



State of Rhode Island and Providence Plantations
Office of the Secretary of State

Fee: \$50.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040

**Limited Liability Company
Annual Report**

Filing Period: September 1 - November 1

In accordance with R.I.G.L. 7-16-66(d), each limited liability company failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-16-66(b&c)) is subject to a penalty fee of \$25.00.

ANNUAL REPORT YEAR: 2011

1. ID No. 000550886

2. Exact Name of the Limited Liability Company 38 Studios, LLC

3. State of Formation

State: DE

4. Brief Description of the Character of the Business Which is Actually Conducted in Rhode Island

Video Game Development

5. Principal Office Address

No. and Street: C/O NRAI AGENTS LLC
160 GREENTREE DRIVE, SUITE 101

City or Town: DOVER State: DE Zip: 19904 Country: USA

6. Mailing Address of Limited Liability Company and Name or Title of Contact Person:

Contact Name: ERIC VALENTINE Contact Title: CORPORATE CONTROLLER

No. and Street: 1 EMPIRE PLAZA

City or Town: PROVIDENCE State: RI Zip: 02903 Country: USA

7. Name and Address of Each Manager of the Limited Liability Company, if Applicable.
DO NOT LIST MEMBERS

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
MANAGER	CURT SCHILLING	1 EMPIRE PLAZA PROVIDENCE, RI 02903 USA
MANAGER	MARTHA CROWNINSHIELD	1 EMPIRE PLAZA PROVIDENCE, RI 02903 USA
MANAGER	JIM HALPIN	1 EMPIRE PLAZA PROVIDENCE, RI 02903 USA
MANAGER	JENNIFER MACLEAN	1 EMPIRE PLAZA PROVIDENCE, RI 02903 USA
MANAGER	DOUGLAS MACRAE	1 EMPIRE PLAZA PROVIDENCE, RI 02903 USA
MANAGER	KEVIN J. ROCHE	1 EMPIRE PLAZA PROVIDENCE, RI 02903 USA
MANAGER	SUNDAR SUBRAMANIAM	1 EMPIRE PLAZA PROVIDENCE, RI 02903 USA
MANAGER	BILL THOMAS	1 EMPIRE PLAZA PROVIDENCE, RI 02903 USA
MANAGER	THOMAS ZACCAGNINO	1 EMPIRE PLAZA PROVIDENCE, RI 02903 USA

**8. RESIDENT AGENT IN RHODE ISLAND - DO NOT ALTER
Changes Require Filing of Form 642 - R.I.G.L. 7-16-11**

CT CORPORATION SYSTEM 10 WEYBOSSET STREET PROVIDENCE , RI 02903

9. This report must be executed by an authorized person pursuant to R.I.G.L. 7-16-66 (b).

Signed this 7 Day of May, 2012 at 12:23:41 PM by the authorized person. *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the company, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-16.*

By BILL THOMAS
Signature of Authorized Person

Form No. 632
Revised 09/07