

TRADEMARK ASSIGNMENT

Electronic Version v1.1
Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	Conversion		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Baskin-Robbins Incorporated		03/01/2006	CORPORATION: DELAWARE

RECEIVING PARTY DATA	
Name:	Baskin-Robbins LLC
Street Address:	130 Royall Street
City:	Canton
State/Country:	MASSACHUSETTS
Postal Code:	02021
Entity Type:	LIMITED LIABILITY COMPANY: DELAWARE

PROPERTY NUMBERS Total: 61

Property Type	Number	Word Mark
Serial Number:	72272343	31
Serial Number:	72172718	31
Serial Number:	75303448	31 BASKIN ROBBINS
Serial Number:	72066443	31
Serial Number:	74142651	31
Serial Number:	78481808	4 FLAVORS 4 MONTHS
Serial Number:	78518215	4 FLAVORS 4 MONTHS
Serial Number:	78149350	AMERICA'S BIRTHDAY CAKE
Serial Number:	78568230	ARE YOU BOLD?
Serial Number:	78352904	BASEBALL NUT
Serial Number:	74142652	BASKIN 31 ROBBINS
Serial Number:	78507174	BASKIN 31 ROBBINS
Serial Number:	78507196	BASKIN 31 ROBBINS
Serial Number:	78564330	BASKIN 31 ROBBINS

OP \$1540.00 72272343

Serial Number:	78194276	BASKIN 31 ROBBINS SMOOTH & CREAMY HARD CANDY
Serial Number:	73528089	BASKIN-ROBBINS
Serial Number:	73283398	BASKIN-ROBBINS
Serial Number:	75466266	BASKIN-ROBBINS FLAVORS
Serial Number:	78379175	BOBSLED BROWNIE
Serial Number:	78336357	BOX OF CHOCOLATES
Serial Number:	76387525	CAPPUCCINO BLAST
Serial Number:	74142783	CHILLY BURRRGER
Serial Number:	78603694	CHIP OFF THE OLE CHEESECAKE
Serial Number:	78604464	CHIPPY TRAILS
Serial Number:	76152465	CHOCOLATE BLAST
Serial Number:	73386126	CHOCOLATE MOUSSE ROYALE
Serial Number:	74237439	
Serial Number:	74237440	
Serial Number:	78597820	FABULICIOUS SHAKES
Serial Number:	78567301	FLAVOR FANATICS
Serial Number:	78576059	FLAVOR FANATICS
Serial Number:	78574037	FLAVOR FANATICS
Serial Number:	76178928	FREEZE FRAME
Serial Number:	78194703	FROSTY COWS
Serial Number:	78353056	GOLD MEDAL RIBBON
Serial Number:	78536749	HAPPINESS SERVED DAILY
Serial Number:	73641832	HURRICONE
Serial Number:	73601217	INTERNATIONAL CREAMS
Serial Number:	76402663	JAMMIN' JAMOCA
Serial Number:	73577946	JAMOCA
Serial Number:	72378931	JAMOCA
Serial Number:	76098616	JAMOCA
Serial Number:	78191133	JAMOCA ALMOND FUDGE
Serial Number:	76402662	LOTTA CHOCOLATE CHIP
Serial Number:	78740491	LOVE GONE SOUR
Serial Number:	78378034	LOVE POTION #31
Serial Number:	78740490	MAUI BROWNIE MADNESS
Serial Number:	73577947	MIAMI ICE
Serial Number:	78383099	MINTOPIA BLAST

Serial Number:	78353077	QUARTERBACK CRUNCH
Serial Number:	74566620	RASPBERRY CHEESE LOUISE
Serial Number:	78604470	RAZZA DAZZA CHIP
Serial Number:	78626260	TAKE ME TO MY HAPPY PLACE
Serial Number:	78191018	TANGANILLA
Serial Number:	76407120	TAX CRUNCH
Serial Number:	76402664	TRIPLE-LAYER SHAKES
Serial Number:	78408003	TRUFFLE IN PARADISE
Serial Number:	74290330	TRULY FREE
Serial Number:	78406577	WHO WANTS SOME ICE CREAM?
Serial Number:	78353096	WINTER WHITE CHOCOLATE
Serial Number:	73568339	WORLD CLASS

CORRESPONDENCE DATA

Fax Number: (202)887-0689
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.
Phone: 202-861-9126
Email: wades@dsmo.com
Correspondent Name: Stephanie K. Wade
Address Line 1: 2101 L Street, N.W.
Address Line 4: Washington, DISTRICT OF COLUMBIA 20037

ATTORNEY DOCKET NUMBER:	D1383.0000
NAME OF SUBMITTER:	Stephanie K. Wade
Signature:	/Stephanie K. Wade/
Date:	03/03/2006

Total Attachments: 3
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Delaware

PAGE 1

The First State

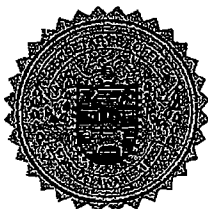
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "BASKIN-ROBBINS INCORPORATED" TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "BASKIN-ROBBINS INCORPORATED" TO "BASKIN-ROBBINS LLC", FILED IN THIS OFFICE ON THE FIRST DAY OF MARCH, A.D. 2006, AT 3:07 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF MARCH, A.D. 2006, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

0806369 8100V

060203319



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 4560.302

DATE: 03-01-06

TRADEMARK
REEL: 003258 FRAME: 0279

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:07 PM 03/01/2006
FILED 03:07 PM 03/01/2006
SRV 060203319 - 0806369 FILE

**CERTIFICATE OF CONVERSION
OF
BASKIN-ROBBINS INCORPORATED
TO
BASKIN-ROBBINS LLC**

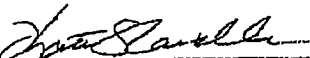
March 1, 2006

Pursuant to Title 8, Section 266 of the General Corporation Law of the State of Delaware and Title 6, Section 18-214 of the Limited Liability Company Act of the State of Delaware, Baskin-Robbins Incorporated, a Delaware corporation (the "Corporation"), does hereby certify to the following information relating to the conversion of the Corporation into Baskin-Robbins LLC, a Delaware limited liability company:

1. The Corporation was incorporated with the filing of its Certificate of Incorporation with the Secretary of State of the State of Delaware on October 21, 1974.
2. The name of the Corporation immediately prior to the filing of this Certificate of Conversion is Baskin-Robbins Incorporated. The name under which the Corporation was originally incorporated is B-R Holdings Inc.
3. The name of the limited liability company into which the Corporation shall be converted, as set forth in its Certificate of Formation, is Baskin-Robbins LLC.
4. This conversion has been duly approved by the Board of Directors and the sole stockholder of the Corporation in accordance with the provisions of Section 266 of the General Corporation Law of the State of Delaware.
5. Pursuant to Title 6, Section 18-214 of the Limited Liability Company Act of the State of Delaware, this Certificate of Conversion shall be effective at 11:59 p.m. EST on March 1, 2006.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Conversion to be signed by an authorized person as of the date first written above.

By: 
Kate S. Lavelle, Authorized Person

Certificate of Conversion