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Department of Commerce  
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Submission Type

- New
- Resubmission (Non-Recordation)  
Document ID #
- Correction of PTO Error  
Reel #  Frame #
- Corrective Document  
Reel #  Frame #

Conveyance Type

- Assignment  License
- Security Agreement  Nunc Pro Tunc Assignment
- Merger Effective Date  
Month Day Year
- Change of Name
- Other

Conveying Party

Mark if additional names of conveying parties attached

Name

Execution Date  
Month Day Year

Formerly

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other
- Citizenship/State of Incorporation/Organization

Receiving Party

Mark if additional names of receiving parties attached

Name

DBA/AKA/TA

Composed of

Address (line 1)

Address (line 2)

Address (line 3)

City

State/Country

Zip Code

- Individual  General Partnership  Limited Partnership  Corporation  Association
- Other

If document to be recorded is an assignment and the receiving party is not domiciled in the United States, an appointment of a domestic representative should be attached. (Designation must be a separate document from Assignment.)

Citizenship/State of Incorporation/Organization

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Mail documents to be recorded with required cover sheet(s) information to:  
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TRADEMARK  
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**Domestic Representative Name and Address**

Enter for the first Receiving Party only.

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Correspondent Name and Address**

Area Code and Telephone Number

Name

Address (line 1)

Address (line 2)

Address (line 3)

Address (line 4)

**Pages** Enter the total number of pages of the attached conveyance document including any attachments. #

**Trademark Application Number(s) or Registration Number(s)**  Mark if additional numbers attached

Enter either the Trademark Application Number or the Registration Number (DO NOT ENTER BOTH numbers for the same property).

Trademark Application Number(s)

Registration Number(s)

**Number of Properties** Enter the total number of properties involved. #

**Fee Amount** Fee Amount for Properties Listed (37 CFR 3.41): \$

Method of Payment: Enclosed  Deposit Account

Deposit Account (Enter for payment by deposit account or if additional fees can be charged to the account.)

Deposit Account Number: #

Authorization to charge additional fees: Yes  No

**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. Charges to deposit account are authorized, as indicated herein.

Brian E. Lewis

Name of Person Signing

Signature

December 6, 2000

Date Signed

## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is made and entered into as of April 15, 1999 by and among Wizards of the Coast, Inc., a Washington corporation ("Wizards"), Network Acquisition Corp. I, a Washington corporation and wholly owned subsidiary of Wizards ("Acquisition Sub"), The Game Keeper, Inc., a California corporation (the "Company"), Carol Susan Bozzini, Anne Kimberly Friedman, Georgette Friedman, Rachel Friedman, Cindy Friedman Rohde, Cheryl Stern, and Michael Stern (collectively the "Majority Shareholders"), who own in the aggregate over 82 % of the Company's outstanding common stock.

### RECITALS

A. The Company, the Majority Shareholders, Wizards and Acquisition Sub believe it advisable and in their respective best interests to effect a merger of the Company and Acquisition Sub pursuant to this Agreement (the "Merger").

B. The Board of Directors of the Company has approved the Merger as required by applicable law.

C. The Board of Directors of Wizards and the Board of Directors and the sole shareholder of Acquisition Sub have approved the Merger as required by applicable law.

D. Each of the holders of common stock (the "Common Stock") of the Company (the "Shareholders") and the number of shares of Common Stock owned by each are set forth in Schedule 1.7 to this Agreement. In addition, certain persons hold options to purchase shares of Common Stock as set forth in Schedule 1.7 and other persons set forth in Schedule 1.7 may hold rights to receive options to purchase shares of the Common Stock.

E. This Agreement will be submitted to the Shareholders for approval under applicable law.

F. The definitions of certain capitalized terms used in this Agreement are set forth in Exhibit A.

### AGREEMENT

In consideration of the terms hereof, the parties hereto agree as follows:

# ARTICLE I - THE MERGER

## 1.1 The Merger

Upon the terms and subject to the conditions hereof, (a) at the Effective Time, the separate existence of Acquisition Sub shall cease and Acquisition Sub shall be merged with and into the Company (the Company is referred to herein after the Effective Time as the "Surviving Corporation"), and (b) from and after the Effective Time, the Merger shall have all the effects of a merger under the laws of the States of California and Washington.

## 1.2 The Closing

Subject to the parties confirming the satisfaction of the conditions to the Closing set forth in Article V and Article VI, or the proper waiver of such conditions, the closing of the Merger pursuant to this Agreement (the "Closing") shall take place on April 30, 1999 or May 31, 1999 at 10:00 a.m. local time at the offices of Perkins Coie LLP, 1201 Third Avenue, 48th Floor, Seattle, Washington, or such other time or location as Wizards and the Company shall agree (the "Closing Date"). At the Closing, each of the parties hereto shall deliver all such documents, instruments, certificates and other items as may be required under this Agreement or the Related Agreements or otherwise. If the Closing does not occur on or prior to May 31, 1999, Wizards may extend, by giving written notice of its election to the Company and the Majority Shareholders, the period for consummating the Closing through the last day of June, 1999.

## 1.3 Effective Date and Time

On the Closing Date and subject to the terms and conditions hereof, articles of merger (collectively, the "Articles of Merger") complying with the applicable provisions of the California General Corporation Act ("California Law") and the Washington Business Corporation Business Act ("Washington Law"), in such form and executed in such manner as required by California Law and Washington Law, respectively, shall be delivered for filing to the Secretary of State of the State of California (the "California Secretary") and the Secretary of State of the State of Washington (the "Washington Secretary"), respectively. The Merger shall become effective on the date and at the time (the "Effective Time") of filing of the Articles of Merger with the California Secretary and the Washington Secretary, or at such other time as may be specified in the Articles of Merger as filed. If the California Secretary or the Washington Secretary requires any changes in the Articles of Merger as a condition to their filing or to issuing its certificate to the effect that the Merger is effective, Wizards, Acquisition Sub, the Company, and the Majority Shareholders will execute any necessary revisions incorporating such changes, provided such changes

[SIGNATURE PAGE]

IN WITNESS WHEREOF, the parties hereto have entered into and signed this Agreement as of the date and year first above written.

WIZARDS OF THE COAST, INC., a  
Washington corporation

By   
Name Jeffrey A. Christianson, Secretary and  
Senior Vice-President

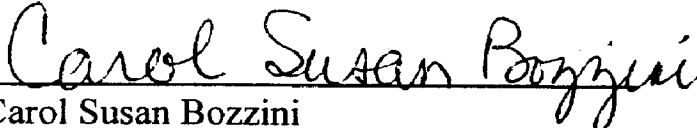
NETWORK ACQUISITION CORP. I, a  
Washington corporation

By   
Name Jeffrey A. Christianson, President


THE GAME KEEPER, INC., a California  
corporation

By   
Name Cheryl Stern, President


MAJORITY SHAREHOLDERS:

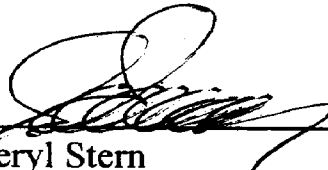
  
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Carol Susan Bozzini

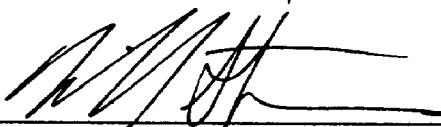
\_\_\_\_\_  
Anne Kimberly Friedman

  
\_\_\_\_\_  
Georgette Friedman

\_\_\_\_\_  
Rachel Friedman

  
\_\_\_\_\_  
Cindy Friedman Rohde

  
\_\_\_\_\_  
Cheryl Stern

  
\_\_\_\_\_  
Michael Stern