


2007 FOR PROFIT CORPORATION ANNUAL REPORT

FILED
Mar 20, 2007 8:00 am
Secretary of State

03-20-2007 90010 040 ***158.75

DOCUMENT # 857338
 1. Entity Name
 HILLSTONE RESTAURANT GROUP, INC.



Principal Place of Business
 2425 E CAMELBACK RD
 SUITE 200
 PHOENIX, AZ 85016

Mailing Address
 2425 E CAMELBACK RD
 SUITE 200
 PHOENIX, AZ 85016

2. Principal Place of Business - No P.O. Box #
 Suite, Apt. #, etc.

3. Mailing Address
 Suite, Apt. #, etc.

City & State

Zip Country



03022007 Chg-P CR2E034 (12/06)

4. FEI Number
 52-1164709

Applied For
 Not Applicable

5. Certificate of Status Desired **\$8.75 Additional Fee Required**

6. Name and Address of Current Registered Agent

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

7. Name and Address of New Registered Agent

Name
 Street Address (P.O. Box Number is Not Acceptable)
 City **FL** Zip Code

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

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

FILE NOW!!! FEE IS \$150.00
After May 1, 2007 Fee will be \$550.00

9. Election Campaign Financing Trust Fund Contribution. **\$5.00** May Be Added to Fees

10. OFFICERS AND DIRECTORS

TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD BIEL, GEORGE W. 2512 LA MESA SANTA MONICA, CA 90402	<input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	STV ASHBY, R. SCOTT 4531 W QUARTZ MOUNTAIN RD PARADISE VALLEY, AZ 85253	<input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VPF ASHBY, CHRISTOPHER 3901 NORTH 54TH WAY PHOENIX, AZ 85018	<input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP VIERS, W.GLENN 787 BRYNMYCK ROAD ATLANTIC, GA 30319	<input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D BIEL, CAROL R. 2517 LA MESA SANTA MONICA, CA 90402	<input type="checkbox"/> Delete
TITLE NAME STREET ADDRESS CITY-ST-ZIP		<input type="checkbox"/> Delete

11. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11

TITLE NAME STREET ADDRESS CITY-ST-ZIP	PD Biel, George W. 2517 La Mesa Santa Monica, CA 90402	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	BVP Branstetter, James V. 101 Ocean Ave., Unit 702D Santa Monica, CA 90402	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP Beil, Jeffrey 1121 Castle Oaks Dr. Napa, CA 94558	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP Goode, Allen 101 E. Ocotillo Rd. Phoenix, AZ 85012	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	EVP Wilkinson, Robert 5030 E. Crestview Dr. Paradise Valley, AZ 85253	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VP Ciambriello, Tino 49 Millay Place Mill Valley, CA 94941	<input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition

12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental 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 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Christy M. Ashby
 SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

3/7/07 602-553-2111
 Date Daytime Phone #

ATTACHMENT

40038811

857338

Officers, Directors & Shareholders of Houston's Restaurants, Inc. a/k/a Hillstone Restaurant Group, Inc.

FEIN # 52-1164709

Incorporated 6-25-79 Delaware

SIC 5800

<u>Name, Title & Social Security Number</u>	<u>Director</u>	<u>% of Ownership</u>	<u>Home Address & Phone Number</u>	<u>Date and Place of Birth</u>
George W. Biel President & CEO	Yes	100% 36,400 shares	2517 La Mesa Dr. Santa Monica, CA 90402 (310) 587-3256	8/26/1944 Dayton, OH
Carol Robinson Biel	Yes		2517 La Mesa Dr. Santa Monica, CA 90402 (310) 587-3256	5/26/1947 Seattle, WA
James V. Branstetter Vice President			101 Ocean Ave., Unit 702D Santa Monica, CA 90402 (310) 230-6736	5/5/1949 Tulsa, OK
Robert Scott Ashby Executive Vice President, CFO & Secretary	Yes		4531 E Quartz Mountain Rd. Paradise Valley, AZ 85253 (602) 955-0691	4/6/1959 Dallas, TX
W. Glenn Viers VP General Counsel & Assistant Secretary			787 Byrmywyck Rd Atlanta, GA 30319 (404) 446-7855	10/28/1958 Jacksonville, NC
Jeffrey Bell VP of Human Resources			1121 Castle Oaks Dr. Napa, CA 94558 (707) 257-6616	5/20/1958 Des Moines, IA
Allen Goode VP of Design			101 E Ocotillo Rd. Phoenix, AZ 85012 (602) 266-7428	1/26/1950 Decatur, AL
Robert Wilkinson Executive Vice President			5030 E Crestview Dr. Paradise Valley, AZ 85253 (480) 315-1994	4/24/1957 Philadelphia, PA
Christopher M. Ashby VP of Finance & Assistant Secretary			3901 N. 54th Way Phoenix, AZ 85018 (602) 952-7102	3/30/1965 Dallas, TX
Tino Ciambriello VP of Operations			49 Millay Place Mill Valley, CA 94941 (415) 383-7237	9/21/1968 White Plains, NY
William Biel VP of Development			28620 Dapper Dan Fair Oaks Ranch, TX 78015 (210) 698-3035	11/22/1940 Dayton, OH