

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

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		
	<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>		
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

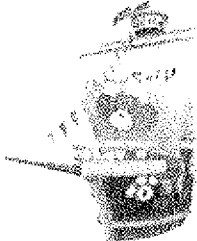

Total Attachments: 2

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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 as 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
this 19 day of December, 2008.

THE GAME FACTORY, INC.

By [Signature]
Andrew Horwitt
Title: Controller

State of California)
County of Los Angeles) SS.

On this 19 day of Dec., 2008, personally appeared Andrew Horwitt ACKNOWLEDGED to me know-and-known to me 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.

[Signature]
Notary Public

