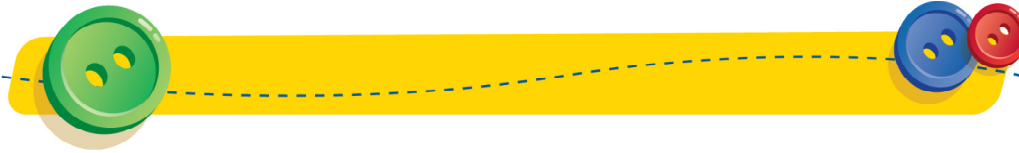




BUILD-A-BEAR WORKSHOP, INC.

Build-A-Bear Workshop, Inc. is the only global company that offers an interactive “make your own stuffed animal” retail-entertainment experience. The Company currently operates more than 400 Build-A-Bear Workshop® stores worldwide, including company-owned stores in the United States, Puerto Rico, Canada, the United Kingdom, Ireland and France, and franchise stores in Europe, Asia, Australia and Africa. Founded in St. Louis in 1997, Build-A-Bear Workshop is the leader in interactive retail. Brands include make-your-own Major League Baseball® mascot in-stadium locations and Build-A-Dino® store locations. In 2007, the interactive experience was enhanced - all the way to CyBEAR® space - with the launch of buildabearville.com™, the company’s virtual world stuffed with fun.



Our Store Experience

Guests who visit a Build-A-Bear Workshop® store enter a recognizable and distinctive teddy bear themed environment consisting of eight stuffed animal-making stations: Choose Me, Hear Me, Stuff Me, Stitch Me, Fluff Me, Dress Me, Name Me and Take Me Home®. Store associates, known as master Bear Builder® associates, share the experience with Guests at each phase of the bear-making process. Regardless of age, Guests enjoy the highly visual environment, the sounds and the fantasy of this special place while they create a memory with their friends and family.

At **Choose Me**, Guests are introduced to all the furry characters in the store and then select one, which soon becomes their new friend. There are more than 30 varieties of stuffed animals including teddy bears, bunnies, dogs, kitties and more. Build-A-Bear Workshop stuffed animals are very affordable, ranging in price from \$10- \$25.

At **Hear Me**, Guests may select from several sound choices to place inside their stuffed animal to further personalize their new friend. The sound chip is inserted safely inside the new friend during the stuffing process. Guests can record their own 10-second Build-A-Sound® message. Pre-recorded sounds include giggles, growls, barks, meows and other animal sounds, as well as messages such as “I Love You” or songs like “Take Me Out To The Ballgame™”.



At **Stuff Me**, with the help of master Bear Builder associates, Guests fill their new friend with stuffing for just the right amount of huggability. A very special step that is unique to Build-A-Bear Workshop also happens at this station. Each Guest selects a small satin heart – a Build-A-Bear Workshop trademark, adds to it his or her own love and wishes, and carefully places it inside their new furry friend. This process brings the furry friendship to life.

At **Stitch Me**, the last seam is neatly pulled shut, nearly completing each new best friend. Before stitching the furry friend, the master Bear Builder associate inserts a barcode, allowing it to hopefully be reunited with its owner if ever lost and returned to Build-A-Bear Workshop. Thousands of furry friends have been reunited through our exclusive Find-A-Bear® ID program. The barcode also generates a unique code on the birth certificate so Guests can bring their new friend to life online for free at buildabearville.com to continue their friendship adventure when they get home.

At **Fluff Me**, the Guest brushes the animal to make sure his or her new friend is well groomed and pawfectly huggable!



At **Dress Me**, Guests may dress their new friend in the beary latest furry fashions. The bear apparel boutique features clothes and accessories for all occasions. Build-A-Bear Workshop® even has its own fashion expert mascot, Pawlette Coufur®, Fashion Advisor to the Furry Famous.

Guests then stop at the **Name Me** computer, where they answer several questions about their new furry friend, including the birth date and of course, its name. The furry friend is then entered into the Find-A-Bear ID program and this information is used to create a personalized birth certificate for the furry friend.

Finally, Guests conclude their in-store bear-making experience at the **Take Me Home** station, where they receive their customized birth certificate and a special Stuff Fur Stuff® club membership, a rewards program for our Guests. Each new furry friend is then placed in their very own Cub Condo® carrying case, which is designed as a handy travel carrier and new home.

OUR NEW WORLD STUFFED WITH FUN



Guests can continue the fun with their furry friends when they get home! At buildabearville.com™, our online world stuffed with fun, Guests can bring their new furry friend to life online for free by using the code found on their birth certificate. They create a unique online character and play games to earn Bear Bills™, which can be used to purchase more clothes, furniture for their Cub Condo® houses and other items. Guests can also trade items with other citizens in the world. Membership to the site is free and does not expire.

Beyond bringing their new friend to life online for free, Guests are rewarded for in-store purchases. When they make a clothing or accessory purchase in store or at www.buildabear.com, they receive a receipt code. The code gives them virtual store credit to use at the Bear Boutique in Build-A-Bearville™, which is the only place to find exclusive virtual fashions and furniture items for their virtual furry friends. Stuff Fur Stuff® loyalty club members also receive virtual Bear Bills™ for their real world purchases.

OUR FURBULOUS FASHIONS

Guests are able to express the true personality of their new best friend by choosing from hundreds of outfits and accessories. Build-A-Bear Workshop stays on the cutting edge of furry style by partnering with fashion leaders. Guests can choose bear-sized Limited Too branded fashions like the styles sold in Limited Too stores. An exclusive partnership with SKECHERS® shoes makes Build-A-Bear Workshop the seller of more bear-sized shoes, sandals, boots and slippers than any other company worldwide! Further enhancing our furry style, Build-A-Bear Workshop works with a variety of partners, including Hello Kitty®, Disney and Harley-Davidson®.



Furry friends can also suit up in officially licensed sports stuff. Build-A-Bear Workshop® sells bear-sized MLB®, NBA and WNBA, NFL, NHL® and NASCAR® gear. Team specific items are sold in select markets and all merchandise is available at www.buildabear.com. Build-A-Bear Workshop also licenses a variety of college and university logos which are sold on bear-sized Tiny Tees® shirts.

Just like their human counterparts, furry fashions change seasonally, so there is always something new in store. Furry friends make personalized and affordable gifts for every occasion because Guests can make a gift as unique as the recipient. Guests can also share the fun of making a new best friend by giving Bear Buck\$® gift cards.

BUILD-A-PARTY®

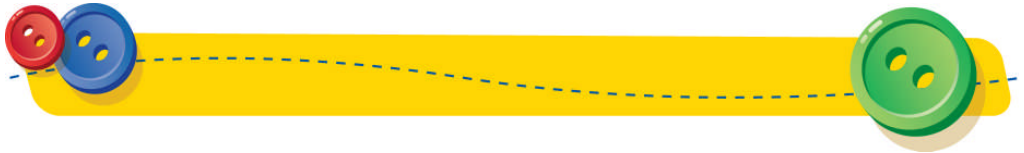
To provide the fun of making a furry friend to groups—birthday parties, scout troops, company outings and family reunions—Build-A-Bear Workshop offers a Build-A-Party® program. This exclusive service allows Guests to plan and customize their own party with pre-selected animals, clothes and accessories. Every animal made at the party can be brought to life online for free at buildabearville.com to continue the fun at home. In addition, for parties of six or more, the Guest of Honor and all party Guests receive free gifts, including virtual gifts to play with at buildabearville.com. Guests with scout troops or class trips receive a free Build-A-Bear Workshop® logo patch, in addition to their virtual gift. Party packages start at only \$10 per Guest.

OUR AWARD-WINNING WEB SITE

At www.buildabear.com, Guests can visit the official website of Build-A-Bear Workshop. They can purchase a furry friend and all the outfits and accessories needed to customize their new best friend, choosing from the company's entire selection of animals, outfits and accessories. Guests can also learn more the Company and schedule a Build-A-Party® celebration online.

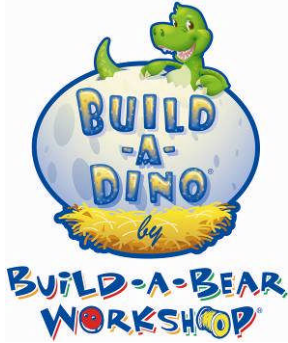
WHEREVER FAMILIES GO TO HAVE FUN

Build-A-Bear Workshop and Major League Baseball® have teamed up to provide fans across the country with opportunities to support their favorite teams in unique ways. Fans can make their own club mascots at AT&T Park™ in San Francisco, Busch Stadium™ in St. Louis, Citizens Bank Park™ in Philadelphia and Great American Ball Park™ in Cincinnati and our newest store in Washington D.C. at the new Nationals Park™. These ballpark stores are open during the teams' home games and include the same experience and interaction of the mall-based stores with exclusive animals, outfits and accessories.



BUILD-A-BEAR WORKSHOP® AT THE ZOO

In March 2006, Build-A-Bear Workshop® opened its first store located inside a zoo at the Saint Louis Zoo. Build-A-Bear Workshop At The Zoo Where Wild And Wonderful Friends Are Made® offers over 10 animals some of which are exclusive to the zoo, for kids young and old to enjoy.



BUILD-A-DINO® At T-REX Cafe™

The first Build-A-Dino®, Where Best Friendosaurs Are Made®, opened in July 2006 inside T-REX Cafe™: A Prehistoric Family Adventure™, A Place to Eat, Shop and Discover™ in The Legends, a mall located in the Village West district of Kansas City, Kan. A second location opened within the T-REX Cafe™ in Orlando, Fla. in October 2008. T-REX Cafe™ is operated by Landry's Restaurants Inc. Build-A-Dino offers several friendosaurs to make, from T-Rex to Pteranodon. Guests can also visit www.buildadino.com to shop, get party information and play free games.

BUILD-A-BEAR WORKSHOP® AND BUILD-A-DINO® AT THE ST. LOUIS SCIENCE CENTER, MYRTLE BEACH AND NEW YORK CITY

In March 2007, Build-A-Bear Workshop and Build-A-Dino® debuted the first store ever inside a science center. The combination store at the Saint Louis Science Center offers multiple furry friends and dinosaurs, plus a variety of outfits, several available exclusively at this location such as a Science Center logo tee and Sleep Under the Stars tee. In spring 2007, Build-A-Dino also opened within the Myrtle Beach Build-A-Bear Workshop location and on the lower level of the biggest Build-A-Bear Workshop store in the world located in New York City. An expanded selection of friendosaurs are also available at these Build-A-Bear Workshop stores too: Fashion Valley (*San Diego, Calif.*) and The Falls (*Miami, Fla.*).



BUILD-A-BEAR WORKSHOP® AT RAINFOREST CAFE®

Build-A-Bear Workshop opened the first store inside a Rainforest Cafe® location in April 2007 with Landry's Restaurants, Inc.

Build-A-Bear Workshop At Rainforest Cafe, Where Wild And Wonderful Friends Are Made™. It is a unique shopping experience, inside the Rainforest Cafe Retail Village. The store features a White Tiger and Rainforest Cafe's Cha! Cha! The Red Eyed Tree Frog—exclusive to Build-A-Bear Workshop At Rainforest Cafe.



EMPOWERING KIDS TO MAKE A DIFFERENCE

Build-A-Bear Workshop® believes in the teddy bear philosophy of being good people and good bears. Throughout its 11 year history the company has given Guests a voice to support causes that are important to them, helping children, families, animals and the environment. Since the company's inception, Build-A-Bear Workshop has donated over \$20 million to these causes.

Stuffed with Hugs™, a charitable program of Build-A-Bear Workshop, is now in its eighth year of helping kids in need around the world by providing teddy bears to children's causes. Stuffed with Hugs was created to give children the chance to help others. Since Stuffed with Hugs began in 2001, more than 325,000 teddy bears have been made and donated to children in need of a hug. Stuffed with Hugs partners have included adoption agencies, children's hospitals, firefighters and police officers, the USO, UNICEF, Ronald McDonald House and other worthy organizations.

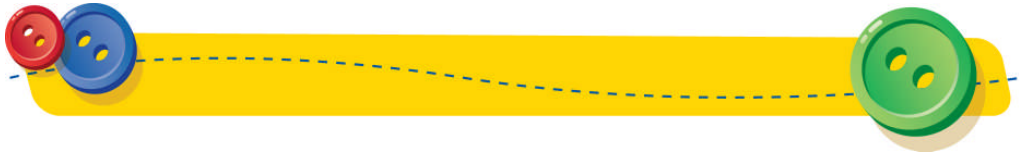


Build-A-Bear Workshop launched the **Huggable Heroes® program** in 2004 as a way to recognize and honor young people that have impacted their own neighborhoods, schools and communities by giving of themselves to others. It is a program that empowers and inspires children to get involved as Build-A-Bear Workshop believes that young people can establish change in their communities. At the beginning of each year, Guests are invited to nominate a young person they know that is making a difference and helping others. Those selected as Huggable Heroes® are featured in the Build-A-Bear Workshop Huggable Heroes calendar and receive a donation to their cause.

Build-A-Bear Workshop also provides financial support for non-profit organizations throughout the country with grants from our corporate foundations. The foundations believe in extending a helping paw to programs in the areas of children's health and wellness, literacy and education, the preservation of endangered animals and their habitats, domestic animal shelters, disaster relief programs and environmental concerns.



The **Build-A-Bear Workshop Foundation** is funded through the sale of purple satin hearts (\$1 each) sold in all of our stores. It is a public foundation that supports children, families and animals along with associate assistance programs.



The **Build-A-Bear Workshop Bear Hugs Foundation** is funded through the sale of special animals in our stores. It is a private foundation that provides grants to children's health and wellness, literacy and domestic pet programs.

- In 2006, the company launched **Champ—A Champion Fur Kids**—an adorable bear that helps raise funds for children's health and wellness issues including pediatric cancer, juvenile diabetes and autism. This bear expands on Nikki's Bear which was originally created in 2003 to help children's health and wellness causes.
- Children's literacy is a cause the company supports through **Read Teddy**® by donating a portion of the sale to First Book, a national organization that provides new books to children from low-income families, and other literacy organizations around the country.
- A portion of the proceeds from **Bearemy's Kennel Pals**® line of dogs supports domestic pet programs and also provides funding to animals in crisis situations through a quarterly grant process.
- Build-A-Bear Workshop® is also part of an exciting and innovative partnership with the **World Wildlife Fund** (WWF), offering a series of WWF co-branded plush animals in stores with \$1 from the sale of each animal supporting efforts to protect endangered animals and their habitats. Since the partnership began in 2000, Build-A-Bear Workshop has donated over \$1 million dollars to WWF.

Build-A-Bear Workshop is partnering with **DonorsChoose.org** to provide teachers with the resources to help students in need to learn and thrive. On November 1, 2008, Build-A-Bear Workshop began selling its first ever Bear Bills™ game cards. Guests who purchase these \$10 cards receive 10,000 virtual Bear Bills (our online currency) to spend at buildabearville.com and a virtual ride for their online character. In addition, each Bear Bills game card comes with a special code to use on the DonorsChoose.org website to direct \$10 per card to a classroom in need in the United States. Guests who go to DonorsChoose.org can select the school project of their choice to receive the \$10 donation -- one dollar of which is donated by Build-A-Bear Workshop®, and the remainder is provided by other DonorsChoose.org corporate donors.

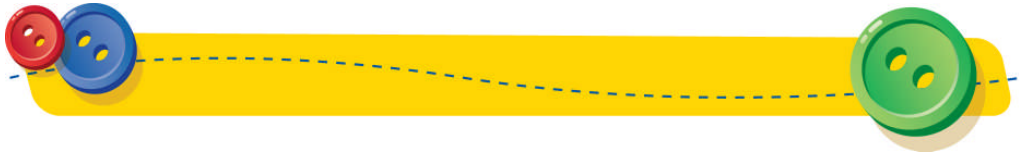


AWARD WINNING BEARS

Build-A-Bear Workshop® continues to redefine the concept of mall-based entertainment retail. In doing so, the company has been recognized by the retail industry with numerous awards including:

- **2008 iParenting Media Award**
 - Excellent Product: buildabearville.com
- **2007 Silver Winner Small Multi Media Campaign**
 - Ultimate Party Giveaway National Retail Federation
- **2007 Gold Winner Single Media Campaign – Live Vote**
 - Unscripted Campaign - Agency: Barkley National Retail Federation
- **2006 Best International Campaign**
 - Stuffed with Hugs™ Kid Power
- **2006 Runner Up - Best Other Campaign**
 - Mall of America Grand Opening Cele-bear-ation Kid Power
- **2006 Bronze Winner Direct Mail**
 - NYC Store Opening National Retail Federation
- **2006 Seventeen.com 10 Best Companies to Work For**
- **2005 iParenting Media HOT Award Winner**
 - Excellent Product: Toys & Games, 8 to 10 years
- **2005 Best Campaign in Toys/Games**
 - Make-your-own Rudolph The Red-Nose Reindeer®
 - 40th anniversary cele-bear-ation campaign
- **2005 Best New Business Community Business Awards – Sydney, Australia**
- **ICSC 2004 Hot Retailer Award**

In 2008, Maxine Clark, founder, chairman and chief executive bear of Build-A-Bear Workshop was named one of The 25 Most Influential People in Retailing by Chain Store Age; in 2006, she was inducted into the Junior Achievement National Business Hall of Fame and received the 2006 Luminary Award for Entrepreneurial Achievement from the Committee of 200. She was named a Customer-Centered Leader in the 2005 Customer First Awards by Fast Company. Maxine was one of the Wonder Women of Toys by Playthings magazine and Women in Toys, and was also one of the National Finalists in Retail for the Ernst & Young Entrepreneur of the Year 2004. In 2005, the National Association of Small Business Investment Companies (NASBIC) made Build-A-Bear Workshop® Portfolio Company of the Year, it was



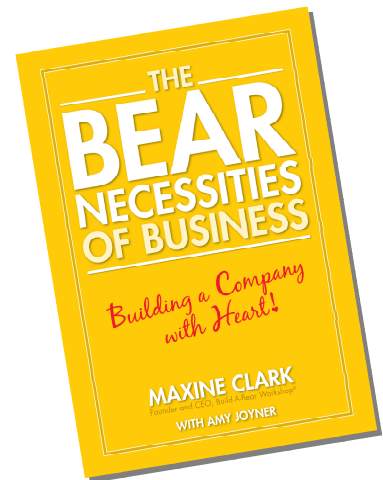
named one of the International Council of Shopping Centers “Hottest Retailers of 2004” and the Retail Innovator of the Year for 2001 by The National Retail Federation.

Build-A-Bear Workshop® has been profiled in several published books focusing on innovative and breakthrough business and retail strategies including:

- *Secrets of Millionaires Moms: Learn how they turned great ideas into booming business -- and how you can too*
- *Chocolates on the Pillow Aren't Enough : Reinventing the Customer Experience*
- *The DNO of Customer Experience: How Emotions Drive Value*
- *Revolutionize Your Customer Experience*
- *Customer Service Excellence 2004: Exemplary Practices in Retail*
- *The Blockbuster Toy! How to Invent the Next BIG Thing*
- *Brand Child: Remarkable insights into the minds of today's global kids and their relationships with brands*
- *Priceless: Turning Ordinary Products into Extraordinary Experiences*
- *Creating Customer Evangelists: How Loyal Customers Become a Volunteer Sales Force.*

BEAR NECESSITIES OF BUSINESS

In 2006 Maxine Clark, wrote *The Bear Necessities of Business*, a book to help people who have the dream of building their own companies from the ground up. She drew upon her decades of business experience to give readers an inside look of what it takes to create an incredible company for customers of all ages. And for anyone who's ever wanted to start their own business, the book offers the essential elements required to launch, nurture and run a viable company in the 21st century.



The book is for sale in Build-A-Bear Workshop stores and book retailers nationwide.

One hundred percent of the proceeds from the sales of *The Bear Necessities of Business: Building A Company With Heart* will be donated to the Build-A-Bear Workshop Bear Hugs Foundation to fund programs that benefit children, families and animals through financial support for health and wellness causes and educational and literacy programs.



TRADEMARKS

We would like to thank you for your interest in covering our business. As you write your story, we would ask that you use our full Name: **Build-A-Bear Workshop**[®] and that when referencing the process of making stuffed animals you use the word “**make**” not “**build**”.

Build-A-Bear Workshop is our well-known trade name and our registered trademark of **Build-A-Bear Retail Management, Inc.** **Build-A-Bear Workshop**[®] should only be used in capital letters to refer to our products and services and should not be used as a verb.

Contact Info:

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