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
The Game Factory, Inc.		12/19/2008	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:	63114-5760
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 2

Property Type	Number	Word Mark
Serial Number:	77576377	FRIENDSHIP
Serial Number:	77571925	A FRIEND FUR ALL SEASONS

CORRESPONDENCE DATA

Fax Number: (314)423-8188
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 314-423-8000
Email: mitzij@buildabear.com
Correspondent Name: Mary Ann Davis-Moriarty
Address Line 1: 1954 Innerbelt Business Center Drive
Address Line 2: Build-A-Bear Workshop, Inc.
Address Line 4: St. Louis, MISSOURI 63114-5760

ATTORNEY DOCKET NUMBER:	THE GAME FACTORY
NAME OF SUBMITTER:	Mary Ann Davis-Moriarty
Signature:	/Mary Ann Davis-Moriarty/

OP $65.00 77576377

Date:	12/22/2008

Total Attachments: 2
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ASSIGNMENT

WHEREAS, THE GAME FACTORY, INC., a California corporation, with offices at #301 1337 3rd Street Promenade, Santa Monica, California 90401, has intended to use the marks in commerce, identified in the below Schedule:

Serial No.	Filing Date	Mark
77/576,377	09/29/2008	
77/571,925	09/29/2008	

and has filed applications in the U.S. Trademark Office indicating that intention, but has not yet filed an allegation of use under §§1(c) or 1(d) of The Trademark Act; and

WHEREAS, Applicant, The Game Factory, Inc., is assigning the marks identified in the above Schedule as part of the entire business or portion thereof to which the mark pertains a required by 15 U..S.C. §1060;

WHEREAS, BUILD-A-BEAR RETAIL MANAGEMENT, INC., a Delaware corporation of 1954 Innerbelt Business Center Drive, St. Louis, Missouri 63114-5760, the successor of the ongoing and existing business of The Game Factory, Inc. to which the marks pertain, is desirous of acquiring said trademarks and the pending intent to use applications therefor.

NOW, THEREFORE, for good and valuable consideration, the receipt of which is hereby acknowledged, said THE GAME FACTORY, INC. does hereby assign to said BUILD-A-BEAR RETAIL MANAGEMENT, INC. all right, title and interest in and to the trademarks identified in the above Schedule, together with the good will of the business symbolized thereby.

Signed at Santa Monica California, City and state

this 19 day of December, 2008.

THE GAME FACTORY, INC.

By _____
Andrew Horwitt
Title: Controller

State of California)
) SS.
County of Los Angeles)

On this 19 day of Dec., 2008, personally appeared ~~Leah Kalboussi~~ ANDREW HORWITT, to me ~~know and known to me~~ acknowledged to be Controller of The Game Factory, Inc., the assignor above-named, and acknowledged that he executed the foregoing Assignment on behalf of said Assignor and pursuant to authority duly received.

SHERYL A. QUAY
Commission # 1560415
Notary Public - California
Los Angeles County
My Comm. Expires Apr 14, 2009

_____
Notary Public