

No. C 119630	Due no later than May 31, 2001 Annual Report Form		2. Registered Agent and Office NO PO BOX CT CORPORATION SYSTEM 300 N 6TH ST BOISE, ID 83701													
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FILING FEE IF RECEIVED BY DUE DATE	1. Mailing Address - Correct in this box, if applicable A & W RESTAURANTS, INC. ATTN TAX DEPARTMENT PO BOX 11988 LEXINGTON, KY 40579 1988		3. <u>New</u> Registered Agent Signature													
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors. <table border="1"> <thead> <tr> <th><u>Office held</u></th> <th><u>Name</u></th> <th><u>Street or P.O. Address</u></th> <th><u>City</u></th> <th><u>State</u></th> <th><u>Zip</u></th> </tr> </thead> <tbody> <tr> <td colspan="6">Please see attached lists</td> </tr> </tbody> </table>					<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>	Please see attached lists					
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>											
Please see attached lists																
5. Organized Under the Laws of: MICHIGAN C 119630		6. Signature <u>Mark J. Plummer</u> Date <u>04/18/2001</u> Title: <u>Sr. VP & Controller</u> Name <small>(Typed or Printed)</small> <u>Mark J. Plummer</u>														

A&W RESTAURANTS, INC.

List of Officers

Chairman of the Board,
Chief Executive Officer and President

Sidney J. Feltenstein
5328 North Bay Road
Miami Beach, FL 33140

President and Chief Operating Officer

Kevin M. Bazner
2160 Island Drive
Lexington, KY 40502

Controller

Mark J. Plummer
1000 Crystal Court
Lexington, KY 40515

Secretary

Forrest W. Ragsdale
1020 Fincastle Road
Lexington, KY 40502

A&W Restaurants, Inc.

List of Directors

Mr. Dennis Shaughnessy
GROTECH CAPITAL GROUP
9690 Deereco Road, Suite 800
Timonium, MD 21093

Mr. Jim Stamas
BOSTON UNIVERSITY
School of Hospitality Administration
808 Commonwealth Avenue
Boston, MA 02215

Mr. Roger Sullivan
GROTECH CAPITAL GROUP
9690 Derreco Road, Suite 800
Timonium, MD 21093

Mr. Thomas R. Schwarz
60 West Cliff Road
Weston, MA 02193

Mr. Joseph E. Robert, Jr.
J.E. ROBERT COMPANIES
1650 Tysons Blvd., Suite 1600
McLean, VA 22102

Mr. Paul Klapper
PFK DEVELOPMENT GROUP
160 Spear Street, Suite 230
San Francisco, CA 94105

Mr. Thomas L. Hufnagel
101 Yorkshire Boulevard
Lexington, KY 40509

Mr. Richard McDonald
101 Yorkshire Boulevard
Lexington, KY 40509