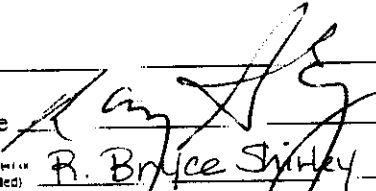


No. C 135538		Due no later than Sep 30, 2004 Annual Report Form		2 Registered Agent and Office NO PO BOX	
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080		TACO BELL CORP. TRICON TAX PO BOX 35918 17901 Von Karman Irvine, CALIFORNIA 92614 Attn: Law Dept.		CT CORPORATION SYSTEM 300 N 6TH ST BOISE, ID 83701	
NO FILING FEE IF RECEIVED BY DUE DATE		3. New Registered Agent Signature			
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors.					
Office held	Name	Street or P.O. Address	City	State	Zip
Dir./CCO	Emil Brolick	17901 Von Karman	Irvine	CA	92614
Dir./SEC	Steven L. Emmons	17901 Von Karman	Irvine	CA	92614
Asst SEC.	R. Bryce Shirley	17901 Von Karman	Irvine	CA	92614
(more officers attached)					
5. Organized Under the Laws of: CALIFORNIA C 135538			6. Signature  Name (Type or Print) R. Bryce Shirley Date 10/18/04 Title ASST. SEC.		

Issued 10/18/2004 by CLH

Do Not Tape or Staple

Fold, seal and mail this portion.

Detach at this perforation and discard this lower portion.

INSTRUCTIONS FOR THE IDAHO ANNUAL REPORT FORM

BLOCK 1: Entity name may not be altered through the use of this form. Pay special attention to the mailing address. If the correct mailing address is not given in Block 1, strike it out and write in the correct address. **Note:** To ensure future mailings, the corrected address must be inside Block 1.

BLOCK 2: To change the registered agent or office, strike the incorrect information and write in the correct information. **Note:** The office of the registered agent must be at a street address in Idaho; not a Post Office Box or Personal Mail Box.

BLOCK 3: Only a new registered agent must sign in Block 2.

BLOCK 4: Enter names and business addresses of president, secretary and directors (for corporations only) or managers/members (for LLC's only). **Note:** Putting "same as last year" or "same as above" will not be accepted. Changes here will not affect the address in Block 1.

BLOCK 5: May not be altered through the use of this form.

BLOCK 6: The annual report must be signed by a person authorized to represent the corporation/LLC. Print or type the name and title of the signer below the signature.

**** The Image of this form will be available on the Internet once it is filed. DO NOT enter Social Security Numbers.**

If the (corporation/Limited Liability Company) is no longer doing business in Idaho, you may file the appropriate form and fee. Forms are available on our website at www.idsos.state.id.us. However, if no timely annual report is filed, administrative action will be taken, at no cost to the (corporation/Limited Liability Company), to terminate the legal existence. If you have any questions contact the Commercial Division at (208) 334-2301.

POSTMARK DATES WILL NOT BE ACCEPTED

Directors, Officers Report

Taco Bell Corp.

DIRECTORS

Emil J. Brolick	Director
Steven L. Emmons	Director
Melissa Lora	Director

OFFICERS

Emil J. Brolick	Chief Concept Officer
Melissa Lora	Chief Financial Officer
Steven L. Emmons	Vice President - General Counsel and Secretary
Connie Colao	Chief People Officer
Rob Savage	Chief Operating Officer
Greg Creed	Chief Marketing Officer
Warren Widicus	Chief Technology & Quality Officer
Jeff Fox	Vice President - National Marketing
Robert Fulmer	Vice President - Field Marketing
Anna Hoo	Vice President - National Product Development
Debbie Myers	Vice President - Media and Entertainment
Kaye Bogeajis	Head Coach, Central
Tim Weiss	Head Coach, East
Tim Morrison	Head Coach, West
Kathleen O'Neal	Controller
Remona Barbour	Assistant Secretary
Bridgette A. Berry-Smith	Assistant Secretary
Larry Gerich	Assistant Secretary
Linda J. Gregg	Assistant Secretary
Amy Hu	Assistant Secretary
David Leach	Assistant Secretary
Cheryl Z. Leistner	Assistant Secretary
Mary Shipma	Assistant Secretary
R. Bryce Shirley	Assistant Secretary
Jeffrey Stearman	Assistant Secretary
Robert Millen	V.P., Asst. Secretary