

BUILD A BEAR WORKSHOP INC

Form 10-Q

November 09, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 10-Q**

(Mark One)

**Quarterly report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the quarterly period ended September 30, 2006**

**OR**

**Transition report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission file number: 001-32320  
BUILD-A-BEAR WORKSHOP, INC.  
(Exact Name of Registrant as Specified in Its Charter)**

**Delaware**  
(State or Other Jurisdiction of Incorporation or  
Organization)

**43-1883836**  
(I.R.S. Employer Identification No.)

**1954 Innerbelt Business Center Drive  
St. Louis, Missouri**  
(Address of Principal Executive Offices)

**63114**  
(Zip Code)

**(314) 423-8000**

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

As of November 8, 2006, there were 20,518,886 issued and outstanding shares of the registrant's common stock.

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**BUILD-A-BEAR WORKSHOP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**(Unaudited)**

(Dollars in thousands, except share and per share data)

|   | <b>September<br/>30,<br/>2006</b> | <b>December<br/>31,<br/>2005</b> |
|---|-----------------------------------|----------------------------------|
| <b>ASSETS</b>   |                                   |                                  |
| Current assets:   |                                   |                                  |
| Cash and cash equivalents   | \$ 9,837                          | \$ 90,950                        |
| Inventories   | 48,112                            | 40,157                           |
| Receivables   | 8,558                             | 6,629                            |
| Prepaid expenses and other current assets   | 13,333                            | 6,839                            |
| Deferred tax assets   | 3,941                             | 3,232                            |
| <br>Total current assets  | <br>83,781                        | <br>147,807                      |
| Property and equipment, net   | 129,169                           | 89,973                           |
| Note receivable from franchisee   |                                   | 4,518                            |
| Goodwill  | 32,409                            |                                  |
| Other intangible assets, net  | 3,233                             | 1,454                            |
| Other assets, net   | 4,674                             | 2,356                            |
| <br>Total Assets  | <br>\$ 253,266                    | <br>\$ 246,108                   |
| <b>LIABILITIES AND STOCKHOLDERS EQUITY</b>  |                                   |                                  |
| Current liabilities:  |                                   |                                  |
| Accounts payable  | \$ 35,056                         | \$ 34,996                        |
| Accrued expenses  | 5,894                             | 15,792                           |
| Gift cards and customer deposits  | 14,819                            | 22,865                           |
| Deferred revenue  | 9,278                             | 7,508                            |
| <br>Total current liabilities   | <br>65,047                        | <br>81,161                       |
| Deferred franchise revenue  | 3,324                             | 2,306                            |
| Deferred rent   | 35,421                            | 30,687                           |
| Other liabilities   | 479                               | 586                              |
| Deferred tax liabilities  | 438                               | 1,011                            |
| <br>Stockholders equity:  |                                   |                                  |
| Preferred stock, par value \$0.01, Shares authorized: 15,000,000; No shares issued or outstanding at September 30, 2006 and December 31, 2005 |                                   |                                  |
| Common stock, par value \$0.01, Shares authorized: 50,000,000; Issued and outstanding: 20,502,375 and 20,120,655 shares, respectively         | 205                               | 201                              |
| Additional paid-in capital  | 87,599                            | 85,259                           |
| Other comprehensive income  | (5)                               |                                  |
| Retained earnings   | 60,758                            | 46,700                           |

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|  |            |            |
|--|------------|------------|
| Note receivable from officer               |            | (151)      |
| Unearned compensation                      |            | (1,652)    |
| Total stockholders' equity                 | 148,557    | 130,357    |
| Total Liabilities and Stockholders' Equity | \$ 253,266 | \$ 246,108 |

See accompanying notes to condensed consolidated financial statements.

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**BUILD-A-BEAR WORKSHOP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

(Dollars in thousands, except share and per share data)

|  | <b>Thirteen weeks ended</b> |                   | <b>Thirty-nine weeks ended</b> |                   |
|--|-----------------------------|-------------------|--------------------------------|-------------------|
|  | <b>September</b>            | <b>October 1,</b> | <b>September</b>               | <b>October 1,</b> |
|  | <b>30, 2006</b>             | <b>2005</b>       | <b>30, 2006</b>                | <b>2005</b>       |
| Revenues:  |                             |                   |                                |                   |
| Net retail sales                                   | \$ 100,582                  | \$ 83,239         | \$ 291,274                     | \$ 242,241        |
| Franchise fees                                     | 649                         | 507               | 1,975                          | 1,147             |
| Licensing revenue                                  | 288                         | 271               | 558                            | 387               |
| <b>Total revenues</b>                              | <b>101,519</b>              | <b>84,017</b>     | <b>293,807</b>                 | <b>243,775</b>    |
| Costs and expenses:                                |                             |                   |                                |                   |
| Cost of merchandise sold                           | 58,130                      | 43,289            | 160,180                        | 124,464           |
| Selling, general and administrative                | 38,073                      | 31,336            | 108,307                        | 88,909            |
| Store reopening                                    | 1,127                       | 1,281             | 3,324                          | 4,398             |
| Interest expense (income), net                     | (192)                       | (434)             | (1,357)                        | (1,180)           |
| <b>Total costs and expenses</b>                    | <b>97,138</b>               | <b>75,472</b>     | <b>270,454</b>                 | <b>216,591</b>    |
| Income before income taxes                         | 4,381                       | 8,545             | 23,353                         | 27,184            |
| Income tax expense                                 | 1,669                       | 3,290             | 9,296                          | 10,466            |
| <b>Net income</b>                                  | <b>\$ 2,712</b>             | <b>\$ 5,255</b>   | <b>\$ 14,057</b>               | <b>\$ 16,718</b>  |
| Earnings per common share:                         |                             |                   |                                |                   |
| Basic  | \$ 0.13                     | \$ 0.26           | \$ 0.70                        | \$ 0.85           |
| Diluted  | \$ 0.13                     | \$ 0.26           | \$ 0.69                        | \$ 0.83           |
| Shares used in computing common per share amounts: |                             |                   |                                |                   |
| Basic  | 20,176,642                  | 19,874,869        | 20,135,944                     | 19,650,364        |
| Diluted  | 20,438,226                  | 20,234,749        | 20,429,034                     | 20,194,093        |

See accompanying notes to condensed consolidated financial statements.

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**BUILD-A-BEAR WORKSHOP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**  
(in thousands)

|   | <b>Thirty-nine weeks ended</b> |                   |
|---|--------------------------------|-------------------|
|   | <b>September</b>               | <b>October 1,</b> |
|   | <b>30, 2006</b>                | <b>2005</b>       |
| Cash flows from operating activities:   |                                |                   |
| Net income  | \$ 14,057                      | \$ 16,718         |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                |                   |
| Depreciation and amortization   | 16,049                         | 12,821            |
| Deferred taxes  | (3,195)                        | 552               |
| Tax benefit from stock option exercises   | (802)                          | 2,444             |
| Loss on disposal of property and equipment  | 73                             | 322               |
| Stock-based compensation  | 1,959                          | 358               |
| Change in assets and liabilities:   |                                |                   |
| Inventories   | (4,690)                        | (3,332)           |
| Receivables   | 77                             | (2,432)           |
| Prepaid expenses and other assets   | (2,599)                        | (4,086)           |
| Accounts payable  | (7,650)                        | (8,158)           |
| Accrued expenses and other liabilities  | (9,899)                        | (10,120)          |
| Net cash provided by operating activities   | 3,380                          | 5,087             |
| Cash flows from investing activities:   |                                |                   |
| Purchases of property and equipment   | (46,054)                       | (22,575)          |
| Purchases of other assets   | (1,720)                        | (885)             |
| Loan to franchisee  |                                | (2,540)           |
| Purchase of business, net of cash acquired  | (39,061)                       |                   |
| Net cash used in investing activities   | (86,835)                       | (26,000)          |
| Cash flows from financing activities:   |                                |                   |
| Exercise of employee stock options and employee stock purchases                   | 1,492                          | 3,505             |
| Collection of note receivable from officer  |                                | 1,645             |
| Tax benefit from stock option exercises   | 802                            |                   |
| Net cash provided by financing activities   | 2,294                          | 5,150             |
| Effect of exchange rates on cash  | 48                             |                   |
| Net decrease in cash and cash equivalents   | (81,113)                       | (15,763)          |
| Cash and cash equivalents, beginning of period                                    | 90,950                         | 67,327            |
| Cash and cash equivalents, end of period  | \$ 9,837                       | \$ 51,564         |

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Noncash transactions:

|   |    |     |    |       |
|---|----|-----|----|-------|
| Return of common stock in lieu of tax withholdings and option exercises | \$ | 211 | \$ | 2,411 |
| Return of common stock for repayment of note receivable from officer    | \$ | 141 | \$ |       |

See accompanying notes to condensed consolidated financial statements.

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The condensed consolidated financial statements included herein are unaudited and have been prepared by Build-A-Bear Workshop, Inc. and its subsidiaries (collectively, the Company) pursuant to the rules and regulations of the U.S. Securities and Exchange Commission. Certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP) have been condensed or omitted pursuant to such rules and regulations. The condensed consolidated balance sheet of the Company as of December 31, 2005 was derived from the Company's audited consolidated balance sheet as of that date. All other condensed consolidated financial statements contained herein are unaudited and reflect all adjustments which are, in the opinion of management, necessary to summarize fairly the financial position of the Company and the results of the Company's operations and cash flows for the periods presented. All of these adjustments are of a normal recurring nature. All significant intercompany balances and transactions have been eliminated in consolidation. Because of the seasonal nature of the Company's operations, results of operations of any single reporting period should not be considered as indicative of results for a full year. These condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements for the fiscal year ended December 31, 2005 included in the Company's annual report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2006.

Certain reclassifications were made to prior period financial statements to be consistent with the current fiscal period presentation.

**Foreign Currency Translation**

Assets and liabilities of the Company's foreign operations are translated at the exchange rate in effect at the balance sheet date, while revenues and expenses are translated at average rates prevailing during the years. Translation adjustments are reported in other comprehensive income, a separate component of stockholders' equity.

**2. Business Acquisition**

On April 2, 2006, the Company acquired all of the outstanding shares of The Bear Factory Limited (Bear Factory), a stuffed animal retailer in the United Kingdom, and Amsbra Limited (Amsbra), the Company's former U.K. franchisee (collectively, the U.K. Acquisition). The results of the U.K. Acquisition operations have been included in the consolidated financial statements since that date. In conjunction with those transactions, we obtained 40 retail locations in the United Kingdom and Ireland. The aggregate cash purchase price for the U.K. Acquisition was \$37.6 million, excluding acquisition and severance costs of \$1.7 million and net of cash acquired of \$0.3 million. In addition to the cash purchase price, the Company had previously advanced \$4.5 million to Amsbra as a note receivable. The amount of this note receivable and the related accrued interest is a component of the purchase price.

The Company has not completed its assessment of the U.K. Acquisition assets and liabilities. Until that assessment is complete, the allocation of the purchase price is preliminary and may be subject to revisions.

The following table summarizes the estimated fair values of the assets acquired and liabilities assumed at the date of acquisition (in thousands):

|                                 |               |
|---------------------------------|---------------|
| Current assets                  | \$ 7,856      |
| Property and equipment          | 6,351         |
| Goodwill                        | 28,830        |
| Intangibles                     | 1,824         |
| <br>Total assets acquired       | <br>44,861    |
| <br>Current liabilities assumed | <br>(7,228)   |
| Loan previously advanced        | 4,517         |
| <br>Total purchase price        | <br>\$ 42,150 |



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The following unaudited pro forma summary presents the Company's revenue, net income, basic earnings per share and diluted earnings per share as if the U.K. Acquisition had occurred on January 2, 2005 (in thousands, except per share data):

|                                    | <b>Thirteen Weeks Ended</b>   |                            | <b>Thirty-nine Weeks Ended</b> |                            |
|------------------------------------|-------------------------------|----------------------------|--------------------------------|----------------------------|
|                                    | <b>September<br/>30, 2006</b> | <b>October 1,<br/>2005</b> | <b>September<br/>30, 2006</b>  | <b>October 1,<br/>2005</b> |
| Revenue                            | \$ 101,610                    | \$ 92,873                  | \$ 303,031                     | \$ 271,162                 |
| Net Income                         | 3,403                         | 2,458                      | 12,462                         | 9,175                      |
| Basic earnings per common share:   | \$ 0.17                       | \$ 0.12                    | \$ 0.62                        | \$ 0.47                    |
| Diluted earnings per common share: | \$ 0.17                       | \$ 0.12                    | \$ 0.61                        | \$ 0.45                    |

Pro forma adjustments have been made to reflect depreciation and amortization using estimated asset values recognized after applying purchase accounting adjustments.

This pro forma information is presented for informational purposes only and is not necessarily indicative of actual results had the acquisition been effected at the beginning of the respective periods presented, and is not necessarily indicative of future results.

**3. Goodwill**

In connection with our U.K. Acquisition, we acquired goodwill. This asset was recorded in accordance with SFAS No. 141, *Business Combinations* and is reported as a component of the Company's retail segment. The following table summarizes the Company's goodwill (in thousands):

|  |           |
|--|-----------|
| U.K. Acquisition                       | \$ 28,830 |
| Acquisition costs                      | 1,005     |
| Severance costs                        | 729       |
|  | 30,564    |
| Effect of foreign currency translation | 1,845     |
| Goodwill, as of September 30, 2006     | \$ 32,409 |

**4. Stock-based Compensation**

In December 2004, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards (SFAS) No. 123 (revised 2004), *Share-Based Payment* (SFAS 123R). SFAS 123R requires companies to recognize the cost of awards of equity instruments, such as stock options and restricted stock, based on the fair value of those awards at the date of grant and eliminates the choice to account for employee stock options under Accounting Principles Board (APB) Opinion No. 25, *Accounting for Stock Issued to Employees* (APB 25). The Company adopted SFAS 123R effective January 1, 2006 using the modified prospective method and, as such, results for prior periods have not been restated. Under this method, in addition to reflecting compensation expense for new share-based awards, expense is also recognized to reflect the remaining service period of awards that had been included in pro forma disclosures in prior periods. Prior to January 1, 2006, the fair value of restricted stock awards was expensed by the Company over the vesting period, while compensation expense for

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stock options was recognized over the vesting period only to the extent that the grant date market price of the stock exceeded the exercise price of the options.

For the thirteen weeks ended September 30, 2006, selling, general and administrative expense includes \$0.7 million (\$0.4 million after tax) of stock-based compensation expense which had a \$0.02 impact on both basic and diluted earnings per share. Of this amount, \$0.1 million (\$53,000 after tax) is attributable to the Company's adoption of SFAS 123R. This incremental expense from the adoption of SFAS 123R did not reduce basic or diluted earnings per share based upon the insignificance of the expense. The additional stock-based compensation expense not related to the adoption of SFAS 123R was related to the vesting of restricted stock awards.

As of September 30, 2006, there was \$5.3 million of total unrecognized compensation expense related to nonvested restricted stock awards and options which is expected to be recognized over a weighted-average period of 3.14 years.

The following table illustrates the effect on net income and earnings per share as if the Company had applied the fair value method of SFAS No. 123, *Accounting for Stock-Based Compensation* (SFAS 123), prior to January 1, 2006 (in thousands except per share amounts):

|  | <b>Thirteen<br/>Weeks Ended<br/>October 1,<br/>2005</b> | <b>Thirty-nine<br/>Weeks Ended<br/>October 1,<br/>2005</b> |
|--|---|--|
| Net income:  |   |  |
| As reported  | \$ 5,255  | \$ 16,718  |
| Add stock-based employee compensation expense recorded, net of related tax effects                         | 88  | 220  |
| Deduct stock-based employee compensation expense under fair value-based method, net of related tax effects | (80)  | (1,031)  |
| Pro Forma  | \$ 5,263  | \$ 15,907  |
| Basic earnings per common share:   |   |  |
| As reported  | \$ 0.26   | \$ 0.85  |
| Pro forma  | \$ 0.26   | \$ 0.81  |
| Diluted earnings per common share:   |   |  |
| As reported  | \$ 0.26   | \$ 0.83  |
| Pro forma  | \$ 0.26   | \$ 0.79  |

The fair value of each option was estimated on the date of grant using the Black-Scholes option pricing model with the following weighted average assumptions for the thirteen and thirty-nine weeks ended October 1, 2005:

(a) dividend yield of 0%; (b) expected volatility of 50%; (c) risk-free interest rate of 3.5%; and (d) a weighted average expected life of 6.3 years. The weighted average grant date fair value of options granted in the thirteen weeks ended October 1, 2005 was \$12.36 and for thirty-nine weeks ended October 1, 2005 was \$17.24. There were no new options granted in the thirteen or thirty-nine weeks ended September 30, 2006. The pro forma disclosures above utilize the accelerated expense attribution method under FASB Interpretation No. 28, *Accounting for Stock Appreciation Rights and Other Variable Stock Option or Award Plans - An Interpretation of APB Opinions No. 15 and 25*. Upon adoption of SFAS 123R, the Company made a policy decision that the straight-line expense attribution method would be utilized for all future stock-based compensation awards with graded vesting.



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Prior to the adoption of SFAS 123R, the Company presented the benefit of all tax deductions resulting from the exercise of stock options and restricted stock awards as operating cash flows in the consolidated statements of cash flows. SFAS 123R requires the benefits of tax deductions in excess of grant-date fair value be reported as a financing cash flow, rather than as an operating cash flow. Excess tax benefits of \$0.8 million, which were classified as a financing cash inflow in the thirty-nine weeks ended September 30, 2006, would have been classified as an operating cash inflow if the Company had not adopted SFAS 123R.

**5. Stock Incentive Plans**

In 2000, the Company adopted the 2000 Stock Option Plan. In 2003, the Company adopted the Build-A-Bear Workshop, Inc. 2002 Stock Incentive Plan, and, in 2004, the Company adopted the Build-A-Bear Workshop, Inc. 2004 Stock Incentive Plan (collectively, the Plans).

Under the Plans, as amended, up to 3,700,000 shares of common stock were reserved and may be granted to employees and nonemployees of the Company. The Plans allow for the grant of incentive stock options, nonqualified stock options, and restricted stock. Options granted under the Plans expire no later than 10 years from the date of the grant. The exercise price of each incentive stock option shall not be less than 100% of the fair value of the stock subject to the option on the date the option is granted. The exercise price of the nonqualified options shall be determined from time to time by the compensation committee of the board of directors (the Committee). The vesting provision of individual awards is at the discretion of the Committee and generally ranges from one to four years.

**(a) Stock Options**

The following table is a summary of the balances and activity for the Plans related to stock options for the thirty-nine weeks ended September 30, 2006:

|                                   | Number<br>of<br>Shares | Weighted<br>Average<br>Exercise<br>Price | Weighted<br>Average<br>Remaining<br>Contractual<br>Term | Aggregate<br>Intrinsic<br>Value<br>(in<br>thousands) |
|-----------------------------------|------------------------|--|---|--|
| Outstanding, December 31, 2005    | 768,623                | \$ 14.06                                 |   |  |
| Granted                           |                        |  |   |  |
| Exercised                         | 159,301                | 6.57                                     |   |  |
| Forfeited                         | 6,226                  | 30.66                                    |   |  |
| Outstanding, September 30, 2006   | 603,096                | \$ 15.87                                 | 6.4   | \$ 4,164   |
| <b>Options Exercisable As Of:</b> |                        |  |   |  |
| September 30, 2006                | 576,846                | \$ 15.52                                 | 6.3   | \$ 4,183   |

The total intrinsic value of options exercised in the thirty-nine weeks ended September 30, 2006 and October 1, 2005 was approximately \$3.4 million and \$9.4 million, respectively. The Company generally issues new shares to satisfy option exercises.

**(b) Restricted Stock**

The following table is a summary of the balances and activity for the Plans related to restricted stock granted as compensation to employees and directors for the thirty-nine weeks ended September 30, 2006:

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|                                 | <b>Number of<br/>Shares</b> | <b>Weighted<br/>Average Grant<br/>Date Fair<br/>Value<br/>per Award</b> |
|---------------------------------|-----------------------------|---|
| Outstanding, December 31, 2005  | 82,946                      | \$ 32.37  |
| Granted                         | 209,702                     | 29.16   |
| Vested                          | 13,216                      | 34.58   |
| Canceled or expired             | 128                         | 29.14   |
| Outstanding, September 30, 2006 | 279,304                     | \$ 29.86  |

The total fair value of shares vested during the thirty-nine weeks ended October 1, 2006 was \$0.5 million. No shares vested during the thirty-nine weeks ended October 1, 2005.

In addition to the restricted stock noted above, there were previously 20,491 shares of contractually restricted stock which were issued to an officer of the Company in exchange for a nonrecourse promissory note totaling \$124,995 on September 19, 2001. The note bore interest at a rate of 4.82% per annum. In September 2006, the note was repaid by the officer and 5,928 shares of the contractually restricted stock were returned and subsequently retired to satisfy the tax withholding obligation.

**(c) Associate Stock Purchase Plan**

In October 2004, the Company adopted an Associate Stock Purchase Plan (ASPP). Under the ASPP, substantially all full-time employees are given the right to purchase shares of the Company's common stock, subject to certain limitations, at 85% of the lesser of the fair market value on the purchase date or the beginning of each purchase period. Up to 1,000,000 shares of the Company's common stock are available for issuance under the ASPP. The employees of the Company purchased 7,852 shares at \$18.18 per share through the ASPP during the thirteen weeks ended September 30, 2006. The employees purchased 26,400 shares at \$20.35 per share through the ASPP during the thirty-nine weeks ended September 30, 2006. The expense recorded related to the ASPP during the thirteen and thirty-nine weeks ended September 30, 2006 was determined using the Black-Scholes option pricing model and the provisions of FASB Technical Bulletin 97-1, *Accounting under Statement 123 for Certain Employee Stock Purchase Plans with a Look-Back Option* (FTB 97-1), as amended by SFAS 123R. The assumptions used in the option pricing model for the thirteen and thirty-nine weeks ended September 30, 2006 were: (a) dividend yield of 0%; (b) volatility of 20%; (c) risk-free interest rate of 6.0%; and (d) an expected life of 0.25 years. Prior to the adoption of SFAS 123R, the ASPP was considered noncompensatory and no expense was recorded in the consolidated statement of operations.

**6. Earnings per Share**

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except share and per share data):

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|  | <b>Thirteen weeks ended</b>   |                            | <b>Thirty-nine weeks ended</b> |                            |
|--|-------------------------------|----------------------------|--------------------------------|----------------------------|
|  | <b>September<br/>30, 2006</b> | <b>October 1,<br/>2005</b> | <b>September<br/>30, 2006</b>  | <b>October 1,<br/>2005</b> |
| Net income allocated to common stockholders          | \$ 2,712                      | \$ 5,255                   | \$ 14,057                      | \$ 16,718                  |
| Weighted average number of common shares outstanding | 20,176,642                    | 19,874,869                 | 20,135,944                     | 19,650,364                 |
| Effect of dilutive securities:                       |                               |                            |                                |                            |
| Stock options  | 210,586                       | 345,489                    | 246,839                        | 455,357                    |
| Restricted stock                                     | 50,998                        | 14,391                     | 46,251                         | 88,372                     |
| Weighted average number of common shares dilutive    | 20,438,226                    | 20,234,749                 | 20,429,034                     | 20,194,093                 |
| Earnings per share:                                  |                               |                            |                                |                            |
| Basic:   | \$ 0.13                       | \$ 0.26                    | \$ 0.70                        | \$ 0.85                    |
| Diluted  | \$ 0.13                       | \$ 0.26                    | \$ 0.69                        | \$ 0.83                    |

In calculating diluted earnings per share for the thirteen and thirty-nine weeks ended September 30, 2006, options to purchase 203,084 shares of common stock were outstanding as of the end of the period, but were not included in the computation of diluted earnings per share due to their anti-dilutive effect. An additional 202,381 shares of restricted common stock were outstanding at the end of the period, but excluded from the calculation of diluted earnings per share due to their anti-dilutive effect under the provisions of Statement of Financial Accounting Standards No. 128, *Earnings per Share*.

In calculating diluted earnings per share for the thirteen and thirty-nine weeks ended October 1, 2005, options to purchase 210,052 shares of common stock were outstanding as of the end of the period, but were not included in the computation of diluted earnings per share due to their anti-dilutive effect. An additional 51,750 shares of restricted common stock were excluded from the calculation of diluted earnings per share because their vesting was contingent on achieving a specified net income level that had not been met as of October 1, 2005.

**7. Comprehensive Income**

Comprehensive income for the thirteen weeks ended September 30, 2006 and October 1, 2005 was \$2.8 million and \$5.3 million, respectively. For the thirty-nine week period ended September 30, 2006 and October 1, 2005 comprehensive income was \$14.1 million and \$16.7 million, respectively. The difference between comprehensive income and net income resulted from foreign currency translation adjustments.

**8. Property and Equipment**

Property and equipment consist of the following (in thousands):

|                        | <b>September<br/>30,<br/>2006</b> | <b>December<br/>31,<br/>2005</b> |
|------------------------|-----------------------------------|----------------------------------|
| Land                   | \$ 2,251                          | \$                               |
| Furniture and fixtures | 31,004                            | 19,727                           |
| Computer hardware      | 14,789                            | 12,655                           |
| Building               | 14,721                            |                                  |



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|                               |            |           |
|-------------------------------|------------|-----------|
| Leasehold improvements        | 116,034    | 98,991    |
| Computer software             | 12,879     | 7,250     |
| Construction in progress      | 5,400      | 5,853     |
|                               | 197,078    | 144,476   |
| Less accumulated depreciation | 67,909     | 54,503    |
|                               | \$ 129,169 | \$ 89,873 |

**Table of Contents****9. Segment Information**

The Company's operations are conducted through three reportable segments consisting of retail, international franchising, and licensing and entertainment. The retail segment includes the operating activities of company-owned stores in the United States, Canada, the United Kingdom and Ireland, and other retail delivery operations, including the Company's web store and non-traditional store locations such as baseball ballparks. The international franchising segment includes the licensing activities of the Company's franchise agreements with store locations in Europe, Asia, and Australia. The licensing and entertainment segment has been established to market the naming and branding rights of the Company's intellectual properties for third party use. These operating segments represent the basis on which the Company's chief operating decision-maker regularly evaluates the business in assessing performance, determining the allocation of resources and the pursuit of future growth opportunities. The operating segments have discrete sources of revenue, different capital structures and different cost structures. The reporting segments follow the same accounting policies used for the Company's consolidated financial statements.

Following is a summary of the financial information for the Company's reporting segments (in thousands):

|  | <b>Retail</b> | <b>International<br/>Franchising</b> | <b>Licensing &amp;<br/>Entertainment</b> | <b>Total</b> |
|--|---------------|--------------------------------------|--|--------------|
| Thirteen weeks ended September 30, 2006    |               |                                      |  |              |
| Net sales to external customers            | \$ 100,582    | \$ 649                               | \$ 288                                   | \$ 101,519   |
| Income before income taxes                 | 4,018         | 349                                  | 14                                       | 4,381        |
| Capital expenditures                       | 16,002        |                                      |  | 16,002       |
| Depreciation and amortization              | 5,027         | 148                                  | 5  | 5,180        |
| Thirteen weeks ended October 1, 2005       |               |                                      |  |              |
| Net sales to external customers            | 83,239        | 507                                  | 271                                      | 84,017       |
| Income before income taxes                 | 8,272         | 113                                  | 160                                      | 8,545        |
| Capital expenditures                       | 6,508         |                                      |  | 6,508        |
| Depreciation and amortization              | 4,195         | 109                                  |  | 4,304        |
| Thirty-nine weeks ended September 30, 2006 |               |                                      |  |              |
| Net sales to external customers            | \$ 291,274    | \$ 1,975                             | \$ 558                                   | \$ 293,807   |
| Income before income taxes                 | 22,361        | 838                                  | 154                                      | 23,353       |
| Capital expenditures                       | 47,329        | 26                                   |  | 47,355       |
| Depreciation and amortization              | 15,533        | 507                                  | 9  | 16,049       |
| Thirty nine weeks ended October 1, 2005    |               |                                      |  |              |
| Net sales to external customers            | 242,241       | 1,147                                | 387                                      | 243,775      |
| Income before income taxes                 | 27,181        | (178)                                | 181                                      | 27,184       |
| Capital expenditures                       | 22,569        | 30                                   |  | 22,599       |
| Depreciation and amortization              | 12,438        | 383                                  |  | 12,821       |
| Total Assets as of:                        |               |                                      |  |              |
| September 30, 2006                         | \$ 249,404    | \$ 2,345                             | \$ 1,517                                 | \$ 253,266   |
| October 1, 2005                            | 189,629       | 6,016                                | 1,050                                    | 196,695      |

The Company's reportable segments are primarily determined by the types of products and services that they offer. Each reportable segment may operate in many geographic areas. The Company attributes revenues to geographic areas based on the location of the customer or franchisee. The Company attributes long-lived assets to geographic areas based on the physical location of the assets. The following schedule

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provides a summary of the Company's revenue from external customers and long-lived assets attributed to the Company's country of domicile (United States) and foreign countries (in thousands):

|  | <b>North<br/>America</b> | <b>United<br/>Kingdom<br/>&amp; Ireland</b> | <b>Other</b> | <b>Total</b> |
|--|--------------------------|---|--------------|--------------|
| Thirteen weeks ended September 30, 2006    |                          |   |              |              |
| Net sales to external customers            | \$ 91,450                | \$ 9,420                                    | \$ 649       | \$101,519    |
| Property and equipment, net                | 116,627                  | 12,521                                      | 21           | 129,169      |
| Thirteen weeks ended October 1, 2005       |                          |   |              |              |
| Net sales to external customers            | 83,510                   | 98  | 409          | 84,017       |
| Property and equipment, net                | 86,207                   |   |              | 86,207       |
| Thirty-nine weeks ended September 30, 2006 |                          |   |              |              |
| Net sales to external customers            | \$274,911                | \$ 16,920                                   | \$1,976      | \$293,807    |
| Property and equipment, net                | 116,627                  | 12,521                                      | 21           | 129,169      |
| Thirty-nine weeks ended October 1, 2005    |                          |   |              |              |
| Net sales to external customers            | 242,628                  | 224   | 923          | 243,775      |
| Property and equipment, net                | 83,730                   |   |              | 83,730       |

**10. New Accounting Pronouncements**

In March 2006, the Emerging Issues Task Force (EITF) issued EITF Issue 06-3, How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That Is, Gross versus Net Presentation). A consensus was reached that entities may adopt a policy of presenting sales taxes in the income statement on either a gross or net basis. If taxes are significant, an entity should disclose its policy of presenting taxes and the amounts of taxes. The guidance is effective for periods beginning after December 15, 2006. We present company sales net of sales taxes. The company will adopt this consensus as required and adoption is not expected to have an impact on the Company's consolidated financial statements.

In July 2006, the FASB issued FASB Interpretation No. (FIN) 48, Accounting for Uncertainty in Income Taxes, which clarifies the accounting for uncertainty in income taxes recognized in the financial statements in accordance with SFAS No. 109, Accounting for Income Taxes. FIN 48 is effective for fiscal years beginning after December 15, 2006. We are evaluating the impact the adoption of FIN 48 will have on our consolidated financial statements.

In September 2006, the FASB issued SFAS 157, Fair Value Measurements. SFAS 157 defines fair value, establishes a framework for measuring fair value under GAAP, and expands disclosures about fair value measurements. SFAS 157 emphasizes that fair value is a market-based measurement, not an entity-specific measurement, and states that a fair value measurement should be determined based on assumptions that market participants would use in pricing the asset or liability. The Company is required to adopt SFAS 157 in the first quarter of 2008. The Company is currently assessing the financial impact of SFAS 157 on its consolidated financial statements.

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

The following Management's Discussion and Analysis of Financial Condition and Results of Operations contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from the results discussed in the forward-looking statements. These risks and uncertainties include, without limitation, those detailed under the caption "Risk Factors" in our annual report on Form 10-K for the year ended December 31, 2005, as filed with the Securities and Exchange Commission, and the following: we may be unable to generate comparable store sales growth; our marketing initiatives may not be effective in generating sufficient levels of brand awareness and guest traffic; we may be unable to open new stores or may be unable to effectively manage our growth; we may be unable to effectively manage our international franchises or laws relating to those franchises may change; we may be unable to successfully integrate The Bear Factory and Amsbra or operate those companies and stores in a profitable manner; we may be unable to generate interest in and demand for our interactive retail experience, or to identify and respond to consumer preferences in a timely fashion; customer traffic may decrease in the shopping malls where we are located, on which we depend to attract guests to our stores; general economic conditions may deteriorate, which could lead to disproportionately reduced consumer demand for our products, which represent relatively discretionary spending; our market share could be adversely affected by a significant, or increased, number of competitors; we may lose key personnel, be unable to hire qualified additional personnel, or experience turnover of our management team; the ability of our principal vendors to deliver merchandise may be disrupted; the availability and costs of our products could be adversely affected by risks associated with international manufacturing and trade; high petroleum products prices could increase our inventory transportation costs and adversely affect our profitability; we may be unable to construct and open our new distribution center timely or on budget or operate it in an efficient and effective manner; third parties that manage our warehousing and distribution functions may perform poorly; fluctuations in our quarterly results of operations could cause the price of our common stock to substantially decline; we may fail to renew, register or otherwise protect our trademarks or other intellectual property; we may have disputes with, or be sued by, third parties for infringement or misappropriation of their proprietary rights; we may be unable to renew or replace our store leases, or enter into leases for new stores on favorable terms or in favorable locations, or may violate the terms of our current leases; we may suffer negative publicity or be sued due to violations of labor laws or unethical practices by manufacturers of our merchandise; and we may improperly obtain or be unable to protect information from our guests in violation of privacy or security laws or expectations.

These risks, uncertainties and other factors may adversely affect our business, growth, financial condition or profitability, or subject us to potential liability, and cause our actual results, performance or achievements to be materially different from those expressed or implied by our forward-looking statements. We do not undertake any obligation or plan to update these forward-looking statements, even though our situation may change.

**Overview**

We are the leading, and only global company providing a "make your own stuffed animal" interactive entertainment experience under the Build-A-Bear Workshop brand, in which our guests stuff, fluff, dress, accessorize and name their own teddy bears and other stuffed animals. Our concept, which we developed primarily for mall-based retailing, capitalizes on what we believe is the relatively untapped demand for experience-based shopping as well as the widespread appeal of stuffed animals. The Build-A-Bear Workshop experience appeals to a broad range of age groups and demographics, including children, teens, their parents and grandparents. As of September 30, 2006, we operated 226 stores in 44 states and Canada, 38 stores in the United Kingdom and Ireland, and had 27 franchised stores operating internationally under the Build-A-Bear Workshop brand. In addition to our stores, we market our products and build our brand through our website, which simulates our interactive shopping experience, as well as non-traditional store locations in Major League Baseball® ballparks, a location in a zoo and our presence at event-based locations through our mobile store.

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On April 2, 2006, the Company acquired all of the outstanding shares of The Bear Factory Limited (Bear Factory), a stuffed animal retailer in the United Kingdom, and Amsbra Limited (Amsbra), the Company's former U.K. franchisee (collectively, the U.K. Acquisition). The results of the U.K. Acquisition operations have been included in the consolidated financial statements since that date. In conjunction with those transactions, we obtained 40 retail locations in the United Kingdom and Ireland. Approximately four of those locations are expected to close during fiscal 2006. Of those four locations, two are closing due to overlapping store locations in the Amsbra and Bear Factory portfolios, and the other two locations, which closed in the third quarter, are concessions within department stores which is a format that we have chosen not to continue. We expect to convert and rebrand 25 Bear Factory stores to Build-A-Bear Workshop stores in time for the 2006 holiday season resulting in a unified company brand throughout the U.K. and Ireland. During the store conversion and rebranding process, stores are temporarily closed on average for 22 days while many of the costs to operate the stores continue. Therefore, the Company expects the acquisition to be dilutive to earnings during fiscal 2006. The Company expects to improve sales performance and adopt best practices in the areas of merchandising, marketing, purchasing and store operations, across the acquired store base, and to realize earnings accretion from the acquisition in fiscal 2007.

We operate in three reportable segments (retail, international franchising, and licensing and entertainment) that share the same infrastructure, including management, systems, merchandising and marketing, and generate revenues as follows:

Company owned retail stores located in the United States, Canada, the United Kingdom and Ireland retail stores, a webstore and seasonal, event-based locations;

International stores operated under franchise agreements; and

License arrangements with third parties which manufacture and sell to other retailers merchandise carrying the Build-A-Bear Workshop brand.

Selected financial data attributable to each segment for the thirteen and thirty-nine weeks ended September 30, 2006 and October 1, 2005 are set forth in the notes to our condensed consolidated financial statements included elsewhere in this quarterly report on Form 10-Q.

Store contribution, for our consolidated operations, was 22.8% for the thirty-nine weeks ended September 30, 2006 and 27.0% for the thirty-nine weeks ended October 1, 2005 and consolidated net income as a percentage of total revenues was 4.8% for the thirty-nine weeks ended September 30, 2006 and 6.9% for the thirty-nine weeks ended October 1, 2005. See **Non-GAAP Financial Measures** for a definition of store contribution and a reconciliation of store contribution to net income. The decrease in our store contribution over the prior year was primarily due to the decline in gross margin. The decrease in gross margin was anticipated and primarily resulted from higher occupancy costs as a percentage of net retail sales at the U.K. stores and costs associated with transitioning from a third-party distribution center to a company-owned center in the U.S. We have maintained what we believe to be a high store contribution level through the creation of economies of scale which allow us to decrease the cost of our product on a per unit basis and continued expense management through labor planning and the monitoring of store supplies and other expenses.

We use comparable store sales as a performance measure for our business. The percentage increase (decrease) in comparable store sales for the periods presented below is as follows:

| Thirteen weeks ended |                 | Thirty-nine weeks ended |                 |
|----------------------|-----------------|-------------------------|-----------------|
| September            | October 1, 2005 | September               | October 1, 2005 |
| 30, 2006             |                 | 30, 2006                |                 |
| (5.8)%               | 1.3%            | (4.6)%                  | 0.0%            |

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Comparable store sales decreased by 5.8% in the thirteen weeks ended September 30, 2006 compared to the thirteen weeks ended October 1, 2005. For the thirty-nine weeks ended September 30, 2006, comparable store sales declined by 4.6%. Due to the discretionary nature of our products, we believe that comparable store sales are being impacted by the more difficult macro economic conditions generally impacting consumers.

**Expansion and Growth Potential*****Retail Stores:***

The table below sets forth the number of Build-A-Bear Workshop company-owned stores in the United States, Canada, the United Kingdom and Ireland for the periods presented:

|                     | Thirty-nine weeks ended |                    |
|---------------------|-------------------------|--------------------|
|                     | September<br>30, 2006   | October 1,<br>2005 |
| Beginning of period | 200                     | 170                |
| UK Acquisition      | 40                      |                    |
| Opened              | 26                      | 23                 |
| Closed              | (2)                     |                    |
| End of period       | 264                     | 193                |

During fiscal 2006, we anticipate opening 32 Build-A-Bear Workshop stores in the United States and Canada, and two stores in the United Kingdom. We believe there is a market potential for approximately 350 Build-A-Bear Workshop stores in the United States and Canada and approximately 70 to 75 stores in the United Kingdom and Ireland. Store closings in the thirty-nine weeks ended September 30, 2006 are U.K. concessions within department stores which is a format that we have chosen not to continue.

In fiscal 2003, we began testing in certain markets our initial brand expansion initiative, our proprietary Friends 2B Made line of make-your-own dolls and related products. As of September 30, 2006, there were a total of eight Friends 2B Made locations, all of which were located in or adjacent to Build-A-Bear Workshop stores. These Friends 2B Made stores are not considered new stores but rather expansions of Build-A-Bear Workshop stores. During fiscal 2006 we anticipate opening one additional Friends 2B Made store that will be separate from a Build-A-Bear Workshop store. The Friends 2B Made merchandise is also offered from a separate display fixture in select Build-A-Bear Workshop stores.

***Non-Traditional Store Locations:***

In fiscal 2004, we began offering merchandise in seasonal, event-based locations such as Major League Baseball® ballparks, as well as at temporary locations such as at the NBA All-Star Jam Session. We expect to expand our future presence at select seasonal, event-based locations contingent on their availability. As of the end of September 30, 2006, we had a total of five ballpark locations. We also opened our first store within a zoo during the thirty-nine weeks ended September 30, 2006.

***International Franchise Revenue:***

Our first franchised location opened in November 2003. The number of international, franchised stores for the periods presented below can be summarized as follows:

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|                     | Thirty-nine weeks ended |                    |
|---------------------|-------------------------|--------------------|
|                     | September<br>30, 2006   | October 1,<br>2005 |
| Beginning of period | 30                      | 12                 |
| U.K. Acquisition    | (11)                    |                    |
| Opened              | 8                       | 8                  |
| Closed              |                         |                    |
| End of period       | 27                      | 20                 |

As of September 30, 2006, we had 13 master franchise agreements, which typically grant franchise rights for a particular country or countries, covering 15 countries. We anticipate signing additional master franchise agreements in the future. We expect our current and future franchisees to open a total of 10 to 12 stores in fiscal 2006. Our outlook for new international store openings in fiscal 2006 has declined slightly primarily due to the availability of appropriate real estate locations. We believe there is a market potential for approximately 300 franchised stores outside of the United States, Canada, the United Kingdom and Ireland.

On April 2, 2006, we acquired Amsbra Limited (Amsbra), our former franchisee in the United Kingdom, and The Bear Factory Limited, a stuffed animal retailer in the United Kingdom (collectively, the U.K. Acquisition). Amsbra owned all 11 franchised Build-A-Bear Workshop stores in the United Kingdom. Upon completion of the U.K. Acquisition, all of the franchised locations in the United Kingdom became company-owned stores.

**Results of Operations**

The following table sets forth, for the periods indicated, selected statement of operation data expressed as a percentage of total revenues, except where otherwise indicated. Percentages will not total due to the cost of merchandise sold being expressed as a percentage of net retail sales and rounding:

|                                     | Thirteen weeks ended<br>September |                    | Thirty-nine weeks ended<br>September |                    |
|-------------------------------------|-----------------------------------|--------------------|--------------------------------------|--------------------|
|                                     | 30,<br>2006                       | October 1,<br>2005 | 30,<br>2006                          | October 1,<br>2005 |
| Revenues:                           |                                   |                    |                                      |                    |
| Net retail sales                    | 99.1                              | 99.1               | 99.1                                 | 99.3               |
| Franchise fees                      | 0.6                               | 0.6                | 0.7                                  | 0.5                |
| Licensing revenue                   | 0.3                               | 0.3                | 0.2                                  | 0.2                |
| Total revenues                      | 100.0                             | 100.0              | 100.0                                | 100.0              |
| Costs and expenses:                 |                                   |                    |                                      |                    |
| Cost of merchandise sold (1)        | 57.8                              | 52.0               | 55.0                                 | 51.4               |
| Selling, general and administrative | 37.5                              | 37.3               | 36.9                                 | 36.5               |
| Store preopening                    | 1.1                               | 1.5                | 1.1                                  | 1.8                |
| Interest expense (income), net      | (0.2)                             | (0.5)              | (0.5)                                | (0.5)              |
| Total costs and expenses            | 95.7                              | 89.8               | 92.1                                 | 88.8               |
| Income before income taxes          | 4.3                               | 10.2               | 7.9                                  | 11.2               |
| Income tax expense                  | 1.6                               | 3.9                | 3.2                                  | 4.3                |

|                    |       |       |       |       |
|--------------------|-------|-------|-------|-------|
| Net income         | 2.7   | 6.3   | 4.7   | 6.9   |
| Gross Margin % (2) | 42.2% | 48.0% | 45.0% | 48.6% |

(1) Cost of merchandise sold is expressed as a percentage of net retail sales.

(2) Gross margin represents net retail sales less cost of merchandise sold. Gross margin percentage represents gross margin divided by net retail sales.



**Table of Contents*****Thirteen weeks ended September 30, 2006 compared to thirteen weeks ended October 1, 2005***

*Total revenues.* Net retail sales increased to \$100.6 million for the thirteen weeks ended September 30, 2006 from \$83.2 million for the thirteen weeks ended October 1, 2005, an increase of \$17.4 million, or 20.9%. Net retail sales for new stores in North America contributed a \$11.3 million increase in net retail sales. U.K. sales contributed \$9.4 million and sales from non-traditional store locations and non-comparable stores contributed a \$1.8 million increase in net retail sales. Sales over the Internet increased by \$0.2 million, or 16.6%. Comparable store sales decreased \$4.5 million, or 5.8%. Due to the discretionary nature of our products, we believe that comparable store sales are being impacted by the more difficult macro economic conditions generally impacting consumers.

Revenue from franchise fees increased to \$0.6 million for the thirteen weeks ended September 30, 2006 from \$0.5 million for the thirteen weeks ended October 1, 2005, an increase of \$0.1 million. This increase was primarily due to the addition of new franchise agreements and new franchised stores opened in the past year.

*Gross margin.* Gross margin increased to \$42.5 million for the thirteen weeks ended September 30, 2006 from \$40.0 million for the thirteen weeks ended October 1, 2005, an increase of \$2.5 million, or 6.3%. As a percentage of net retail sales, gross margin decreased to 42.2% for the thirteen weeks ended September 30, 2006 from 48.0% for the thirteen weeks ended October 1, 2005, a decrease of 5.8%. This decrease was anticipated and primarily resulted from higher occupancy costs as a percentage of net retail sales in the U.K. and transition costs associated with opening a company-owned distribution center.

*Selling, general and administrative.* Selling, general and administrative expenses were \$38.1 million for the thirteen weeks ended September 30, 2006 as compared to \$31.3 million for the thirteen weeks ended October 1, 2005, an increase of \$6.8 million, or 21.7%. As a percentage of total revenues, selling, general and administrative expenses increased to 37.5% for the thirteen weeks ended September 30, 2006 as compared to 37.3% for the thirteen weeks ended October 1, 2005, an increase of 0.2%. The dollar increase was primarily due to higher selling, general and administrative costs associated with the acquired operations of the U.K., and having 63 more stores in operation at September 30, 2006 as compared to October 1, 2005. The increase in selling, general and administrative expenses as a percent of revenue was primarily due to an increase in stock based compensation expense.

*Store preopening.* Store preopening expense was \$1.1 million for the thirteen weeks ended September 30, 2006 as compared to \$1.3 million for the thirteen weeks ended October 1, 2005. Contributing to the higher expense during the thirty-nine weeks ended October 1, 2005 was spending of approximately \$0.4 million in preopening costs related to our flagship store in New York City, which opened in October 2005. Included in store preopening expenses was a total of \$0.2 million for stores in the U.K. Preopening expenses include expenses for stores that opened in the current period as well as some expenses incurred for stores that will be opened in future periods.

*Interest expense (income), net.* Interest income, net of interest expense, was \$0.2 million for the thirteen weeks ended September 30, 2006 as compared to \$0.4 million for the thirteen weeks ended October 1, 2005. This decrease was due to lower cash balances in the fiscal 2006 third quarter as compared to the fiscal 2005 third quarter.

*Provision for income taxes.* The provision for income taxes was \$1.7 million for the thirteen weeks ended September 30, 2006 as compared to \$3.3 million for the thirteen weeks ended October 1, 2005. The effective tax rate was 38.1% for the thirteen weeks ended September 30, 2006 compared to 38.5% for the thirteen weeks ended October 1, 2005. We expect the effective tax rate for full year 2006 to be approximately 40.0% compared to 38.5% in fiscal year 2005.

**Table of Contents*****Thirty-nine weeks ended September 30, 2006 compared to thirty-nine weeks ended October 1, 2005***

Total revenues. Net retail sales increased to \$291.3 million for the thirty-nine weeks ended September 30, 2006 from \$242.2 million for the thirty-nine weeks ended October 1, 2005, an increase of \$49.1 million, or 20.3%. Net retail sales for new North America stores contributed a \$39.6 million increase in net retail sales. U.K. sales contributed \$16.9 million and sales from non-traditional store locations and non-comparable stores contributed a \$3.0 million increase in net retail sales. Sales over the Internet increased by \$1.0 million, or 20.8%. Comparable store sales decreased \$10.6 million, or 4.6%. We believe that comparable store sales are being impacted by the more difficult macro economic conditions generally impacting consumers.

Revenue from franchise fees increased to \$2.0 million for the thirty-nine weeks ended September 30, 2006 from \$1.1 million for the thirty-nine weeks ended October 1, 2005, an increase of \$0.9 million. This increase was primarily due to the addition of new franchisee agreements and new franchised stores opened in the past year. Licensing revenue increase to \$0.6 million for the thirty-nine weeks ended September 30, 2006 from \$0.4 million for the thirty-nine weeks ended October 1, 2005.

*Gross margin.* Gross margin increased to \$131.1 million for the thirty-nine weeks ended September 30, 2006 from \$117.8 million for the thirty-nine weeks ended October 1, 2005, an increase of \$13.3 million, or 11.3%. As a percentage of net retail sales, gross margin decreased to 45.0% for the thirty-nine weeks ended September 30, 2006 from 48.6% for the thirty-nine weeks ended October 1, 2005, a decrease of 3.6%. This decrease was anticipated and primarily resulted from higher occupancy costs as a percentage of net retail sales in the U.K. and transition costs associated with opening a company-owned distribution center in the third quarter.

*Selling, general and administrative.* Selling, general and administrative expenses were \$108.3 million for the thirty-nine weeks ended September 30, 2006 as compared to \$88.9 million for the thirty-nine weeks ended October 1, 2005, an increase of \$19.4 million, or 21.8%. As a percentage of total revenues, selling, general and administrative expenses increased to 36.9% for the thirty-nine weeks ended September 30, 2006 as compared to 36.5% for the thirty-nine weeks ended October 1, 2005, an increase of 0.4%. The dollar increase was primarily due to having 63 more stores in operation at September 30, 2006 as compared to October 1, 2005, higher central office expenses required to support a larger store base, higher selling, general and administrative costs associated with the acquired operations in U.K., as well as higher stock-based compensation expense. The increase in selling, general and administrative expenses as a percent of revenue was primarily due to an increase in stock based compensation expense.

*Store preopening.* Store preopening expense was \$3.3 million for the thirty-nine weeks ended September 30, 2006 as compared to \$4.4 million for the thirty-nine weeks ended October 1, 2005. Contributing to the higher expense during the thirty-nine weeks ended October 1, 2005 was spending of approximately \$1.8 million in preopening costs related to our flagship store in New York City, which opened in October 2005. Included in store preopening expenses was a total of \$0.5 million for stores in the U.K. We expect to open six stores during the fiscal 2006 fourth quarter (13-weeks ended December 30, 2006) as compared to seven stores opened during the same period in fiscal 2005. Preopening expenses include expenses for stores that opened in the current period as well as some expenses incurred for stores that will be opened in future periods.

*Interest expense (income), net.* Interest income, net of interest expense, was \$1.4 million for the thirty-nine weeks ended September 30, 2006 as compared to \$1.2 million for the thirty-nine weeks ended October 1, 2005. This increase was due to higher average cash balances and higher interest rates in the fiscal 2006 period as compared to the fiscal 2005 period.

*Provision for income taxes.* The provision for income taxes was \$9.3 million for the thirty-nine weeks ended September 30, 2006 as compared to \$10.5 million for the thirty-nine weeks ended October 1, 2005.

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The effective tax rate was 39.8% for the thirty-nine weeks ended September 30, 2006 and 38.5% for the thirty-nine weeks ended October 1, 2005. The higher effective tax rate in the fiscal 2006 period resulted from the impact of the U.K. Acquisition and the inability to record a benefit for net operating losses anticipated to be generated by the U.K. operations in the current year. We expect the effective tax rate for full year 2006 to approximate 40.0% compared to 38.5% in fiscal year 2005.

**Non-GAAP Financial Measures**

We use the term *store contribution* in this quarterly report on Form 10-Q. Store contribution consists of income before income tax expense, interest, store depreciation and amortization, store preopening expense and general and administrative expense, excluding franchise fees, income from licensing activities and contribution from our webstore and seasonal and event-based locations. This term, as we define it, may not be comparable to similarly titled measures used by other companies and is not a measure of performance presented in accordance with U.S. generally accepted accounting principles (GAAP).

We use store contribution as a measure of our stores' operating performance. Store contribution should not be considered a substitute for net income, net income per store, cash flows provided by operating activities, cash flows provided by operating activities per store, or other income or cash flow data prepared in accordance with GAAP. We believe store contribution is useful to investors in evaluating our operating performance because it, along with the number of stores in operation, directly impacts our profitability.

The following table sets forth a reconciliation of store contribution to net income for our company-owned stores located in the U.S. and Canada (North America), stores located in the U.K. and Ireland (United Kingdom), and for our consolidated store base, stores in the U.S., Canada, U.K. and Ireland (total) (in thousands):

|   | Thirty-nine weeks ended<br>September 30, 2006 |                   |            | Thirty-nine weeks ended<br>October 1, 2005 |                   |            |
|---|---|-------------------|------------|--|-------------------|------------|
|   | North<br>America                              | United<br>Kingdom | Total      | North<br>America                           | United<br>Kingdom | Total      |
| Net income  | \$ 18,843                                     | \$ (4,786)        | \$ 14,057  | \$ 16,718                                  | \$                | \$ 16,718  |
| Income tax expense  | 9,294   |                   | 9,294      | 10,466                                     |                   | 10,466     |
| Interest expense (income)   | (1,357)                                       |                   | (1,357)    | (1,180)                                    |                   | (1,180)    |
| Store depreciation and amortization (1)                               | 11,800  | 1,075             | 12,875     | 10,075                                     |                   | 10,075     |
| Store preopening expense  | 2,821   | 503               | 3,324      | 4,398                                      |                   | 4,398      |
| General and administrative expense (2)                                | 28,667  | 737               | 29,404     | 24,367                                     |                   | 24,367     |
| Franchising and licensing contribution (3)                            | (1,414)                                       |                   | (1,414)    | (374)                                      |                   | (374)      |
| Non-store activity contribution (4)                                   | (1,935)                                       |                   | (1,935)    | (1,303)                                    |                   | (1,303)    |
| Store contribution  | \$ 66,719                                     | \$ (2,471)        | \$ 64,248  | \$ 63,167                                  | \$                | \$ 63,167  |
| Total revenues  | \$ 276,888                                    | \$ 16,919         | \$ 293,807 | \$ 243,775                                 | \$                | \$ 243,775 |
| Franchising and licensing revenues                                    | (2,533)                                       |                   | (2,533)    | (1,534)                                    |                   | (1,534)    |
| Revenues from non-store activities (4)                                | (9,993)                                       |                   | (9,993)    | (7,873)                                    |                   | (7,873)    |
| Store location net retail sales                                       | \$ 264,362                                    | \$ 16,919         | \$ 281,281 | \$ 234,368                                 | \$                | \$ 234,368 |
| Store contribution as a percentage of store location net retail sales | 25.2%   | -14.6%            | 22.8%      | 27.0%                                      | 0.0%              | 27.0%      |
| Total net income as a percentage of total revenues                    | 6.8%  | -28.3%            | 4.8%       | 6.9%                                       | 0.0%              | 6.9%       |



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- (1) Store depreciation and amortization includes depreciation and amortization of all capitalized assets in store locations, including leasehold improvements, furniture and fixtures, and computer hardware and software.
  
- (2) General and administrative expenses consist of non-store, central office general and administrative functions such as management payroll and related benefits, travel, information systems, accounting, purchasing and legal costs as well as the depreciation and amortization of central office leasehold improvements, furniture and fixtures, computer hardware and software and intellectual property. General and administrative expenses also

include a central office marketing department, primarily payroll and related benefits expense, but exclude advertising expenses, such as direct mail catalogs and television advertising, which are included in store contribution.

- (3) Franchising and licensing contribution includes franchising and licensing revenues and all expenses attributable to the international franchising and licensing and entertainment segments other than depreciation, amortization and interest expense/income. Depreciation and amortization related to franchising and licensing is included in the general and administrative expense caption. Interest expense/income related to franchising and licensing is included in the interest expense (income) caption.

- (4) Non-store activities include our webstore, seasonal and event-based locations, and our New York City flagship store café.

### **Seasonality and Quarterly Results**

Our operating results for one period may not be indicative of results for other periods, and may fluctuate significantly because of a variety of factors, including: (1) the timing of our new store openings and related expenses; (2) the profitability of our stores; (3) increases or decreases in our comparable store sales; (4) the timing and frequency of our marketing initiatives; (5) changes in general economic conditions and consumer spending patterns; (6) changes in consumer preferences; (7) the effectiveness of our inventory management; (8) the actions of our competitors or mall anchors and co-tenants; (9) seasonal shopping patterns and holiday and vacation schedules; (10) the timing and frequency of national media appearances and other public relations events; and (11) weather conditions.

The timing of new store openings may result in fluctuations in quarterly results as a result of the revenues and expenses associated with each new store location. We typically incur most preopening costs for a new store in the three months immediately preceding the store's opening. We expect our growth, operating results and profitability to depend in some degree on our ability to increase our number of stores.

Historically, for North American stores (U.S. and Canada) open more than twelve months, seasonality has not been a significant factor in our results of operations, although we cannot assure you that this will continue to be the case. U.K.-based store sales have historically been weighted more heavily in the fourth quarter as compared to North American stores. In addition, for accounting purposes, the quarters of each fiscal year consist of 13 weeks, although we will have a 14-week quarter approximately once every six years.

### **Liquidity and Capital Resources**

Our cash requirements are primarily for the opening of new stores, information systems and working capital. Historically, we have met these requirements through capital generated from the sale and issuance of our securities to private investors and through our initial public offering, cash flow provided by operations and our revolving line of credit.

*Operating Activities.* Cash provided by operating activities was \$3.4 million for the thirty-nine weeks ended September 30, 2006 as compared with cash provided by operating activities of \$5.1 million for the thirty-nine weeks ended October 1, 2005, or a decrease of \$1.7 million. This decrease over the year ago

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period was primarily due to the change in deferred taxes of \$3.7 million. The adoption of SFAS 123R led to the reclassification of the tax benefit from the exercise of stock options from operating activities to financing activities. This caused the impact of this line item on cash flows from operating activities to decrease by \$3.2 million from the prior period. These uses of cash were partially offset by increases over the year ago period in depreciation and amortization of \$3.2 million and stock based compensation of \$1.6 million.

*Investing Activities.* Cash used in investing activities was \$86.8 million for the thirty-nine weeks ended September 30, 2006 as compared to \$26.0 million for the thirty-nine weeks ended October 1, 2005. Cash used in investing activities relates primarily to the U.K. Acquisition which used \$39.1 million in cash. The increase also relates to the construction of a company-owned distribution center, which used approximately \$22.0 million in 2006 and became fully operational in the third quarter.

*Financing Activities.* Cash provided by financing activities was \$2.3 million in the thirty-nine weeks ended September 30, 2006 which consisted primarily of proceeds from the exercise of employee stock options and the tax benefit from the exercise of stock options. Cash flows provided by financing activities of \$5.2 million for the thirty-nine weeks ended October 1, 2005 consisted primarily of proceeds from the exercise of employee stock options and the collection of a note receivable from one of our officers. No borrowings were made under our line of credit in either the thirty-nine weeks ended September 30, 2006 or the thirty-nine weeks ended October 1, 2005.

*Capital Resources.* As of September 30, 2006, we had a cash balance of \$9.8 million. We also have a line of credit, which we can use to finance capital expenditures and seasonal working capital needs throughout the year. The credit agreement is with U.S. Bank, National Association and was amended effective June 30, 2006 to include a seasonal overline from July 1 to December 31 each year during which the line availability increases from \$15 million to \$30 million. Borrowings under the credit agreement are not collateralized, but availability under the credit agreement can be limited by the vendor based on our level of accounts receivable, inventory, and property and equipment. The credit agreement expires on September 30, 2007 and contains various restrictions on indebtedness, liens, guarantees, redemptions, mergers, acquisitions or sale of assets, loans, transactions with affiliates, and investments. It also prohibits us from declaring dividends without the bank's prior consent, unless such payment of dividends would not violate any terms of the loan agreement. Borrowings bear interest at our option of prime minus 1.0% or LIBOR plus 1.5%. Financial covenants include maintaining a minimum tangible net worth, maintaining a minimum fixed charge cover ratio (as defined in the credit agreement) and not exceeding a maximum funded debt to earnings before interest, depreciation and amortization ratio. As of September 30, 2006, we were in compliance with these covenants. There were no borrowings under our line of credit as of September 30, 2006. There was a standby letter of credit of approximately \$1.1 million outstanding under the credit agreement as of September 30, 2006. Accordingly, there was approximately \$28.9 million available for borrowing under the line of credit as of September 30, 2006.

Most of our retail stores are located within shopping malls and all are operated under leases classified as operating leases. Our leases in North America typically have a ten-year term and contain provisions for base rent plus percentage rent based on defined sales levels. Many of the leases contain a provision whereby either we or the landlord may terminate the lease after a certain time, typically in the third to fourth year of the lease, if a certain minimum sales volume is not achieved. In addition, some of these leases contain various restrictions relating to change of control of our company. Our leases also subject us to risks relating to compliance with changing mall rules and the exercise of discretion by our landlords on various matters, including rights of termination in some cases.

Our leases in the U.K. typically have terms of 10-15 years and generally contain a provision whereby every fifth year the rental rate can be adjusted to reflect the current market rates. The leases typically provide the lessee with the first right for renewal at the end of the lease. We may also be required to make deposits and rent guarantees to secure new leases as we expand. Real estate taxes also change according to government time schedules to reflect current market rental rates for the locations we lease.



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In fiscal 2006, we expect to spend a total of approximately \$60 million on capital expenditures. Capital spending through the thirty-nine weeks ended September 30, 2006 totaled \$46.1 million, on track with our full year plans. Capital spending in fiscal 2006 is primarily for the construction of our new distribution center, the opening of approximately 34 new stores (32 in North America and two in the United Kingdom), the re-branding of 25 stores in the United Kingdom, and the continued installation and upgrades of central office information technology systems. In fiscal 2005, the average investment per new store, which includes leasehold improvements, fixtures, equipment and inventory, was approximately \$0.6 million. We anticipate the investment per store in fiscal 2006 will be approximately the same as fiscal 2005.

We believe that cash generated from operations and borrowings under our credit agreement will be sufficient to fund our working capital and other cash flow requirements for at least the next 18 months. Our credit agreement expires on September 30, 2007.

***Off-Balance Sheet Arrangements***

We do not have any arrangements classified as off-balance sheet arrangements.

**Inflation**

We do not believe that inflation has had a material adverse impact on our business or operating results during the periods presented. We cannot provide assurance, however, that our business will not be affected by inflation in the future.

**Critical Accounting Policies**

The preparation of financial statements in conformity with generally accepted accounting principles requires the appropriate application of certain accounting policies, many of which require us to make estimates and assumptions about future events and their impact on amounts reported in our financial statements and related notes. Since future events and their impact cannot be determined with certainty, the actual results will inevitably differ from our estimates. Such differences could be material to the financial statements.

We believe our selection and application of accounting policies, and the estimates inherently required therein, is reasonable. These accounting policies and estimates are periodically reevaluated, and adjustments are made when facts and circumstances dictate a change. Historically, we have found our application of accounting policies to be appropriate, and actual results have not differed materially from those determined using necessary estimates.

Our accounting policies and use of estimates are discussed in and should be read in conjunction with the annual consolidated financial statements and notes included in our annual report on Form 10-K, as filed with the Securities and Exchange Commission on March 16, 2006, which includes audited consolidated financial statements for our 2005, 2004 and 2003 fiscal years. We have identified certain critical accounting policies which are described below.

***Inventory***

Inventory is stated at the lower of cost or market, with cost determined on an average cost basis. Historically, we have not conducted sales whereby we offer significant discounts or markdowns, nor have we experienced significant occurrences of obsolete or slow moving inventory. However, future changes in circumstances, such as changes in guest merchandise preference, could cause reclassification of

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inventory as obsolete or slow-moving inventory. The effect of this reclassification would be the recording of a reduction in the value of inventory to realizable values.

Throughout the year we record an estimated cost of shortage based on past historical results. Periodic physical inventories are taken and any difference between the actual physical count of merchandise and the recorded amount in our records are adjusted and recorded as shortage. Historically, the timing of the physical inventory has been near the end of the fiscal year so that no material amount of shortage was required to be estimated on activity between the date of the physical count and year-end. However, future physical counts of merchandise may not be at times at or near the end of a fiscal quarter or fiscal year-end, and our estimate of shortage for the intervening period may be material based on the amount of time between the date of the physical inventory and the date of the fiscal quarter or year-end.

***Long-Lived Assets***

If facts and circumstances indicate that a long-lived asset, including property and equipment, may be impaired, the carrying value is reviewed. If this review indicates that the carrying value of the asset will not be recovered as determined based on projected undiscounted cash flows related to the asset over its remaining life, the carrying value of the asset is reduced to its estimated fair value.

***Revenue Recognition***

Revenues from retail sales, net of discounts and excluding sales tax, are recognized at the time of sale. Guest returns have not been significant. Revenues from gift cards are recognized at the time of redemption. Unredeemed gift cards are included in current liabilities on the consolidated balance sheets.

We have a frequent shopper program whereby guests who purchase \$100 of merchandise receive \$10 off a future purchase. An estimate of the obligation related to the program, based on historical redemption rates, is recorded as deferred revenue and a reduction of net retail sales at the time of purchase. The deferred revenue obligation is reduced, and a corresponding amount is recognized in net retail sales, in the amount of and at the time of redemption of the \$10 discount.

We evaluate the ultimate redemption rate under this program through the use of frequent shopper cards which have an expiration date after which the frequent purchase discount would not have to be honored. The initial card had no expiration date but has not been provided to our guests since May 2002. Beginning in June 2002, and continuing each summer up to July 1 2006, a new series of cards was issued that had an expiration date of December 31 of the year following the year in which that series of cards was first issued. Beginning in July 2006, we implemented the

Stuff-fur-Stuff program, an automated frequent shopper program in the U.S. The new program replaces the previous U.S. frequent shopper cards that could not be tracked electronically. We track redemptions of these various cards and use actual redemption rates by card series and historical results to estimate how much revenue to defer. We review these redemption rates and assess the adequacy of the deferred revenue account at the end of each fiscal quarter. Due to the estimates involved in these assessments, adjustments to the deferral rate are generally made no more often than bi-annually in order to allow time for more definite trends to emerge. Based on this assessment, beginning with the second quarter of fiscal 2005, the amount of revenue being deferred was reduced by 0.1% on a prospective basis from its then current level due to changes in the Company's redemption experience. Also during the second quarter of fiscal 2005, the balance in the deferred revenue account was adjusted downward by \$78,000 with a corresponding increase to net retail sales. There have been no changes to the level of revenue being deferred since the second quarter of fiscal 2005. A 0.1% adjustment of the ultimate redemption rate at the end of fiscal 2005 for the current cards expiring on December 31, 2005 and December 31, 2006 would have an approximate impact of \$0.5 million on the deferred revenue balance and net retail sales.

**Table of Contents*****Income Taxes***

We provide for income taxes based on our estimate of federal, statutory, and state income tax liabilities. Our estimates include, but are not limited to, effective state and local income tax rates, allowable tax credits and estimates related to depreciation expense allowable for tax purposes. We usually file our income tax returns several months after our fiscal year-end. We file our tax returns with the advice and consultations of tax consultants. All tax returns are subject to audit by federal and state governments, usually years after the returns are filed, and could be subject to differing interpretation of the tax laws.

Deferred tax accounting requires that we evaluate net deferred tax assets to determine if these assets will more likely than not be realized in the foreseeable future. This test requires projection of our taxable income into future years to determine if there will be taxable income sufficient to realize the tax assets (future tax deductions). The preparation of the projections requires considerable judgment and is subject to change to reflect future events and changes in the tax laws.

***Leases***

We lease all of our store locations and our corporate headquarters. We account for our leases under the provisions of FASB Statement No. 13, *Accounting for Leases* (SFAS 13) and subsequent amendments, which require that our leases be evaluated and classified as operating or capital leases for financial reporting purposes. All of our store leases are classified as operating leases pursuant to the requirements of SFAS 13. We disburse cash for leasehold improvements and furniture fixtures and equipment to build out and equip our leased premises. We may also expend cash for permanent improvements that we make to leased premises that generally are reimbursed to us by our landlords as construction allowances (also known as tenant improvement allowances) pursuant to agreed-upon terms in our leases. Landlord allowances can take the form of up-front cash, full or partial credits against minimum or percentage rents otherwise payable by us, or a combination thereof. Under the provisions of FASB Technical Bulletin No. 88-1, *Issues Relating to Accounting for Leases*, we account for these landlord allowances as lease incentives resulting in a deferred credit to be recognized over the term of the lease as a reduction of rent expense.

***New Accounting Pronouncements***

In March 2006, the Emerging Issues Task Force ( EITF ) issued EITF Issue 06-3, *How Taxes Collected from Customers and Remitted to Governmental Authorities Should Be Presented in the Income Statement (That Is, Gross versus Net Presentation)*. A consensus was reached that entities may adopt a policy of presenting sales taxes in the income statement on either a gross or net basis. If taxes are significant, an entity should disclose its policy of presenting taxes and the amounts of taxes. The guidance is effective for periods beginning after December 15, 2006. We present our sales net of sales taxes. We will adopt this consensus as required and adoption is not expected to have an impact on our consolidated financial statements.

In June 2006, the FASB issued FASB Interpretation No. ( FIN ) 48, *Accounting for Uncertainty in Income Taxes*, which clarifies the accounting for uncertainty in income taxes recognized in the financial statements in accordance with SFAS No. 109, *Accounting for Income Taxes*. FIN 48 is effective for fiscal years beginning after December 15, 2006. We are evaluating the impact the adoption of FIN 48 will have on our consolidated financial statements.

In September 2006, the FASB issued SFAS 157, *Fair Value Measurements*. SFAS 157 defines fair value, establishes a framework for measuring fair value under GAAP, and expands disclosures about fair value measurements. SFAS 157 emphasizes that fair value is a market-based measurement, not an entity-specific measurement, and states that a fair value measurement should be determined based on assumptions that market participants would use in pricing the asset or liability. We are required to adopt

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SFAS 157 in the first quarter of 2008. We are currently assessing the financial impact of SFAS 157 on our consolidated financial statements.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

Our market risks relate primarily to changes in interest rates. We bear this risk in two specific ways. First, our revolving credit facility carries a variable interest rate that is tied to market indices and, therefore, our results of operations and our cash flows could have been impacted by changes in interest rates. We had no borrowings outstanding under our revolving credit facility during the thirty-nine weeks ended September 30, 2006. Accordingly, a 100 basis point change in interest rates would result in no material change to our recorded interest expense. The second component of interest rate risk involves the short term investment of excess cash in short term, investment grade interest-bearing securities. These investments are considered to be cash equivalents and are shown that way on our balance sheet. If there are changes in interest rates, those changes would affect the investment income we earn on these investments and, therefore, impact our cash flows and results of operations.

**Item 4. Controls and Procedures.**

*Disclosure Controls and Procedures:* The Company's management, with the participation of the Company's Chief Executive Bear and Chief Financial Bear, has evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)), as of the end of the period covered by this report. Any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives. Based on such evaluation, the Company's Chief Executive Bear and Chief Financial Bear have concluded that, as of the end of such period, the Company's disclosure controls and procedures provided reasonable assurance that the disclosure controls and procedures are effective in recording, processing, summarizing and reporting, on a timely basis, information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act.

*Changes in Internal Control Over Financial Reporting:* The Company's management, with the participation of the Company's Chief Executive Bear and Chief Financial Bear, also conducted an evaluation of the Company's internal control over financial reporting to determine whether any changes occurred during the period covered by this report that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting. Based on that evaluation, there has been no such change during the period covered by this report.

It should be noted that while our management, including the chief Executive Bear and the Chief Financial Bear, believe the Company's disclosure controls and procedures provide a reasonable level of assurance, they do not expect that the Company's disclosure controls and procedures or internal controls will prevent all error and all fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the controls. The design of any system of controls is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions; over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

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On April 2, 2006, the Company acquired Amsbra Limited (Amsbra), our former franchisee in the United Kingdom, and The Bear Factory Limited, a stuffed animal retailer in the United Kingdom (collectively, the U.K. Acquisition). This significant business is a separate control environment. The evaluation of disclosure controls and procedures referred to in the paragraph above included the U.K. Acquisition. However, the Company will exclude this business from management's report on internal controls over financial reporting, as permitted by SEC guidance, to be included in our Form 10-K for the year ended December 30, 2006.

**Table of Contents****PART II OTHER INFORMATION****Item 1A. Risk Factors.**

There have been no material changes to our Risk Factors as disclosed in our Annual Report on Form 10-K for the year ended December 31, 2005 as filed with the Securities and Exchange Commission on March 16, 2006.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds****ISSUER PURCHASES OF EQUITY SECURITIES**

| <b>Period</b>                         | <b>(a)<br/>Total Number<br/>of<br/>Shares (or<br/>Units)<br/><br/>Purchased</b> | <b>(b)<br/>Average<br/><br/>Price Paid<br/>Per Share (or<br/>Unit)</b> | <b>(c)<br/>Total<br/>Number of<br/>Shares (or<br/>Units)<br/>Purchased<br/>as Part of<br/>Publicly<br/>Announced<br/>Plans or<br/>Program</b> | <b>(d)<br/>Maximum<br/>Number<br/>(or<br/>Approximate<br/>Dollar<br/>Value) of<br/>Shares (or<br/>Units)<br/>that May<br/>Yet Be<br/>Purchased<br/>Under<br/><br/>the<br/>Plans or<br/>Programs</b> |
|---------------------------------------|---|--|---|---|
| <b>July 1, 2006 - July 31, 2006</b>   | [0]   | N/A  |   |   |
| <b>Aug. 1, 2006 - Aug. 31, 2006</b>   | [0]   | N/A  |   |   |
| <b>Sept. 1, 2006 - Sept. 29, 2006</b> | [5,928](1)  | N/A  |   |   |
| <b>Total</b>                          | [5,928]   |  |   |   |

(1) Surrender in accordance with an executive officer's 10b5-1 plan of 5,928 shares to satisfy tax withholding obligation upon the repayment of a loan and lapsing of restrictions on 20,491 shares of our common stock. These shares were not repurchased through a publicly announced plan

or program.

**Item 5. Other Information**

(a) The Company has been advised that (1) Maxine Clark, Chairman, Board of Directors and Chief Executive Bear, (2) Barry Erdos, Director, President and Chief Operating Officer Bear, Scott Seay, Chief Workshop Bear, and (3) Tina Klocke, Chief Financial Bear, Treasurer and Secretary, have each entered into new Rule 10b5-1 trading plans (each, a Plan and together, the Plans ) relating to shares of the Company s common stock, including upon the exercise of certain options. The Plans previously adopted by each of these executives have recently expired, or will expire shortly. Ms. Clark s new Plan terminates on December 31, 2008, Mr. Erdos on December 31, 2008, Mr. Seay on December 31, 2007, and Ms. Klocke on December 31, 2007, in each case unless earlier terminated in accordance with the terms of their respective Plans.

The participants in the Plans will have no control over the timing of any sales under their respective Plans and there can be no assurance that the shares covered by the Plans actually will be sold. The participants entered into the Plans in order to diversify their respective financial holdings.

Chief Executive Bear Maxine Clark s Plan was adopted under the name of Smart Stuff, Inc. Ms. Clark controls the voting and/or investment power for the shares held by Smart Stuff, Inc, as its president and sole shareholder. Ms. Clark currently owns 3,264,277 shares (including vested options and the shares she owns through Smart Stuff, Inc.). Ms. Clark s Plan permits no more than a maximum of 7% of her current share holdings (including vested options) to be sold per year (in each of 2007 and 2008). Accordingly, Ms. Clark will continue to have a significant ownership interest in the Company,

The Plans are intended to comply with Rule 10b5-1 of the Securities Exchange Act of 1934 and the Company s insider trading policy. Rule 10b5-1 allows corporate insiders to establish prearranged written plans to buy or sell a specified number of shares of a company stock over a set period of time. The specified number of shares sold may be determined pursuant to a formula or may be at the discretion of a third party, so long as such person is not aware of material non-public information. Among other things, the Company s insider trading policy allows insiders to implement a written trading plan provided such person is not in possession of material non-public information about the Company at the time the plan is entered into, consistent with Rule 10b5-1. The Plans were established during an open window under the Company s insider trading policy.

Except as may be required by law, the Company does not undertake to report written trading plans established by other Company officers or directors, nor to report modifications, terminations, transactions or other activities under the Plans or the plan of any other officer or director. Actual sales made pursuant to the Plans will be disclosed publicly through Form 4 and Form 144 filings with the Securities and Exchange Commission.

**Table of Contents****Item 6. Exhibits.**

The following is a list of exhibits filed as a part of the quarterly report on Form 10-Q:

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | Third Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q/A (File No. 001-32320)) filed with the Securities and Exchange Commission on December 13, 2004  |
| 3.2                | Amended and Restated Bylaws of the Company (incorporated by reference to Exhibit 3.4 to the Company's Registration Statement on Form S-1 (File No. 333-118142)) filed with the Securities and Exchange Commission on October 12, 2004   |
| 10.1               | Fifth Amendment to Loan Documents between Build-A-Bear Workshop, Inc., Build-A-Bear Workshop Franchise Holdings, Inc., Build-A-Bear Entertainment, LLC, Build-A-Bear Retail Management, Inc., and Build-A-Bear Workshop UK Holdings Ltd., as borrowers, Build-A-Bear Workshop Canada, Ltd., and U.S. Bank National Association, as lender, entered into on July 3, 2006 with an effective date of June 30, 2006, incorporated by reference to Build-A-Bear Workshop, Inc. Form 8-K dated July 10, 2006, Exhibit 10.1. |
| 10.2               | Third Amended and Restated Revolving Credit Note by Build-A-Bear Workshop, Inc., Build-A-Bear Workshop Franchise Holdings, Inc., Build-A-Bear Entertainment, LLC, Build-A-Bear Retail Management, Inc., and Build-A-Bear Workshop UK Holdings Ltd., as borrowers, in favor of U.S. Bank National Association, as lender, entered into on July 3, 2006 with an effective date of June 30, 2006, incorporated by reference to Build-A-Bear Workshop, Inc. Form 8-K dated July 10, 2006, Exhibit 10.2.                   |
| 10.3               | Build-A-Bear Workshop, Inc. 2004 Stock Incentive Plan, as amended and restated effective July 26, 2006, incorporated by reference to Build-A-Bear Workshop, Inc. Form 8-K dated August 1, 2006, Exhibit 10.1.   |
| 31.1               | Rule 13a-14(a)/15d-14(a) certification (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, executed by the Chief Executive Bear)  |
| 31.2               | Rule 13a-14(a)/15d-14(a) certification (pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, executed by the Chief Financial Bear)  |
| 32.1               | Section 1350 Certification (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by the Chief Executive Bear)  |
| 32.2               | Section 1350 Certification (pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, executed by the Chief Financial Bear)  |



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**BUILD-A-BEAR WORKSHOP, INC.  
SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: November 9, 2006

BUILD-A-BEAR WORKSHOP, INC.  
(Registrant)

By: /s/ Maxine Clark  
Maxine Clark  
Chairman of the Board and Chief  
Executive Bear

By: /s/ Tina Klocke  
Tina Klocke  
Chief Financial Bear, Treasurer and  
Secretary

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