paper; paper blinds; paper closures for sealing containers; paper containers; paper cutters; gift wrapping paper, paper gift wrap bows, boxes and ribbons; paper maché figurines; paper party decorations, paper party hats; paper pennants; paper pillowcases; paper ribbons; paper shredders for office use; paper staplers; paper napkins, paper table cloths, paper table linens, paper towels, paper tray covers, paper trays, paper washcloths; paperweights; pencil sharpeners; pencils, artists' pencils, charcoal pencils, drawing pencils, pennants; pens, artists' pens, electric wood burning artists' pens, fountain pens, ink pens; photographic prints; photograph mounts and photographic croppers; picture postcards; plastic and paper place mats; personal planners; printed plans; stationery-type portfolios; postcards; printed labels not of textile; protective covers for sheets or paper and pages of books and the like; posters; publication paper; rubber bands; scrap-books, sheet music, sheet music stands; stationery, stationery boxes; stickers; T-squares; writing tablets; non-permanent tattoos; printed tickets; printing type; reference books.

Attaché cases; backpacks; bookbags; diaper bags; duffel bags; handbags; sports bags; billfolds; business card cases; credit card cases; key cases; cosmetic cases sold empty; chain purses; coin purses; fanny packs; animal leashes and collars; luggage; waist packs; pocketbooks; umbrellas, golf umbrellas and wallets; baby backpacks; trunks.

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CANADA *continued*

Furniture; mirrors; picture frames; plastic cake decorations; plastic flags; figurines; sculptures; carvings; statues; non-metal key chains; plastic bibs; corks for bottles, sleeping bags.

kitchenware, beverage glassware; dinnerware; fitted vanity cases; champagne and wine buckets; ice buckets; chocolate, cake, pastry and cookery molds; decorative crystal prisms; paper plates and cups; plastic plates and cups; drinking flasks; decorative stained glass; stamped glass; glass bowls; hair brushes and combs; napkin holders; toothpick holders; lunch boxes; pepper and salt mills; mugs; bottle openers; decorative ornaments of china, crystal, glass porcelain and/or terra cotta; pails; boxes for dispensing paper towels; perfume atomizers sold empty; decorative plates; statues and statuettes of china, crystal, earthenware, glass, porcelain and/or terra cotta; beverage stirrers; pre-moistened towelettes; drinking vessels; wastepaper baskets; non-woven fabric cosmetic wipes not made of paper; jars for jams and jellies made of earthenware, glass, porcelain, plastic and/or terra cotta; beer jugs; bakeware; non-metal piggy banks; flower baskets; portable beverage coolers and dispensers; bottles, sold empty; cake stands and servers; non-electric candelabras and candlesticks not of precious metal; canister sets; porcelain and earthenware, including plates, platters, dishes, bowls, cups, saucers, serving dishes and serving plates, paint buckets; butter dishes; pitchers; soap dispensers, toothpaste dispensers; paper cups, paper plates; plasticware.

oven mitts, towels, linens, comforters, blankets, wash clothes, sheets, bed linens, bath linens, household linens, textile napkins, textile wall hangings, bed spreads, table mats not of paper, pillows, pillow cases, pillow shams, pennants not of paper, pot holders, quilts, bed sheets, table cloths not made of paper, crib bumpers and crib canopies, cloth banners, fabrics.

men's, women's, and children's clothing, including pants, jeans, blouses, skirts, shorts, dresses, jackets, vests, coats, warm-up suits, ties, suits, t-shirts, sweatshirts, shirts, sweaters; footwear; hats, caps, berets, scarves, clothing belts, gloves, mittens; pajamas; bathrobes; nightgowns; aprons; cloth diapers.

Rugs, carpets, mats, floor coverings and wall hangings.

toys, including rubber action balls; action figures and accessories therefor; action skill games; mechanical action toys, electric action toys; action-type target games; toy airplanes; toy armor; balloons; toy banks; bath toys; toy clothing; bingo cards; toy building blocks; toy construction blocks; board games; toy boxes; toy cap pistols; card games; party favors in the nature of crackers or noise-makers; craft sets for decorating balloons; electronic dart games; dolls, doll clothing, doll costumes, accessories for dolls; electronic game equipment with a watch function; role playing game equipment in the nature of game book manual; equipment sold as a unit for playing card games; hand-held unit for playing electronic games and/or video games; parlor games; pinball-type games; role playing games; toy gliders; doll house furnishings; jigsaw puzzles; manipulative games and puzzles; crib mobiles, toy mobiles; scale model airplanes; model toy train sets; plush toy animals and figures and accessories therefor; toy model vehicles and related accessories sold as a unit; electronically-operated toy motor vehicles; musical toys; toy noisemakers; puppets; ride-on toys; soft sculptured toys; spinning toys; stuffed toy animals and figures and accessories therefor; toy swords; toy vehicles; baby multiple activity toys; infant action crib toys; non-riding transportation toys; party favors in the nature of small toys; plush toys; squeezable squeaking toys; water squirting toys; wind-up toys; ventriloquist's dummies; yo-yo's; toy zip guns; sporting goods, including golf bags; golf ball markers; golf balls; golf clubs; head covers for golf clubs; baseballs; basketballs; footballs; net balls; table tennis balls; tennis balls; volley balls; baseball bats, baseball gloves; softball bats; stationary exercise bicycles; road bicycles; gaming equipment, namely, chips and game wheels; poker chips; dart boards; softball gloves; hockey pucks; hockey gloves and pads; ice skates; roller skates and accessories therefor; skate boards; tennis racket presses; tennis racket covers; racquet balls and racquet ball racquets; quoits; sport balls; amusement park rides; tractors and sleds for use in down-hill amusement rides; Christmas tree ornaments; artificial Christmas trees and Christmas wreaths; Christmas tree skirts, stands and stand covers; costume masks; promotional game materials; lottery cards and tickets; teaching materials in the form of board and card games and stand alone video game machines; carrying cases for stuffed and plush toy animals and figures, dolls and other toys; toy furniture, toy clothing.

Butters; dairy-based food beverages, cheese; vegetable-based food beverages; milk; cooking oil; non-dairy creamer; ice cream, ice milk and frozen yogurt; dips and sauces; fish; canned fruits, dried fruits, frozen fruits, sliced fruits, preserved fruits; food game; jellies; jams; unflavored and unsweetened gelatins; frozen, prepared or packaged meals consisting primarily of meat, fish, poultry or vegetables; meat; processed nuts; poultry, seafood, shellfish; soup mixes, soups; cheese spreads, fruit-based spreads, meat-based spreads, vegetable-based spreads; tofu; eggs; peanut butter; processed foods.

flavoring additives for non-nutritional purposes; food additives for non-nutritional purposes for use as flavoring, ingredient or filler; bagels, bakery goods, bakery products, barbecue sauce; herbal food beverages; breakfast cereals; bubble gum; edible cake decorations, cakes, chocolate-based or custard-based fillings for cakes and pies; candied fruit, candied fruit snacks, candied nuts, candy; catsup; cereal based snack food, ready to eat cereal derived food bars, processed cereals; chewing gum; chocolate chips; corn chips, confectionery chips for baking; chocolate, chocolate syrup, chocolate topping, cocoa, cocoa mixes; coffee, grain or chicory based coffee substitutes; cones for ice cream, cookies; corn flakes, corn syrup, cracker combinations with cheese, crackers; custards; dough, doughnuts, frozen, prepared or packaged entrees consisting primarily of pasta or rice; extracts used as flavoring, (not including essential oils); farina, flavoring syrup, flour, frosting mixes, frostings; frozen confections, frozen custards, frozen yogurt; fruit ice, fruit pies, flavored and sweetened gelatin; gluten, granola, granola-based snack bars; herb teas for food purposes, herbal food beverages; honey; hot sauce; ice cream, ice cream substitute, ice milk, flavored ices; icing; licorice; non-medicated lozenges; macaroni, macaroni and cheese; pastas; rice; maple syrup; marinades; marshmallow topping, marshmallows, marzipan; matzo; mayonnaise; milkshakes, bases for making milkshakes; mustard; natural sweetener; noodles, oatmeal, processed oats, rolled oats, food package combinations consisting primarily of bread, crackers and/or cookies, pancake mixes, pancake syrup, pancakes; pasta; peanut butter confectionery chips; pies; pizza, pizza crust, pizza dough, pizza sauce, candy coated popcorn,

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CANADA *continued*

caramel popcorn, glazed popcorn, popped popcorn, processed popcorn, pretzels; puddings; ravioli; relish; rice; rice-based snack foods; salad dressings; salsa; salt; sauces; seasonings; processed semolina; sherbet, snack mix consisting primarily of crackers, pretzels, candied nuts, and/or popped popcorn; sorbet; spaghetti, spaghetti sauce; spices; stuffing mixes containing bread; sugar, natural sweeteners; tapioca; tea, tea-based beverages with fruit flavoring, vanilla; vinegar; waffles; processed wheat, wheat germ other than a dietary supplement; yeast; ziti; snack items and processed foods.

animal foodstuffs; dog biscuits; cat treats; fresh fruits; fresh herbs; malt for brewing and distilling; raw nuts; pet food; fresh vegetables; flower bulbs and seeds; oats; plants.

ale, brunswick ale, beer, malt beer and non-alcoholic beer, beer substitute containing less than point five percent alcohol; sweet cider, bottled water, non-carbonated soft drinks; carbonated soft drinks; carbonated water; fruit juice concentrates; concentrates, syrups or powders used in the preparation of soft drinks; essences for use in making soft drinks; extracts of hops for making beer; fruit drinks, fruit flavored soft drinks, fruit juices, fruit nectars, fruit punch, fruit-based soft drinks flavored with tea; ginger ale; tomato juice and vegetable juices used as beverages; lager; lemonade; essences for use in the manufacturing of liqueurs not in the nature of essential oils; malt liquor, malt beer; malt ale; mineral water; mum; extracts of unfermented must; unfermented grape must, unfermented preserved must; seltzer water, soda water, sports drinks, spring water; stout, malt syrup for beverages; de-alcoholized or non-alcoholized wines.

CA1 - retail services; distributorship services; retail services via a global communications network; mail order catalog services; advertising agency services; copying of documents for others; automobile dealerships; direct mail advertising; directory information; distributorship services; providing home shopping services in a wide variety of fields by means of television; promoting and conducting trade shows in a wide variety of fields; slogan cartoon and character licensing; theatrical ticket agencies.

Insurance, financial, monetary, banking and real estate services, including, credit card services; credit unions; financial planning services; financial investment in the field of securities and real estate; insurance agencies and insurance underwriting services in the fields of home, accident, business, life, accident, health, and casualty; administration of and organizing pre-paid health care plans; real estate agency services; telephone calling card services; stock brokerage services; traveler's check issuance services; automated teller machine services.

Telecommunications services, including radio and television broadcasting; broadcasting via a global communications network; electronic mail services; paging services; pay per view television transmission services; telephone communication services; video broadcasting. Laundry services and diaper cleaning services.

Transport, packaging and storage of goods, travel arrangement services, including air transportation; automobile rental and leasing services; boat cruises; travel clubs; food delivery services; parcel delivery services; delivery of goods by means of truck and air; emergency auto towing; tour guide services; travel information services; moving van services; public utility services; railway transport services; travel booking agencies; travel clubs; arranging of travel tours.

Treatment of materials, including photographic film finishing and development services.

entertainment and educational services, including video and motion picture production and distribution, radio and television production and distribution thereof; entertainment in the nature of sporting events; book publishing services; conducting exhibitions in a wide variety of fields; entertainment in the nature of television and radio programs, amusement park rides; on-line computer games, musical concerts, live performances by a musical band; amusement parks; nursery schools; conducting parties for others; health club services; museums; movie theaters; recording studio services; arranging for ticket reservations for shows and other events; zoos

child care centers; medical clinics and hospital services; motor clubs; news and features distribution; health resorts and spas, health maintenance organizations; retirement home services; lawn care services; portrait photography services; printing services; hair salons; monitoring of burglar security alarms; travel agency services; hotel services; restaurant services providing multiple-user access to a global computer information network for the transfer and dissemination of a wide range of information; leasing or providing access time to computer data bases/web sites/home pages of others in a wide variety of field(s) by means of a global computer network; providing information in a wide variety of fields by means of a global computer information network; computer services, namely providing on-line publications in a wide variety of fields.

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| MAX0120 | TEDDYLOGY | 04/26/1999 | 1013056 | | | PENDING | CA1 |
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CA1 - educational services, namely providing training and instruction in regard to staffing and operating retail stores in connection with the manufacture and sale of stuffed toy animals and plush toy animals and accessories therefor

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CANADA *continued*

CHINA

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| MAX0027 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 02/17/1998 | 9800012693 | | | PENDING | 28 |
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28 - stuffed toy animals, plush toy animals, dolls, and accessories therefor, namely toy clothing and toy jewelry; toys and games

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| MAX0072 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 02/17/1998 | 9800012694 | | | PENDING | 35 |
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35 - Commercial management assistance; commercial organization consultation; business investigations; commercial information agencies; commercial marketing research; TV commercial advertising; organizing commercial or advertising exhibition; promoting sales; importing and exporting agencies; supplying the statistic information

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| MAX0149 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS. . . AND DES.II | 06/24/1999 | 0099971724 | | | PENDING | 28 |
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28 - Stuffed toy animals, plush toy animals, dolls and accessories therefore, namely toy jewelry, toy clothing and toy playhouses, accessories therefore, toys and games, namely computer games, board games and parlor games

WHERE BEST FRIENDS. . . AND
DES.II

35 - commercial management assistance; commercial organization consultation; business investigations; commercial information agencies, commercial marketing research; TV commercial advertising; organizing commercial or advertising exhibitions; promotion sales; importing and exporting agencies; supplying the statistic information

EUROPEAN UNION (CTM)

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| MAX0094 | BUILD-A-BEAR WORKSHOP and Design | 12/01/1998 | 1010834 | | | PENDING | 14,16,18 20,21,24 25,28,35 41,42,6 9,26,39 |
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14 - Jewelry, namely earrings, necklaces, rings, bracelets and pendants

16 - Books, newsletters, magazines, pamphlets, and brochures for children; and books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls; greeting cards; stickers; stationery products, namely writing paper, envelopes, and invitations; paper goods, namely paper napkins; and publications, namely posters, and calendars

18 - -- handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor

20 - ceramic figurines; novelties, namely non-metal keychains

21 - mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, paper plates, paper cups, salt shakers, and pepper

24 - housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts

25 - clothing, namely shirts, t-shirts, sweatshirts, caps, socks, underwear, sleepwear, pants, jackets, footwear, shorts, swimwear; and aprons

28 - plush toy animals and stuffed toy animals and dolls and accessories therefor; handheld unit for playing electronic games; toys namely bath toys, pull toys, musical toys, miniature figures, soft body infant toys, positionable toy figures; board games

35 - mail order, retail store, mail order catalog services, wholesale and distributorship services in the field of stuffed toy animals and plush toy animals, dolls and accessories therefor; CD Roms, audio cassettes, video cassettes, laser discs and computer game cartridges; jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars; handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers; housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts; clothing; toys and board games; candies; assistance and advising in the establishment of retail services via a global computer network

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EUROPEAN UNION (CTM) *continued*

41 - entertainment services in the nature of parties for creating stuffed toy animals and plush toy animals and providing of party facilities therefor; video and motion picture production and distribution; radio and television programming and the production and distribution thereof;

42 - Administrative processing of orders in connection with services featuring stuffed toy animals and plush toy animals, dolls and accessories therefor and rendered by mail order company; and technical consultancy and advising in the establishment of retail store, wholesale and distributorship services in the field of stuffed toy animals and plush toy animals, dolls and accessories therefor; CD Roms, audio cassettes, video cassettes, laser discs and computer game cartridges; jewelry; books newsletters, magazines, pamphlets, and brochures for children; books animals and dolls, greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars; handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; mugs, glasses and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers; housewares, namely bed sheets, bed lines, towels, bed blankets, comforters, place mats and oven mitts; clothing; toys and board games; candies; technical consultancy and advising in the establishment of retail services via a global computer network, providing information relating to various subjects via a global computer network, providing access through a global computer to an interactive computer database in regard to various subjects

6 - Novelties, namely key chains made of metal

9 - CD Roms, audio cassettes, video cassettes, and laser discs relating to or regarding teddy bears and other stuffed toy animals and plush toy animals; and computer game cartridges

26 - novelty buttons

39 - delivery of goods by mail order

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| MAX0190 | CUB CONDO TRADE DRESS | 10/07/1999 | 1337831 | | | PENDING | 28,41 |
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28 - toy playhouses and carrying cases for plush and stuffed toy animals and accessories therefor

41 - entertainment services featuring the creation of plush and stuffed toy animals

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| MAX0180 | FLUFF AND STUFF | 09/01/1999 | 1296615 | | | PENDING | 35,41,42 |
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35 - business management consultancy, including assistance and advising in the establishment of retail store services featuring photographic prints, electronic musical devices, sound recordings, compact disks, jewelry, stationery items, stickers, greeting cards, paper goods, books, publications, clothing, stuffed toy animals and accessories therefor, dolls and accessories therefor, mugs, housewares, backpacks, tote bags, carrying cases, wallets, purses, toys and games and novelty buttons and pins

41 - entertainment services featuring the creation of plush toy animals

42 - technical consultancy and advising in the establishment of retail store services featuring photographic prints, electronic musical devices, sound recordings, compact disks, jewelry, stationery items, stickers, greeting cards, paper goods, books, publications, clothing, stuffed toy animals and accessories therefor, dolls and accessories therefore, mugs, housewares, backpacks, tote bags, carrying cases, wallets, purses, toys and games and novelty buttons and pins

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|---------|-----------------------------|--|--|--|--|--------|----------------|
| MAX0182 | HEART IN A BEAR TRADE DRESS | | | | | MAILED | 28,35,41 42 |
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28 - stuffed and plush toy animals

35 - Business management consultancy, including assistance and advising in the establishment of retail store services featuring photographic prints, electronic musical devices, sound recordings, compact disks, jewelry, stationery items, stickers, greeting cards, paper goods, books, publications, clothing, stuffed toy animals and accessories therefor, dolls and accessories therefor, mugs, housewares, backpacks, tote bags, carrying cases, wallets, purses, toys and games and novelty buttons and pins

41 - entertainment services featuring the creation of plush and stuffed toy animals

42 - technical consultancy and advising in the establishment of retail store services featuring photographic prints, electronic musical devices, sound recordings, compact disks, jewelry, stationery items, stickers, greeting cards, paper goods, books, publications, clothing, stuffed toy animals and accessories therefor, dolls and accessories therefor, mugs, housewares, backpacks, tote bags, carrying cases, wallets, purses, toys and games and novelty buttons and pins

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| MAX0214 | HEART STUFF and Design | | | | | MAILED | 28,35,41 |
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28 - stuffed and plush toy animals

35 - business management consultancy, including assistance and advising in the establishment of retail store services featuring stuffed toy animals and accessories therefor, dolls and accessories therefor, photographic prints, electronic musical devices, sound recordings, compact disks, jewelry, stationery items, stickers, greeting cards, paper goods, books, publications, clothing, mugs, housewares, backpacks, tote bags, carrying cases, wallets, purses, toys and games and novelty buttons and pins

| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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EUROPEAN UNION (CTM) *continued*

41 - entertainment services featuring the creation of plush and stuffed toy animals

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| MAX0099 | STORE FRONT DESIGN | 11/27/1998 | 1001817 | | | PENDING | 35,42 |
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35 - Business management consultancy, including assistance and advising in the establishment of retail store services featuring photographic prints, electronic musical devices, sound recordings, CD roms, jewelry, stationery items, stickers, greeting cards, paper goods, books, publications, clothing, stuffed toy animals and accessories therefor, dolls and accessories therefor, mugs, housewares, backpacks, tote bags, carrying cases, wallets, purses, toys and games and novelty buttons and pins

42 - Technical consultancy and advising in the establishment of retail store services featuring photographic prints, electronic musical devices, sound recordings, CD roms, jewelry, stationery items, stickers, greeting cards, paper goods, books, publications, clothing, stuffed toy animals and accessories therefor, dolls and accessories therefor, mugs, housewares, backpacks, tote bags, carrying cases, wallets, purses, toys and games and novelty buttons and pins

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| MAX0168 | TEDDY BEAR CENTENNIAL | 08/05/1999 | 1268812 | | | PENDING | 25,28 |
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25 - men's, women's, and children's clothing, including pants, jeans, blouses, skirts, shorts, dresses, jackets, vests, coats, warm-up suits, ties, suits, t-shirts, sweatshirts, shirts, sweaters; footwear; hats, caps, berets, scarves, clothing belts, gloves, mittens; pajamas; bathrobes; nightgowns; aprons; cloth diapers

28 - toys, including rubber action balls; action figures and accessories therefor; action skill games; mechanical action toys, electric action toys; action-type target games; toy airplanes; toy armor; balloons; toy banks; bath toys; toy clothing; bingo cards; toy building blocks; toy construction blocks; board games; toy boxes; toy cap pistols; card games; party favors in the nature of crackers or noise-makers; craft sets for decorating balloons; electronic dart games; dolls, doll clothing, doll costumes, accessories for dolls; electronic game equipment with a watch function; role playing game equipment in the nature of game book manual; equipment sold as a unit for playing card games; hand-held unit for playing electronic games and/or video games; parlor games; pinball-type games; role playing games; toy gliders; doll house furnishings; jigsaw puzzles; manipulative games and puzzles; crib mobiles, toy mobiles; scale model airplanes; model toy train sets; plush toy animals and figures and accessories therefor; toy model vehicles and related accessories sold as a unit; electronically-operated toy motor vehicles; musical toys; toy noisemakers; puppets; ride-on toys; soft sculptured toys; spinning toys; stuffed toy animals and figures and accessories therefor; toy swords; toy vehicles; baby multiple activity toys; infant action crib toys; non-riding transportation toys; party favors in the nature of small toys; plush toys; squeezable squeaking toys; water squirting toys; wind-up toys; ventriloquist's dummies; yo-yo's; toy zip guns; sporting goods, including golf bags; golf ball markers; golf balls; golf clubs; head covers for golf clubs; baseballs; basketballs; footballs; net balls; table tennis balls; tennis balls; volley balls; baseball bats, baseball gloves; softball bats; stationary exercise bicycles; road bicycles; gaming equipment, namely, chips and game wheels; poker chips; dart boards; softball gloves; hockey pucks; hockey gloves and pads; ice skates; roller skates and accessories therefor; skate boards; tennis racket presses; tennis racket covers; racquet balls and racquet ball racquets; quoits; sport balls; amusement park rides; tractors and sleds for use in down-hill amusement rides; Christmas tree ornaments; artificial Christmas trees and Christmas wreaths; Christmas tree skirts, stands and stand covers; costume masks; promotional game materials; lottery cards and tickets; teaching materials in the form of board and card games and stand alone video game machines; carrying cases for stuffed and plush toy animals and figures, dolls and other toys; toy furniture, toy clothing

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| MAX0197 | TOY ARMOIRE DESIGN | 11/18/1999 | 1387828 | | | PENDING | 28,35,41 |
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28 - toy furniture and carrying cases for toy clothing

35 - business management consultancy, including assistance and advising in the establishment of retail store services featuring stuffed and plush toy animals and dolls and related accessories, photographic prints, electronic musical devices, sound recordings, video cassettes, compact discs, jewelry, stationery items, stickers, greeting cards, paper goods, books, publications, clothing, mugs, housewares, backpacks, tote bags, carrying cases, wallets, purses, toys and games and novelty buttons and ornamental pins

41 - entertainment services in the nature of creating stuffed and plush toy animals and dolls

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| MAX0186 | TRAVELING TEDDY | 09/30/1999 | 1328699 | | | PENDING | 28 |
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28 - stuffed toy animals and plush toy animals and accessories therefor

HONG KONG

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| MAX0134 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 04/01/1999 | 04037/1999 | | | PENDING | 35 |
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| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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| HONG KONG <i>continued</i> | | | | | | | |
| 35 - Mail order, retail store, mail order catalog services, wholesale and distributorship services and retail services via a global computer network, all in the fields of stuffed toy animals and plush toy animals, dolls and accessories therefor; compact disks, audio cassettes, video cassettes, laser discs and computer game cartridges; jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars; handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers; housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts; clothing; toys and board games; candies | | | | | | | |
| MAX0132 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 04/01/1999 | 04036/1999 | | | PENDING | 28 |
| 28 - Plush toy animals and stuffed toy animals and dolls and accessories therefor; games; toys, namely, bath toys, pull toys, musical toys, miniature figures, soft body infant toys, positionable toy figures; board games | | | | | | | |
| ISRAEL | | | | | | | |
| MAX0163 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS. . . AND DES. II | 08/05/1999 | 129768 | | | PENDING | 28 |
| 28 - plush toy animals and stuffed toy animals and dolls and accessories therefor; handheld unit for playing electronic games; toys, namely bath toys, pull toys, musical toys, miniature figures, soft body infant toys, positionable toy figures; board games; sporting goods | | | | | | | |
| MAX0179 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS. . . AND DES. II | 08/05/1999 | 129769 | | PENDING 35 | | |
| 35 - mail order, retail store, mail order catalog services, wholesale and distributorship services and retail services via a global communication network | | | | | | | |
| JAPAN | | | | | | | |
| MAX0145 | BEAR BUCKS | 07/19/1999 | 11-64022 | | | PENDING | 16 |
| 16 - gift certificates, scrip and cash equivalents used in connection with the sale of stuffed toy animals and plush toy animals, dolls and accessories therefor; compact disks, audio cassettes, laser discs and computer game cartridges; jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars; handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers; housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts; clothing; toys and board games; candies | | | | | | | |
| MAX0136 | BEAREMY | 07/19/1999 | 11-64023 | | | PENDING | 35,36,41 |
| 35 - Retail store services in connection with the sale of plush and stuffed toy animals and accessories therefor 36 - Charitable fundraising services 41 - Entertainment services, namely performances by an individual in a bear costume, and the providing of stuffed and plush toy animals to charitable and nonprofit institutions and children therefor | | | | | | | |
| MAX0137 | BEARISM | 07/19/1999 | 11-64024 | | | PENDING | 16 |
| 16 - books, publications, newsletters, periodicals, stationery products, greeting cards, stickers and paper goods | | | | | | | |
| MAX0029 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 12/08/1997 | 9-183122 | | | PENDING | 16,28 |
| 16 - All goods; novelties, namely keychains and novelty buttons 28 - game machines; billiard equipment; Go game equipment (Japanese board game); Shogi game equipment (Japanese chess); dice; Sugoroku games (Japanese parcheesi); dice cups; diamond games; chess games; checkers; conjuring apparatus; dominoes; mahjong equipment; toys & dolls | | | | | | | |

Build-A-Bear Workshop
Trademark Report by Country

| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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| JAPAN <i>continued</i> | | | | | | | |
| MAX0138 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS. . . AND DES. II | 07/19/1999 | 11-64021 | | | PENDING | 16,28 |
| 16 - all goods; novelties, namely keychains and novelty buttons | | | | | | | |
| 28 - game machines; billiard equipment; go game equipment (Japanese board game); Shogi game equipment(Japanese chess); dice; Sugoroku games (Japanese parcheesi); dice cups; diamond games; chess games; checkers; conjuring apparatus; dominoes; mahjong equipment; toys & dolls | | | | | | | |
| MAX0139 | COLLECTIBEAR | 07/19/1999 | 11-64025 | | | PENDING | 28,41 |
| 28 - plush toy animals and stuffed toy animals and accessories therefor | | | | | | | |
| 41 - entertainment services, namely, a collectors' club for toy animals and stuffed toy animals | | | | | | | |
| MAX0140 | CUB CONDO | 07/19/1999 | 11-64026 | | | PENDING | 28 |
| 28 - toy playhouse and carrying cases for toy stuffed toy animals and plush toy animals and accessories therefor | | | | | | | |
| MAX0199 | CUB CONDO DESIGN (TRADE DRESS) | 12/03/1999 | 0000 | | | PENDING | 28,41 |
| 28 - toys and dolls | | | | | | | |
| 41 - educational and instructional services for making stuffed toys; demonstration for making stuffed toys; planning/management/promotion of workshops for making stuffed toys | | | | | | | |
| MAX0141 | FIND A BEAR | 07/19/1999 | 11-64027 | | | PENDING | 42 |
| 42 - security printing, namely, encoding and tagging identifying information on toys, stuffed toys, and tracking services for the retrieval of encoded stuffed toys | | | | | | | |
| MAX0212 | HEART IN A BEAR TRADE DRESS | | | | | MAILED | 28,41 |
| 28 - game machines, billiard equipment; go game equipment (Japanese board game); Shogi game equipment (Japanese chess); dice; Sugoroku games (Japanese parcheesi); dice cups; diamond games; chess games; checkers, conjuring apparatus; dominoes; mahjong equipment; toys and dolls | | | | | | | |
| 41 - educational or instructional services for making stuffed toys; demonstration for making stuffed toys; planning/management/promotion for workshops for making stuffed toys | | | | | | | |
| MAX0142 | LIL CUB | 07/19/1999 | 11-64028 | | | PENDING | 28 |
| 28 - plush toy animals and stuffed toy animals | | | | | | | |
| MAX0143 | ROLY POLY PANDA | 07/19/1999 | 11-64029 | | | PENDING | 28 |
| 28 - stuffed toy animals and plush toy animals | | | | | | | |
| MAX0221 | STORE FRONT DESIGN | | | | | MAILED | 40,41 |
| 40 - making stuffed toys | | | | | | | |
| 41 - educational or instructional services for making stuffed toys; demonstration for making stuffed toys; planning/management/promotion for workshops for making stuffed toys | | | | | | | |
| MAX0144 | TEDDY BEAR CENTENNIAL | 07/19/1999 | 11-64030 | | | PENDING | 28 |
| 28 - toys, including rubber action balls; action figures and accessories therefor; action skill games; mechanical action toys, electric action toys; action-type target games; toy airplane; toy armor; balloons; toys banks; bath toys; toy clothing; bingo cards; toy building blocks; toy construction blocks; board games; toy boxes; toy cap pistols; card games; party favors in the nature of crackers or noise-makers; craft sets for decorating balloons; electronic dart games; dolls, doll clothing, doll costumes, accessories for dolls; electronic game equipment with a watch function; role playing game equipment in the game book manual; equipment sold as a unit for playing card games; hand-held unit for playing electronic games and/ or video games; parlor games; pinball-type games; role playing games; toy gliders; doll house furnishings; jigsaw puzzles; manipulative games and puzzles; crib mobiles; scale model airplane; model toy train sets; plush toy animals and figures and accessories therefor; toy model vehicles and related accessories sold as a unit; electronically-operated toy motor vehicles; musical toys; toy noisemakers; puppets; ride-on toys; soft sculptured toys; spinning toys; stuffed toy animals and figures and accessories therefor; toy swords; toy vehicles; baby multiple activity toys; infant action crib toys; non-riding transportation toys; party favors in the nature of small toys; plush toys; | | | | | | | |

| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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JAPAN continued

squeezable squeaking toys; water squirting toys; wind-up toys; ventriloquist's dummies; yo-yo's; toys zip guns; sporting goods, including golf bags; golf ball markers; golf balls; golf clubs; head covers for golf clubs; baseballs; basketballs; footballs; net balls; table tennis balls; volley balls; baseball bats; baseball gloves; softball bats; stationary exercise bicycles; road bicycles; gaming equipment, namely, chips and game wheels; poker chips; dart boards; softball gloves; hockey pucks, hockey gloves and pads; ice skates; roller skates and accessories therefor; skate boards; tennis racket covers; racquet balls and racquet ball racquets; quoits; sport ball; amusement park rides; tractors and sleds for use in down-hill amusement rides; christmas tree ornaments; artificial Christmas trees and Christmas wreaths; Christmas tree skirts, stands and stand covers; costume masks, promotional game materials; lottery cards and tickets, teaching materials in the form of board and card games stand alone video game machines; carrying cases for stuffed and plush toy animals and figures, dolls and other toys; toy furniture, toy clothing.

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| JORDAN | | | | | | | |
| MAX0130 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 04/11/1999 | 55548 | | | PENDING | 16 |

16 - printed matter, books, magazines, brochures, and newsletters for children, and printed matter, books, magazines, brochures, newsletters in the fields of stuffed toy animals and plush toy animals and accessories therefor; stationery, stickers, greeting cards, posters, and calendars.

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| MAX0131 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 04/11/1999 | 55549 | | | PENDING | 28 |
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28 - plush toy animals and stuffed toy animals and dolls and accessories therefor; handheld unit for playing electronic games; toys, namely bath toys, pull toys, musical toys, miniature figures, soft body infant toys, positionable toy figures; board games

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| MEXICO | | | | | | | |
| MAX0076 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 02/24/1998 | 323,494 | | | PENDING | 42 |

42 - retail store services in connection with the sale of stuffed animals, dolls and related accessories; toys and games; clothing; stationery items; greeting cards; novelties; books; compact discs; cassette recordings, video cassettes, mugs and candies

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| MAX0147 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS. . . AND DES. II | 06/03/1999 | 377,646 | | | PENDING | 28 |
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28 - stuffed animals, dolls and accessories therefor, toys and games

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| MAX0148 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS. . . AND DES. II | 06/03/1999 | 337,647 | | | PENDING | 42 |
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42 - retail store services in connection with the sale of stuffed animals, dolls and related accessories; toys and games; clothing; stationery items; greeting cards; novelties, books, compact discs; cassette recordings, video recordings video cassettes, mugs and candies

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| POLAND | | | | | | | |
| MAX0048 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 11/14/1997 | Z-180148 | | | PENDING | 28,35 |

28 - stuffed animals, dolls and accessories therefor, toys and games

35 - Advertising services in connection with retail store services; the bringing together, for the benefit of others of a variety of goods (excluding the transport thereof), enabling consumers to conveniently view and purchase those goods

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| MAX0157 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS. . . AND DES. II | 06/02/1999 | Z-202832 | | | PENDING | 28,35 |
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| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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POLAND *continued*

28 - stuffed animals, dolls, and accessories therefor, toys and games

35 - advertising services, in connection with retail store services; the bringing together, for the benefit of others, of a variety of goods (excluding the transport thereof), enabling consumers to conveniently view and purchase those goods

SAUDI ARABIA

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| MAX0170 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS. . . AND DES. II | 10/13/1999 | 60455 | | | PENDING | 28 |
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28 - games and playthings; gymnastic and sporting articles not included in other classes; decorations for Christmas trees

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| MAX0171 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS. . . AND DES. II | 10/13/1999 | 60456 | | | PENDING | 35 |
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35 - advertising; business management; business administration; office functions; and the bringing together, for the benefit of others, of a variety of goods (excluding the transport thereof), enabling customers to conveniently view and purchase those goods

SINGAPORE

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| MAX0162 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS. . . AND DES. II | 07/03/1999 | T/9906863/F | | | PENDING | 28 |
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28 - plush toy animals and stuffed toy animals and dolls and accessories therefor; handheld unit for playing electronic games; toys, namely bath toys, pull toys, musical toys, miniature figures, soft body infant toys, positionable toy figures; board games; sporting goods

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| MAX0169 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS. . . AND DES. II | 07/03/1999 | T99/06863D | | | PENDING | 35 |
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35 - Mail order, retail store, mail order catalog services, wholesale and distributorship services and retail services via a global computer network, featuring stuffed toy animals and plush toy animals, dolls and accessories therefor; compact disks, audio cassettes, video cassettes, laser discs and computer game cartridges; jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars; handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers; housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts; clothing; toys and board games; candies

SOUTH AFRICA

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| MAX0083 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | | | | | MAILED | 28,35 |
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28 - stuffed animals, dolls and accessories therefor, toys and games

35 - retail store services in connection with the sale of stuffed animals, dolls and related accessories; toys and games; clothing; stationery items; greeting cards; novelties; books; compact discs; cassette recordings, video cassettes, mugs and candies

SOUTH KOREA

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| MAX0133 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 04/13/1999 | 814/1999 | | | PENDING | 28,35 |
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28 - Plush toy animals and stuffed toy animals and dolls and accessories therefor; games; toys, namely, bath toys, pull toys, musical toys, miniature figures, soft body infant toys, positionable toy figures; board games

| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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SOUTH KOREA *continued*

35 - Mail order, retail store, mail order catalog services, wholesale and distributorship services and retail services via a global computer network, all in the fields of stuffed toy animals and plush toy animals, dolls and accessories therefor; compact disks, audio cassettes, video cassettes, laser discs and computer game cartridges; jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars; handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers; housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts; clothing; toys and board games; candies

TAIWAN

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|---------|---|------------|----------|--|--|---------|----|
| MAX0023 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 09/05/1997 | 86045961 | | | PENDING | 28 |
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28 - accessories for stuffed animals and dolls, namely, toy clothing, toy jewelry, toy housewares, toy houses, toy carrying cases, toy kitchenware, and toy furniture

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| MAX0155 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS. . . AND DES.II | 05/20/1999 | 88024111 | | | PENDING | 28 |
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28 - stuffed animals, dolls and accessories for stuffed animals and dolls, namely toy clothing, toy jewelry, toy housewares, toy houses, toy carrying cases, toy kitchenware, and toy furniture, toys, games, namely board games

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| MAX0156 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS. . . AND DES.II | 05/20/1999 | 88024112 | | | PENDING | 35 |
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35 - retail store services in connection with the sale of stuffed animals, dolls and related accessories, toys and games, clothing, stationery items, greeting cards, novelties, books, compact discs, cassette recordings, video cassettes, mugs and candies

UNITED ARAB EMR

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| MAX0196 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS. . . AND DES. II | | | | | MAILED | 28 |
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28 - plush toy animals and stuffed toy animals and dolls and accessories therefor

UNITED STATES

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|---------|--|------------|------------|--|--|---------|----|
| MAX0152 | A PAWSITIVELY FUN FAMILY EXPERIENCE | 05/21/1999 | 75/711,771 | | | PENDING | 35 |
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35 - Mail order, retail store, mail order catalog services, wholesale and distributorship services and retail services via a global computer network, all in the fields of stuffed toy animals and plush toy animals, dolls and accessories therefor; compact disks, audio cassettes, video cassettes, laser discs and computer game cartridges; jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars; handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers; housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts; clothing; toys and board games; candies

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| MAX0060 | AIR BATH DESIGN | 02/23/1998 | 75/438,439 | | | PENDING | 35 |
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35 - Retail store services in the fields of stuffed toy animals and plush toy animals and accessories therefor, CD Roms and audio cassettes relating to or regarding teddy bears and other stuffed toy animals and plush toy animals, jewelry, newsletters and brochures for children and newsletters and brochures relating to stuffed toy animals and plush toy animals, handbags, tote bags, backpacks, purses, carrying cases for stuffed and plush toy animals and accessories therefor, non-metal key chains and candies

| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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UNITED STATES *continued*

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| MAX0065 | ALL THE NEWS THAT'S BROUGHT TO BEAR | 02/20/1998 | 75/438,039 | | | PENDING | 16,42 |
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16 - books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls; greeting cards; stickers; stationery products, namely writing paper, envelopes, and invitations; paper goods, namely paper napkins; posters, and calendars

42 - providing information via a global computer network relating to a wide variety of fields

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|---------|-----------------|------------|------------|--|--|---------|----|
| MAX0166 | AMAZING BEARLIN | 07/26/1999 | 75/763,895 | | | PENDING | 28 |
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28 - toys and play things, namely folded pieces of plastic or paper that fit on a child's hand and guides the child through various activities as the child repositions the piece

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| MAX0070 | AUDIO SHELF SOUND STATION DESIGN | 02/13/1998 | 75/434,463 | | | PENDING | 35 |
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35 - retail store services in the fields of stuffed toy animals and plush toy animals and accessories therefor, CD Roms and audio cassettes relating to or regarding teddy bears and other stuffed toy animals and plush toy animals, jewelry, newsletters and brochures for children and newsletters and brochures relating to stuffed toy animals and plush toy animals and plush toy animals, stickers, stationery products, namely invitations, handbags, tote bags, backpacks, purses, carrying cases for stuffed and plush toy animals and accessories therefor, non-metal key chains and candies

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| MAX0216 | BABW | 01/20/2000 | 75/899,146 | | | PENDING | 28,35 |
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28 - stuffed and plush toy animals

35 - retail store services, mail order catalog services, and retail services via a global computer network all featuring stuffed and plush toy animals and accessories therefor, dolls and accessories therefor, electronic musical devices, sound recordings, CD roms, jewelry, stationery items, stickers, books, publications, clothing, backpacks, tote bags, carrying cases, purses, toys and novelty buttons and pins

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|---------|-----------------------------|------------|------------|--|--|---------|----|
| MAX0217 | BABW and Design (Paw Print) | 01/20/2000 | 75/899,148 | | | PENDING | 28 |
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28 - stuffed and plush toy animals and accessories therefor

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|---------|------------|------------|------------|--|--|---------|----|
| MAX0081 | BEAR BUCKS | 06/05/1998 | 75/497,034 | | | PENDING | 16 |
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16 - gift certificates, scrip and cash equivalents, namely retail credit vouchers used in connection with the sale of stuffed toy animals and plush toy animals, dolls and accessories therefor; compact discs, audio cassettes, video cassettes, laser discs and computer game cartridges; jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, namely paper party hats, paper party decorations, and party favors in the nature of small toys, posters and calendars; handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers; housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts; clothing; toys and board games; candies

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|---------|-----------------|------------|------------|--|--|---------|----------------|
| MAX0064 | BEAR CENTENNIAL | 02/20/1998 | 75/438,040 | | | PENDING | 16,28,35 42 |
|---------|-----------------|------------|------------|--|--|---------|----------------|

16 - books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls; greeting cards; stickers; stationery products, namely writing paper, envelopes, and invitations; paper goods, namely paper napkins; posters, and calendars

28 - plush toy animals and stuffed toy animals and dolls and accessories therefor, namely, toy umbrellas and parasols, toy pom-poms, toy neckties, toy hair barrettes, toy eyeglasses, toy purses, toy handbags, toy back packs, toy briefcases, toy carrying cases, toy earrings, toy necklaces, toy rings, toy bracelets, toy pendants; and toy clothing, namely shirts, T-shirts, sweatshirts, caps, shoes, hats, bonnets, veils, socks, sleepwear, underwear, pants, jackets, coats, raincoats, footwear, shorts, skirts, dresses, swimwear, aprons; handheld unit for playing electronic games; toys, namely, bath toys, pull toys, musical toys, toy miniature figures, soft body infant toys, positionable toy figures; and board games

35 - retail store services and retail store services via a global computer network featuring stuffed toy animals and plush toy animals and accessories therefor, CD Roms and audio cassettes relating to teddy bears and other stuffed toy animals, handbags, tote bags, backpacks, purses, carrying cases for stuffed and plush toy animals and accessories therefor, non metal key chains and candy

| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
|--------------------------------|---|------------|------------|-------|------|---------|--------------------------------------|
| UNITED STATES <i>continued</i> | | | | | | | |
| | 42 - providing information via a global computer network relating to a wide variety of fields; Providing multiple-user access to a global computer information network for the transfer and dissemination of a wide range of information | | | | | | |
| MAX0165 | BEAR REPAIR HOSPITAL | 07/22/1999 | 75/764,120 | | | PENDING | 35 |
| | 35 - retail store services in connection with fixing and refurbishing of plush and stuffed toy animals and accessories therefor | | | | | | |
| MAX0192 | BEAR STUFF | 10/28/1999 | 75/835,815 | | | PENDING | 35 |
| | 35 - retail store services, mail order catalog services, and retail store services via a global computer network, all featuring stuffed and plush toy animals and accessories therefor, dolls, and accessories therefor, electronic musical devices, sound recordings, CD roms, jewelry, stationery items, stickers, books, publications, clothing, backpacks, tote bags, carrying cases, purses, toys and novelty buttons and pins | | | | | | |
| MAX0057 | BEAR UNIVERSITY | 02/09/1998 | 75/430,593 | | | PENDING | 25,28 |
| | 25 - clothing, namely shirts, t-shirts, sweatshirts, caps, socks, underwear, sleepwear, pants, jackets, shoes, footwear, shorts and swimwear | | | | | | |
| | 28 - plush toy animals and stuffed toy animals and accessories therefor | | | | | | |
| MAX0160 | BEAR-A-LOG | 06/07/1999 | 75/723,826 | | | PENDING | 35 |
| | 35 - mail order, mail order and telephone catalog services, and retail services via a global communication network, all in the field of stuffed toy animals and plush toy animals, dolls, and accessories therefor; compact disks, audio cassettes, video cassettes, laser discs and computer game cartridges; jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars; handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers; housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts; clothing; toys and board games; candies | | | | | | |
| MAX0172 | BEARARMOIRE | 08/16/1999 | 75/776,418 | | | PENDING | 28 |
| | 28 - toy furniture and carrying cases for toy clothing | | | | | | |
| MAX0174 | BEARARMOIRE DESIGN | 08/17/1999 | 75/782,914 | | | PENDING | 28,35 |
| | 28 - toy furniture and carrying cases for toy clothing | | | | | | |
| | 35 - mail order, retail store, mail order catalog services, wholesale and distributorship services, retail services via a global computer network all in the field of plush toy animals and stuffed toy animals and accessories therefor; compact disks, audio cassettes, jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals, greeting cards; stickers; invitations, carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; clothing; toys and board games; candies | | | | | | |
| MAX0091 | BEAREMY | 11/18/1998 | 75/591,251 | | | PENDING | 35,36,41 |
| | 35 - Retail store services in connection with the sale of plush and stuffed toy animals and accessories therefor | | | | | | |
| | 36 - Charitable fundraising services | | | | | | |
| | 41 - Entertainment services, namely performances by an individual in a bear costume, and the providing of stuffed and plush toy animals to charitable and nonprofit institutions and children therefor | | | | | | |
| MAX0189 | BEAREMY | 10/18/1999 | 75/829,777 | | | PENDING | 28 |
| | 28 - stuffed and plush toy animals | | | | | | |
| MAX0220 | BEARISH | | | | | MAILED | 16 |
| | 16 - publications, newsletters, books, stationery, stickers, pens, pencils, writing paper, note cards, greeting cards | | | | | | |
| MAX0019 | BEARISM | 08/04/1997 | 75/335,759 | | | PENDING | 6,9,16 20,21,25 28,35,41 42 |
| | 6 - novelties, namely key chains made of metal | | | | | | |
| | 9 - CD Roms, audio cassettes, video cassettes, and laser discs relating to or regarding teddy bears and other stuffed toy animals and plush toy animals; and computer game cartridges | | | | | | |
| | 16 - books, newsletters, magazines, pamphlets, and brochures for children; and books, newsletters, magazines and brochures relating to | | | | | | |

| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
|--|-----------------------|------------|------------|-------|------|---------|---|
| UNITED STATES <i>continued</i> | | | | | | | |
| stuffed and plush toy animals and dolls; greeting cards; stickers; stationery products, namely writing paper, envelopes, and printed invitations; paper goods, namely paper napkins; and publications, namely posters, and calendars | | | | | | | |
| 20 - ceramic figurines; novelties, namely non-metal keychains and novelty buttons | | | | | | | |
| 21 - mugs, drinking glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, pepper shakers, paper plates, and paper cups; | | | | | | | |
| 25 - clothing, namely shirts, t-shirts, sweatshirts, caps, socks, underwear, sleepwear, pants, jackets, footwear, shorts, swimwear; and aprons | | | | | | | |
| 28 - plush toy animals and stuffed toy animals and dolls and accessories therefor; hand-held unit for playing electronic games; toys, namely bath toys, pull toys, musical toys, miniature figures, soft body infant toys, positionable toy figures; board games | | | | | | | |
| 35 - retail services via a global computer network in the fields of stuffed toy animals and plush toy animals, dolls and accessories therefor, CD Roms, audio cassettes, video cassettes, laser discs and computer game cartridges, jewelry; books, newsletters, magazines, pamphlets, and brochures for children, books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards, stickers, stationery products namely, writing paper, envelopes and printed invitations, party supplies, posters and calendars, handbags, tote bags, backpacks, wallets, purses, and carrying cases for plush toy animals, stuffed toy animals and accessories therefor, ceramic figurines, metal and non-metal keychains and novelty buttons, mugs, drinking glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers, housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts, clothing, toys and board games and candies | | | | | | | |
| 41 - entertainment services in the nature of parties for creating stuffed toy animals and plush toy animals and providing of party facilities therefor; video and motion picture production and distribution; radio and television programming and the production and distribution thereof | | | | | | | |
| 42 - providing information in a wide variety of fields by means of a global computer information network | | | | | | | |
| MAX0215 | BEARITAGE | 12/30/1999 | 75/884,783 | | | PENDING | 28,35 |
| 28 - stuffed and plush toy animals | | | | | | | |
| 35 - retail store services, mail order catalog services, and retail services via a global computer network all featuring stuffed and plush toy animals and accessories therefor, dolls and accessories therefor, electronic musical devices, sound recordings, CD roms, jewelry, stationery items, stickers, books, publications, clothing, backpacks, tote bags, carrying cases, purses, toys and novelty buttons and pins | | | | | | | |
| MAX0203 | BEARRIFIC | 12/01/1999 | 75/862,178 | | | PENDING | 35 |
| 35 - retail store services, mail order catalog services, and retail services via a global computer network all featuring stuffed and plush toy animals and accessories therefor, dolls and accessories therefor, electronic musical devices, sound recordings, CD roms, jewelry, stationery items, stickers, books, publications, clothing, backpacks, tote bags, carrying cases, purses, toys and novelty buttons and pins; and employee award programs to promote quality and productivity | | | | | | | |
| MAX0187 | BEARY LUCKY CASINO | 09/28/1999 | 75/809,839 | | | PENDING | 28 |
| 28 - stuffed and plush toy animals and accessories therefor | | | | | | | |
| MAX0006 | BEARY NEWSWORTHY | 02/18/1997 | 75/245,814 | | | ALLOWED | 16,42 |
| 16 - books, newsletters, magazines, pamphlets, and brochures relating to general information, games, puzzles, artwork and stories for children, and relating to animals and stuffed and plush toy animals; greeting cards; stickers; stationery products, namely writing paper and envelopes | | | | | | | |
| 42 - providing information relating to various subjects via a global computer network, providing access through a global computer network to an interactive computer database in regard to various subjects | | | | | | | |
| MAX0191 | BROWSE-A-BEAR | 10/28/1999 | 75/835,823 | | | PENDING | 35 |
| 35 - mail order catalog services, and retail services via a global computer network, all featuring stuffed and plush toy animals and accessories therefor, dolls and accessories therefor, electronic musical devices, sound recordings, compact disks, jewelry, stationery items, stickers, books, publications, clothing, backpacks, tote bags, carrying cases, purses, toys and novelty buttons and pins | | | | | | | |
| MAX0005 | BUILD-A-BEAR WORKSHOP | 02/18/1997 | 75/245,812 | | | PENDING | 14,16,18 20,21,24 25,26,28 35,41,42 6,9 |
| 14 - jewelry, namely earrings, necklaces, rings, bracelets and pendants; | | | | | | | |
| 16 - books, newsletters, magazines, pamphlets, and brochures for children; and books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls; greeting cards; stickers; stationery products, namely writing paper, envelopes, and invitations; paper goods, namely paper plates, paper cups, paper napkins; and publications, namely posters, and calendars | | | | | | | |

| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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UNITED STATES *continued*

18 - handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor
20 - ceramic figurines

21 - mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers

24 - housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts

25 - clothing, namely shirts, t-shirts, sweatshirts, caps, socks, underwear, sleepwear, pants, jackets, footwear, shorts, swimwear; and aprons

26 - novelties, namely non-metal keychains and novelty buttons

28 - plush toy animals and stuffed toy animals and dolls and accessories therefor; handheld unit for playing electronic games; toys namely bath toys, pull toys, musical toys, miniature figures, soft body infant toys, positionable toy figures; board games

35 - mail order, retail store, mail order catalog services, wholesale and distributorship services in the field of stuffed toy animals and plush toy animals, dolls and accessories therefor; CD Roms, audio cassettes, video cassettes, laser discs and computer game cartridges; jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars; handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers; housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts; clothing; toys and board games; candies

41 - entertainment services in the nature of parties for creating stuffed toy animals and plush toy animals and providing of party facilities therefor; video and motion picture production and distribution; radio and television programming and the production and distribution thereof

42 - retail services via a global computer network, providing information relating to various subjects via a global computer network, providing access through a global computer to an interactive computer database in regard to various subjects

6 - novelties, namely key chains made of metal

9 - CD Roms, audio cassettes, video cassettes, and laser discs relating to or regarding teddy bears and other stuffed toy animals and plush toy animals; and computer game cartridges

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| MAX0031 | BUILD-A-BEAR WORKSHOP & DESIGN | 11/27/1997 | 75/379,674 | | ALLOWED | 35 |
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35 - retail store services for the sale of photographic prints, electronic musical devices, sound recordings, CD-roms, jewelry, stationery items, stickers, greeting cards, paper goods, books, publications, clothing, stuffed toy animals and accessories therefor, dolls and accessories therefor, mugs, housewares, backpacks, tote bags, carrying cases, wallets, purses, toys and games and novelty buttons and pins

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|---------|-----------------------------------|------------|------------|--|---------|--|
| MAX0017 | BUILD-A-BEAR WORKSHOP & DESIGN | 06/02/1997 | 75/301,709 | | PENDING | 14,16,18 20,21,24 25,28,35 41,42,6 9 |
|---------|-----------------------------------|------------|------------|--|---------|--|

14 - jewelry, namely earrings, necklaces, rings, bracelets and pendants

16 - books, newsletters, magazines, pamphlets, and brochures for children; and books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls; greeting cards; stickers; stationery products, namely writing paper, envelopes, and invitations; paper goods, namely paper plates, paper cups, paper napkins; and publications, namely posters, and calendars

18 - handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor

20 - ceramic figurines; novelties, namely non-metal keychains and novelty buttons

21 - mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers

24 - housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts

25 - clothing, namely shirts, t-shirts, sweatshirts, caps, socks, underwear, sleepwear, pants, jackets, footwear, shorts, swimwear; and aprons

28 - plush toy animals and stuffed toy animals and dolls and accessories therefor; handheld unit for playing electronic games; toys namely bath toys, pull toys, musical toys, miniature figures, soft body infant toys, positionable toy figures; board games

35 - mail order, retail store, mail order catalog services, wholesale and distributorship services in the field of stuffed toy animals and plush toy animals, dolls and accessories therefor; CD Roms, audio cassettes, video cassettes, laser discs and computer game cartridges; jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars; handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers; housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts; clothing; toys and board games; candies

| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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UNITED STATES *continued*

41 - entertainment services in the nature of parties for creating stuffed toy animals and plush toy animals and providing of party facilities therefor; video and motion picture production and distribution; radio and television programming and the production and distribution thereof

42 - retail services via a global computer network, providing information relating to various subjects via a global computer network, providing access through a global computer to an interactive computer database in regard to various subjects

6 - novelties, namely key chains made of metal

9 - CD Roms, audio cassettes, video cassettes, and laser discs relating to or regarding teddy bears and other stuffed toy animals and plush toy animals; and computer game cartridges

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|---------|---|------------|------------|--|--|---------|----|
| MAX0208 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS . . . & MEDALLION DES. | 12/29/1999 | 75/883,075 | | | PENDING | 35 |
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35 - retail store services, mail order catalog services, and retail services via a global computer network all featuring stuffed and plush toy animals and accessories therefor, dolls and accessories therefor, electronic musical devices, sound recordings, CD roms, jewelry, stationery items, stickers, books, publications, clothing, backpacks, tote bags, carrying cases, purses, toys and novelty buttons and pins

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|---------|---|------------|------------|--|--|---------|----|
| MAX0066 | BUILD-A-BEAR WORKSHOP WHERE BEST FRIENDS ARE MADE | 02/20/1998 | 75/438,038 | | | PENDING | 35 |
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35 - retail store services in the fields of stuffed toy animals and plush toy animals and accessories therefor, CD Roms and audio cassettes relating to or regarding teddy bears and other stuffed toy animals and plush toy animals, jewelry, newsletters and brochures for children and newsletters and brochures relating to stuffed toy animals and plush toy animals and plush toy animals, stickers, stationery products, namely invitations, handbags, tote bags, backpacks, purses, carrying cases for stuffed and plush toy animals and accessories therefor, non-metal key chains and candies

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|---------|-------------|------------|------------|--|--|---------|-------|
| MAX0088 | BUILD-A-BUG | 09/21/1998 | 75/557,108 | | | PENDING | 28,35 |
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28 - stuffed toy animals and plush toy animals

35 - mail order services, retail store services, mail order catalog services, retail services via a global computer network in the fields of stuffed toy animals and plush toy animals, dolls and accessories therefor, CD Roms, audio cassettes, video cassettes, laser discs and computer game cartridges, jewelry, books, newsletters, magazines, pamphlets, and brochures for children, books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards, stickers, stationery products namely, writing paper, envelopes and printed invitations, party supplies, posters and calendars, handbags, tote bags, backpacks, wallets, purses, and carrying cases for plush toy animals, stuffed toy animals and accessories therefor, ceramic figurines, metal and non-metal keychains and novelty buttons, mugs, drinking glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers, housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts, clothing, toys and board games and candies

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| MAX0015 | BUILD-A-DOLL WORKSHOP | 05/10/1997 | 75/272,137 | | | PENDING | 6,9,14 16,18,20 21,25,28 35,41,42 |
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6 - novelties, namely key chains made of metal

9 - CD Roms, audio cassettes, video cassettes, and laser discs relating to or regarding dolls and children; and computer game cartridges

14 - jewelry, namely earrings, necklaces, rings, bracelets and pendants

16 - books, newsletters, magazines, pamphlets, and brochures for children; and books, newsletters, magazines and brochures relating to dolls; greeting cards; stickers; stationery products, namely writing paper, envelopes, and invitations; paper goods, namely, paper napkins; and publications, namely posters, and calendars

18 - handbags, tote bags, backpacks, wallets, and purses

20 - ceramic figurines; novelties, namely non-metal key chains

21 - mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers; and paper goods, namely paper plates and paper cups

25 - clothing, namely shirts, T-shirts, sweatshirts, caps, socks, underwear, sleepwear, pants, jackets, footwear, shorts, swimwear; and aprons

28 - dolls and accessories therefor; handheld unit for playing electronic games; toys, namely bath toys, pull toys, musical toys, miniature figures, soft body infant toys, positionable toy figures; board games; and carrying cases for dolls and accessories therefor

35 - mail order, retail store, mail order catalog services, wholesale and distributorship services and retail services via a global computer network in the field of dolls and accessories therefor; CD Roms, audio cassettes, video cassettes, laser discs and computer game cartridges; jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to dolls;

| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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| UNITED STATES <i>continued</i> | | | | | | | |
| greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars; handbags, tote bags, backpacks, wallets, purses; carrying cases for dolls and accessories therefor; ceramic figurines, metal and non-metal key chains and novelty buttons; mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers; house wares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts; clothing; toys and board games; candies | | | | | | | |
| 41 - entertainment services in the nature of parties for creating dolls and providing of party facilities therefor; video and motion picture production and distribution; radio and television programming and the production and distribution thereof | | | | | | | |
| 42 - providing information relating to various subjects by means of a global computer network | | | | | | | |
| MAX0074 | BUILD-A-GRAM | 03/03/1998 | 75/443,984 | | | ALLOWED | 35,39 |
| 35 - mail order services, telephone order services, and electronic and computerized on-line retail services, all featuring stuffed and plush toy animals and dolls and accessories therefor | | | | | | | |
| 39 - for message delivery services accompanied by a stuffed or plush toy animal and accessories therefor | | | | | | | |
| MAX0173 | BUILD-A-MONSTER | 08/17/1999 | 75/729,915 | | | PENDING | 35 |
| 35 - retail store services, mail order services, mail order catalog services, and retail services via a global computer network, all in the field of plush toy animals and stuffed toy animals and accessories therefor; compact disks, audio cassettes, jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals, greeting cards; stickers; invitations, carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; clothing; toys and board games; candies. | | | | | | | |
| MAX0059 | BUILD-A-PARTY | 02/02/1998 | 75/426,819 | | | PENDING | 41 |
| 41 - creating stuffed toy animals and plush toy animals and providing of party facilities therefor | | | | | | | |
| MAX0092 | BUILD-A-SMILE | 10/23/1998 | 75/576,840 | | | PENDING | 35,40 |
| 35 - retail store services in the field of stuffed and plush animals | | | | | | | |
| 40 - providing facilities to others, namely workspace, equipment and supplies, within retail stores, for creating stuffed and plush toy animals for donation to hospitals and charitable institutions | | | | | | | |
| MAX0218 | BUILD-A-SOUND | | | | | MAILED | 35 |
| 35 - retail store services, mail order catalog services, all featuring stuffed and plush toy animals and accessories therefor, electronic musical devices, sound recordings, CD roms, jewelry, stationery items, stickers, books, publications, clothing, backpacks, tote bags, carrying cases, purses, toys and novelty buttons and pins (USE) | | | | | | | |
| and retail services via a global computer network (ITU) | | | | | | | |
| MAX0078 | BUILD-A-SPIRIT | 05/06/1998 | 75/480,177 | | | ALLOWED | 40,42 |
| 40 - the custom manufacture of stuffed toy animals and dolls and accessories therefor bearing designs, logos, slogans, marks of others | | | | | | | |
| 42 - the custom imprinting of designs, logos, slogans, marks and/or information on or in connection with stuffed toy animals and dolls, and clothing and other accessories therefor | | | | | | | |
| MAX0061 | BUTTON DESIGN | 02/23/1998 | 75/438,438 | | | PENDING | 28,35 |
| 28 - plush toy animals and stuffed toy animals and accessories therefor | | | | | | | |
| 35 - retail store services in the fields of stuffed toy animals and plush toy animals and accessories therefor, CD Roms and audio cassettes relating to or regarding teddy bears and other stuffed toy animals and plush toy animals and candies | | | | | | | |
| MAX0067 | BUTTON WALL WITH SPOOLS DESIGN | 02/13/1998 | 75/434,466 | | | PENDING | 35 |
| 35 - retail store services in the fields of stuffed toy animals and plush toy animals and accessories therefor, CD Roms and audio cassettes relating to or regarding teddy bears and other stuffed toy animals and plush toy animals, jewelry, newsletters and brochures for children and newsletters and brochures relating to stuffed toy animals and plush toy animals and plush toy animals, stickers, stationery products, namely invitations, handbags, tote bags, backpacks, purses, carrying cases for stuffed and plush toy animals and accessories therefor, non-metal key chains and candies | | | | | | | |
| MAX0069 | CHOOSE ME, STUFF ME, STITCH ME, FLUFF ME ... DESIGN | 02/13/1998 | 75/434,465 | | | PENDING | 35 |

| REFERENCE# | MARK | FILED | APPL# | REGD'T | REG# | STATUS | CLASSES |
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UNITED STATES *continued*

35 - retail store services in the fields of stuffed toy animals and plush toy animals and accessories therefor, CD Roms and audio cassettes relating to or regarding teddy bears and other stuffed toy animals and plush toy animals, jewelry, newsletters and brochures for children and newsletters and brochures relating to stuffed toy animals and plush toy animals and plush toy animals, stickers, stationery products, namely invitations, handbags, tote bags, backpacks, purses, carrying cases for stuffed and plush toy animals and accessories therefor, non-metal key chains and candies

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| MAX0129 | CHOOSE ME, STUFF ME, STITCH ME, FLUFF ME, DRESS ME, HEAR ME, NAME ME, TAKE M | 03/20/1999 | 75/674,299 | | | PENDING | 35 |
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35 - retail store services, mail order services, mail order and telephone catalog services, and retail services via a global computer network all in the fields of stuffed toy animals and plush toy animals and accessories therefor, compact disks and audio cassettes relating to or regarding teddy bears and other stuffed toy animals and plush toy animals, jewelry, newsletters and brochures for children and newsletters, pamphlets

and brochures relating to stuffed toy animals, carrying cases for stuffed and plush toy animals and accessories therefor, non-metal key chains and toys

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| MAX0011 | COLLECTIBEAR | 03/11/1997 | 75/255,282 | | | ALLOWED | 28,41 |
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28 - plush toy animals and stuffed toy animals and accessories therefor
41 - entertainment services, namely, a collectors' club for plush toy animals and stuffed toy animals

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| MAX0009 | COLLECTIBUNNY | 03/11/1997 | 75/255,283 | | | ALLOWED | 28 |
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28 - plush toy animals and stuffed toy animals and accessories therefor

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| MAX0073 | CUB CONDO DESIGN | 03/04/1998 | 75/444,741 | | | PENDING | 28 |
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28 - toy playhouses and carrying cases for stuffed toy animals and plush toy animals and accessories therefor

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| MAX0105 | CUB CONDO II (DESIGN) | 03/10/1999 | 75/657,901 | | | PENDING | 35 |
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35 - retail store services, mail order services and mail order catalog services all in the fields of stuffed toy animals and plush toy animals and accessories therefor, compact disks, audio cassettes, jewelry, newsletters, pamphlets, and brochures for children, newsletters and brochures relating to stuffed and plush toy animals and dolls, carrying cases for plush toy animals, stuffed toy animals and accessories therefor, non-metal keychains and toys

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| MAX0082 | DESIGN (BEAR HEAD) | 06/17/1998 | 75/505,792 | | | PENDING | 16,35,42 |
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16 - newsletters and brochures on the subject of stuffed toy animals, plush toy animals, and accessories therefor, games and puzzles, artwork, crafts, stories, essays, jokes, riddles, anecdotes, trivia, contests, horoscopes, book reviews, community and charitable activities, retail store news and events and product information for children; newsletters and brochures relating to stuffed and plush toy animals and accessories therefor

35 - retail store services and retail store services via a global computer network featuring stuffed toy animals and plush toy animals and accessories therefor, CD Roms and audio cassettes relating to teddy bears and other stuffed toy animals, and plush toy animals, jewelry, newsletters and brochures for children and newsletters and brochures relating to stuffed toy animals and plush toy animals, handbags, tote bags, backpacks, purses, carrying cases for stuffed and plush toy animals and accessories therefor, non-metal key chains and candy

42 - providing information via a global computer network relating to stuffed toy animals and plush toy animals and accessories therefor, games and puzzles, artwork, stories, essays, jokes, riddles, anecdotes, trivia, contests, retail store news and events and product information

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| MAX0104 | FLUFF AND STUFF | 03/12/1999 | 75/659,467 | | | PENDING | |
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| MAX0103 | FRIENDS TO BE MADE | 03/10/1999 | 75/657,902 | | | PENDING | 28,35 |
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28 - carrying cases for plush toy animals, stuffed toy animals, and accessories therefor; plush toy animals and stuffed toy animals and dolls and accessories therefor; handheld unit for playing electronic games, toys, namely, bath toys, pull toys, musical toys, miniature figures, soft body infant toys, positionable toy figures; board games

35 - retail store, mail order, mail order catalog services, wholesale and distributorship services, retail services via a global communications network, all in the field of stuffed toy animals and plush toy animals, dolls and accessories therefor; CD Roms, audio cassettes, video cassettes, laser discs and computer game cartridges; jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars; handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty

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UNITED STATES *continued*

buttons; mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers; housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts; clothing; toys and board games; candies

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| MAX0080 | HEART IN A BEAR LOGO | 06/05/1998 | 75/497,033 | | | PENDING | 14,16,18 20,21,24 25,28,35 41,42,9 |
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14 - jewelry, namely earrings, necklaces, rings, bracelets and pendants

16 - books, newsletters, magazines, pamphlets, and brochures for children; and books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls; greeting cards; stickers; stationery products, namely writing paper, envelopes, and invitations; paper goods, namely paper napkins and paper place mats; posters and calendars

18 - handbags, tote bags, backpacks, wallets, and purses

20 - novelties, namely non-metal keychains

21 - ceramic figurines; mugs, drinking glasses, paper cups and paper plates; and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers

24 - housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, textile place mats and oven mitts

25 - clothing, namely shirts, t-shirts, sweatshirts, caps, socks, underwear, sleepwear, pants, jackets, footwear, shorts, swimwear; and aprons

28 - plush toy animals and stuffed toy animals and dolls and accessories therefor; carrying cases for plush toy animals and stuffed toy animals and accessories therefor; handheld unit for playing electronic games; toys namely bath toys, pull toys, musical toys, miniature figures, soft body infant toys, positionable toy figures; board games

35 - mail order services, retail store services, mail order catalog services, retail store services via a global computer network and wholesale distributorship services all in the field of stuffed toy animals and plush toy animals, dolls and accessories therefor; CD Roms, audio cassettes, video cassettes, laser discs and computer game cartridges; jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars; handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; mugs, drinking glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts; clothing; toys and board games; candy

41 - entertainment services in the nature of conducting parties for creating stuffed toy animals and plush toy animals and providing of facilities therefor; video and motion picture production and distribution; production and distribution of radio and television programming

42 - retail services via a global computer network, providing information relating to various subjects via a global computer network, providing access through a global computer to an interactive computer database in regard to various subjects

9 - CD Roms, pre-recorded audio cassettes, video cassettes, and laser discs relating to or regarding teddy bears and other stuffed toy animals

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| MAX0089 | HEART IN A BEAR STORE FIXTURE | 10/07/1998 | 75/566,040 | | | PENDING | 35 |
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35 - mail order services, retail store services, mail order catalog services, retail services via a global computer network in the fields of: stuffed toy animals and plush toy animals, dolls and accessories therefor, CD Roms, audio cassettes, video cassettes, laser discs and computer game cartridges, jewelry, books, newsletters, magazines, pamphlets, and brochures for children, books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards, stickers, stationery products namely, writing paper, envelopes and printed invitations, party supplies, posters and calendars, handbags, tote bags, backpacks, wallets, purses, and carrying cases for plush toy animals, stuffed toy animals and accessories therefor, ceramic figurines, metal and non-metal keychains and novelty buttons, mugs, drinking glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers, housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts, clothing, toys and board games and candies

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| MAX0071 | HEART IN A BEAR | 02/13/1998 | 75/434,462 | | | ALLOWED | 28,35 |
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28 - plush animals and stuffed toy animals
35 - retail store services featuring plush toy animals, stuffed toy animals, and accessories

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| MAX0164 | HEART STUFF | 07/07/1999 | 75/744,567 | | | PENDING | 35 |
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35 - Mail order, retail store, mail order catalog services, wholesale and distributorship services in the field of stuffed toy animals and plush toy animals, dolls and accessories therefor; compact disks, audio cassettes; jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards; stickers;

| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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| UNITED STATES <i>continued</i> | | | | | | | |
| invitations; carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; clothing; toys and board games; candies | | | | | | | |
| MAX0035 | HIBERNITIES | 01/11/1997 | 75/388,006 | | | ALLOWED | 25 |
| 25 - clothing, namely sleepwear, pajamas, night shirts and other clothing and toy clothing and accessories for stuffed animals and dolls | | | | | | | |
| MAX0100 | HUGDAY | 01/15/1999 | 75/623,042 | | | PENDING | 35 |
| 35 - mail order services, retail store services, mail order catalog services, wholesale distributorship services, and electronic retailing services via computer, all featuring stuffed toy animals and plush toy animals, dolls and doll accessories; CD Roms, audio cassettes, video cassettes, laser discs and computer game cartridges, jewelry, children's books, children's newsletters, children's magazines, children's pamphlets, and children's brochures; books about stuffed and plush toy animals and dolls, newsletters about stuffed and plush toy animals and dolls, magazines about stuffed and plush toy animals and dolls, and brochures about stuffed and plush toy animals and dolls, greeting cards; stickers, stationery products, namely, writing paper, envelopes and invitations, party supplies, posters and calendars, handbags, tote bags, backpacks, wallets, purses, and carrying cases for plush toy animals, stuffed toy animals and stuffed toy animal accessories, ceramic figurines, metal keychains and non-metal keychains, novelty buttons; mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers, housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts, clothing, toys, board games, and candies | | | | | | | |
| MAX0211 | JELLI BEARS | 12/20/1999 | 75/876,452 | | | PENDING | 28 |
| 28 - stuffed animals and doll accessories | | | | | | | |
| MAX0207 | KUDDLY KOALA | 12/17/1999 | 75/874,494 | | | PENDING | 28 |
| 28 - stuffed and plush toy animals | | | | | | | |
| MAX0012 | LIBEARY | 03/11/1997 | 75/255,285 | | | ALLOWED | 16,35,42 |
| 16 - books, newsletters, magazines, pamphlets, and brochures for children; and books, newsletters, magazines and brochures relating to stuffed toy animals and plush toy animals; and publications, namely, posters and calendars | | | | | | | |
| 35 - retail store services via a global computer network in the field of stuffed toy animals and plush toy animals and accessories therefor, CD Roms, audio cassettes, video cassettes, laser discs and computer game cartridges, jewelry, books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals, greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars; handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor, ceramic figurines, metal and non-metal keychains and novelty buttons, mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers, housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts, clothing, toys and board games, and candies | | | | | | | |
| 42 - providing multiple-user access to a global computer information network in regard to various subjects | | | | | | | |
| MAX0210 | LIL O'CUB | 12/17/1999 | 75/874,227 | | | PENDING | 28 |
| 28 - stuffed and plush toy animals | | | | | | | |
| MAX0095 | LOVE STUFF HEADQUARTERS | 12/23/1998 | 75/611,263 | | | ALLOWED | 35 |
| 35 - mail order, retail store, mail order catalog services, wholesale and distributorship services and retail services via a global communications network in the field of stuffed toy animals and plush toy animals, dolls and accessories therefor; CD Roms, audio cassettes, video cassettes, laser discs and computer game cartridges, jewelry, books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards; stickers, stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars, handbags, tote bags, backpacks, wallets, purses, and carrying cases for plush toy animals, stuffed toy animals and accessories therefor, ceramic figurines, metal and non-metal keychains and novelty buttons; mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers, housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts, clothing, toys and board games, and candies | | | | | | | |
| MAX0184 | LUCKY KITTY | 09/09/1999 | 75/801,851 | | | PENDING | 28 |
| 28 - stuffed and plush toys | | | | | | | |
| MAX0193 | MADAME DU BEAR | 10/28/1999 | 75/835,819 | | | PENDING | 28 |

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| UNITED STATES <i>continued</i> | | | | | | | |
| | 28 - toys and playthings, namely folded pieces of plastic or paper that fit on a child's hand and guides the child through various activities as the child repositions the piece | | | | | | |
| MAX0096 | MEMBEAR | 12/21/1998 | 75/609,551 | | | ALLOWED | 41 |
| | 41 - Entertainment services in the nature of a fan club relating to plush toy animals and stuffed toy animals and accessories therefor | | | | | | |
| MAX0209 | NUMBEAR | 12/17/1999 | 75/873,244 | | | PENDING | 28,35 |
| | 28 - stuffed and plush toy animals and accessories therefor | | | | | | |
| | 35 - retail store services, mail order catalog services, and retail services via a global computer network all featuring stuffed and plush toy animals and accessories therefor, dolls and accessories therefor, electronic musical devices, sound recordings, CD roms, jewelry, stationery items, stickers, books, publications, clothing, backpacks, tote bags, carrying cases, purses, toys and novelty buttons and pins | | | | | | |
| MAX0183 | PERKY PENGUIN | 09/09/1999 | 75/801,850 | | | PENDING | 28 |
| | 28 - stuffed and plush toys | | | | | | |
| MAX0087 | ROLY POLY PANDA | 09/18/1998 | 75/555,669 | | | PENDING | 28 |
| | 28 - Stuffed toy animals and plush toy animals | | | | | | |
| MAX0030 | SEWING COLUMN DESIGN | 10/27/1997 | 75/379,653 | | | ALLOWED | 35 |
| | 35 - retail store services for the sale of photographic prints, electronic musical devices, sound recordings, CD-roms, jewelry, stationery items, stickers, greeting cards, paper goods, books, publications, clothing, stuffed toy animals and accessories therefor, dolls and accessories therefor, mugs, housewares, backpacks, tote bags, carrying cases, wallets, purses, toys and games and novelty buttons and pins | | | | | | |
| MAX0063 | SPOOL DESIGN | 02/13/1998 | 75/434,464 | | | PENDING | 35 |
| | 35 - retail store services in the fields of stuffed toy animals and plush toy animals and accessories therefor, CD Roms and audio cassettes relating to or regarding teddy bears and other stuffed toy animals and plush toy animals, jewelry, newsletters and brochures for children and newsletters and brochures relating to stuffed toy animals and plush toy animals and plush toy animals, stickers, stationery products, namely invitations, handbags, tote bags, backpacks, purses, carrying cases for stuffed and plush toy animals and accessories therefor, non-metal key chains and candies | | | | | | |
| MAX0020 | STITCHED WITH LOVE | 09/04/1997 | 75/351,922 | | | PENDING | 25,28,41 42,9 |
| | 25 - clothing and accessories therefor and aprons | | | | | | |
| | 28 - plush toy animals and stuffed toy animals and accessories therefor, namely toy clothing for plush toy animals and stuffed toy animals | | | | | | |
| | 41 - entertainment and educational services | | | | | | |
| | 42 - mail order services, retail store services, mail order catalog services, retail services via a global computer network, providing information relating to various subjects via a global computer network, providing access through a global computer to an interactive computer database in regard to various subjects, restaurant services, wholesale and distributorship services | | | | | | |
| | 9 - CD-roms, audio cassettes, video cassettes, laser discs, computer games and electronic games | | | | | | |
| MAX0201 | STUFFED WITH HUGS AND GOOD WISHES | 12/06/1999 | 75/866,045 | | | PENDING | 28 |
| | 28 - stuffed and plush toy animals | | | | | | |
| MAX0032 | STUFFING COLUMN DESIGN | 10/27/1997 | 75/379,554 | | | ALLOWED | 35 |
| | 35 - retail store services featuring photographic prints, electronic musical devices, sound recordings, CD-rom, jewelry, stationery items, stickers, greeting cards, paper goods, books, publications, clothing, stuffed toy animals and accessories therefor, dolls, and accessories therefor, mugs, housewares, backpacks, tote bags, carrying cases, wallets, purses, toys and games and novelty buttons and pins | | | | | | |
| MAX0101 | STUFFIT AND FLUFFIT | 03/01/1999 | 75/656,978 | | | PENDING | 35,42 |
| | 35 - mail order, retail store, mail order catalog services, retail services via a global communications network, wholesale and distributorship services, in the field of stuffed toy animals and plush toy animals, dolls and accessories therefor; CD Roms, audio cassettes, video cassettes, laser discs and computer game cartridges; jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars; handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; | | | | | | |

| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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UNITED STATES *continued*

mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers; housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts; clothing; toys and board games; candies

42 - cleaning, repair and restoration of stuffed and plush toy animals

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|---------|-----------------------|------------|------------|--|--|---------|---|
| MAX0097 | TEDDY BEAR CENTENNIAL | 11/12/1998 | 75/587,559 | | | PENDING | 1,14,16 18,20,21 24,25,27 28,3,35 38,4,40 41,42,6 9 |
|---------|-----------------------|------------|------------|--|--|---------|---|

1 - unexposed camera film, unexposed cinematographic film, sensitized photographic film, unexposed photographic film, photosensitive paper; peat fertilizer; plant food; potting soil; artificial sweeteners

14 - Jewelry, namely watches, pins, earrings, chains, necklaces, bracelets, rings, cuff links, shoe ornaments; piggy banks of precious metal; clocks; candle holders of precious metal

16 - address books, address labels, address plates; addressing machines; automatic adhesive dispensers for office use, adhesive tape dispensers for household or stationery use, adhesive tape and adhesives for stationery or household purposes; coin albums, photograph albums, scrapbook albums, stamp albums; storage albums for typewriter printwheels and typeballs; almanacs; announcement cards; printed survey answer sheets; appliques in the form of decals; archival storage pages; art etchings, art mounts, art paper, art pictures, art prints, graphic art reproductions, printed art reproductions; artists' brushes, arts and craft kits; paint kits; atlases; autograph books; pressure sensitive graphics for application to automobiles; printed awards; baby books; paper name badges; garbage bags of plastic or paper, general purpose plastic bags, grocery bags, merchandise bags, party paper bags, paper refuse bags, plastic trash bags, sandwich bags of paper or plastic, trash bags, plastic food storage bags for household use; plastic or paper bags, envelopes and pouches for merchandise packaging; ball-point pens; paper banners; desk basket for desk accessories; paper bath mats, bathroom tissue; facial tissue; bibles; paper bibs; mechanical binder sets comprised of rings, dividers or folders, binders, loose leaf binders and paper; book bindings; black boards; packaging, namely, blister cards; blotters; blue prints; poster boards, art sketching boards, bristol boards, directory boards, drawing boards, illustration boards, magnetic boards, memorandum boards, mounting boards, paper illustration boards, paper boards, lap boards for reading and writing, slate boards for writing; bond paper; book covers, book holders, book plates, book rests, cloth for bookbinding, bookends; bookkeeping books and forms; bookmarks; account books, anniversary books, appointment books, business record books, cash receipt books, children's activity books, children's books, coloring books, composition books, cook books, copy books, coupon books, data books, date books, dictation books, engagement books, exercise books, expense books, guest books, index books, ledger books, log books, memorandum books, note books, picture books, printed music books, receipt books, recipe books, score books; fiction books, non-fiction books; sketch books, song books, stenographers' note books, telephone number books, travel books, voucher books, wallcovering sample books; wedding books, wirebound books; cardboard boxes, corrugated record storage boxes, paper boxes; pencil and pen boxes and cases; stationery boxes, file boxes for storage of business or personal records; bumper stickers; business cards; paper cake decorations, calendar desk pads and stands, calendar stands, calendars; blank cards, Christmas cards, credit cards, debit cards without magnetic encoding, file cards, filing cards, flash cards, gift cards, greeting cards, note cards, occasion cards, playing cards and playing card cases, score cards, trading cards, trivia cards, cards bearing universal greetings; caricatures; cartoon prints, newspaper cartoons and comic strips; comic books; mail order catalogs; decorative paper centerpieces; bank checks, check books, check book and passbook wallets, checkbook covers and holders; clip boards; paper clips; patterns for making clothes, paper table cloths; coasters made of paper; computer game instruction manuals, computer paper; confetti; copy paper; corrugated containers; crayons; crepe paper; crossword puzzles; daily planners, date computer manuals; date indicators; decalcomanias, decals; desk pads, desk sets, desk file trays, desk stands and holders for pens, pencils and ink, desk top organizers and planners; disposable diapers; diaries, dictionaries, classified directories, hotel directories, telephone directories, rubber document stamps; paper doilies; drafting rulers, drafting triangles; drawing pencils; duplicating machines; easels; electric pencil sharpeners; paper emblems, printed emblems; embroidery design patterns; encyclopedias; envelopes; chalk erasers, erasers; etchings; paper expanding files, document file trays; paper flags; printing fonts; metallic gift wrap; grocery paper; paper handkerchiefs; coin holders; correspondence holders, document holders, paper sign holders, pen or pencil holders; paper hole punches; writing ink; label printing machine ribbons; luminous paper; paper mail pouches, cardboard mailing tubes; computer program manuals for games; maps; markers, stick markers, marking tabs; masking paper; modeling clay; newsletters; note pads, note paper; note books; numbering guides; opaque paper, personal organizers, organizers for stationery use; decorative pencil-top ornaments; inking pads; prescription reminder pads; score pads, scratch pads, sketch pads, stamp pads, writing pads; paint brushes, water color sets; painting sets for children, painting sets for artists, paintings, palettes for painting; adding machine paper, carbon paper, cleaning and polishing paper, construction paper, corrugated paper, craft paper, electrocardiograph paper, electrostatic paper, fiber paper, filler paper, filter paper, fluorescent paper, gummed paper, illustration paper, laminated paper, lining paper, luminous paper, magnetic paper, manifold paper, mimeograph paper, newsprint paper, onion skin paper, packing paper, parchment paper, plastic coated copying paper, printing paper, proofing paper, recycled paper, reproduction paper, safety paper, shelf paper, synthetic paper, tissue paper, toilet seat cover paper, tracing paper, typewriter paper, wax paper, wrapping paper, writing paper; paper blinds; paper closures for sealing containers; paper containers; paper cutters; gift wrapping paper, paper gift wrap bows, boxes and ribbons; paper maché figurines; paper party

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UNITED STATES *continued*

decorations, paper party hats; paper pennants; paper pillowcases; paper ribbons; paper shredders for office use; paper staplers; paper napkins, paper table cloths, paper table linens, paper towels, paper tray covers, paper trays, paper washcloths; paperweights; pencil sharpeners; pencils, artists' pencils, charcoal pencils, drawing pencils, pennants; pens, artists' pens, electric wood burning artists' pens, fountain pens, ink pens; photographic prints; photograph mounts and photographic croppers; picture postcards; plastic and paper place mats; personal planners; printed plans; stationery-type portfolios; postcards; printed labels not of textile; protective covers for sheets or paper and pages of books and the like; posters; publication paper; rubber bands; scrap-books, sheet music, sheet music stands; stationery, stationery boxes; stickers; T-squares; writing tablets; non-permanent tattoos; printed tickets; printing type; reference books

18 - Attaché cases; backpacks; bookbags; diaper bags; duffel bags; handbags; sports bags; billfolds; business card cases; credit card cases; key cases; cosmetic cases sold empty; chain purses; coin purses; fanny packs; animal leashes and collars; luggage; waist packs; pocketbooks; umbrellas, golf umbrellas and wallets; baby backpacks; trunks

20 - Furniture; mirrors; picture frames; plastic cake decorations; plastic flags; figurines; sculptures; carvings; statues; non-metal key chains; plastic bibs; corks for bottles, sleeping bags

21 - kitchenware, beverage glassware; dinnerware; fitted vanity cases; champagne and wine buckets; ice buckets; chocolate, cake, pastry and cookery molds; decorative crystal prisms; paper plates and cups; plastic plates and cups; drinking flasks; decorative stained glass; stamped glass; glass bowls; hair brushes and combs; napkin holders; toothpick holders; lunch boxes; pepper and salt mills; mugs; bottle openers; decorative ornaments of china, crystal, glass porcelain and/or terra cotta; pails; boxes for dispensing paper towels; perfume atomizers sold empty; decorative plates; statues and statuettes of china, crystal, earthenware, glass, porcelain and/or terra cotta; beverage stirrers; pre-moistened towelettes; drinking vessels; wastepaper baskets; non-woven fabric cosmetic wipes not made of paper; jars for jams and jellies made of earthenware, glass, porcelain, plastic and/or terra cotta; beer jugs; bakeware; non-metal piggy banks; flower baskets; portable beverage coolers and dispensers; bottles, sold empty; cake stands and servers; non-electric candelabras and candlesticks not of precious metal; canister sets; porcelain and earthenware, including plates, platters, dishes, bowls, cups, saucers, serving dishes and serving plates, paint buckets; butter dishes; pitchers; soap dispensers, toothpaste dispensers; paper cups, paper plates; plasticware

24 - oven mitts, towels, linens, comforters, blankets, wash clothes, sheets, bed linens, bath linens, household linens, textile napkins, textile wall hangings, bed spreads, table mats not of paper, pillows, pillow cases, pillow shams, pennants not of paper, pot holders, quilts, bed sheets, table cloths not made of paper, crib bumpers and crib canopies, cloth banners, fabrics

25 - men's, women's, and children's clothing, including pants, jeans, blouses, skirts, shorts, dresses, jackets, vests, coats, warm-up suits,

27 - rugs, carpets, mats, floor coverings and wall hangings

28 - toys, including rubber action balls; action figures and accessories therefor; action skill games; mechanical action toys, electric action toys; action-type target games; toy airplanes; toy armor; balloons; toy banks; bath toys; toy clothing; bingo cards; toy building blocks; toy construction blocks; board games; toy boxes; toy cap pistols; card games; party favors in the nature of crackers or noise-makers; craft sets for decorating balloons; electronic dart games; dolls, doll clothing, doll costumes, accessories for dolls; electronic game equipment with a watch function; role playing game equipment in the nature of game book manual; equipment sold as a unit for playing card games; hand-held unit for playing electronic games and/or video games; parlor games; pinball-type games; role playing games; toy gliders; doll house furnishings; jigsaw puzzles; manipulative games and puzzles; crib mobiles, toy mobiles; scale model airplanes; model toy train sets; plush toy animals and figures and accessories therefor; toy model vehicles and related accessories sold as a unit; electronically-operated toy motor vehicles; musical toys; toy noisemakers; puppets; ride-on toys; soft sculptured toys; spinning toys; stuffed toy animals and figures and accessories therefor; toy swords; toy vehicles; baby multiple activity toys; infant action crib toys; non-riding transportation toys; party favors in the nature of small toys; plush toys; squeezable squeaking toys; water squirting toys; wind-up toys; ventriloquist's dummies; yo-yo's; toy zip guns; sporting goods, including golf bags; golf ball markers; golf balls; golf clubs; head covers for golf clubs; baseballs; basketballs; footballs; net balls; table tennis balls; tennis balls; volley balls; baseball bats, baseball gloves; softball bats; stationary exercise bicycles; road bicycles; gaming equipment, namely, chips and game wheels; poker chips; dart boards; softball gloves; hockey pucks; hockey gloves and pads; ice skates; roller skates and accessories therefor; skate boards; tennis racket presses; tennis racket covers; racquet balls and racquet ball racquets; quoits; sport balls; amusement park rides; tractors and sleds for use in down-hill amusement rides; Christmas tree ornaments; artificial Christmas trees and Christmas wreaths; Christmas tree skirts, stands and stand covers; costume masks; promotional game materials; lottery cards and tickets; teaching materials in the form of board and card games and stand alone video game machines; carrying cases for stuffed and plush toy animals and figures, dolls and other toys; toy furniture, toy clothing

3 - cosmetics, personal care and bath products, namely skin soaps, perfume, cologne, essential oils for personal use; blushers, eye pencils, eye shadows, eyebrow pencils, eyeliners, foundation makeup, lipsticks, lip glosses, mascara and rouge; dentifrice; petroleum jelly for cosmetic and personal care purposes; baby powder; face powder; talcum powder, skin lotions and creams; soaps for hand, body and face, nail polish; sun tanning and blocking preparations; bubble baths, body lotions, body oils, toothpaste, dental floss, deodorants, cotton balls and cotton for cosmetic purposes; detergent soap, automatic dishwashing detergents, dishwashing cetergents, disposable wipes for personal use,

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UNITED STATES *continued*

floor polish, furniture polish, glass cleaners, laundry detergent, laundry bleach; hair care products, namely, shampoos, hair spray, hair lotions, hair gel and hair conditioners; sachets, potpourri, incense and room fragrance

35 - retail services; distributorship services; retail services via a global communications network; mail order catalog services; advertising agency services; copying of documents for others; automobile dealerships; direct mail advertising; directory information; distributorship services; providing home shopping services in a wide variety of fields by means of television ; promoting and conducting trade shows in a wide variety of fields; slogan cartoon and character licensing; theatrical ticket agencies

38 - Telecommunications services, including radio and television broadcasting; broadcasting via a global communications network; electronic mail services; paging services; pay per view television transmission services; telephone communication services; video broadcasting.

4 - candles; fuel for motor vehicles, namely gasoline; automobile lubricants; motor oil

40 - treatment of materials, including photographic film finishing and development services

41 - entertainment and educational services, including video and motion picture production and distribution, radio and television production and distribution thereof; entertainment in the nature of sporting events; book publishing services; conducting exhibitions in a wide variety of fields; entertainment in the nature of television and radio programs, amusement park rides; on-line computer games, musical concerts, live performances by a musical band; amusement parks; nursery schools; conducting parties for others; health club services; museums; movie theaters; recording studio services; arranging for ticket reservations for shows and other events; zoos

42 - child care centers; medical clinics and hospital services; motor clubs; news and features distribution; health resorts and spas, health maintenance organizations; retirement home services; lawn care services; portrait photography services; printing services; hair salons; monitoring of burglar security alarms; travel agency services; hotel services; restaurant services providing multiple-user access to a global computer information network for the transfer and dissemination of a wide range of information; leasing or providing access time to computer data bases/web sites/home pages of others in a wide variety of field(s) by means of a global computer network; providing information in a wide variety of fields by means of a global computer information network; computer services, namely providing on-line publications in a wide variety of fields

6 - Aluminum foil, metal piggy banks, metal bells, safety deposit boxes, metal oil cans sold empty, metal cans sold empty, metal caps for bottles, metal chains, metal money clips not of precious metal, metal decorative boxes, fixed towel dispensers of metal, aluminum foil paper, metal key holders, metal holders for signboards, metal horseshoes, metal identification bracelets, metal key blanks, metal key fobs, metal key rings; door hardware, namely, keys and key cylinders, metal keys for locks; key chains made of metal; metal license plates, metal lock boxes, metal name badges; metal name plates, metal time capsules

9 - eyeglasses, sunglasses; eyeglass frames; pre-recorded video tapes, pre-recorded audio tapes, compact discs and video discs, all featuring music, dance, comedy, dramatic or non-dramatic productions, poetry, art, sports, physical fitness, stories for children and/or adults, history, culture, lifestyle and/or technology; batteries, battery packs, battery chargers, compact discs, computer buffers, computer disc drives, blank floppy computer discs, blank hard computer discs, computer furniture, computer hardware, computer interface boards, computer keyboards, computer memories, computer monitors, computer mouse, computer peripheral mouse pads, computer operating programs, computer printers, computer printer cartridges; blank magnetic computer tapes, computers and instructional manuals sold as a unit, electric converters, document scanners, modems; holders for compact discs, jackets for compact discs; cd-rom drives; computer software; personal electronic organizers; pre-paid magnetically encoded telephone calling cards; magnetically encoded credit and debit cards; neon, electric and luminous signs; video game interactive control floor pads or mats; video game cartridges; computer game cassettes; computer games cartridges; computer game equipment containing memory devices, namely, discs; computer game joysticks, programs and tapes; video game machines for use with televisions; computer game programs; video game joysticks, virtual reality game software; radios; telephones; photographic equipment and accessories, namely cameras, video recorders, flashes, screens, projectors, and lenses ties, suits, t-shirts, sweatshirts, shirts, sweaters; footwear; hats, caps, berets, scarves, clothing belts, gloves, mittens; pajamas; bathrobes; nightgowns; aprons; cloth diapers

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| MAX0010 | TEDDYLOGY | 03/11/1997 | 75/255,284 | | ALLOWED | 41,42 |
| | 41 - educational services, namely providing training and instruction in regard to staffing and operating retail stores in connection with the manufacture and sale of stuffed toy animals and plush toy animals and accessories therefor | | | | | |
| | 42 - providing information relating to various subjects via a global computer network | | | | | |
| MAX0128 | TRAVELING TEDDY | 03/17/1999 | 75/664,633 | | PENDING | 28 |
| | 28 - stuffed toy animals and plush toy animals and accessories therefor | | | | | |

| REFERENCE# | MARK | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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UNITED STATES *continued*

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| MAX0008 | WHERE BEST FRIENDS ARE MADE | 02/25/1997 | 75/247,417 | | | PENDING | 14,16,18 20,21,24 25,28,35 41,42,6 9 |
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14 - jewelry, namely earrings, necklaces, rings, bracelets and pendants

16 - books, newsletters, magazines, pamphlets, and brochures for children; and books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls; greeting cards; stickers; stationery products, namely writing paper, envelopes, and invitations; paper goods, namely paper plates, paper cups, paper napkins; and publications, namely posters, and calendars

18 - handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor

20 - ceramic figurines; novelties, namely non-metal keychains and novelty buttons

21 - mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers

24 - housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitt

25 - clothing, namely shirts, t-shirts, sweatshirts, caps, socks, underwear, sleepwear, pants, jackets, footwear, shorts, swimwear; and aprons

28 - plush toy animals and stuffed toy animals and dolls and accessories therefor; handheld unit for playing electronic games; toys namely bath toys, pull toys, musical toys, miniature figures, soft body infant toys, positionable toy figures; board games

35 - mail order, retail store, mail order catalog services, wholesale and distributorship services in the field of stuffed toy animals and plush toy animals, dolls and accessories therefor; CD Roms, audio cassettes, video cassettes, laser discs and computer game cartridges; jewelry; books, newsletters, magazines, pamphlets, and brochures for children; books, newsletters, magazines and brochures relating to stuffed and plush toy animals and dolls, greeting cards; stickers; stationery products namely, writing paper, envelopes and invitations, party supplies, posters and calendars; handbags, tote bags, backpacks, wallets, purses; and carrying cases for plush toy animals, stuffed toy animals and accessories therefor; ceramic figurines, metal and non-metal keychains and novelty buttons; mugs, glasses, and kitchenware, namely plates, dinnerware, bowls, cookie jars, salt shakers, and pepper shakers; housewares, namely bed sheets, bed linens, towels, bed blankets, comforters, place mats and oven mitts; clothing; toys and board games; candies

41 - entertainment services in the nature of parties for creating stuffed toy animals and plush toy animals and providing of party facilities therefor; video and motion picture production and distribution; radio and television programming and the production and distribution thereof

42 - retail services via a global computer network, providing information relating to various subjects via a global computer network, providing access through a global computer to an interactive computer database in regard to various subjects

6 - novelties, namely key chains made of metal

9 - CD Roms, audio cassettes, video cassettes, and laser discs relating to or regarding teddy bears and other stuffed toy animals and plush toy animals; and computer game cartridges

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| MAX0194 | WHERE SPECIAL MEMORIES ARE MADE | 10/27/1999 | 75/831,936 | | | PENDING | 28,35,42 |
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28 - stuffed and plush toy animals and dolls and accessories therefor

35 - retail store services, mail order catalog services, and retail services via a global computer network, all featuring stuffed and plush toy animals and accessories therefor, dolls and accessories therefor, electronic musical devices, sound recordings, compact disks, jewelry, stationery items, stickers, books, publications, clothing, backpacks, tote bags, carrying cases, purses, toys and novelty buttons and pins

42 - providing information relating to various subjects via a global computer network

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| MAX0033 | ZIPPER COLUMN DESIGN | 10/27/1997 | 75/379,668 | | | ALLOWED | 35 |
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35 - retail store services for the sale of photographic prints, electronic musical devices, sound recordings, CD-rom, jewelry, stationery items, stickers, greeting cards, paper goods, books, publications, clothing, stuffed toy animals and accessories therefor, dolls, and accessories therefor, mugs, housewares, backpacks, tote bags, carrying cases, wallets, purses, toys and games and novelty buttons and pins

SHIRTS ILLUSTRATED, L.L.C.

TRADEMARKS – REGISTERED

Trademark Report by Mark

| COUNTRY | REFERENCE# | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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DIGIPRINT

| | | | | | | | |
|--|---------|------------|------------|------------|-----------|------------|----|
| UNITED STATES | SHI0004 | 06/18/1991 | 74/177,795 | 03/01/1994 | 1,824,701 | REGISTERED | 42 |
| 42 - providing printing services using a system which generates and prints graphic images on fabric and clothing | | | | | | | |

TINY TEES

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|--|---------|------------|------------|------------|-----------|------------|----|
| UNITED STATES | SHI0003 | 09/12/1980 | 73/277,663 | 02/07/1984 | 1,266,680 | REGISTERED | 20 |
| 20 - novelty items, namely miniature shirts, miniature t-shirts, screen printed miniature t-shirts, and custom printed miniature t-shirts not sold as items of wearing apparel | | | | | | | |

SHIRTS ILLUSTRATED, L.L.C.**TRADEMARKS – PENDING**

Trademark Report by Mark

| COUNTRY | REFERENCE# | FILED | APPL# | REGDT | REG# | STATUS | CLASSES |
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SHIRTS ILLUSTRATED

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| UNITED STATES | SHI0005 | 09/08/1999 | 75/801,852 | | | PENDING | 35,42 |
|---------------|---------|------------|------------|--|--|---------|-------|

35 - wholesale mail order and catalog order services featuring miniature clothing, custom printed miniature clothing and plush and stuffed toy animals

42 - custom printing of miniature clothing, for use with plush and stuffed toy animals

TINY TEDDY TEES

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|----------------|---------|------------|---------|--|--|---------|----|
| EUROPEAN UNION | SHI0007 | 11/08/1999 | 1380286 | | | PENDING | 28 |
|----------------|---------|------------|---------|--|--|---------|----|

28 - novelty items, namely miniature shirts, miniature t-shirts, screen printed miniature t-shirts, and custom printed miniature t-shirts not sold as items of wearing apparel but as accessories for stuffed and plush toy animals and toy figures

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| UNITED STATES | SHI0001 | 05/18/1999 | 75/708,751 | | | PENDING | 28 |
|---------------|---------|------------|------------|--|--|---------|----|

28 - novelty items, namely, miniature shirts, miniature t-shirts, screen printed miniature t-shirts, and custom printed miniature t-shirts not sold as items of wearing apparel but as accessories for stuffed and plush toy animals and toy figures

TINY TEES

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| UNITED STATES | SHI0002 | 05/18/1999 | 75/708,754 | | | PENDING | 28 |
|---------------|---------|------------|------------|--|--|---------|----|

28 - novelty items, namely, miniature shirts, miniature t-shirts, screen printed miniature t-shirts, and custom printed miniature t-shirts not sold as items of wearing apparel but as accessories for stuffed and plush toy animals and toy figures



SCHEDULE B

BUILD-A-BEAR WORKSHOP PATENTS - ISSUED

Patent Report by Country

Status: ISSUED

| TITLE | REFERENCE# | FILED | SERIAL# | ISSUED | PATENT# | STATUS |
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AUSTRALIA

(Clark et al) STORE FIXTURE

| | | | | | |
|--------|------------|-----------|-----------|--------|--------|
| BUI006 | 10/22/1998 | 3361/1998 | 07/28/199 | 137895 | ISSUED |
|--------|------------|-----------|-----------|--------|--------|

(Clark et al) IN-STORE WALL

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|--------|------------|-----------|-----------|--------|--------|
| BUI003 | 10/14/1998 | 3274/1998 | 01/04/200 | 139508 | ISSUED |
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(Collida et al) STUFFING MACHINE

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| BUI007 | 10/22/1998 | 3364/1998 | 07/28/199 | 137898 | ISSUED |
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(Weiss et al) DISPLAY FAÇADE (Zipper Columns)

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| BUI002 | 10/22/1998 | 3363/1998 | 07/28/199 | 137897 | ISSUED |
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(Weiss et al) A SET OF STORAGE BARRELS

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| BUI005 | 10/14/1998 | 3275/1998 | 07/20/199 | 137785 | ISSUED |
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(Weiss et al) NOVELTY BATH TUB

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| BUI004 | 10/23/1998 | 3402/1998 | 07/20/199 | 137789 | ISSUED |
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A SET OF DISPLAY COLUMNS (Stuffing Columns)

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| BUI001 | 10/22/1998 | 3362/1998 | 07/28/199 | 137896 | ISSUED |
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CANADA

(Clark et al) DISPLAY WALL (Button Wall)

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| BUI010 | 10/23/1998 | 1998-2615 | 11/30/199 | 88239 | ISSUED |
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(Clark et al) STORE FIXTURE

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| BUI013 | 11/06/1998 | 1998-2764 | 10/15/199 | 87783 | ISSUED |
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(Collida et al) STUFFING MACHINE

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| BUI014 | 11/06/1998 | 1998-2763 | 06/30/199 | 87022 | ISSUED |
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(Weiss et al) DISPLAY FAÇADE (Stuffing Columns)

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| BUI008 | 10/23/1998 | 1998-2613 | 11/30/199 | D88206 | ISSUED |
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(Weiss et al) DISPLAY FAÇADE (Zipper Columns)

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|--------|------------|-----------|-----------|-------|--------|
| BUI009 | 10/23/1998 | 1998-2614 | 10/22/199 | 87849 | ISSUED |
|--------|------------|-----------|-----------|-------|--------|

(Weiss et al) NOVELTY BATH TUB

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|--------|------------|-----------|-----------|-------|--------|
| BUI011 | 10/23/1998 | 1998-2617 | 10/29/199 | 87921 | ISSUED |
|--------|------------|-----------|-----------|-------|--------|

(Weiss et al) SPOOL CONFIGURED STORAGE BARREL

| | | | | | |
|--------|------------|-----------|-----------|---------|--------|
| BUI012 | 10/23/1998 | 1998-2616 | 11/26/199 | D 88174 | ISSUED |
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Patent Report by Country

Status: ISSUED

Patent Report by Country

Status: ISSUED

| TITLE | | | | | |
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| REFERENCE# | FILED | SERIAL# | ISSUED | PATENT# | STATUS |

FRANCE**(Weiss et al) TOY ARMOIRE**

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|--------|------------|--------|-----------|------------|---------------------------------|
| MAX011 | 10/28/1999 | 996641 | 02/04/200 | 570523-'29 | ISSUED Patent Report by Country |
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Status: ISSUED

| TITLE | | | | | |
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| REFERENCE# | FILED | SERIAL# | ISSUED | PATENT# | STATUS |

GERMANY**(Weiss et al) TOY ARMOIRE**

| | | | | | |
|--------|------------|--------------|-----------|------------|--------|
| MAX002 | 10/19/1999 | 499 09 754.8 | 11/17/199 | 49909754.8 | ISSUED |
|--------|------------|--------------|-----------|------------|--------|

HONG KONG**(Collida et al) STUFFING MACHINE**

| | | | | | |
|--------|------------|-----------|-----------|-----------|--------|
| BUI015 | 03/31/1999 | 9910372.7 | 03/31/199 | 9910372.7 | ISSUED |
|--------|------------|-----------|-----------|-----------|--------|

(Weiss et al) TOY ARMOIRE

| | | | | | |
|--------|------------|-----------|-----------|-----------|--------|
| MAX003 | 10/06/1999 | 9911313.4 | 10/06/199 | 9911313.4 | ISSUED |
|--------|------------|-----------|-----------|-----------|--------|

JAPAN**(Collida et al) STUFFING MACHINE**

| | | | | | |
|--------|------------|-----------|-----------|---------|--------|
| BUI017 | 02/24/1999 | 11-004480 | 01/14/200 | 1066841 | ISSUED |
|--------|------------|-----------|-----------|---------|--------|

NEW ZEALAND**(Clark et al) DISPLAY WALL (Button Wall)**

| | | | | | |
|--------|------------|-------|-----------|-------|--------|
| BUI020 | 11/12/1998 | 29792 | 02/24/199 | 29792 | ISSUED |
|--------|------------|-------|-----------|-------|--------|

(Clark et al) STORE FIXTURE (HEART'N BEAR)

| | | | | | |
|--------|------------|-------|-----------|-------|--------|
| BUI023 | 11/12/1998 | 29791 | 02/24/199 | 29791 | ISSUED |
|--------|------------|-------|-----------|-------|--------|

(Collida et al) STUFFING MACHINE

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|--------|------------|-------|-----------|-------|--------|
| BUI024 | 11/12/1998 | 29793 | 02/24/199 | 29793 | ISSUED |
|--------|------------|-------|-----------|-------|--------|

(Weiss et al) DISPLAY FAÇADE (Zipper Columns)

| | | | | | |
|--------|------------|-------|-----------|-------|--------|
| BUI019 | 11/12/1998 | 29795 | 02/24/199 | 29795 | ISSUED |
|--------|------------|-------|-----------|-------|--------|

(Weiss et al) DISPLAY FAÇADE SET (Stuffing Columns)

| | | | | | |
|--------|------------|-------|-----------|-------|--------|
| BUI018 | 11/12/1998 | 29790 | 02/24/199 | 29790 | ISSUED |
|--------|------------|-------|-----------|-------|--------|

(Weiss et al) NOVELTY BATH TUB

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|--------|------------|-------|-----------|-------|--------|
| BUI021 | 11/12/1998 | 29794 | 02/24/199 | 29794 | ISSUED |
|--------|------------|-------|-----------|-------|--------|

(Weiss et al) SET OF DISPLAY BINS (SPOOL CONFIGURED STORAGE BARRELS)

| | | | | | |
|--------|------------|-------|-----------|-------|--------|
| BUI022 | 11/12/1998 | 29789 | 02/24/199 | 29789 | ISSUED |
|--------|------------|-------|-----------|-------|--------|

UNITED KINGDOM**(Clark et al) STORE FIXTURE**

| | | | | | |
|--------|------------|---------|-----------|---------|--------|
| BUI030 | 12/01/1998 | 2079543 | 08/24/199 | 2079543 | ISSUED |
|--------|------------|---------|-----------|---------|--------|

Patent Report by Country

Patent Report by Country

Status: ISSUED

TITLE

| REFERENCE# | FILED | SERIAL# | ISSUED | PATENT# | STATUS |
|------------|-------|---------|--------|---------|--------|
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UNITED KINGDOM *continued*

(Clark et al) SHOP FITTINGS (DISPLAY WALL - IN-STORE WALL)

| | | | | | |
|--------|------------|---------|-----------|---------|--------|
| BUI027 | 12/01/1998 | 2079540 | 12/01/199 | 2079540 | ISSUED |
|--------|------------|---------|-----------|---------|--------|

(Weiss et al) DISPLAY FAÇADE (Stuffing Columns)

| | | | | | |
|--------|------------|---------|-----------|---------|--------|
| BUI025 | 12/01/1998 | 2079545 | 10/20/199 | 2079545 | ISSUED |
|--------|------------|---------|-----------|---------|--------|

(Weiss et al) DISPLAY FAÇADE (Zipper Columns)

| | | | | | |
|--------|------------|---------|-----------|---------|--------|
| BUI026 | 12/01/1998 | 2079544 | 10/20/199 | 2079544 | ISSUED |
|--------|------------|---------|-----------|---------|--------|

(Weiss et al) NOVELTY BATH TUB

| | | | | | |
|--------|------------|---------|-----------|---------|--------|
| BUI028 | 12/01/1998 | 2079542 | 10/23/199 | 2079542 | ISSUED |
|--------|------------|---------|-----------|---------|--------|

(Weiss et al) SPOOL CONFIGURED STORAGE BARRELS

| | | | | | |
|--------|------------|---------|-----------|---------|--------|
| BUI029 | 12/01/1998 | 2079539 | 08/21/199 | 2079539 | ISSUED |
|--------|------------|---------|-----------|---------|--------|

UNITED STATES

(Clark et al) IN-STORE WALL

| | | | | | |
|--------|------------|------------|-----------|----------|--------|
| CLA001 | 08/23/1998 | 29/092,544 | 09/28/199 | D414,353 | ISSUED |
|--------|------------|------------|-----------|----------|--------|

(Weiss et al) DISPLAY FAÇADE (Stuffing Columns)

| | | | | | |
|--------|------------|------------|-----------|----------|--------|
| WEI001 | 10/20/1998 | 29/095,283 | 10/05/199 | D414,814 | ISSUED |
|--------|------------|------------|-----------|----------|--------|

(Weiss et al) NOVELTY BATH TUB

| | | | | | |
|--------|------------|------------|-----------|----------|--------|
| WEI003 | 10/23/1998 | 29/095,486 | 08/31/199 | D413,280 | ISSUED |
|--------|------------|------------|-----------|----------|--------|

BUILD-A-BEAR WORKSHOP

PATENTS – PENDING

Patent Report by Country

| TITLE | | | | | |
|------------|-------|---------|--------|---------|--------|
| REFERENCE# | FILED | SERIAL# | ISSUED | PATENT# | STATUS |

AUSTRALIA

(Weiss et al) TOY ARMOIRE

| | | | | | |
|--------|------------|---------|--|--|---------|
| MAX001 | 09/29/1999 | 3143/99 | | | PENDING |
|--------|------------|---------|--|--|---------|

BRAZIL

(Weiss et al) TOY ARMOIRE

| | | | | | |
|--------|------------|--------------|--|--|---------|
| MAX009 | 11/09/1999 | DI 5902462-3 | | | PENDING |
|--------|------------|--------------|--|--|---------|

CANADA

(Weiss et al) TOY ARMOIRE

| | | | | | |
|--------|------------|-----------|--|--|---------|
| MAX007 | 10/07/1999 | 1999-2439 | | | PENDING |
|--------|------------|-----------|--|--|---------|

CHINA

(Weiss et al) TOY ARMOIRE

| | | | | | |
|--------|------------|------------|--|--|---------|
| MAX008 | 10/20/1999 | 99314599.X | | | PENDING |
|--------|------------|------------|--|--|---------|

JAPAN

(Clark et al) STORE FIXTURE

| | | | | | |
|--------|------------|---------|--|--|---------|
| BUI016 | 02/15/1999 | 11-3365 | | | PENDING |
|--------|------------|---------|--|--|---------|

(Weiss et al) TOY ARMOIRE

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|--------|------------|----------|--|--|---------|
| MAX004 | 10/04/1999 | 11-26912 | | | PENDING |
|--------|------------|----------|--|--|---------|

MEXICO

(Weiss et al) TOY ARMOIRE

| | | | | | |
|--------|--|-----|--|--|---------|
| MAX005 | | N/A | | | PENDING |
|--------|--|-----|--|--|---------|

NEW ZEALAND

(Weiss et al) TOY ARMOIRE

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| MAX006 | 10/06/1999 | 400005 | | | PENDING |
|--------|------------|--------|--|--|---------|

UNITED KINGDOM

(Collida et al) STUFFING MACHINE

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|--------|------------|---------|--|--|---------|
| BUI031 | 12/02/1998 | 2079541 | | | PENDING |
|--------|------------|---------|--|--|---------|

(Weiss et al) TOY ARMOIRE

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| MAX010 | 10/01/1999 | 2087073 | | | PENDING |
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Patent Report by Country

| TITLE | | | | | |
|------------|-------|---------|--------|---------|--------|
| REFERENCE# | FILED | SERIAL# | ISSUED | PATENT# | STATUS |

UNITED STATES

(Clark et al) STORE FIXTURE

| | | | | | |
|--------|------------|------------|--|--|---------|
| CLA002 | 08/24/1998 | 29/092,639 | | | PENDING |
|--------|------------|------------|--|--|---------|

(Collida et al) STUFFING MACHINE

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|--------|------------|------------|--|--|---------|
| COL001 | 10/09/1998 | 29/094,802 | | | PENDING |
|--------|------------|------------|--|--|---------|

(Weiss et al) DISPLAY FAÇADE (Zipper Columns)

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|--------|------------|------------|--|--|---------|
| WEI002 | 10/20/1998 | 29/095,270 | | | PENDING |
|--------|------------|------------|--|--|---------|

(Weiss et al) TOY ARMOIRE

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|--------|------------|------------|--|--|---------|
| WEI005 | 08/09/1999 | 29/109,055 | | | PENDING |
|--------|------------|------------|--|--|---------|

(Weiss et al) SPOOL CONFIGURED STORAGE BARREL

| | | | | | |
|--------|------------|------------|--|--|---------|
| WEI004 | 08/28/1998 | 29/092,565 | | | PENDING |
|--------|------------|------------|--|--|---------|



SCHEDULE C

BUILD-A-BEAR WORKSHOP, LLC **COPYRIGHTS**

| TITLE | | STATUS | REG. NO./DATE |
|---|---------|--------|----------------------|
| <i>AIR BATH</i> | | | |
| 13940.543 | 56 | ISSUED | 1/26/98: VA 906-636 |
| <i>AUDIO SHELF SOUND STATION</i> | | | |
| 13940.543 | 54 | ISSUED | 1/28/98: VA 906-639 |
| <i>BEAR HANGER</i> | | | |
| 13940.543 | 59 | ISSUED | 1/23/98: VA 850-955 |
| <i>BEAR HEAD</i> | | | |
| 13940.543 | 51 | ISSUED | 7/2/98: VA 935-010 |
| <i>BEAR PROMISE</i> | | | |
| 13940.543 | 57 | ISSUED | 1/20/98: VA 896-239 |
| <i>BEARAMOIRE</i> | | | |
| 713940.23 0 | PENDING | | |
| <i>BEAREMY</i> | | | |
| 713940.19 5 | PENDING | | |
| <i>BUILD-A-BEAR STORE DESIGN</i> | | | |
| 13940.538 | 29 | ISSUED | 10/24/97: VA 903-962 |
| <i>BUILD-A-BEAR WORKSHOP & DESIGN</i> | | | |
| 13940.506 | 80 | ISSUED | 6/11/97: VAU405-662 |

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BUILD-A-BEAR WORKSHOP THEME SONG

| | | | |
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| 13940.532 | 86 | ISSUED | 1/26/98: SRu 380-338 |
|-----------|----|--------|----------------------|

BUTTON DESIGN

| | |
|-----------------|-----------|
| 13940.543 45 | ABANDONED |
|-----------------|-----------|

CENTENNIAL BEAR II

| | |
|----------------|---------|
| 713940.25 1 | PENDING |
|----------------|---------|

CHOCOLATE BUNNY 2000

| | |
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| 713940.25 0 | PENDING |
|----------------|---------|

CHOOSE ME MURAL DESIGN

| | | | |
|-----------|----|--------|---------------------|
| 13940.543 | 62 | ISSUED | 1/23/98: VA 850-951 |
|-----------|----|--------|---------------------|

CHOOSE ME STUFF ME STITCH ME FLUFF ME

| | | | |
|-----------|----|--------|---------------------|
| 13940.543 | 48 | ISSUED | 1/26/98: VA 906-636 |
|-----------|----|--------|---------------------|

CUB CONDO DESIGN

| | | | |
|-----------|----|--------|-----------------------|
| 13940.574 | 52 | ISSUED | 11/23/98: Vau 312-333 |
|-----------|----|--------|-----------------------|

CUB CONDO DESIGN #1

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| 13940.41 | PENDING |
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CUB CONDO VALENTINE DESIGN

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| 713940.42 | PENDING |
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DRESS ME MURAL DESIGN

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| 13940.544 | 81 | ISSUED | 1/23/98: VA 850-952 |
|-----------|----|--------|---------------------|

DRESS ME TABLE

| | | | |
|-----------|----|--------|---------------------|
| 13940.543 | 55 | ISSUED | 1/28/98: VA 906-638 |
|-----------|----|--------|---------------------|

FLOPPY BEAR

| | | |
|-----------|--------|---------------------|
| 713940.68 | ISSUED | 8/23/99: VA 966-834 |
|-----------|--------|---------------------|

FLOPPY LAMB

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| 713940.23 6 | PENDING |
|----------------|---------|

FLUFF ME MURAL DESIGN

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| 13940.544 | 80 | ISSUED | 1/23/98: VA 850-953 |
|-----------|----|--------|---------------------|

FLUFFY BUNNY

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| 713940.1 | ISSUED | 8/19/99: VA 966-751 |
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HALLOWEEN CUB CONDO

| | |
|----------------|---------|
| 713940.26 4 | PENDING |
|----------------|---------|

HEART IN A BEAR

| | | | |
|-----------|----|--------|-------------------|
| 13940.567 | 74 | ISSUED | 7/2/98: VA935-009 |
|-----------|----|--------|-------------------|

MY STORY

| | | | |
|-----------|----|--------|---------------------|
| 13940.543 | 58 | ISSUED | 1/20/98: VA 897-897 |
|-----------|----|--------|---------------------|

PERKY PENGUIN

| | |
|------------|---------|
| 713940.192 | PENDING |
|------------|---------|

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SPOOL DESIGN

| | | | |
|-----------|----|--------|--------------------|
| 13940.552 | 59 | ISSUED | 3/2/98: VA 930 684 |
|-----------|----|--------|--------------------|

STITCH ME MURAL DESIGN

| | | | |
|-----------|----|--------|---------------------|
| 13940.544 | 82 | ISSUED | 1/23/98: VA 850-954 |
|-----------|----|--------|---------------------|

STITCH ME TABLE

| | | | |
|-----------|----|--------|---------------------|
| 13940.543 | 50 | ISSUED | 1/28/98: VA 906-634 |
|-----------|----|--------|---------------------|

STORE FRONT DESIGN

| | | | |
|------------------|---------|--|--|
| 713940.57 473 | PENDING | | |
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STUFF ME MURAL DESIGN

| | | | |
|-----------|----|--------|---------------------|
| 13940.544 | 83 | ISSUED | 1/23/98: VA 850-950 |
|-----------|----|--------|---------------------|

STUFFING COLUMNS

| | | | |
|-----------|----|--------|---------------------|
| 13940.548 | 20 | ISSUED | 1/29/98: VA 905-637 |
|-----------|----|--------|---------------------|

VALENTINE BEAR 2000

| | | | |
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| 713940.25 2 | PENDING | | |
|----------------|---------|--|--|

ZIPPER COLUMNS

| | | | |
|-----------|----|--------|---------------------|
| 13940.548 | 21 | ISSUED | 1/28/98: VA 906-635 |
|-----------|----|--------|---------------------|



SCHEDULE D

PENDING OR POTENTIAL CLAIMS

1. Basic Brown Bears, Inc. v. Build-A-Bear Workshop, L.L.C., Case No. C99-1290 DLJ ENE, United States District Court, Northern District of California – includes claims against FLOPPY BUNNY design, STUFFED WITH LOVE, GRIN& BEAR IT, bear painter design, trade secrets and confidentiality agreement claims (including against “Cub Condo design”) and related claims.
2. The New York Times Company v. Build-A-Bear Workshop, L.L.C., Opposition No. 115,902. Pending action before U.S. Trademark Trial and Appeal Board regarding registerability of ALL THE NEWS THAT’S BROUGHT TO BEAR based upon alleged conflict with The New York Times’ mark ALL THE NEWS THAT’S FIT TO PRINT.
3. Best Friends Foundation. Extension of Time to File Opposition filed against Build-A-Bear Workshop, L.L.C.’s mark WHERE BEST FRIENDS ARE MADE, Application Serial No. 75/247,417, based upon Best Friends Foundation’s mark BEST FRIENDS.
4. Extension of Time to File Opposition against the mark BEARISM, Application Serial No. 75/335,759 filed by Bear U.S.A. Inc.
5. Extension of Time to File Opposition against the mark BUILD-A-BUG, Application Serial No. 75/335,759 filed by Trendmasters, Inc.
6. First Hand Learning, Inc. has filed a Notice of Opposition against the mark BUILD-A-BUG, Application Serial No. 75/557,108, based upon alleged common law rights in the mark BUILD-A-BUG.
7. The Vermont Teddy Bear Factory, Inc. v. Build-A-Bear Workshop L.L.C., Opposition No. 115,198. Notice of Opposition filed against HEART IN A BEAR trade dress, Application Serial No. 75/434,462.
8. Basic Brown Bears, Inc. v. Build-A-Bear Workshop, L.L.C. – Notice of Opposition No. 116,951 filed against “Cub Condo design” trademark application, Application Serial No. 75/657,901.

745347.01