

Lincoln



Nebraska's Capital City

September 4, 2001

Mayor Wesely and City Council
City of Lincoln
City County Building
Lincoln, NE

Mayor Wesely and Members of the City Council:

An investigation has been made regarding the application of Brinkers Restaurant Corporation, d.b.a. Chili's Southwest Grill, 6730 South 27th Street.

Chili's has requested that Kenneth Vaughan be approved as the manager of the class I liquor licenses.

Background information on the applicant is as follows:

Kenneth Vaughan was born in El Paso, Texas. He attended the University of New Mexico graduating in 1994. Chili's has employed Kenneth Vaughan since 1994.

If this application is approved, it should be with the understanding that it conforms to all the rules and regulations of Lincoln, Lancaster County and the State of Nebraska.

THOMAS K. CASADY, Chief of Police



Police Department
575 South 10th Street / Lincoln, Nebraska 68508 / Phone: 402-441-7204 / Fax: 402-441-8492 / Website: www.ci.lincoln.ne.us

A nationally accredited law enforcement agency



Liquor License Investigation

Business (DBA) Chili's GRILL

Manager Owner Other _____

Name: KENNETH VAUGHAN

US Citizen? Yes No

Has applicant ever been cited for liquor law violations? No Yes
Explain _____

Does applicant have an interest in another liquor license? No Yes
Explain OMAHA & LAVISTA Chili's

Is spouse qualified to hold a license? Yes No N/A

How is applicant if not an owner to be paid? Salary Hourly

How many hours will applicant be at the establishment? UNKNOWN

Any other employment? No Yes, explain OMAHA & LAVISTA Chili's

Any previous experience with a liquor license? Yes No

Any criminal convictions? No Yes
Comments _____

Is applicant a property owner in Lincoln? Yes No

Is applicant involved in any civil litigation? No Yes
Comments _____

Photo Records Check References
Comments _____

Interview Date 9/4/07

*Set date 9/27/01
PH. 9-24-01
5:20 PM*

STATE OF NEBRASKA

fuss



CERTIFIED

August 28, 2001

NEBRASKA LIQUOR CONTROL COMMISSION

Forrest D. Chapman
Executive Director

Joan Ross, City Clerk
County/City Bldg
555 So 10th St., Ste 103
Lincoln, NE 68508

*99087
178*

301 Centennial Mail South, 5th Floor
P.O. Box 95046
Lincoln, Nebraska 68509-5046
Phone (402) 471-2371
Fax (402) 471-2314
TRS USER 800 833-7352 (TDD)

Mike Johanns
Governor

RE: Class I Application (Brinkers Restaurant Corporation)

Note: This application replaces that of the application which was mailed to you May 18, 2001.

Dear Local Governing Body:

Attached is the form to be used on all retail liquor license applications. Local clerks must collect proper license fees and occupation tax per ordinance, if any, before delivering the license at time of issuance.

TWO KEY TIME FRAMES TO KEEP IN MIND ARE:

- 1) You have 45 days to conduct a hearing after the date of receipt of the notice from this Commission (§53-134). You may choose NOT to make a recommendation of approval or denial to our Commission.

PER §53-133, THE LIQUOR CONTROL COMMISSION SHALL SET FOR HEARING ANY APPLICATION WHEREIN:

- 1) There is a recommendation of denial from the local governing body.
- 2) A citizens protest; or
- 3) Statutory problems that the Commission discovers.

PLEASE NOTE...A LICENSEE MUST BE "PROPERLY" LICENSED IN ORDER TO PURCHASE FROM WHOLESALERS; AND, A LICENSE IS EFFECTIVE:

- 1) Upon payment of the license fees;
- 2) Physical possession of the license;
- 3) Effective date on the license.

CITY OF LINCOLN
RECEIVED
AUG 29 2001

Sincerely,

NEBRASKA LIQUOR CONTROL COMMISSION

Lacy Deffen
Licensing Division

Enclosures
Rhonda R. Flower
Commissioner

Bob Logsdon
Chairman

R.L. (Dick) Coyne
Commissioner

An Equal Opportunity/Affirmative Action Employer

Application for Corporate Manager

Must Be A Nebraska Resident

Please submit in Triplicate

RECEIVED

Return to: Nebraska Liquor Control Commission, PO Box 95046
301 Centennial Mall So., Lincoln NE 68509

Phone: (402) 471-2571 Fax: (402) 471-2814 Web address: <http://www.nol.org/home/NLCC/>

ADD 14 2001

LIQUOR LICENSE INFORMATION

NAME OF LICENSED CORPORATION

BRINKER RESTAURANT CORPORATION

CLASS & LICENSE NUMBER
I - CONTROL COMMISSION

52967

TRADE NAME OF LICENSED PREMISE

Chili's Grill & Bar

STREET ADDRESS OF LICENSED PREMISE

6730 South 27th St.

CITY

Lincoln

COUNTY

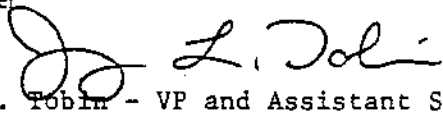
Lancaster

ZIP CODE

68512-4820

On behalf of the corporation, I designate this individual as corporate manager

Signature of Corporate President/CEO:


Jay L. Tobin - VP and Assistant Secretary

APPLICANT INFORMATION (MUST BE 21 OR OVER)

NAME (LAST, FIRST, MIDDLE, MAIDEN)

Vaughan, ^(M) Wayne ^(First) Kenneth

SEX
F M

SOCIAL SECURITY NUMBER

DATE OF BIRTH

PLACE OF BIRTH

El Paso, TX

HOME STREET ADDRESS

17818 "J" Street

CITY

Omaha

COUNTY

Douglas

STATE

NE

ZIP CODE

68135

HOME TELEPHONE NUMBER

(402) 614-7970

BUSINESS TELEPHONE NUMBER

(402) 614-7972

DRIVERS LICENSE NUMBER & STATE

- NE

SPOUSE'S INFORMATION (IF NOT MARRIED INDICATE)

FULL NAME (LAST, FIRST, MIDDLE, MAIDEN)

Not Married

SOCIAL SECURITY NUMBER

DRIVERS LICENSE NUMBER
& STATE

DATE OF BIRTH:

PLACE OF BIRTH

1. **READ CAREFULLY.** Answer completely and accurately.

Has anyone who is a party to this application, or their spouse, ever been convicted of or plead guilty to any criminal charge. Criminal charge means any charge alleging a felony or misdemeanor violation of a federal or state law; or a violation of a local law, ordinance or resolution. List the nature of the charge, where the charge occurred and the year and month of the conviction or plea. Also list any charges pending at the time of this application. If more than one party, please list charges by each individual's name.

Yes No

2. Have you or your spouse ever made application for any liquor license or manager for any liquor license? IF YES, for what premise give license number and date.

YES NO See attached store listing.

APPLICATION FOR LICENSE

Nebraska Liquor Control Commission
 PO Box 95046, 301 Centennial Mall South
 Lincoln, NE 68509-5046

Clerk-

http://www.nlc.org/home/NLCC
 Phone: (402) 471-2571
 Fax: (402) 471-2814

I 52967
RECEIVED

AUG 14 2001

INSTRUCTIONS: Include: 1. Applicable fees payable to Liquor Control Commission 2. Copy of birth certificate or naturalization papers proving U.S. citizenship for each individual and spouse named on application (not required of corporations or spouse(s) who file an affidavit of no interest with application. Commission form 4178 3. Corporations must include copy of articles of incorporation as filed with the Secretary of States office in the state of Nebraska 4. Commission check for COMMISSION 5. Fingerprint cards and processing fees (are required of individuals, all partners and spouses. Corporate applicants must file for CEO/Manager & stockholders holding over 25% stock 6. All applications must be typewritten or printed clearly 7. Submit in **Triplicate**

CLASS OF LICENSE FOR WHICH APPLICATION IS MADE AND LIST OF FEES FOR EACH

Class of License (Check applicable class)	Registration Fee	License Fees	Corporate Surety Bond
<input type="checkbox"/> A Beer, On Sale Only - Inside Corporate Limits	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> F Beer, On Sale Only - Outside Corporate Limits	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> B Beer, Off Sale Only - Inside/Outside Corporate Limits	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> J Wine, Beer, On Sale Only - Inside Corporate Limits	\$45.00	Collected at Local Level	exempt
<input checked="" type="checkbox"/> I Spirits, Wine, Beer, On Sale Only - Inside Corporate Limits	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> D Spirits, Wine, Beer, Off Sale Only - Inside Corporate Limits	\$45.00	\$150.00	exempt
<input type="checkbox"/> C Spirits, Wine, Beer On & Off Sale - Inside Corporate Limits	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> M Bottle Club (Spirits, Wine, Beer, On Sale)	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> H Nonprofit Corporation	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> K Wine Only, Off Sale	\$45.00	Collected at Local Level	exempt
<input type="checkbox"/> O Boat	\$45.00	\$50.00	exempt
<input type="checkbox"/> V Manufacturer of Beer, Wine & Distilled Spirits	\$45.00	Varies \$100 to \$1,000	\$10,000 min.
<input type="checkbox"/> X Wholesale Liquor	\$45.00	\$500.00	\$ 5,000 min.
<input type="checkbox"/> W Wholesale Beer	\$45.00	\$250.00	\$ 5,000 min.
<input type="checkbox"/> Y Farm Winery	\$45.00	\$250.00	\$ 1,000 min.
<input type="checkbox"/> L Craft Brewery (Brew Pub)	\$45.00	\$250.00	\$ 1,000 min.

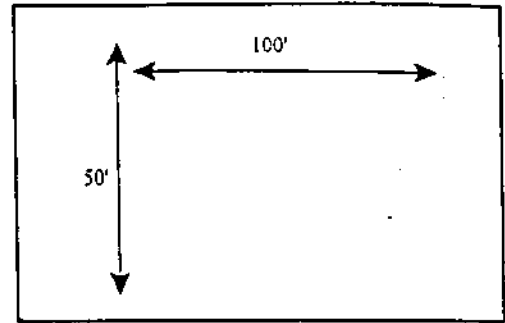
TYPE OF APPLICATION	CORPORATE SURETY BOND INFORMATION
Type of application being applied for (place appropriate number in box) <div style="border: 1px solid black; width: 40px; height: 40px; display: flex; align-items: center; justify-content: center; margin: 5px;">2</div> 1= Individual License requires Form 1 to be attached. 2= Partnership License requires Form 2 to be attached. 3= Corporate License requires Form 3 and 4 and Manager Application be attached.	Bond Company - for Classes L V W X Y only <div style="border: 1px solid black; width: 350px; height: 30px; margin: 5px;"></div> Start Date Month/Day/Year <div style="border: 1px solid black; width: 150px; height: 25px; margin: 5px;"></div> Bond Number <div style="border: 1px solid black; width: 150px; height: 25px; margin: 5px;"></div>

SECTION A - LOCATION INFORMATION - Must be completed by all applicants

Trade Name (name of business) <i>Southern</i> Child's Grill & Bar			Telephone Number at premise to be licensed 402/420-2800		
1) Street Address of Proposed licensed premise 6730 South 27th St.			2) Mailing Address for receipt of Liquor Control Commission mailings 6820 LBJ Frwy, Legal		
City	County	Zip Code	City	County	Zip Code
Lincoln	Lancaster	68512	Dallas	Dallas	75240

DESCRIPTION AND DIAGRAM OF THE STRUCTURE TO BE LICENSED

In the space provided draw the area to be licensed. This should include storage areas, basement, sales areas and areas where consumption or sales of alcohol will take place. If only a portion of the building is to be covered by the license, you must still include dimensions (length x width) of the licensed area as well as the dimensions of the entire building in situations where only a portion of the entire bldg. is to be covered by the license. No blue prints will be accepted. Be sure to indicate the direction North and number of floors of the building.



Example: East portion approximately 50' x 100' of main floor of 3 story building plus basement approximately 30' x 50' at the East end.

SECTION B		OTHER INFORMATION REQUIRED	
	Yes	No	Explanation/Comments
<p>1. READ CAREFULLY. Answer completely and accurately.</p> <p>Has anyone who is a party to this application, or their spouse, <u>ever</u> been convicted of or plead guilty to any criminal charge. Criminal charge means any charge alleging a felony or misdemeanor violation of a federal or state law; or a violation of a local law, ordinance or resolution. List the nature of the charge, where the charge occurred and the year and month of the conviction or plea. Also list any charges pending at the time of this application. If more than one party, please list charges by each individual's name.</p>		X	

	Yes	No	Explanation/Comments
2. Are you buying the business and/or assets of a licensee? If yes, submit a copy of the sales agreement with a listing of assets being acquired including liquor inventory (name brand and container size required).	X		PK-7-41436 Subron 2002 Services
3. Are you filing a temporary agency agreement, Commission form 4231, whereby current licensee allows you to operate on their license? If yes, attach copy.			To be determined at a later date.
4. Are you borrowing any money from any source to establish and/or operate the business? If yes, list the lender.		X	
5. Will any person or entity other than licensee be entitled to a share of the profits of the establishment? If yes, explain.		X	
6. Will any of the furniture, fixtures and equipment to be used in this business be owned by others? If yes, list such items and the owner.		X	
7. Will any person(s) other than named in this application have any direct or indirect ownership or control of the business? If yes, explain?		X	
8. Are the premises to be licensed within 150 ft. of a church, school, hospital, home for the aged or indigent persons or for veterans, their wives, children, or within 300 ft. of a college or university campus? If yes, list the name of such institution and where it is located in relation to the premises. Per Sec. §53-177.		X	
9. Is anyone listed on this application a law enforcement officer? If yes, list the person, the law enforcement agency involved and the persons exact duties.		X	
10. List the primary bank and or financial institution (branch if applicable) to be utilized by the business and the person(s) who will be authorized to write checks and or make withdrawals on accounts at such institutions.	See attachment.		
11. List all past and present liquor licenses held by any person named in this application. Include license holder name, location of license and license number. Also list reasons for termination of any licenses previously held.	N/A		
12. List the person who will be the on site supervisor of the business and the estimated number of hours per week such person or manager will be on the premises supervising operations.	Will Hoyt - 55 hrs per wk.		
13. List the training and experience of the person listed in #11 above in connection with selling and or serving alcohol products.	N/A		
14. If the property for which this license is sought is owned, submit a copy of the deed, or proof of ownership, if leased submit a copy of the lease covering the entire license year. (Documents must show title or lease held interest in name of applicant as owner or lessee in the individual(s) or corporate name for which the application is being filed)	Deed attached.		
15. When do you intend to open for business?	Estimated transfer: 09/27/01		

15. List the principal residence for the past 10 years for all persons required to submit fingerprint cards. If necessary attach a separate sheet.

NAME	FROM (YEAR)	TO (YEAR)	RESIDENCE (CITY, STATE)

The undersigned applicant(s) hereby consent(s) to a background investigation and release of present & future records of every kind and description including police records, tax records (State and Federal), bank or lending institution records, and said applicant(s) and spouse(s) waive(s) any right or causes of action that said applicant(s) or spouse(s) may have against the Nebraska Liquor Control Commission, the Nebraska State Patrol, and any other individual disclosing or releasing said information. Any documents or records for the proposed business or for any partner or stockholder that are needed in furtherance of the application investigation or any other investigation shall be supplied immediately upon demand to the Nebraska Liquor Control Commission or the Nebraska State Patrol. The undersigned understand and acknowledge that any license issued, based on the information submitted in this application, is subject to cancellation if the information contained herein is incomplete and/or inaccurate.

Individual applicants agree to supervise in person the management and operation of the business and that they will operate the business authorized by the license for themselves and not as an agent for any other person or entity. Corporate applicants agree the approved manager will superintend in person the management and operation of the business. Partnership applicants agree one partner shall superintend the management and operation of the business. All applicants agree to operate the licensed business within all applicable laws, rules, regulations, and ordinances and to cooperate fully with any authorized agent of the Nebraska Liquor Control Commission.

Must be signed in the presence of a notary public. Must be signed by applicant and spouse; if a partnership, all partners and spouses must sign and corporation, all stockholders (holding more than 25% of the stock), officers, directors and spouses must sign. Full names only, initials not acceptable.

sign here _____	sign here _____
sign here _____	sign here _____
sign here _____	sign here _____
sign here _____	sign here _____

Subscribed in my presence and sworn to before me this _____ day of _____

(SEAL)

In compliance with ADA, this application for license form is available in other formats for persons with disabilities. A ten day advance period is requested in writing to produce the alternative format.

Sign here _____
Notary Public Signature

15. List the principal residence for the past 10 years for all persons required to submit fingerprint cards. If necessary attach a separate sheet.

NAME	FROM (YEAR)	TO (YEAR)	RESIDENCE (CITY, STATE)

The undersigned applicant(s) hereby consent(s) to a background investigation and release of present & future records of every kind and description including police records, tax records (State and Federal), bank or lending institution records, and said applicant(s) and spouse(s) waive(s) any right or causes of action that said applicant(s) or spouse(s) may have against the Nebraska Liquor Control Commission, the Nebraska State Patrol, and any other individual disclosing or releasing said information. Any documents or records for the proposed business or for any partner or stockholder that are needed in furtherance of the application investigation or any other investigation shall be supplied immediately upon demand to the Nebraska Liquor Control Commission or the Nebraska State Patrol. The undersigned understand and acknowledge that any license issued, based on the information submitted in this application, is subject to cancellation if the information contained herein is incomplete and/or inaccurate.

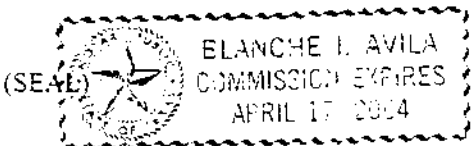
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Must be signed in the presence of a notary public. Must be signed by applicant and spouse; if a partnership, all partners and spouses must sign and corporation, all stockholders (holding more than 25% of the stock), officers, directors and spouses must sign. Full names only, initials not acceptable.

BRUNKER RESTAURANT CORPORATION

sign here <u>[Signature]</u> Roger F. Thomson - President and Secretary	sign here <u>[Signature]</u> Carol Barger
sign here <u>[Signature]</u> Jay L. Tobin - VP and Assistant Secretary	sign here <u>[Signature]</u> Shari L. Tobin
sign here <u>[Signature]</u> Charles M. Sonsteby - SVP and Treasurer	sign here <u>[Signature]</u> Cheryl L. Sonsteby
sign here <u>[Signature]</u> Barbara L. Mahoney - Assistant Secretary	sign here _____

Subscribed in my presence and sworn to before me this 27th day of July, 2001.



In compliance with ADA, this application for license form is available in other formats for persons with disabilities. A ten day advance period is requested in writing to produce the alternative format.

Sign here: [Signature]
Notary Public Signature

Attachment to Corporate Manager Application

RECEIVED

AUG 14 2001

NEBRASKA LIQUOR
CONTROL COMMISSION

Question No. 2:

Chili's	3202 S. 143 rd Plaza, Omaha, NE
Chili's	13105 Birch Drive, Omaha, NE
Chili's	6730 South 27 th Street, Lincoln, NE
Chili's	7400 Dodge Street, Suite 242, Omaha, NE
Chili's	7875 S. 84 th Street, LaVista, NE

NEBRASKA LIQUOR CONTROL COMMISSION
AFFIDAVIT OF NON PARTICIPATION

The undersigned individual acknowledges that he/she will have no interest, directly or indirectly, in the operation or profit of the business, as prescribed in Section §53-125(13) of the Liquor Control Act. Such individual shall not tend bar, make sales, serve patrons, stock shelves, write checks, sign invoices, represent themselves as owner or in any way participate in the day to day operations in any capacity. Undersigned will also be waived of filing fingerprint cards, however, has disclosed any violation(s) on application.

Carol M. Barger

Signature of Spouse - Carol Barger

SUBSCRIBED in my presence and sworn to before me this 27th day of

July, 2001.



Blanche I. Avila

Signature of Notary Public

The licensee/applicant understands that he/she is responsible for compliance with the conditions set out above, and that if such terms are violated, the Commission may cancel or revoke the license.

Barbara L. Mahoney

Signature of Licensee/Applicant

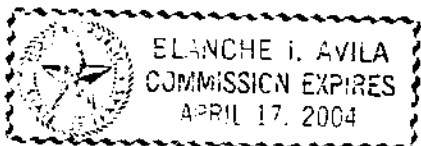
BRINKER RESTAURANT CORPORATION

Barbara L. Mahoney - Asst. Secretary

Print Name of Licensee/Applicant

SUBSCRIBED in my presence and sworn to before me this 27th day of

July, 2001.



Blanche I. Avila

Signature of Notary Public

NEBRASKA LIQUOR CONTROL COMMISSION
AFFIDAVIT OF NON PARTICIPATION

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Cheryl L. Sonstebly

Signature of Spouse - Cheryl L. Sonstebly

SUBSCRIBED in my presence and sworn to before me this 27th day of
July, 2001.



Blanche I. Avila

Signature of Notary Public

The licensee/applicant understands that he/she is responsible for compliance with the conditions set out above, and that if such terms are violated, the Commission may cancel or revoke the license.

Barbara L. Mahoney

Signature of Licensee/Applicant

BRINKER RESTAURANT CORPORATION

Barbara L. Mahoney - Asst. Secretary

Print Name of Licensee/Applicant

SUBSCRIBED in my presence and sworn to before me this 27th day of
July, 2001.



Blanche I. Avila

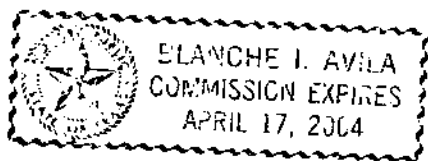
Signature of Notary Public

NEBRASKA LIQUOR CONTROL COMMISSION
AFFIDAVIT OF NON PARTICIPATION

The undersigned individual acknowledges that he/she will have no interest, directly or indirectly, in the operation or profit of the business, as prescribed in Section §53-125(13) of the Liquor Control Act. Such individual shall not tend bar, make sales, serve patrons, stock shelves, write checks, sign invoices, represent themselves as owner or in any way participate in the day to day operations in any capacity. Undersigned will also be waived of filing fingerprint cards, however, has disclosed any violation(s) on application.

Shari L. Tobin
Signature of Spouse - Shari L. Tobin

SUBSCRIBED in my presence and sworn to before me this 27th day of
July, 2001.

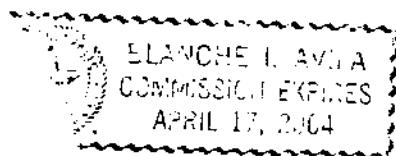


Blanche I. Avila
Signature of Notary Public

The licensee/applicant understands that he/she is responsible for compliance with the conditions set out above, and that if such terms are violated, the Commission may cancel or revoke the license.

Barbara L. Mahoney BRINKER RESTAURANT CORPORATION
Signature of Licensee/Applicant Barbara L. Mahoney - Asst. Secretary
Print Name of Licensee/Applicant

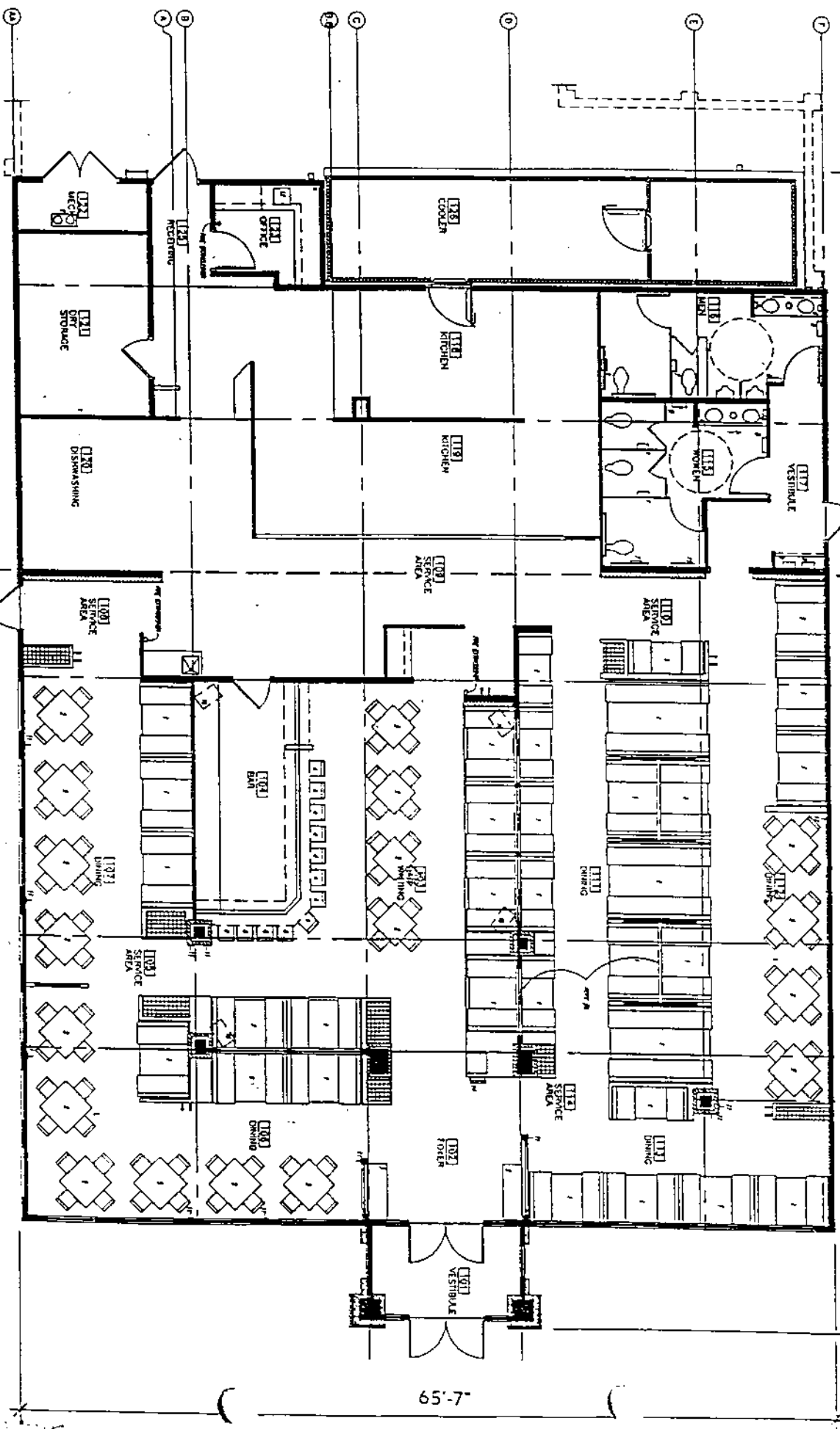
SUBSCRIBED in my presence and sworn to before me this 27th day of
July, 2001.



Blanche I. Avila
Signature of Notary Public

92'-9"

← Unlicensed Area | Area to be Licensed →



65'-7"

313



New Child's Grill & Bar restaurant

Description: 6370 S. 27th St., Lincoln, Nebraska 68508

Approximately 51.5' x 65.6' of a one story building (total building area = 5,277s.f.)

Attachment to Question No. 10:

U S Bank
8800 W. Center Road
Omaha, NE 68124
153190431160
402/348-6000

Authorized signatories:

Charles M. Sonsteby
Joseph G. Taylor
David R. Doyle

Vice President and Assistant Treasurer
Authorized Agent
Authorized Agent

Corporation/LLC Application for License - Form 3

Nebraska Liquor Control Commission

INSTRUCTIONS:

- 1) Application and application for manager must be typewritten and submitted in triplicate
- 2) Fingerprint cards (2 cards per person) must be submitted for: a) each stockholder owning over 25% of the stock, b) chief executive officer, c) proposed manager and d) all spouses
- 3) Information regarding spouses must be completed

RECEIVED

AUG 14 2001

NEBRASKA LIQUOR
CONTROL COMMISSION

Name of Corporation That Will Hold License: Attach copy of Articles of Incorporation		Total Number of Shares (if corporation)	
Brinker Restaurant Corporation		Issued: 1,000 common	
Corporate Street Address (1)		Mailing address for receipt of Liquor Control Commission Mailings	
6820 LBJ Freeway		6820 LBJ Frwy, Legal	
City	County	State	Zip Code
Dallas	Dallas	TX	75240
Corporate Telephone Number		Zip Code	
972/770-9413		75240	
Name of Registered Agent			
SCS The United States Corporation Company			
Name of Proposed Manager			
SCS The United States Corporation Company			
IN THIS SECTION LIST THE NAME OF THE CHIEF EXECUTIVE OFFICER			
Name	Title	Date of Birth	Social Security Number
Roger F. Thomson	President/Secretary		
Home Address (1)		State	
3925A Gilbert		Texas	
City	State	Zip Code	Home Telephone Number
Dallas	TX	75219	214/520-2420

RECEIVED

BRINKER INTERNATIONAL, INC.,
a Delaware corporation

AUG 14 2001

6820 LBJ Freeway
Dallas, Texas 75240

NEBRASKA LIQUOR
CONTROL COMMISSION

Federal ID No.

Date of Incorporation: 09/30/83

Name Change Amendment: 05/09/91

SHARES AUTHORIZED: 250,000,000 Common \$.10 par value
1,000,000 Preferred \$1.00 par value

OFFICERS AND DIRECTORS

* Denotes Director

+ Denotes Executive Committee

Ronald A. McDougall *+
16309 Sunset Valley
Dallas, Texas 75248
(972) UNLISTED
SS#:

Chairman and Chief Executive
Officer.

DOB:
TX DL#:

Roger F. Thomson
3925A Gilbert Avenue
Dallas, Texas 75219
(214) 520-2420
SS#:

Executive Vice President, Chief
Administrative Officer, General
Counsel and Secretary

DOB:
TX DL#:

Douglas H. Brooks*
5805 Golden Leaf Court
Plano, Texas 75093
(972) 473-2630
SS#:

President and
Chief Operating Officer

DOB:
TX DL#:

Kenneth D. Dennis
6832 Round Rock
Dallas, Texas 75248
(972) 788-2102

Senior Vice President – Mexican Concepts President

DOB:

BRINKER RESTAURANT CORPORATION,
a Delaware corporation

6820 LBJ Freeway
Dallas, Texas 75240

Federal ID No.:
Date of Incorporation: 06/29/90
Name Change Amendment: 08/09/91

SHARES: Authorized: 10,000 Common, \$.10 Par Value
Issued: 1,000 Common, \$.10 Par Value
(Sole Shareholder - Brinker
International, Inc., a Delaware
corporation)

OFFICERS AND DIRECTORS

* Denotes Director

Roger F. Thomson *
3925A Gilbert
Dallas, Texas 75219
(214) 520-2420
SS#:

President and Secretary

DOB:
TX DL#:

Jay L. Tobin
7114 McKamy Blvd.
Dallas, Texas 75248
(972) 713-6788
SS#:

Vice President and Assistant
Secretary

DOB:
TX DL#:

Charles M. Sonstebly *
607 Canemount
Coppell, Texas 75019
(972) 899-0607
SS#:

Senior Vice President and
Treasurer

DOB:
TX DL#:

Barbara L. Mahoney
3806 Seminole Court
Carrollton, Texas 75007
(972) 394-4355
SS#:

Assistant Secretary

DOB:
TX DL#:

SS#:

TX DL#:

John C. Miller
2711 Derby Court
Southlake, Texas 76092
(817) 329-1780
SS#:

Senior Vice President - Macaroni Grill
Concept President

DOB:
TX DL#:

Roy E. Study
4002 Tara Drive
Colleyville, Texas 76034-4105
(817) 577-3324
SS#:

Senior Vice President - Corporate
Development

DOB:
TX DL#:

Todd E. Diener
4901 Lorraine
Frisco, Texas 75034
(972) 668-2530
SS#:

Senior Vice President - Chili's
Grill & Bar Concept President

DOB:
TX DL#:

Wilson L. Craft
3441 Stanford Avenue
Dallas, Texas 75225
(214) 363-6468
SS#:

Senior Vice President – Big Bowl President

DOB:
TX DL#:

George N. Hailey, III
7029 Meadow Lake
Dallas, Texas 75214
(214) 320-2955
SS#:

Vice President - Financial Analysis

DOB:
TX DL#:

Starlette B. Johnson
4420 Bordeaux Avenue
Dallas, Texas 75205
(214) 528-9309
SS#:

Executive Vice President, Chief Strategic Officer

DOB:
TX DL#:

Stan A. Fletcher

Vice President - Human Resources

9215 Club Glen
Dallas, Texas 75243
(214) 342-0520
SS#:

(Design and Delivery)

DOB:
TX DL#:

Jay L. Tobin
7114 McKamy Blvd.
Dallas, Texas 75248
(972) 713-6788
SS#:

Senior Vice President, Assistant General
Counsel and Assistant Secretary

DOB:
TX DL#:

David N. Tyner
4428 Edmondson
Dallas, Texas 75205
(214) 521-8201
SS#:

Vice President - Franchise
Business Development

DOB:
TX DL#:

Charles M. Sonsteby
607 Canemount
Coppell, Texas 75019
(972) 899-0607
SS#:

Executive Vice President, Chief Financial Officer

DOB:
TX DL#:

Joseph G. Taylor
3912 Southwestern Blvd.
Dallas, Texas 75225
(214) 363-9574
SS#:

Vice President Finance and Treasurer

DOB:
TX DL#:

Susan L. Sieker
1430 North Washington, Unit B
Dallas, Texas 75204
(214) 370-0107
SS#:

Vice President – Corporate Review

DOB:
TX DL#:

Lisa F. Dickson
6206 Tulip Lane
Dallas, Texas 75230
(214) 696-0710
SS#:

Vice President Materials Purchasing

DOB:
TX DL#:

Richard A. McCaffrey
1010 Forestwood Lane
Coppell, Texas 75019
(972) 304-0516
SS#:

Vice President - Design and
Architecture

DOB:
TX DL#:

Jeffrey C. Wood
6347 Prestonsire Lane
Dallas, Texas 75225
(214) 373-1876
SS#:

Vice President - Real Estate
and Property

DOB:
TX DL#:

Jeffry S. Smith
2024 Lazy Lane
Roanoke, Texas 76262
(817) 379-1986
SS#:

Vice President - Construction

DOB:
TX DL#:

Kevin B. Connell
3807 Maywood Dr.
Carrollton, Texas 75007
(972) 307-1594
SS#:

Vice President of Property Development

DOB:
TX DL#:

Larry H. Ford
P. O. Box 803634
Dallas, Texas 75380-3634
(972) 378-3619
SS#:

Vice President - Human Resources
(Planning and Analysis)

DOB:
TX DL#:

Robert P. Hall
809 Tahoe Lane
Keller, Texas 76248
(817) 431-9606
SS#:

Vice President - Food & Beverage
Purchasing

DOB:
TX DL#:

Randall R. Kies
5429 Castlewood Road

Vice President of Marketing - Chili's
Grill & Bar

Dallas, Texas 75229-4316
(214) 373-8657
SS#.

DOB:
TX DL#:

Mark F. Tormey
1844 N. Maud
Chicago, Illinois 60614
(773) 281-8411
SS#

Vice President - Maggiano's Concept
President

DOB.
ILL DL#

David Wolfgram
462 East Oxford
North Barrington, Illinois 60610
(847) 381-7433
SS#

Vice President - Corner Bakery
Concept President

DOB:
Ill DL#

Michael B. Webberman
5705 Cedar Grove Circle
Plano, Texas 75093
(972) 403-0705
SS#

Senior Vice President – Concept Services

DOB:
TX DL#

David R. Doyle
4584 Mackey Court
Plano, Texas 7502475
(972) 208-5149
SS#

Vice President - Accounting Services

DOB:
TX DL#

Laurie A. Gaines
18916 Waterway
Dallas, Texas 75287
(972) 818-3141
SS#

Vice President - Strategy/Planning
and Project Management

DOB:
TX DL#

Johnny R. Earl
6628 Pheasant Run Rd.
Plano, Texas 75023
(972) 398-2440
SS#

Vice President - Emerging Concepts
and Developing Technology

TX DL#
DOB:

E. Miguel Rossy

3251 Cambrick Street, Townhome 5

Dallas, Texas 75204

(214) 693-3875

SS#

Vice President of Strategic Planning

TX DL#

DOB:

Barbara L. Mahoney

3806 Seminole Court

Carrollton, Texas 75007

(972) 394-4355

SS#:

Assistant Secretary

DOB:

TX DL#:

=====

OUTSIDE DIRECTORS

* Denotes Director

+ Denotes Executive Committee

Frederick S. Humphries * Director
3219 Thomasville Road
Tallahassee, Florida 32312
(904) 224-1814 DOB:
SS# FL DL#:

James E. Oesterreicher * Director
2800 Pinnacle Court
Plano, Texas 75093
(214) 608-0305 DOB:
SS# TX DL#:

Roger T. Staubach * Director
6912 Edelweiss
Dallas, Texas 75240
(214) 386-0589 DOB:
SS# TX DL#:

Ronald Kirk * Director
2600 Thanksgiving Tower
1601 Elm Street
Dallas, Texas 75201
(214) 999-3000 DOB:
SS# TX DL#

Jeffrey A. Marcus *+ Director
eVentures Group, Inc.
300 Crescent Court, Suite 800
Dallas, Texas 75201
(214) 922-8700 DOB:
SS#: TX DL#

Daniel W. Cook, III *+ Director
Goldman Sachs
100 Crescent Court, Suite 1000
Dallas, Texas 75201-1898
(214) 855-1111 DOB:
SS#: TX DL#

Donald J. Carty *+ Director
American Airlines
P. O. Box 619616
Mail Drop 5624
D/FW Airport, Texas 75261
(817) 967-3500 TX DL#
SS#: DOB:

Marvin J. Girouard *+ Director
Pier 1 Imports, Inc.
P. O. Box 961020
Fort Worth, Texas 76161 TX DL#
(817) 878-8300 DOB:
SS#:

CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THE STATE OF NEBRASKA

Secretary of State, Suite 2300 State Capitol, Lincoln, Nebraska 68509

RECEIVED 1996
STATE OF NEBRASKA
SECRETARY OF STATE
RECEIVED AND FILED FOR RECORD
and recorded on film roll No. 911-17 at page 1395

21-20, 110. The original and duplicate copy of the application of the corporation for a certificate of authority shall be delivered to the Secretary of State or other proper officer of the state, territory, district, or country under the laws of which such foreign corporation is formed... (NOTE - Certified copy of articles in incorporation or charter should not be submitted and are not acceptable in lieu of such certificate.)

KNOW ALL MEN BY THESE PRESENTS:

BRINKER RESTAURANT CORPORATION

Name of Corporation

is organized under the laws of the State of Delaware

and was incorporated on the 29th day of June

19 90 and the period of duration

shall be perpetual

The principal office of said corporation is located at 6820 LBJ Freeway

Street

Dallas, Texas 75240

City

State

Zip

Pursuant to the Nebraska Business Corporation Act for authority to transact business in Nebraska said foreign corporation states that the acts herein designated were authorized by the managing officers of said corporation.

The registered office of this corporation in Nebraska shall be

1900 First Tier National Bank; 233 S. 13th Street; Lincoln

Nebraska 68508

Street Address*

City

County

Zip Code

and the registered agent at such address shall be The Prentice-Hall Corporation System, Inc.

Name of registered agent

*Address shall be complete, using full street address. Box number is acceptable only in those cases where street addresses are not available.

IN TESTIMONY WHEREOF, the signatures and corporate seal of the said corporation have been affixed by its duly authorized officers this 13th day of May, 19 96

Brinker Restaurant Corporation

Name of Corporation

further states

that any process, or other legal notice of the commencement of any legal proceeding or the prosecution thereof, that may be served upon The Prentice-Hall Corporation System, Inc. as Registered Agent, shall constitute valid service upon the corporation, and such authority shall continue so long as liability exists against the corporation in the State of Nebraska.

SIGNATURE OF AT LEAST TWO OFFICERS REQUIRED: and one of such signatures shall be notarized

FILING FEE: \$116.00

(corporate seal)

Roger F. Thomson, Executive Vice President/Secretary

Jay L. Tobin; Assistant Secretary

State of TEXAS

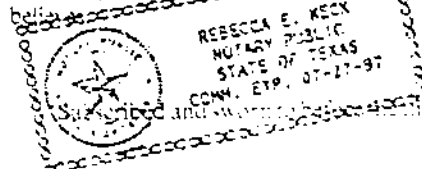
County of DALLAS

Roger F. Thomson and Jay L. Tobin

being first duly sworn on oath deposes

and says that they are Executive Vice President/Secretary and Assistant Secretary of the above named corporation respectively

and that (he) (she) believes the foregoing application, knows the contents thereof and that the statements therein contained are true as (he) (she) verily believe



Roger F. Thomson and Jay L. Tobin

13th day of May

19 96

Rebecca E. Keck

BRINKER RESTAURANT CORPORATION,
a Delaware corporation

6820 LBJ Freeway
Dallas, Texas 75240

Federal ID No.:
Date of Incorporation: 06/29/90
Name Change Amendment: 08/09/91

SHARES: Authorized: 10,000 Common, \$.10 Par Value
Issued: 1,000 Common, \$.10 Par Value
(Sole Shareholder - Brinker
International, Inc., a Delaware
corporation)

OFFICERS AND DIRECTORS

* Denotes Director

Debra L. Smithart *
#3 Glenkirk Court
Dallas, Texas 75225

Chairman of the Board, President
and Chief Financial Officer

Roger F. Thomson *
6607 Clubhouse Circle
Dallas, Texas 75240

Executive Vice President,
Secretary and Director

Jay L. Tobin
4045 Windhaven Lane
Dallas, Texas 75287

Vice President and Assistant
Secretary

Charles M. Sonstebj
1648 Stroud Lane
Mesquite, Texas 75150

Vice President and Assistant
Treasurer

Barbara L. Mahoney
3806 Seminole Court
Carrollton, Texas 75007

Assistant Secretary

State of Delaware
Office of the Secretary of State

PAGE 1

I, WILLIAM T. QUILLEN, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CRM RESTAURANT CORPORATION", CHANGING ITS NAME FROM "CRM RESTAURANT CORPORATION" TO "BRINKER RESTAURANT CORPORATION", FILED IN THIS OFFICE ON THE NINTH DAY OF AUGUST, A.D. 1991, AT 9:30 CLOCK A.M.



William T. Quillen

William T. Quillen, Secretary of State

2234835 8100

944048131

AUTHENTICATION: 7078471

DATE: 03-24-94



CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION

CRM RESTAURANT CORPORATION

a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware.

DOES HEREBY CERTIFY:

- FIRST. That ~~the~~ the Board of Directors of CRM Restaurant Corporation has executed an Unanimous Written Consent, setting forth a which was resolutions ~~which~~ duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "1." so that, as amended, said Article shall be and read as follows:

" 1. The name of the corporation is BRINKER RESTAURANT CORPORATION."

- SECOND. That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.
- THIRD. That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.
- FOURTH. That the capital of said corporation shall not be reduced under or by reason of said amendment.
- IN WITNESS WHEREOF, said CRM Restaurant Corporation

has caused this certificate to be signed by

Ronald A. McDougall

its President,

and Robert L. Callaway

its Secretary.

this 22nd day of July, 19 91

BY Ronald A. McDougall
Ronald A. McDougall, President

ATTEST Robert L. Callaway
Robert L. Callaway, Secretary

CERTIFICATE OF INCORPORATION
OF
CRM RESTAURANT CORPORATION

1. The name of the Corporation is CRM Restaurant Corporation.
2. The address of the Corporation's registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
3. The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
4. The total number of shares of capital stock that the Corporation shall have the authority to issue is 10,000 shares of Common Stock with a par value of \$.10 per share.
5. The name and mailing address of the incorporator is:

Robert L. Callaway
6820 LBJ Freeway, Suite 200
Dallas, Texas 75240

6. The number of directors of the Corporation shall be fixed in the manner provided in the Bylaws of the Corporation, and until changed in the manner provided in the Bylaws shall be two (2). The names and mailing addresses of the persons who are to serve as directors until the first annual meeting of stockholders or until their successors are elected and qualified are as follows:


<u>Name</u>	<u>Address</u>
Ronald A. McDougall	6820 LBJ Freeway, Suite 200 Dallas, Texas 75240
James R. Parish	6820 LBJ Freeway, Suite 200 Dallas, Texas 75240

7. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation shall have the power to adopt, amend, or repeal the Bylaws of the Corporation.
8. The Corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of

Incorporation, in the manner prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

9. A director of the Corporation shall not, to the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, be liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty to the Corporation or its stockholders.

The undersigned, being the incorporator named above, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, does make this certificate, hereby declaring and certifying that this is his act and deed and the facts herein stated are true, and accordingly has hereunto set his hand this 28th day of June, 1990.


Robert L. Callaway, Incorporator