

FILE NOW: FILING FEE AFTER MAY 1 IS \$550.00

FILED
Feb 12 1997 8:00am
Secretary of State

PROFIT CORPORATION ANNUAL REPORT 1997		FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State DIVISION OF CORPORATIONS
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DOCUMENT # 821308 (4)

1. Corporation Name
TACO BELL CORP.



Principal Place of Business 17801 VON KARMAN AVENUE IRVINE CA 92714	Mailing Address 17801 VON KARMAN AVENUE IRVINE CA 92614-6253
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3. Date Incorporated or Qualified 04/08/1968	3a. Date of Last Report 02/09/1996
4. FEI Number 95-2213656	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees
8. This corporation has liability for intangible tax under s. 199.032, Florida Statutes <input type="checkbox"/> Yes <input type="checkbox"/> No	

2. Principal Place of Business 21 SAME AS ABOVE	2a. Mailing Address 26 SAME AS ABOVE
22 Suite, Apt. #, etc.	27 Suite, Apt. #, etc.
23 City & State	28 City & State
24 Zip	25 Country
29 Zip	30 Country

9. Name and Address of Current Registered Agent

**CT CORPORATION SYSTEM
 1200 S. PINE ISLAND ROAD
 PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name N/A

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City FL 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE: _____ (NOTE: Registered Agent signature required when reinstating) DATE _____

12. OFFICERS AND DIRECTORS

TITLE	PD	<input checked="" type="checkbox"/> DELETE
NAME	STEVENS, KENNETH T.	<i>See Attached</i>
STREET ADDRESS	17901 VON KARMAN	
CITY-ST-ZIP	IRVINE CA	
TITLE	VPC	<input type="checkbox"/> DELETE
NAME	MOORE, GREGORY N.	
STREET ADDRESS	17901 VON KARMAN	
CITY-ST-ZIP	IRVINE CA	
TITLE	V	<input type="checkbox"/> DELETE
NAME	GOODMAN, RICHARD	
STREET ADDRESS	17901 VON KARMAN	
CITY-ST-ZIP	IRVINE CA	
TITLE	VSD	<input type="checkbox"/> DELETE
NAME	SMITH, RICHARD A.	
STREET ADDRESS	17901 VON KARMAN	
CITY-ST-ZIP	IRVINE CA	
TITLE	CFO	<input checked="" type="checkbox"/> DELETE
NAME	LESHNER, ZANE	<i>See Attached</i>
STREET ADDRESS	17901 VON KARMAN	
CITY-ST-ZIP	IRVINE CA	
TITLE	S	<input checked="" type="checkbox"/> DELETE
NAME	RYAN, GAYNOR J. (ASST.)	<i>See Attached</i>
STREET ADDRESS	17901 VON KARMAN	
CITY-ST-ZIP	IRVINE CA	

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
1.2 NAME	
1.3 STREET ADDRESS	
1.4 CITY-ST-ZIP	
2.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
2.2 NAME	
2.3 STREET ADDRESS	
2.4 CITY-ST-ZIP	
3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
3.2 NAME	
3.3 STREET ADDRESS	
3.4 CITY-ST-ZIP	
4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
4.2 NAME	
4.3 STREET ADDRESS	
4.4 CITY-ST-ZIP	
5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.2 NAME	
5.3 STREET ADDRESS	
5.4 CITY-ST-ZIP	
6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.2 NAME	
6.3 STREET ADDRESS	
6.4 CITY-ST-ZIP	

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: *Sandra B. Mortham* **REQUIRED** Date: **2/3/97** Daytime Phone #: **714 863 4083**

CR2E034 (9/96)

Taco Bell Corp.
17901 Von Karman Ave.
Irvine, CA 92614

<u>Directors</u>		<u>Last Elected</u>	<u>Start</u>	<u>End Date</u>
Director	Richard A. Goodman		01/02/95	
Director	John Antioco		12/13/96	
Director	Richard A. Smith		03/18/85	
<u>Officers</u>		<u>Last Elected</u>	<u>Start</u>	<u>End Date</u>
President, Chief Executive Officer and Chairman of the Board of Directors	John Antioco		12/13/96	
Senior Vice President Finance - Chief Financial Officer	Richard A. Goodman		01/02/95	
<u>Officers</u>		<u>Last Elected</u>	<u>Start</u>	<u>End Date</u>
Senior Vice President - Franchising	Vacant			
Senior Vice President - Human Resources	Olden Lee		04/07/95	
Senior Vice President - Marketing	Peter Waller		01/01/96	
Senior Vice President - of Operations	Vacant			
Vice President - General Counsel and Secretary	Richard A. Smith		03/18/85	
Vice President - Public Affairs	Jonathan Blum		08/13/93	
Vice President - Business Planning	Francesca Brockett		09/15/95	
Vice President Operations Services	Tom Davin		09/04/96	
Vice President Retail Products	(Vacant)			
Vice President Human Resources	Connie Colao		04/19/94	
Vice President - Acquisitions & Divestitures	Max Craig		03/08/95	
Vice President - Development (Southern)	Frank Miller		03/06/96	

National Vice President-Development	Vacant	
National Vice President - Franchise Operations	Patrick J. Flanagan	01/21/92
Vice President Marketing Services	Blaise Mercandante	09/10/93
Vice President Controller	Gregory N. Moore	07/01/89
Senior Vice President Technology and Quality	Joaquin Pelaez	06/08/95
Vice President Administration and Employee Services	Rudy Pollak	08/16/93
Vice President Taco Bell Express	Ron Neugold	04/03/96
Vice President - Corp. Human Resources	Eva Sage-Gavin	10/30/95
Vice President Supplier Development	Larry Taylor	07/28/95
Vice President & General Manager	Jim Broersma	09/06/95
Zone Vice President Operations, Great North	Dave Gagnon	05/08/95
Zone Vice President Southern	Ralph R. Kirchen	11/15/91
Zone Vice President Operations, Northeast and Canada	Shirley Kunimoto	02/02/94
Region Vice President (Southwest & Mega West)	Julia Stewart	03/17/95
Assistant Controller	Linda Shepard	03/07/96
Assistant Secretary	Bridgette A. Berry-Smith	10/29/90
Assistant Secretary	Lawrence F. Dickie	07/10/84
Assistant Secretary	Steven L. Emmons	08/09/93
Assistant Secretary	Laurence Gerich	08/09/93
Assistant Secretary	Edward V. Lahey Jr.	06/17/83
Assistant Secretary	Deborah Meyer	05/05/93
Assistant Secretary	Pamela R. Milner	01/27/95
Assistant Secretary	R. Bryce Shirley	08/18/92
Assistant Secretary	Ronald R. Neugold	09/19/94
Assistant Secretary	Dave Henke	08/08/95