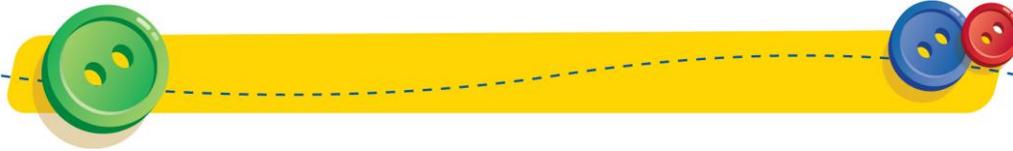


Build-A-Bear Workshop, Inc.

Build-A-Bear Workshop, Inc. is the leading and only global company that offers an interactive make-your-own stuffed animal retail-entertainment experience. Founded in 1997, 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, and Ireland, and franchise stores in Europe, Asia, Australia, Africa, the Middle East, Mexico and the South America. Build-A-Bear Workshop extends its in-store interactive experience with its award winning virtual website at Bearville.com™.



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 this special place where 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- \$30.

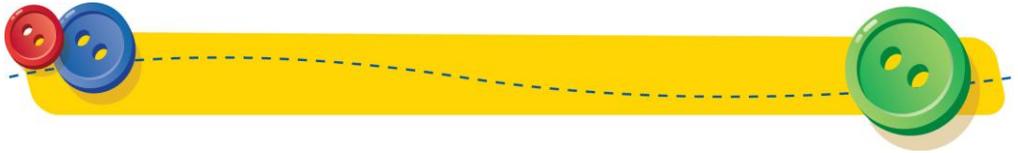
At **Hear Me**, Guests may select from several sound choices to place inside their stuffed animal to further personalize their new friend. The sound chip is inserted safely inside the new friend during the stuffing process. Guests can record their own 10-second Build-A-Sound[®] message. Pre-recorded 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 Bearville.com to continue their friendship adventure when they get home.

At **Fluff Me**, the Guest brushes the stuffed 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 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 stuffed animal.

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.

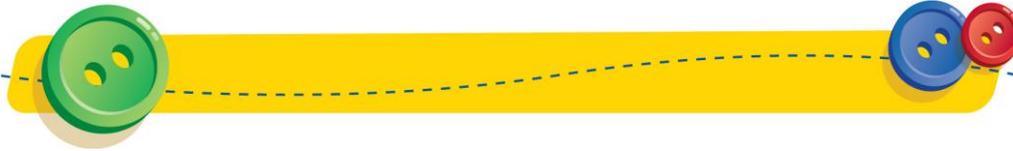


OUR VIRTUAL WORLD STUFFED WITH FUN

Build-A-Bear Workshop is the first company with both real-world stores and a virtual world experience so that Guests can continue the fun with their furry friends when they get home! At Bearville.com, 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.

When Guests make a clothing or accessory purchase in store or at buildabear.com, they are rewarded for these purchases at Bearville.com. They receive a receipt code that gives them virtual store credit to use at the Bearville Outfitter store in the virtual world, which, is the only place to find exclusive fashions and furniture items for their virtual furry friends. When Guests purchase a Bearville Outfitter Card, five percent of the purchase price is donated to a charity of the Guest's choice when they redeem it in Bearville. Stuff Fur Stuff[®] loyalty club members also receive virtual Bear Bills for their real world purchases.

In March of 2011, Bearville.com[™] was expanded beyond its virtual world experience into an entertainment destination with a special focus on fun and relevant cultural content for children and families. The site features unique programming, celebrity interviews, a craft show, a blog, as well as an arcade of games to play. Unlike most



standalone websites, Bearville.com is incorporated into Build-A-Bear Workshop stores, the Build-A-Bear™ mobile App and licensed products.

Some of the original programming content exclusively on *Bearville.com* includes:

- **BE News** – a show highlighting the latest info on favorite celebrities, such as Victoria Justice and Cody Simpson, plus features on fashion, TV, music, movies and much more.
- **Craftshop** – A fun, do-it-yourself show which demonstrates how to make cool, one of a kind crafts (like jewelry and room décor) at home with everyday materials and easy to access supplies.
- **Bearville Live** - The insider's guide to what is new in the virtual world of Bearville. Hosts give visitors insights from *ChloeRocks™*, the host of the Chloe Show and an already popular character in the virtual world of Bearville.

OUR FURBULOUS FASHIONS

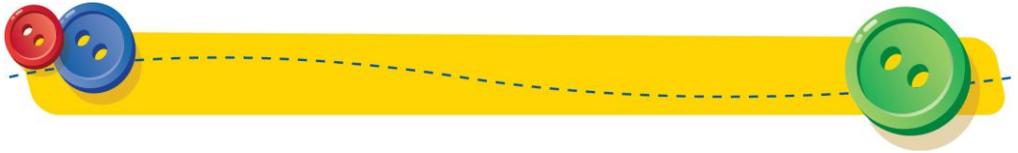
Guests are able to express the true personality of their new best friend by choosing from hundreds of outfits and accessories. Build-A-Bear Workshop stays on the cutting edge of furry style by partnering with fashion leaders. Guests can choose bear-sized Justice branded fashions similar to the styles sold in Justice 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 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, field trips, 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 Bearville.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



Bearville.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 buildabear.com, Guests can visit the official Web site 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 about 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 and Nationals Park™ in Washington D.C. 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 of all ages to enjoy.

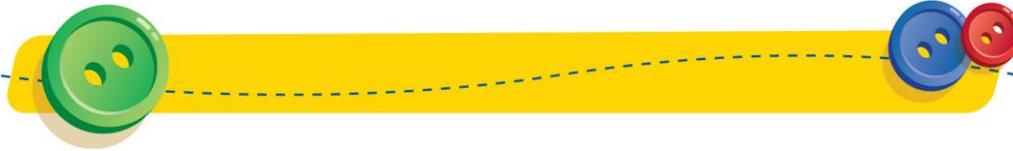


BUILD-A-DINO® At T-REX Cafe™

The first Build-A-Dino®, Where Best Friendsosaurs 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, Kansas. 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 friendsosaurs to make, from T-Rex to Pteranodon. Guests can also visit 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. 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. Expanded selections of friendosaurs are also available at these Build-A-Bear Workshop stores too: Fashion Valley (*San Diego, Calif.*) and The Falls (*Miami, Fl.*).

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™ 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.

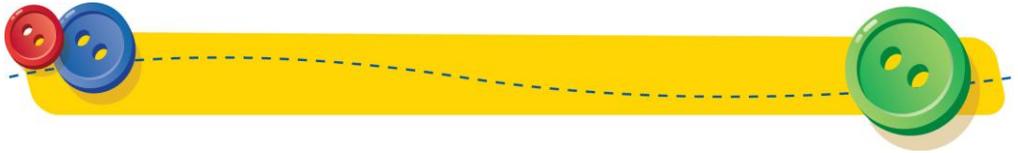
EMPOWERING KIDS TO MAKE A DIFFERENCE

Build-A-Bear Workshop believes in the teddy bear philosophy of being good people and good bears. Throughout its 145year 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 more than \$30 million to these causes.

Stuffed with Hugs™, a charitable program of Build-A-Bear Workshop, is now in its eleventh 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, receive a donation to their cause, and an educational scholarship.



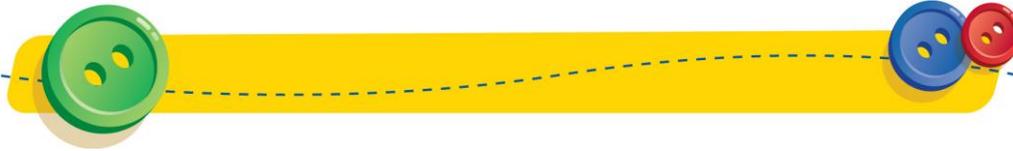
Build-A-Bear Workshop also provides financial support for non-profit organizations throughout the country with grants from our corporate foundations. The foundations believe in extending a helping paw to programs in the areas of children’s health and wellness, literacy and education, the preservation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



The **Build-A-Bear Workshop Foundation** is funded by Guests in the United States who choose to support a variety of worthy causes by adding \$1 to their total purchase at checkout registers or online at buildabear.com. This funding is then directed by the Build-A-Bear Workshop Foundation, which is a public foundation that supports children, families and animals along with associate assistance programs. Canadian Guests can support the Build-A-Bear Workshop Foundation through the sale of purple satin hearts (\$1 each) sold in our stores in Canada.

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

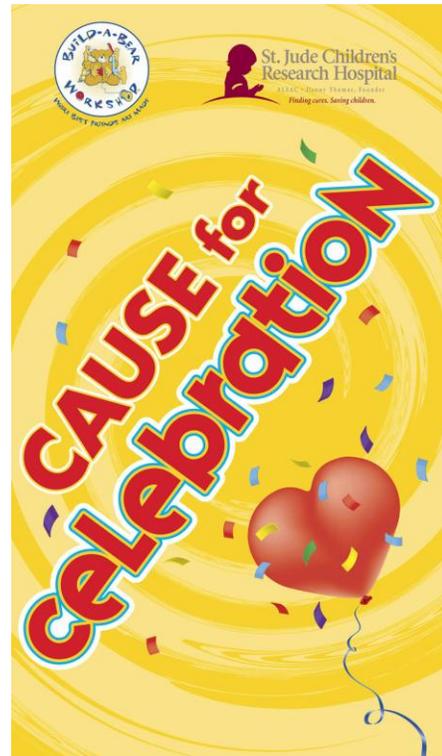
- In 2006, the company launched **Champ—A Champion Fur Kids**—an adorable bear that helps raise funds for children’s health and wellness issues including pediatric cancer, juvenile diabetes and autism. This bear expands on Nikki’s Bear which was originally created in 2003 to help children’s health and wellness causes.
- Children’s literacy is a cause that Build-A-Bear Workshop 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 Supports St. Jude Children's Research Hospital

In 2011, Build-A-Bear Workshop began partnering with St. Jude Children's Research Hospital to introduce **"Cause for Celebration"** parties. Build-A-Bear Workshop Guests can have fun and make a difference by making a \$10 donation to St. Jude when they book a party at any Build-A-Bear Workshop store location. The entire \$10 goes to St. Jude to support the lifesaving research and cutting edge medical treatment conducted at St. Jude.

Each party attendee will sign a special St. Jude card and receive a sticker to remember the occasion. The Guest of Honor will receive a bear-sized tee shirt that says, *"I helped the children of St. Jude"* for all party attendees to sign. Guests can request donations for the hospital in lieu of gifts for their "Cause for Celebration" party. The Guest of Honor can also create a fundraising page website that they can then send to family and friends to collect online donations for St. Jude as part of their celebration.

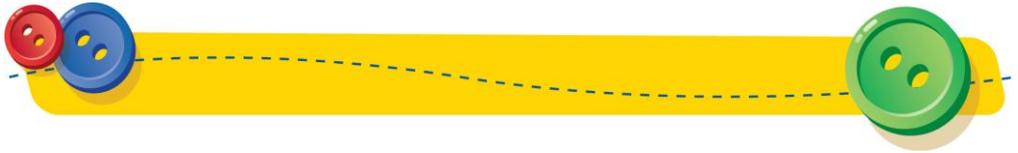


For every "Cause for Celebration" party held in Build-A-Bear Workshop stores, the company will give a St. Jude patient a special celebration gift package containing a personalized card from Guests attending the store party and a \$10 gift card. This package will be presented at the completion of the hospital stay or when the patient reaches a special milestone in treatment at the hospital. The gift card is a way for each child to celebrate with his or her family while experiencing the fun of making a new furry friend at the Build-A-Bear Workshop location of their choice.

AWARD WINNING BEARS

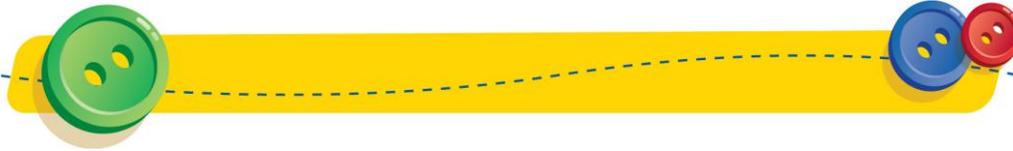
Build-A-Bear Workshop continues to redefine the concept of mall-based entertainment retail. In doing so, the company has been recognized by the retail industry with numerous awards including:

- **2012, 2011, 2010 and 2009 FORTUNE 100 Best Companies to Work For[®] lists**
- **2010 the Inaugural StopCyberbullying Award from StopCyberbullying.org**
- **2009 Socially Safe Seal and Socially Safe Kids Seal from SociallySafe.org**
- **2009 Retail TouchPoints' Channel Integration Award**
 - Best-in-class Retailer
- **2009 WiredKids "Best of the Web" Award sponsored by WiredSafety.org**



- **2008 Bronze Winner Small Multi Media Campaign**
 - Bearville.com: An Online World Stuffed with Fun National Retail Federation
- **2008 Bronze Winner TV Single Spot**
 - Wish (Barkley) National Retail Federation
- **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 named 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. Bearville.com received a 2009 'Best of the Web' award from WiredSafety, was honored with the Socially Safe seal, and in 2008 received the Excellent Product iParenting Media Award. In 2005, the National Association of Small Business Investment Companies made Build-A-Bear Workshop Portfolio Company of the Year; it was named



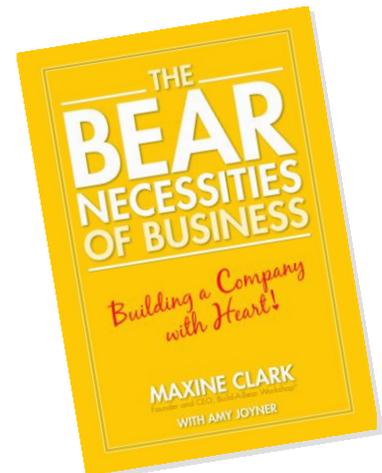
one of the International Council of Shopping Centers “Hottest Retailers of 2004” and the Retail Innovator of the Year for 2001 by The National Retail Federation.

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.*

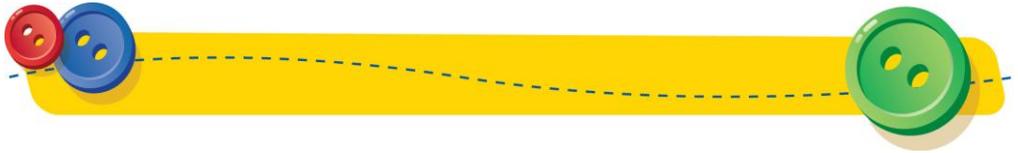
BEAR NECESSITIES OF BUSINESS

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. 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.

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Updated 02.28.12