

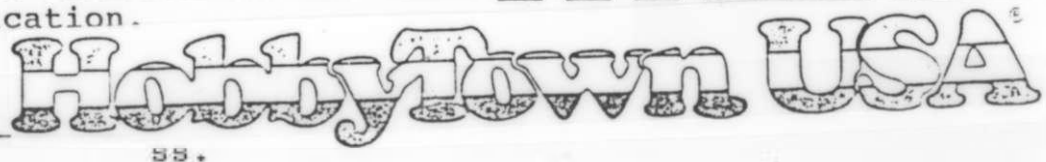
STATE OF WYOMING
SECRETARY OF STATE
State Capitol
Cheyenne, Wyoming 82002

FILED

AUG 19 92 275800

APPLICATION FOR REGISTRATION OF TRADEMARK OR SERVICE MARK

1. BE IT KNOWN THAT THE APPLICANT HOBBY TOWN UNLIMITED, INC. has heretofore adopted and used a certain trademark and hereby makes application for registration of such trademark.
2. Business address of applicant is: 5930 SOUTH 58TH STREET, SUITE M. LINCOLN, NEBRASKA 68516
3. Mailing address of applicant is: SAME AS ABOVE
4. Applicant is: (a) individual (b) partnership (c) a corporation (d) other (CIRCLE ANSWER) If (b) give names and address of partners: _____
If (c) show when and where incorporated (State) NEBRASKA (Date) 9/24/85
If (d) explain: _____
5. Provide a written description of trademark or service mark. Your description must include all words, names, symbols, devices and designs which the applicant wishes to be included within the mark. You may attach a separate sheet if needed; however, you must describe the trademark completely. "HOBBYTOWN USA" IN BOLD STYLIZED LETTERS
6. Provide the class number and title of the goods or services (see reverse) USE ONLY ONE CLASS CODE PER REGISTRATION. 101 - ADVERTISING AND BUSINESS
7. Provide a brief description of the goods or services within the class (i.e., what your product is, or what service you provide.) THE SALE OF HOBBY STORE FRANCHISES WHICH WILL BE CONCERNED WITH THE RETAIL SALES OF HOBBY AND ENTERTAINMENT MERCHANDISE.
8. List the mode or manner in which the mark is used to identify the goods or services (e.g., GOODS-labels on cans, bags, wrappers, etc.; tags, nameplates affixed directly to product; SERVICES-labels on laundry bags, advertising, window signs, etc.) By applying it to advertising and correspondence.
9. Date of first use by applicant or predecessor:
(a) Anywhere January 1, 1948 THE MARK MUST HAVE BEEN USED
(b) In THIS State July 1, 1990 BEFORE IT MAY BE REGISTERED
10. THREE specimens or facsimiles of the mark AS IT IS ACTUALLY USED must accompany this application.

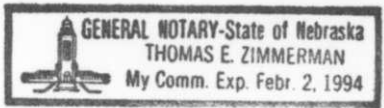


State of NEBRASKA
County of LANCASTER

MARY E. HAYES, being first duly sworn, deposes and says that she is SECRETARY/TREASURER of the applicant and (title)

makes this affidavit on behalf of the applicant. He has read the above application, and the facts set out therein are true; he believes the applicant to be the owner of the mark sought to be registered; to his best knowledge and belief no other person, firm, corporation or association has the right to use said mark in this State, either in the identical form or in such near resemblance thereto as might be calculated to deceive.

Date: 8-11-92 Signature: _____
Subscribed and sworn to before me this 11th day of August, 19 92



[Signature]
(Notary Public)

SEAL

My commission expires: _____

HOBBYTOWN USA
MARY E. HAYES
5930 S. 58TH ST. #M
LINCOLN, NE 68516

FILED: 06/07/2002
CID: 1992-00275800
WY Secretary of State
Doc. ID: 2002-00436164

208717

**APPLICATION FOR RENEWAL OF
TRADEMARK OR SERVICE MARK REGISTRATION**

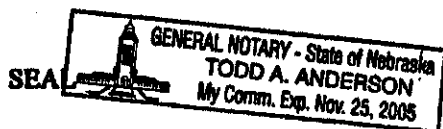
- Name of applicant: Hobby Town Unlimited, Inc.
- Business address of applicant: 6301 South 58th Street, Lincoln, NE 68516
- Mailing address of applicant: 6301 South 58th Street, Lincoln, NE 68516
- Applicant is: (a) individual; **(b) corporation**; (c) limited partnership; (d) general partnership; (e) limited liability company; (f) statutory trust; (g) other (CIRCLE ANSWER)
If (b) (c) (e) or (f) show when and where incorporated or organized:
(STATE) Nebraska (DATE) 9/24/85
If (c) or (d) list the names of the general partners: _____
If (e) or (f) list the names of the managers, members or trustees: _____
If (g) explain: _____
- Date of original registration in the office of the Wyoming Secretary of State: August 19, 1992
- Provide a written description of the trademark or service mark. Your description must include all words, names, symbols, devices and designs which appear on the mark. You may attach a separate sheet if needed; however, you must describe the trademark completely. _____
"HobbyTown USA" in bold stylized letters
- Provide the class number and title of the goods or services (see reverse) use only one class code per renewal. _____
101
- Provide a brief description of the goods or services within the class (i.e., what your product is, or what service you provide.) The sale of hobby store franchises which will be concerned with the retail sales of hobby and entertainment merchandise.
- List the mode or manner in which the mark is used to identify the goods or services (e.g.: goods - labels on cans, bags, wrappers, etc.; tags, nameplates affixed directly to product; services - labels on laundry bags, advertising, window signs, etc.) By applying it to advertising and correspondence.
- An application to register the mark or portions or a composite has been filed by the applicant or a predecessor in interest in the U.S. Patent and Trademark office: Yes X No _____
If yes, provide filing date, serial number of each application, the status and, if any application was finally refused registration or has not otherwise resulted in registration, the reasons therefor. _____
Reg. No. 1,637,763, issued on 3/12/91 and renewed on 5/8/01
- Three specimens or facsimiles of the mark **as it is actually used** must accompany this renewal application.
- The applicant is the owner of the mark. The mark has been and is still in use and to the knowledge of the person verifying this application, no other person has registered, either federally or in this state, or has the right to use such mark either in the identical form thereof or in such near resemblance as to be likely, when applied to the goods or services of such other person, to cause confusion or to cause mistake or to deceive.

Date: 5-29-02

Signed: Signature available on original document H. Graeve
Title: Vice President of Finance

State of Nebraska)ss.
County of Lancaster)

Subscribed and sworn to before me this 29th day of May, 2002
by William A. Graeve



Todd A. Anderson
Notary Public
My commission expires: Nov. 25, 2005

02 JUN - 7 AM '06
RECEIVED
SECRETARY OF STATE

HobbyTown USA® is the PREMIER franchisor in the hobby industry!

- **Have fun while you work**
- **National buying power**
- **Comprehensive training and support**
- **Markets available nationwide**
- **Largest hobby franchise in the world!**
- **Free accounting services**
- **No hobby or retail experience needed**

For franchise
information
call now!

(800) 858-7370

HobbyTown USA®
6301 South 58th Street
Lincoln, NE 68516
Fax: (402) 434-5055
E-mail: dfo@hobbytown.com
www.hobbytown.com

Estimated Initial Investment

<u>Investment</u>	<u>Traditional Market</u>
Franchise Fee	\$19,500
Travel and Living Expenses While Training	Variable
Inventory	\$125,000-\$200,000
Building Fixtures, improvements and Flooring	\$20,000-\$40,000
Point of Sale Computer System	\$10,000-\$11,000
Accounting Software	\$350-\$500
HobbyTown USA® signage	\$3,500-\$5,000
Other Equipment	\$3,000-\$5,000
Real Property & misc. rent, security deposit, utilities, insurance and phone	\$9,000-\$10,000
Initial Advertising	\$7,000-\$10,000
Supplies	\$6,000-\$8,000
Turn-Key Fee	\$7,500
Other Labor for Store set-up	\$2,000-\$3,000
Freight	\$1,000-\$4,500
<u>Additional Funds (3 months)</u>	<u>\$5,000-\$15,000</u>
Estimated Total:	\$218,850 - \$339,000

**Top 200 Franchisee Satisfaction
2001 Ranking**

HobbyTown USA® Ranked #15

by Four Criteria:

**Leadership, Training & Support
Trust & Communication
Product & Passion
Respect**

Join the best in the Business.

*Ranked in the
Top 2% of
Franchises
worldwide.*



HobbyTown USA®
Where Hobbies Begin!
www.hobbytown.com



No Retail Experience Necessary

We have the system to help you successfully operate your HobbyTown

USA® store. Our experience, knowledge and comprehensive training program will help you meet your goals.

Products

HobbyTown USA® is in the business of selling hobby and entertainment products. We believe that HobbyTown USA® stores are unique in comparison to other hobby stores. We carry an extensive inventory of merchandise. Products are carefully and thoughtfully selected to satisfy the personal interest of a wide range of hobby enthusiasts. We stock products that interest not only the traditional, experienced hobbyist, but also the beginner, who is just starting to discover the exciting challenges of a new hobby.



Work and Play

The most successful business people today are successful because they enjoy their work. HobbyTown USA® owners have chosen to be a part of our family because they enjoy "selling fun" to their customers.

Progressive Business Strategy

The key to the success of our stores has been identifying industry trends, diversifying into new areas and capitalizing on new products and concepts before everyone else. Our stores have increased sales of kids products and transitional hobby products in recent years as a result of the product mix we have developed. This has not only helped increase overall store sales, but has broadened our customer base and increased our store owner's bottom line.



Starting Up

How do I start my HobbyTown USA®? First, complete the attached Prospective Profile and send it to us. Secondly, you will want to talk to our staff about the details of developing your store. Next, you'll visit our headquarters to meet the people who are HobbyTown USA®. Finally, you will sign a franchise agreement, pay your franchise fee and you'll be on your way to opening your own HobbyTown USA®!

Confidential Prospective Franchisee Profile

Please complete this preliminary profile in order to help us determine mutual compatibility and financial responsibility. The completion of this profile in no way obligates you or HobbyTown USA®. HobbyTown USA® may, at its own discretion, conduct a credit check.

Name: _____

Address: _____

City: _____ State: _____

Zip: _____

Home Phone: _____

Business Phone: _____

e-mail address: _____

Birth Date: _____ SSN# _____

Geographical Preference: _____

(Minimum 75,000 population)

ASSETS	LIABILITIES
Checking \$	Real Estate Mortgages \$
Savings \$	Credit Cards \$
Stocks & Bonds <small>(Net IRA/401K)</small> \$	Automobile Loans \$
Real Estate <small>(Market Value)</small> \$	Other Bank Loans <small>(List)</small> \$
Automobiles \$	
IRA/401K \$	401K Loans \$
Notes Receivable \$	Taxes \$
Accounts Receivable \$	Life Insurance Loans \$
Other Assets <small>(List)</small> \$	Other Notes Payable <small>(List)</small> \$
Total Assets \$	Total Liabilities \$
Net Worth <small>(Total Assets Less Total Liabilities)</small> \$	

I certify that the enclosed information as given is complete, true and correct.

Applicant's Signature: _____

Date: _____

It is understood that the purpose of this questionnaire is for general information and in no way binding upon either party. It is, however, understood that the applicant supplies the information contained herein, to the best of his or her knowledge and ability and that the Company relies on this information in assessing the desirability and qualification of the applicant.