

1-31-92 NRD 01-21-99



Patent and Trademark Office

Tab settings ▼

To the Honorable Commissioner of

100948456

ned original documents or copy thereof.

1. Name of conveying party(ies):
D & B Holding, Inc.

Individual(s) Association
 General Partnership Limited Partnership
 Corporation-State Delaware
 Other

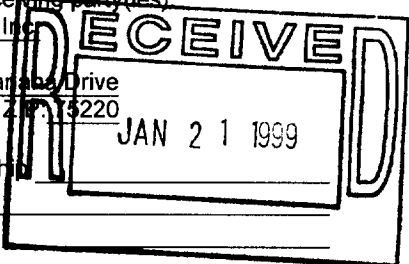
Additional name(s) of conveying party(ies) attached?
 Yes No

2. Name and address of receiving party(ies):
Name: Dave & Buster's, Inc.
Internal Address:
Street Address: 2481 Marquette Drive
City: Dallas State: TX ZIP: 75220
Country: USA

Individual(s) citizenship
 Association
 General Partnership
 Limited Partnership
 Corporation-State Missouri
 Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No

(Designations must be a separate document from Assignment)
Additional name(s) & address(es) attached? Yes No



3. Nature of conveyance:
 Assignment Merger
 Security Agreement Change of Name
 Other _____

Execution Date: June 20, 1995

4. Application number(s) or registration number(s):
A. Trademark Application No.(s)

B. Trademark registration No.(s)

2,011,447

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:
Name: Paul F. Kilmer, Esq.
Internal Address: Gadsby & Hannah LLP
Street Address: 1747 Pennsylvania Avenue, N.W.,
 Suite 700
City: Washington State: DC ZIP: 20006

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41): \$40.00 €
 Enclosed
 Authorized to be charged to deposit account

8. Deposit account number: _____
(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Anthony R. Masiello
Name of Person Signing

Signature

January 21, 1999
Date

01/25/1999 DMGUYEN 00000059 2011447

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40.00 DP

Total number of pages comprising cover sheet:

1

OMB No. 0651-0011 (exp. 4/94)

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STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE RECORDS

DAVE & BUSTER'S, INC.

I, REBECCA MCDOWELL COOK, SECRETARY OF STATE OF THE STATE OF MISSOURI AND KEEPER OF THE GREAT SEAL THEREOF, DO HEREBY CERTIFY THAT THE ANNEXED PAGES CONTAIN A FULL, TRUE AND COMPLETE COPY OF THE ORIGINAL DOCUMENTS ON FILE AND OF RECORD IN THIS OFFICE.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 21ST DAY OF APRIL, 1997.

Rebecca McDowell Cook
Secretary of State



STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State
CORPORATION DIVISION

CERTIFICATE OF MERGER
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:
Name of Corporations

D & B HOLDING, INC. (A Delaware corp not qualified)
INTO:

DAVE & BUSTER'S, INC. (#00334364)

Organized and Existing Under Law of Missouri, Delaware

have been received, found to conform to law, and filed.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned corporations is effected, with

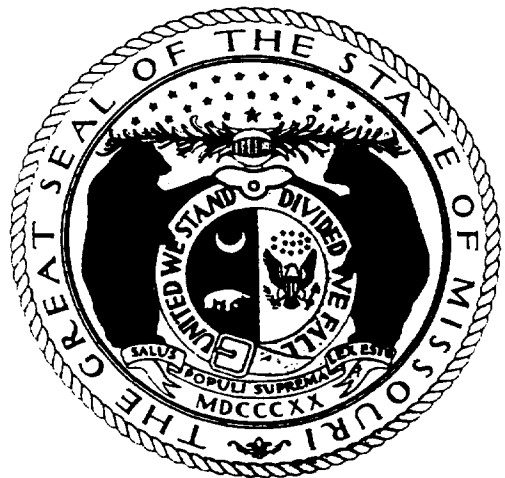
DAVE & BUSTER'S, INC. (#00334364)

as the surviving corporation.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
10th DAY OF July , 19 95 .

Rebecca McDowell Cook

Secretary of State



\$30.00

Corporation Division

ARTICLES OF MERGER

(To be submitted in duplicate by an attorney.)

FILED AND CERTIFICATE
ISSUED

JUL 10 1995

SECRETARY OF STATE
STATE OF MISSOURI
P.O. BOX 778
JEFFERSON CITY, MO 65102

Rebecca McDowell Cook
SECRETARY OF STATE

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned Corporations certify the following:

- (1) That Dave & Buster's, Inc., a Missouri corporation, and D & B Holding, Inc., a Delaware corporation, are hereby merged and that the above named Dave & Buster's, Inc. is the surviving corporation.
- (2) That the Board of Directors of Dave & Buster's, Inc. on May 25, 1995 approved the Plan of Merger attached to these articles.
- (3) That the Board of Directors of D & B Holding, Inc. by unanimous consent on June 20, 1995 approved the Plan of Merger attached to these articles.
- (4) The Plan of Merger thereafter was approved by unanimous consent of the shareholders of Dave & Buster's, Inc. on June 20, 1995. There were 4,417,498 shares entitled to vote.
- (5) The Plan of Merger thereafter was approved by unanimous consent of the shareholders of D & B Holding, Inc. on June 20, 1995. There were 2,000 shares entitled to vote.

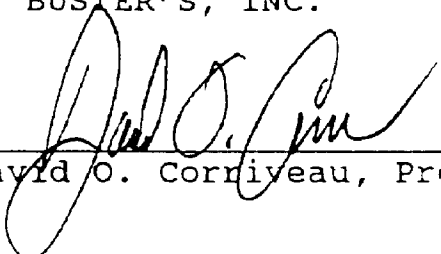
(6) PLAN OF MERGER

SEE ATTACHED EXHIBIT A.

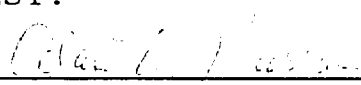
IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

CORPORATE SEAL

DAVE & BUSTER'S, INC.

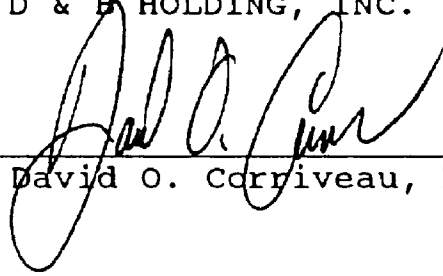
By 
David O. Corriveau, President

ATTEST:

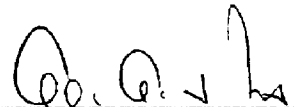
By 
Alan L. Murray, Secretary

CORPORATE SEAL

D & B HOLDING, INC.

By 
David O. Corriveau, President

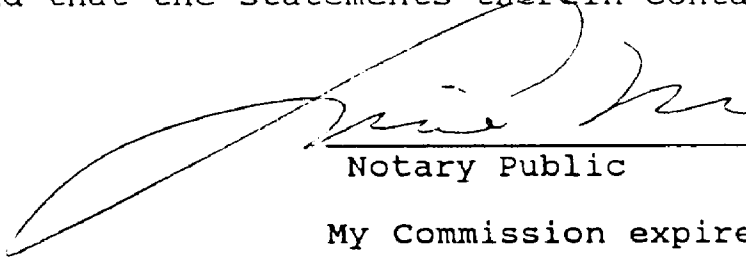
ATTEST:

By 
Alan A. Sachs, Secretary

State of Missouri)
)
County of St. Louis)

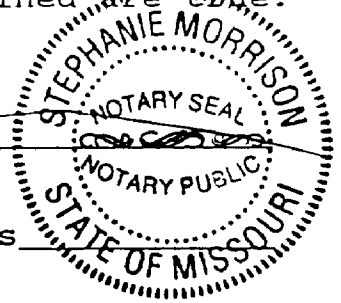
I, STEPHANIE MORRISON, a Notary Public, do hereby certify that on the 20TH day of June, 1995, personally appeared before me David O. Corriveau, who being by me first duly sworn, declared that he is the President of Dave & Buster's, Inc. that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)



Notary Public

My Commission expires _____

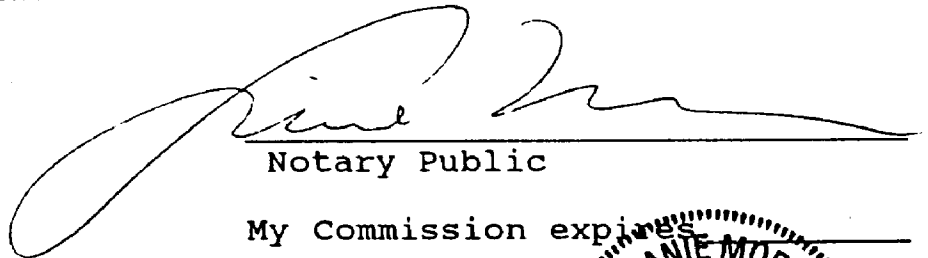


STEPHANIE MORRISON
NOTARY PUBLIC—STATE OF MISSOURI
ST LOUIS COUNTY
MY COMMISSION EXPIRES APRIL 7, 1997

State of Missouri)
)
County of St. Louis)

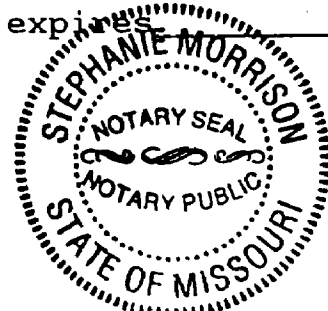
I, STEPHANIE MORRISON, a Notary Public, do hereby certify that on the 20TH day of June, 1995, personally appeared before me David O. Corriveau, who being by me first duly sworn, declared that he is the President of D & B Holding, Inc. that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

(Notarial Seal)



Notary Public

My Commission expires _____



STEPHANIE MORRISON
NOTARY PUBLIC—STATE OF MISSOURI
ST LOUIS COUNTY
MY COMMISSION EXPIRES APRIL 7, 1997

TERMS AND PLAN OF MERGER

2.1 Merger and Effect of Merger.

(a) The constituent corporations of the Merger are D & B Holding, Inc., a Delaware corporation ("Holding"), and Dave & Buster's, Inc., a Missouri corporation ("D&B").

(b) At the Merger Effective Time (as defined below), Holding shall be merged into D&B and the separate corporate existence of Holding shall thereupon cease. D&B shall be the surviving corporation in the Merger (the "Surviving Corporation"), and the separate corporate existence of D&B with all its rights, privileges, immunities, powers, franchises and authority shall continue unaffected and unimpaired by the Merger.

(c) The effect of the consummation of the Merger shall be as provided by the applicable provisions of the Delaware Corporation Law and the General and Business Corporation Law of Missouri (the "Missouri Corporation Law"). Without limiting the generality of the foregoing, and subject thereto, at and after the Merger Effective Time, (i) the Surviving Corporation shall possess all assets and property of every description, and every interest therein, wherever located, and the rights, privileges, immunities, powers, franchises and authority of a public as well as of a private nature, of each of Holding and D&B, and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest, of or belonging to or due to each of them, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; (ii) title to any real estate or any interest therein vested in either Holding or D&B shall not revert or in any way be impaired by reason of the Merger; (iii) all rights of creditors and all liens on any property of either Holding or D&B shall be preserved unimpaired; and (iv) the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of both Holding and D&B, and any claim existing, or action or proceeding pending, by or against either of them, may be prosecuted to judgment with the right of appeal, as if the Merger had not taken place.

(d) If, at any time after the Merger Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurances or any other actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of D&B and Holding acquired or to be acquired by the Surviving

Corporation as a result of, or in connection with, the Merger or to otherwise carry out this Agreement, the officers and directors of the Surviving Corporation shall be authorized to execute and deliver, in the name and on behalf of the parties hereto or otherwise, all such deeds, bills of sale, assignments and assurances and to take and do, in the name and on behalf of the parties hereto or otherwise, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to and under such rights, properties or assets in the Surviving Corporation or otherwise to carry out this Agreement.

2.2 Method of Effecting Merger and Closing. The Merger shall be effected as follows:

(a) Following satisfaction or waiver of all conditions to the closing of the Merger, on the Merger Closing Date (as hereinafter defined) (i) an appropriate Certificate of Merger, setting forth the information required by, and executed and verified in accordance with, the Delaware Corporation Law, shall be filed in the offices of the Secretary of State of Delaware, and (ii) appropriate Articles of Merger, setting forth the information required by, and executed and verified in accordance with, the Missouri Corporation Law, shall be filed in the offices of the Secretary of State of Missouri. The Merger shall become effective and be consummated upon the completion of each of the foregoing requirements. The date and time of such effectiveness is herein referred to as the "Merger Effective Time".

(b) The closing of the Merger (the "Merger Closing") shall take place at the offices of Bryan Cave, One Metropolitan Square, Suite 3600, St. Louis, MO 63102 on June 28, 1995, or such other date, time and place as the parties may mutually agree (the "Merger Closing Date").

2.3 Conversion of Shares. At the Merger Effective Time, by virtue of the Merger and without any action on the part of any holder thereof:

(a) All shares of Holding common stock (the "Holding Common Stock") held in Holding's treasury immediately prior to the Merger Effective Time, if any, shall be cancelled and no cash or other consideration of any kind shall be delivered in exchange therefor under this Agreement.

(b) All shares of Holding Common Stock held by D&B immediately prior to the Merger Effective Time, shall be cancelled and no cash or other consideration of any kind shall be delivered in exchange therefor under this Agreement.

(c) Each share of Holding Common Stock held by any of the Minority Owners prior to the Merger Effective Time shall, by

SL01 227900.1

virtue of the Merger, automatically be converted into the right to receive the Exchange Consideration in accordance with Section 2.5 upon surrender of the certificate representing such share. From and after the Merger Effective Time, certificates theretofore evidencing shares of Holding Common Stock held by the Minority Owners immediately prior to the Merger Effective Time shall no longer evidence shares of Holding Common Stock, but shall evidence only the right to receive, in exchange therefor, the Exchange Consideration as provided in Section 2.5.

(d) Each issued and outstanding share of the capital stock of D&B issued and outstanding immediately prior to the Merger Effective Time shall remain valid and unaffected thereby.

2.4 Shares of the Surviving Corporation. The authorized number and par value of shares of all classes of capital stock of D&B immediately prior to the Merger Effective Time shall be and remain the authorized number and par value of shares of the classes of capital stock of the Surviving Corporation from and after the Merger Effective Time.

2.5 Manner of Exchange of Holding Common Stock. As of the Merger Effective Time, the stock transfer books of Holding shall be closed and no transfer of certificates representing Holding Common Stock outstanding at the Merger Effective Time shall thereafter be made. D&B shall be the agent for surrender and exchange of shares of Holding Common Stock (the "Exchange Agent"). As soon as practicable after the Merger Effective Time, each Minority Owner, upon surrender to the Exchange Agent of one or more certificates for Holding Common Stock for cancellation, shall be entitled to receive a certificate or certificates representing a number of shares the common stock of D&B ("D&B Common Stock") set forth opposite his name on Exhibit A-1 hereto (the "Exchange Consideration"). In no event shall the holder of any surrendered Holding Common Stock be entitled to receive interest on (i) any cash into which the shares represented by such certificate shall have been exchanged or (ii) any dividends or other distributions to be paid after the Merger Effective Time on the shares of D&B Common Stock into which the shares of Holding Common Stock represented by such certificate shall have been exchanged. No dividends or other distributions on D&B Common Stock to be paid after the Merger Effective Time will be remitted to any person entitled to receive shares of D&B Common Stock until such person properly surrenders his or her certificate or certificates representing Holding Common Stock, at which time such dividends shall be remitted to such person, without interest.

2.6 Articles of Incorporation and Bylaws of Surviving Corporation. The Articles of Incorporation and Bylaws of D&B, as in effect immediately prior to the Merger Effective Time, shall without amendment be the Articles of Incorporation and Bylaws of the Surviving Corporation.

2.7 Directors and Officers of Surviving Corporation.
The directors and officers of D&B at the Merger Effective Time shall be the directors and officers of the Surviving Corporation, until their successors shall have been elected and shall qualify.

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EXHIBIT A-1

<u>Minority Owners</u>	<u>Shares of D&B Common Stock</u>
David O. Corriveau	331,312
James W. Corley	331,312
Walter S. Henrion	52,620
David H. Segrest	52,620
Barry T. Milton	11,694

IN THE UNITED STATES PATENT AND TRADEMARK OFFICE

In re Service Mark Registration of:

Dave & Buster's, Inc.
by assignment from D & B Holdings, Inc.

Registered: October 29, 1996

Registration No. 2,011,447

Mark: **THERE'S NO PLACE QUITE LIKE IT**

Assistant Commissioner for Trademarks
2900 Crystal Drive
Arlington, Virginia 22202-3513

POWER OF ATTORNEY

Registrant hereby appoints Paul F. Kilmer, Carol L.B. Matthews, Thomas W. Brooke, and Stephen J. Jeffries all members of the Bar of the District of Columbia, Anthony R. Masiello, a member of the Bar of the State of New York, and Gadsby & Hannah LLP, all having an address at 1747 Pennsylvania Avenue, N.W., Suite 700, Washington, D. C. 20006, with full power of substitution and revocation, to represent it in all proceedings affecting the mark and registration which may arise in the Patent and Trademark Office hereafter. Any previous powers of attorney relating to the mark and registration are hereby revoked.

DAVE & BUSTER'S, INC.

BY: Alan L. Murray

TITLE: Vice President

DATE: 1/20/99

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NO. 8264 P. 11

RECORDED: 01/21/1999

DAVE&BUSTERS

TRADEMARK

REEL: 1843 FRAME: 0934