TRADEMARK ASSIGNMENT

Electronic Version v1.1
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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	ASSIGNS THE ENTIRE INTEREST AND THE GOODWILL

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
PBC International, Inc.		10/12/2005	CORPORATION: CALIFORNIA

RECEIVING PARTY DATA

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

PROPERTY NUMBERS Total: 1

Property Type	Number	Word Mark
Serial Number:	76170170	RECORD-A-BEAR

CORRESPONDENCE DATA

Fax Number: (314)345-6060
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 314-345-6000
Email: smurphy@blackwellsanders.com
Correspondent Name: Anthony Martin
Address Line 1: 720 Olive St.
Address Line 2: 24th Floor
Address Line 4: St. Louis, MISSOURI 63101

ATTORNEY DOCKET NUMBER:	713940.1
NAME OF SUBMITTER:	Anthony Martin
Signature:	/Anthony Martin/
Date:	05/01/2006

OP $40.00 76170170

Total Attachments: 1
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ASSIGNMENT

WHEREAS, PBC International, Inc. ("Assignor"), a corporation duly organized under the laws of the State of California, with its address of P.O. Box 5767 Oxnard, California 93031is the owner of U.S. Trademark Application Serial No. 76/170,170 for the mark RECORD-A-BEAR for plush, stuffed animals as well as the goodwill of the business associated therewith (the "Mark");

WHEREAS, BUILD-A-BEAR RETAIL MANAGEMENT, INC. ("Assignee"), a corporation duly organized under the laws of the State of Delaware, having its principal place of business at 1954 Innerbelt Business Center Drive, St. Louis, MO 63114, desires to acquire all right, title and interest in and to the Mark, including the goodwill of the business associated therewith;

NOW, THEREFORE, for and in consideration of the sum of one dollar and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor hereby sells, assigns and transfers unto Assignee all of its right, title and interest in and to said trademark, together with the goodwill of the business, and the application and any registration thereof, and the right to sue for past infringement thereof and to keep any awards or damages relating thereto.

This Agreement shall inure to the benefit of, and be binding upon, the parties, their heirs, successors and assigns.

Executed effective as of the 12 day of ~~September~~ October, 2005.

BUILD-A-BEAR RETAIL MANAGEMENT, INC.	**PBC INTERNATIONAL, INC.**
By: Maxine Clark	By: Lionel B. Nitt
Name: Maxine Clark	Name: Lionel B. Nitt
Title: CEO	Title: President
Date: 10/12/05	Date: 9/21/05

RECORDED: 05/01/2006

TRADEMARK
REEL: 003300 FRAME: 0366