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## Return of Organization Exempt From Income Tax

OMB No 1545-0047

2009

Open to Public Inspection

Department of the Treasury  
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2009 calendar year, or tax year beginning , 2009, and ending , 20

B Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	Please use IRS label or print or type. See Specific Instructions.	C Name of organization BUILD-A-BEAR WORKSHOP FOUNDATION, INC.		D Employer identification number 33-1007188
		Doing Business As		E Telephone number (314) 423-8000
		Number and street (or P O box if mail is not delivered to street address) Room/suite 1954 INNERBELT BUSINESS CENTER DRIVE		
		City or town, state or country, and ZIP + 4 ST. LOUIS, MO 63114		
F Name and address of principal officer. ERIC FENCL 1954 INNERBELT BUS CTR DR ST. LOUIS, MO 63114		G Gross receipts \$ 963,833.		
		H(a) Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No H(b) Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions)		
I Tax-exempt status <input checked="" type="checkbox"/> 501(c) ( 3 ) (insert no) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527		J Website: WWW.BUILDABEAR.COM/ABOUTUS/COMMUNITY/BABWFOUNDATION.ORG		
K Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other <input type="checkbox"/>		L Year of formation 2001 M State of legal domicile MO		

## Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities SUPPORT CHILDREN'S HEALTH & WELLNESS PROGRAMS; LITERACY AND EDUCATION PROGRAMS; DOMESTIC ANIMAL SHELTERS; DISASTER RELIEF; AND ENVIRONMENTAL CONCERNS.		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	7
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	0
	5 Total number of employees (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	23
	7a Total gross unrelated business revenue from Part VIII, column (C), line 12	7a	
b Net unrelated business taxable income from Form 990-T, line 34	7b		
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year 467,271.	Current Year 962,317.
	9 Program service revenue (Part VIII, line 2g)		0.
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	4,908.	1,516.
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)		0.
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	472,179.	963,833.
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	606,517.	847,398.
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0.	0.
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	0.	0.
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0.	0.
	b Total fundraising expenses, Part IX, column (D), line 25		
Net Assets or Fund Balances	17 Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	58,948.	30,354.
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	665,465.	877,752.
	19 Revenue less expenses Subtract line 18 from line 12	-193,286.	86,081.
	20 Total assets (Part X, line 16)	Beginning of Year 391,075.	End of Year 988,202.
	21 Total liabilities (Part X, line 26)	192,406.	703,452.
	22 Net assets or fund balances Subtract line 21 from line 20	198,669.	284,750.

## Part II Signature Block

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge		
	Signature of officer ERIC FENCL, TREASURER	Date 8/16/10	
Paid Preparer's Use Only	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>
	Firm's name (or yours if self-employed), address, and ZIP + 4	EIN	Preparer's identifying number (see instructions)
		Phone no	

May the IRS discuss this return with the preparer shown above? (see instructions) Yes ☐ No ☐

For Privacy Act and Paperwork Reduction Act Notice, see the separate instructions.\*

Form 990 (2009)

**Part III Statement of Program Service Accomplishments****1** Briefly describe the organization's mission:

ATTACHMENT 2

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ? ☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services? ☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

**4** Describe the exempt purpose achievements for each of the organization's three largest program services by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.**4a** (Code \_\_\_\_\_) (Expenses \$ 651,070 including grants of \$ 651,070 ) (Revenue \$ 666,550 )CHILDREN'S HEALTH AND WELLNESS PROGRAMS-DONATIONS TO  
CHARITABLE ORGANIZATIONS TO SUPPORT THEIR EFFORTS IN  
CHILDREN'S HEALTH AND WELLNESS PROGRAMS**4b** (Code \_\_\_\_\_) (Expenses \$ 33,500 including grants of \$ 33,500 ) (Revenue \$ 33,687 )CHILDREN'S CANCER PROGRAMS-DONATIONS TO CHARITABLE ORGANIZATIONS  
TO SUPPORT PROGRAMS WHICH PROVIDE RESEARCH, TREATMENT AND  
EDUCATION FOR CHILDREN'S CANCER PROGRAMS**4c** (Code \_\_\_\_\_) (Expenses \$ 27,978 including grants of \$ 27,978 ) (Revenue \$ 0 )LITERACY AND EDUCATION PROGRAMS - DONATIONS TO CHARITABLE  
ORGANIZATIONS TO SUPPORT LITERACY AND EDUCATIONAL EFFORTS**4d** Other program services (Describe in Schedule O )

(Expenses \$ 137,250 including grants of \$ 137,250 ) (Revenue \$ 262,080 )

**4e** Total program service expenses ► 849,798.

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A . . . . .	X	
2 Is the organization required to complete Schedule B, Schedule of Contributors? . . . . .	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I . . . . .		X
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II . . . . .		X
5 <b>Sections 501(c)(4), 501(c)(5), and 501(c)(6) organizations.</b> Is the organization subject to the section 6033(e) notice and reporting requirement and proxy tax? If "Yes," complete Schedule C, Part III . . . . .		
6 Did the organization maintain any donor advised funds or any similar funds or accounts where donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I . . . . .		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II . . . . .		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III . . . . .		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV . . . . .		X
10 Did the organization, directly or through a related organization, hold assets in term, permanent, or quasi-endowments? If "Yes," complete Schedule D, Part V . . . . .		X
11 Is the organization's answer to any of the following questions "Yes"? If so, complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable . . . . .	X	
• Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI		
• Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII		
• Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII		
• Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX		
• Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X		
• Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48? If "Yes," complete Schedule D, Part X		
12 Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI, XII, and XIII . . . . .	X	
12A Was the organization included in consolidated, independent audited financial statement for the tax year? If "Yes," completing Schedule D, Parts XI, XII, and XIII is optional . . . . .	Yes	No
		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E . . . . .		X
14a Did the organization maintain an office, employees, or agents outside of the United States? . . . . .		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, and program service activities outside the United States? If "Yes," complete Schedule F, Part I . . . . .	X	
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Part II . . . . .		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Part III . . . . .		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I . . . . .		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II . . . . .		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III . . . . .		X
20 Did the organization operate one or more hospitals? If "Yes," complete Schedule H . . . . .		X

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**Part IV Checklist of Required Schedules (continued)**

		Yes	No
<b>21</b>	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II.</i>	X	
<b>22</b>	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III.</i>		X
<b>23</b>	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J.</i>	X	
<b>24 a</b>	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to question 25.</i>		X
<b>24 b</b>	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
<b>24 c</b>	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
<b>24 d</b>	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
<b>25 a</b>	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I.</i>		X
<b>25 b</b>	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I.</i>		X
<b>26</b>	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II.</i>		X
<b>27</b>	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III.</i>		X
<b>28</b>	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
<b>28 a</b>	a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
<b>28 b</b>	b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV.</i>		X
<b>28 c</b>	c An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV.</i>		X
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M.</i>		X
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M.</i>		X
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I.</i>		X
<b>32</b>	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II.</i>		X
<b>33</b>	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I.</i>		X
<b>34</b>	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1.</i>	X	
<b>35</b>	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2.</i>		X
<b>37</b>	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI.</i>		X
<b>38</b>	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O.	X	

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**Part V** Statements Regarding Other IRS Filings and Tax Compliance

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096, Annual Summary and Transmittal of U.S. Information Returns. Enter -0- if not applicable. <span style="float:right">1a 0</span>		
<b>1b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. <span style="float:right">1b 0</span>		
<b>1c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
<b>2a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. <span style="float:right">2a 0</span>		
<b>2b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions).		
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?		X
<b>3b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
<b>4b</b>	If "Yes," enter the name of the foreign country: See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
<b>5b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
<b>5c</b>	If "Yes," to question 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction?		
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?		X
<b>6b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>7a</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
<b>7b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
<b>7c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
<b>7d</b>	If "Yes," indicate the number of Forms 8282 filed during the year.		
<b>7e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
<b>7f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
<b>7g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required?		
<b>7h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required?		
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>9a</b>	Did the organization make any taxable distributions under section 4966?		X
<b>9b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		X
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter		
<b>10a</b>	Initiation fees and capital contributions included on Part VIII, line 12.		
<b>10b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter		
<b>11a</b>	Gross income from members or shareholders.		
<b>11b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
<b>12b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		

**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

**Section A. Governing Body and Management**

	Yes	No
<b>1a</b> Enter the number of voting members of the governing body . . . . .		
<b>1b</b> Enter the number of voting members that are independent . . . . .		
<b>2</b> Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? . . . . .	X	
<b>3</b> Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? . . . . .		X
<b>4</b> Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? . . . . .		X
<b>5</b> Did the organization become aware during the year of a material diversion of the organization's assets? . . . . .		X
<b>6</b> Does the organization have members or stockholders? . . . . .		X
<b>7a</b> Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? . . . . .		X
<b>7b</b> Are any decisions of the governing body subject to approval by members, stockholders, or other persons? . . . . .		X
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b> The governing body? . . . . .	X	
<b>b</b> Each committee with authority to act on behalf of the governing body? . . . . .	X	
<b>9</b> Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O . . . . .		X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
<b>10a</b> Does the organization have local chapters, branches, or affiliates? . . . . .		X
<b>b</b> If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization? . . . . .		
<b>11</b> Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? . . . . .	X	
<b>11A</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b> Does the organization have a written conflict of interest policy? If "No," go to line 13 . . . . .	X	
<b>b</b> Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? . . . . .	X	
<b>c</b> Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done . . . . .	X	
<b>13</b> Does the organization have a written whistleblower policy? . . . . .	X	
<b>14</b> Does the organization have a written document retention and destruction policy? . . . . .	X	
<b>15</b> Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
<b>a</b> The organization's CEO, Executive Director, or top management official . . . . .		
<b>b</b> Other officers or key employees of the organization . . . . .		
If "Yes" to line 15a or 15b, describe the process in Schedule O (See instructions)		
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? . . . . .		X
<b>b</b> If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? . . . . .		

**Section C. Disclosure**

**17** List the states with which a copy of this Form 990 is required to be filed ► ATTACHMENT 3

**18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.  
☐ Own website ☒ Another's website ☒ Upon request

**19** Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public.

**20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization ► ERIC FENCL 1954 INNERBELT BUSINESS CENTER DRIVE ST. LOUIS, MO 63114  
314-423-8000







**Part VIII Statement of Revenue**

33-1007188

			(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b> Federated campaigns . . . . .	<b>1a</b>				
	<b>b</b> Membership dues . . . . .	<b>1b</b>				
	<b>c</b> Fundraising events . . . . .	<b>1c</b>				
	<b>d</b> Related organizations . . . . .	<b>1d</b>				
	<b>e</b> Government grants (contributions) . . . . .	<b>1e</b>				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above . . . . .	<b>1f</b>	962,317			
	<b>g</b> Noncash contributions included in lines 1a-1f \$ . . . . .					
	<b>h</b> <b>Total.</b> Add lines 1a-1f . . . . .		962,317.			
<b>Program Service Revenue</b>	<b>Business Code</b>					
	<b>2a</b> . . . . .					
	<b>b</b> . . . . .					
	<b>c</b> . . . . .					
	<b>d</b> . . . . .					
	<b>e</b> . . . . .					
	<b>f</b> All other program service revenue . . . . .					
<b>g</b> <b>Total.</b> Add lines 2a-2f . . . . .		0.				
<b>Other Revenue</b>	<b>3</b> Investment income (including dividends, interest, and other similar amounts). . . . .	ATTACHMENT 4		1,516.		
	<b>4</b> Income from investment of tax-exempt bond proceeds . . . . .			0.		
	<b>5</b> Royalties . . . . .			0.		
		(i) Real	(ii) Personal			
	<b>6a</b> Gross Rents . . . . .					
	<b>b</b> Less rental expenses . . . . .					
	<b>c</b> Rental income or (loss) . . . . .					
	<b>d</b> Net rental income or (loss) . . . . .			0		
		(i) Securities	(ii) Other			
	<b>7a</b> Gross amount from sales of assets other than inventory . . . . .					
	<b>b</b> Less cost or other basis and sales expenses . . . . .					
	<b>c</b> Gain or (loss) . . . . .					
	<b>d</b> Net gain or (loss) . . . . .			0		
	<b>8a</b> Gross income from fundraising events (not including \$ . . . . . of contributions reported on line 1c) See Part IV, line 18 . . . . .	<b>a</b>				
	<b>b</b> Less direct expenses . . . . .	<b>b</b>				
	<b>c</b> Net income or (loss) from fundraising events . . . . .			0		
	<b>9a</b> Gross income from gaming activities. See Part IV, line 19 . . . . .	<b>a</b>				
<b>b</b> Less direct expenses . . . . .	<b>b</b>					
<b>c</b> Net income or (loss) from gaming activities . . . . .			0			
<b>10a</b> Gross sales of inventory, less returns and allowances . . . . .	<b>a</b>					
<b>b</b> Less cost of goods sold . . . . .	<b>b</b>					
<b>c</b> Net income or (loss) from sales of inventory . . . . .			0.			
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
<b>11a</b> . . . . .						
<b>b</b> . . . . .						
<b>c</b> . . . . .						
<b>d</b> All other revenue . . . . .						
<b>e</b> <b>Total.</b> Add lines 11a-11d . . . . .			0			
<b>12</b> <b>Total Revenue.</b> See instructions . . . . .			963,833			

**Part IX Statement of Functional Expenses****Section 501(c)(3) and 501(c)(4) organizations must complete all columns.****All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).**

<b>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</b>	<b>(A) Total expenses</b>	<b>(B) Program service expenses</b>	<b>(C) Management and general expenses</b>	<b>(D) Fundraising expenses</b>
1 Grants and other assistance to governments and organizations in the U.S. See Part IV, line 21 . . .	827,179.	827,179.		
2 Grants and other assistance to individuals in the U.S. See Part IV, line 22 . . . . .	0.			
3 Grants and other assistance to governments, organizations, and individuals outside the U.S. See Part IV, lines 15 and 16 . . . . .	20,219.	20,219.		
4 Benefits paid to or for members . . . . .	0.			
5 Compensation of current officers, directors, trustees, and key employees . . . . .	0.			
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . .	0.			
7 Other salaries and wages . . . . .	0.			
8 Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . .	0.			
9 Other employee benefits . . . . .	0.			
10 Payroll taxes . . . . .	0.			
11 Fees for services (non-employees)	0.			
a Management . . . . .	600.		600.	
b Legal . . . . .	8,200.		8,200.	
c Accounting . . . . .	0.			
d Lobbying . . . . .	0.			
e Professional fundraising services See Part IV, line 17	0.			
f Investment management fees . . . . .	0.			
g Other . . . . .	0.			
12 Advertising and promotion . . . . .	1,241.		1,241.	
13 Office expenses . . . . .	0.			
14 Information technology . . . . .	0.			
15 Royalties . . . . .	0.			
16 Occupancy . . . . .	484.		484.	
17 Travel . . . . .	0.			
18 Payments of travel or entertainment expenses for any federal, state, or local public officials	188.		188.	
19 Conferences, conventions, and meetings . . . .	0.			
20 Interest . . . . .	0.			
21 Payments to affiliates . . . . .	0.			
22 Depreciation, depletion, and amortization . . . .	0.			
23 Insurance . . . . .				
24 Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below)				
a STATE REGISTRATIONS	3,542.		3,542.	
b OUTSIDE SERVICES	14,449.	2,400.	12,049.	
c DUES AND SUBSCRIPTIONS	1,650.		1,650.	
d				
e				
f All other expenses				
<b>25 Total functional expenses. Add lines 1 through 24f</b>	<b>877,752.</b>	<b>849,798.</b>	<b>27,954.</b>	
<b>26 Joint Costs.</b> Check here <input type="checkbox"/> If following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation . . . . .				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
<b>Assets</b>	1 Cash - non-interest-bearing . . . . .	0.	1	0.
	2 Savings and temporary cash investments . . . . .	272,227.	2	356,583.
	3 Pledges and grants receivable, net . . . . .	118,848.	3	631,619.
	4 Accounts receivable, net . . . . .		4	
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L . . . . .		6	
	7 Notes and loans receivable, net . . . . .		7	
	8 Inventories for sale or use . . . . .		8	
	9 Prepaid expenses and deferred charges . . . . .		9	
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D . . . . .	10a		
	b Less accumulated depreciation . . . . .	10b	10c	
	11 Investments - publicly traded securities . . . . .		11	
	12 Investments - other securities. See Part IV, line 11 . . . . .		12	
	13 Investments - program-related. See Part IV, line 11 . . . . .		13	
	14 Intangible assets . . . . .		14	
	15 Other assets. See Part IV, line 11 . . . . .		15	
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	391,075.	16	988,202.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses . . . . .		17	
	18 Grants payable . . . . .	192,406.	18	696,345.
	19 Deferred revenue . . . . .		19	
	20 Tax-exempt bond liabilities . . . . .		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .		22	
	23 Secured mortgages and notes payable to unrelated third parties . . . . .		23	
	24 Unsecured notes and loans payable to unrelated third parties . . . . .		24	
	25 Other liabilities. Complete Part X of Schedule D . . . . .	0.	25	7,107.
	26 <b>Total liabilities.</b> Add lines 17 through 25 . . . . .	192,406.	26	703,452.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here</b> <input checked="" type="checkbox"/> <b>and complete lines 27 through 29, and lines 33 and 34.</b>			
	27 Unrestricted net assets . . . . .	52,887.	27	151,371.
	28 Temporarily restricted net assets . . . . .	145,782.	28	133,379.
	29 Permanently restricted net assets . . . . .		29	
	<b>Organizations that do not follow SFAS 117, check here</b> <input type="checkbox"/> <b>and complete lines 30 through 34.</b>			
	30 Capital stock or trust principal, or current funds . . . . .		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund . . . . .		31	
	32 Retained earnings, endowment, accumulated income, or other funds . . . . .		32	
33 <b>Total net assets or fund balances</b> . . . . .	198,669.	33	284,750.	
34 <b>Total liabilities and net assets/fund balances</b> . . . . .	391,075.	34	988,202.	

Form 990 (2009)

**Part XI Financial Statements and Reporting**

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? . . . . .	X	
<b>2b</b>	Were the organization's financial statements audited by an independent accountant? . . . . .	X	
<b>2c</b>	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? . . . . . If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	X	
<b>d</b>	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		
<b>3a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .		X
<b>b</b>	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

Form **990** (2009)



**Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
(Complete only if you checked the box on line 5, 7, or 8 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.") . . . . .	909,788	819,439	557,278	433,164	449,556	3,169,225
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
3 The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
4 <b>Total.</b> Add lines 1 through 3. . . . .	909,788	819,439	557,278	433,164	449,556	3,169,225
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f). . . . .						1,098,333
6 <b>Public support.</b> Subtract line 5 from line 4 . . . . .						2,070,892

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
7 Amounts from line 4 . . . . .	909,788	819,439	557,278	433,164	449,556	3,169,225
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .	1,533	4,208	4,795	4,908	1,517	16,961
9 Net income from unrelated business activities, whether or not the business is regularly carried on . . . . .						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV) . . . . .						
11 <b>Total support.</b> Add lines 7 through 10 . . . . .						3,186,186
12 Gross receipts from related activities, etc. (see instructions) . . . . .					12	
13 <b>First five years.</b> If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and <b>stop here</b> . . . . .						<input type="checkbox"/>

**Section C. Computation of Public Support Percentage**

14 Public support percentage for 2009 (line 6, column (f) divided by line 11, column (f)) . . . . .	14	65.00 %
15 Public support percentage from 2008 Schedule A, Part II, line 14 . . . . .	15	58.34 %
16a <b>33 1/3% support test - 2009.</b> If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . .		<input checked="" type="checkbox"/>
b <b>33 1/3% support test - 2008.</b> If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and <b>stop here.</b> The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
17a <b>10%-facts-and-circumstances test - 2009.</b> If the organization did not check a box on line 13, 16a or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
b <b>10%-facts-and-circumstances test - 2008.</b> If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and <b>stop here.</b> Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . .		<input type="checkbox"/>
18 <b>Private foundation.</b> If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . .		<input type="checkbox"/>

**Part III Support Schedule for Organizations Described in Section 509(a)(2)**  
 (Complete only if you checked the box on line 9 of Part I)

**Section A. Public Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants") . . . . .						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose . . . . .						
3 Gross receipts from activities that are not an unrelated trade or business under section 513 . . . . .						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf . . . . .						
5 The value of services or facilities furnished by a governmental unit to the organization without charge . . . . .						
6 Total. Add lines 1 through 5 . . . . .						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons . . . . .						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year . . . . .						
c Add lines 7a and 7b. . . . .						
8 Public support (Subtract line 7c from line 6) . . . . .						

**Section B. Total Support**

Calendar year (or fiscal year beginning in) ►	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
9 Amounts from line 6. . . . .						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources . . . . .						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975 . . . . .						
c Add lines 10a and 10b . . . . .						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on . . . . .						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV) . . . . .						
13 Total support. (Add lines 9, 10c, 11, and 12) . . . . .						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. . . . . <input type="checkbox"/>						

**Section C. Computation of Public Support Percentage**

15 Public support percentage for 2009 (line 8, column (f) divided by line 13, column (f)) . . . . .	15	%
16 Public support percentage from 2008 Schedule A, Part III, line 15 . . . . .	16	%

**Section D. Computation of Investment Income Percentage**

17 Investment income percentage for 2009 (line 10c, column (f) divided by line 13, column (f)) . . . . .	17	%
18 Investment income percentage from 2008 Schedule A, Part III, line 17 . . . . .	18	%

19a **33 1/3% support tests - 2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization ► ☐

b **33 1/3% support tests - 2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here The organization qualifies as a publicly supported organization ► ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ► ☐



**Part IV** **Supplemental Information.** Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions.

SCHEDULE D  
(Form 990)

Department of the Treasury  
Internal Revenue Service  
Name of the organization

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990,  
Part IV, line 6, 7, 8, 9, 10, 11, or 12.

► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2009

Open to Public  
Inspection

BUILD-A-BEAR WORKSHOP FOUNDATION, INC.

Employer identification number  
33-1007188

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if  
the organization answered "Yes" to Form 990, Part IV, line 6

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year . . . . .		
2 Aggregate contributions to (during year) . . . . .		
3 Aggregate grants from (during year) . . . . .		
4 Aggregate value at end of year . . . . .		

5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control? . . . . . ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit? . . . . . ☐ Yes ☐ No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7

1 Purpose(s) of conservation easements held by the organization (check all that apply)

<input type="checkbox"/> Preservation of land for public use (e g , recreation or pleasure)	<input type="checkbox"/> Preservation of an historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a Total number of conservation easements . . . . .	2a
b Total acreage restricted by conservation easements . . . . .	2b
c Number of conservation easements on a certified historic structure included in (a) . . . . .	2c
d Number of conservation easements included in (c) acquired after 8/17/06 . . . . .	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ► \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? . . . . . ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)? . . . . . ☐ Yes ☐ No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.** Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenues included in Form 990, Part VIII, line 1 . . . . . ► \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X . . . . . ► \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items

a Revenues included in Form 990, Part VIII, line 1 . . . . . ► \$ \_\_\_\_\_

b Assets included in Form 990, Part X . . . . . ► \$ \_\_\_\_\_

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule D (Form 990) 2009

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a ☐ Public exhibition      d ☐ Loan or exchange programs  
 b ☐ Scholarly research      e ☐ Other \_\_\_\_\_  
 c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection? . . . . . ☐ Yes ☐ No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X? . . . . . ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
1c Beginning balance . . . . .	
1d Additions during the year . . . . .	
1e Distributions during the year . . . . .	
1f Ending balance . . . . .	

2a Did the organization include an amount on Form 990, Part X, line 21? . . . . . ☐ Yes ☐ No

b If "Yes," explain the arrangement in Part XIV

**Part V Endowment Funds.** Complete if organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance . . . . .					
b Contributions . . . . .					
c Net investment earnings, gains, and losses . . . . .					
d Grants or scholarships . . . . .					
e Other expenditures for facilities and programs . . . . .					
f Administrative expenses . . . . .					
g End of year balance . . . . .					

2 Provide the estimated percentage of the year end balance held as

- a Board designated or quasi-endowment ► \_\_\_\_\_ %  
 b Permanent endowment ► \_\_\_\_\_ %  
 c Term endowment ► \_\_\_\_\_ %

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

- (i) unrelated organizations . . . . .  
 (ii) related organizations . . . . .

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? . . . . .

4 Describe in Part XIV the intended uses of the organization's endowment funds

**Part VI Investments - Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land . . . . .				
b Buildings . . . . .				
c Leasehold improvements . . . . .				
d Equipment . . . . .				
e Other . . . . .				

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)). . . . . ►

**Part VII Investments - Other Securities.** See Form 990, Part X, line 12

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Financial derivatives . . . . .		
Closely-held equity interests . . . . .		
Other _____		
_____		
_____		
_____		
_____		
_____		
_____		
_____		
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 12 ) ►		

**Part VIII Investments - Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. (Column (b) must equal Form 990, Part X, col (B) line 13 ) ▶		

**Part IX** **Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
<b>Total.</b> (Column (b) must equal Form 990, Part X, col. (B) line 15)	

**Part X** **Other Liabilities.** See Form 990, Part X, line 25.

1. (a) Description of liability	(b) Amount
Federal income taxes	
DUE TO RELATED PARTY	7,107.
<b>Total.</b> (Column (b) must equal Form 990, Part X, col (B) line 25 ) ▶	7,107.

2. FIN 48 Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48



**Part XIV** Supplemental Information (continued)

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**Schedule F  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Statement of Activities Outside the United States**

- Complete if the organization answered "Yes" to Form 990,  
Part IV, line 14b line 15, or line 16.  
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

**2009**

**Open to Public  
Inspection**

Name of the organization

BUILD-A-BEAR WORKSHOP FOUNDATION, INC.

Employer identification number

33-1007188

**Part I** **General Information on Activities Outside the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 14b.

- 1 For grantmakers.** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No
- 2 For grantmakers.** Describe in Part IV the organization's procedures for monitoring the use of grant funds outside the United States

**3 Activities per Region** (Use Schedule F-1 (Form 990) if additional space is needed )

(a) Region	(b) Number of offices in the region	(c) Number of employees or agents in region	(d) Activities conducted in region (by type) (i.e., fundraising, program services, grants to recipients located in the region)	(e) If activity listed in (d) is a program service, describe specific type of service(s) in region	(f) Total expenditures in region
NORTH AMERICA			GRANTMAKING	N/A	20,219
<b>Totals</b> .....					20,219

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule F (Form 990) 2009







**Part IV** Supplemental Information

Complete this part to provide the information required in Part I, line 2, and any additional information

FOREIGN GRANTS

SCHEDULE F, PART I, LINE 2

CHARITIES APPLY FOR A GRANT ONLINE. A CONTRIBUTIONS COMMITTEE MEETS TO  
REVIEW THE APPLICATION. THE BOARD OF DIRECTORS THEN APPROVE THE PROPOSED  
GRANTS. AFTER APPROVAL FROM THE BOARD OF DIRECTORS, THE GRANT IS GIVEN  
TO RECIPIENTS WHICH WERE LOCATED IN CANADA.

## Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

**Department of the Treasury  
Internal Revenue Service**

Name of the organization

BUILD-A-BEAR WORKSHOP FOUNDATION, INC.

## Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? . . . . .
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

**Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to**

Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Use Part IV and Schedule I-1 (Form 990) if additional space is needed . . . . .

[illegible]

- 2** Enter total number of section 501(c)(3) and government organizations . . . . .
- 3** Enter total number of other organizations . . . . .

**For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.**

Schedule I (Form 990) 2009

USA

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**Part III** Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" on Form 990, Part IV, line 22. Use Part IV and Schedule I-1 (Form 990) if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

**Part IV** Supplemental Information. Complete this part to provide the information required in Part I, line 2, and any other additional information.

US GRANTS

SCHEDULE I, PART I, LINE 2

CHARITIES APPLY FOR A GRANT ONLINE. A CONTRIBUTIONS COMMITTEE MEETS TO

REVIEW THE APPLICATION. THE BOARD OF DIRECTORS THEN APPROVE THE PROPOSED

GRANTS. AFTER APPROVAL FROM THE BOARD OF DIRECTORS, THE GRANT IS GIVEN

TO RECIPIENTS WHICH WERE LOCATED IN THE U.S.

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest  
Compensated Employees

▶ **Complete if the organization answered "Yes" to Form 990,  
Part IV, line 23.**

▶ **Attach to Form 990. ▶ See separate instructions.**

OMB No 1545-0047

**2009**

**Open to Public  
Inspection**

Name of the organization

BUILD-A-BEAR WORKSHOP FOUNDATION, INC.

Employer identification number

33-1007188

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items

☐ First-class or charter travel

☐ Travel for companions

☐ Tax indemnification and gross-up payments

☐ Discretionary spending account

☐ Housing allowance or residence for personal use

☐ Payments for business use of personal residence

☐ Health or social club dues or initiation fees

☐ Personal services (e.g., maid, chauffeur, chef)

**b** If any of the boxes on line 1a is checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

☒ Compensation committee

☐ Independent compensation consultant

☐ Form 990 of other organizations

☐ Written employment contract

☐ Compensation survey or study

☐ Approval by the board or compensation committee

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization

**a** Receive a severance payment or change-of-control payment?

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

**Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

**a** The organization?

**b** Any related organization?

If "Yes" to line 5a or 5b, describe in Part III

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

**a** The organization?

**b** Any related organization?

If "Yes" to line 6a or 6b, describe in Part III

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

Yes No

1b

2

4a

4b

4c

5a

5b

6a

6b

7

8

9

X

X

X

X

X

X

X

X

X

For Privacy Act and Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2009



**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

STOCK OPTIONS

FORM 990, SCHEDULE J, LINE 4C

OFFICERS AND DIRECTORS OF BUILD-A-BEAR WORKSHOP FOUNDATION, INC. ARE

EMPLOYEES OF THE RELATED ORGANIZATION, BUILD-A-BEAR WORKSHOP, INC. AND

PARTICIPATE IN A STOCK OPTION PROGRAM.

**SCHEDULE O  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

**Supplemental Information to Form 990**

**Complete to provide information for responses to specific questions on  
Form 990 or to provide any additional information.  
▶ Attach to Form 990.**

OMB No 1545-0047

**2009**

**Open to Public  
Inspection**

BUILD-A-BEAR WORKSHOP FOUNDATION, INC.

Employer identification number

33-1007188

ATTACHMENT 1

OTHER PROGRAM SERVICES

FORM 990, PART III, LINE 4D

MISCELLANEOUS GRANTS (LESS THAN \$5,000) WERE PAID TO CHARITABLE  
ORGANIZATIONS THAT SUPPORT OUR MISSION OF DOMESTIC ANIMAL PROGRAMS;  
ENDANGERED SPECIES PROGRAMS; DISASTER RELIEF PROGRAMS AND ENVIRONMENTAL  
CONCERNS.

GOVERNING BODY AND MANAGEMENT

FORM 990, PART VI, SECTION A, LINE 2

BUILD-A-BEAR WORKSHOP FOUNDATION, INC.'S OFFICERS AND DIRECTORS ARE  
EMPLOYEES OF BUILD-A-BEAR WORKSHOP, INC., A RELATED PARTY. BUILD-A-BEAR  
WORKSHOP FOUNDATION, INC.'S OFFICERS AND DIRECTORS ARE VOLUNTEERS.

GOVERNING BODY AND MANAGEMENT

FORM 990, PART VI, SECTION B, LINE 11

THE FORM 990 IS REVIEWED BY THE FINANCE COMMITTEE AND IS DISTRIBUTED TO  
THE BOARD OF DIRECTORS FOR THEIR REVIEW.

GOVERNING BODY AND MANAGEMENT

FORM 990, PART VI, SECTION B, LINE 12C

BUILD-A-BEAR WORKSHOP FOUNDATION, INC. ANNUALLY REQUIRES EACH OFFICER AND  
DIRECTOR TO COMPLY AND SIGN A WRITTEN CONFLICT OF INTEREST POLICY. IN  
ADDITION, WE REQUIRE MEMBERS OF THE CONTRIBUTIONS COMMITTEE TO DISCLOSE  
ANY CONFLICTS PRIOR TO DISCUSSING ANY GRANT REQUESTS. IF THERE IS SUCH A



Name of the organization

BUILD-A-BEAR WORKSHOP FOUNDATION, INC.

Employer identification number

33-1007188

ATTACHMENT 1 (CONT'D)

CONFLICT, THE CONTRIBUTIONS COMMITTEE AND/OR BOARD MEMBER MUST RECUSE  
THEMSELVES FROM THE DISCUSSION AND APPROVAL OF ANY GRANT.

GOVERNING BODY AND MANAGEMENT

FORM 990, PART VI, SECTION C, LINE 19

BUILD-A-BEAR WORKSHOP FOUNDATION, INC. ANNUALLY POSTS THEIR FORM 990 ON  
THE RELATED PARTY, BUILD-A-BEAR WORKSHOP, INC'S WEBSITE. WE WILL ALSO  
PROVIDE COPIES UPON REQUEST. THE DOCUMENTS ARE ALSO AVAILABLE TO BE  
INSPECTED AT OUR OFFICE.

ATTACHMENT 2FORM 990, PART III, LINE 1 - ORGANIZATION'S MISSION

BUILD-A-BEAR WORKSHOP FOUNDATION, INC. IS COMMITTED TO IMPROVING AND  
IMPACTING THE LIVES OF CHILDREN AND FAMILIES BY SUPPORTING PROGRAMS  
THAT PROVIDE RESEARCH, TREATMENT, AND EDUCATION FOR CHILDREN HEALTH  
AND WELLNESS CAUSES. THE FOUNDATION ALSO SUPPORTS PROGRAMS WHICH  
PROMOTE LITERACY AND EDUCATION, THE PRESERVATION OF ENDANGERED  
ANIMALS AND THEIR HABITATS, DOMESTIC ANIMAL SHELTERS, DISASTER RELIEF  
AND ENVIRONMENTAL CONCERNS.

ATTACHMENT 3FORM 990, PART VI, LINE 17 - STATES

AL, AK, AZ, AR, CA, CO, CT, DE,  
DC, FL, GA, HI, ID, IL, IN, IA, KS, KY, LA, ME, MD, MA, MI,  
MN, MS, MO, MT, NE, NV, NH, NJ, NM, NY, NC, ND, OH, OK, OR, PA,  
RI, SC, SD, TN, TX, UT, VT, VA, WA, WV, WI, WY

Name of the organization

BUILD-A-BEAR WORKSHOP FOUNDATION, INC.

Employer identification number

33-1007188

ATTACHMENT 4

FORM 990, PART VIII - INVESTMENT INCOME

<u>DESCRIPTION</u>	(A)	(B)	(C)	(D)
	<u>TOTAL</u> <u>REVENUE</u>	<u>RELATED OR</u> <u>EXEMPT REVENUE</u>	<u>UNRELATED</u> <u>BUSINESS REV.</u>	<u>EXCLUDED</u> <u>REVENUE</u>
INTEREST INCOME	1,516			
TOTALS	<u>1,516</u>			

SCHEDULE R  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Related Organizations and Unrelated Partnerships

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36 or 37.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

2009

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Inspection

Name of the organization

BUILD-A-BEAR WORKSHOP FOUNDATION, INC.

Employer identification number  
33-1007188

Part I Identification of Disregarded Entities (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity

Part II Identification of Related Tax-Exempt Organizations (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity

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Schedule R (Form 990) 2009



**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule.**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
<b>a</b> Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity . . . . .		X
<b>b</b> Gift, grant, or capital contribution to other organization(s) . . . . .		X
<b>c</b> Gift, grant, or capital contribution from other organization(s) . . . . .		X
<b>d</b> Loans or loan guarantees to or for other organization(s) . . . . .		X
<b>e</b> Loans or loan guarantees by other organization(s) . . . . .		X
<b>f</b> Sale of assets to other organization(s) . . . . .		X
<b>g</b> Purchase of assets from other organization(s) . . . . .		X
<b>h</b> Exchange of assets . . . . .		X
<b>i</b> Lease of facilities, equipment, or other assets to other organization(s) . . . . .		X
<b>j</b> Lease of facilities, equipment, or other assets from other organization(s) . . . . .		X
<b>k</b> Performance of services or membership or fundraising solicitations for other organization(s) . . . . .		X
<b>l</b> Performance of services or membership or fundraising solicitations by other organization(s) . . . . .		X
<b>m</b> Sharing of facilities, equipment, mailing lists, or other assets . . . . .		X
<b>n</b> Sharing of paid employees . . . . .		X
<b>o</b> Reimbursement paid to other organization for expenses . . . . .		X
<b>p</b> Reimbursement paid by other organization for expenses . . . . .		X
<b>q</b> Other transfer of cash or property to other organization(s) . . . . .		X
<b>r</b> Other transfer of cash or property from other organization(s) . . . . .		X

**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved
<b>(1)</b>	BUILD-A-BEAR WORKSHOP, INC., A RELATED		
<b>(2)</b>	PARTY, SHARES FACILITIES AND EMPLOYEES ARE		
<b>(3)</b>	VOLUNTEERS OF BUILD-A-BEAR WORKSHOP		
<b>(4)</b>	FOUNDATION, INC.		
<b>(5)</b>			
<b>(6)</b>			

Schedule R (Form 990) 2009



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

FINANCIAL STATEMENTS  
WITH  
INDEPENDENT AUDITORS' REPORT

**DECEMBER 31, 2009**

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## Independent Auditors' Report

Board of Directors  
Build-A-Bear Workshop Foundation, Inc.  
St. Louis, Missouri

We have audited the accompanying statements of financial position of Build-A-Bear Workshop Foundation, Inc. (a nonprofit foundation) as of December 31, 2009 and 2008, and the related statements of activities and cash flows for the years then ended. These financial statements are the responsibility of the Foundation's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Foundation's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Build-A-Bear Workshop Foundation, Inc. as of December 31, 2009 and 2008, and the changes in its net assets and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

*Brown Smith Wallace L.L.C.*

August 2, 2010

# **BUILD-A-BEAR WORKSHOP FOUNDATION, INC.**

## **Statements of Financial Position**

December 31, 2009 and 2008

	2009	2008
<b>ASSETS</b>		
Cash and cash equivalents	\$ 356,583	\$ 272,227
Pledges receivable	631,619	118,848
<b>TOTAL ASSETS</b>	<u>\$ 988,202</u>	<u>\$ 391,075</u>
 <b>LIABILITIES AND NET ASSETS</b>		
<b>LIABILITIES</b>		
Beverly Fund	\$ 696,345	\$ 192,406
Due to related party	7,107	-
<b>Total Liabilities</b>	703,452	192,406
 <b>NET ASSETS</b>		
Unrestricted	151,371	52,887
Temporarily restricted	133,379	145,782
<b>Total Net Assets</b>	<u>284,750</u>	<u>198,669</u>
<b>TOTAL LIABILITIES AND NET ASSETS</b>	<u>\$ 988,202</u>	<u>\$ 391,075</u>

The accompanying notes are an integral part of these financial statements

# BUILD-A-BEAR WORKSHOP FOUNDATION, INC.

## Statement of Activities

Year ended December 31, 2009

	Unrestricted	Temporarily Restricted	Total
<b>Support and Revenues:</b>			
Contributions	\$ 241,150	\$ -	\$ 241,150
Interest income	1,516	-	1,516
Children's cancer	-	33,687	33,687
Health and wellness	-	666,550	666,550
Pet programs	-	-	-
Beverly Fund	-	12,230	12,230
Other programs	-	8,700	8,700
In-kind	29,381	-	29,381
Net assets released from restrictions	733,570	(733,570)	-
<b>Total support and revenues</b>	<b>1,005,617</b>	<b>(12,403)</b>	<b>993,214</b>
<b>Expenses:</b>			
Children's cancer	33,500	-	33,500
Health and wellness	651,070	-	651,070
Literacy and education	-	-	-
Pet programs	-	-	-
Endangered species	-	-	-
Scholarships	20,000	-	20,000
Disaster relief	-	-	-
Beverly Fund	18,100	-	18,100
Other programs	124,728	-	124,728
General and administrative	59,735	-	59,735
<b>Total expenses</b>	<b>907,133</b>	<b>-</b>	<b>907,133</b>
<b>CHANGE IN NET ASSETS</b>	<b>98,484</b>	<b>(12,403)</b>	<b>86,081</b>
<b>Net assets at beginning of year</b>	<b>52,887</b>	<b>145,782</b>	<b>198,669</b>
<b>Net assets at end of year</b>	<b>\$ 151,371</b>	<b>\$ 133,379</b>	<b>\$ 284,750</b>

The accompanying notes are an integral part of these financial statements

# **BUILD-A-BEAR WORKSHOP FOUNDATION, INC.**

## **Statement of Activities**

Year ended December 31, 2008

	Unrestricted	Temporarily Restricted	Total
<b>Support and Revenues:</b>			
Contributions	\$ 161,099	\$ -	\$ 161,099
Interest income	4,908	-	4,908
Children's cancer	-	99,947	99,947
Health and wellness	-	169,691	169,691
Pet programs	-	25	25
Beverly Fund	-	21,355	21,355
Other programs	-	15,154	15,154
In-kind	53,508	-	53,508
Net assets released from restrictions	337,137	(337,137)	-
<b>Total support and revenues</b>	<b>556,652</b>	<b>(30,965)</b>	<b>525,687</b>
<b>Expenses:</b>			
Children's cancer	109,215	-	109,215
Health and wellness	325,516	-	325,516
Literacy and education	61,520	-	61,520
Pet programs	20,000	-	20,000
Endangered species	2,000	-	2,000
Scholarships	20,000	-	20,000
Disaster relief	16,500	-	16,500
Beverly Fund	26,612	-	26,612
Other programs	59,652	-	59,652
General and administrative	77,958	-	77,958
<b>Total expenses</b>	<b>718,973</b>	<b>-</b>	<b>718,973</b>
<b>CHANGE IN NET ASSETS</b>	<b>(162,321)</b>	<b>(30,965)</b>	<b>(193,286)</b>
<b>Net assets at beginning of year</b>	<b>215,208</b>	<b>176,747</b>	<b>391,955</b>
<b>Net assets at end of year</b>	<b>\$ 52,887</b>	<b>\$ 145,782</b>	<b>\$ 198,669</b>

The accompanying notes are an integral part of these financial statements

# **BUILD-A-BEAR WORKSHOP FOUNDATION, INC.**

## **Statements of Cash Flows**

Years ended December 31, 2009 and 2008

	<u>2009</u>	<u>2008</u>
<b>Cash flows from operating activities:</b>		
Change in net assets	\$ 86,081	\$ (193,286)
Adjustments to reconcile change in net assets to net cash provided by (used in) operating activities		
(Increase) decrease in operating assets		
Pledges receivable	(512,771)	(33,602)
Increase (decrease) in operating liabilities		
Contributions payable	503,939	15,651
Due to related party	7,107	-
	<u>84,356</u>	<u>(211,237)</u>
<b>Net cash provided by (used in) operating activities</b>	<b>84,356</b>	<b>(211,237)</b>
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	<b>84,356</b>	<b>(211,237)</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>272,227</b>	<b>483,464</b>
<b>Cash and cash equivalents at end of year</b>	<b>\$ 356,583</b>	<b>\$ 272,227</b>

The accompanying notes are an integral part of these financial statements.

# **BUILD-A-BEAR WORKSHOP FOUNDATION, INC.**

## **Notes to Financial Statements**

December 31, 2009

---

### **Note A - Nature of Activities**

Build-A-Bear Workshop Foundation, Inc. (the "Foundation") is committed to improving and impacting the lives of children and families by supporting programs that provide research, treatment, and education for children health and wellness causes. The Foundation also supports programs which promote literacy and education, the preservation of endangered animals and their habitats, domestic animal shelters, disaster relief, and environmental concerns.

In 2004, the Foundation established a scholarship program originally funded with two separate \$100,000 donations by which associates of Build-A-Bear Workshop may apply for up to 20 individual \$1,000 scholarships to be awarded annually.

### **Note B - Summary of Significant Accounting Policies**

#### **Basis of Accounting and Presentation**

The financial statements have been prepared on the accrual basis of accounting. Additionally, financial statement presentation follows the recommendations of the Financial Accounting Standards Board Accounting Standards Codification (FASB ASC) 958-205-05 (formerly Statement of Financial Accounting Standard (SFAS) No. 117, *Financial Statements of Not-for-Profit Organizations*). Under FASB ASC 958-205-05, the Foundation is required to report information regarding its financial position and activities according to three classes of net assets: unrestricted, temporarily restricted, and permanently restricted net assets.

#### **Revenue and Support**

The Foundation receives a substantial portion of its revenue from related parties. The related parties collect donations in their retail stores and through their websites on behalf of the Foundation under the authorized agent agreements as described in Note D.

Related parties also donate portions of proceeds of certain specifically identifiable products and restrict those donations for various Foundation charitable causes.

#### **Use of Estimates in Financial Statement Preparation**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results could differ from those estimates.

# **BUILD-A-BEAR WORKSHOP FOUNDATION, INC.**

## **Notes to Financial Statements - Continued**

December 31, 2009

---

### **Note B - Summary of Significant Accounting Policies (Continued)**

#### **Restricted and Unrestricted Revenue and Support**

Contributions received are recorded as unrestricted, temporarily restricted or permanently restricted, depending on the existence or nature of any donor restrictions. The Foundation reports donations of cash and other assets as restricted support if they are received with donor stipulations that limit the use of the donated assets. When the satisfaction of a restriction is accomplished, temporarily restricted net assets are reclassified to unrestricted net assets and reported in the statement of activities as net assets released from restrictions.

#### **Cash and Cash Equivalents**

For purposes of the statement of cash flows, the Foundation considers all highly liquid investments with an initial maturity of three months or less to be cash equivalents. The Foundation's cash and cash equivalents on deposit with financial institutions at times may be in excess of federally insured limits.

#### **Pledges Receivable**

Pledges receivable are made up of support due within one year from related parties. Pledges receivable are stated at the amount management expects to collect from balances outstanding at year-end. Due to the receivables being from related parties, management has concluded that there will be no realization losses on the balances outstanding.

#### **Contributed Services**

The Foundation received donated administrative services from a related party valued at \$29,381 and \$53,508 during 2009 and 2008, respectively. The services meet the criteria for recognition under FASB ASC 958-605-25 (formerly SFAS No. 116), and are recorded in the accompanying financial statements as in-kind support.

#### **Functional Allocation of Expenses**

Costs have been summarized on a functional basis in the statements of activities. Accordingly, certain costs have been allocated between program expenses and general and administrative expenses.

#### **Income Taxes**

The Foundation constitutes a qualified not-for-profit organization under Section 501(c)(3) of the Internal Revenue Code and is, therefore, exempt from federal income taxes.

# **BUILD-A-BEAR WORKSHOP FOUNDATION, INC.**

## **Notes to Financial Statements - Continued**

December 31, 2009

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### **Note B - Summary of Significant Accounting Policies (Continued)**

#### **Income Taxes (Continued)**

During 2009, the Foundation adopted recently issued accounting rules for uncertain tax positions. Those rules require financial statement recognition of the impact of a tax position if a position is more likely than not of being sustained on audit, based on the technical merits of the position. These rules also provide guidance on measurement, recognition, classification, interest and penalties, transition, and disclosure requirements for uncertain tax positions. The adoption of the new rules had no impact on the current financial statements. The Foundation's federal Form 990 for tax years 2006 and later remain subject to examination by taxing authorities.

### **Note C - Temporarily Restricted Net Assets**

Temporarily restricted net assets account for all contributions that are restricted for specific purposes or time periods:

	<u>2009</u>	<u>2008</u>
Children's cancer	\$ 188	\$ -
Health and wellness	15,479	-
Scholarship	91,600	114,000
Beverly fund	24,912	30,782
Other	<u>1,200</u>	<u>1,000</u>
	<u>\$ 133,379</u>	<u>\$ 145,782</u>
	<u>2009</u>	<u>2008</u>
Net assets released as of December 31, Program restrictions	<u>\$ 733,570</u>	<u>\$ 337,137</u>

### **Note D - Related Party Transactions**

Support and related pledges receivable for the years ended December 31, 2009 and 2008 primarily consist of amounts collected by related parties. The Foundation entered into authorized agent agreements with the related parties in December 2003, which specifies the relationship between the organizations. Under the terms of the agreements, the related parties collect donations in their retail stores and through their website on behalf of the Foundation.



## **BUILD-A-BEAR WORKSHOP FOUNDATION, INC.**

### **Notes to Financial Statements - Continued**

December 31, 2009

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#### **Note D - Related Party Transactions (Continued)**

The related parties also donate portions of public sales of certain specifically identifiable products and restrict these donations resulting from these sales for various Foundation charitable causes.

The Foundation received donated services from a related party as described in Note B.

#### **Note E - Subsequent Events**

The Foundation has evaluated events and transactions subsequent to December 31, 2009 through August 2, 2010. No events require recognition in the financial statements or disclosures of the Foundation per the definitions and requirements of FASB ASC Section 855-10.

Form **8868**

(Rev. April 2009)

Department of the Treasury  
Internal Revenue Service**Application for Extension of Time To File an  
Exempt Organization Return**

► File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.**

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐

*All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns*

**Electronic Filing (e-file).** Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T). However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated Form 990-T. Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868. For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*

Type or print  File by the due date for filing your return. See instructions.	Name of Exempt Organization <b>BUILD-A-BEAR WORKSHOP FOUNDATION, INC.</b>	Employer identification number <b>33 1007188</b>	
	Number, street, and room or suite no. If a P.O. box, see instructions <b>1954 INNERBELT BUSINESS CENTER DRIVE</b>		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>ST LOUIS MO 63114</b>		

Check type of return to be filed (file a separate application for each return)

- |  |   |                                    |
|--|---|------------------------------------|
| <input checked="" type="checkbox"/> Form 990 | <input type="checkbox"/> Form 990-T (corporation)                 | <input type="checkbox"/> Form 4720 |
| <input type="checkbox"/> Form 990-BL         | <input type="checkbox"/> Form 990-T (sec. 401(a) or 408(a) trust) | <input type="checkbox"/> Form 5227 |
| <input type="checkbox"/> Form 990-EZ         | <input type="checkbox"/> Form 990-T (trust other than above)      | <input type="checkbox"/> Form 6069 |
| <input type="checkbox"/> Form 990-PF         | <input type="checkbox"/> Form 1041-A                              | <input type="checkbox"/> Form 8870 |

- The books are in the care of ► **TINA KLOCKE**

Telephone No ► ( **314** ) **423-8000** FAX No ► ( **314** ) **423-8188**

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **08/15**, 20**10**, to file the exempt organization return for the organization named above. The extension is for the organization's return for

- ☒ calendar year 20**09** or  
► ☐ tax year beginning \_\_\_\_\_, 20\_\_\_\_, and ending \_\_\_\_\_, 20\_\_\_\_\_

2 If this tax year is for less than 12 months, check reason. ☐ Initial return ☐ Final return ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$
b If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$
c <b>Balance Due.</b> Subtract line 3b from line 3a. Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.