



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

A. Ralph Mollis, Secretary of State
Corporations Division
148 W. River Street
Providence, RI 02904-2615
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2008

Filing Period: January 1 - March 1 • Filing Fee: \$50.00* THIS REPORT MUST BE TYPED OR PRINTED LEGIBLY IN BLACK INK
* In accordance with R.I.G.L. 7-1.2-1501(e), each corporation failing or refusing to file its annual report within thirty (30) days after the time prescribed by law (R.I.G.L. 7-1.2-1501(c&d)) is subject to a penalty fee of \$25.00.

1. Corporate ID No. 20946		2. Name of Corporation Baskin-Robbins USA, Co.			
3. Street Address Principal Business Office 130 Royall Street			City Canton	State MA	Zip 02021
4. Business Phone No. 781-737-3000		5. State of Incorporation California			
6. Brief Description of the Character of Business Conducted in Rhode Island					
7. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Jon L. Luther			Vice President Name David Lewin		
Street Address 130 Royall Street			Street Address 130 Royall Street		
City Canton	State MA	Zip 02021	City Canton	State MA	Zip 02021
Secretary Name Stephen Horn			Treasurer Name Kate S. Lavelle		
Street Address 130 Royall Street			Street Address 130 Royall Street		
City Canton	State MA	Zip 02021	City Canton	State MA	Zip 02021
8. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Jon L. Luther			Director Name Kate S. Lavelle		
Street Address 130 Royall Street			Street Address 130 Royall Street		
City Canton	State MA	Zip 02021	City Canton	State MA	Zip 02021
Director Name Stephen Horn			Director Name		
Street Address 130 Royall Street			Street Address		
City Canton	State MA	Zip 02021	City	State	Zip
9. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES					
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
2,000	Common NPV		1,500	Common	NPV
10. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>					
ISSUED SHARES — THIS SECTION MUST BE COMPLETED					
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value

This report must be executed on behalf of the corporation by an authorized representative. If the corporation is in the hands of a receiver or trustee, this report must be executed on behalf of the corporation by the receiver or trustee.

File Date **FILED**

Check No. **FEB 25 2008**

By: **0000990127**
By By
FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Audrey E. Holmes 2/14/08
Signature Date

Audrey E. Holmes
Print or Type Name

Assistant Secretary
Title

BASKIN-ROBBINS USA, CO.
Officers and Directors

Officers:

President and Chief Executive Officer: Jon L. Luther, 130 Royall Street, Canton, MA 02021
Vice President, Chief Operating Officer, U.S.: William A. Kussell, 130 Royall Street, Canton, MA 02021
Vice President, Chief Financial Officer: Kate S. Lavelle, 130 Royall Street, Canton, MA 02021
Vice President and Treasurer: Bonnie Monahan, 130 Royall Street, Canton, MA 02021
Vice President, Secretary: Stephen Horn, 130 Royall Street, Canton, MA 02021
Vice President, Chief Administrative Officer: Paul Leech, 130 Royall Street, Canton, MA 02021
Vice President and Controller: David Lewin, 130 Royall Street, Canton, MA 02021
Assistant Secretary: Audrey Holmes, 130 Royall Street, Canton, MA 02021

Directors:

Chairman, Jon L. Luther, 130 Royall Street, Canton, MA 02021
Kate S. Lavelle, 130 Royall Street, Canton, MA 02021
Stephen Horn, 130 Royall Street, Canton, MA 02021

LD # 20946