



Financial Highlights

(In millions, except for per share amounts)

Year-end	2011	2010	% B/(W) change
Company sales	\$ 10,893	\$ 9,783	11
Franchise and license fees and income	1,733	1,560	11
Total revenues	\$ 12,626	\$ 11,343	11
Operating Profit	\$ 1,815	\$ 1,769	3
Net Income – Yum! Brands, Inc.	\$ 1,319	\$ 1,158	14
Diluted Earnings Per Common Share before Special Items ^(a)	\$ 2.87	\$ 2.53	14
Special Items Earnings Per Common Share ^(a)	(0.13)	(0.15)	NM
Reported Diluted Earnings Per Common Share	\$ 2.74	\$ 2.38	15
Cash Flows Provided by Operating Activities	\$ 2,170	\$ 1,968	10

(a) See page 23 of our 2011 Form 10-K for further discussion of Special Items.

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ABOUT THE PAPER USED FOR THIS REPORT



The inks used in the printing of this report contain an average of 25% - 35% vegetable oils from plant derivatives, a renewable resource. They replace petroleum based inks as an effort to also reduce volatile organic compounds (VOCs).

The cover and first 14 pages of this report were printed using FSC-certified paper made with 50% recycled content including 24% post-consumer waste.

Dear Partners,

I am pleased to report we delivered 14% EPS growth in 2011, excluding special items, marking the 10th consecutive year we achieved at least 13% and exceeded our annual target of at least 10%.

We once again demonstrated an ability to deliver strong results even in the face of a challenging economic and macroeconomic environment.

This is backed up by the fact we grew system sales 7%, prior to foreign currency translation and proved to be one of the leading retail developers of units outside the U.S., as we opened 1,561 new units, the eleventh straight year we've opened more than 1,000 new units.

We generated \$1.3 billion of net income and over \$2 billion in cash from operations. Our share price jumped 20% for the full year, on top of 40% in 2010. We take special pride that over the long term our five year average annual return, including stock appreciation and dividend reinvestment, is 17% versus a flat S&P average.

Our strong cash flow generation, combined with our disciplined approach to deploying capital, allowed us to increase our dividend 14%, to an annual rate of \$1.14 per share.

Every year in December we host our Investor and Analyst Day in New York. This meeting gives us the opportunity to "go public" with our goals and commitments as well as showcase our management talent from around the world. The theme of our 2011 meeting was "On the Ground Floor of Global Growth: China and a Whole Lot More." No statement could better describe Yum! Brands.

We, of course, highlighted our 10-year track record, but even more importantly, the future growth prospects of our company. The facts are we have a portfolio of brands with leadership positions in China and other emerging markets, with a long runway for growth. We have an asset base of over 37,000 restaurants and we continue to make progress leveraging these assets further by building sales layers and expanding dayparts. Additionally, we invested over \$900 million in 2011 in the future growth of our business and returned cash to shareholders through share buy backs and a meaningful and growing dividend.

All of this adds up to a growing confidence in our business model. As a matter of fact, we're confident the best is yet to come as we pursue our objective to be **the defining global company that feeds the world.**

Let me highlight how some of Yum!'s unique strengths position our company for future growth.

*Excluding special items

**Prior to foreign currency translation

14%
EPS Growth*

+7%
System Sales Growth**

+1,561
New Units Opened

\$1.3 billion
Net Income

+14%
Increased Dividend

\$1.14
Annual Dividend
Per Share Rate



David C. Novak

Chairman & Chief Executive Officer,
Yum! Brands, Inc.



PEARL CITY

上海旅游品商厦 2-3F →

陽

珍珠城
PEARLS CITY



第

團公司

丝绸

佩佩文雅街行

1F



B1层

爱丝火锅

KTV 歌舞

SOUTH AFRICA DIAMOND

First, our leadership position in China and other emerging markets:



656

New restaurants in China in 2011.



135

Pizza Hut Home Service stores in China.



We're building East Dawning to be the premier mainstream Chinese food quick service restaurant.

Over half our operating profit is now generated in China and the 72 other emerging countries in which we operate throughout the world. Yum!'s strongest businesses are located where the highest growth is expected to occur in the years ahead. This is a very powerful combination.

We view China as the best restaurant growth opportunity of the 21st century. Our brands further strengthened their category-leading positions with a record 656 new restaurants and extraordinary same store sales growth of 19% this past year. KFC now has 3,701 restaurants in over 700 cities throughout the country, and continues to expand into new cities as well as increase its penetration levels in existing markets. Pizza Hut Casual Dining now has 626 units and is successfully expanding in lower-tier cities. Its strategy to offer tremendous variety, everyday value and refresh 25% of its menu twice per year has consistently driven sales and profit growth. It's important to note that China new unit returns are the best in our business, with cash paybacks within 3 years.

The macroeconomic environment continues to work in our favor in China. Rising incomes are making our brands even more affordable for an increasing number of people. In fact, the consuming class is expected to double over the next 10 years, going from 300 million to at least 600 million people, as significant urbanization continues. With this tailwind, our new-unit development pace should continue at a high rate, and same store sales should continue to grow.

Our strategy in China is to have leading brands in every significant category. KFC is the clear leader in western quick service restaurants. Pizza Hut is far-and-away the western casual dining leader. We're developing Pizza Hut Home Service to capture the growing off-premises market and now have 135 units. We're also building East Dawning to be the premier mainstream Chinese food quick service restaurant concept.

And I'm pleased to say on February 1, 2012, we acquired Little Sheep, a leading casual-dining concept in China, with approximately 450 system restaurants. This acquisition advances our strategy to have leading brands in every significant category in China. We are looking forward to strengthening Little Sheep's operational model and increasing its market leadership position. We're very excited about the long-term potential of this brand and will make the necessary investments required to ensure its success.

Given our past strategic investments, as I mentioned earlier, we not only have the China opportunity, we have a whole lot more. A case in point is we have made incredible progress in India, opening 101 new restaurants in 2011. Ten years ago, we were essentially just beginning with KFC in India, and now it's our second leading country for new unit development. In fact, we're so excited about our prospects in India, and its impact on the future growth of Yum!, that we're going to break it out as a separate division for 2012 reporting directly to me. It's encouraging to see that our new unit progress with KFC in India is very similar to what we saw in China during its first 10 years. Our India team has identified the key elements driving success in China and are adapting these strategies in India to leverage our iconic brands and build concepts with broad appeal. While we don't expect meaningful profit contributions from India in 2012, we are laying the foundation for this business to have a significant impact on Yum!'s profit growth in the future.

We also made stellar progress in Russia, where we're in the process of re-branding Rostiks-KFC restaurants to stand-alone KFCs...and same store sales growth in Russia is the best in our business. We know our primary competitor makes over \$300 million in Russia. We're just getting started and we have put in place a strong Russian leadership team that is beginning to execute a series of initiatives that will build a powerful business for the long term.

We are driving major growth in the continent of Africa, building off our base of 656 stores in South Africa. We entered Zambia, Ghana and Kenya in 2011 and plan to enter 7 new countries in 2012, in addition to expanding our equity presence and adding new units in South Africa. In all, we plan to have restaurants in about 20 African countries by the end of this year. With over a billion people throughout the continent, we know we're just getting started.



101

New restaurants in India in 2011.



We're re-branding Rostiks-KFC restaurants in Russia to KFCs.



We plan to have restaurants in 20 African countries by the end of this year.

Just to illustrate the fact we are on the ground floor in emerging markets, consider my favorite Yum! factoid: We have about 58 Yum! restaurants per million people in the U.S. and only have fewer than 2 restaurants per million people in the top 10 emerging markets. While many companies have to scratch and claw for growth opportunities, we already have in our grasp a long runway for growth.

UNITED STATES

58 Restaurants Per 1,000,000 People

EMERGING MARKETS

2 Restaurants Per 1,000,000 People

Further proof is one not-so-well-known aspect about Yum!, it's the solid progress we're making in France and Germany. Believe it or not, our restaurants in France have the highest average unit volumes in our system. As a result, we continue to build our scale and increase television advertising. France is also the first market where we experimented with a franchise business rental program to drive new unit development and returns. And we've taken this approach to Germany, where we're expecting to have the necessary scale to utilize television advertising in 2013. We had 133 KFCs in France and 76 in Germany at the end of 2011. Our challenge going forward is to secure great sites as fast as our people capability allows. So while France and Germany are certainly developed countries, they are clearly emerging businesses for Yum! Brands. To put the opportunity in perspective, we make less than \$30 million with only 209 restaurants in these two countries while our primary competitors make well over one billion dollars with over 2,000 restaurants, so the best is yet to come for us in Western Continental Europe.

In addition to our vast new unit development opportunities in emerging markets, we have tremendous potential with 37,000+ restaurants we already have in our portfolio. We've been very successful in China leveraging our assets throughout the day with breakfast, 24-hour service, delivery and innovative beverages. We're making progress in several other countries as well. In Yum! Restaurants International, we have over 4,000 KFC restaurants with ovens, which enable innovative non-fried products, and 3,900 KFC restaurants serving our Krushers line of frozen beverages. Our KFC a.m. breakfast is now in over 600 stores.



Our restaurants in France have the highest volumes in our system.



Our KFC a.m. breakfast is now in over 600 stores.

I want to emphasize it takes time and more patience than we'd like to have to build these incremental sales layers and dayparts. Nevertheless, we are absolutely committed to their success and have a firm conviction that it will be done.



We're making progress reinvigorating our U.S. business which clearly under-performed in 2011, with same store sales down 1% and profit down 12%. The good news is we are poised to achieve significantly better results. In fact, we had positive net unit growth at Taco Bell and Pizza Hut in 2011, and we expect this trend to continue.



On the new initiative front, Taco Bell just launched breakfast in 800 restaurants on the West Coast with its “First Meal” strategy. Taco Bell built an incredible late night business by gradually staying open longer and longer. We’re taking that same strategy and applying it to breakfast. We’ll be opening for breakfast about 9:00 a.m., and gradually moving that earlier as we gain traction. We also reinvented the taco when we launched the Doritos® Locos Taco in March 2012, which is a taco made from Frito-Lay’s enormously popular Nacho Cheese Doritos®.

Pizza Hut was our best U.S. performer delivering a solid year in 2011 on the heels of a great year in 2010. The combination of everyday value, innovative new products and unique bundles has performed well and we’ll continue to leverage these strategies going forward.

In the U.S., I’m pleased KFC has formed a united front with its franchisees, investing in operations and galvanized around improving its operating consistency and becoming more contemporary and relevant. With all this in place, we expect profit growth from our U.S. business this year, and more consistent performance going forward.



Across the globe, we have and will continue to execute against the following strategies:

1

Build leading brands in **China** in every significant category.

2

Drive aggressive **International** expansion and build strong brands everywhere.

3

Dramatically improve **U.S.** brand positions, consistency and returns.

4

Drive industry-leading, long-term **Shareholder & Franchisee** value.

Our success in executing these strategies has driven our return on invested capital over 22%, at the top with industry leaders. We generated over \$2 billion cash from operations in 2011. We're fortunate to have many high-return, global opportunities to invest in for future growth. We will also continue to return cash to shareholders. 2011 marked the 7th consecutive year we raised our dividend at a double-digit percentage rate. We also repurchased \$733 million of our stock in 2011.

I want to give you my perspective about our successful evolving and enduring business model.

Our philosophy is pretty simple. We reduce company ownership in highly penetrated or under-performing markets, and we increase exposure in emerging and under-penetrated markets.

By following this philosophy and due to strong execution by our Division teams, our business model has evolved. Today over 70% of our operating profit is generated by our international businesses. We ended 2011 with over \$1.5 billion in operating profit in China and YRI. Ten years ago, we made about \$315 million in these businesses combined, which represented 30% of our profits at that time. The vast majority of this growth was in emerging markets.

We continue to reduce our ownership in highly-penetrated markets. In December, we completed the sale of Long John Silver's and A&W All American Restaurants. The larger of these concepts, Long John Silver's, has about 97% of its restaurants in the U.S.

We are continuing our U.S. refranchising program. Our plan is to retain about 5% ownership in KFC and Pizza Hut and to be at this target ownership for both brands by the end of 2012. We also recently announced our plan to reduce Taco Bell U.S. ownership from 23% to about 16% over the next two years. We are fortunate to have great franchise operators who have the capability to run these restaurants extremely well. In return, we will collect royalties and make our profit return more consistent.

We announced our decision in the third quarter of 2011 to refranchise our Pizza Hut UK business. We have started the sale process and our intention is to sell this business in 2012.

At the same time, we are aggressively growing emerging and under-penetrated markets. While our franchise partners fuel the majority of our new unit growth outside China, we will also build company units in international markets where we can achieve scale, realize high growth, and yield high returns.

We've made three acquisitions in recent times that meet our criteria. First, in 2010 we exercised our option to take full management control of Rostiks-KFC in Russia. During 2011, our first full year of operations, results have been impressive. Russia had the highest same store sales growth rates in all of Yum! We've made significant progress re-branding this business as a KFC brand. This has increased our confidence that Russia will become a big business for Yum!

Secondly, we bought out our largest KFC franchisee in South Africa in the fourth quarter of 2011. This acquisition provides a 68 store equity base in South Africa to help fuel the high growth potential for the rest of Africa.

And finally, we just completed the acquisition of Little Sheep in China. We're very excited to bring our operating and development expertise to this business.

The Little Sheep business will add about 5% to our revenue base in China for 2012. When you take into account transaction and transition costs, we expect only a modest profit impact in 2012.

Looking back and forward, I am very confident in the sustainable and growing strength of our business model. We believe that the investing decisions we are making will set us up for success now and for the long term. We will continue to invest in under-penetrated markets with a long runway for growth, deploying capital in our existing asset base that generates high returns, and leverages these assets with additional sales layers and dayparts to generate same store sales growth.

There's no question in our minds that our business model is evolving and enduring. In fact, our robust EPS model gives us a clear capability to sustain our at least 10% growth model well beyond 2020.

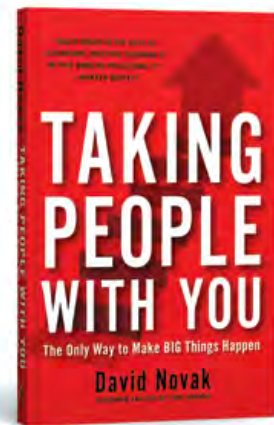
Let me wrap it up by sharing with you our most exciting opportunity. For the past 15 years, I have been teaching a leadership program called Taking People With You. More than 4,000 people in the Yum! system have participated in this program, and I recently wrote a book based on its success.

Taking People With You includes everything I've learned about how to build and align teams to get results, and gleans the best know how in the world from what I've learned from top change experts, coaches, CEOs and companies.

We have made 2012 "The Year of Taking People With You For Operational Excellence." Training guides have been developed in 11 different languages for our over 37,000 Restaurant General Managers around the globe.

The learnings in *Taking People With You* provide a roadmap for our leaders to take others with them on the journey to make big things happen in their restaurant. I am convinced that, properly executed, *Taking People With You* will drive world-class operations, AND at the same time, make Customer Mania a consistent reality for our customers all around the world. It is also the vehicle that will forever institutionalize our powerful, How We Win Together culture, the bedrock of our success.

By the way, all the proceeds from the book, *Taking People With You*, go to the United Nations World Food Programme to help save the lives of starving children, so tell your friends and neighbors about it. Better yet, buy a book and pass it on.



Our people capability and culture have never been stronger and represent the foundation of our future. I'd like to thank our franchise partners, team members and associates around the globe for their hard work, dedication and commitment to help build Yum! Brands and for **Serving the World.**

After reading this Annual Report, I hope you will agree we are on the ground floor of global growth...China and a whole lot more.

Yum! To You!

David C. Novak

Chairman & Chief Executive Officer,
Yum! Brands, Inc.

future back **vision**

the **defining** global company
that **feeds the world**

famous recognition culture where everyone counts

- 💡 Drive HWWT² leadership principles every day!
- 💡 Make it a magnet for the best talent
- 💡 Be an “ABR black belt”...Be a “Know How junkie”

**dynamic, vibrant brands everywhere with
one system operational excellence as our foundation**

- 💡 Make Customer Mania come alive for every customer in every restaurant
- 💡 Build dynasties in every country
- 💡 Always connect with customers, always reach, always lead

a company with a huge heart

- 💡 Open doors and grow each other
- 💡 Truly care about the world...and save lives with the World Food Programme



our future back vision

Be the Defining Global Company That Feeds the World.

our goal

Be the Best in the World at Building Great Restaurant Brands!

our passion

Customer Mania... put a YUM on customers' faces around the world

our formula for success

People Capability First... satisfied customers and profitability follow

how we lead (with intentionality)

Step Change Thinkers
Know How Builders
Action Drivers
People Growers

how we grow

Build leading brands in China in every significant category

Drive aggressive, International expansion and build strong brands everywhere

Dramatically improve U.S. brand positions, consistency and returns

Drive industry-leading, long-term shareholder and franchisee value

how we win together (HWWT)²

Believe in All People
Be Restaurant and Customer Maniacs...NOW!
Recognize! Recognize! Recognize!

Go for Breakthrough
Build Know How
Take the Hill Teamwork

...with one system operational
excellence as our foundation!



YUM! Brands, Inc.
1441 Gardiner Lane
Louisville, Kentucky 40213

April 6, 2012

Dear Fellow Shareholders:

On behalf of your Board of Directors, we are pleased to invite you to attend the 2012 Annual Meeting of Shareholders of YUM! Brands, Inc. The meeting will be held Thursday, May 17, 2012, at 9:00 a.m., local time, in the YUM! Conference Center at 1900 Colonel Sanders Lane in Louisville, Kentucky.

This year we are pleased to once again take advantage of the Securities and Exchange Commission rule allowing companies to furnish proxy materials to their shareholders over the Internet. We believe that this e-proxy process expedites shareholders' receipt of proxy materials, while also lowering the costs and reducing the environmental impact of our Annual Meeting.

Whether or not you plan to attend the meeting, your vote is important and we encourage you to vote promptly. You may vote your shares via a toll-free telephone number or over the Internet. If you received a paper copy of the proxy card by mail, you may sign, date and mail the proxy card in the envelope provided. Instructions regarding the three methods of voting are contained on the Notice or proxy card.

If you plan to attend the meeting, please bring your Notice, admission ticket from your proxy card or proof of your ownership of YUM common stock as of March 19, 2012 as well as a valid picture identification. Your vote is important. Whether or not you attend the meeting, we encourage you to consider the matters presented in the proxy statement and vote as soon as possible.

Sincerely,

David C. Novak
Chairman of the Board and Chief Executive Officer

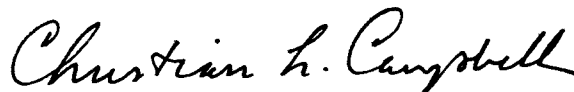
Important Notice Regarding the Availability of Proxy Materials for the Shareholders Meeting to Be Held on May 17, 2012—this Notice and proxy statement is available at www.yum.com/investors/investor_materials.asp and the Annual Report on Form 10-K is available at www.yum.com/annualreport.

YUM! Brands, Inc.
1441 Gardiner Lane
Louisville, Kentucky 40213

Notice of Annual Meeting of Shareholders

- Time:** 9:00 a.m. on Thursday, May 17, 2012
- Place:** YUM! Conference Center
1900 Colonel Sanders Lane
Louisville, Kentucky 40213
- Items of Business:**
- (1) To elect eleven (11) directors to serve until the 2013 Annual Meeting of Shareholders and until their respective successors are duly elected and qualified.
 - (2) To ratify the selection of KPMG LLP as our independent auditors for the fiscal year ending December 29, 2012.
 - (3) To consider and hold an Advisory Vote on Executive Compensation.
 - (4) To consider and vote on two (2) shareholder proposals, if properly presented at the meeting.
 - (5) To transact such other business as may properly come before the meeting.
- Who Can Vote:** You can vote if you were a shareholder of record as of the close of business on March 19, 2012.
- Annual Report:** A copy of our 2011 Annual Report on Form 10-K is included with this proxy statement.
- Web site:** You may also read the Company's Annual Report and this Notice and proxy statement on our Web site at www.yum.com/annualreport and www.yum.com/investors/investor_materials.asp.
- Date of Mailing:** This Notice, the proxy statement and the form of proxy are first being mailed to shareholders on or about April 6, 2012.

By Order of the Board of Directors



Christian L. Campbell
Secretary

YOUR VOTE IS IMPORTANT

Under securities exchange rules, brokers cannot vote on your behalf for the election of directors or on executive compensation related matters without your instructions. Whether or not you plan to attend the Annual Meeting, please provide your proxy by following the instructions on your Notice or proxy card. On April 6, 2012, we mailed to our shareholders a Notice containing instructions on how to access this proxy statement and our Annual Report and vote online. If you received a Notice by mail, you will not receive a printed copy of the proxy materials in the mail, unless you request a copy. Instead, you should follow the instructions included in the Notice on how to access and review all of the important information contained in the proxy statement and Annual Report. The Notice also instructs you on how you may submit your vote by proxy over the Internet. If you received the proxy statement and Annual Report in the mail, please submit your proxy by marking, dating and signing the proxy card included and returning it promptly in the envelope enclosed. If you are able to attend the Annual Meeting and wish to vote your shares personally, you may do so at any time before the proxy is exercised.

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YUM! BRANDS, INC.
1441 Gardiner Lane
Louisville, Kentucky 40213

PROXY STATEMENT
For Annual Meeting of Shareholders To Be Held On
May 17, 2012

The Board of Directors (the “Board of Directors” or the “Board”) of YUM! Brands, Inc., a North Carolina corporation (“YUM” or the “Company”), solicits the enclosed proxy for use at the Annual Meeting of Shareholders of the Company to be held at 9:00 a.m. (Eastern Daylight Saving Time), on Thursday, May 17, 2012, in the YUM! Conference Center, at 1900 Colonel Sanders Lane, Louisville, Kentucky. This proxy statement contains information about the matters to be voted on at the Annual Meeting and the voting process, as well as information about our directors and most highly paid executive officers.

QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

What is the purpose of the Annual Meeting?

At our Annual Meeting, shareholders will vote on several important Company matters. In addition, our management will report on the Company’s performance over the last fiscal year and, following the meeting, respond to questions from shareholders.

Why am I receiving these materials?

You received these materials because our Board of Directors is soliciting your proxy to vote your shares at the Annual Meeting. As a shareholder, you are invited to attend the Annual Meeting and are entitled to vote on the items of business described in this proxy statement.

Why did I receive a one-page Notice in the mail regarding the Internet availability of proxy materials this year instead of a full set of proxy materials?

As permitted by Securities and Exchange Commission rules, we are making this proxy statement and our Annual Report available to our shareholders electronically via the Internet. On April 6, 2012, we mailed to our shareholders a Notice containing instructions on how to access this proxy statement and our Annual Report and vote online. If you received a Notice by mail you will not receive a printed copy of the proxy materials in the mail, unless you request a copy. The Notice instructs you on how to access and review all of the important information contained in the proxy statement and Annual Report. The Notice also instructs you on how you may submit your proxy over the Internet. If you received a Notice by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials contained on the Notice.

We encourage you to take advantage of the availability of the proxy materials on the Internet in order to help lower the cost and reduce the environmental impact of the Annual Meeting.

Who may attend the Annual Meeting?

The Annual Meeting is open to all shareholders of record as of close of business on March 19, 2012, or their duly appointed proxies. Seating is limited and admission is on a first-come, first-served basis.

What do I need to bring to attend the Annual Meeting?

You will need a valid picture identification and either an admission ticket or proof of ownership of YUM's common stock to enter the Annual Meeting. If you are a registered owner, your Notice will be your admission ticket. If you received the proxy statement and Annual Report by mail, you will find an admission ticket attached to the proxy card sent to you. If you plan to attend the Annual Meeting, please so indicate when you vote and bring the ticket with you to the Annual Meeting. If your shares are held in the name of a bank, broker or other holder of record, your admission ticket is the left side of your voting information form. If you do not bring your admission ticket, you will need proof of ownership to be admitted to the Annual Meeting. A recent brokerage statement or letter from a bank or broker is an example of proof of ownership. If you arrive at the Annual Meeting without an admission ticket, we will admit you only if we are able to verify that you are a YUM shareholder. Your admittance to the Annual Meeting will depend upon availability of seating. All shareholders will be required to present valid picture identification prior to admittance. **IF YOU DO NOT HAVE VALID PICTURE IDENTIFICATION AND EITHER AN ADMISSION TICKET OR PROOF THAT YOU OWN YUM COMMON STOCK, YOU MAY NOT BE ADMITTED INTO THE ANNUAL MEETING.**

Please note that cameras, sound or video recording equipment, cellular telephones, blackberries and other similar devices, large bags, briefcases and packages will not be allowed in the meeting room.

May shareholders ask questions?

Yes. Representatives of the Company will answer shareholders' questions of general interest following the Annual Meeting. In order to give a greater number of shareholders an opportunity to ask questions, individuals or groups will be allowed to ask only one question and no repetitive or follow-up questions will be permitted.

Who may vote?

You may vote if you owned YUM common stock as of the close of business on the record date, March 19, 2012. Each share of YUM common stock is entitled to one vote. As of March 19, 2012, YUM had 460,176,259 shares of common stock outstanding.

What am I voting on?

You will be voting on the following five items of business at the Annual Meeting:

- The election of eleven (11) directors to serve until the next Annual Meeting of Shareholders and until their respective successors are duly elected and qualified;
- The ratification of the selection of KPMG LLP as our independent auditors for the fiscal year ending December 29, 2012;
- An Advisory Vote on Executive Compensation; and
- Two (2) shareholder proposals.

We will also consider other business that properly comes before the meeting.

How does the Board of Directors recommend that I vote?

Our Board of Directors recommends that you vote your shares:

- "FOR" each of the nominees named in this proxy statement for election to the Board;
- "FOR" the ratification of the selection of KPMG LLP as our independent auditors;
- "FOR" the proposal regarding an advisory vote on executive compensation; and

- “AGAINST” the two (2) shareholder proposals.

How do I vote before the Annual meeting?

There are three ways to vote before the meeting:

- By Internet—If you have Internet access, we encourage you to vote on www.proxyvote.com by following instructions on the Notice or proxy card;
- By telephone—by making a toll-free telephone call from the U.S. or Canada to 1(800) 690-6903 (if you have any questions about how to vote over the phone, call 1(888) 298-6986); or
- By mail—If you received your proxy materials by mail, you can vote by completing, signing and returning the enclosed proxy card in the postage-paid envelope provided.

If you are a participant in the Direct Stock Purchase Plan, the administrator of this program, as the shareholder of record, may only vote the shares for which it has received directions to vote from you.

If you are a participant in the YUM! Brands 401(k) Plan (“401(k) Plan”), the trustee of the 401(k) Plan will only vote the shares for which it has received directions to vote from participants.

Proxies submitted through the Internet or by telephone as described above must be received by 11:59 p.m., Eastern Daylight Saving Time, on May 16, 2012. Proxies submitted by mail must be received prior to the meeting. Directions submitted by 401(k) Plan participants must be received by 12:00 p.m., Eastern Daylight Saving Time, on May 15, 2012.

Also, if you hold your shares in the name of a bank or broker, your ability to vote by telephone or the Internet depends on their voting processes. Please follow the directions on your notice carefully. A number of brokerage firms and banks participate in a program provided through Broadridge Financial Solutions, Inc. (“Broadridge”) that offers telephone and Internet voting options. If your shares are held in an account with a brokerage firm or bank participating in the Broadridge program, you may vote those shares telephonically by calling the telephone number shown on the voting instruction form received from your brokerage firm or bank, or through the Internet at Broadridge’s voting Web site (www.proxyvote.com). Votes submitted through the Internet or by telephone through the Broadridge program must be received by 11:59 p.m., Eastern Daylight Saving Time, on May 16, 2012.

Can I vote at the Annual Meeting?

Shares registered directly in your name as the shareholder of record may be voted in person at the Annual Meeting. Shares held in street name may be voted in person only if you obtain a legal proxy from the broker or nominee that holds your shares giving you the right to vote the shares. Even if you plan to attend the Annual Meeting, we encourage you to vote your shares by proxy. You may still vote your shares in person at the meeting even if you have previously voted by proxy.

Can I change my mind after I vote?

You may change your vote at any time before the polls close at the Annual Meeting. You may do this by:

- Signing another proxy card with a later date and returning it to us prior to the Annual Meeting;
- Voting again by telephone or through the Internet prior to 11:59 p.m., Eastern Daylight Saving Time, on May 16, 2012;
- Giving written notice to the Secretary of the Company prior to the Annual Meeting; or
- Voting again at the Annual Meeting.

Your attendance at the Annual Meeting will not have the effect of revoking a proxy unless you notify our Corporate Secretary in writing before the polls close that you wish to revoke a previous proxy.

How many votes are needed to elect directors?

You may vote “FOR” each nominee or “AGAINST” each nominee, or “ABSTAIN” from voting on one or more nominees. Unless you mark “AGAINST” or “ABSTAIN” with respect to a particular nominee or nominees or for all nominees, your proxy will be voted “FOR” each of the director nominees named in this proxy statement. In an uncontested election, a nominee will be elected as a director if the number of “FOR” votes exceeds the number of “AGAINST” votes. Abstentions will be counted as present but not voted. Full details of the Company’s majority voting policy are set out in our Corporate Governance Principles at www.yum.com/investors/governance/principles.asp and at page 8 under “What Other Significant Board Practices does the Company have?—Majority Voting Policy.”

How many votes are needed to approve the other proposals?

The ratification of the selection of KPMG LLP as our independent auditors, the approval of the compensation of our named executive officers and approval of each of the two shareholder proposals must receive the “FOR” vote of a majority of the shares, present in person or represented by proxy, and entitled to vote at the Annual Meeting. For each of these items, you may vote “FOR”, “AGAINST” or “ABSTAIN.” Abstentions will be counted as shares present and entitled to vote at the Annual Meeting. Accordingly, abstentions will have the same effect as a vote “AGAINST” the proposals. Broker non-votes will not be counted as shares present and entitled to vote with respect to the particular matter on which the broker has not voted. Thus, broker non-votes will not affect the outcome of any of these proposals.

When will the Company announce the voting results?

The Company will announce the voting results of the Annual Meeting on a Current Report on Form 8-K within four business days of the Annual Meeting.

What if other matters are presented for consideration at the Annual Meeting?

As of the date of this proxy statement, our management knows of no matters that will be presented for consideration at the Annual Meeting other than those matters discussed in this proxy statement. If any other matters properly come before the Annual Meeting and call for a vote of shareholders, validly executed proxies in the enclosed form returned to us will be voted in accordance with the recommendation of the Board of Directors or, in the absence of such a recommendation, in accordance with the judgment of the proxy holders.

GOVERNANCE OF THE COMPANY

The business and affairs of YUM are managed under the direction of the Board of Directors. The Board believes that good corporate governance is a critical factor in achieving business success and in fulfilling the Board's responsibilities to shareholders. The Board believes that its practices align management and shareholder interests. Highlights of our corporate governance practices are described below.

What is the composition of the Board of Directors and how often are members elected?

Our Board of Directors presently consists of 13 directors whose terms expire at this Annual Meeting. Robert Holland and Kenneth Langone will be retiring and are not standing for re-election at the Annual Meeting.

As discussed in more detail later in this section, the Board has determined that 11 of the 13 current directors and nine of the 11 continuing directors are independent under the rules of the New York Stock Exchange ("NYSE").

How often did the Board meet in fiscal 2011?

The Board of Directors met six times during fiscal 2011. Each director attended at least 75% of the meetings of the Board and the committees of which he or she was a member and that were held during the period he or she served as a director.

What is the Board's policy regarding director attendance at the Annual Meeting of Shareholders?

The Board of Director's policy is that all directors should attend the Annual Meeting and ten of the Company's 12 directors attended the 2011 Annual Meeting.

How does the Board select nominees for the Board?

The Nominating and Governance Committee considers candidates for Board membership suggested by its members and other Board members, as well as management and shareholders. The Committee's charter provides that it may retain a third-party executive search firm to identify candidates from time to time. The Committee retained the search firm Russell Reynolds in 2011 to assist it in identifying candidates.

In accordance with our Governance Principles, our Board seeks members from diverse professional backgrounds who combine a broad spectrum of experience and expertise with a reputation for integrity. Directors should have experience in positions with a high degree of responsibility, be leaders in the companies or institutions with which they are affiliated and are selected based upon contributions they can make to the Board and management. The Committee's assessment of a proposed candidate will include a review of the person's judgment, experience, independence, understanding of the Company's business or other related industries and such other factors as the Nominating and Governance Committee determines are relevant in light of the needs of the Board of Directors. The Committee believes that its nominees should reflect a diversity of experience, gender, race, ethnicity and age. The Board does not have a specific policy regarding director diversity. The Committee also considers such other relevant factors as it deems appropriate, including the current composition of the Board, the balance of management and independent directors, the need for Audit Committee expertise and the evaluations of other prospective nominees, if any. In connection with this evaluation, it is expected that each Committee member will interview the prospective nominee in person or by telephone before the prospective nominee is presented to the full Board for consideration. After completing this evaluation and interview process, the Committee will make a recommendation to the full Board as to the person(s) who should be nominated by the Board, and the Board determines the nominee(s) after considering the recommendation and report of the Committee.

We believe that each of our directors has met the guidelines set forth in the Governance Principles. As noted in the director biographies that follow this section, our directors have experience, qualifications and skills across a wide range of public and private companies, possessing a broad spectrum of experience both individually and collectively.

Mirian Graddick-Weir was appointed to the Board of Directors by our Board effective January 26, 2012. She is standing for election to the Board by our shareholders for the first time. The full Board is recommending her election as a director.

For a shareholder to submit a candidate for consideration by the Nominating and Governance Committee, a shareholder must notify YUM's Corporate Secretary. To make a director nomination at the 2013 Annual Meeting, a shareholder must notify YUM's Secretary no later than February 18, 2013. Notices should be sent to: Corporate Secretary, YUM! Brands, Inc., 1441 Gardiner Lane, Louisville, Kentucky 40213. The nomination must contain the information described on page 80.

What is the Board's Leadership Structure?

The Company's Corporate Governance Principles provide that the CEO may also serve as Chairman of the Board, and our CEO, David Novak, serves as Chairman of the Board of the Company. The Board believes that combining these positions serves the best interests of the Company at this time. The Board believes that by serving as both Chairman and CEO, Mr. Novak is positioned to use his in-depth knowledge of our industry, our global business and its challenges as well as our key constituents including employees, franchisees and business partners to provide the Board with the leadership needed to set Board agendas, strategic focus and direction for the Company. Mr. Novak's combined role as Chairman and CEO also ensures that the Company presents its message and strategy to shareholders, employees, customers, franchisees and business partners with a unified voice. Combining the Chairman and CEO roles fosters clear accountability, effective decision-making, and alignment on corporate strategy.

The Nominating and Governance Committee reviews the Board's leadership structure annually together with an evaluation of the performance and effectiveness of the Board of Directors. In 2011, the Nominating and Governance Committee concluded that the current leadership structure of the Board enables it to fully satisfy its role of independent oversight of management and the Company. In making this determination, the Nominating and Governance Committee's review included an assessment of the effectiveness of the roles played by the presiding director and our independent Committee Chairs, the openness of the communications between the directors and Mr. Novak, the responsiveness of Mr. Novak to issues raised by directors, and the overall quality and focus of Board meetings. In addition, to assure effective independent oversight, the Board has adopted a number of governance practices discussed below.

What are the Company's Governance Policies and Ethical Guidelines?

- **Board Committee Charters.** The Audit, Management Planning and Development and Nominating and Governance Committees of the YUM Board of Directors operate pursuant to written charters. These charters were approved by the Board of Directors and reflect certain best practices in corporate governance, as well as comply with the Sarbanes-Oxley Act of 2002 and the rules issued thereunder, including the requirements of the NYSE. Each charter is available on the Company's Web site at www.yum.com/investors/governance/charters.asp.
- **Corporate Governance Principles.** The Board of Directors has documented its corporate governance guidelines in the YUM! Brands, Inc. Corporate Governance Principles. These guidelines as amended are available on the Company's Web site at www.yum.com/investors/governance/principles.asp.
- **Code of Ethics.** YUM's Worldwide Code of Conduct was adopted to emphasize the Company's commitment to the highest standards of business conduct. The Code of Conduct also sets forth

information and procedures for employees to report ethical or accounting concerns, misconduct or violations of the Code in a confidential manner. The Code of Conduct applies to the Board of Directors and all employees of the Company, including the principal executive officer, the principal financial officer and the principal accounting officer. Our directors and the senior-most employees in the Company are required to regularly complete a conflicts of interest questionnaire and certify in writing that they have read and understand the Code of Conduct. The Code of Conduct is available on the Company's Web site at www.yum.com/investors/governance/conduct.asp. The Company intends to post amendments to or waivers from its Code (to the extent applicable to the Board of Directors or executive officers) on this Web site.

What other Significant Board Practices does the Company have?

- ***Private Executive Sessions.*** Our non-management directors meet in executive session at each regular Board meeting. The executive sessions are attended only by the non-management directors and are presided over by the presiding director. Our independent directors meet in executive session at least once per year.
- ***Role of Presiding Director.*** Our corporate governance guidelines require the election, by the independent directors, of a presiding director. Unless the Board provides otherwise, the presiding director for each calendar year will be the chair of one of our committees that consist solely of independent directors, who will rotate as presiding director on a calendar year basis. In 2011, Thomas Ryan served as the presiding director. Based upon the recommendation of the Nominating and Governance Committee, the Board has determined that the presiding director is responsible for:
 - (a) Presiding at all executive sessions of the Board and any other meeting of the Board at which the Chairman is not present, and advising the Chairman and CEO of any decisions reached or suggestions made at any executive session,
 - (b) Approving in advance agendas and schedules for Board meetings and the information that is provided to directors,
 - (c) If requested by major shareholders, being available for consultations and direct communication,
 - (d) Serving as a liaison between the Chairman and the independent directors, and
 - (e) Calling special meetings of the independent directors.
- ***Advance Materials.*** Information and data important to the directors' understanding of the business or matters to be considered at a Board or Board Committee meeting are, to the extent practical, distributed to the directors sufficiently in advance of the meeting to allow careful review prior to the meeting.
- ***Board and Committees' Evaluations.*** The Board has an annual self-evaluation process that is led by the Nominating and Governance Committee. This assessment focuses on the Board's contribution to the Company and emphasizes those areas in which the Board believes a better contribution could be made. In addition, the Audit, Management Planning and Development and Nominating and Governance Committees also each conduct similar annual self-evaluations.
- ***Majority Voting Policy.*** Our Articles of Incorporation require majority voting for the election of directors in uncontested elections. This means that director nominees in an uncontested election for directors must receive a number of votes "for" his or her election in excess of the number of votes "against." The Company's Corporate Governance Principles further provide that any incumbent director who does not receive a majority of "for" votes will promptly tender to the Board his or her resignation from the Board. The resignation will specify that it is effective upon the Board's

acceptance of the resignation. The Board will, through a process managed by the Nominating and Governance Committee and excluding the nominee in question, accept or reject the resignation within 90 days after the Board receives the resignation. If the Board rejects the resignation, the reason for the Board's decision will be publicly disclosed.

What access do the Board and Board committees have to Management and to Outside Advisors?

- *Access to Management and Employees.* Directors have full and unrestricted access to the management and employees of the Company. Additionally, key members of management attend Board meetings to present information about the results, plans and operations of the business within their areas of responsibility.
- *Access to Outside Advisors.* The Board and its committees may retain counsel or consultants without obtaining the approval of any officer of the Company in advance or otherwise. The Audit Committee has the sole authority to retain and terminate the independent auditor. The Nominating and Governance Committee has the sole authority to retain search firms to be used to identify director candidates. The Management Planning and Development Committee has the sole authority to retain compensation consultants for advice on executive compensation matters.

What is the Board's role in risk oversight?

The Board maintains overall responsibility for overseeing the Company's risk management. In furtherance of its responsibility, the Board has delegated specific risk-related responsibilities to the Audit Committee and to the Management Planning and Development Committee. The Audit Committee engages in substantive discussions of risk management at its regular committee meetings held during the year. At these meetings, it receives functional risk review reports covering significant areas of risk from senior managers responsible for these functional areas, as well as receiving reports from the Company's Chief Auditor. Our Chief Auditor reports directly to the Chairman of the Audit Committee and our Chief Financial Officer. The Audit Committee also receives reports at each meeting regarding legal and regulatory risks from management. The Audit Committee provides a summary to the full Board at each regular Board meeting of the risk area reviewed together with any other risk related subjects discussed at the Audit Committee meeting. In addition, our Management Planning and Development Committee considers the risks that may be implicated by our compensation programs through a risk assessment conducted by management and reports its conclusions to the full Board.

Has the Company conducted a risk assessment of its compensation policies and practices?

As stated in the Compensation Discussion and Analysis at page 39, the philosophy of our compensation programs is to reward performance by designing pay programs at all levels that align team performance, individual performance, customer satisfaction and shareholder return, emphasize long-term incentives and require executives to personally invest in Company stock.

In 2012, the Management Planning and Development Committee of the Board of Directors oversaw the performance of a risk assessment of our compensation programs for all employees to determine whether they encourage unnecessary or excessive risk taking. In conducting this review, each of our compensation practices and programs was reviewed against the key risks facing the Company in the conduct of its business. Based on this review, the Committee concluded that our compensation policies and practices do not encourage our employees to take unnecessary or excessive risks.

As part of this assessment, the Committee concluded that the following policies and practices of the Company's cash and equity incentive programs serve to reduce the likelihood of excessive risk taking:

- Our compensation system is balanced, rewarding both short term and long term performance.

- Long term Company performance is emphasized. The majority of incentive compensation for the top level employees is associated with the long term performance of the Company.
- The annual incentive target setting process is closely linked to the annual financial planning process and supports the Company's overall strategic plan.
- Compensation is primarily determined by results of the business.
- Financial performance which determines employee rewards is closely monitored by and certified by the Audit Committee and the full Board.
- Compensation performance measures are set for each division and YUM, are transparent and are tied to multiple measurable factors, none of which exceeds a 50% weighting. The measures are both apparent to shareholders and drivers of their returns.
- Strong stock ownership guidelines for approximately 600 senior employees are enforced (discussed further at page 52).
- We have implemented a compensation recovery or "clawback" policy (discussed further at page 54).

How does the Board determine which directors are considered independent?

The Company's Corporate Governance Principles, adopted by the Board, require that we meet the listing standards of the NYSE. The full text of the Principles can be found on the Company's Web site (www.yum.com/investors/governance/principles.asp).

Pursuant to the Principles, the Board undertook its annual review of director independence. During this review, the Board considered transactions and relationships between each director or any member of his or her immediate family and the Company and its subsidiaries and affiliates. As provided in the Principles, the purpose of this review was to determine whether any such relationships or transactions were inconsistent with a determination that the director is independent.

As a result of this review, the Board affirmatively determined that all of the directors are independent of the Company and its management under the rules of the NYSE, with the exception of David Novak and Jing-Shyh S. Su. Mr. Novak and Mr. Su are not considered independent directors because of their employment by the Company.

In determining that the other directors did not have a material relationship with the Company, the Board determined that Messrs. Dorman, Ferragamo, Grissom, Holland, Langone, Linen, Nelson, Ryan and Walter and Ms. Graddick-Weir and Hill had no other relationship with the Company other than their relationship as director.

How do shareholders communicate with the Board?

Shareholders and other parties interested in communicating directly with individual directors, the non-management directors as a group or the entire Board may do so by writing to the Nominating and Governance Committee, c/o Corporate Secretary, YUM! Brands, Inc., 1441 Gardiner Lane, Louisville, Kentucky 40213. The Nominating and Governance Committee of the Board has approved a process for handling letters received by the Company and addressed to individual directors, non-management members of the Board or the Board. Under that process, the Corporate Secretary of the Company reviews all such correspondence and regularly forwards to a designated individual member of the Nominating and Governance Committee copies of all such correspondence (although we do not forward commercial correspondence and correspondence duplicative in nature; however, we will retain duplicate correspondence and all duplicate correspondence will be available for directors' review upon their request) and a summary of all such correspondence. The designated director of the Nominating and Governance Committee will forward correspondence directed to individual directors as he or she deems appropriate.

Directors may at any time review a log of all correspondence received by the Company that is addressed to members of the Board and request copies of any such correspondence. Written correspondence from shareholders relating to accounting, internal controls or auditing matters are immediately brought to the attention of the Company's Audit Committee Chairperson and to the internal audit department and handled in accordance with procedures established by the Audit Committee with respect to such matters (described below). Correspondence from shareholders relating to Management Planning and Development Committee matters are referred to the Chairperson of the Management Planning and Development Committee.

What are the Company's Policies on Reporting of Concerns Regarding Accounting?

The Audit Committee has established policies on reporting concerns regarding accounting and other matters in addition to our policy on communicating with our non-management directors. Any person, whether or not an employee, who has a concern about the conduct of the Company or any of our people, with respect to accounting, internal accounting controls or auditing matters, may, in a confidential or anonymous manner, communicate that concern to our General Counsel, Christian Campbell. If any person believes that he or she should communicate with our Audit Committee Chair, J. David Grissom, he or she may do so by writing him at c/o YUM! Brands, Inc., 1441 Gardiner Lane, Louisville, KY 40213. In addition, a person who has such a concern about the conduct of the Company or any of our employees may discuss that concern on a confidential or anonymous basis by contacting The Network at 1 (800) 241-5689. The Network is our designated external contact for these issues and is authorized to contact the appropriate members of management and/or the Board of Directors with respect to all concerns it receives. The full text of our Policy on Reporting of Concerns Regarding Accounting and Other Matters is available on our Web site at www.yum.com/investors/governance/complaint.asp.

What are the committees of the Board?

The Board of Directors has standing Audit, Management Planning and Development, Nominating and Governance and Executive/Finance Committees.

Name of Committee and Members	Functions of the Committee	Number of Meetings in Fiscal 2011
Audit: J. David Grissom, Chair Robert Holland, Jr. Kenneth G. Langone Jonathan S. Linen Thomas C. Nelson	<ul style="list-style-type: none"> • Possesses sole authority regarding the selection and retention of independent auditors • Reviews and has oversight over the Company's internal audit function • Reviews and approves the cost and scope of audit and non-audit services provided by the independent auditors • Reviews the independence, qualification and performance of the independent auditors • Reviews the adequacy of the Company's internal systems of accounting and financial control • Reviews the annual audited financial statements and results of the audit with management and the independent auditors • Reviews the Company's accounting and financial reporting principles and practices including any significant changes • Advises the Board with respect to Company policies and procedures regarding compliance with applicable laws and regulations and the Company's Worldwide Code of Conduct and Policy on Conflicts of Interest • Discusses with management the Company's policies with respect to risk assessment and risk management. Further detail about the role of the Audit Committee in risk assessment and risk management is included in the section entitled "What is the Board's Role in Risk Oversight" set forth on page 9. 	9
<p>The Board of Directors has determined that all of the members of the Audit Committee are independent within the meaning of applicable SEC regulations and the listing standards of the NYSE and that Mr. Grissom, the chair of the Committee, is qualified as an audit committee financial expert within the meaning of SEC regulations. The Board has also determined that Mr. Grissom has accounting and related financial management expertise within the meaning of the listing standards of the NYSE and that each member is financially literate within the meaning of the listing standards of the NYSE.</p>		

Name of Committee and Members	Functions of the Committee	Number of Meetings in Fiscal 2011
Management Planning and Development: Thomas M. Ryan, Chair David W. Dorman Massimo Ferragamo Bonnie Hill Robert Walter	<ul style="list-style-type: none"> Oversees the Company's executive compensation plans and programs and reviews and recommends changes to these plans and programs Monitors the performance of the chief executive officer and other senior executives in light of corporate goals set by the Committee Reviews and approves the compensation of the chief executive officer and other senior executive officers Reviews management succession planning 	4
The Board has determined that all of the members of the Management Planning and Development Committee are independent within the meaning of the listing standards of the NYSE.		

Name of Committee and Members	Functions of the Committee	Number of Meetings in Fiscal 2011
Nominating and Governance: Robert Walter, Chair David W. Dorman Massimo Ferragamo Bonnie Hill Thomas M. Ryan	<ul style="list-style-type: none"> Identifies and proposes to the Board suitable candidates for Board membership Advises the Board on matters of corporate governance Reviews and reassesses from time to time the adequacy of the Company's Corporate Governance Principles Receives comments from all directors and reports annually to the Board with assessment of the Board's performance Prepares and supervises the Board's annual review of director independence 	5
The Board has determined that all of the members of the Nominating and Governance Committee are independent within the meaning of the listing standards of the NYSE.		

Name of Committee and Members	Functions of the Committee	Number of Meetings in Fiscal 2011
Executive/Finance: David C. Novak, Chair J. David Grissom Kenneth G. Langone	<ul style="list-style-type: none"> Exercises all of the powers of the Board in the management of the business and affairs of the Company consistent with applicable law while the Board is not in session 	—

How are directors compensated?

Employee Directors. Employee directors do not receive additional compensation for serving on the Board of Directors.

Non-Employee Directors Annual Compensation. The annual compensation for each director who is not an employee of YUM is discussed under "Director Compensation" beginning on page 73.

What are the Company's policies and procedures with respect to related person transactions?

The Board of Directors has adopted policies and procedures for the review of related person transactions.

Under these policies and procedures, the Nominating and Governance Committee reviews related person transactions in which we are or will be a participant to determine if they are in the best interests of our shareholders and the Company. Transactions, arrangements, or relationships or any series of similar transactions, arrangements or relationships in which a related person had or will have a material interest and that exceed \$100,000 are subject to the Committee's review. Any member of the Nominating and Governance Committee who is a related person with respect to a transaction under review may not participate in the deliberation or vote respecting approval or ratification of the transaction.

Related persons are directors, director nominees, executive officers, holders of 5% or more of our voting stock and their immediate family members. Immediate family members are spouses, parents, stepparents, children, stepchildren, siblings, daughters-in-law, sons-in-law and any person, other than a tenant or domestic employee, who resides in the household of a director, director nominee, executive officer or holder of 5% or more of our voting stock.

After its review, the Nominating and Governance Committee may approve or ratify the transaction. The policies and procedures provide that certain transactions are deemed to be pre-approved even if they will exceed \$100,000. These transactions include employment of executive officers, director compensation, and transactions with other companies if the aggregate amount of the transaction does not exceed the greater of \$1 million or 2% of that company's total revenues and the related person is not an executive officer of the other company.

Does the Company require stock ownership by directors?

Yes, the Company requires stock ownership by directors. The Board of Directors expects non-management directors to hold a meaningful number of shares of Company common stock and expects non-management directors to retain shares acquired as compensation as a director until at least 12 months following their departure from the Board. YUM directors receive a significant portion of their annual compensation in stock. The Company believes that the emphasis on the equity component of director compensation serves to further align the interests of directors with those of our shareholders.

How much YUM stock do the directors own?

Stock ownership information for each director nominee is shown in the table on page 32.

Does the Company have stock ownership guidelines for Executives and Senior Management?

The Management Planning and Development Committee has adopted formal stock ownership guidelines that set minimum expectations for executive and senior management ownership. These guidelines are discussed on page 52. The Company has maintained an ownership culture among its executive and senior managers since its formation. All executive officers, and substantially all members of senior management, hold stock well in excess of the guidelines.

MATTERS REQUIRING SHAREHOLDER ACTION

ITEM 1: ELECTION OF DIRECTORS

(Item 1 on the Proxy Card)

Who are this year's nominees?

The eleven (11) nominees recommended by the Nominating and Governance Committee of the Board of Directors for election this year to hold office until the 2013 Annual Meeting and until their respective successors are elected and qualified are provided below. The biographies of each of the nominees below contains information regarding the person's service as a director, business experience, director positions held currently or at any time during the last five years, information regarding involvement in certain legal or administrative proceedings, if applicable, and the experiences, qualifications, attributes or skills that caused the Nominating and Governance Committee and the Board to determine that the person should serve as a director for the Company. In addition to the information presented below regarding each nominee's specific experience, qualifications, attributes and skills that led our Board to the conclusion that he or she should serve as a director, we also believe that all of our director nominees have a reputation for integrity, honesty and adherence to high ethical standards. They each have demonstrated business acumen and an ability to exercise sound judgment, as well as a commitment of service to YUM and our Board. Finally, we value their significant experience on other public company boards of directors and board committees.

Information about the number of shares of common stock beneficially owned by each director appears beginning on page 31 under the heading "Stock Ownership Information." See also "Certain Relationships and Related Transactions." There are no family relationships among any of the directors and executive officers of the Company. Director ages are as of the Annual Meeting date.

David W. Dorman
Age 58
Director since 2005
Non-Executive Chairman,
CVS Caremark Corporation

David W. Dorman is the Non-Executive Chairman of the Board of CVS Caremark Corporation, a position he has held since May 2011. Until May 2011, he was the Non-Executive Chairman of Motorola Solutions, Inc. (formerly known as Motorola Inc.), a leading provider of business and mission critical communication products and services for enterprise and government customers. He served as Non-Executive Chairman of the Board of Motorola, Inc. from May 2008 until the separation of its mobile devices and home businesses in January 2011. From October 2006 to May 2008, he was Senior Advisor and Managing Director to Warburg Pincus, a global private equity firm. From November 2005 until January 2006, he was President of AT&T Inc., a company that provides Internet and transaction-based voice and data services (formerly known as SBC Communications). He was Chairman of the Board and Chief Executive Officer of the company previously known as AT&T Corp. from November 2002 until November 2005. Prior to this, he was President of AT&T Corp. from 2000 to 2002 and the Chief Executive Officer of Concert, a former global venture created by AT&T Corp. and British Telecommunications plc, from 1999 to 2000.

Mr. Dorman serves on the board of Motorola Solutions, Inc. and Georgia Tech Foundation. He served as a director of AT&T Corp. from 2002 to 2006.

Massimo Ferragamo
 Age 54
 Director since 1997
 Chairman, Ferragamo USA, Inc.

Specific qualifications, experience, skills and expertise:

- Operating and management experience, including as chief executive officer of global telecommunications-related businesses
- Expertise in finance, strategic planning and public company executive compensation
- Public company directorship and committee experience
- Independent of Company

Massimo Ferragamo is Chairman of Ferragamo USA, Inc., a subsidiary of Salvatore Ferragamo Italia, which controls sales and distribution of Ferragamo products in North America. Mr. Ferragamo has held this position since 1985. Mr. Ferragamo has served as a director of Birks & Mayors, Inc. from 2005 until 2007.

Specific qualifications, experience, skills and expertise:

- Operating and management experience, including as chairman of international sales and distribution business
- Expertise in branding, marketing, sales and international business development
- Public company directorship and committee experience
- Independent of Company

Mirian M. Graddick-Weir
 Age 57
 Director since January 2012
 Executive Vice President
 Human Resources
 Merck & Co., Inc.

Mirian M. Graddick-Weir serves as Executive Vice President of Human Resources for Merck & Co., Inc., a position she has held since 2008. From 2006 until 2008, she was Senior Vice President of Human Resources of Merck & Co., Inc. Prior to this position, she served as Executive Vice President of Human Resources and Employee Communications of AT&T Corp from 2004 to 2006. Ms. Graddick-Weir served as the Executive Vice President of Human Resources of AT&T Corp. from 1999 to 2004. Ms. Graddick-Weir has held various executive positions throughout her career with AT&T, which began in 1981. Ms. Graddick-Weir is a director of Harleysville Group Inc.

Ms. Graddick-Weir is standing for election to the Board for the first time. The Board of Directors recommended her nomination.

Specific qualifications, experience, skills and expertise:

- Management experience, including as executive vice president of human resources for a pharmaceutical company and a global communications services provider
- Expertise in global human resources, corporate governance and public company compensation
- Public company directorship and committee experience
- Independent of Company

J. David Grissom

Age 73

Director since 2003

Chairman, Mayfair Capital, Inc.

Chairman, The Glenview Trust

Company

J. David Grissom is Chairman of Mayfair Capital, Inc., a private investment firm formed by Mr. Grissom in 1989. In addition, Mr. Grissom has been Chairman of The Glenview Trust Company, a private trust and investment management company, since 2001. From 1973 to 1989, he held various senior positions, including Chairman and CEO of Citizens Fidelity Bank & Trust and Vice Chairman of its successor, PNC Financial Corp. He served as a director of Churchill Downs Incorporated from 1979 to 2010.

Specific qualifications, experience, skills and expertise:

- Operating and management experience, including as chairman of private investment firms and chief executive officer of a financial institution
- Expertise in finance, accounting and public company leadership
- Public company directorship and committee experience
- Independent of Company

Bonnie G. Hill

Age 70

Director since 2003

President, B. Hill Enterprises LLC

Bonnie G. Hill is President of B. Hill Enterprises LLC, a consulting company. She has held this position since July 2001. She is also co-founder of Icon Blue, Inc., a brand marketing company. She served as President and Chief Executive Officer of Times Mirror Foundation, a charitable foundation affiliated with the Tribune Company from 1997 to 2001 and Senior Vice President, Communications and Public Affairs, of the Los Angeles Times from 1998 to 2001. From 1992 to 1996, she served as Dean of the McIntire School of Commerce at the University of Virginia. Ms. Hill currently serves as a director of AK Steel Holding Corporation, The Home Depot, Inc., California Water Service Group and The Rand Corporation. She serves as the Lead Director of the Board of Directors of The Home Depot, Inc. She also served on the boards of Hershey Foods Corporation from 1993 to 2007 and Albertson's, Inc. from 2002 to 2006.

Specific qualifications, experience, skills and expertise:

- Operating and management experience, including as president of a consulting firm and as dean of the school of commerce at a large public university
- Expertise in corporate governance, succession planning and public company compensation
- Public company directorship and committee experience
- Independent of Company

Jonathan S. Linen
 Age 68
 Director since 2005
 Advisor to the Chairman of
 American Express Company

Jonathan S. Linen has been an advisor to the Chairman of American Express Company, a diversified worldwide travel and financial services company, since January 2006. From August 1993 until December 2005, he served as Vice Chairman of American Express Company. From 1992 to 1993, Mr. Linen served as President and Chief Operating Officer of American Express Travel Related Services Company, Inc. From 1989 to 1992, Mr. Linen served as President and Chief Executive Officer of Shearson Lehman Brothers. Mr. Linen is a director of Modern Bank, N.A. and The Intercontinental Hotels Group.

Specific qualifications, experience, skills and expertise:

- Operating and management experience, including as president and chief executive officer of global travel-related services company
- Expertise in finance, marketing and international business development
- Public company directorship and committee experience
- Independent of Company

Thomas C. Nelson
 Age 49
 Director since 2006
 Chairman, Chief Executive Officer
 and President, National Gypsum
 Company

Thomas C. Nelson has served as the President and Chief Executive Officer of National Gypsum Company, a building products manufacturer, since 1999 and was elected Chairman of the Board in January 2005. From 1995 to 1999, Mr. Nelson served as the Vice Chairman and Chief Financial Officer of National Gypsum Company. He is also a General Partner of Wakefield Group, a North Carolina based venture capital firm. Mr. Nelson previously worked for Morgan Stanley & Co. and in the United States Defense Department as Assistant to the Secretary and was a White House Fellow. He also serves as a director of Belk, Inc. and Carolinas Healthcare System.

Specific qualifications, experience, skills and expertise:

- Operational and management experience, including as president and chief executive officer of a building products manufacturer
- Senior government experience as Assistant to the Secretary of the United States Defense Department and as a White House Fellow
- Expertise in finance, strategic planning, business development and retail business
- Public company directorship and committee experience
- Independent of Company

David C. Novak
 Age 59
 Director since 1997
 Chairman, Chief Executive Officer
 and President, YUM

David C. Novak has been Chairman of the Board since 2001, and Chief Executive Officer of YUM since 2000. He also serves as President of YUM, a position he has held since October 21, 1997. Mr. Novak previously served as Group President and Chief Executive Officer, KFC and Pizza Hut from August 1996 to July 1997, at which time he became acting Vice Chairman of YUM. He is also a director of JPMorgan Chase & Co. and Friends of World Food Program.

Specific qualifications, experience, skills and expertise:

- Operating and management experience, including as chairman and chief executive officer of the Company
- Expertise in strategic planning, global branding, franchising, and corporate leadership
- Public company directorship and committee experience

Thomas M. Ryan
 Age 59
 Director since 2002
 Former Chairman and CEO,
 CVS Caremark Corporation

Thomas M. Ryan is the former Chairman and Chief Executive Officer of the Board of CVS Caremark Corporation (“CVS”), a pharmacy healthcare provider. He served as Chairman from April 1999 to May 2011. He was Chief Executive Officer of CVS from May 1998 to February 2011 and also served as President from May 1998 to May 2010. Mr. Ryan serves on the board of Five Below, Inc. and is an Operating Partner of Advent International. Mr. Ryan was a director of Reebok International Ltd from 1998 to 2005 and Bank of America Corporation from 2004 to 2010.

Specific qualifications, experience, skills and expertise:

- Operating and management experience, including as chief executive officer of global pharmacy healthcare business
- Expertise in finance, strategic planning and public company executive compensation
- Public company directorship and committee experience
- Independent of Company

Jing-Shyh S. Su
 Age 59
 Director since 2008
 Vice Chairman, Yum! Brands, Inc.
 Chairman and Chief Executive
 Officer of YUM’s China Division

Jing-Shyh S. Su has been Vice Chairman of the Board since 2008. He is also Chairman and Chief Executive Officer of YUM’s China Division, a position he has held since May 2010. From 1997 to May 2010, he was President of YUM’s China Division. Prior to this position, he was the Vice President of North Asia for both KFC and Pizza Hut.

Specific qualifications, experience, skills and expertise:

- Operating and management experience, including as president of the Company’s China division
- Expertise in marketing and brand development
- Expertise in strategic planning and international business development

Robert D. Walter
 Age 66
 Director since 2008
 Founder and Retired Chairman/
 CEO Cardinal Health, Inc.

Robert D. Walter is the founder of Cardinal Health, Inc., a company that provides products and services supporting the health care industry. Mr. Walter retired from Cardinal Health in June 2008. Prior to his retirement from Cardinal Health, he served as Executive Director from November 2007 to June 2008. From April 2006 to November 2007, he served as Executive Chairman of the Board of Cardinal Health. From 1979 to April 2006, he served as Chairman and Chief Executive Officer of Cardinal Health. Mr. Walter also serves as a director of American Express Company and Nordstrom, Inc. From 2000 to 2007, he was a director of CBS Corporation and its predecessor, Viacom, Inc.

Specific qualifications, experience, skills and expertise:

- Operating and management experience, including as chief executive officer, of global healthcare and service provider business
- Expertise in finance, business development, business integrations, financial reporting, compliance and controls
- Public company directorship and committee experience
- Independent of Company

If elected, we expect that all of the aforementioned nominees will serve as directors and hold office until the 2013 Annual Meeting of Shareholders and until their respective successors have been elected and qualified. Based on the recommendation of the Nominating and Governance Committee, all of the aforementioned nominees are standing for reelection except for Mirian Graddick-Weir, who is standing for election for the first time.

What is the recommendation of the Board of Directors?

**THE BOARD OF DIRECTORS RECOMMENDS THAT
 YOU VOTE FOR THE ELECTION OF THESE NOMINEES.**

What if a nominee is unwilling or unable to serve?

That is not expected to occur. If it does, proxies may be voted for a substitute nominated by the Board of Directors.

What vote is required to elect directors?

A nominee will be elected as a director if the number of “FOR” votes exceeds the number of “AGAINST” votes.

Our policy regarding the election of directors can be found in our Corporate Governance Principles at www.yum.com/investors/governance/principles.asp and at page 8 under “What other Significant Board Practices does the Company have?—Majority Voting Policy.”

ITEM 2: RATIFICATION OF INDEPENDENT AUDITORS
(Item 2 on the Proxy Card)

What am I voting on?

A proposal to ratify the selection of KPMG LLP (“KPMG”) as our independent auditors for fiscal year 2012. The Audit Committee of the Board of Directors has selected KPMG to audit our consolidated financial statements. During fiscal 2011, KPMG served as our independent auditors and also provided other audit-related and non-audit services.

Will a representative of KPMG be present at the meeting?

Representatives of KPMG will be present at the Annual Meeting and will have the opportunity to make a statement if they desire and will be available to respond to appropriate questions from shareholders.

What vote is required to approve this proposal?

Approval of this proposal requires the affirmative vote of a majority of the shares present in person or represented by proxy and entitled to vote at the Annual Meeting. If the selection of KPMG is not ratified, the Audit Committee will reconsider the selection of independent auditors.

What is the recommendation of the Board of Directors?

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU
VOTE FOR APPROVAL OF THIS PROPOSAL.**

What were KPMG’s fees for audit and other services for fiscal years 2011 and 2010?

The following table presents fees for professional services rendered by KPMG for the audit of the Company’s annual financial statements for 2011 and 2010, and fees billed for audit-related services, tax services and all other services rendered by KPMG for 2011 and 2010.

	2011	2010
Audit fees(1)	\$5,700,000	\$5,000,000
Audit-related fees(2)	300,000	300,000
Audit and audit-related fees	6,000,000	5,300,000
Tax fees(3)	1,000,000	500,000
All other fees	—	—
Total fees	<u>\$7,000,000</u>	<u>\$5,800,000</u>

- (1) Audit fees for 2011 and 2010 include fees for the audit of the annual consolidated financial statements, reviews of the interim condensed consolidated financial statements included in the Company’s quarterly reports, audits of the effectiveness of the Company’s internal controls over financial reporting, statutory audits and services rendered in connection with the Company’s securities offerings.
- (2) Audit-related fees for 2011 and 2010 included audits of financial statements of certain employee benefit plans, agreed upon procedures and other attestations.
- (3) Tax fees for 2011 and 2010 consisted principally of fees for international tax compliance and tax audit assistance.

What is the Company's policy regarding the approval of audit and non-audit services?

The Audit Committee has implemented a policy for the pre-approval of all audit and permitted non-audit services, including tax services, proposed to be provided to the Company by its independent auditors. Under the policy, the Audit Committee may approve engagements on a case-by-case basis or pre-approve engagements pursuant to the Audit Committee's pre-approval policy. The Audit Committee may delegate pre-approval authority to one of its independent members, and has currently delegated pre-approval authority up to certain amounts to its Chairperson.

Pre-approvals for services are granted at the January Audit Committee meeting each year. In considering pre-approvals, the Audit Committee reviews a description of the scope of services falling within pre-designated services and imposes specific budgetary guidelines. Pre-approvals of designated services are generally effective for the succeeding 12 months. Any incremental audit or permitted non-audit services which are expected to exceed the relevant budgetary guideline must be pre-approved.

The Corporate Controller monitors services provided by the independent auditors and overall compliance with the pre-approval policy. The Corporate Controller reports periodically to the Audit Committee about the status of outstanding engagements, including actual services provided and associated fees, and must promptly report any non-compliance with the pre-approval policy to the Chairperson of the Audit Committee.

The complete policy is available on the Company's Web site at www.yum.com/investors/governance/media/gov_auditpolicy.pdf.

ITEM 3: ADVISORY VOTE ON EXECUTIVE COMPENSATION (Item 3 on the Proxy Card)

What am I voting on?

As required by SEC rules, we are asking shareholders to approve the 2011 compensation to the Company's named executive officers as described in the "Executive Compensation" section of this proxy statement beginning on page 34.

Shareholders are urged to read the Compensation Discussion and Analysis ("CD&A") as well as the Summary Compensation Table and related compensation tables and narratives, which discuss how our compensation policies are designed to support our business objectives. In deciding how to vote on this proposal, the Board urges you to consider the following:

- **Shareholders Overwhelmingly Approved Our Executive Compensation Program Last Year.** Over 94% of shareholder votes were cast in favor of our executive compensation program last year. This support and our strong shareholder returns confirm the effectiveness of our compensation program.
- **Same Compensation Program for over 10 Years.** The executive compensation program embraced by YUM has largely been in place for over 10 years. Sometimes our programs have been in vogue with prevailing market practices, sometimes not. We have stayed the course because it has worked for our shareholders and has enabled us to effectively compete for the best talent.
- **Our Goal.** To provide an executive compensation program that attracts, rewards and retains the talented leaders necessary to enable our Company to succeed in the highly competitive markets in which we operate, while maximizing shareholder returns.
- **Our Program is Strongly Aligned with Shareholders Interests.** A majority of total compensation is based on performance and, in particular, the creation of shareholder value.
- **Performance-Based Compensation Elements**
 - **Annual Bonus.** The annual bonus program is tied to key financial metrics that are long-term drivers of shareholder value—growth in EPS, operating profit at the business unit level, same store sales and new store growth.
 - **Long Term Incentives.** In 2011, 63% of our CEO's targeted pay and 47% of our other NEOs targeted pay was in the form of long term incentives that is predominantly denominated in stock appreciation rights ("SARs")/stock options *These percentages are consistent with prior years. SARs/stock options are a critical performance-based tool and the rationale for granting them is simple—management is motivated to create value for shareholders because they stand to share in that value creation; alternatively and just as importantly, if value is not created, then there is nothing to share.* These awards combined with our stock ownership requirements emphasize alignment with the long term interests of our shareholders and we believe, therefore, are highly performance based.
- **Our Peer Group.** We benchmark compensation against a peer group made up of a robust cross-section of retail, hospitality and nondurable consumer product companies many with a global presence similar to YUM (see page 43). *The selection of companies for the peer group is made by our Management Planning and Development Committee with the assistance of their independent consultant and is reflective of the market in which we compete for executive talent.*
- **Strong Shareholder Return.** We believe our approach is not only aligned with but has been a driver of superior total shareholder return over the short term and long term. The graph below illustrates the Company's total shareholder return as compared to our peer group at the median and the top 25% of our peer group as well as the S&P 500 Stock Index for the 10 year period ending December 31, 2011.

Total Shareholder Return

* Represents average performance of the top 25% of peer group for 10 year period.

- *Ownership Guidelines.* Our executives are subject to strong stock ownership guidelines and are prohibited from hedging against the economic risk of such ownership. (page 52)
- *No Employment Agreements.* Our named executive officers do not have employment agreements or guaranteed bonuses.
- *Clawbacks.* Our compensation recovery (“clawback”) policy gives our Board discretion to recover incentive compensation paid to senior management in the event of a restatement of our financial statements due to misconduct. (page 54)

Alternative Perspectives to be Rejected

There are organizations that have taken it upon themselves to measure the alignment between pay and performance at our and other companies. Their purpose, of course, is laudable but their methodology is flawed in several respects and indeed if adopted could undercut the effectiveness of the model created here at YUM. Specifically, their methodology advocates the following:

1. A comparator group based largely on a rigid formula and includes companies which have little or no relevance to YUM;
2. Lending no importance or relevance to the substantial and vital role of the franchising nature of YUM in gauging the size and complexity of our business and, therefore, the talent we must develop, attract and compete for and therefore, the appropriate comparator group;
3. That SARs/stock options are not performance-based pay and consequently that creating shareholder value is not deemed to be “performance” a notion substantially out of sync with practitioners and most investors; and
4. Giving consideration to pension increases that are driven by discount rate changes over which the Company has no control.

We strongly believe these positions are flawed and should not be accepted as a viable approach to evaluating the alignment between pay and performance.

Accordingly, we ask our shareholders to vote in favor of the following resolution at the Annual Meeting:

RESOLVED, that the shareholders approve the compensation awarded to our named executive officers, as disclosed pursuant to SEC rules, including the Compensation Discussion and Analysis, the compensation tables and related materials included in this proxy statement.

What vote is required to approve this proposal?

Approval of this proposal requires the affirmative vote of a majority of shares present in person or represented by proxy and entitled to vote at the Annual Meeting. While this vote is advisory and non-binding on the Company, the Board of Directors and the Management Planning and Development Committee will review the voting results and consider shareholder concerns in their continuing evaluation of the Company's compensation program.

What is the recommendation of the Board of Directors?

**THE BOARD OF DIRECTORS RECOMMENDS THAT YOU
VOTE FOR APPROVAL OF THIS PROPOSAL.**

ITEM 4: SHAREHOLDER PROPOSAL REGARDING INDEPENDENT CHAIRMAN
(Item 4 on the Proxy Card)

What am I voting on?

International Brotherhood of Teamsters General Fund has advised us that it intends to present the following shareholder proposal at the Annual Meeting. We will furnish the address and share ownership of the proponent upon request.

RESOLVED: The shareholders of Yum! Brands, Inc. (the “Company”) urge the Board of Directors to adopt a policy that the Board’s chairman be an independent director. The policy should be implemented so as not to violate any contractual obligation and should specify: (a) how to select a new independent chairman if a current chairman ceases to be independent during the time between annual meetings of shareholders; and, (b) that compliance with the policy is excused if no independent director is available and willing to serve as chairman.

SUPPORTING STATEMENT: It is the responsibility of the Board of Directors to protect shareholders’ long-term interests by providing independent oversight of management. By setting agendas, priorities and procedures, the position of Chairman is critical in shaping the work of the Board.

In our opinion, a Board of Directors is less likely to provide rigorous independent oversight of management if the Chairman is the CEO, as is the case with our company. CEO David C. Novak has served as both Chairman and CEO since January 2001.

We believe that having a board chairman who is independent of the Company and its management is a governance practice that will promote greater management accountability to shareholders and lead to a more objective evaluation of management.

According to the Millstein Center for Corporate Governance and Performance (Yale School of Management), “The independent chair curbs conflicts of interest, promotes oversight of risk, manages the relationship between the board and CEO, serves as a conduit for regular communication with shareowners, and is a logical next step in the development of an independent board.” (Chairing the Board: The Case for Independent Leadership in Corporate North America, 2009)

An NACD Blue Ribbon Commission on Directors’ Professionalism recommended several years ago that an independent director should be charged with “organizing the board’s evaluation of the CEO and provide ongoing feedback; chairing executive sessions of the board; setting the agenda and leading the board in anticipating and responding to crises.” A blue-ribbon report from The Conference Board echoed that sentiment a few years later.

A number of institutional investors believe that a strong, objective board leader can best provide the necessary oversight of management. Thus, the California Public Employees’ Retirement System’s Global Principles of Accountable Corporate Governance recommends that a Company’s board should generally be chaired by an independent director, as does the Council of Institutional Investors.

We thus believe that an independent director serving as chairman can help ensure the functioning of an effective board.

We urge you to vote FOR this resolution.

MANAGEMENT STATEMENT IN OPPOSITION TO SHAREHOLDER PROPOSAL

The Board of Directors recommends that shareholders vote AGAINST this proposal.

What is the Company's position regarding this proposal?

The proposal seeks to separate the roles of Chairman of the Board and Chief Executive Officer and requests that the Board Chairman be an independent director who has not previously served as an executive officer of the Company. The Company does not support the proposal.

Our Board approaches its work with the belief that good corporate governance and accountability to shareholders are not only marks of good management, but critical to a successful enterprise. We are strongly supportive of advancing appropriate and effective corporate governance mechanisms to enhance long-term shareholder value.

For example, we have instituted annual election of Directors; instituted a majority vote by-law in uncontested Director elections; require shareholder approval of certain executive severance agreements; provide Directors full and unrestricted access to management and employees; and provide for an independent Presiding Director. Furthermore, the independent members of the Board, led by our Presiding Director, regularly meet without management present to consider Company matters, including the performance of the CEO.

Our governance practices include designating an independent director to act as Presiding Director. The Presiding Director presides over all meetings of non-employee Directors, at which the Chairman and Chief Executive Officer is not present, approves in advance Board meeting agendas, schedules and information provided to the directors and performs other duties as determined by the non-employee Directors, as described at page 8 of this proxy statement.

While the Presiding Director is a key element to the effective functioning of our Board, it is important to note that the strong leadership of *all* of our independent Directors serves our shareholders very well by effectively overseeing management and providing rigorous oversight on strategy, risk and integrity. All Directors play an active role in overseeing the Company's business both at the Board level and through the Board's Committees. Our Directors are skilled and experienced leaders in business. Most serve or have served as CEOs or members of senior management of Fortune 500 companies or in investment banking.

Why does the Company oppose the proposal?

As discussed under the heading "What is the Board's Leadership Structure" at page 7, the Board believes that the consistency in the leadership provided by one person serving as its Chairman and CEO, together with our independent Board committees, our independent Presiding Director and our other good governance practices, currently provide the most effective Board leadership structure for our Company. This leadership structure provides strong independent oversight of management while ensuring clear strategic alignment throughout the Company.

By preserving the Board's flexibility to select the best person to serve as Chairman of the Board, the Board can make changes in the Company's leadership structure when and if it believes circumstances so warrant and shareholder interests would be better served by a different leadership structure.

The combined roles of Chairman and CEO have served the Company's shareholders well for many years, and we believe that combining the roles continues to be the appropriate leadership structure for the Company. This flexibility to select the appropriate structure based on the specific needs of the business is critical, and it is part of the judgment a board should exercise. We believe that a specifically defined approach that ties the Board's hands will not serve shareholders well over time.

We encourage shareholders to learn more about our Company's governance practices at our website, www.yum.com, and at page 6 of the proxy.

FOR THESE REASONS, WE RECOMMEND THAT YOU VOTE AGAINST THIS PROPOSAL

What vote is required to approve this proposal?

Approval of this proposal requires the affirmative vote of a majority of the shares present in person or represented by proxy and entitled to vote at the Annual Meeting.

ITEM 5: SHAREHOLDER PROPOSAL RELATING TO PALM OIL
(Item 5 on the Proxy Card)

What am I voting on?

Trillium Asset Management has advised us that it intends to present the following shareholder proposal at the Annual Meeting. We will furnish the address and share ownership of the proponent upon request.

Whereas:

The environmental and social impacts of palm oil, an ingredient in our Company's supply chain, make it highly controversial. Accordingly, we believe the Company's failure to procure certified sustainable palm oil is a brand risk, to both our Company's reputation and long-term to the security of supply.

Approximately 85% of palm oil is grown in Indonesia and Malaysia, much of it on industrial plantations. According to the *Union of Concerned Scientists*, palm oil plantations are a large source of greenhouse gas emissions (GHGs) because they are often established on land converted from swamp forests ("The Root of the Problem: What's Driving Palm Oil Today, *Ucsusa.org*, June 2011).

Due to high levels of continuing deforestation and the burning of peat lands in land clearance, Indonesia is now the 3rd largest emitter of GHGs globally. A 2010 report commissioned by Indonesia's National Development Planning Agency found that the conversion of peat lands alone accounts for 50 percent of Indonesia's GHG emissions but only 1% of GDP. ("Indonesian Government Report Recommends Moratorium on Peatlands Conversion," *Mongabay*, January 19, 2010) Agricultural expansion, much of it for palm oil production, can be better managed by using other land types than standing forest.

Palm oil plantations that are not sustainably managed have been shown to destroy habitats of endangered species, such as the orangutan (*UNEP-WCMC.org*). Consumers have demonstrated concern for orangutan welfare by campaigning against companies that have failed to source sustainable palm oil. Failure to manage the reputational risk of deforestation in supply chains has been disruptive for a number of high profile brands including Mattel and Nestle.

The Roundtable for Sustainable Palm Oil was formed in 2004 to address the social and environmental concerns associated with palm oil production and promote sustainable palm oil products. Leading companies have committed to source only certified sustainable palm oil by 2015, including SC Johnson, Wal-Mart, General Mills, McDonalds, Mars, Nestle and Unilever. Our company has not made such a commitment and we believe has not addressed the risks described above.

RESOLVED: Shareholders request that the board of directors adopt and implement a comprehensive sustainable palm oil policy.

Supporting Statement: We believe that in order to effectively address this issue, the Company should adopt a policy that includes:

- a target date for sourcing 100% Certified Sustainable Palm Oil or for purchasing GreenPalm certificates covering 100% of sourced palm oil,
- plans to verify suppliers' compliance with the policy,
- supporting a moratorium on palm oil expansion in rainforests and peatlands, and
- a commitment to disclose the company's progress on this issue.

**MANAGEMENT STATEMENT IN OPPOSITION
TO SHAREHOLDER PROPOSAL**

The Board of Directors recommends that shareholders vote AGAINST this proposal.

What is the Company's position regarding this proposal?

The Company opposes the proposal. As a global citizen, the Company recognizes its responsibility to use environmental resources wisely. For this reason, the Company demonstrates an ongoing commitment to responsible sourcing, including with respect to agricultural resources like palm oil. In fact, the vast majority of the restaurants in Yum's system do not use palm oil, and of those that do, most is sustainably sourced. Indeed, many of our markets purchasing palm oil do so from suppliers that adhere to the principles of the Roundtable on Sustainable Palm Oil.

The Company continues to proactively discontinue or diminish its use of palm oil where possible. Where we purchase any palm oil, we work to ensure we are in compliance with all applicable laws and regulations. Further, the Company requires its suppliers to adhere to all laws and regulations associated with sourcing and purchasing on behalf of the Company. To this end, as described more fully in the Company's 2010 Corporate Social Responsibility Report (located on the Company's website at www.yum.com/CSR), our suppliers must submit to regular audits conducted by third party auditors and trained Company field personnel to ensure such compliance.

Why does the Company oppose the proposal?

The Board does not believe it would be an efficient use of Company resources to adopt the palm oil policy suggested by the shareholder proponent. As discussed above, we have been proactive in seeking ways to diminish the environmental impact of our operations with respect to palm oil and engaging our supply chain partners. We will continue to monitor the issues described in the proponent's proposal and plan to make additional improvements in this area that demonstrate that we take the concerns of our shareholders seriously.

FOR THESE REASONS, WE RECOMMEND THAT YOU VOTE AGAINST THIS PROPOSAL.

What vote is required to approve this proposal?

Approval of this proposal requires the affirmative vote of a majority of the shares present in person or represented by proxy and entitled to vote at the Annual Meeting.

STOCK OWNERSHIP INFORMATION

Who are our largest shareholders?

This table shows ownership information for the only YUM shareholder known by our management to be the owner of 5% or more of YUM common stock. This information is presented as of December 31, 2011, and is based on a stock ownership report on Schedule 13G filed by such shareholder with the SEC and provided to us.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percent of Class
Capital Research Global Investors* 333 South Hope Street Los Angeles, CA 90071	24,809,000(1)	5.4%

* A division of Capital Research and Management Company

(1) The filing indicates sole voting and dispositive power for all 24,809,000 shares.

How much YUM common stock is owned by our directors and executive officers?

This table shows the beneficial ownership of YUM common stock as of December 31, 2011 by

- each of our directors,
- each of the executive officers named in the Summary Compensation Table on page 57, and
- all directors and executive officers as a group.

Unless we note otherwise, each of the following persons and their family members has sole voting and investment power with respect to the shares of common stock beneficially owned by him or her. None of the persons in this table hold in excess of one percent of the outstanding YUM common stock. Directors and executive officers as a group beneficially own approximately 2%. Our internal stock ownership guidelines call for the Chairman to own 336,000 shares of YUM common stock or stock equivalents. Guidelines for our other named executive officers call for them to own 50,000 shares of YUM common stock or stock equivalents within five years following their appointment to their current position.

The table shows the number of shares of common stock and common stock equivalents beneficially owned as of December 31, 2011. Included are shares that could have been acquired within 60 days of December 31, 2011 through the exercise of stock options, stock appreciation rights or distributions from the Company's deferred compensation plans, together with additional underlying stock units as described in footnote 4 to the table. Under SEC rules, beneficial ownership includes any shares as to which the

individual has either sole or shared voting power or investment power and also any shares that the individual has the right to acquire within 60 days through the exercise of any stock option or other right.

Name	Beneficial Ownership				Additional Underlying Stock Units(4)	Total
	Number of Shares Beneficially Owned(1)	Options/SARS Exercisable within 60 Days(2)	Deferral Plans Stock Units(3)	Total Beneficial Ownership		
David C. Novak	268,323	2,006,852	1,334,279	3,609,454	1,039,318	4,648,772
David W. Dorman	39,184	18,275	0	57,459	5,254	62,713
Massimo Ferragamo	46,394	23,781	43,130	113,305	27,291	140,596
Mirian M. Graddick-Weir(5) .	0	0	0	0	0	0
J. David Grissom	89,956(6)	23,269	2,055	115,280	0	115,280
Bonnie G. Hill	0	22,975	11,961	34,936	13,643	48,579
Robert Holland, Jr.	59,060	23,781	12,168	95,009	16,403	111,412
Kenneth G. Langone	650,490(7)	7,799	21,398	679,687	19,481	699,168
Jonathan Linen	14,438(8)	18,275	0	32,713	28,400	61,113
Thomas C. Nelson	0	10,841	0	10,841	28,254	39,095
Thomas M. Ryan	19,755(9)	27,213	1,712	48,680	27,987	76,667
Robert D. Walter	52,003	4,792	0	56,795	15,707	72,502
Richard T. Carucci	25,918(10)	522,727	0	548,645	129,259	677,904
Jing-Shyh S. Su	351,632(11)	997,022	0	1,348,654	214,184	1,562,838
Graham D. Allan	490,517(12)	960,816	242,636	1,693,969	0	1,693,969
Muktesh Pant	9,223	218,084	0	227,307	89,458	316,765
All Directors and Executive Officers as a Group (23 persons)	2,295,828	6,139,043	1,793,754	10,228,625	2,010,099	12,238,724

(1) Shares owned outright. These amounts include the following shares held pursuant to YUM's 401(k) Plan as to which each named person has sole voting power:

- Mr. Novak, 31,493 shares
- Mr. Pant, 1,635 shares
- all directors and executive officers as a group, 35,676 shares

(2) The amounts shown include beneficial ownership of shares that may be acquired within 60 days pursuant to stock options and stock appreciation rights awarded under our employee or director incentive compensation plans. For stock options, we report shares equal to the number of options exercisable within 60 days. For SARs we report the shares that would be delivered upon exercise (which is equal to the number of SARs multiplied by the difference between the fair market value of our common stock at year-end and the exercise price divided by the fair market value of the stock).

(3) These amounts reflect units denominated as common stock equivalents held in deferred compensation accounts for each of the named persons under our Directors Deferred Compensation Plan or our Executive Income Deferral Program. Amounts payable under these plans will be paid in shares of YUM common stock at termination of employment/directorship or within 60 days if so elected.

(4) Amounts include units denominated as common stock equivalents held in deferred compensation accounts which become payable in shares of YUM common stock at a time (a) other than at termination of employment or (b) after March 1, 2012. For Messrs. Novak and Su, amounts also include restricted stock units awarded in 2008 and 2010, respectively.

- (5) Ms. Graddick-Weir joined the Board effective January 26, 2012.
- (6) This amount includes 66,009 shares held in margin accounts or pledged. Of this amount, 26,000 are held in IRA accounts.
- (7) All shares are held in a margin account.
- (8) This amount includes 10,000 shares held in a trust.
- (9) All shares are held in a trust.
- (10) This amount includes 6,000 shares held in a trust.
- (11) This amount includes 278,361 shares held indirectly.
- (12) Of this amount, 477,822 of Mr. Allan's shares are pledged.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended, requires our directors, executive officers and persons who own more than 10% of the outstanding shares of YUM common stock to file with the SEC reports of their ownership and changes in their ownership of YUM common stock. Directors, executive officers and greater-than-ten percent shareholders are also required to furnish YUM with copies of all ownership reports they file with the SEC. To our knowledge, based solely on a review of the copies of such reports furnished to YUM and representations that no other reports were required, all of our directors and executive officers complied with all Section 16(a) filing requirements during fiscal 2011.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Introduction

This Compensation Discussion and Analysis (“CD&A”) describes the principles of our executive compensation program, how we applied those principles in compensating our Named Executive Officers (“NEOs”) for fiscal year 2011, and how our compensation program drives performance.

In this CD&A, we first provide an executive summary of our program for fiscal 2011. We then describe our compensation philosophy and objectives of our executive compensation program and how the Management Planning and Development Committee (the “Committee”) of our Board oversees our compensation program. We discuss the roles of the Committee’s independent compensation consultant and management in the compensation process and describe how we determine each element of compensation. This CD&A also discusses how we set the challenging performance goals for our annual bonuses. We believe that our compensation program in 2011 and in prior years shows that we have closely linked pay to performance.

Executive Summary

Overview of 2011 Performance

As we stated last year, the power of YUM is in our ability to deliver consistently strong results. That is why we are pleased to report that for 2011 we:

- Achieved strong year-over-year growth in Earnings Per Share (excluding special items) (“EPS”) of 14%—marking the tenth consecutive year that we exceeded our annual target of at least 10%
- Grew worldwide system sales by 7% (prior to foreign currency translation)
- Opened a record 1,561 new restaurants outside the United States—the eleventh straight year we have opened more than 1,000 new units
- Grew operating profits by 4% (prior to special items and foreign currency translation)
- Generated \$1.32 billion in net income—a new high
- Generated over \$2.1 billion of cash from operations
- Remained an industry leader with Return on Invested Capital of over 22%
- Increased our annual dividend by 14%, marking the seventh consecutive year we increased our dividend at a double-digit rate since we initiated a dividend in 2004.

Once again the overall performance of our global portfolio of leading brands delivered consistent double-digit EPS growth. Our shareholders also benefited from our strong year as our stock price increased from \$49.66 to \$59.01 during fiscal 2011—a return of 18.8%, excluding dividends.

Overview of Our Compensation Program and Consideration of Last Year’s Shareholder Vote on Executive Compensation

For 2011, the compensation program for the Company’s NEOs is essentially the same program that has been in place for over 10 years. The program is highly performance based and the compensation of our NEOs reflects the Company’s performance. We believe our programs are effectively designed, are in alignment with the interests of our shareholders and are instrumental to achieving our business strategy. In determining executive compensation for 2011, the Committee considered the overwhelming shareholder support that the “Say-on-Pay” resolution received at our May 19, 2011 annual meeting of shareholders—over 94% of votes cast in favor of the advisory proposal to approve the compensation paid to our NEOs.

As a result of this strong support, the Committee decided to retain the same approach to executive compensation and will continue to consider shareholder feedback in the future.

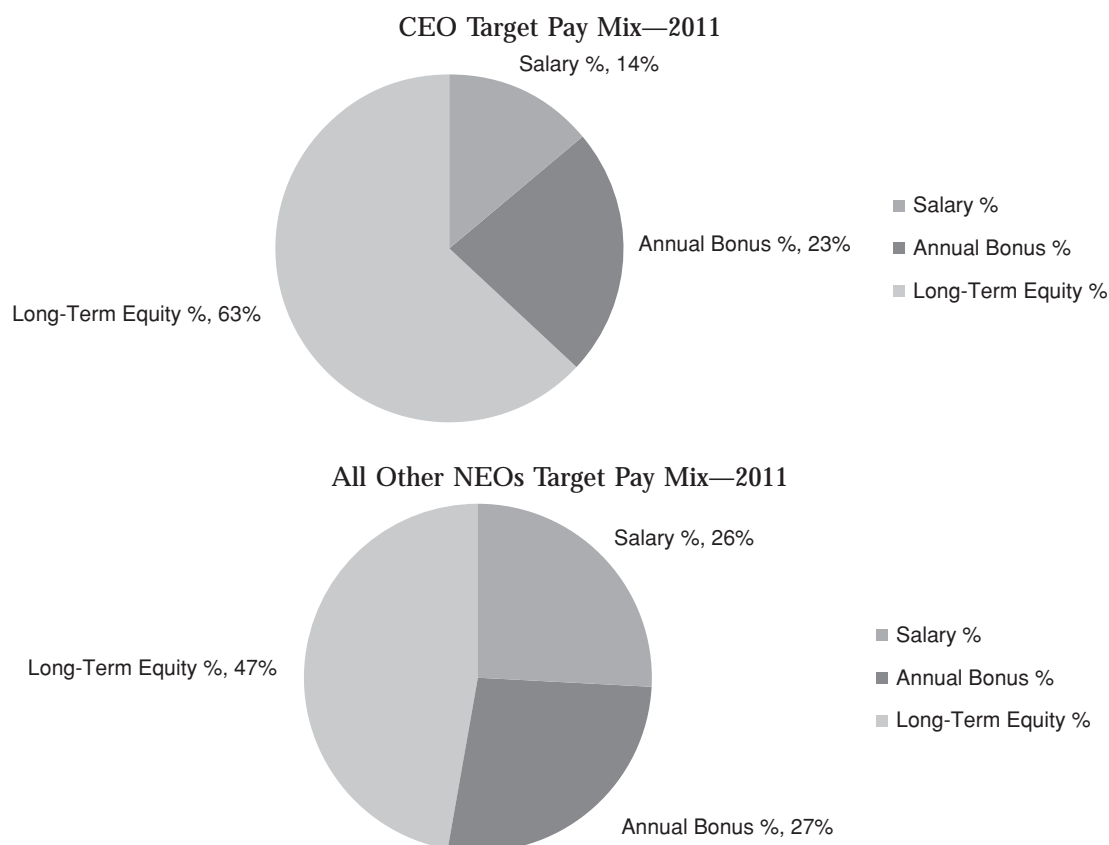
Our goal is to provide an executive compensation program that best serves the long-term interests of our shareholders. The Committee designed our compensation program to support our vision to be the Defining Global Company That Feeds the World, to enable our major growth strategies and to attract, reward and retain the talented leaders necessary to enable our Company to succeed in the highly competitive market for talent, while maximizing shareholder returns. We believe that our management team has been a key driver in YUM's strong performance over both the long and short term. Therefore, we intend to continue to provide a competitive compensation package to our NEOs and other executives, tie a significant portion of pay to performance and utilize components that best align the interests of our NEOs and other executives with those of our shareholders.

The following is a summary of important aspects of our executive compensation program discussed later in this CD&A:

- *Key elements.* The key elements of our program are:
 - Base salary,
 - Annual performance-based cash bonuses, and
 - Long-term equity compensation consisting of stock options or stock-settled stock appreciation rights ("SARs") and performance share units ("PSUs").
- *Pay for Performance.* We emphasize pay-for-performance in order to align executive compensation with our business strategy and the creation of long-term shareholder value.
- *At-Risk Pay.* We emphasize variable (i.e., "at risk") pay tied to performance; however, we believe our program does not encourage excessive risk-taking by our NEOs or other executives.
- *Share Ownership Guidelines.* Our NEOs and other executives are subject to share ownership guidelines and are prohibited from hedging against the economic risk of such ownership.
- *No Employment Agreements or Guaranteed Bonuses.* Our NEOs and other executives do not have employment agreements or guaranteed bonuses.
- *Compensation Recovery Policy.* We have a compensation recovery policy that gives the Board discretion to recover incentive compensation paid to senior management in the event of a restatement of our financial statements due to misconduct.
- *Future Severance Policy.* We have a future severance policy that limits any future severance agreements with an NEO or other executive.
- *Change in Control Agreements.* We have change in control agreements with our NEOs to ensure continuity of management in the event of a prospective change in control of the Company.
- *Perquisites.* Effective in 2011, all perquisites except for those related to overseas service assignment benefits and personal use of corporate aircraft have been eliminated. (These are discussed at page 50).

Significant Majority of NEOs' Pay Tied to Performance

Our annual compensation program has three primary elements: base salary, annual cash bonuses and long-term equity performance-based incentives. As the graph below shows, the performance-based incentives constitute by far the largest portion of target compensation for our NEOs:



2011 Compensation Program/Decisions

For 2011, we highlighted four major growth strategies as drivers for earnings growth. The Company has communicated these same strategies to investors for several years. These strategies are:

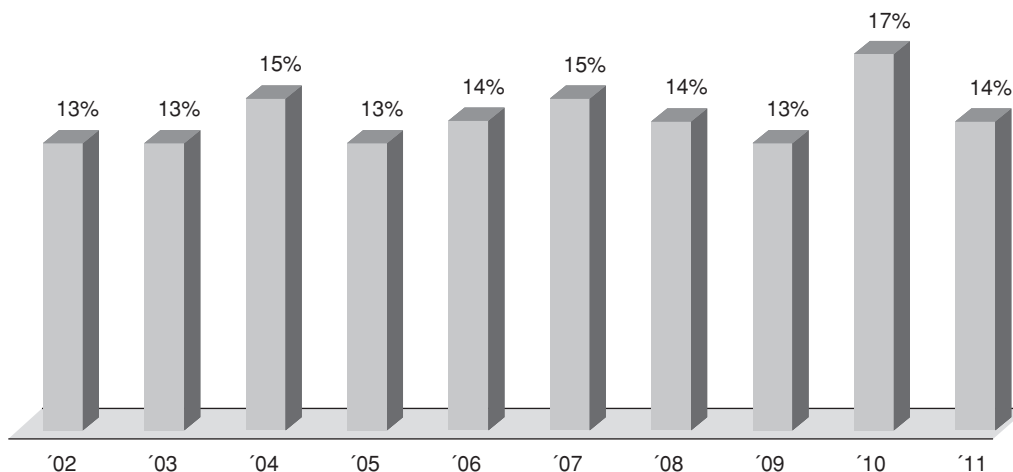
- Build Leading Brands in China in Every Significant Category
- Drive Aggressive International Expansion and Build Strong Brands Everywhere
- Dramatically Improve U.S. Brand Positions, Consistency and Returns
- Drive Industry-Leading Long-Term Shareholder and Franchisee Value

Our compensation program is designed to support these strategies. For our annual bonus program, the Committee sets performance measures and targets that it believes will help the Company continue to execute against these strategies. The Company's 2011 results measured against the 2011 targets are used by the Committee when evaluating our NEOs' performance and determining the NEOs' annual bonus (the performance measures, targets and results are discussed beginning at page 44).

The Company believes this compensation program, which as noted above has been in place for many years, is an important factor in driving our NEOs' performance to achieve long-term EPS growth and total

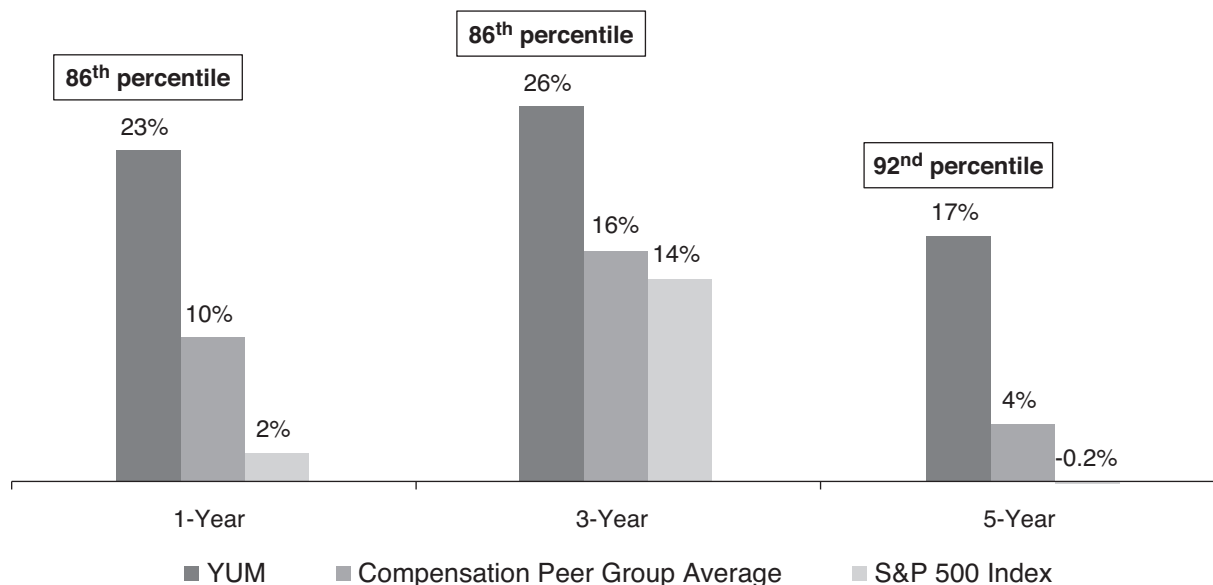
shareholder return (“TSR”). The success of our strategy is evidenced by our one, three and five-year results for TSR as compared to our compensation peer group (made up of the retail, hospitality and nondurable consumer products companies described at page 43) and our consistent year-over-year EPS growth, as shown below:

EPS*—Ten-Year Growth



* For purposes of calculating the year-over-year growth in EPS in the chart above, EPS excludes special items believed to be distortive of consolidated results on a year-over-year basis and the initial impact of expensing stock options in 2005. The special items excluded are the same as those excluded in the Company’s annual earning releases.

Annual Total Shareholder Return Through 12/31/11



As shown above, the percentile ranking of our performance measured by TSR is in the top quartile for each of the three time periods as compared to our compensation peer group. A substantial reason for this superior performance is our track record of consistency in delivering strong, year-over-year growth in EPS. In light of the Company's strong performance during 2011, as well as its sustained performance over the years, the Committee believes that the program's stated objective of paying our Chief Executive Officer at the 75th percentile for target total compensation (see "How We Compensate our Chief Executive Officer", beginning on page 48 for detail) and our other NEOs at the 75th percentile for salary and bonus and above the 50th percentile for equity-based compensation has helped attract and retain top talent and has incentivized that talent to achieve a high level of performance.

In line with our pay-for-performance policy, we took the following 2011 compensation actions:

- *Adjustments to Base Salary:* Provided merit-based salary increases to each of our NEOs;
- *Pay-for-Performance Annual Bonus:* Based on our strong 2011 performance, we paid bonuses for 2011 recognizing our strong system sales growth, continued operating profit growth (prior to special items and foreign currency translation) and strong EPS growth and for meeting the other division and individual performance goals set by the Committee for fiscal 2011; and
- *Equity-based Compensation:* In line with our growth strategy and to align NEOs with shareholder interests, we granted SARs or stock options to our NEOs based on each NEO's performance. We also granted PSUs that will vest only if we achieve pre-established 3-year EPS growth goals.

In the remainder of the CD&A, we discuss in more detail our 2011 executive compensation program. Among other topics, we address the following:

- The philosophy underlying our executive compensation program (page 39)
- The objectives of our executive compensation program (page 39)
- An overview of the key elements of our executive compensation program (page 40)
- The process the Management Planning and Development Committee ("Committee") uses to set and review executive compensation (page 40)
- The alignment of our executive compensation with the Company's business and financial performance (page 40)
- The allocation between fixed and variable compensation (page 40)
- The role of our independent compensation consultant (page 41)
- The role of comparative compensation data and how we select the companies that are used to generate the comparative data (page 41)
- Compensation decisions for NEOs other than our CEO (beginning at page 43) including:
 - Team performance measures, which are used in the calculation of the annual bonus (page 46)
 - Individual performance measures, which are also used in the calculation of the annual bonus (page 46)
- Our CEO's compensation (page 48)
- Our stock ownership guidelines (page 52)

Our Named Executive Officers (NEOs) for 2011:

- David C. Novak, Chairman, Chief Executive Officer and President
- Richard T. Carucci, Chief Financial Officer
- Jing-Shyh S. Su, Vice Chairman of the Board and Chairman and CEO—China Division
- Graham D. Allan, Chief Executive Officer—Yum Restaurants International Division (“YRI”)*
- Micky Pant, Chief Executive Officer—YRI *

YUM’s Compensation Philosophy

YUM’s compensation philosophy is reviewed annually by the Committee.

Our philosophy is to:

- reward performance
- pay our restaurant general managers and executives like owners
- design pay programs at all levels that align team and individual performance, customer satisfaction and shareholder return
- emphasize long-term incentive compensation
- require NEOs and other executives to personally invest in Company stock

Objectives of YUM’s Compensation Program

The objectives of our executive compensation program are to:

- attract and retain highly qualified employees through competitive compensation and benefit programs
- reward our employees for personal contributions that grow the business
- maximize shareholder returns

* Mr. Allan announced at the end of 2011 that he would retire in March of 2012. Effective December 6, 2011 (the beginning of YRI’s fiscal year), Mr. Pant assumed Mr. Allan’s responsibilities as Chief Executive Officer of YRI. Mr. Allan continued as an executive officer reporting to Mr. Novak to assist in Mr. Pant’s transition.

Key Elements of Compensation

The following table lists the key elements that generally comprise our 2011 executive compensation.

Element	Purpose	Form
<i>Base Salary</i>	Provide compensation for performance of primary roles and responsibilities	Cash
<i>Performance-based annual bonus</i>	Provide incentive to drive company performance with payout based on achievement of YUM's and its divisions' short-term goals and strategic objectives	Cash
<i>Long-term incentive compensation</i>	Motivate our NEOs to help us achieve our long-range performance goals that will enhance our value and, as a result, enhance our shareholders' returns on their investments	Stock Appreciation Rights/Stock Options, and Performance Share Units
<i>Retirement benefits</i>	Provide tax-advantaged means to accumulate retirement benefits	Defined Benefit Plan, Defined Contribution Plan

We determine all elements of compensation annually at the same time, currently in January, to allow us to take into consideration all of the elements when decisions are made.

How Compensation Decisions Are Made

In January of each year, the Committee reviews the performance and total compensation of our CEO and the other NEOs. The Committee reviews and establishes each NEO's total compensation target for the current year which includes base salary, annual bonus opportunities and long-term incentive awards. The Committee's decisions impacting our CEO are also reviewed and ratified by the independent members of the Board.

In making these compensation decisions, the Committee relies on the CEO's in-depth review of the performance of the other NEOs as well as competitive market information. Compensation decisions are ultimately made by the Committee using its judgment, focusing primarily on each NEO's performance against his or her financial and strategic objectives, qualitative factors and YUM's overall performance.

Alignment between Compensation and Company Performance

As noted above, a key objective of our compensation program is to maximize shareholder returns. Our incentive programs are designed to reinforce our pay-for-performance philosophy by aligning the payouts with the results of the Company's business and financial performance. These incentives, which constitute a significant portion of total compensation, consist of an annual bonus, which is short-term in nature, and stock option/stock appreciation rights and PSUs, which have a longer-term focus. These pay elements are discussed in more detail below.

Compensation Allocation

The Committee reviews information provided by the Committee's consultant (see below) for our CEO and other NEOs, to determine the appropriate level and mix of incentive compensation. However, there is no pre-established policy or target for the allocation between either cash and non-cash or short-term and long-term incentive compensation.

For our NEOs (other than the CEO), the mix of total compensation is effectively targeted at 30% fixed and 70% variable. Fixed compensation is comprised of base salary, while variable compensation is comprised of annual bonus and long-term incentive compensation.

Role of Independent Consultant

The Committee's charter states that the Committee may retain outside compensation consultants, lawyers or other advisors. Since 2005, the Committee has retained an independent consultant, Meridian Compensation Partners, LLC ("Meridian"), to advise it on certain compensation matters. For 2011 and similar to prior years, the Committee told Meridian that:

- they were to act independently of management and at the direction of the Committee;
- their ongoing engagement would be determined by the Committee;
- they were to inform the Committee of relevant trends and regulatory developments; and
- they were to provide compensation comparisons based on information that is derived from comparable businesses of a similar size to us for the CEO and other NEOs and assist the Committee in its determination of the annual compensation package for our CEO.

During 2011, Meridian did not provide any services to the Company unrelated to executive compensation.

Role of Comparative Compensation Data

One of the factors used by our Committee in setting executive compensation is an evaluation of how our compensation levels compare to compensation levels for similarly situated executives at companies considered to be our peers. To conduct these comparisons, Meridian provided compensation comparisons based on information that is derived from comparable businesses. This data is used as a frame of reference (a "benchmark") for establishing compensation targets for base salary, annual bonus and long-term incentives for NEOs below our CEO.

The Committee uses a benchmark as a point of reference for measurement. Benchmarks, however, are not the determinative factor for our NEOs' compensation, and they do not supplant the analyses of the individual performance of the NEOs. Because the comparative compensation information is one of several factors used in the setting of executive compensation, the Committee has discretion in determining the nature and extent of its use. Further, given the limitations associated with comparative pay information for setting individual executive compensation, the Committee may elect not to use the comparative compensation information at all in the course of making specific compensation decisions.

For our NEOs, other than our CEO, the Committee has set separate target percentiles for base salary, performance-based annual bonuses and long-term incentives as discussed at page 43. The Committee does not set target percentiles with respect to target total compensation for our NEOs other than our CEO (see page 49 for a discussion of Mr. Novak's target total compensation). For the CEO, the Company generally attempts to deliver pay opportunities at the 75th percentile of the market—specifically, 75th percentile target total cash and target total compensation. For all our NEOs, the Company does not measure/benchmark the percentile ranking of compensation actually earned since any realized value from our variable pay programs in particular is a function of company, division, and/or individual performance. It is not generally the objective of the Company to deliver comparable pay outcomes but rather comparable pay opportunities. Realized/earned value from the Company variable pay programs is reflective of business results and not competitive benchmarking.

Comparative Compensation Data

Revenue size often correlates to some degree with the market value of compensation for senior executive positions. For companies with significant franchise operations, measuring size is a more complex undertaking. This is because there are added complexities and responsibilities for managing the relationships, arrangements, and overall scope of the enterprise that franchising introduces, in particular, managing product introductions, marketing, driving new unit development, customer satisfaction and overall operations improvements across the entire franchise system. Accordingly, consistent with its practice from prior years which Meridian had recommended, the Committee decided to add 25% of estimated franchisee and licensee sales to the Company's estimated 2010 sales to establish an appropriate revenue benchmark to determine the market value of various components of compensation for 2011. This means that the Company, when considering franchisee sales, is viewed as having estimated revenues of \$16.8 billion. Specifically, this amount was determined by adding 2010 estimated Company sales of \$9.8 billion and 25% of estimated franchisee and licensee sales (from which the Company derives revenues in the form of royalties) of \$28 billion.

The median annual revenues (for 2010, the most recent year available at that time) for the peer group established by the Committee was \$15 billion. Data for each individual job using the methodology described in the previous paragraph was compiled based on the estimated revenue size of the division that the NEO was responsible for in 2010, specifically \$16.8 billion for Messrs. Novak and Carucci, \$4.3 billion for Mr. Su and \$5.5 billion for Messrs. Allan and Pant.

Companies included in the Peer Group

The peer group for all NEOs is made up of retail, hospitality and nondurable consumer product companies. The Committee established this peer group for the CEO and other NEO compensation in 2008. The group was chosen because it is reflective of the market in which we operate for executive talent and because of each of the companies' relative leadership position in their sector, relative size as measured by revenues, relative complexity of their business, and in some cases their global reach. Periodically the Committee, with Meridian's assistance, reviews the composition of the peer group to ensure the companies remain relevant for comparative purposes.

As a result of the Committee's review in March 2011, four new companies (H.J. Heinz, Nike, Starbucks and Unilever USA) were added and six companies were removed from the peer group, as shown below. Although the Committee prefers to keep the peer group substantially the same from year to year, the companies deleted from the peer group represented companies whose data was not as readily available

or that were no longer a good match for the group. The companies comprising this nondurable consumer products group used for the benchmarking were:

Company Name	2010 Sales/ Revenues (\$billions)	Company Name	2010 Sales/ Revenues (\$billions)
Walgreen Co.	63.3	H.J. Heinz Company	10.5
Lowe's Companies, Inc.	47.2	Marriott International, Inc.	10.9
PepsiCo, Inc.	43.2	Avon Products, Inc.	10.4
Kraft Foods, Inc.	40.4	Starbucks Corporation	9.8
The Coca-Cola Company	31.0	OfficeMax Incorporated	7.2
Mars, Incorporated(1)	30.0	Campbell Soup Company	7.7
Macy's, Inc.	23.5	Darden Restaurants, Inc.	7.1
McDonald's Corporation	22.7	AutoZone, Inc.	7.4
Staples, Inc.	24.3	Starwood Hotels & Resorts	
Kimberly-Clark Corporation	19.1	Worldwide, Inc.	4.7
Nike, Inc.	19.0	Mattel Corporation	5.4
J.C.Penney Company, Inc.	17.6	The Hershey Company	5.3
Kohl's Corporation	17.2	Unilever USA(1)	N/A
Colgate-Palmolive Company	15.3	Median	15.0
General Mills, Inc.	14.8	YUM(2)	16.8
The Gap, Inc.	14.2		
Kellogg Company	12.6		

(1) Data not publicly available

(2) 2010 company sales + 25% of franchisee and licensee sales

The former peer group was used by the Committee in connection with its 2011 salary and long-term incentive compensation decisions made in January 2011. The new peer group was used by the Committee in connection with 2011 annual bonus decisions made in January 2012.

Targeting Compensation

For the NEOs, other than our CEO, we target the elements of our compensation program as follows:

- Base salary—because NEOs are expected to make significant contributions in current and future positions and would be considered a critical loss if they left the Company, we target the 75th percentile for base salary
- Performance-based annual bonus—75th percentile to emphasize superior pay for superior performance
- Long-term incentives—50th percentile

For the CEO, the Committee targets 75th percentile for salary and target total cash compensation as well as 75th percentile for target total compensation.

2011 Executive Compensation Decisions

Base Salary

Base salary is designed to compensate our NEOs for their primary roles and responsibilities and to provide a stable level of annual compensation. Market data from the peer group was considered in determining base salaries for NEOs based on each NEO's position and responsibility. An NEO's actual salary relative to this competitive salary range varies based on the level of his or her responsibility,

experience, individual performance and future potential. Specific salary increases take into account these factors and the current market for management talent. The Committee reviews each NEO's salary and performance annually. Based on the Committee's review in January 2011, the Committee set base salaries for 2011 for all NEOs. Mr. Carucci received a base salary increase of \$60,000; Mr. Su received a base salary increase of \$150,000; Mr. Allan received a base salary increase of \$45,000; and Mr. Pant received an increase of \$25,000 in February 2011.

Mr. Pant also received a base salary increase of \$125,000 in December 2011 related to his promotion to Chief Executive Officer of YRI.

Mr. Novak's salary is discussed below.

The Committee, as part of its annual review of salaries, reviews market data for the peer group. As in prior years, the Committee did not focus on a precise percentile ranking of each NEO's salary; however, they noted the following general relationships:

- Messrs. Su's, Allan's and Pant's 2011 salary increases placed their base salaries significantly above the 75th percentile. The Committee chose to continue to pay these three executives at this level based on the Committee's subjective assessment of the current and sustained, long-term results they have produced for the Company and the importance of their leadership in running the China and YRI divisions, respectively.
- Mr. Carucci's salary increase placed his salary at the 75th percentile.

As explained in last year's proxy statement and at page 51, beginning in 2011 Mr. Su ceased receiving several perquisites that were provided as part of his overseas assignment. In consideration for no longer receiving these perquisites, the Committee increased Mr. Su's salary by \$35,000. In addition, Messrs. Carucci, Allan and Pant's salaries were each increased by \$25,000 in addition to their 2011 merit increase in consideration for no longer receiving a car allowance, country club membership, perquisite allowance and annual physical.

Performance-Based Annual Bonus Compensation

Our performance-based annual bonus program ("YUM Leaders' Bonus Program") is a cash-based, pay-for-performance plan that applies to all above-restaurant leaders in the Company. The principal purpose of the YUM Leaders' Bonus Program is to encourage and reward strong individual and team performance that drives shareholder value.

Annual bonus payments are based on the achievement of certain Company-wide and/or division financial objectives, other strategic objectives, as well as the achievement of individual performance objectives. These objectives are established, reviewed and approved by the Committee, and reviewed with the Board, during the compensation planning period to ensure that the goals are in concert with the unique strategic issues facing the Company.

Incentive opportunities are designed to reward superior performance by providing for payments above target for superior performance, but correspondingly no payment unless a threshold percentage of the goal is achieved. Each NEO's annual bonus depends on the degree to which the Company achieves its business and financial goals and the degree to which each NEO meets his individual goals. We believe this aligns our NEOs' interests with the Company's interests, and motivates our NEOs to meet their goals and ensure that the Company meets its financial, operational and strategic objectives.

The formula for our annual bonus is as follows:

$$\text{Base Salary} \times \frac{\text{Annual Target Bonus}}{\text{Percentage}} \times \frac{\text{Team}}{\text{Performance Factor}} \times \frac{\text{Individual}}{\text{Performance Factor}} = \text{Bonus Payout}$$

The minimum team performance factor is 0% and the maximum is 200%. The minimum individual performance factor is 0% and the maximum is 150%. The combined impact of the team performance factor and individual performance factor produces a potential range for total annual bonus of 0 - 300% of the target award. Applying these ranges under the YUM Leaders' Bonus Program to the NEOs' 2011 salaries determined the threshold, target and maximum awards potential under the program for 2011, which are reported in dollars in the Grants of Plan-Based Awards table on page 60.

A detailed description of how team and individual performance factors are determined and measured can be found below under the heading "Performance Factors."

Annual Target Bonus Percentage. The "Annual Target Bonus Percentage" for each NEO for 2011 was:

<u>Novak</u>	<u>Carucci</u>	<u>Su</u>	<u>Allan</u>	<u>Pant</u>
160%	100%	115%	115%	86.25%*

* As a result of Mr. Pant's promotion in December of 2011, his percentage calculated at 85% for 11 months and 100% for 1 month. This results in an annual percentage of 86.25%.

The Committee noted the 2011 target bonus opportunities, when compared to the market data, were above the 75th percentile for Messrs. Su, Allan and Pant and at the 75th percentile for Mr. Carucci. Consistent with prior years, the Committee did not consider the actual percentile above or below the 75th percentile when making its final bonus decisions. Rather, it considered the overall strong performance of the Company and the current and expected performance of each of these NEOs in the growth of the Company and it determined that it was appropriate to continue target bonuses at or above the 75th percentile. Mr. Novak's performance is discussed beginning on page 48.

Performance Factors. To determine the performance factors for each NEO, the Committee reviews actual performance against pre-established consolidated operating Company measures and targets ("Team Performance Factor") and individual performance measures and targets ("Individual Performance Factor").

Team Performance Factor. For 2011, the Committee determined each NEO's team performance measures and team performance targets, based on recommendations from management. Consistent with prior years, the Committee established the business team performance measures, targets and relative weights in January 2011 and reviewed actual performance against these measures and targets as set forth in the chart below for the NEOs. The targets were developed through the Company's annual financial planning process, in which we assessed historical performance, the future operating environment and profit growth initiatives and built projections of anticipated results. These projections include profit growth to achieve our EPS growth target of at least 10%. Division targets may be adjusted during the year when doing so is consistent with the objectives and intent at the time the targets were originally set. In 2011, some division operating profit growth targets were adjusted to reflect certain YUM-approved investments and restaurant divestitures not reflective of annual operating performance.

We believe these performance measures and targets are key factors that drive individual and team performance, which will result in increased shareholder value over the long term. These measures are designed to align employee goals with the Company's and individual Divisions' current-year objectives to grow earnings and sales, develop new restaurants, improve margins and increase customer satisfaction and in the case of our CEO and CFO align them with the Company-wide EPS target and all Divisions' objectives and performance. The measures also serve as effective motivation because they are easy to track and clearly understood by employees. When setting targets for each specific team performance measure, the Company takes into account overall business goals and structures the target to motivate achievement of desired performance consistent with broader shareholder commitments such as EPS growth, ROIC and cash flow. The targets are the same as those that we disclose from time to time to our investors and may be slightly above or below disclosed guidance when determined by our Committee to be appropriate. A leverage formula for each team performance measure magnifies the potential impact that performance above or below the target will have on the calculation of annual bonus. This leverage increases the financial incentive for employees to exceed their targets and reduces payouts when the team performance target is not reached.

The team performance targets, actual team performance, team performance weights and team performance factor for each measure are set forth below for the NEOs.

2011 YUM Leaders' Bonus Program Team Performance (TP) Factor Calculation

NEO	TP Measures	TP Target	TP Actual	TP based on leverage formula	TP Weight	TP Factor After Applying Weights
Novak and Carucci	Weighted Average Divisions' Team Factors(1)			129	50%	65
	EPS Growth	10%	14%	160	50%	80
	Total Weighted TP Factor—Yum					145
Su	Operating Profit Growth (Before Tax; Excluding Forex)	10%	15%	185	50%	93
	System Sales Growth (Excluding Forex)	11%	29.3%	200	20%	40
	System Gross New Builds	465	656	200	20%	40
	System Customer Satisfaction	100	195	195	10%	19
	Total Weighted TP Factor—China Division					192
	75% Division/25% Yum TP Factor					180
Allan and Pant	Operating Profit Growth (Before Tax; Excluding Forex)	10%	9.6%	95	50%	47
	System Sales Growth (Excluding Forex)	5%	6.7%	169	20%	34
	System Net Builds	414	504	190	20%	38
	System Customer Satisfaction	Blended	Blended	92	10%	9
	Total Weighted TP Factor—YRI Division					128
	75% Division/25% Yum TP Factor					132

(1) Weighted average based on Divisions' contribution to overall operating profit of Yum in 2011.

Division operating profit growth is based on actual year-over-year growth and is adjusted to exclude the impact of any foreign currency translation. In the case of system sales growth, we include the results of all restaurants, including Company-owned, franchised and licensed restaurants and it is based on year-over-year growth and adjusted to exclude the impact of any foreign currency translation and, in the case of YRI, the impact of a 53rd week in their 2011 reporting calendar.

Individual Performance Factor: Each NEO's Individual Performance Factor is determined by the Committee based upon their subjective determination of the NEO's individual performance for the year, including consideration of specific objective individual performance goals set at the beginning of the year. As described above, the CEO provides the Committee with his evaluation of each of the other NEOs' performance and recommends an Individual Performance Factor to the Committee.

For Mr. Carucci, the Committee determined that his overall individual performance for 2011 was above target based upon overall strong financial results of the Company, and success in helping drive emerging market growth. Based on this performance, the Committee approved a 135 Individual Performance Factor for Mr. Carucci.

For Mr. Su, the Committee determined that his overall individual performance for 2011 was significantly above target based upon the China Division significantly exceeding its profit, sales growth, development and customer satisfaction plans. Based on this performance, the Committee approved a 150 Individual Performance Factor for Mr. Su.

For Mr. Allan, the Committee determined that his overall individual performance for 2011 was significantly above target based upon YRI's sales growth, continued strong restaurant development, and accelerated growth in strategic markets. Based on this performance, the Committee approved a 150 Individual Performance Factor for Mr. Allan.

For Mr. Pant, the Committee determined that his overall individual performance for 2011 was above target based upon YRI's significant progress in driving brand differentiation including the development of KFC global brand marketing and the expansion of KFC sales layers. Based on this performance, the Committee approved a 130 Individual Performance Factor for Mr. Pant.

Application of YUM Leaders' Bonus Program Formula to NEOs

Based on the Committee's determinations as described above, the following table sets forth the formula and the calculation of annual bonus for each NEO.

Formula:	Base Salary	×	Annual Bonus Target %	×	Team Performance Factor	×	Individual Performance Factor	=	Bonus Award
Novak	\$1,450,000	×	160%	×	145%	×	135%	=	\$4,541,400
Carucci	\$800,000	×	100%	×	145%	×	135%	=	\$1,566,000
Su	\$1,000,000	×	115%	×	180%	×	150%	=	\$3,105,000
Allan	\$885,000	×	115%	×	132%	×	150%	=	\$2,015,145
Pant	\$750,000	×	86.25%	×	132%	×	130%	=	\$1,110,038

Note: Messrs. Su's, Allan's, and Pant's team performance factor is based on 75% of their Division team performance factor and 25% of the consolidated Yum team performance factor. Mr. Novak's performance is discussed beginning on page 48.

Long-term Incentive Compensation

The principal purpose of our long-term incentive compensation program ("LTI Plan") is to motivate our NEOs and other executives to help us achieve our long-range performance goals that will enhance our value and, as a result, enhance our shareholders' returns on their investments.

Under our LTI Plan, our NEOs are awarded long-term incentives primarily in the form of non-qualified stock options or stock-settled stock appreciation rights ("SARs"). The type of award granted is based upon the NEO's local tax jurisdiction. Long-term incentive award ranges are established based upon the peer group data. In general, our stock options and SARs have ten-year terms and vest 25% per year over four years.

Each year the Committee reviews the mix of long-term incentives to determine if it is appropriate to continue predominantly using stock options and SARs as the long-term incentive vehicle. The Committee continues to choose stock options and SARs because they emphasize YUM's focus on long-term growth, they reward employees only if the stock price goes up and they align Restaurant General Managers and senior management on the same equity incentive program. The Company believes that this compensation program design combined with the Company's strong stock ownership guidelines (discussed at page 52) and an annual bonus program which reaffirms key Division metrics (such as profit growth, store unit growth, margin improvement and customer satisfaction metrics) creates an overall incentive program that maximizes performance and alignment with shareholders (and, as discussed at page 9, does so without creating excessive risk). The Company's long-term results discussed above suggest that shareholders have been well served with this design.

Consistent with prior years for each NEO other than Mr. Novak (who is discussed below), the 2011 Stock Option/SARs grant was awarded based on the Committee's subjective assessment of each NEO's prior year individual and team performance, expected contribution in future years and consideration of the peer group data, subject to the individual's achievement of his stock ownership guidelines. The Committee did not assign a weight to any particular item.

Based on this assessment, Messrs. Su and Pant received grants above the 50th percentile. Messrs. Allan and Carucci received stock appreciation rights grants at the 50th percentile. Each SAR and stock option was granted with an exercise price based on the closing market price of the underlying YUM common stock on the date of grant. The Committee does not measure or review the actual percentile above or below the 50th percentile when making its final LTI award decision. In addition, the Committee does not

measure or review the percentile ranking of the value realized from any LTI award. Realized value is a function of the performance of the Company common stock and the length of time a participant holds an award after vesting.

The Performance Share Plan under our LTI Plan awards performance share units (“PSUs”) which are denominated in shares of Company common stock. The PSU awards provide for the distribution of a number of shares of Company common stock based on the 3-year compound annual growth rate (“CAGR”) of the Company’s EPS adjusted to exclude special items believed to be distortive of consolidated results on a year-over-year basis. The target grant value is set based on a value equal to 33% of the NEO’s annual bonus target. The Committee continued the Performance Share Plan for 2011 for each NEO. The performance period covers 2011-2013 fiscal years and will be leveraged up or down based on the 3-year CAGR EPS performance against a target of 10%. The potential payout range is 0 - 200% of the target number of shares granted with no payout if CAGR EPS is less than 7% and a 200% payout if CAGR EPS is at or above 16%. Dividend equivalents will accrue during the performance cycle but will be distributed in shares only in the same proportion and at the same time as the original PSUs are earned. If no PSUs are earned, no dividend equivalents will be paid. The PSUs are eligible for deferral under the Executive Income Deferral Plan. The target, threshold and maximum potential value of these awards for each NEO are described at page 60.

From time to time and in addition to the regular annual grant, Chairman’s Award stock option or SAR grants are made to selected employees in recognition of superlative performance and extraordinary impact on business results. In the case of employees below the Senior Leadership Team Level, these awards are made at the discretion of the CEO within guidelines set by the Committee. Awards to executives on the Senior Leadership Team must be approved by the Committee. These SARs or stock options may vest in their entirety after four or five years or 25% per year over four years. In 2011, in addition to their regular grants, Messrs. Carucci and Pant each received a Chairman’s Award grant of stock appreciation rights with a grant date fair value of approximately \$1.2 million. Mr. Carucci’s award was based on the Committee’s subjective assessment of the consistently superior financial performance of the Company in the areas of total shareholder return, return on net assets, EPS growth and operating income growth under his leadership. Mr. Pant’s award, granted at year-end, was based on the Committee’s subjective assessment of the continued strong performance of YRI, his position as a senior leader of the Company and as part of his compensation package upon his promotion to President of the International Division at year end.

Mr. Novak’s long-term incentive compensation is discussed below.

How we Compensate our Chief Executive Officer

Comparative Compensation Data for Mr. Novak

The discussion of the comparative compensation data and peer group used by the Committee for Mr. Novak begins at page 43. Meridian provided a comprehensive review for the Committee using data from the peer group.

Mr. Novak’s Compensation

Each year, our Board, under the leadership of the Committee Chairperson, conducts an evaluation of the performance of our CEO, David Novak. This evaluation includes a review of his:

- leadership pertaining to the achievement of business results
- leadership in the development and implementation of Company strategies
- development of culture, diversity and talent management

In setting compensation opportunities for 2011, the Committee considered the historical performance of the Company for the one, three and five-year periods, noting that Mr. Novak has been Chairman and CEO for that entire period. The data revealed that the Company had on average performed very strongly compared to the nondurable consumer products peer group in terms of total shareholder return (top quartile for the three and five-year periods), return on net assets (top quartile for each period), EPS growth (top 50% for the one-year period and top quartile for the three and five-year periods) and operating income growth (top 50% for the one-year period and top quartile for three and five-year periods). Based on this continued sustained strong performance, the Committee determined that Mr. Novak's target total compensation for 2011 should be at or slightly below the 75th percentile as compared to the compensation of chief executives in the peer group.

Based on this analysis, the Committee approved the following compensation for 2011:

Salary	1,450,000
Target Bonus Percentage	160
Grant Date Estimated Fair Value of 2011 LTI Awards:	7,190,000

The Committee increased Mr. Novak's base salary by \$50,000 (or 3.6%) to \$1,450,000. The Committee did not change his target bonus percentage noting that his total target cash after the salary increase was slightly below the 75th percentile for target total cash. The Committee continues to believe this compensation structure is in line with YUM's pay-for-performance philosophy.

In January 2011, the Committee approved the grant of a long-term incentive award to Mr. Novak having a grant date fair value of \$7,190,000. This award was comprised of SARs with an estimated fair value of \$6,417,000, and PSUs under the Performance Share Plan with an estimated fair value of \$773,000. This award reflected the Committee's subjective determination that, based on his strong performance in 2010 and the sustained performance of the Company (without assigning any weight to any particular item), he should receive a long-term incentive award consistent with their desire to compensate Mr. Novak near or at the 75th percentile for total compensation.

At the conclusion of 2011, the Committee determined Mr. Novak earned an annual bonus for 2011 performance of \$4,541,400 based on his Team Performance Factor and his Individual Performance Factor. The Committee had previously established, in January 2011, Mr. Novak's Team Performance Factor measures and targets for 2011 as set forth on page 46. The Committee determined that the Company's actual performance against these criteria and goals produced a Team Performance Factor of 145. Refer to page 45 for information on how this Team Performance Factor was determined.

For purposes of determining Mr. Novak's Individual Performance Factor, in addition to the criteria highlighted on page 46, the Committee considered Mr. Novak's leadership in enabling the Company to achieve 14% EPS growth, marking the tenth consecutive year the Company has exceeded its EPS growth target of 10%. The Committee also considered the performance of the Company's divisions. The Committee considered the very strong performance of the China Division in exceeding profit, system sales and development targets as well as very good performance of YRI, especially in development and sales in emerging markets and Mr. Novak's continued commitment to developing strong leaders in the Company; however, the Committee noted that U.S. business did not perform to expectation.

Based on this individual performance, the Committee awarded Mr. Novak an Individual Performance Factor of 135.

After determination of the Team Performance Factor and Individual Performance Factor, Mr. Novak's annual bonus was calculated as shown on page 44.

While the Committee did not specifically discuss why Mr. Novak's compensation exceeds that of other NEOs, it does review every year, as part of its process for setting compensation described beginning on

page 43, data from Meridian which substantiates on a comparative basis this difference in target compensation for the CEO role relative to other executive roles. This comparative market data analyzed over several years supports the differences in salary, annual bonus and long-term incentives.

Other Benefits

Retirement Benefits

We offer competitive retirement benefits through the YUM! Brands Retirement Plan. This is a broad-based qualified plan designed to provide a retirement benefit based on years of service with the Company and average annual earnings. In addition, the YUM! Brands, Inc. Pension Equalization Plan for employees at all levels who meet the eligibility requirements is a “restoration plan” intended to restore benefits otherwise lost under the qualified plan due to various governmental limits. This plan is based on the same underlying formula as the YUM! Brands Retirement Plan. The annual benefit payable under these plans to U.S.-based employees hired prior to October 1, 2001 is discussed following the Pension Benefits Table on page 64. This benefit is designed to provide income replacement of approximately 40% of salary and annual bonus (less the company’s contribution to social security on behalf of the employee) for employees with 20 years of service who retire after age 62.

The annual change in pension value for each NEO is set forth on page 57, in the Summary Compensation Table, and the actual projected benefit at termination is set forth on page 64, in the Pension Benefits Table.

For executives hired or re-hired after September 30, 2001, the Company designed the Leadership Retirement Plan (“LRP”). This is an unfunded, unsecured account-based retirement plan which allocates a percentage of pay to a phantom account payable to the executive following the later to occur of the executive’s retirement from the Company or attainment of age 55. For 2011, Mr. Pant was the only NEO eligible for the LRP since he was hired after September 30, 2001. Under the LRP, he receives an annual allocation to his account equal to 20% of his base salary and target bonus. For 2011, he received an allocation of \$300,000, which is set forth under the “All Other Compensation” column in the Summary Compensation Table at page 57.

Medical, Dental, Life Insurance and Disability Coverage

We also provide other benefits such as medical, dental, life insurance and disability coverage to each NEO through benefits plans, which are also provided to all eligible U.S.-based salaried employees. Eligible employees, including the NEOs, can purchase additional life, dependent life and accidental death and dismemberment coverage as part of their employee benefits package. Except for the imputed value of life insurance premiums, the value of these benefits is not included in the Summary Compensation Table since they are made available on a Company-wide basis to all U.S.-based salaried employees. In 2010, our broad-based employee disability plan was changed to limit the annual benefit coverage to \$300,000. For employees whose coverage was reduced as a result of the change, the Company is purchasing individual disability coverage for three years (provided employment continues) to restore the lost coverage resulting from the cap placed on the broad-based employee plan. This coverage is provided to each NEO and the incremental cost of the additional coverage is included in the “All Other Compensation” table at footnote 3 at page 59.

Perquisites

Beginning in 2011, the Committee eliminated the following perquisites for all executive officers (including the NEOs): car allowance, country club membership, perquisite allowance and annual physical. In recognition of this change, NEOs (other than our CEO, who did not receive these perquisites, and Mr. Su, whose perquisites are described below) received a one-time \$25,000 increase to their salary effective January 1, 2011.

Mr. Su receives several perquisites related to his overseas assignment. These perquisites were part of his original compensation package and the Committee has elected to continue to provide them. Mr. Su's agreement provides that the following will be provided: housing, commodities and utilities allowances; tax preparation services; tax equalization to the United States for salary and bonus; and tax equalization to Hong Kong with respect to income attributable to certain stock option and SAR exercises and to distributions of deferred income. (The value of these perquisites is included in the Summary Compensation Table in the column headed "All Other Compensation.") When Mr. Su retires from the Company, he will be required to reimburse the Company for the tax reimbursements for certain stock option and SARs exercises, if any, made within six months of his retirement. Beginning in 2011, Mr. Su ceased receiving the following perquisites: annual foreign service premiums, car allowance and social club dues. He received a one-time salary increase of \$35,000 during 2011 in recognition of this change.

Our CEO does not receive perquisites or allowances. However, Mr. Novak is required to use the Company aircraft for personal as well as business travel pursuant to the Company's executive security program established by the Board of Directors. The Board's security program also covers Mrs. Novak. In this regard, the Board of Directors noted that from time to time, Mr. Novak has been physically assaulted while traveling and he and his family have received letters and calls at his home from people around the globe with various special interests, establishing both an invasion of privacy and implicit or explicit threats. The Board has considered this enough of a concern to require security for Mr. Novak, including the use of the corporate aircraft for personal travel. NEOs and other executives may use corporate aircraft for personal use with the prior approval of Mr. Novak. In addition, depending on seat availability, family members of NEOs and other executive officers may travel on the Company aircraft to accompany executives who are traveling on business. There is no incremental cost to the Company for these trips. The incremental cost of the personal use by Mr. Novak is reported on page 59. We do not gross up for taxes on the personal use of the company aircraft. We also pay for the cost of the transmission of home security information from Mr. Novak's home to our security department and that incremental cost is reflected in the "Other" column of the All Other Compensation Table.

Review of Total Compensation

We intend to continue our strategy of compensating our NEOs and other executives through programs that emphasize performance-based compensation. To that end, executive compensation through annual bonuses and stock appreciation rights/stock option grants is tied directly to our performance and is structured to ensure that there is an appropriate balance between our financial performance and shareholder return. The Committee reviewed each element of compensation and believes that the compensation was reasonable in its totality. In addition, the Committee believes that various elements of this program effectively achieve the objective of aligning compensation with performance measures that are directly related to the Company's financial goals and creation of shareholder value without encouraging executives to take unnecessary and excessive risks.

Before finalizing compensation actions, the Committee took into consideration all elements of compensation accruing to each NEO for 2011. These elements included salary, annual bonuses, long-term incentive awards, value of outstanding equity awards (vested and unvested), and lump sum value of pension at retirement and gains realized from exercising stock options. The Committee will continue to review total compensation at least once a year.

YUM's Executive Stock Ownership Guidelines

The Committee has established stock ownership guidelines for our top 600 employees. Our Chief Executive Officer is required to own 336,000 shares of YUM stock or stock equivalents (approximately thirteen times his base salary at the end of fiscal 2011). NEOs (other than Mr. Novak) are expected to attain their ownership targets, equivalent in value to two to three times their current annual base salary depending upon their positions, within five years from the time the established targets become applicable. If an NEO or other employee does not meet his or her ownership guideline, he or she is not eligible for a grant under the LTI Plan. In 2011, all NEOs and all other employees subject to guidelines met or exceeded their ownership guidelines.

	Ownership Guidelines	Shares Owned(1)	Value of Shares(2)	Value of Shares Owned as Multiple of Salary
Novak	336,000	2,438,820	\$143,914,768	99
Carucci	50,000	155,177	\$ 9,156,995	11
Su	50,000	389,201	\$ 22,966,751	23
Allan	50,000	733,153	\$ 43,263,359	49
Pant	50,000	98,681	\$ 5,823,164	8

- (1) Calculated as of December 31, 2011 and represents shares owned outright by the NEO and vested RSUs acquired under the Company's executive income deferral program.
- (2) Based on YUM closing stock price of \$59.01 as of December 31, 2011.

Under our Code of Conduct, speculative trading in YUM stock, including trading in puts, calls or other hedging or monetization transactions, is prohibited.

YUM's Stock Option and SARs Granting Practices

Historically, we have awarded non-qualified stock option and stock appreciation rights grants annually at the Committee's January meeting. This meeting date is set by the Board of Directors more than six months prior to the actual meeting. Beginning with the 2008 grant, the Committee set the annual grant date as the second business day after our fourth-quarter earnings release. We do not backdate or make grants retroactively. In addition, we do not time such grants in coordination with our possession or release of material, non-public or other information.

We make grants at the same time other elements of annual compensation are determined so that we can consider all elements of compensation in making the grants. Pursuant to the terms of our LTI Plan, the exercise price is set as the closing price on the date of grant. We make these grants to NEOs at the same time they are granted to the other approximately 600 above-restaurant leaders of our Company who are eligible for stock option and stock appreciation rights grants.

Management recommends the awards to be made pursuant to our LTI Plan to the Committee. While the Committee gives significant weight to management recommendations concerning grants to NEOs (other than the CEO), the Committee makes the determination whether and to whom to issue grants and determines the amount of the grant. The Board of Directors has delegated to Mr. Novak and Anne Byerlein, our Chief People Officer, the ability to make grants to employees who are not executive officers and whose grant is less than approximately 17,000 options or stock appreciation rights annually. In the case of these grants, the Committee sets all the terms of each award, except the actual number of stock appreciation rights or options, which are determined by Mr. Novak and Ms. Byerlein pursuant to guidelines approved by the Committee in January of each year.

Grants may also be made on other dates that the Board of Directors meets. These grants generally are Chairman's Awards, which are made in recognition of superlative performance and extraordinary impact

on business results. Over the last four years, we have averaged six Chairman's Award grants per year outside of the January time frame. In 2011, we made three Chairman's Awards on Board of Director meeting dates other than the January meeting.

Payments upon Termination of Employment

The Company does not have agreements concerning payments upon termination of employment except in the case of a change in control of the Company. The terms of these change in control agreements are described beginning on page 71. The Committee believes these are appropriate agreements for retaining NEOs and other executive officers to preserve shareholder value in case of a threatened change in control. The Committee periodically reviews these agreements and other aspects of the Company's change in control program.

The Company's change in control agreements, in general, pay, in case of an NEO's termination of employment for other than cause within two years of the change in control, a benefit of two times salary and bonus and provide for a tax gross-up in case of any excise tax. In addition, unvested stock options and stock appreciation rights vest upon a change in control (as fully described under "Change in Control" beginning on page 70). Other benefits (i.e., bonus, severance payments and outplacement) generally require a change in control, followed by a termination of an NEO's employment. In adopting the so-called "single" trigger treatment for equity awards, the Company is guided by:

- keeping employees relatively whole for a reasonable period but avoiding creating a "windfall"
- ensuring that ongoing employees are treated the same as terminated employees with respect to outstanding equity awards
- providing employees with the same opportunities as shareholders, who are free to sell their equity at the time of the change in control event and thereby realize the value created at the time of the deal
- the company that made the original equity grant may no longer exist after a change in control and employees should not be required to have the fate of their outstanding equity tied to the new company's future success
- supporting the compelling business need to retain key employees during uncertain times
- providing a powerful retention device during change in control discussions, especially for more senior executives whose equity awards represents a significant portion of their total pay package
- a double trigger on equity awards provides no certainty of what will happen when the transaction closes.

As shown under "Change in Control" beginning on page 71, the Company will provide tax gross-ups for the NEOs for any excise taxes due under Section 4999 of the Internal Revenue Code. The effects of Section 4999 generally are unpredictable and can have widely divergent and unexpected effects based on an NEO or other executive's personal compensation history. Therefore, the purpose is to attempt to deliver the intended benefit to all covered individuals without regard to the unpredictable effect of the excise tax. The Company and Committee continue to believe that Section 4999 tax gross-up payments are appropriate for the Company's most senior executives.

The Company does provide for pension and life insurance benefits in case of retirement as described beginning at page 71 and the continued ability to exercise options in case of retirement. The Committee does not specifically consider the change in control benefits or any of these other benefits in determining each NEO's other compensation elements, although the Committee is aware of these items of compensation when making annual compensation decisions. With respect to consideration of how these benefits fit into the overall compensation policy, the change in control benefits are reviewed from time to

time by the Committee for competitiveness. When last reviewed by the Committee, its independent consultant indicated that these benefits generally fall below the average for companies of our size and, therefore, fall within (and arguably under) the competitive norm. As noted above, the Committee believes the benefits provided in case of a change in control are appropriate and are consistent with the policy of attracting and retaining highly qualified employees.

In analyzing the reasonableness of these change in control benefits, the Committee chose not to consider wealth accumulation of the NEOs (although this information was provided to the Committee) in determining whether these benefits should be provided. This is because, if properly designed, the

salary for the first time exceeded \$1 million; however, the Committee noted that Mr. Su's compensation is not subject to United States tax rules and therefore the one million dollar limitation does not apply in his case. The 2011 annual bonuses were all paid pursuant to our annual bonus program and will, therefore, be deductible. In this regard, the Committee exercises "negative discretion" in setting payouts under the annual bonus plan. By setting a high amount which can then be reduced at the Committee's discretion, our annual bonus plan meets the requirements of Section 162(m) of the Internal Revenue Code. In 2011, the Committee, after certifying that EPS had exceeded the 10% growth target which would permit a maximum payout, exercised its negative discretion to reduce the payout to the CEO from \$10 million to \$4.54 million. As discussed beginning at page 49, this reduction was not a negative reflection on the CEO's performance as he, in fact, performed above expectations (for example, EPS growth was 14%). While the Committee does utilize "negative discretion" from a tax perspective, the Committee administers the plan, in particular with the setting of objective performance criteria as discussed beginning at page 44, as if the annual bonus plan was a non-discretionary plan. For example, if a performance measure is not attained at a certain level, no annual bonus will be paid.

Due to the Company's focus on performance-based compensation plans and the deferral of compensation by certain executive officers, we expect to continue to qualify most compensation paid to the NEOs as tax deductible.

MANAGEMENT PLANNING AND DEVELOPMENT COMMITTEE REPORT

The Management Planning and Development Committee of the Board of Directors reports that it has reviewed and discussed with management the section of this proxy statement headed “Compensation Discussion and Analysis,” and, on the basis of that review and discussion, recommended that section be incorporated by reference into our Annual Report on Form 10-K and included in this proxy statement.

THE MANAGEMENT PLANNING AND DEVELOPMENT COMMITTEE

Thomas M. Ryan, Chair

David W. Dorman

Massimo Ferragamo

Bonnie G. Hill

Robert D. Walter

The following tables provide information on the compensation of the NEOs for our 2011 fiscal year. The Company's NEOs are our Chief Executive Officer, Chief Financial Officer and our three other most highly compensated officers for our 2011 fiscal year in accordance with SEC rules.

SUMMARY COMPENSATION TABLE

Name and Principal Position (a)	Year (b)	Salary (\$)(1) (c)	Bonus (\$) (d)	Stock Awards (\$)(2) (d)	Option/SAR Awards (\$)(3) (e)	Non-Equity Incentive Plan Compensation (\$)(4) (f)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)(5) (g)	All Other Compensation (\$)(6) (h)	Total (\$) (i)
David C. Novak Chairman, Chief Executive Officer and President	2011	1,474,038	—	773,024	5,807,028	4,541,400	7,507,185	309,177	20,411,852
	2010	1,400,000	—	740,005	5,029,877	5,066,880	2,038,361	338,783	14,613,906
	2009	1,400,000	—	739,989	4,192,111	2,993,760	3,565,977	239,455	13,131,292
Richard T. Carucci Chief Financial Officer	2011	810,769	—	235,013	2,621,573	1,566,000	4,764,483	18,798	10,016,636
	2010	715,000	—	225,023	1,387,559	1,589,445	361,071	58,213	4,336,311
	2009	711,923	—	224,994	1,479,567	907,818	1,083,683	50,713	4,458,698
Jing-Shyh S. Su Vice Chairman, Yum! Brands, Inc. Chairman and Chief Executive Officer, YUM's China Division	2011	1,007,692	—	324,986	1,668,280	3,105,000	4,556,233	1,842,530	12,504,721
	2010	815,000	—	7,106,211	1,387,559	2,628,986	1,470,360	909,904	14,318,020
	2009	811,923	—	310,011	1,479,567	1,718,917	1,532,322	868,468	6,721,208
Graham D. Allan Former Chief Executive Officer Yum! Restaurants International(7)	2011	898,558	—	320,006	1,429,951	2,015,145	2,006,951	21,750	6,692,361
	2010	815,000	—	310,012	1,387,559	1,425,557	1,572,049	63,331	5,573,508
	2009	811,923	—	310,011	1,479,567	1,023,477	732,364	50,235	4,407,577
Muktesh Pant Chief Executive Officer, Yum! Restaurants International(7)	2011	644,231	—	169,986	2,418,782	1,110,038	—	308,786	4,651,823

- (1) The amounts reflect compensation for 53 weeks in 2011 compared to 52 weeks in fiscal 2009 and 2010 due to timing of fiscal period end. Amounts shown are not reduced to reflect the NEOs' elections, if any, to defer receipt of salary into the Executive Income Deferral ("EID") Program or into the Company's 401(k) Plan.
- (2) Amounts shown in this column represent the grant date fair values for performance share units (PSUs) granted in 2011, 2010, and 2009 and restricted stock units (RSUs) granted in 2010 under our Long Term Incentive Plan. Further information regarding the 2011 awards is included in the "Grants of Plan-Based Awards" and "Outstanding Equity Awards at Fiscal Year-End" tables later in this proxy statement. The grant date fair value of the PSUs reflected in this column is the target payout based on the probable outcome of the performance condition, determined as of the grant date. The maximum potential values of the PSUs would be 200% of target. For 2011, Mr. Novak's PSU maximum value at grant date fair value would be \$1,546,048; Mr. Carucci's PSU maximum value would be \$470,026; Mr. Su's PSU maximum value would be \$649,972; Mr. Allan's PSU maximum value would be \$640,012; and Mr. Pant's PSU maximum value would be \$339,972. In 2010, Mr. Su was the only NEO to receive an RSU grant. Mr. Su's RSU grant vests after five years and Mr. Su may not sell the shares until 12 months following retirement from the Company. The expense of Mr. Su's award is recognized over the vesting period.
- (3) The amounts shown in this column represent the grant date fair values of the stock options and SARs awarded in 2011, 2010 and 2009, respectively. For a discussion of the assumptions and methodologies used to value the awards reported in Column (d) and Column (e), please see the discussion of stock awards and option awards contained in Part II, Item 8, "Financial Statements and Supplementary Data" of the 2011 Annual Report in Notes to Consolidated Financial Statements at Note 15, "Share-based and Deferred Compensation Plans."
- (4) Amounts in column (f) reflect the annual incentive awards earned for the 2011, 2010 and 2009 fiscal year performance periods, which were awarded by our Management Planning and Development Committee in January 2012, January 2011 and January 2010,

respectively, under the YUM Leaders' Bonus Program, which is described further beginning on page 44 under the heading "Performance-Based Annual Incentive Compensation".

- (5) Amounts in column (g) reflect the aggregate increase in actuarial present value of age 62 accrued benefits under all actuarial pension plans during the 2011 fiscal year (using interest rate and mortality assumptions consistent with those used in the Company's financial statements). The change in pension value for 2011 is mainly the result of a significantly lower discount rate applied to calculate the present value of the benefit. See the Pension Benefits Table at page 64 for a detailed discussion of the Company's pension benefits. The Company does not pay "above market" interest on non-qualified deferred compensation; therefore, this column reflects pension accruals only. Mr. Pant was hired after September 30, 2001, and was ineligible for the Company's pension plan.
- (6) Amounts in this column are explained in the All Other Compensation Table and footnotes to that table, which follows.
- (7) Mr. Allan announced at the end of 2011 that he would retire in March of 2012. Effective December 6, 2011 (the beginning of YRI's fiscal year), Mr. Pant assumed Mr. Allan's responsibilities as Chief Executive Officer of YRI. Mr. Allan continued as an executive officer reporting to Mr. Novak to assist in Mr. Pant's transition. No amounts are reported for Mr. Pant for the years 2010 and 2009 since he was not a NEO for those years.

ALL OTHER COMPENSATION TABLE

The following table contains a breakdown of the compensation and benefits included under All Other Compensation in the Summary Compensation Table above for 2011.

Name (a)	Perquisites(1) (b)	Tax Reimbursements(2) (c)	Insurance premiums(3) (d)	Other(4) (e)	Total (f)
Novak	214,017	—	82,169	12,991	309,177
Carucci	—	—	18,798	—	18,798
Su	211,401	1,595,564	25,498	10,067	1,842,530
Allan	—	—	21,250	500	21,750
Pant	—	—	8,786	300,000	308,786

- (1) Amounts in this column include for Mr. Novak: incremental cost for the personal use of Company aircraft (\$214,017)—we calculate the incremental cost to the Company of any personal use of Company aircraft based on the cost of fuel, trip-related maintenance, crew travel, on board catering, landing and license fees, “dead head” costs of flying planes to and from locations for personal use, and contract labor, and for Mr. Su: expatriate spendables/housing allowance (\$211,401). As described further beginning on page 43 under the heading “2011 Executive Compensation Decisions”, as of 2011, the Company ceased providing several perquisites including car allowance, country club membership, perquisite allowance and annual physical.
- (2) Amounts in this column reflect payments to the executive of tax reimbursements. For Mr. Su, as explained at page 51, this amount represents the Company provided tax reimbursement for China income taxes incurred on deferred income distributions and stock option exercises which exceed the marginal Hong Kong tax rate.
- (3) These amounts reflect the income each executive was deemed to receive from IRS tables related to Company provided life insurance in excess of \$50,000 and from premiums paid by the Company for additional long term disability insurance for each executive as described in more detail at page 50. With respect to the life insurance, the Company provides every salaried employee with life insurance coverage up to one times the employee's salary plus target bonus. The amount of income deemed received with respect to the life insurance for Messrs. Novak, Carucci, Su, Allan and Pant was \$18,030, \$5,776, \$12,848, \$10,428 and \$6,795, respectively. The additional long term disability premiums made on behalf of Messrs. Novak, Carucci, Su, Allan and Pant were \$64,139, \$13,022, \$12,650, \$10,822 and \$1,991, respectively.
- (4) Except in the case of Mr. Pant, this column reports the total amount of other benefits provided, none of which individually exceeded the greater of \$25,000 or 10% of the total amount of these benefits and the perquisites and other personal benefits shown in column (b) for each NEO. These other benefits include: home security expense, relocation expenses, tax preparation assistance and Company provided parking. For Mr. Pant, this column also includes Company annual allocations of \$300,000 to an unfunded, unsecured account based retirement plan called the Leadership Retirement Plan.

GRANTS OF PLAN-BASED AWARDS

The following table provides information on stock options, SARs, RSUs and PSUs granted for 2011 to each of the Company's NEOs. The amount of these awards that were expensed is shown in the Summary Compensation Table at page 57.

Name (a)	Grant Date (b)	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards(1)			Estimated Future Payouts Under Equity Incentive Plan Awards(2)			All Other Option Awards: Number of Securities Underlying Options (#)(3) (j)	Exercise or Base Price of Option/SAR Awards (\$/Sh)(4) (k)	Grant Date Fair Value (\$)(5) (l)
		Threshold (\$) (c)	Target (\$) (d)	Maximum (\$) (e)	Threshold (\$) (f)	Target (\$) (g)	Maximum (\$) (h)			
Novak	2/4/2011	0	2,320,000	6,960,000				496,254	49.30	5,807,028
	2/4/2011				0	15,680	31,360			773,024
	2/4/2011									
Carucci	2/4/2011	0	800,000	2,400,000				122,200	49.30	1,429,951
	2/4/2011							101,833	49.30	1,191,622
	2/4/2011				0	4,767	9,534			235,013
Su	2/4/2011	0	1,150,000	3,450,000				142,567	49.30	1,668,280
	2/4/2011				0	6,592	13,184			324,986
	2/4/2011									
Allan	2/4/2011	0	1,017,750	3,053,250				122,200	49.30	1,429,951
	2/4/2011				0	6,491	12,982			320,006
	2/4/2011									
Pant	2/4/2011	0	646,875	1,940,625				101,833	49.30	1,191,622
	2/4/2011							94,949	53.84	1,227,160
	11/18/2011				0	3,448	6,896			169,986

(1) Amounts in columns (c), (d) and (e) provide the minimum amount, target amount and maximum amounts payable as annual incentive compensation under the YUM Leaders' Bonus Program based on the Company's performance and on each executive's individual performance during 2011. The actual amount of annual incentive compensation awarded for 2011 is shown in column (f) of the Summary Compensation Table on page 57. The performance measurements, performance targets, and target bonus percentages are described in the Compensation Discussion and Analysis beginning on page 44 under the discussion of annual incentive compensation.

- (2) Reflects grants of PSUs subject to performance-based vesting conditions under the Long Term Incentive Plan in 2011. The PSUs vest on December 28, 2013, subject to the Company's achievement of specified earnings per share ("EPS") growth during the performance period ending on December 28, 2013. The performance target for all the PSU awards granted to the NEOs in 2011 is compounded annual EPS growth of 10%, determined by comparing EPS as measured at the end of the performance period to base EPS (2010 EPS). Both base EPS and EPS for the performance period are adjusted to exclude certain items as described on page 47 of this proxy statement. If the 10% growth target is achieved, 100% of the PSUs will pay out in shares of Company stock. If less than 7% compounded EPS growth is achieved, there will be no payout. If EPS growth is at or above 16%, PSUs pay out at the maximum, which is 200% of target. If EPS growth is at or above the 7% threshold but below the 16% maximum, the awards will pay out in proportion to the level of EPS growth achieved between the threshold and the target and between the target and the maximum, as applicable. The terms of the PSUs provide that in case of a change in control during the first year of the award shares will be distributed assuming target performance was achieved subject to reduction to reflect the portion of the performance period following the change in control. In case of a change in control after the first year of the award, shares will be distributed assuming performance at the greater of target level or projected level at the time of the change in control subject to reduction to reflect the portion of the performance period following the change in control.
- (3) Amounts in this column reflect the number of 2011 stock appreciation rights ("SARs") and stock options granted to executives during the Company's 2011 fiscal year. For each executive, the grants were made February 4, 2011 and for Mr. Pant, on November 18, 2011. SARs/stock options become exercisable in equal installments on the first, second, third and fourth anniversaries of the grant date. (Except, however, 101,833 SARs and 94,949 SARs, granted to Mr. Carucci and Mr. Pant, respectively, become exercisable on the fifth anniversary of the grant date.) The terms of each SAR/stock option grant provides that, in case of a change in control, all outstanding awards become exercisable immediately. SARs allow the grantee to receive the number of shares of YUM common stock that is equal in value to the appreciation in YUM common stock with respect to the number of SARs granted from the date of grant to the date of exercise.
- Participants who have attained age 55 with 10 years of service who terminate employment may exercise SARs/stock options that were vested on their date of termination through the expiration date of the SAR/stock option (generally, the tenth anniversary following the SARs/stock options grant date). Vested SARs/stock options of grantees who die may also be exercised by the grantee's beneficiary through the expiration date of the vested SARs/stock options and the grantees unvested SARs/stock options expire on the grantees' death. If a grantee's employment is terminated due to gross misconduct, the entire award is forfeited. For other employment terminations, all SARs/stock options expire upon termination of employment.
- (4) The exercise price for Mr. Pant's Chairman's Award granted in 2011 equals the closing price of YUM common stock on the grant date, November 18, 2011. The exercise price of all of the other SARs/stock options granted in 2011 equals the closing price of YUM common stock on the grant date, February 4, 2011.
- (5) Amounts in this column reflect the full grant date fair value of the PSUs shown in column (g) and the SARs/stock options shown in column (j). These amounts reflect the amounts to be recognized by the Company as accounting expense and do not correspond to the actual value that will be recognized by the NEOs. The grant date fair value is the amount that the Company is expensing in its financial statements over the award's vesting schedule. For PSUs, fair value was calculated using the closing price of the Company's common stock on the date of grant. For SARs/stock options, fair value was calculated using the Black-Scholes value on the February 4, 2011 and November 18, 2011 grant dates of \$11.70 and \$12.92, respectively. For additional information regarding valuation assumptions of SARs/stock options, see the discussion of stock awards and option awards contained in Part II, Item 8, "Financial Statements and Supplementary Data" of the 2011 Annual Report in Notes to Consolidated Financial Statements at Note 15, "Share-based and Deferred Compensation Plans."
- There can be no assurance that the SARs/stock options will ever be exercised or PSUs paid out (in which case no value will be realized by the executive) or that the value upon exercise or payout will equal the grant date fair value.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END

The following table shows the number of shares covered by exercisable and unexercisable stock options, SARs, and unvested RSUs and PSUs held by the Company's NEOs on December 31, 2011.

Name (a)	Grant Date	Option/SAR Awards(1)				Stock Awards		Equity incentive plan awards: Number of unearned shares, units or other rights that have not vested (#)(4) (h)	Equity incentive plan awards: market or payout value of unearned shares, units or other rights that have not vested \$(3) (i)
		Number of Securities Underlying Unexercised Options/SARs (#) Exercisable (b)	Number of Securities Underlying Unexercised Options/SARs (#) Unexercisable (c)	Option/SAR Exercise Price (\$) (d)	Option/SAR Expiration Date (e)	Number of Shares or Units of Stock That Have Not Vested (#)(2) (f)	Market Value of Shares or Units of Stock That Have Not Vested \$(3) (g)		
Novak	1/27/2004	585,934	—	\$17.23	1/27/2014				
	1/28/2005	334,272	—	\$22.53	1/28/2015				
	1/26/2006	517,978	—	\$24.47	1/26/2016				
	1/19/2007	490,960	—	\$29.61	1/19/2017				
	1/24/2008	321,254	107,085(i)	\$37.30	1/24/2018				
	2/5/2009	287,551	287,551(ii)	\$29.29	2/5/2019				
	2/5/2010	155,981	467,944(iii)	\$32.98	2/5/2020				
	2/4/2011	—	496,254(iv)	\$49.30	2/4/2021				
						203,101	11,984,990	76,236	4,498,686
Carucci	1/23/2003	70,090	—	\$12.16	1/23/2013				
	1/27/2004	29,020	—	\$17.23	1/27/2014				
	1/27/2004	54,200	—	\$17.23	1/27/2014				
	1/28/2005	78,048	—	\$22.53	1/28/2015				
	1/26/2006	124,316	—	\$24.47	1/26/2016				
	1/19/2007	116,302	—	\$29.61	1/19/2017				
	1/24/2008	80,313	26,772(i)	\$37.30	1/24/2018				
	1/24/2008	—	133,856(v)	\$37.30	1/24/2018				
	2/5/2009	101,488	101,489(ii)	\$29.29	2/5/2019				
	2/5/2010	43,029	129,089(iii)	\$32.98	2/5/2020				
	2/4/2011	—	122,200(iv)	\$49.30	2/4/2021				
	2/4/2011	—	101,833(vii)	\$49.30	2/4/2021				
						—	—	23,180	1,367,852
Su	9/30/2002	72,178	—	\$13.86	9/30/2012				
	1/23/2003	98,950	—	\$12.16	1/23/2013				
	1/27/2004	58,040	—	\$17.23	1/27/2014				
	1/27/2004	117,188	—	\$17.23	1/27/2014				
	1/28/2005	130,078	—	\$22.53	1/28/2015				
	1/26/2006	124,316	—	\$24.47	1/26/2016				
	1/19/2007	132,918	—	\$29.61	1/19/2017				
	1/24/2008	80,313	26,772(i)	\$37.30	1/24/2018				
	1/24/2008	—	267,712(v)	\$37.30	1/24/2018				
	2/5/2009	101,488	101,489(ii)	\$29.29	2/5/2019				
	2/5/2010	43,029	129,089(iii)	\$32.98	2/5/2020				
	2/4/2011	—	142,567(iv)	\$49.30	2/4/2021				
						176,616	10,422,110	31,984	1,887,376

Name (a)	Grant Date	Option/SAR Awards(1)				Stock Awards		Equity incentive plan awards: Number of unearned shares, units or other rights that have not vested (#)(4) (h)	Equity incentive plan awards: market or payout value of unearned shares, units or other rights that have not vested \$(3) (i)
		Number of Securities Underlying Unexercised Options/SARs (#) Exercisable (b)	Number of Securities Underlying Unexercised Options/SARs (#) Unexercisable (c)	Option/SAR Exercise Price (\$) (d)	Option/SAR Expiration Date (e)	Number of Shares or Units of Stock That Have Not Vested (#)(2) (f)	Market Value of Shares or Units of Stock That Have Not Vested \$(3) (g)		
Allan	1/24/2002	45,000	—	\$13.28	1/24/2012				
	1/23/2003	86,582	—	\$12.16	1/23/2013				
	5/15/2003	76,322	—	\$13.10	5/15/2013				
	1/27/2004	58,040	—	\$17.23	1/27/2014				
	1/27/2004	117,188	—	\$17.23	1/27/2014				
	1/28/2005	108,400	—	\$22.53	1/28/2015				
	1/26/2006	124,316	—	\$24.47	1/26/2016				
	1/19/2007	99,688	—	\$29.61	1/19/2017				
	1/19/2007	—	332,292(vi)	\$29.61	1/19/2017				
	1/24/2008	120,471	40,157(i)	\$37.30	1/24/2018				
	2/5/2009	101,488	101,489(ii)	\$29.29	2/5/2019				
	2/5/2010	43,029	129,089(iii)	\$32.98	2/5/2020				
	2/4/2011	—	122,200(iv)	\$49.30	2/4/2021				
						—	—	31,782	1,875,456
Pant	7/21/2005	38,596	—	\$26.53	7/21/2015				
	1/26/2006	41,440	—	\$24.47	1/26/2016				
	1/26/2006	49,726	—	\$24.47	1/26/2016				
	1/19/2007	49,844	—	\$29.61	1/19/2017				
	1/24/2008	—	133,856(v)	\$37.30	1/24/2018				
	1/24/2008	40,157	13,386(i)	\$37.30	1/24/2018				
	2/5/2009	67,659	67,659(ii)	\$29.29	2/5/2019				
	2/5/2010	28,686	86,059(iii)	\$32.98	2/5/2020				
	2/4/2011	—	101,833(iv)	\$49.30	2/4/2021				
	11/18/2011	—	94,949(viii)	\$53.84	11/18/2021				
						—	—	15,386	907,928

- (1) Except as provided below, all options and SARs listed above vest at a rate of 25% per year over the first four years of the ten-year option term. Grants expiring on September 30, 2012 for Mr. Su, May 15, 2013 for Mr. Allan, the first grant listed as expiring on January 27, 2014 for Messrs. Carucci, Su and Allan and the first grant listed as expiring on January 26, 2016 were granted with 100% vesting after four years.

The actual vesting dates for unexercisable award grants are as follows:

- (i) All the unexercisable shares will vest on January 24, 2012.
 - (ii) One-half of the unexercisable shares will vest on each of February 5, 2012 and 2013.
 - (iii) One-third of the unexercisable shares will vest on each of February 5, 2012, 2013 and 2014.
 - (iv) One-fourth of the unexercised shares will vest on each of February 4, 2012, 2013, 2014 and 2015.
 - (v) All unexercisable shares will vest on January 24, 2013.
 - (vi) All unexercisable shares will vest on January 19, 2012.
 - (vii) All unexercisable shares will vest on February 4, 2016.
 - (viii) All unexercisable shares will vest on November 18, 2016.
- (2) Amounts in this column represent RSUs that have not vested. In the case of Mr. Novak the 203,101 RSUs represent a 2008 retention award (including accrued dividends) that vests after 4 years and in the case of Mr. Su 176,616 RSUs represent a 2010 retention award (including accrued dividends) that vests after 5 years.
- (3) The market value of these awards are calculated by multiplying the number of shares covered by the award by \$59.01, the closing price of YUM stock on the NYSE on December 30, 2011.
- (4) The awards reflected in this column are unvested performance-based PSUs with three-year performance periods that are scheduled to vest on December 29, 2012 or December 28, 2013 if the performance targets are met. In accordance with SEC rules, the PSU awards are reported at their maximum payout value. The PSUs for the performance period ending on December 31, 2011 are not included in the table as they vested on December 31, 2011; instead, these PSUs are reported in the Option Exercises and Stock Vested table on page 64.

OPTION EXERCISES AND STOCK VESTED

The table below shows the number of shares of YUM common stock acquired during 2011 upon exercise of stock options and vesting of stock awards in the form of RSUs and PSUs, each before payment of applicable withholding taxes and broker commissions.

Name (a)	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#) (b)	Value Realized on Exercise (\$) (c)	Number of Shares Acquired on Vesting (#)(1) (d)	Value realized on Vesting (\$) (e)
Novak	824,574	37,862,433	47,675	2,813,294
Carucci	61,808	2,556,323	43,347	2,280,642
Su	171,640	7,488,629	19,973	1,178,600
Allan	114,600	4,585,547	19,973	1,178,600
Pant	—	—	48,543	2,484,704

- (1) These amounts represent RSUs and PSUs that became vested in 2011. The shares represented by RSUs will be distributed in accordance with the deferral election made by the NEO under the EID Program. See page 68 for a discussion of the EID Program.

PENSION BENEFITS

The table below shows the present value of accumulated benefits payable to each of the NEOs, including the number of years of service credited to each such NEO, under the YUM! Brands Retirement Plan (“Retirement Plan”) and the YUM! Brands, Inc. Pension Equalization Plan (“Pension Equalization Plan”) or the YUM! Brands International Retirement Plan determined using interest rate and mortality rate assumptions consistent with those used in the Company’s financial statements.

2011 Fiscal Year Pension Benefits Table				
Name (a)	Plan Name (b)	Number of Years of Credited Service (#) (c)	Present Value of Accumulated Benefit(4) (\$) (d)	Payments During Last Fiscal Year (\$) (e)
Novak	Qualified Retirement Plan(1)	25	1,121,430	—
	Pension Equalization Plan(2)	25	26,511,550	—
Carucci	Qualified Retirement Plan	27	772,653	—
	Pension Equalization Plan	27	8,100,607	—
Su	International Retirement Plan(3)	22	12,238,452	—
Allan*	Qualified Retirement Plan	8	561,427	—
	Pension Equalization Plan	8	4,839,814	—
Pant**	Qualified Retirement Plan			—
	Pension Equalization Plan			—

- * Under these plans, Mr. Allan only receives credited service for his eligible U.S. based service. Mr. Allan was based outside the U.S. for 11 years. He did not accrue a benefit under any retirement plan based upon final compensation or years of service as in the case of these plans.

- ** Mr. Pant is not accruing a benefit under these plans because he was hired after September 30, 2001 and is therefore ineligible for these benefits. Mr. Pant participates in an unfunded, unsecured

account based retirement plan called the Leadership Retirement Plan to which the Company made allocations in 2011.

(1) YUM! Brands Retirement Plan

The Retirement Plan and the Pension Equalization Plan (discussed below) provide an integrated program of retirement benefits for salaried employees who were hired by the Company prior to October 1, 2001. Both plans apply the same formulas (except as noted below), and together they replace the same level of pre-retirement pensionable earnings for all similarly situated participants. The Retirement Plan is a tax qualified plan, and it is designed to provide the maximum possible portion of this integrated benefit on a tax qualified and funded basis.

Benefit Formula

Benefits under the Retirement Plan are based on a participant's Final Average Earnings (subject to the limits under Internal Revenue Code Section 401(a)(17)) and service under the plan. Upon termination of employment, a participant's Normal Retirement Benefit from the plan is equal to

- A. 3% of Final Average Earnings times Projected Service up to 10 years of service, plus
- B. 1% of Final Average Earnings times Projected Service in excess of 10 years of service, minus
- C. .43% of Final Average Earnings up to Social Security covered compensation multiplied by Projected Service up to 35 years of service

the result of which is multiplied by a fraction the numerator of which is actual service as of date of termination and the denominator of which is the participant's Projected Service. Projected Service is the service that the participant would have earned if he had remained employed with the Company until his Normal Retirement Age (generally age 65).

If a participant leaves employment after becoming eligible for Early or Normal Retirement, benefits are calculated using the formula above except that actual service attained at the participant's retirement date is used in place of Projected Service.

Final Average Earnings

A participant's Final Average Earnings is determined based on his highest 5 consecutive years of pensionable earnings. Pensionable earnings is the sum of the participant's base pay and annual incentive compensation from the Company, including amounts under the YUM Leaders' Bonus Program. In general base pay includes salary, vacation pay, sick pay and short term disability payments. Extraordinary bonuses and lump sum payments made in connection with a participant's termination of employment are not included.

Vesting

A participant receives a year of vesting service for each year of employment with the Company. A participant is 0% vested until he has been credited with at least 5 years of vesting service. Upon attaining 5 years of vesting service, a participant becomes 100% vested. All NEOs are vested, except for Mr. Pant, who is ineligible for the plan.

Normal Retirement Eligibility

A participant is eligible for Normal Retirement following the later of age 65 or 5 years of vesting service.

Early Retirement Eligibility and Reductions

A participant is eligible for Early Retirement upon reaching age 55 with 10 years of vesting service. A participant who has met the requirements for Early Retirement and who elects to begin receiving payments from the plan prior to age 62 will receive a reduction of $\frac{1}{12}$ of 4% for each month benefits begin before age 62. Benefits are unreduced at age 62.

The table below shows when each of the NEOs will be eligible or became eligible for Early Retirement and the estimated lump sum value of the benefit each participant would receive from the YUM plans (both qualified and non-qualified) if he retired from the Company at that time and received a lump sum payment (except however, in the case of Messrs. Novak, Su and Allan, who are already Early Retirement eligible, the estimated lump sum is calculated as if they retired on December 31, 2011).

Name	Earliest Retirement Date	Estimated Lump Sum from the Qualified Plan(1)	Estimated Lump Sum from the Non-Qualified Plan(2)	Total Estimated Lump Sum
David Novak	November 1, 2007	1,269,274.19	30,006,706.83	31,275,981.02
Richard Carucci	July 1, 2012	1,148,127.75	8,623,279.02	9,771,406.77
Jing-Shyh S. Su	May 1, 2007	—	13,692,345.55	13,692,345.55
Graham Allan	May 1, 2010	691,794.05	5,963,660.93	6,655,454.98
Muktesh Pant		—	—	—

(1) The YUM! Brands Retirement Plan

(2) Mr. Su's benefit is paid solely from the YUM! Brands International Retirement Plan. All other non-qualified benefits are paid from the YUM! Brands Inc. Pension Equalization Plan.

The estimated lump sum values in the table above are calculated assuming no increase in the participant's Final Average Earnings. The lump sums are estimated using the mortality table and interest assumption as used for purposes of financial accounting. Actual lump sums may be higher or lower depending on the mortality table and interest rate in effect at the time of distribution and the participant's Final Average Earnings at his date of retirement.

Termination of Employment Prior to Retirement

If a participant terminates employment, either voluntarily or involuntarily, prior to meeting eligibility for Early or Normal Retirement, benefits will be actuarially reduced from age 65 to his early commencement date using the mortality rates in the YUM! Brands Retirement Plan and an interest rate equal to 7% (e.g., this results in a 62.97% reduction at age 55). In addition, the participant may NOT elect to receive his benefit in the form of a lump sum.

Lump Sum Availability

Lump sum payments are available to participants who meet the requirements for Early or Normal Retirement. Participants who leave the Company prior to meeting the requirements for Early or Normal Retirement must take their benefits in the form of a monthly annuity and no lump sum is available. When a lump sum is paid from the plan, it is calculated based on actuarial assumptions for lump sums required by Internal Revenue Code Section 417(e)(3) (currently this is the annual 30-year Treasury rate for the 2nd month preceding the date of distribution and the gender blended 1994 Group Annuity Reserving Table as set forth in Revenue Ruling 2001-62).

(2) YUM! Brands Inc. Pension Equalization Plan

The YUM! Brands Inc. Pension Equalization Plan is an unfunded, non-qualified plan that complements the YUM! Brands Retirement Plan by providing benefits that federal tax law bars providing

under the Retirement Plan. Benefits are generally determined and payable under the same terms and conditions as the Retirement Plan (except as noted below) without regard to federal tax limitations on amounts of includible compensation and maximum benefits. Benefits paid are reduced by the value of benefits payable under the Retirement Plan.

Participants who earned at least \$75,000 during calendar year 1989 are eligible to receive benefits calculated under the Retirement Plan's pre-1989 formula, if this calculation results in a larger benefit from the YUM! Brands Inc. Pension Equalization Plan. Messrs. Novak, Carucci, and Allan qualify for benefits under this formula. This formula is similar to the formula described above under the Retirement Plan except that part C of the formula is calculated as follows:

- C. $1\frac{2}{3}\%$ of an estimated primary Social Security amount multiplied by Projected Service up to 30 years

Retirement distributions are always paid in the form of a lump sum. In the case of a participant whose benefits are payable based on the pre-1989 formula, the lump sum value is calculated as the actuarial equivalent to the participant's 50% Joint and Survivor Annuity with no reduction for survivor coverage. In all other cases, lump sums are calculated as the actuarial equivalent of the participant's life only annuity. Participants who terminate employment prior to meeting eligibility for Early or Normal Retirement must take their benefits from this plan in the form of a monthly annuity.

(3) YUM! Brands International Retirement Plan

The YUM! Brands International Retirement Plan (the "YIRP") is an unfunded, non-qualified defined benefit plan that covers certain international employees who are designated by the Company as third country nationals. Mr. Su is eligible for benefits under this plan. The YIRP provides a retirement benefit similar to the Retirement Plan except that part C of the formula is calculated as the sum of:

- a) Company financed State benefits or Social Security benefits if paid periodically
- b) The actuarial equivalent of all State paid or mandated lump sum benefits financed by the Company
- c) Any other Company financed benefits that are attributable to periods of pensionable service and that are derived from a plan maintained or contributed to by the Company or one or more of the group of corporations that is controlled by the Company.

Benefits are payable under the same terms and conditions as the Retirement Plan without regard to Internal Revenue Service limitations on amounts of includible compensation and maximum benefits.

(4) Present Value of Accumulated Benefits

As noted at footnote 5 of the Summary Compensation Table on page 58, the change in pension value for the 2011 fiscal year is mainly the result of a significantly lower discount rate applied to calculate the present value of the benefit. For all plans, the Present Value of Accumulated Benefits (determined as of December 31, 2011) is calculated assuming that each participant is eligible to receive an unreduced benefit payable in the form of a single lump sum at age 62. In Mr. Carucci's case, he has not attained eligibility for Early or Normal Retirement, therefore, benefits are based on the formula applicable to non-retirement eligible participants as discussed above. This is consistent with the methodologies used in financial accounting calculations. In addition, the economic assumptions for the lump sum interest rate, post retirement mortality, and discount rate are also consistent with those used in financial accounting calculations.

NONQUALIFIED DEFERRED COMPENSATION

Amounts reflected in the Nonqualified Deferred Compensation table below are provided for under the Company's Executive Income Deferral ("EID") Program and Leadership Retirement Plan ("LRP"). Both plans are unfunded, unsecured deferred, account based compensation plans. For each calendar year, participants are permitted under the EID program to defer up to 85% of their base pay and/or 100% of their annual incentive award. As discussed at page 50, Mr. Pant is eligible to participate in the LRP. The LRP provides an annual allocation to Mr. Pant's account equal to 20% of his salary plus target bonus.

Deferred Program Investments under the EID. Amounts deferred under the EID Program may be invested in the following phantom investment alternatives (12 month investment returns are shown in parenthesis):

- YUM! Stock Fund (20.31%*)
- S&P 500 Index Fund (2.06%)
- Bond Market Index Fund (7.72%)
- Stable Value Fund (0.68%)

* assumes dividends are not reinvested

All of the phantom investment alternatives offered under the EID Program are designed to match the performance of actual investments; that is, they provide market rate returns and do not provide for preferential earnings. The S&P 500 index fund, bond market index fund and stable value fund are designed to track the investment return of like-named funds offered under the Company's 401(k) Plan. The YUM! Stock Fund tracks the investment return of the Company's common stock. Participants may transfer funds between the investment alternatives on a quarterly basis except funds invested in the YUM! Stock Fund may not be transferred once invested in this fund.

LRP Account Returns. The LRP provides an annual earnings credit to each participant's account based on the value of participant's account at the end of each year. Under the LRP, Mr. Pant receives an annual earnings credit equal to 5%.

Distributions under EID and LRP. When participants elect to defer amounts into the EID Program, they also select when the amounts ultimately will be distributed to them. Distributions may either be made in a specific year—whether or not employment has then ended—or at a time that begins at or after the executive's retirement or separation or termination of employment.

Distributions can be made in a lump sum or up to 20 annual installments. Initial deferrals are subject to a minimum two year deferral. In general, with respect to amounts deferred after 2005 or not fully vested as of January 1, 2005, participants may change their distribution schedule, provided the new elections satisfy the requirements of Section 409A of the Internal Revenue Code. In general, Section 409A requires that:

- Distribution schedules cannot be accelerated (other than for a hardship)
- To delay a previously scheduled distribution,
 - A participant must make an election at least one year before the distribution otherwise would be made, and
 - The new distribution cannot begin earlier than five years after it would have begun without the election to re-defer.

With respect to amounts deferred prior to 2005, to delay a distribution the new distribution cannot begin until two years after it would have begun without the election to re-defer.

Investments in the YUM! Stock Fund are only distributed in shares of Company stock.

Under the LRP, participants receive a distribution of their vested account balance following the later to occur of their attainment of age 55 or retirement from the Company.

Name (a)	Executive Contributions in Last FY \$(1) (b)	Registrant Contributions in Last FY \$(c)	Aggregate Earnings in Last FY \$(2) (d)	Aggregate Withdrawals/ Distributions \$(3) (e)	Aggregate Balance at Last FYE \$(4) (f)
Novak	5,066,880	—	23,636,197	130,624	143,102,624
Carucci	1,589,445	—	1,398,075	518,940	11,605,416
Su	2,628,986	—	595,205	3,891,518	4,831,328
Allan	—	—	2,681,854	102,507	15,368,286
Pant	—	300,000	1,028,853	162,288	6,757,042

- (1) Amounts in this column reflect amounts that were also reported as compensation in our Summary Compensation Table filed last year or would have been reported as compensation in our Summary Compensation Table last year if the executive were a NEO.
- (2) Amounts in this column reflect earnings during the last fiscal year on deferred amounts. All earnings are based on the investment alternatives offered under the EID Program described in the narrative above this table. Since these earnings are market based returns, they are not reported in the Summary Compensation Table.
- (3) All amounts shown were distributed in accordance with the executive's deferral election, except in the case of the following amount distributed to pay payroll taxes due upon vesting of RSUs under the EID Program during the year:

Carucci	38,380.34
Allan	102,506.81
Pant	47,476.12

- (4) Amounts reflected in this column are the year-end balances for each executive under the EID Program. As required under SEC rules, below is the portion of the year-end balance for each executive which has previously been reported as compensation to the executive in the Company's Summary Compensation Table for 2011 and prior years or would have been reported as compensation if the executive had been a NEO in those previous years.

Novak	43,859,487
Carucci	6,699,203
Su	4,347,903
Allan	5,024,820
Pant	2,880,085

The difference between these amounts and the amount of the year-end balance for each executive represents the total aggregate earnings accumulated under the program with respect to that compensation.

POTENTIAL PAYMENTS UPON TERMINATION OR CHANGE IN CONTROL

The information below describes and quantifies certain compensation that would become payable under existing plans and arrangements if the NEO's employment had terminated on December 31, 2011, given the NEO's compensation and service levels as of such date and, if applicable, based on the Company's closing stock price on that date. These benefits are in addition to benefits available generally to salaried employees, such as distributions under the Company's 401(k) Plan, retiree medical benefits, disability benefits and accrued vacation pay.

Due to the number of factors that affect the nature and amount of any benefits provided upon the events discussed below, any actual amounts paid or distributed may be different. Factors that could affect these amounts include the timing during the year of any such event, the Company's stock price and the executive's age.

Stock Options and SAR Awards. If one or more NEOs terminated employment for any reason other than retirement, death, disability or following a change in control as of December 31, 2011, they could exercise the stock options and SARs that were exercisable on that date as shown at the Outstanding Equity Awards at Fiscal Year-End table on page 62, otherwise all options and SARs, pursuant to their terms, would have been forfeited and cancelled after that date. If the NEO had retired, died or become disabled as of December 31, 2011, exercisable stock options and SARs would remain exercisable through the term of the award. Except in the case of a change in control, described below, no stock options or SARs become exercisable on an accelerated basis. Benefits a NEO may receive on a change of control are discussed below.

Deferred Compensation. As described in more detail beginning at page 68, the NEOs participate in the EID Program, which permits the deferral of salary and annual incentive compensation. The last column of the Nonqualified Deferred Compensation Table on page 69 reports each NEO's aggregate balance at December 31, 2011. The NEOs are entitled to receive their vested amount under the EID Program in case of voluntary termination of employment. In the case of involuntary termination of employment, they are entitled to receive their vested benefit and the amount of the unvested benefit that corresponds to their deferral. In the case of death, disability or retirement after age 65, they or their beneficiaries are entitled to their entire account balance as shown in the last column of the Nonqualified Deferred Compensation table on page 69. The amounts they would have been entitled to in case of a voluntary or involuntary termination as of December 31, 2011 are as follows:

	Voluntary Termination (\$)	Involuntary Termination (\$)
Novak	143,102,624	143,102,624
Carucci	11,605,416	11,605,416
Su	4,831,328	4,831,328
Allan	15,368,286	15,368,286
Pant	5,561,560	5,561,560

Payouts to the executive under the EID Program would occur in accordance with the executive's elections. In the case of amounts deferred after 2002, such payments deferred until termination of employment or retirement will not begin prior to six months following the executive's termination of employment. Executives may receive their benefit in a lump sum payment or in installment payments for up to 20 years. Each of the NEOs has elected to receive payments in a lump sum.

Performance Share Unit Awards. If one or more NEOs terminated employment for any reason other than retirement, death, disability or following a change in control and prior to achievement of the performance criteria and vesting period, then the award would be cancelled and forfeited. If the NEO had retired, become disabled or had died as of December 31, 2011, the PSU award will be paid out based on

actual performance for the performance period, subject to a pro rata reduction reflecting the portion of the performance period not worked by the NEO. If any of these terminations had occurred on December 31, 2011, Messrs. Novak, Carucci, Su, Allan and Pant would have been entitled to \$1,737,628, \$528,330, \$728,416, \$726,389 and \$338,354, respectively, assuming target performance.

Pension Benefits. The Pension Benefits Table on page 64 describes the general terms of each pension plan in which the NEOs participate, the years of credited service and the present value of the annuity payable to each NEO assuming termination of employment as of December 31, 2011. The table on page 66 provides the present value of the lump sum benefit payable to each NEO when they attain eligibility for Early Retirement (i.e., age 55 with 10 years of service) under the plans.

Life Insurance Benefits. For a description of the supplemental life insurance plans that provide coverage to the NEOs, see the All Other Compensation Table on page 59. If the NEOs had died on December 31, 2011, the survivors of Messrs. Novak, Carucci, Su, Allan and Pant would have received Company paid life insurance of \$3,360,000, \$1,600,000, \$2,150,000, \$1,903,000 and \$1,500,000, respectively, under this arrangement. Executives and all other salaried employees can purchase additional life insurance benefits up to a maximum combined company paid and additional life insurance of \$3.5 million. This additional benefit is not paid or subsidized by the Company and, therefore, is not shown here.

Change in Control. Change in control severance agreements are in effect between YUM and certain key executives (including Messrs. Novak, Carucci, Su, Allan and Pant). These agreements are general obligations of YUM, and provide, generally, that if, within two years subsequent to a change in control of YUM, the employment of the executive is terminated (other than for cause, or for other limited reasons specified in the change in control severance agreements) or the executive terminates employment for Good Reason (defined in the change in control severance agreements to include a diminution of duties and responsibilities or benefits), the executive will be entitled to receive the following:

- a proportionate annual incentive assuming achievement of target performance goals under the bonus plan or, if higher, assuming continued achievement of actual Company performance until date of termination,
- a severance payment equal to two times the sum of the executive's base salary and the target bonus or, if higher, the actual bonus for the year preceding the change in control of the Company,
- outplacement services for up to one year following termination, and
- a "tax gross-up payment" which, in the event an executive becomes entitled to receive a severance payment and other severance benefits and such severance payment and benefits are subject to an excise tax, ensures the executive will be in the same after-tax position as if no excise tax had been imposed. (Except, however, where the severance payment to the executive will generate an excise tax but the total severance payment does not exceed by more than 10% the threshold for which the excise tax becomes payable, then no gross-up payment will be made and the executive's severance payment will be reduced to the threshold to ensure no excise tax is payable.)

In addition to the payments described above under the agreements, upon a change in control:

- All stock options and SARs held by the executive will automatically vest and become exercisable.
- All RSUs under the Company's EID Program held by the executive will automatically vest.
- All PSU awards under the Company's Performance Share Plan awarded in the year in which the change in control occurs will be paid out at target assuming a target level performance had been achieved for the entire performance period, subject to a pro rata reduction to reflect the portion of the performance period after the change in control. All PSUs awarded for performance periods that begin before the year in which the change in control occurs will be paid out assuming performance achieved for the performance period was at the greater of target level performance or projected

level of performance at the time of the change in control, subject to pro rata reduction to reflect the portion of the performance period after the change in control.

The change in control severance agreements have a three-year term and are automatically renewable each January 1 for another three-year term. An executive whose employment is not terminated within two years of a change in control will not be entitled to receive any severance payments under the change in control severance agreements.

Generally, pursuant to the agreements, a change in control is deemed to occur:

- (i) if any person acquires 20% or more of the Company's voting securities (other than securities acquired directly from the Company or its affiliates);
- (ii) if a majority of the Directors as of the date of the agreement are replaced other than in specific circumstances; or
- (iii) upon the consummation of a merger of the Company or any subsidiary of the Company other than (a) a merger where the Company's Directors immediately before the change in control constitute a majority of the directors of the resulting organization, or (b) a merger effected to implement a recapitalization of the Company in which no person is or becomes the beneficial owner of securities of the Company representing 20% or more of the combined voting power of the Company's then-outstanding securities.

If a change in control had occurred as of December 31, 2011, the following payments, or other benefits would have been made.

	Novak \$	Carucci \$	Su \$	Allan \$	Pant \$
Annual Incentive	4,541,400	1,566,000	3,105,000	2,015,145	1,110,038
Severance Payment	13,033,760	4,778,890	7,257,972	4,621,115	3,000,000
Outplacement	25,000	25,000	25,000	25,000	25,000
Excise Tax and Gross-Up	—	—	—	—	1,891,883
Accelerated Vesting of Stock Options and SARs	27,870,040	12,039,034	14,154,013	18,204,195	8,927,250
Accelerated Vesting of RSUs	11,984,990	—	10,422,110	—	—
Acceleration of PSU Performance/ Vesting	1,737,628	528,330	728,416	726,389	338,354
Total	59,192,818	18,937,254	35,692,511	25,591,844	15,292,525

DIRECTOR COMPENSATION

As described more fully below, this table summarizes compensation paid to each non-employee director during 2011.

Name (a)	Fees Earned or Paid in Cash (\$) (b)	Stock Awards (\$)(1) (c)	Option/SAR Awards (\$)(2)(3) (d)	All Other Compensation (\$)(4) (e)	Total (\$) (f)
Dorman, David		170,000	36,239	—	206,239
Ferragamo, Massimo		170,000	36,239	—	206,239
Grissom, David		190,000	36,239	—	226,239
Hill, Bonnie	85,000	85,000	36,239	3,500	209,739
Holland, Robert		170,000	36,239	—	206,239
Langone, Kenneth		170,000	36,239	10,000	216,239
Linen, Jonathan		170,000	36,239	—	206,239
Nelson, Thomas		170,000	36,239	—	206,239
Ryan, Thomas		180,000	36,239	—	216,239
Walter, Robert		180,000	36,239	10,000	226,239

- (1) Amounts in this column represent the grant date fair value for annual stock retainer awards granted to directors in 2011.
- (2) Amounts in this column represent the grant date fair value for annual SARs granted in fiscal 2011. These amounts do not reflect amounts paid to or realized by the director for fiscal 2011. For a discussion of the assumptions used to value the awards, see the discussion of stock awards and option awards contained in Part II, Item 8, “Financial Statements and Supplementary Data” of the 2011 Annual Report in Notes to Consolidated Financial Statements at Note 15, “Share-based and Deferred Compensation Plans.”
- (3) At December 31, 2011, the aggregate number of options and SARs awards outstanding for non-management directors was:

Name	Options	SARs
Dorman, David	10,476	21,679
Ferragamo, Massimo	15,982	21,679
Grissom, David	15,470	21,679
Hill, Bonnie	15,176	21,679
Holland, Robert	15,982	21,679
Langone, Kenneth	—	21,679
Linen, Jonathan	10,476	21,679
Nelson, Thomas	—	26,859
Ryan, Thomas	19,414	21,679
Walter, Robert	—	15,246

Mr. Novak’s and Mr. Su’s outstanding awards are set forth on page 62.

- (4) Represents amount of matching charitable contributions made on behalf of the director under the Company’s matching gift program and/or the amount charitable contribution made in the director’s name.

The Company uses a combination of cash and stock-based incentive compensation to attract and retain qualified candidates to serve on the Board. In setting director compensation, the Company

considers the significant amount of time that directors expend in fulfilling their duties to the Company as well as the skill level required by the Company of members of the Board.

Employee Directors. Employee directors do not receive additional compensation for serving on the Board of Directors.

Non-Employee Directors Annual Compensation. Each director who is not an employee of YUM receives an annual stock grant retainer with a fair market value of \$170,000 and an annual grant of vested SARs with respect to \$150,000 worth of YUM common stock ("face value") with an exercise price equal to the fair market value of Company stock on the date of grant. (Prior to 2006, directors received an annual grant of vested stock options.) Directors may request to receive up to one-half of their stock retainer in cash. The request must be submitted to the Chair of the Management Planning and Development Committee. For 2011, Bonnie Hill requested and received approval by the Committee chair for a cash payment equal to one-half of her stock retainer. Directors may also defer payment of their retainers pursuant to the Directors Deferred Compensation Plan. Deferrals are invested in phantom Company stock and paid out in shares of Company stock. Deferrals may not be made for less than two years. In recognition of the added duties of these chairs, the Chairperson of the Audit Committee (Mr. Grissom in 2011) receives an additional \$20,000 stock retainer annually and the Chairpersons of the Management Planning and Development Committee (Mr. Ryan in 2011) and Nominating and Governance Committee (Mr. Walter in 2011) each receive an additional \$10,000 stock retainer annually.

Initial Stock Grant upon Joining Board. Non-employee directors also receive a one-time stock grant with a fair market value of \$25,000 on the date of grant upon joining the Board, distribution of which is deferred until termination from the Board.

Stock Ownership Requirements. Similar to executive officers, directors are subject to share ownership requirements. The directors' requirements provide that directors will not sell any of the Company's common stock received as compensation for service on the Board until the director has ceased being a member of the Board for one year (sales are permitted to cover income taxes attributable to any stock retainer payment or exercise of a stock option or SAR).

Matching Gifts. To further YUM's support for charities, non-employee directors are able to participate in the YUM! Brands, Inc. Matching Gifts Program on the same terms as YUM's employees. Under this program, the YUM! Brands Foundation will match up to \$10,000 a year in contributions by the director to a charitable institution approved by the YUM! Brands Foundation. At its discretion, the Foundation may match director contributions exceeding \$10,000.

Insurance. We also pay the premiums on directors' and officers' liability and business travel accident insurance policies. The annual cost of this coverage is approximately \$2.5 million. This is not included in the tables above as it is not considered compensation to the directors.

ADDITIONAL INFORMATION

Who pays the expenses incurred in connection with the solicitation of proxies?

Expenses in connection with the solicitation of proxies will be paid by us. Proxies are being solicited principally by mail, by telephone and through the Internet. We have retained Georgeson Inc. to act as a proxy solicitor for a fee estimated to be \$10,000, plus reimbursement of out-of-pocket expenses. In addition, our directors, officers and regular employees, without additional compensation, may solicit proxies personally, by e-mail, telephone, fax or special letter. We will reimburse brokerage firms and others for their expenses in forwarding proxy materials to the beneficial owners of our shares.

How may I elect to receive shareholder materials electronically and discontinue my receipt of paper copies?

YUM shareholders with shares registered directly in their name who received shareholder materials in the mail may elect to receive future annual reports and proxy statements from us and to vote their shares through the Internet instead of receiving copies through the mail. We are offering this service to provide shareholders with added convenience, to reduce our environmental impact and to reduce Annual Report printing and mailing costs.

To take advantage of this option, shareholders must subscribe to one of the various commercial services that offer access to the Internet. Costs normally associated with electronic access, such as usage and telephone charges, will be borne by the shareholder.

To elect this option, go to www.amstock.com, click on Shareholder Account Access, log in and locate the option to Receive Company Mailing via e-mail. Shareholders who elect this option will be notified by mail how to access the proxy materials and how to vote their shares on the Internet or by phone.

If you consent to receive future proxy materials electronically, your consent will remain in effect unless it is withdrawn by writing our Transfer Agent, American Stock Transfer and Trust Company, LLC, 59 Maiden Lane, New York, NY 10038 or by logging onto our Transfer Agent's Web site at www.amstock.com and following the applicable instructions. Also, while this consent is in effect, if you decide you would like to receive a hard copy of the proxy materials, you may call, write or e-mail American Stock Transfer and Trust Company, LLC.

I share an address with another shareholder, and we received only one paper copy of the proxy materials.

How may I obtain an additional copy of the proxy materials?

The Company has adopted a procedure called "householding" which has been approved by the SEC. The Company and some brokers household proxy materials, delivering a single Notice and, if applicable, this proxy statement and Annual Report, to multiple shareholders sharing an address unless contrary instructions have been received from the affected shareholders or they participate in electronic delivery of proxy materials. Shareholders who participate in householding will continue to access and receive separate proxy cards. This process will help reduce our printing and postage fees, as well as save natural resources. If, at any time, you no longer wish to participate in householding and would prefer to receive a separate proxy statement, or if you are receiving multiple copies of the proxy statement and wish to receive only one, please notify your broker if your shares are held in a brokerage account or us if you hold registered shares. You can notify us by sending a written request to YUM! Brands, Inc., Investor Relations, 1441 Gardiner Lane, Louisville, KY 40213 or by calling Investor Relations at 1 (888) 439-4986 or by sending an e-mail to yum.investor@yum.com.

May I propose actions for consideration at next year's Annual Meeting of Shareholders or nominate individuals to serve as directors?

Under the rules of the SEC, if a shareholder wants us to include a proposal in our proxy statement and proxy card for presentation at our 2013 Annual Meeting of Shareholders, the proposal must be

received by us at our principal executive offices at YUM! Brands, Inc., 1441 Gardiner Lane, Louisville, Kentucky 40213 by December 7, 2012. The proposal should be sent to the attention of the Corporate Secretary.

Under our bylaws, certain procedures are provided that a shareholder must follow to nominate persons for election as directors or to introduce an item of business at an Annual Meeting of Shareholders that is not included in our proxy statement. These procedures provide that nominations for director nominees and/or an item of business to be introduced at an Annual Meeting of Shareholders must be submitted in writing to our Corporate Secretary at our principal executive offices and you must include information set forth in our bylaws. We must receive the notice of your intention to introduce a nomination or to propose an item of business at our 2013 Annual Meeting no later than the date specified in our bylaws. If the 2013 Annual Meeting is not held within 30 days before or after the anniversary of the date of this year's meeting, then the nomination or item of business must be received by the tenth day following the earlier of the date of mailing of the notice of the meeting or the public disclosure of the date of the meeting. Our Annual Meeting of Shareholders is generally held on the third Thursday of May. Assuming that our 2013 Annual Meeting is held on schedule, we must receive notice of your intention to introduce a nomination or other item of business at that meeting by February 18, 2013.

The Board is not aware of any matters that are expected to come before the 2012 Annual Meeting other than those referred to in this proxy statement. If any other matter should come before the Annual Meeting, the individuals named on the form of proxy intend to vote the proxies in accordance with their best judgment.

The chairman of the meeting may refuse to allow the transaction of any business, or to acknowledge the nomination of any person, not made in compliance with the foregoing procedures.

Bylaw Provisions. You may contact YUM's Corporate Secretary at the address mentioned above for a copy of the relevant bylaw provisions regarding the requirements for making shareholder proposals and nominating director candidates.

YUM! Brands, Inc.
Charter of the Audit Committee of the Board of Directors

(As Amended and Restated Effective as of March 27, 2009)

I. Name

There will be a committee of the Board of Directors (the “Board”) of YUM! Brands, Inc. (the “Company”) to be known as the Audit Committee (the “Committee”).

II. Committee Purpose

The Committee is appointed by the Board to assist the Board in its oversight of: (A) the integrity of the financial statements of the Company, (B) the Company’s compliance with legal and regulatory requirements, (C) the Company’s system of internal controls and procedures and disclosure controls and procedures, (D) the independent auditors’ qualifications and independence, and (E) the performance of the Company’s internal audit function and independent auditors. The Committee shall have responsibility and authority with respect to the matters set forth in this charter for the Company and its subsidiaries.

III. Committee Membership

1. The Committee shall have at least three (3) members at all times, each of whom shall satisfy the applicable independence, experience and financial expertise/literacy requirements of the New York Stock Exchange (“NYSE”) and Section 10A of the Securities Exchange Act of 1934, as amended by the Sarbanes-Oxley Act of 2002, and the rules promulgated thereunder.
2. The Board shall appoint the members of the Committee annually, and shall designate the Chairman of the Committee. Each member of the Committee shall serve until the earlier to occur of the date he or she is replaced by the Board, resigns from the Committee or resigns from the Board. The Board shall have the power at any time to change the membership of the Committee and to fill vacancies in it, subject to such new member(s) satisfying the applicable independence, experience and financial expertise/literacy requirements referred to above. Except as expressly provided in this charter or the by-laws of the Company or the Corporate Governance Guidelines of the Company, or as otherwise provided by law or the rules of the NYSE, the Committee shall fix its own rules of procedure.
3. No Director may serve as a member of the Committee if he or she serves on the audit committee of more than three public companies unless the Board determines that such simultaneous service would not impair his or her ability to effectively serve on the Committee, and discloses this determination in the Company’s annual proxy statement. No member of the Committee may receive any compensation from the Company other than Director’s fees, which may be received in cash, stock options or other in-kind consideration.

IV. Meetings of Committee

1. The Committee shall meet at least four (4) times each fiscal year, and at such other times as are necessary to perform the functions described in this charter. The Committee shall maintain minutes or other records of its meetings and activities, and shall make regular reports to the Board.
2. The Committee may request any officer or employee of the Company or the Company’s outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

V. Committee Authority and Responsibilities

1. The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain special legal, accounting or other consultants to advise the Committee and assist in carrying out its duties, and to conduct or authorize investigations into any matters within its scope of responsibilities. The Company shall provide for payment for such services and investigations, as determined by the Committee.
2. The Committee shall meet periodically by itself, with management, with the internal auditors and with the independent auditors in separate executive sessions in furtherance of its purposes.
3. The Committee shall, with the assistance of management, the independent auditors and legal counsel, as the Committee deems appropriate, review and evaluate, at least annually, this charter and the Committee's performance, and report and make appropriate recommendations to the Board with respect thereto.
4. The Committee shall prepare the report required by the rules of the Securities and Exchange Commission ("SEC") to be included in the Company's annual proxy statement. The Committee shall ensure inclusion of its then current charter in its annual proxy statement at least once every three years in accordance with regulations of the SEC.
5. In performing its functions, the Committee shall undertake those additional tasks and responsibilities that, in its judgment, would most effectively contribute to and implement the purposes of the Committee. The following functions will be periodically performed by the Committee in carrying out its oversight responsibility:
 - A. Review and discuss with management and the independent auditors, as applicable,
 - (i) critical accounting policies and practices and major issues regarding accounting principles and financial statement presentations, including any significant changes or choices in the Company's application of accounting principles;
 - (ii) management's process for assessing the effectiveness of internal control over financial reporting under Section 404 of the Sarbanes-Oxley Act of 2002, including any significant deficiencies or material weaknesses identified and any special audit steps adopted in light of material control deficiencies.
 - (iii) management's report on its assessment of the effectiveness of internal controls over financial reporting as of the end of each fiscal year and the independent auditors' report on the effectiveness of internal control over financial reporting;
 - (iv) any changes in internal control over financial reporting that have materially affected or are reasonably likely to materially affect the Company's internal control over financial reporting that are required to be disclosed;
 - (v) analyses prepared by management or the independent auditors setting forth significant financial reporting issues, estimates and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative accounting treatments of financial information within accounting principles generally accepted in the United States of America ("GAAP");
 - (vi) any management letter provided by the independent auditors and the Company's response to that letter;
 - (vii) other material written communications between the independent auditors and management,

- (viii) any problems, difficulties or differences encountered in the course of the audit work, including any disagreements with management or restrictions on the scope of the independent auditors' activities or on access to requested information and management's response thereto; and
 - (ix) the effect of evolving regulatory and accounting issues, as well as off-balance sheet arrangements, on the financial statements of the Company.
 - B. Discuss generally with management earnings press releases, as well as the types of financial information and earnings guidance provided to analysts and rating agencies.
 - C. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
 - D. Review at least annually the exceptions noted in the reports to the Audit Committee by the internal and independent auditors, and the progress made in responding to the exceptions.
 - E. Discuss with management and the independent auditors any accounting adjustments that were noted or proposed by the independent auditors but were passed as immaterial or otherwise.
 - F. Review with management and the General Counsel the Company's system for assessing whether the Company's financial statements, reports and other financial information required to be disseminated to the public and filed with governmental organizations satisfy the requirements of the SEC and NYSE.
 - G. Establish policies for the Company's hiring of employees or former employees of the independent auditors who were engaged on the Company's account.
 - H. Review related party transactions and potential conflict of interest situations where appropriate.
 - I. Review the Company's accounting and financial management succession planning.
 - J. Ensure that the Company maintains an internal audit function.
 - K. Discuss with the independent auditors the internal audit department and its audit plan, responsibilities, budget and staffing.
 - L. Establish procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.
 - M. Review disclosures made by the Company's principal executive officer or officers and principal financial officer or officers regarding compliance with their certification obligations as required under the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, including the Company's evaluation of the effectiveness of the design and operation of disclosure controls and procedures.
6. The Committee shall review and consider other matters in relation to the financial affairs of the Company and its accounts, and in relation to the internal and external audit of the Company as the Committee may, in its discretion, determine to be advisable.

VI. Oversight of Independent Auditors

1. The Committee shall have the sole authority to appoint or replace the independent auditors, and shall approve in advance all audit and non-audit engagement fees and terms with the independent auditors. The Committee shall consult with management but shall not delegate these responsibilities, except that pre-approvals of non-audit services may be delegated to a specified member or members of the Committee. In its capacity as a committee of the Board, the Committee shall be directly responsible for the oversight of the work of the independent auditors (including resolution of disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or audit related work, and the independent auditors shall report directly to the Committee.
2. The Committee shall not approve the engagement of the independent auditors to render non-audit services prohibited by law or rules and regulations promulgated by the SEC. The Committee shall consider whether the provision of non-audit services is compatible with maintaining the independent auditors' independence, including, but not limited to, the nature and scope of the specific non-audit services to be performed and whether the audit process would require the independent auditors to review any advice rendered by the independent auditors in connection with the provision of non-audit services.
3. The following functions will be periodically performed by the Committee in carrying out its oversight responsibility with respect to the independent auditors:
 - A. Review the scope, plan and procedures to be used on the annual audit, as recommended by the independent auditors.
 - B. Prior to filing the Company's Form 10-K, review and discuss with the independent auditors and management the Company's annual audited financial statements, the disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations," and the matters required to be discussed pursuant to Statement on Auditing Standards No. 61, as amended, "Communication with Audit Committees," and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
 - C. Prior to filing the Company's Form 10-Q, review and discuss with the independent auditors and management the Company's quarterly financial statements, the disclosures made under "Management's Discussion and Analysis of Financial Condition and Results of Operations" or similar disclosures, and any matters described in the quarterly review letter from the independent auditors, including the results of the independent auditors' reviews of the quarterly financial statements.
 - D. Obtain and review a report from the independent auditors at least annually regarding (i) the independent auditors' internal quality-control procedures, (ii) any material issues raised by the most recent quality-control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm, and (iii) any steps taken to deal with any such issues.
 - E. Evaluate the qualifications, performance and independence of the independent auditors, including a review and evaluation of the lead partner of the independent auditors and taking into account the opinions of management and the Company's internal auditors.
 - F. Receive from the independent auditors at least annually a written report delineating all relationships between the independent auditors and the Company which may impact the objectivity and independence of the independent auditors. The report shall include a

description of all services provided by the independent auditors and the related fees. The Committee shall discuss with the independent auditors any disclosed relationship or services that may impact the objectivity and independence of the independent auditors, and recommend that the Board take action to satisfy itself of the independence of the independent auditors.

- G. Ensure that the lead audit partner of the independent auditors, the audit partner responsible for reviewing the audit and any other partners of the independent auditors who perform audit services for the Company are rotated at least every five years to the extent required by the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, and further consider rotation of the independent audit firm.
- H. Review any reports of the independent auditors mandated by Section 10A of the Securities Exchange Act of 1934, as amended, and obtain from the independent auditors any information with respect to illegal acts in accordance with Section 10A.

VII. Compliance with Laws, Regulations and Policies

The Committee will assist the Board in the oversight of the Company's compliance with policies and procedures addressing legal and ethical concerns. The following functions are some of the common recurring activities of the Committee in carrying out this oversight responsibility:

- 1. Advise the Board with respect to the Company's policies and procedures regarding compliance with applicable laws and regulations and with the Company's Worldwide Code of Conduct and Policy on Conflict of Interest.
- 2. Obtain reports from management, the Company's Vice President, Audit, and General Counsel as to whether the Company and its subsidiaries and affiliated entities are in conformity with applicable legal requirements and the Company's Worldwide Code of Conduct and Policy on Conflict of Interest. Review annual compliance solicitation regarding these policies with the Vice President, Audit.
- 3. Review with the Company's General Counsel legal or regulatory matters that may have a material impact on the Company's financial statements, compliance programs and policies and any material reports or inquiries relating to financial, accounting or other matters received from regulators or governmental agencies.
- 4. Review with the Company's Vice President, Audit, on an annual basis, the Company's officers' travel and entertainment spending and use of the corporate aircraft to ensure expenditures and usage are appropriate and accounted for properly.
- 5. Periodically review the rules promulgated by the SEC and NYSE relating to the qualifications, activities, responsibilities and duties of audit committees and shall take, or recommend that the Board take, appropriate action to comply with such rules.

VIII. Oversight of Internal Auditors

The Committee shall:

- 1. Review the internal audit function of the Company, including the independence, competence, staffing adequacy and authority of the function, the ability of the function to raise issues to the appropriate level of authority, the reporting relationships among the internal auditor, financial management and the Committee and the internal audit reporting obligations.
- 2. Review the proposed internal audit plans for the coming year, the coordination of such plans with the independent auditors and the progress against such plans.

3. Review on an annual basis a summary of significant comments and management's responses thereon from completed internal audits.
4. Review the appointment, performance and replacement of the Vice President, Audit (or anyone of equivalent title and responsibility).

IX. Definition of Committee's Roles

The Committee's principal responsibility is one of oversight. The Company's management is responsible for preparing the Company's financial statements, and the independent auditors are responsible for auditing and/or reviewing those financial statements. While the Committee has the powers and responsibilities set forth in this charter, it is not the responsibility of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate, and present fairly the financial position, the results of operations and the cash flows of the Company, in compliance with GAAP. This is the responsibility of management and/or the independent auditors. In carrying out these oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company's financial statements or any professional certification as to the independent auditors' work. Nor is it the responsibility of the Committee to conduct investigations or to assure compliance with laws and regulations and the Company's Worldwide Code of Conduct.

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D. C. 20549

FORM 10-K

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934 for the fiscal year ended December 31, 2011**

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934**

For the transition period from _____ to _____.

Commission file number 1-13163

YUM! BRANDS, INC.

(Exact name of registrant as specified in its charter)

North Carolina
(State or other jurisdiction of incorporation or organization)

13-3951308
(I.R.S. Employer Identification No.)

1441 Gardiner Lane, Louisville, Kentucky
(Address of principal executive offices)

40213
(Zip Code)

Registrant's telephone number, including area code: (502) 874-8300

Securities registered pursuant to Section 12(b) of the Act

Title of Each Class

Name of Each Exchange on Which Registered

Common Stock, no par value

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer: ☒ Accelerated filer: ☐ Non-accelerated filer: ☐ Smaller reporting company: ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the voting stock (which consists solely of shares of Common Stock) held by non-affiliates of the registrant as of June 11, 2011 computed by reference to the closing price of the registrant's Common Stock on the New York Stock Exchange Composite Tape on such date was \$24,430,261,521. All executive officers and directors of the registrant have been deemed, solely for the purpose of the foregoing calculation, to be "affiliates" of the registrant. The number of shares outstanding of the registrant's Common Stock as of February 14, 2012 was 460,414,239 shares.

Documents Incorporated by Reference

Portions of the definitive proxy statement furnished to shareholders of the registrant in connection with the annual meeting of shareholders to be held on May 17, 2012 are incorporated by reference into Part III.

Forward-Looking Statements

In this Form 10-K, as well as in other written reports and oral statements that we make from time to time, we present “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We intend such forward-looking statements to be covered by the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, and we are including this statement for purposes of complying with those safe harbor provisions.

Forward-looking statements can be identified by the fact that they do not relate strictly to historical or current facts. These statements often include words such as “may,” “will,” “estimate,” “intend,” “seek,” “expect,” “project,” “anticipate,” “believe,” “plan” or other similar terminology. These forward-looking statements are based on current expectations and assumptions and upon data available at the time of the statements and are neither predictions nor guarantees of future events or circumstances. The forward-looking statements are subject to risks and uncertainties, which may cause actual results to differ materially. Important factors that could cause actual results and events to differ materially from our expectations and forward-looking statements include (i) the risks and uncertainties described in the Risk Factors included in Part I, Item 1A of this Form 10-K and (ii) the factors described in Management’s Discussion and Analysis of Financial Condition and Results of Operations included in Part II, Item 7 of this Form 10-K. You should not place undue reliance on forward-looking statements, which speak only as of the date hereof. In making these statements, we are not undertaking to address or update any risk factor set forth herein in future filings or communications regarding our business results.

PART I

Item 1. Business.

YUM! Brands, Inc. (referred to herein as “YUM”, the “Registrant” or the “Company”), was incorporated under the laws of the state of North Carolina in 1997. The principal executive offices of YUM are located at 1441 Gardiner Lane, Louisville, Kentucky 40213, and the telephone number at that location is (502) 874-8300. Our website address is <http://www.yum.com>.

YUM, together with its subsidiaries, is referred to in this Form 10-K annual report (“Form 10-K”) as the Company. The terms “we,” “us” and “our” are also used in the Form 10-K to refer to the Company. Throughout this Form 10-K, the terms “restaurants,” “stores” and “units” are used interchangeably. While YUM! Brands, Inc., referred to as the Company, does not directly own or operate any restaurants, throughout this document we may refer to restaurants as being Company-operated.

(a) General Development of Business

In January 1997, PepsiCo announced its decision to spin-off its restaurant businesses to shareholders as an independent public company. Effective October 6, 1997, PepsiCo disposed of its restaurant businesses by distributing all of the outstanding shares of Common Stock of YUM to its shareholders. On May 16, 2002, following receipt of shareholder approval, the Company changed its name from TRICON Global Restaurants, Inc. to YUM! Brands, Inc.

(b) Financial Information about Operating Segments

YUM consists of five operating segments: YUM Restaurants China (“China” or “China Division”), YUM Restaurants International (“YRI” or “International Division”), Taco Bell U.S., KFC U.S. and Pizza Hut U.S. The China Division includes only mainland China, and the International Division includes the remainder of our international operations. For financial reporting purposes, management considers the three U.S. operating segments to be similar and, therefore, has aggregated them into a single reportable operating segment (“U.S.”). In December 2011, the Company sold the Long John Silver’s (“LJS”) and A&W All-American Food Restaurants (“A&W”) brands to key franchisee leaders and strategic investors in separate transactions. Financial information prior to these transactions reflects our ownership of these brands.

Operating segment information for the years ended December 31, 2011, December 25, 2010 and December 26, 2009 for the Company is included in Management’s Discussion and Analysis of Financial Condition and Results of Operations (“MD&A”) in Part II, Item 7, pages 21 through 47 and in the related Consolidated Financial Statements in Part II, Item 8, pages 48 through 93.

(c) Narrative Description of Business

General

YUM is the world’s largest quick service restaurant (“QSR”) company based on number of system units, with approximately 37,000 units in more than 120 countries and territories. Primarily through the three concepts of KFC, Pizza Hut and Taco Bell (the “Concepts”), the Company develops, operates, franchises and licenses a worldwide system of restaurants which prepare, package and sell a menu of competitively priced food items. Units are operated by a Concept or by independent franchisees or licensees under the terms of franchise or license agreements. Franchisees can range in size from individuals owning just one restaurant to large publicly traded companies. In addition, the Company owns non-controlling interests in Chinese entities who operate in a manner similar to KFC franchisees, as well as a non-controlling interest in Little Sheep Group Limited (“Little Sheep”), a casual dining concept headquartered in Inner Mongolia, China. On February 1, 2012, we acquired a controlling interest in Little Sheep. See Notes 4 and 21 for details.

The China Division, based in Shanghai, China, comprises approximately 4,500 system restaurants, primarily Company-owned KFCs and Pizza Huts. In 2011, the China Division recorded revenues of approximately \$5.6 billion and Operating Profit of \$908 million. The International Division, based in Dallas, Texas, comprises approximately 14,500 system restaurants, primarily franchised KFCs and Pizza Huts, operating in over 120 countries outside the U.S. In 2011 YRI recorded revenues of approximately \$3.3 billion and Operating Profit of \$673 million. We have approximately 18,000 system restaurants in the U.S. and recorded revenues of approximately \$3.8 billion and Operating Profit of \$589 million in 2011.

Restaurant Concepts

Most restaurants in each Concept offer consumers the ability to dine in and/or carry out food. In addition, Taco Bell and KFC offer a drive-thru option in many stores. Pizza Hut offers a drive-thru option on a much more limited basis. Pizza Hut and, on a much more limited basis, KFC offer delivery service.

Each Concept has proprietary menu items and emphasizes the preparation of food with high quality ingredients, as well as unique recipes and special seasonings to provide appealing, tasty and attractive food at competitive prices.

The franchise programs of the Company are designed to assure consistency and quality, and the Company is selective in granting franchises. Under standard franchise agreements, franchisees supply capital – initially by paying a franchise fee to YUM, purchasing or leasing the land, building, equipment, signs, seating, inventories and supplies and, over the longer term, by reinvesting in the business. Franchisees then contribute to the Company's revenues through the payment of royalties based on a percentage of sales.

The Company believes that it is important to maintain strong and open relationships with its franchisees and their representatives. To this end, the Company invests a significant amount of time working with the franchisee community and their representative organizations on all aspects of the business, including products, equipment, operational improvements and standards and management techniques.

The Company and its franchisees also operate multibrand units, primarily in the U.S., where two or more of the Concepts are operated in a single unit.

Following is a brief description of each Concept:

KFC

- KFC was founded in Corbin, Kentucky by Colonel Harland D. Sanders, an early developer of the quick service food business and a pioneer of the restaurant franchise concept. The Colonel perfected his secret blend of 11 herbs and spices for Kentucky Fried Chicken in 1939 and signed up his first franchisee in 1952.
- KFC operates in 115 countries and territories throughout the world. As of year end 2011, KFC had 3,701 units in China, 8,920 units in YRI and 4,780 units in the U.S. Approximately 79 percent of the China units, 11 percent of the YRI units and 10 percent of the U.S. units are Concept-owned.
- As of year end 2011, KFC was the leader in the U.S. chicken QSR segment among companies featuring chicken-on-the-bone as their primary product offering, with a 39 percent market share in that segment, which is over twice as large as that of its closest national competitor. (Source: The NPD Group, Inc./CREST®, year ending December 2011, based on consumer spending)
- KFC restaurants across the world offer fried and non-fried chicken products such as sandwiches, chicken strips, chicken-on-the-bone and other chicken products marketed under a variety of names. KFC restaurants also offer a variety of side items suited to local preferences and tastes. Restaurant decor throughout the world is characterized by the image of the Colonel.

Pizza Hut

- The first Pizza Hut restaurant was opened in 1958 in Wichita, Kansas, and within a year, the first franchise unit was opened. Today, Pizza Hut is the largest restaurant chain in the world specializing in the sale of ready-to-eat pizza products.
- Pizza Hut operates in 97 countries and territories throughout the world. As of year end 2011, Pizza Hut had 764 units in China, 5,383 units in YRI and 7,600 units in the U.S. All of the China units and approximately 11 percent of the YRI units and 6 percent of the U.S. units are Concept-owned.
- Pizza Hut operates in the delivery and casual dining segments around the world. Outside of the U.S., Pizza Hut often uses unique branding to differentiate its delivery and casual dining businesses.
- As of year end 2011, Pizza Hut was the leader in the U.S. pizza QSR segment, with a 15 percent market share in that segment. (Source: The NPD Group, Inc./CREST®, year ending December 2011, based on consumer spending)

- Pizza Hut features a variety of pizzas which are marketed under varying names. Each of these pizzas is offered with a variety of different toppings suited to local preferences and tastes. Many Pizza Huts also offer pasta and chicken wings, including over 3,000 stores offering wings under the brand WingStreet, primarily in the U.S. Pizza Hut units feature a distinctive red roof logo on their signage.

Taco Bell

- The first Taco Bell restaurant was opened in 1962 by Glen Bell in Downey, California, and in 1964, the first Taco Bell franchise was sold.
- Taco Bell operates in 27 countries and territories throughout the world. As of year end 2011, there were 5,670 Taco Bell units in the U.S. and 275 in YRI. Approximately 21 percent of the U.S. units and 1 percent of the YRI units are Concept-owned.
- As of year end 2011, Taco Bell was the leader in the U.S. Mexican QSR segment, with a 50 percent market share in that segment. (Source: The NPD Group, Inc./CREST®, year ending December 2011, based on consumer spending)
- Taco Bell specializes in Mexican-style food products, including various types of tacos, burritos, quesadillas, salads, nachos and other related items. Taco Bell units feature a distinctive bell logo on their signage.

Restaurant Operations

Through its Concepts, YUM develops, operates, franchises and licenses a worldwide system of both traditional and non-traditional QSR restaurants. Traditional units feature dine-in, carryout and, in some instances, drive-thru or delivery services. Non-traditional units, which are typically licensed outlets, include express units and kiosks which have a more limited menu, usually lower sales volumes and operate in non-traditional locations like malls, airports, gasoline service stations, train stations, subways, convenience stores, stadiums, amusement parks and colleges, where a full-scale traditional outlet would not be practical or efficient.

Restaurant management structure varies by Concept and unit size. Generally, each Concept-owned restaurant is led by a restaurant general manager (“RGM”), together with one or more assistant managers, depending on the operating complexity and sales volume of the restaurant. Most of the employees work on a part-time basis. Each Concept issues detailed manuals, which may then be customized to meet local regulations and customs, covering all aspects of restaurant operations, including food handling and product preparation procedures, food safety and quality, equipment maintenance, facility standards and accounting control procedures. The restaurant management teams are responsible for the day-to-day operation of each unit and for ensuring compliance with operating standards. CHAMPS – which stands for Cleanliness, Hospitality, Accuracy, Maintenance, Product Quality and Speed of Service – is our proprietary core systemwide program for training, measuring and rewarding employee performance against key customer measures. CHAMPS is intended to align the operating processes of our entire system around one set of standards. RGMs’ efforts, including CHAMPS performance measures, are monitored by Area Coaches. Area Coaches typically work with approximately six to twelve restaurants. Various senior operators visit Concept-owned restaurants from time to time to help ensure adherence to system standards and mentor restaurant team members.

Supply and Distribution

The Company’s Concepts, including Concept units operated by its franchisees, are substantial purchasers of a number of food and paper products, equipment and other restaurant supplies. The principal items purchased include chicken, cheese, beef and pork products, paper and packaging materials.

The Company is committed to conducting its business in an ethical, legal and socially responsible manner. All restaurants, regardless of their ownership structure or location, must adhere to strict food quality and safety standards. The guidelines are translated to local market requirements and regulations where appropriate and without compromising the standards. The Company has not experienced any significant continuous shortages of supplies, and alternative sources for most of these products are generally available. Prices paid for these supplies fluctuate. When prices increase, the Concepts may attempt to pass on such increases to their customers, although there is no assurance that this can be done practically.

China Division In China, we work with approximately 500 independent suppliers, mostly China-based, providing a wide range of products. We own most of the distribution system which includes approximately 20 logistics centers.

International Division Throughout YRI we and our franchisees use decentralized sourcing and distribution systems involving many different global, regional, and local suppliers and distributors. In our YRI markets we have approximately 1,500 suppliers, including U.S.-based suppliers that export to many countries.

U.S. Division The Company, along with the representatives of the Company's KFC, Pizza Hut and Taco Bell franchisee groups, are members in the Unified FoodService Purchasing Co-op, LLC (the "Unified Co-op") which was created for the purpose of purchasing certain restaurant products and equipment in the U.S. The core mission of the Unified Co-op is to provide the lowest possible sustainable store-delivered prices for restaurant products and equipment. This arrangement combines the purchasing power of the Concept-owned and franchisee restaurants in the U.S. which the Company believes leverages the system's scale to drive cost savings and effectiveness in the purchasing function. The Company also believes that the Unified Co-op has resulted, and should continue to result, in closer alignment of interests and a stronger relationship with its franchisee community.

Most food products, paper and packaging supplies, and equipment used in restaurant operations are distributed to individual restaurant units by third-party distribution companies. McLane Company, Inc. ("McLane") is the exclusive distributor for the majority of items used in Concept-owned restaurants and for a substantial number of franchisee and licensee stores. The Company entered into an agreement with McLane effective January 1, 2011 relating to distribution to Concept-owned restaurants. This agreement extends through December 31, 2016 and generally restricts Concept-owned restaurants from using alternative distributors for most products.

Trademarks and Patents

The Company and its Concepts own numerous registered trademarks and service marks. The Company believes that many of these marks, including its Kentucky Fried Chicken®, KFC®, Pizza Hut® and Taco Bell® marks, have significant value and are materially important to its business. The Company's policy is to pursue registration of its important marks whenever feasible and to oppose vigorously any infringement of its marks.

The use of these marks by franchisees and licensees has been authorized in our franchise and license agreements. Under current law and with proper use, the Company's rights in its marks can generally last indefinitely. The Company also has certain patents on restaurant equipment which, while valuable, are not material to its business.

Working Capital

Information about the Company's working capital is included in MD&A in Part II, Item 7, pages 21 through 47 and the Consolidated Statements of Cash Flows in Part II, Item 8, page 51.

Customers

The Company's business is not dependent upon a single customer or small group of customers.

Seasonal Operations

The Company does not consider its operations to be seasonal to any material degree.

Backlog Orders

Company restaurants have no backlog orders.

Government Contracts

No material portion of the Company's business is subject to renegotiation of profits or termination of contracts or subcontracts at the election of the U.S. government.

Competition

The retail food industry, in which our Concepts compete, is made up of supermarkets, supercenters, warehouse stores, convenience stores, coffee shops, snack bars, delicatessens and restaurants (including the QSR segment), and is intensely competitive with respect to food quality, price, service, convenience, location and concept. The industry is often affected by changes in consumer tastes; national, regional or local economic conditions; currency fluctuations; demographic trends; traffic patterns; the type, number

and location of competing food retailers and products; and disposable purchasing power. Each of the Concepts competes with international, national and regional restaurant chains as well as locally-owned restaurants, not only for customers, but also for management and hourly personnel, suitable real estate sites and qualified franchisees. Given the various types and vast number of competitors, our Concepts do not constitute a significant portion of the retail food industry in terms of number of system units or system sales, either on a worldwide or individual country basis.

Research and Development (“R&D”)

The Company’s subsidiaries operate R&D facilities in Shanghai, China (China Division); Dallas, Texas (Pizza Hut U.S. and YRI); Irvine, California (Taco Bell); Louisville, Kentucky (KFC U.S.) and several other locations outside the U.S. The Company expensed \$34 million, \$33 million and \$31 million in 2011, 2010 and 2009, respectively, for R&D activities. Fr h _
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Our other foreign operations subject us to risks that could negatively affect our business.

A significant portion of our Concepts' restaurants are operated in foreign countries and territories outside of the U.S. and China, and we intend to continue expansion of our international operations. As a result, our business is increasingly exposed to risks inherent in foreign operations. These risks, which can vary substantially by country, include political instability, corruption, social and ethnic unrest, changes in economic conditions (including consumer spending, unemployment levels and wage and commodity inflation), the regulatory environment, income and non-income based tax rates and laws and consumer preferences as well as changes in the laws and policies that govern foreign investment in countries where our restaurants are operated.

In addition, our results of operations and the value of our foreign assets are affected by fluctuations in currency exchange rates, which may adversely affect reported earnings. More specifically, an increase in the value of the United States Dollar relative to other currencies, such as the Australian Dollar, the British Pound, the Canadian Dollar and the Euro, could have an adverse effect on our reported earnings. There can be no assurance as to the future effect of any such changes on our results of operations, financial condition or cash flows.

We may not attain our target development goals, and aggressive development could cannibalize existing sales.

Our growth strategy depends in large part on our ability to increase our net restaurant count in markets outside the United States, especially China and other emerging markets. The successful development of new units will depend in large part on our ability and the ability of our franchisees to open new restaurants and to operate these restaurants on a profitable basis. We cannot guarantee that we, or our franchisees, will be able to achieve our expansion goals or that new restaurants will be operated profitably. Further, there is no assurance that any new restaurant will produce operating results similar to those of our existing restaurants. Other risks which could impact our ability to increase our net restaurant count include prevailing economic conditions and our, or our franchisees', ability to obtain suitable restaurant locations, negotiate acceptable lease or purchase terms for the locations, obtain required permits and approvals in a timely manner, hire and train qualified personnel and meet construction schedules.

Our franchisees also frequently depend upon financing from banks and other financial institutions in order to construct and open new restaurants. If it becomes more difficult or expensive for our franchisees to obtain financing to develop new restaurants, our planned growth could slow and our future revenue and operating cash flows could be adversely impacted.

In addition, the new restaurants could impact the sales of our existing restaurants nearby. It is not our intention to open new restaurants that materially cannibalize the sales of our existing restaurants. However, as with most growing retail and restaurant operations, there can be no assurance that sales cannibalization will not occur or become more significant in the future as we increase our presence in existing markets.

Changes in commodity and other operating costs could adversely affect our results of operations.

Any increase in certain commodity prices, such as food, supply and energy costs, could adversely affect our operating results. Because our Concepts and their franchisees provide competitively priced food, our ability to pass along commodity price increases to our customers is limited. Significant increases in gasoline prices could also result in a decrease of customer traffic at our restaurants or the imposition of fuel surcharges by our distributors, each of which could adversely affect our profit margins. Our operating expenses also include employee wages and benefits and insurance costs (including workers' compensation, general liability, property and health) which may increase over time. Any such increase could adversely affect our profit margins.

Shortages or interruptions in the availability and delivery of food and other supplies may increase costs or reduce revenues.

The products sold by our Concepts and their franchisees are sourced from a wide variety of domestic and international suppliers. We are also dependent upon third parties to make frequent deliveries of food products and supplies that meet our specifications at competitive prices. Shortages or interruptions in the supply of food items and other supplies to our restaurants could adversely affect the availability, quality and cost of items we buy and the operations of our restaurants. Such shortages or disruptions could be caused by inclement weather, natural disasters such as floods, drought and hurricanes, increased demand, problems in production or distribution, the inability of our vendors to obtain credit, political instability in the countries in which foreign suppliers and distributors are located, the financial instability of suppliers and distributors, suppliers' or distributors' failure to meet our standards, product quality issues, inflation, other factors relating to the suppliers and distributors and the countries in which they are located, food safety warnings or advisories or the prospect of such pronouncements or other conditions beyond our control. A shortage or interruption in the availability of certain food products or supplies could increase costs and limit the availability of products critical to restaurant operations. In addition, failure by a principal distributor for our Concepts and/or our franchisees to meet its service requirements could lead to a disruption of service or supply until a new distributor is engaged, and any disruption could have an adverse effect on our business.

Our operating results are closely tied to the success of our Concepts' franchisees.

A significant portion of our revenue consists of royalties from our franchisees. Because a significant and growing portion of our restaurants are run by franchisees, the success of our business is increasingly dependent upon the operational and financial success of our franchisees. While our franchise agreements set forth certain operational standards and guidelines, we have limited control over how our franchisees' businesses are run, and any significant inability of our franchisees to operate successfully could adversely affect our operating results through decreased royalty payments. For example, franchisees may not have access to the financial or management resources that they need to open or continue operating the restaurants contemplated by their franchise agreements with us.

If our franchisees incur too much debt or if economic or sales trends deteriorate such that they are unable to repay existing debt, it could result in financial distress, including insolvency or bankruptcy. If a significant number of our franchisees become financially distressed, our operating results could be impacted through reduced or delayed royalty payments or increased rent obligations for leased properties on which we are contingently liable.

Our results and financial condition could be affected by the success of our refranchising program.

We are in the process of refranchising restaurants in the U.S., which could reduce the percentage of Company ownership of KFCs, Pizza Huts, and Taco Bells in the U.S. from approximately 13% at the end of 2011 to approximately 8%. Our ability to execute this plan will depend on, among other things, whether we receive fair offers for these restaurants, whether we can find suitable buyers and how quickly we can consummate the sales. In addition, financing for restaurant purchases can be expensive or difficult to obtain. If buyers cannot obtain financing at attractive prices – or if they are unable to obtain financing at any price – our refranchising program could be delayed.

Once executed, the success of the refranchising program will depend on, among other things, buyers effectively operating these restaurants, the impact of contingent liabilities incurred in connection with refranchising, and whether the resulting ownership mix of Company-operated and franchisee-operated restaurants allows us to meet our financial objectives. In addition, refranchising activity could vary significantly from quarter-to-quarter and year-to-year and that volatility could impact our reported earnings.

We could be party to litigation that could adversely affect us by increasing our expenses or subjecting us to significant monetary damages and other remedies.

We are involved in a number of legal proceedings, which include consumer, employment, tort and other litigation. We are currently a defendant in cases containing class action allegations in which the plaintiffs have brought claims under federal and state wage and hour and other laws. Plaintiffs in these types of lawsuits often seek recovery of very large or indeterminate amounts, and the magnitude of the potential loss relating to such lawsuits may not be accurately estimated. Regardless of whether any claims against us are valid, or whether we are ultimately held liable, such litigation may be expensive to defend and may divert resources away from our operations and negatively impact reported earnings. With respect to insured claims, a judgment for monetary damages in excess of any insurance coverage could adversely affect our financial condition or results of operations. Any adverse publicity resulting from these allegations may also adversely affect our reputation, which in turn could adversely affect our results.

In addition, the restaurant industry has been subject to claims that relate to the nutritional content of food products, as well as claims that the menus and practices of restaurant chains have led to the obesity of some customers. We may also be subject to this type of claim in the future and, even if we are not, publicity about these matters (particularly directed at the quick service and fast-casual segments of the industry) may harm our reputation and adversely affect our results.

Health concerns arising from outbreaks of viruses or other diseases may have an adverse effect on our business.

Asian and European countries have experienced outbreaks of Avian Flu, and some commentators have hypothesized that further outbreaks could occur and reach pandemic levels. Future outbreaks could adversely affect the price and availability of poultry and cause customers to eat less chicken. Widespread outbreaks could also affect our ability to attract and retain employees.

Furthermore, other viruses such as H1N1 or "swine flu" may be transmitted through human contact, and the risk of contracting viruses could cause employees or guests to avoid gathering in public places, which could adversely affect restaurant guest traffic or the ability to adequately staff restaurants. We could also be adversely affected if jurisdictions in which we have restaurants impose mandatory closures, seek voluntary closures or impose restrictions on operations of restaurants. Even if such measures are not implemented and a virus or other disease does not spread significantly, the perceived risk of infection or significant health risk may affect our business.

Our success depends substantially on the value and perception of our brands.

Our success is dependent in large part upon our ability to maintain and enhance the value of our brands and our customers' connection to our brands. Brand value is based in part on consumer perceptions on a variety of subjective qualities, and even isolated business incidents can erode brand value and consumer trust, particularly if the incidents receive considerable publicity or result in litigation. For example, our brands could be damaged by claims or perceptions about the quality of our products regardless of whether such claims or perceptions are accurate. Consumer demand for our products and our brand value could diminish significantly if any such incidents or other matters erode consumer confidence in us or our products, which would likely result in lower sales and, ultimately, profits.

Our business may be adversely impacted by general economic conditions.

Our results of operations are dependent upon discretionary spending by consumers, which may be affected by general economic conditions globally or in one or more of the markets we serve. Some of the factors that impact discretionary consumer spending include unemployment, disposable income and consumer confidence. These and other macroeconomic factors could have an adverse effect on our sales mix, profitability or development plans, which could harm our financial condition and operating results.

The impact of potentially limited credit availability on third-party vendors such as our suppliers cannot be predicted. The inability of our suppliers to access financing, or the insolvency of suppliers, could lead to disruptions in our supply chain which could adversely impact our sales, cost of sales and financial condition.

Changes in governmental regulations may adversely affect our business operations.

Our Concepts and their franchisees are subject to numerous laws and regulations around the world. Our restaurants are subject to state and local licensing and regulation by health, sanitation, food, workplace safety, fire and other agencies. In addition, we face risks arising from compliance with and enforcement of increasingly complex federal and state immigration laws and regulations in the U.S.

We are also subject to the Americans with Disabilities Act in the U.S. and similar state laws that give civil rights protections to individuals with disabilities in the context of employment, public accommodations and other areas. The expenses associated with any facilities modifications required by these laws could be material. Our operations in the U.S. are also subject to the U.S. Fair Labor Standards Act, which governs such matters as minimum wages, overtime and other working conditions, family leave mandates and a variety of similar state laws that govern these and other employment law matters. The compliance costs associated with these laws and evolving regulations could be substantial, and any failure or alleged failure to comply with these laws could lead to litigation, which could increase our expenses and adversely affect our financial condition.

We also face risks from new or changing laws and regulations relating to nutritional content, nutritional labeling, product safety and menu labeling. Compliance with these laws and regulations can be costly and can increase our exposure to litigation or governmental investigations or proceedings. New or changing laws and regulations relating to union organizing rights and activities may impact our operations at the restaurant level and increase our cost of labor. In addition, we are subject to laws relating to information security, privacy, cashless payments and consumer credit, protection and fraud, and any failure or perceived failure to comply with those laws could harm our reputation or lead to litigation, which could adversely affect our financial condition.

We are also subject to increasing environmental regulations, which could result in increased taxation or future restrictions on or increases in costs associated with food and other restaurant supplies, transportation and utilities, any of which could decrease our operating profits and/or necessitate future investments in our restaurant facilities and equipment to achieve compliance.

The impact of current laws and regulations, the effect of future changes in laws or regulations that impose additional requirements and the consequences of litigation relating to current or future laws and regulations, or our inability to respond effectively to significant regulatory or public policy issues, could increase our compliance and other costs of doing business and therefore have an adverse effect on our results of operations. Failure to comply with the laws and regulatory requirements of federal, state and local authorities could result in, among other things, revocation of required licenses, administrative enforcement actions, fines and civil and criminal liability. Compliance with these laws and regulations could be costly and could increase our exposure to litigation or governmental investigations or proceedings.

Tax matters, including changes in tax rates, disagreements with taxing authorities and imposition of new taxes could impact the Company's results of operations and financial condition.

A significant percentage of our profits are earned outside the U.S. and taxed at lower rates than the U.S. statutory rates. Historically, the cash we generate outside the U.S. has principally been used to fund our international development. However, if the cash generated by our U.S. business is not sufficient to meet the Company's need for cash in the U.S., we may need to repatriate a greater portion of our international earnings to the U.S. in the future. Such international earnings would be subject to U.S. tax at the point in time we did not believe they were permanently invested outside the U.S. This could cause our worldwide effective tax rate to increase materially.

We are subject to income taxes as well as non-income based taxes, such as payroll, sales, use, value-added, net worth, property, withholding and franchise taxes in both the U.S. and various foreign jurisdictions. We are also subject to regular reviews, examinations and audits by the Internal Revenue Service and other taxing authorities with respect to such income and non-income based taxes inside and outside of the U.S. Although we believe our tax estimates are reasonable, if the IRS or other taxing authority disagrees with the positions we have taken, we could face additional tax liability, including interest and penalties. There can be no assurance that payment of such additional amounts upon final adjudication of any disputes will not have a material impact on our results of operations and financial position.

We are directly and indirectly affected by new tax legislation and regulation and the interpretation of tax laws and regulations worldwide. Such changes could increase our taxes and have an adverse effect on our operating results and financial condition.

Failure to protect the integrity and security of individually identifiable data of our customers and employees could expose us to litigation and damage our reputation.

We receive and maintain certain personal information about our customers and employees. The use of this information by us is regulated by applicable law, as well as by certain third-party contracts. If our security and information systems are compromised or our business associates fail to comply with these laws and regulations and this information is obtained by unauthorized persons or used inappropriately, it could adversely affect our reputation, as well as our restaurant operations and results of operations and financial condition. Additionally, we could be subject to litigation or the imposition of penalties. As privacy and information security laws and regulations change, we may incur additional costs to ensure we remain in compliance.

The retail food industry in which we operate is highly competitive.

The retail food industry in which we operate is highly competitive with respect to price and quality of food products, new product development, price, advertising levels and promotional initiatives, customer service, reputation, restaurant location, and attractiveness and maintenance of properties. If consumer or dietary preferences change, or our restaurants are unable to compete successfully with other retail food outlets in new and existing markets, our business could be adversely affected. We also face growing competition as a result of convergence in grocery, deli and restaurant services, including the offering by the grocery industry of convenient meals, including pizzas and entrees with side dishes. In addition, in the retail food industry, labor is a primary operating cost component. Competition for qualified employees could also require us to pay higher wages to attract a sufficient number of employees, which could adversely impact our profit margins.

Item 1B. Unresolved Staff Comments.

The Company has received no written comments regarding its periodic or current reports from the staff of the Securities and Exchange Commission that were issued 180 days or more preceding the end of its 2011 fiscal year and that remain unresolved.

Item 2. Properties.

As of year end 2011, the Company's Concepts owned more than 1,200 units and leased land, building or both for nearly 6,200 units worldwide. These units are further detailed as follows:

- The China Division leased land, building or both in more than 3,700 units.
- The International Division owned approximately 400 units and leased land, building or both in nearly 1,200 units.
- The U.S. Division owned more than 800 units and leased land, building or both in nearly 1,300 units.

Company restaurants in China are generally leased for initial terms of 10 to 15 years and generally do not have renewal options. Historically, the Company has either been able to renew its China Division leases or enter into competitive leases at replacement sites without a significant impact on our operations, cash flows or capital resources. Company restaurants in the International Division with leases have initial lease terms and renewal options that vary by country. Company restaurants in the U.S. with leases are generally leased for initial terms of 15 or 20 years and generally have renewal options; however, Pizza Hut delivery/carryout units in the U.S. generally are leased for significantly shorter initial terms with shorter renewal options. The Company currently has approximately 800 units worldwide that it leases or subleases to franchisees, principally in the U.S., U.K. and Mexico.

The China Division leases their corporate headquarters and research facilities in Shanghai, China. The Pizza Hut U.S. and YRI corporate headquarters and a research facility in Dallas, Texas are owned by Pizza Hut. Taco Bell leases its corporate headquarters and research facility in Irvine, California. The KFC U.S. and YUM corporate headquarters and a research facility in Louisville, Kentucky are owned by the Company. In addition, YUM leases office facilities for the U.S. Division shared service center in Louisville, Kentucky. Additional information about the Company's properties is included in the Consolidated Financial Statements in Part II, Item 8, pages 48 through 93.

The Company believes that its properties are generally in good operating condition and are suitable for the purposes for which they are being used.

Item 3. Legal Proceedings.

The Company is subject to various claims and contingencies related to lawsuits, real estate, environmental and other matters arising in the normal course of business. The Company believes that the ultimate liability, if any, in excess of amounts already provided for these matters in the Consolidated Financial Statements, is not likely to have a material adverse effect on the Company's annual results of operations, financial condition or cash flows. The following is a brief description of the more significant of the categories of lawsuits and other matters we face from time to time. Descriptions of specific claims and contingencies appear in Note 19, Contingencies, to the Consolidated Financial Statements included in Part II, Item 8.

Franchisees

A substantial number of the restaurants of each of the Concepts are franchised to independent businesses operating under arrangements with the Concepts. In the course of the franchise relationship, occasional disputes arise between the Company and its Concepts' franchisees relating to a broad range of subjects, including, without limitation, marketing, operational standards, quality, service, and cleanliness issues, grants, transfers or terminations of franchise rights, territorial disputes and delinquent payments.

Suppliers

The Company purchases food, paper, equipment and other restaurant supplies from numerous independent suppliers throughout the world. These suppliers are required to meet and maintain compliance with the Company's standards and specifications. On occasion, disputes arise between the Company and its suppliers on a number of issues, including, but not limited to, compliance with product specifications and terms of procurement and service requirements.

Employees

At any given time, the Company or its Concepts employ hundreds of thousands of persons, primarily in its restaurants. In addition, each year thousands of persons seek employment with the Company and its restaurants. From time to time, disputes arise regarding employee hiring, compensation, termination and promotion practices.

Like other retail employers, the Company has been faced in a few states with allegations of class-wide wage and hour, employee classification and other labor law violations.

Customers

The Company's restaurants serve a large and diverse cross-section of the public and in the course of serving so many people, disputes arise regarding products, service, accidents and other matters typical of large restaurant systems such as those of the Company.

Intellectual Property

The Company has registered trademarks and service marks, many of which are of material importance to the Company's business. From time to time, the Company may become involved in litigation to defend and protect its use and ownership of its registered marks.

Item 4. Mine Safety Disclosures.

Not applicable

Executive Officers of the Registrant

The executive officers of the Company as of February 20, 2012, and their ages and current positions as of that date are as follows:

David C. Novak, 59, is Chairman of the Board, Chief Executive Officer and President of YUM. He has served in this position since January 2001.

Jing-Shyh S. Su, 59, is Vice-Chairman of the Board of YUM and Chairman and Chief Executive Officer of YUM Restaurants China. He has served in this position since May 2010. He has served as Vice-Chairman of the Board of YUM since March 2008, and he served as President of YUM Restaurants China from 1997 to May 2010.

Scott O. Bergren, 65, is Chief Executive Officer of Pizza Hut U.S. and YUM Chief Innovation Officer. He has served in this position since February 2011. Prior to this position, Mr. Bergren served as President and Chief Concept Officer of Pizza Hut, a position he held beginning in November 2006. Mr. Bergren served as Chief Marketing Officer of KFC and YUM from August 2003 to November 2006.

Jonathan D. Blum, 53, is Senior Vice President and Chief Public Affairs Officer of YUM. He has served in this position since July 1997.

Anne P. Byerlein, 53, is Chief People Officer of YUM. She has served in this position since December 2002.

Christian L. Campbell, 61, is Senior Vice President, General Counsel, Secretary and Chief Franchise Policy Officer of YUM. He has served as Senior Vice President, General Counsel and Secretary since September 1997 and Chief Franchise Policy Officer since January 2003.

Richard T. Carucci, 54, is Chief Financial Officer of YUM. He has served in this position since March 2005. From October 2004 to February 2005, he served as Senior Vice President, Finance and Chief Financial Officer - Designate of YUM.

Greg Creed, 54, is Chief Executive Officer of Taco Bell. He has served in this position since February 2011. Prior to this position, Mr. Creed served as President and Chief Concept Officer of Taco Bell, a position he held beginning in December 2006. Mr. Creed served as Chief Operating Officer of YUM from December 2005 to November 2006.

Roger Eaton, 51, is YUM Chief Operations Officer. He has served in this position since November 2011. Prior to this position, Mr. Eaton served as Chief Executive Officer of KFC U.S. and YUM Operational Excellence Officer from February 2011 to November 2011. He was President and Chief Concept Officer of KFC from June 2008 to February 2011. Mr. Eaton served as Chief Operating and Development Officer of YUM from April 2008 to June 2008 and as Chief Operating and Development Officer - Designate from January 2008 until April 2008. From 2000 until January 2008, he was Senior Vice President/Managing Director of YUM Restaurants International South Pacific.

Muktesh Pant, 57, is Chief Executive Officer of YRI. He has served in this position since December 2011. Prior to this position he served as President of YRI from May 2010 to December 2011 and as President of Global Brand Building for YUM from February 2009 to December 2011. He served as the Chief Marketing Officer of YRI from July 2005 to May 2010. Mr. Pant was the Global Chief Concept Officer-YUM and President of Taco Bell International from February 2008 to January 2009. From December 2006 to January 2008 he was the Chief Concept Officer of Taco Bell International.

David E. Russell, 42, is Vice President and Corporate Controller of YUM. He has served in this position since February 2011. From November 2010 to February 2011, Mr. Russell served as Vice President, Controller-Designate. From January 2008 to November 2010, he served as Vice President and Assistant Controller and from 2005 to 2008 he served as Senior Director, Finance.

Executive officers are elected by and serve at the discretion of the Board of Directors.

PART II

Item 5. Market for the Registrant's Common Stock, Related Stockholder Matters and Issuer Purchases of Equity Securities.

The Company's Common Stock trades under the symbol YUM and is listed on the New York Stock Exchange ("NYSE"). The following sets forth the high and low NYSE composite closing sale prices by quarter for the Company's Common Stock and dividends per common share.

2011				
Quarter	High	Low	Dividends Declared	Dividends Paid
First	\$ 52.85	\$ 46.40	\$ —	\$ 0.25
Second	56.69	49.42	0.50	0.25
Third	56.75	47.82	—	0.25
Fourth	59.58	48.12	0.57	0.285

2010				
Quarter	High	Low	Dividends Declared	Dividends Paid
First	\$ 38.64	\$ 32.72	\$ 0.21	\$ 0.21
Second	43.94	37.92	0.21	0.21
Third	44.35	38.53	—	0.21
Fourth	51.90	43.85	0.50	0.25

In 2011, the Company declared two cash dividends of \$0.25 per share and two cash dividends of \$0.285 per share of Common Stock, one of which had a distribution date of February 3, 2012. In 2010, the Company declared two cash dividends of \$0.21 per share and two cash dividends of \$0.25 per share of Common Stock, one of which was paid in 2011. The Company is targeting an annual dividend payout ratio of 35% to 40% of net income.

As of February 14, 2012, there were 67,435 registered holders of record of the Company's Common Stock.

The Company had no sales of unregistered securities during 2011, 2010 or 2009.

Issuer Purchases of Equity Securities

The following table provides information as of December 31, 2011 with respect to shares of Common Stock repurchased by the Company during the quarter then ended:

Fiscal Periods	Total number of shares purchased (thousands)	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs (thousands)	Approximate dollar value of shares that may yet be purchased under the plans or programs (millions)
Period 10 9/4/11 – 10/1/11	647	\$ 50.80	647	\$ 343
Period 11 10/2/11 – 10/29/11	1,794	\$ 49.73	1,794	\$ 253
Period 12 10/30/11 – 11/26/11	753	\$ 53.75	753	\$ 963
Period 13 11/27/11 – 12/31/11	435	\$ 56.93	435	\$ 938
Total	3,629	\$ 51.62	3,629	\$ 938

On January 27, 2011, our Board of Directors authorized share repurchases through July 2012, of up to \$750 million (excluding applicable transaction fees) of our outstanding Common Stock. On November 18, 2011, our Board of Directors authorized additional share repurchases through May 2013 of up to \$750 million (excluding applicable transaction fees) of our outstanding Common Stock. For the quarter ended December 31, 2011, all share repurchases were made pursuant to the January 2011 authorization.

Stock Performance Graph

This graph compares the cumulative total return of our Common Stock to the cumulative total return of the S&P 500 Stock Index and the S&P 500 Consumer Discretionary Sector, a peer group that includes YUM, for the period from December 29, 2006 to December 30, 2011, the last trading day of our 2011 fiscal year. The graph assumes that the value of the investment in our Common Stock and each index was \$100 at December 29, 2006 and that all dividends were reinvested.

	12/29/2006	12/28/2007	12/26/2008	12/24/2009	12/23/2010	12/30/2011
YUM!	\$ 100	\$ 133	\$ 107	\$ 128	\$ 183	\$ 222
S&P 500	\$ 100	\$ 106	\$ 64	\$ 85	\$ 97	\$ 99
S&P Consumer Discretionary	\$ 100	\$ 87	\$ 56	\$ 83	\$ 105	\$ 111

Fiscal year 2011 includes 53 weeks and fiscal years 2010, 2009, 2008 and 2007 include 52 weeks. See Management's Discussion and Analysis of Financial Condition and Results of Operations ("MD&A") for discussion of the impact of the 53rd week in fiscal year 2011.

The selected financial data should be read in conjunction with the Consolidated Financial Statements.

- (a) See Note 4 for discussion of Refranchising and Store Closure and Impairment Activity.
- (b) Fiscal years 2011, 2010 and 2009 include the impact of Special Items described in further detail within our MD&A. Fiscal year 2009 also included a non-cash charge of \$12 million to write-off goodwill related to our Pizza Hut Korea business. Fiscal year 2008 also included a pre-tax gain of \$100 million related to the sale of our interest in our unconsolidated affiliate in Japan.
- (c) In addition to the results provided in accordance with U.S. Generally Accepted Accounting Principles ("GAAP") throughout this document, the Company has provided non-GAAP measurements which present operating results on a basis before Special Items. The Company uses earnings before Special Items as a key performance measure of results of operations for the purpose of evaluating performance internally. This non-GAAP measurement is not intended to replace the presentation of our financial results in accordance with GAAP. Rather, the Company believes that the presentation of earnings before Special Items provides additional information to investors to facilitate the comparison of past and present operations, excluding items that the Company does not believe are indicative of our ongoing operations due to their size and/or nature. The 2011, 2010 and 2009 Special Items are discussed in further detail within the MD&A.
- (d) Franchisee and System units at 2011 reflect the LJS and A&W divestitures. See Restaurant Unit Activity within our MD&A for further detail.
- (e) System sales growth includes the results of all restaurants regardless of ownership, including Company-owned, franchise, unconsolidated affiliate and license restaurants. Sales of franchise, unconsolidated affiliate and license restaurants generate franchise and license fees for the Company (typically at a rate of 4% to 6% of sales). Franchise, unconsolidated affiliate and license restaurant sales are not included in Company sales on the Consolidated Statements of Income; however, the franchise and license fees are included in the Company's revenues. We believe system sales growth is useful to investors as a significant indicator of the overall strength of our business as it incorporates all our revenue drivers, Company and franchise same-store sales as well as net unit development. Same-store sales growth includes the estimated growth in sales of all restaurants that have been open one year or more.
- (f) Local currency represents the percentage change excluding the impact of foreign currency translation. These amounts are derived by translating current year results at prior year average exchange rates. We believe the elimination of the foreign currency translation impact provides better year-to-year comparability without the distortion of foreign currency fluctuations.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Introduction and Overview

The following Management's Discussion and Analysis ("MD&A"), should be read in conjunction with the Consolidated Financial Statements on pages 48 through 93 ("Financial Statements") and the Forward-Looking Statements on page 2 and the Risk Factors set forth in Item 1A. Throughout the MD&A, YUM! Brands, Inc. ("YUM" or the "Company") makes reference to certain performance measures as described below.

- The Company provides the percentage changes excluding the impact of foreign currency translation ("FX" or "Forex"). These amounts are derived by translating current year results at prior year average exchange rates. We believe the elimination of the foreign currency translation impact provides better year-to-year comparability without the distortion of foreign currency fluctuations.
- System sales growth includes the results of all restaurants regardless of ownership, including Company-owned, franchise, unconsolidated affiliate and license restaurants. Sales of franchise, unconsolidated affiliate and license restaurants generate franchise and license fees for the Company (typically at a rate of 4% to 6% of sales). Franchise, unconsolidated affiliate and license restaurant sales are not included in Company sales on the Consolidated Statements of Income; however, the franchise and license fees are included in the Company's revenues. We believe system sales growth is useful to investors as a significant indicator of the overall strength of our business as it incorporates all of our revenue drivers, Company and franchise same-store sales as well as net unit development.
- Same-store sales is the estimated growth in sales of all restaurants that have been open one year or more.
- Company restaurant profit is defined as Company sales less expenses incurred directly by our Company restaurants in generating Company sales. Company restaurant margin as a percentage of sales is defined as Company restaurant profit divided by Company sales.
- Operating margin is defined as Operating Profit divided by Total revenue.

All Note references herein refer to the Notes to the Financial Statements on pages 54 through 93. Tabular amounts are displayed in millions of U.S. dollars except per share and unit count amounts, or as otherwise specifically identified.

Description of Business

YUM is the world's largest restaurant company in terms of system restaurants with approximately 37,000 restaurants in more than 120 countries and territories operating under the KFC, Pizza Hut or Taco Bell brands. In December of 2011 we sold our Long John Silver's ("LJS") and A&W All American Food Restaurants ("A&W") brands to key franchise leaders and strategic investors in separate transactions. The results for these businesses through the sale dates are included in the Company's results for 2011, 2010 and 2009. The Company's restaurant brands – KFC, Pizza Hut and Taco Bell – are the global leaders in the chicken, pizza and Mexican-style food categories, respectively. Of the approximately 37,000 restaurants, 20% are operated by the Company, 74% are operated by franchisees and unconsolidated affiliates and 6% are operated by licensees.

YUM's business consists of three reporting segments: China Division ("China"), YUM Restaurants International ("YRI" or "International Division") and the United States. The China Division includes only mainland China, and YRI includes the remainder of our international operations. The China Division, YRI and Taco Bell U.S. now represent approximately 90% of the Company's operating profits, excluding Corporate and unallocated income and expenses.

Strategies

The Company continues to focus on four key strategies:

Build Leading Brands in China in Every Significant Category – The Company has developed the KFC and Pizza Hut brands into the leading quick service and casual dining restaurants, respectively, in mainland China. Additionally, the Company owns and operates the distribution system for its restaurants in China which we believe provides a significant competitive advantage. Given this strong competitive position, a growing economy and a population of 1.3 billion in mainland China, the Company is rapidly adding KFC and Pizza Hut Casual Dining restaurants and testing the additional restaurant concepts of Pizza Hut Home Service (pizza delivery) and East Dawning (Chinese food). Additionally, on February 1, 2012 we acquired an additional 66% interest in

Little Sheep Group Ltd. ("Little Sheep"), a leading casual dining concept in China. This acquisition brought our total ownership to approximately 93% of the business. Our ongoing earnings growth model in China includes double-digit percentage unit growth, system sales growth of at least 13%, same-store sales growth of at least 5% and moderate leverage of our General and Administrative ("G&A") infrastructure, which we expect to drive Operating Profit growth of 15%.

Drive Aggressive International Expansion and Build Strong Brands Everywhere – The Company and its franchisees opened over 900 new restaurants in 2011 in the Company's International Division, representing 12 straight years of opening over 700 restaurants, making YRI one of the leading international retail developers in terms of units opened. The Company expects to continue to experience strong growth by building out existing markets and growing in new markets including France, Germany, Russia and across Africa. The International Division's Operating Profit has experienced a 9-year compound annual growth rate of 12%. Our ongoing earnings growth model for YRI includes Operating Profit growth of 10% driven by 3-4% unit growth, system sales growth of 6%, at least 2-3% same-store sales growth, margin improvement and leverage of our G&A infrastructure.

Dramatically Improve U.S. Brand Positions, Consistency and Returns – The Company continues to focus on improving its U.S. position through differentiated products and marketing and an improved customer experience. The Company also strives to provide industry-leading new product innovation which adds sales layers and expands day parts. We continue to evaluate our returns and ownership positions with an earn-the-right-to-own philosophy on Company-owned restaurants. Our ongoing earnings growth model calls for Operating Profit growth of 5% in the U.S.

Drive Industry-Leading, Long-Term Shareholder and Franchisee Value – The Company is focused on delivering high returns and returning substantial cash flows to its shareholders via dividends and share repurchases. The Company has one of the highest returns on invested capital in the Quick Service Restaurants ("QSR") industry. The Company's dividend and share repurchase programs have returned over \$2.1 billion and \$6.7 billion to shareholders, respectively, since 2004. The Company is targeting an annual dividend payout ratio of 35% to 40% of net income and has increased the quarterly dividend at a double-digit rate each year since inception in 2004. Shares are repurchased opportunistically as part of our regular capital structure decisions.

The ongoing earnings growth rates referenced above represent our average annual expectations for the next several years. Details of our 2012 Guidance by division as presented on December 7, 2011 can be found online at <http://www.yum.com>.

2011 Highlights

- Worldwide system sales grew 7% prior to foreign currency translation, including 29% in China and 8% at YRI. System sales in the U.S. were flat.
- Same-store sales grew 19% in China, 3% at YRI and declined 1% in the U.S.
- Record International development with 1,561 new restaurants including 656 in China and 905 at YRI.
- Worldwide operating profit grew 8%, including a positive impact from foreign currency translation of \$77 million. Prior to foreign currency translation, operating profit grew 4%, including 15% in China and 9% at YRI, offsetting a 12% decline in the U.S.
- Worldwide restaurant margin declined 0.9 points to 16.0%.
- Increased annual dividend rate to \$1.14 per share and repurchased 14.3 million shares totaling \$733 million at an average price of \$51.
- Increased return on invested capital to over 22%

All preceding comparisons are versus the same period a year ago and exclude the impact of Special Items. See the Significant Known Events, Trends or Uncertainties Impacting or Expected to Impact Comparisons of Reported or Future Results section of this MD&A for a description of Special Items.

Results of Operations

	Amount			% B/(W)	
	2011	2010	2009	2011	2010
Company sales	\$ 10,893	\$ 9,783	\$ 9,413	11	4
Franchise and license fees and income	1,733	1,560	1,423	11	10
Total revenues	\$ 12,626	\$ 11,343	\$ 10,836	11	5
Company restaurant profit	\$ 1,753	\$ 1,663	\$ 1,479	6	12
% of Company sales	16.1%	17.0%	15.7%	(0.9) ppts.	1.3 ppts.
Operating Profit	\$ 1,815	\$ 1,769	\$ 1,590	3	11
Interest expense, net	156	175	194	11	9
Income tax provision	324	416	313	22	(33)
Net Income – including noncontrolling interest	1,335	1,178	1,083	13	9
Net Income – noncontrolling interest	16	20	12	18	(60)
Net Income – YUM! Brands, Inc.	\$ 1,319	\$ 1,158	\$ 1,071	14	8
Diluted EPS ^(a)	\$ 2.74	\$ 2.38	\$ 2.22	15	7
Diluted EPS before Special Items ^(a)	\$ 2.87	\$ 2.53	\$ 2.17	14	17
Reported Effective tax rate	19.5%	26.1%	22.4%		
Effective tax rate before Special Items	24.2%	25.3%	23.1%		

(a) See Note 3 for the number of shares used in these calculations.

Significant Known Events, Trends or Uncertainties Impacting or Expected to Impact Comparisons of Reported or Future Results

Special Items

In addition to the results provided in accordance with U.S. Generally Accepted Accounting Principles (“GAAP”) above and throughout this document, the Company has provided non-GAAP measurements which present operating results in 2011, 2010 and 2009 on a basis before Special Items. Included in Special Items are the impact of measures we took to transform our U.S. business (“the U.S. business transformation measures”) including: U.S. refranchising gains (losses), the depreciation reduction arising from the impairment of KFC restaurants we offered to sell in 2010 that remained Company restaurants for some or all of the periods presented, charges relating to U.S. G&A productivity initiatives and realignment of resources, investments in our U.S. Brands and a 2009 U.S. Goodwill impairment charge. Special Items also include losses and other costs related to the LJS and A&W divestitures, the losses associated with refranchising equity markets outside the U.S., the depreciation reduction from the impairment of Pizza Hut UK restaurants upon our decision to refranchise these restaurants in 2011 and the 2009 gain upon our acquisition of additional ownership in, and consolidation of, the operating entity that owns the KFCs in Shanghai, China. These amounts are further described below.

The Company uses earnings before Special Items as a key performance measure of results of operations for the purpose of evaluating performance internally, and Special Items are not included in our China, YRI or U.S. segment results. This non-GAAP measurement is not intended to replace the presentation of our financial results in accordance with GAAP. Rather, the Company believes that the presentation of earnings before Special Items provides additional information to investors to facilitate the comparison of past and present operations, excluding items in 2011, 2010 and 2009 that the Company does not believe are indicative of our ongoing operations due to their size and/or nature.

	Year		
	12/31/2011	12/25/2010	12/26/2009
Detail of Special Items			
U.S. Refranchising gain (loss)	\$ (17)	\$ (18)	\$ 34
Depreciation reduction from KFC U.S. restaurants impaired upon offer to sell	10	9	—
Charges relating to U.S. G&A productivity initiatives and realignment of resources	(21)	(9)	(16)
Investments in our U.S. Brands	—	—	(32)
LJS and A&W Goodwill impairment charge	—	—	(26)
Losses and other costs relating to the LJS and A&W divestitures	(86)	—	—
Losses associated with refranchising equity markets outside the U.S.	(76)	(59)	(10)
Depreciation reduction from Pizza UK restaurants impaired upon decision to sell	3	—	—
Gain upon consolidation of a former unconsolidated affiliate in China	—	—	68
Special Items Income (Expense)	(187)	(77)	18
Tax Benefit (Expense) on Special Items ^(a)	123	7	5
Special Items Income (Expense), net of tax	<u>\$ (64)</u>	<u>\$ (70)</u>	<u>\$ 23</u>
Average diluted shares outstanding	<u>481</u>	<u>486</u>	<u>483</u>
Special Items diluted EPS	<u>\$ (0.13)</u>	<u>\$ (0.15)</u>	<u>\$ 0.05</u>
Reconciliation of Operating Profit Before Special Items to Reported Operating Profit			
Operating Profit before Special Items	\$ 2,002	\$ 1,846	\$ 1,572
Special Items Income (Expense)	(187)	(77)	18
Reported Operating Profit	<u>\$ 1,815</u>	<u>\$ 1,769</u>	<u>\$ 1,590</u>
Reconciliation of EPS Before Special Items to Reported EPS			
Diluted EPS before Special Items	\$ 2.87	\$ 2.53	\$ 2.17
Special Items EPS	(0.13)	(0.15)	0.05
Reported EPS	<u>\$ 2.74</u>	<u>\$ 2.38</u>	<u>\$ 2.22</u>
Reconciliation of Effective Tax Rate Before Special Items to Reported Effective Tax Rate			
Effective Tax Rate before Special Items	24.2 %	25.3%	23.1 %
Impact on Tax Rate as a result of Special Items ^(a)	(4.7)%	0.8%	(0.7)%
Reported Effective Tax Rate	<u>19.5 %</u>	<u>26.1%</u>	<u>22.4 %</u>

(a) The tax benefit (expense) was determined based upon the impact of the nature, as well as the jurisdiction of the respective individual components within Special Items.

U.S. Business Transformation

The U.S. business transformation measures in 2011, 2010 and 2009 included: continuation of our U.S. refranchising; G&A productivity initiatives and realignment of resources (primarily severance and early retirement costs); a reduced emphasis on multi-branding as a long-term growth strategy; and investments in our U.S. Brands made on behalf of our franchisees such as equipment purchases.

In the years ended December 31, 2011 and December 25, 2010, we recorded pre-tax losses of \$17 million and \$18 million from refranchising in the U.S., respectively. In the year ended December 26, 2009, we recorded a pre-tax refranchising gain of \$34 million in the U.S. The losses recorded in the years ended December 31, 2011 and December 25, 2010 are primarily the net result of gains from restaurants sold and non-cash impairment charges related to our offers to refranchise restaurants in the U.S., principally a substantial portion of our Company-operated KFC restaurants. The non-cash impairment charges that we recorded related to our offers to refranchise these Company-operated KFC restaurants in the U.S. decreased depreciation expense versus what we would have otherwise recorded by \$10 million and \$9 million in the years ended December 31, 2011 and December 25, 2010, respectively. This depreciation reduction was recorded as a Special Item, resulting in depreciation expense in the U.S. segment

results continuing to be recorded at the rate at which it was prior to the impairment charges being recorded for these restaurants. Refranchising gains and losses are more fully discussed in Note 4 and the Store Portfolio Strategy Section of the MD&A.

In connection with our G&A productivity initiatives and realignment of resources (primarily severance and early retirement costs), we recorded pre-tax charges of \$21 million, \$9 million and \$16 million in the years ended December 31, 2011, December 25, 2010 and December 26, 2009, respectively.

As a result of a decline in future profit expectations for our LJS and A&W U.S. businesses due in part to the impact of a reduced emphasis on multi-branding, we recorded a non-cash charge of \$26 million, which resulted in no related income tax benefit, in Closures and impairment expenses in the fourth quarter of 2009 to write-off goodwill associated with our LJS and A&W U.S. businesses we owned at the time.

Additionally, the Company recognized a reduction to Franchise and license fees and income of \$32 million, pre-tax, in the year ended December 26, 2009 related to investments in our U.S. Brands. These investments reflected our reimbursements to KFC franchisees for installation costs of ovens for the national launch of Kentucky Grilled Chicken. The reimbursements were recorded as a reduction to Franchise and license fees and income as we would not have provided the reimbursements absent the ongoing franchisee relationship.

LJS and A&W Divestitures

During the fourth quarter of 2011 we sold the Long John Silver's and A&W All American Food Restaurants brands to key franchise leaders and strategic investors in separate transactions.

We recognized \$86 million of pre-tax losses and other costs primarily in Closures and impairment (income) expenses during 2011 as a result of these transactions. Additionally, we recognized \$104 million of tax benefits related to tax losses associated with the transactions.

In 2011, these businesses contributed 5% to both System sales and Franchise and license fees and income for the U.S. segment, and 1% to both System sales and Franchise and license fees and income for the YRI segment. While these businesses contributed 1% to both the U.S. and YRI segments' Operating Profit in 2011, the impact on our consolidated Operating Profit was not significant.

Refranchising of Equity Markets Outside the U.S.

During the year ended December 31, 2011, we decided to refranchise or close all of our remaining Company-operated Pizza Hut restaurants in the UK market. While an asset group comprising approximately 350 dine-in restaurants did not meet the criteria for held-for-sale classification as of December 31, 2011, our decision to sell was considered an impairment indicator. As such we reviewed this asset group for potential impairment and determined that its carrying value was not recoverable based upon our estimate of expected refranchising proceeds and holding period cash flows anticipated while we continue to operate the restaurants as company units. Accordingly, we wrote this asset group down to our estimate of its fair value, which is based on the sales price we would expect to receive from a buyer. This fair value determination considered current market conditions, trends in the Pizza Hut UK business, and prices for similar transactions in the restaurant industry and resulted in a pre-tax, non-cash write-down of \$74 million which was recorded to Refranchising (gain) loss. This impairment charge decreased depreciation expense versus what would have otherwise been recorded by approximately \$3 million in 2011. This depreciation reduction was recorded as a Special Item, resulting in depreciation expense in the YRI segment results continuing to be recorded at the rate at which it was prior to the impairment charges being recorded for these restaurants. We will continue to review the asset group for any further necessary impairment until the date it is sold. The write-down does not include any allocation of the Pizza Hut UK reporting unit goodwill in the asset group carrying value. This additional non-cash write-down would be recorded, consistent with our historical policy, if the asset group ultimately meets the criteria to be classified as held for sale. Upon the ultimate sale of the restaurants, depending on the form of the transaction, we could also be required to record a charge for the fair value of any guarantee of future lease payments for any leases we assign to a franchisee and for the cumulative foreign currency translation adjustment associated with Pizza Hut UK. The decision to refranchise or close all remaining Pizza Hut restaurants in the UK was considered to be a goodwill impairment indicator. We determined that the fair value of our Pizza Hut UK reporting unit exceeded its carrying value and as such there was no impairment of the approximately \$100 million in goodwill attributable to this reporting unit. We also recorded a \$2 million loss in Refranchising (gain) loss for obligations that we believe are probable related to the proposed refranchising of Pizza Hut UK.

In the fourth quarter of 2010 we recorded a \$52 million loss on the refranchising of our Mexico equity market as we sold all of our Company-operated restaurants, comprised of 222 KFC and 123 Pizza Huts, to an existing Latin American franchise partner. The buyer is also serving as the master franchisee for Mexico which had 102 KFCs and 53 Pizza Hut franchise restaurants at the time

of the transaction. The write-off of goodwill included in this loss was minimal as our Mexico reporting unit included an insignificant amount of goodwill. This loss did not result in a related income tax benefit.

During the year ended December 26, 2009 we recognized a non-cash \$10 million refranchising loss as a result of our decision to offer to refranchise our KFC Taiwan equity market. During the year ended December 25, 2010 we refranchised all of our remaining company restaurants in Taiwan, which consisted of 124 KFCs. We included in our December 25, 2010 financial statements a non-cash write-off of \$7 million of goodwill in determining the loss on refranchising of Taiwan. Neither of these losses resulted in a related income tax benefit. The amount of goodwill write-off was based on the relative fair values of the Taiwan business disposed of and the portion of the business that was retained. The fair value of the business disposed of was determined by reference to the discounted value of the future cash flows expected to be generated by the restaurants and retained by the franchisee, which included a deduction for the anticipated royalties the franchisee was estimated to pay the Company associated with the franchise agreement entered into in connection with this refranchising transaction. The fair value of the Taiwan business retained consisted of expected net cash flows to be derived from royalties from franchisees, including the royalties associated with the franchise agreement entered into in connection with this refranchising transaction. We believe the terms of the franchise agreement entered into in connection with the Taiwan refranchising were substantially consistent with market. The remaining carrying value of goodwill related to our Taiwan business of \$30 million, was determined not to be impaired subsequent to the refranchising as the fair value of the Taiwan reporting unit exceeded its carrying amount.

Consolidation of a Former Unconsolidated Affiliate in Shanghai, China

On May 4, 2009 we acquired an additional 7% ownership in the entity that operates more than 200 KFCs in Shanghai, China for \$12 million, increasing our ownership to 58%. Prior to our acquisition of this additional interest, this entity was accounted for as an unconsolidated affiliate under the equity method of accounting. Concurrent with the acquisition we received additional rights in the governance of the entity and thus we began consolidating the entity upon acquisition. As required by GAAP, we remeasured our previously held 51% ownership in the entity, which had a recorded value of \$17 million at the date of acquisition, at fair value and recognized a gain of \$68 million accordingly. This gain, which resulted in no related income tax expense, was recorded in Other (income) expense in our 2009 Consolidated Statement of Income.

Under the equity method of accounting, we previously reported our 51% share of the net income of the unconsolidated affiliate (after interest expense and income taxes) as Other (income) expense in the Consolidated Statements of Income. We also recorded a franchise fee for the royalty received from the restaurants owned by the unconsolidated affiliate. Subsequent to the date of the acquisition, we reported the results of operations for the entity in the appropriate line items of our Consolidated Statements of Income. We no longer recorded franchise fee income for these restaurants nor did we report Other (income) expense as we did under the equity method of accounting. Net income attributable to our partner's ownership percentage is recorded in Net Income – noncontrolling interests. For the year ended December 25, 2010, the consolidation of the existing restaurants upon acquisition increased Company sales by \$98 million, decreased Franchise and license fees and income by \$6 million and increased Operating Profit by \$3 million versus the year ended December 26, 2009. The impact of the acquisition on Net Income – YUM! Brands, Inc. was not significant to the year ended December 25, 2010.

Extra Week in 2011

Our fiscal calendar results in a 53rd week every five or six years. Fiscal year 2011 included a 53rd week in the fourth quarter for all our U.S. businesses and certain of our YRI businesses that report on a period, as opposed to a monthly, basis. Our China Division reports on a monthly basis and thus did not have a 53rd week.

See the System Sales Growth section within our MD&A for further discussion on the impact of 53rd week on system sales. The following table summarizes the estimated impact of the 53rd week on revenues and operating profit:

	U.S.	YRI	Unallocated	Total
Revenues				
Company sales	\$ 43	\$ 29	\$ —	\$ 72
Franchise and license fees	13	6	—	19
Total Revenues	\$ 56	\$ 35	\$ —	\$ 91
Operating profit				
Franchise and license fees	\$ 13	\$ 6	\$ —	\$ 19
Restaurant profit	9	6	—	15
General and administrative expenses	(4)	(4)	(1)	(9)
Operating profit ^(a)	<u>\$ 18</u>	<u>\$ 8</u>	<u>\$ (1)</u>	<u>\$ 25</u>

- (a) The \$25 million benefit was offset throughout 2011 by investments, including franchise development incentives, as well as higher-than-normal spending, such as restaurant closures in the U.S. and YRI.

Acquisition of Controlling Interest in Little Sheep

On February 1, 2012 we paid \$584 million to acquire an additional 66% interest in Little Sheep, a leading Chinese casual dining concept with approximately 450 system-wide restaurants headquartered in Inner Mongolia, China. This acquisition brought our total ownership to approximately 93% of the business. We expect that the consolidation of Little Sheep will increase our revenue in China in 2012 by approximately 5%, with only a corresponding modest impact to Operating profit given the transaction and transition related costs we expect to incur in our initial year of ownership.

YRI Acquisitions

On October 31, 2011 YRI acquired 68 KFC restaurants from an existing franchisee in South Africa for \$71 million.

On July 1, 2010, we completed the exercise of our option with our Russian partner to purchase their interest in the co-branded Rostik's-KFC restaurants across Russia and the Commonwealth of Independent States. As a result, we acquired company ownership of 50 restaurants and gained full rights and responsibilities as franchisor of 81 restaurants, which our partner previously managed as master franchisee. We paid cash of \$60 million, net of settlement of a long-term note receivable of \$11 million, and assumed long-term debt of \$10 million which was subsequently repaid. The remaining balance of the purchase price of \$12 million will be paid in cash by July 2012.

The impact of consolidating these businesses on all line-items within our Consolidated Statement of Income was insignificant to the comparison of our year-over-year results and is not expected to materially impact our results going forward.

Pizza Hut South Korea Goodwill Impairment

As a result of a decline in future profit expectations for our Pizza Hut South Korea business, we recorded a goodwill impairment charge of \$12 million for this market during 2009. This charge was recorded in Closure and impairment (income) expenses in our Consolidated Statement of Income and was allocated to our International Division for performance reporting purposes.

Store Portfolio Strategy

From time to time we sell Company restaurants to existing and new franchisees where geographic synergies can be obtained or where franchisees' expertise can generally be leveraged to improve our overall operating performance, while retaining Company ownership of strategic U.S. and international markets in which we choose to continue investing capital. In the U.S., we are targeting Company ownership of KFC, Pizza Hut and Taco Bell restaurants of about 8%, down from its current level of 13%, with our primary remaining focus being refranchising at KFC and Taco Bell to about 5% and 16% Company ownership, respectively. Consistent with this strategy, 404, 404 and 541 Company restaurants in the U.S. were sold to franchisees in the years ended December 31, 2011, December 25, 2010 and December 26, 2009, respectively. At December 31, 2011, we have offered for refranchising approximately 250 KFCs in the U.S. Additionally, we have offered for refranchise all remaining Company-owned restaurants in the Pizza Hut UK business (approximately 420 restaurants remaining as of December 31, 2011) and during 2010, we refranchised all Company-owned KFCs and Pizza Huts in Mexico (345 restaurants) and KFCs in Taiwan (124 restaurants).

The following table summarizes our worldwide refranchising activities:

	2011	2010	2009
Number of units refranchised	529	949	613
Refranchising proceeds, pre-tax	\$ 246	\$ 265	\$ 194
Refranchising (gain) loss, pre-tax	\$ 72	\$ 63	\$ (26)

Refranchisings reduce our reported revenues and restaurant profits and increase the importance of system sales growth as a key performance measure. Additionally, G&A expenses will decline over time as a result of these refranchising activities. The timing of G&A declines will vary and often lag the actual refranchising activities as the synergies are typically dependent upon the size and geography of the respective deals. G&A expenses included in the tables below reflect only direct G&A that we no longer incurred as a result of stores that were operated by us for all or a portion of the respective previous year and were no longer operated by us as of the last day of the respective current year.

The impact on Operating Profit arising from refranchising is the net of (a) the estimated reductions in restaurant profit, which reflects the decrease in Company sales, and G&A expenses and (b) the increase in franchise fees from the restaurants that have been refranchised. The tables presented below reflect the impacts on Total revenues and on Operating Profit from stores that were operated by us for all or some portion of the respective previous year and were no longer operated by us as of the last day of the respective current year. In these tables, Decreased Company sales and Decreased Restaurant profit represents the amount of sales or restaurant profit earned by the refranchised restaurants during the period we owned them in the prior year but did not own them in the current year. Increased Franchise and license fees represents the franchise and license fees from the refranchised restaurants that were recorded by the Company in the current year during periods in which the restaurants were Company stores in the prior year.

The following table summarizes the impact of refranchising on Total revenues as described above:

	2011			
	China	YRI	U.S.	Worldwide
Decreased Company sales	\$ (36)	\$ (311)	\$ (404)	\$ (751)
Increased Franchise and license fees and income	6	25	27	58
Decrease in Total revenues	<u>\$ (30)</u>	<u>\$ (286)</u>	<u>\$ (377)</u>	<u>\$ (693)</u>

	2010			
	China	YRI	U.S.	Worldwide
Decreased Company sales	\$ (20)	\$ (183)	\$ (401)	\$ (604)
Increased Franchise and license fees and income	3	9	25	37
Decrease in Total revenues	<u>\$ (17)</u>	<u>\$ (174)</u>	<u>\$ (376)</u>	<u>\$ (567)</u>

The following table summarizes the impact of refranchising on Operating Profit as described above:

	2011			
	China	YRI	U.S.	Worldwide
Decreased Restaurant profit	\$ (5)	\$ (25)	\$ (43)	\$ (73)
Increased Franchise and license fees and income	6	25	27	58
Increased Franchise and license expenses	(2)	(2)	(2)	(6)
Decreased G&A	—	21	6	27
Increase (decrease) in Operating Profit	<u>\$ (1)</u>	<u>\$ 19</u>	<u>\$ (12)</u>	<u>\$ 6</u>

2010

	China	YRI	U.S.	Worldwide
Decreased Restaurant profit	\$ (3)	\$ (5)	\$ (44)	\$ (52)
Increased Franchise and license fees and income	3	9	25	37
Increased Franchise and license expenses	—	—	—	—
Decreased G&A	—	9	6	15
Increase (decrease) in Operating Profit	\$ —	\$ 13	\$ (13)	\$ —

Internal Revenue Service Proposed Adjustment

On June 23, 2010 the Company received a Revenue Agent Report from the Internal Revenue Service (the “IRS”) relating to its examination of our U.S. federal income tax returns for fiscal years 2004 through 2006. The IRS has proposed an adjustment to increase the taxable value of rights to intangibles used outside the U.S. that YUM transferred to certain of its foreign subsidiaries. The proposed adjustment would result in approximately \$700 million of additional taxes plus net interest to date of approximately \$170 million. Furthermore, if the IRS prevails it is likely to make similar claims for years subsequent to fiscal 2006. The potential additional taxes for these later years, through 2011, computed on a similar basis to the 2004-2006 additional taxes, would be approximately \$350 million plus net interest to date of approximately \$25 million.

We believe that the Company has properly reported taxable income and paid taxes in accordance with applicable laws and that the proposed adjustment is inconsistent with applicable income tax laws, Treasury Regulations and relevant case law. We intend to defend our position vigorously and have filed a protest with the IRS. As the final resolution of the proposed adjustment remains uncertain, the Company will continue to provide for its position in accordance with GAAP. There can be no assurance that payments due upon final resolution of this issue will not exceed our currently recorded reserve and such payments could have a material adverse effect on our financial position. Additionally, if increases to our reserves are deemed necessary due to future developments related to this issue, such increases could have a material, adverse effect on our results of operations as they are recorded. The Company does not expect resolution of this matter within twelve months and cannot predict with certainty the timing of such resolution.

International Reporting Change

In the first quarter of 2012, we will begin reporting information for our India business as a standalone reporting segment separate from YRI as a result of changes to our management reporting structure. While our consolidated results will not be impacted, we will restate our historical segment information during 2012 for consistent presentation. This new segment will also include the franchise businesses in the neighboring countries of Bangladesh, Mauritius, Nepal and Sri Lanka.

Multibrand restaurants are included in the totals above. Multibrand conversions increase the sales and points of distribution for the second brand added to a restaurant but do not result in an additional unit count. Similarly, a new multibrand restaurant, while increasing sales and points of distribution for two brands, results in just one additional unit count.

System Sales Growth

The following tables detail the key drivers of system sales growth for each reportable segment by year. Net unit growth represents the net impact of actual system sales growth due to new unit openings and historical system sales lost due to closures as well as any necessary rounding.

2011 vs. 2010				
	China	YRI	U.S.	Worldwide
Same store sales growth (decline)	19%	3%	(1)%	3%
Net unit growth and other	10	4	(1)	3
Foreign currency translation	6	5	N/A	3
53 rd week impact	N/A	1	2	1
% Change	35%	13%	— %	10%
% Change, excluding forex and 53rd week	29%	7%	(2)%	6%

2010 vs. 2009				
	China	YRI	U.S.	Worldwide
Same store sales growth (decline)	6%	—%	1 %	2%
Net unit growth and other	11	4	1	2
Foreign currency translation	1	6	N/A	3
% Change	18%	10%	2 %	7%
% Change, excluding forex	17%	4%	N/A	4%

Company-Operated Store Results

The following tables detail the key drivers of the year-over-year changes of Company sales and Restaurant profit for each reportable segment by year. Store portfolio actions represent the net impact of new unit openings, acquisitions, refranchisings and store closures on Company sales or Restaurant profit. The impact of new unit openings and acquisitions represent the actual Company sales or Restaurant profit for the periods the Company operated the restaurants in the current year but did not operate them in the prior year. The impact of refranchisings and store closures represent the actual Company sales or Restaurant profit for the periods in the prior year while the Company operated the restaurants but did not operate them in the current year.

The dollar changes in Company Restaurant profit by year were as follows:

China

Income / (Expense)

2011 vs. 2010					
	2010	Store Portfolio Actions	Other	FX	2011
Company sales	\$ 4,081	\$436	\$ 720	\$ 250	\$ 5,487
Cost of sales	(1,362)	(150)	(346)	(89)	(1,947)
Cost of labor	(587)	(96)	(166)	(41)	(890)
Occupancy and other	(1,231)	(159)	(107)	(71)	(1,568)
Restaurant profit	\$ 901	\$31	\$ 101	\$ 49	\$ 1,082
Restaurant margin	22.1%				19.7%

Income / (Expense)	2010 vs. 2009				
	2009	Store Portfolio Actions	Other	FX	2010
Company sales	\$ 3,352	\$ 484	\$ 207	\$ 38	\$ 4,081
Cost of sales	(1,175)	(162)	(12)	(13)	(1,362)
Cost of labor	(447)	(78)	(56)	(6)	(587)
Occupancy and other	(1,025)	(160)	(35)	(11)	(1,231)
Restaurant profit	\$ 705	\$ 84	\$ 104	\$ 8	\$ 901
Restaurant margin	21.0%				22.1%

In 2011, the increase in China Company sales and Restaurant profit associated with store portfolio actions was primarily driven by the development of new units partially offset by lapping the benefit of our participation in the World Expo in 2010. Significant other factors impacting Company sales and/or Restaurant profit were Company same-store sales growth of 18% which was driven by transaction growth partially offset by a negative impact from sales mix shift and a new business tax that took effect December 2010, wage rate inflation of 20% as well as commodity inflation of \$90 million, or 8%.

In 2010, the increase in China Company sales and Restaurant profit associated with store portfolio actions was primarily driven by the development of new units and the acquisition of additional interest in and consolidation of a former China unconsolidated affiliate during 2009 (See Note 4 for further discussion) and \$16 million in Restaurant profit from our brands' participation in the World Expo during 2010. Significant other factors impacting Company sales and/or Restaurant profit were Company same-store sales growth of 6% and commodity deflation of \$26 million partially offset by labor inflation.

YRI

Income / (Expense)	2011 vs. 2010					
	2010	Store Portfolio Actions	Other	FX	53 rd Week	2011
Company sales	\$ 2,347	\$ (148)	\$ 62	\$ 116	\$ 29	\$ 2,406
Cost of sales	(753)	67	(36)	(38)	(9)	(769)
Cost of labor	(591)	34	(21)	(30)	(8)	(616)
Occupancy and other	(727)	49	(9)	(33)	(6)	(726)
Restaurant profit	\$ 276	\$ 2	\$ (4)	\$ 15	\$ 6	\$ 295
Restaurant margin	11.7%					12.3%

Income / (Expense)	2010 vs. 2009				
	2009	Store Portfolio Actions	Other	FX	2010
Company sales	\$ 2,323	\$ (49)	\$ (10)	\$ 83	\$ 2,347
Cost of sales	(758)	19	17	(31)	(753)
Cost of labor	(586)	20	(8)	(17)	(591)
Occupancy and other	(724)	21	—	(24)	(727)
Restaurant profit	\$ 255	\$ 11	\$ (1)	\$ 11	\$ 276
Restaurant margin	10.9%				11.7%

In 2011, the decrease in YRI Company sales associated with store portfolio actions was driven by refranchising, primarily Mexico, partially offset by new unit development. Significant other factors impacting Company sales and/or Restaurant profit were Company same-store sales growth of 3% offset by commodity inflation and higher labor costs.

In 2010, the decrease in YRI Company sales associated with store portfolio actions was driven by refranchising, primarily KFC Taiwan, partially offset by new unit development. The increase in Restaurant profit associated with store portfolio actions was driven by new unit development partially offset by refranchising. Another significant factor impacting Restaurant profit during the year was labor inflation. Company same-store sales were flat for the year.

U.S.

Income / (Expense)	2011 vs. 2010				
	2010	Store Portfolio Actions	Other	FX	53 rd Week
Company sales	\$ 3,355	\$ (322)	\$ (76)	N/A	\$ 43
Cost of sales	(976)	95	(23)	N/A	(13)
Cost of labor	(994)	101	(7)	N/A	(12)
Occupancy and other	(908)	95	13	N/A	(9)
Restaurant profit	<u>\$ 477</u>	<u>\$ (31)</u>	<u>\$ (93)</u>	<u>N/A</u>	<u>\$ 9</u>
Restaurant margin	14.2%				12.1%

Income / (Expense)	2010 vs. 2009				
	2009	Store Portfolio Actions	Other	FX	2010
Company sales	\$ 3,738	\$ (378)	\$ (5)	N/A	\$ 3,355
Cost of sales	(1,070)	103	(9)	N/A	(976)
Cost of labor	(1,121)	126	1	N/A	(994)
Occupancy and other	(1,028)	115	5	N/A	(908)
Restaurant profit	<u>\$ 519</u>	<u>\$ (34)</u>	<u>\$ (8)</u>	<u>N/A</u>	<u>\$ 477</u>
Restaurant margin	13.9%				14.2%

In 2011, the decrease in U.S. Company sales and Restaurant profit associated with store portfolio actions was primarily driven by refranchising. Significant other factors impacting Company sales and/or Restaurant profit were commodity inflation of \$55 million, or 6%, Company same-store sales declines of 3%, including a negative impact from sales mix shift, and higher self-insurance costs.

In 2010, the decrease in U.S. Company sales and Restaurant profit associated with store portfolio actions was primarily driven by refranchising. Other significant factors impacting Restaurant profit were a negative impact from sales mix shift, partially offset by commodity deflation of \$7 million. Company same-store sales were flat for the year.

Franchise and license fees and income

	Amount			% Increase (Decrease)		% Increase (Decrease) excluding foreign currency translation		% Increase (Decrease) excluding foreign currency translation and 53 rd week	
	2011	2010	2009	2011	2010	2011	2010	2011	
China	\$ 79	\$ 54	\$ 55	45	—	38	(1)	38	
YRI	868	741	665	17	11	12	6	11	
U.S.	786	765	735	3	4	N/A	N/A	1	
Unallocated	—	—	(32)	—	NM	N/A	N/A	N/A	
Worldwide	<u>\$ 1,733</u>	<u>\$ 1,560</u>	<u>\$ 1,423</u>	<u>11</u>	<u>10</u>	<u>8</u>	<u>7</u>	<u>7</u>	

China Franchise and license fees and income for 2011 was positively impacted by 12% due to the impact of refranchising. Excluding the effects of refranchising and foreign currency translation, the increase was driven by same-store sales and new unit development. China Franchise and license fees and income for 2010 was negatively impacted by 10% related to the acquisition of additional interest in, and consolidation of, an entity that operated the KFCs in Shanghai, China during 2009. See Note 4.

YRI Franchise and license fees and income for 2011 was positively impacted by 3% due to the effects of refranchising. Excluding the effects of refranchising, 53rd week and foreign currency translation, the increase was driven by net new unit development and same-store sales. YRI Franchise and license fees and income for 2010 was positively impacted by 1% due to the impact of refranchising. Excluding the impacts of refranchising and foreign currency translation, the increase was driven by net new unit development.

U.S. Franchise and license fees and income for 2011 was positively impacted by 3% due to the effects of refranchising. Excluding the effects of refranchising and 53rd week, the remaining decrease was driven by store closures and same-store sales declines, partially offset by new unit development. U.S. Franchise and license fees and income for 2010 was positively impacted by 3% due to the impact of refranchising. Excluding the impact of refranchising, the increase was driven by same-store sales, partially offset by store closures.

General and Administrative Expenses

	Amount			% Increase (Decrease)		% Increase (Decrease) excluding foreign currency translation		% Increase (Decrease) excluding foreign currency translation and 53 rd week	
	2011	2010	2009	2011	2010	2011	2010	2011	
China	\$ 275	\$ 216	\$ 188	27	15	22	15	22	
YRI	422	378	362	12	4	8	1	7	
U.S.	450	492	482	(8)	2	N/A	N/A	(9)	
Unallocated	225	191	189	18	1	N/A	N/A	17	
Worldwide	<u>\$ 1,372</u>	<u>\$ 1,277</u>	<u>\$ 1,221</u>	<u>7</u>	<u>5</u>	<u>5</u>	<u>3</u>	<u>5</u>	

The increase in China G&A expenses for 2011, excluding the impact of foreign currency translation, was driven by increased compensation costs due to wage inflation and higher headcount.

The increase in China G&A expenses for 2010, excluding the impact of foreign currency translation, was driven by increased compensation costs resulting from wage inflation and higher headcount and the impact of the consolidation of a former unconsolidated affiliate during 2009 (See Note 4 for further discussion).

The increase in YRI G&A expenses for 2011, excluding the impact of foreign currency translation and 53rd week, was driven by increased investment in strategic growth markets, including the acquisition of our Russia business in 2010, partially offset by G&A savings from refranchising all of our remaining company restaurants in Mexico.

The increase in YRI G&A expenses for 2010, excluding the impact of foreign currency translation, was driven by increased investment in strategic growth markets, including costs related to the Russia acquisition (See Note 4 for further discussion), partially offset by G&A savings from refranchising all of our remaining company restaurants in Taiwan.

The decrease in U.S. G&A expenses for 2011, excluding the impact of 53rd week, was driven by lapping of higher litigation and incentive compensation costs in 2010 and G&A savings from the actions taken as part of our U.S. business transformation measures.

The increase in U.S. G&A expenses for 2010 was driven by increased litigation and incentive compensation costs, partially offset by G&A savings from the actions taken as part of our U.S. business transformation measures and lower project spending.

The increase in Unallocated G&A expenses for 2011, excluding the impact of 53rd week, was driven primarily by actions taken as part of our U.S. business transformation measures and costs related to the LJS and A&W divestitures.

The increase in Unallocated G&A expenses for 2010 was driven by increased litigation and incentive compensation costs, partially offset by G&A savings from the actions taken as part of our U.S. business transformation measures.

Worldwide Franchise and License Expenses

Franchise and license expenses increased 32% in 2011. The increase was driven by higher franchise-related rent expense and depreciation (primarily at YRI), Pizza Hut U.S. franchise development incentives, higher provision for U.S. past-due receivables (primarily at KFC) and 2011 bi-annual YRI franchise convention costs.

Franchise and license expenses decreased 7% in 2010. The decrease was driven by lower provision for U.S. past-due receivables (primarily at KFC and Pizza Hut) and lapping 2009 international franchise convention costs.

Worldwide Other (Income) Expense	2011	2010	2009
Equity income from investments in unconsolidated affiliates	\$ (47)	\$ (42)	\$ (36)
Gain upon consolidation of a former unconsolidated affiliate in China ^(a)	—	—	(68)
Foreign exchange net (gain) loss and other	(6)	(1)	—
Other (income) expense	<u>\$ (53)</u>	<u>\$ (43)</u>	<u>\$ (104)</u>

(a) See Note 4 for further discussion of the consolidation of a former unconsolidated affiliate in China.

Worldwide Closure and Impairment Expenses and Refranchising (Gain) Loss

See the Store Portfolio Strategy section for more detail of our refranchising activity and Note 4 for a summary of the Closure and impairment expenses and Refranchising (gain) loss by reportable operating segment.

Operating Profit

	Amount			% B/(W)		% B/(W) excluding foreign currency translation	
	2011	2010	2009	2011	2010	2011	2010
	\$	\$	\$				
China	\$ 908	\$ 755	\$ 596	20	27	15	26
YRI	673	589	497	14	19	9	11
United States	589	668	647	(12)	3	N/A	N/A
Unallocated Franchise and license fees and income	—	—	(32)	NM	NM	N/A	N/A
Unallocated Occupancy and Other	14	9	—	58	NM	N/A	N/A
Unallocated and corporate expenses	(223)	(194)	(189)	(15)	(3)	N/A	N/A
Unallocated Closures and impairment expense	(80)	—	(26)	NM	NM	N/A	N/A
Unallocated Other income (expense)	6	5	71	NM	NM	N/A	N/A
Unallocated Refranchising gain (loss)	(72)	(63)	26	NM	NM	N/A	N/A
Operating Profit	<u>\$1,815</u>	<u>\$ 1,769</u>	<u>\$ 1,590</u>	3	11	(2)	9
China Operating margin	16.3%	18.3%	17.5%	(2.0) pts.	0.8 pts.	(2.0)	0.8
YRI Operating margin	20.6%	19.1%	16.6%	1.5 pts.	2.5 pts.	1.4	2.0
United States Operating margin	15.5%	16.2%	14.5%	(0.7) pts.	1.7 pts.	N/A	N/A

China Division Operating Profit increased 20% in 2011, including a 5% favorable impact from foreign currency translation. Excluding foreign currency, the increase was driven by the impact of same-store sales growth and net unit development, partially offset by higher restaurant operating costs, higher G&A expenses and lapping the effect of our brands' participation in the World Expo in 2010.

China Division Operating Profit increased 27% in 2010, including a 1% favorable impact from foreign currency translation. The increase was driven by the impact of same-store sales growth and new unit development, partially offset by higher G&A costs. Operating Profit in 2010 benefited \$16 million from our brands' participation in the World Expo.

YRI Division Operating Profit increased 14% in 2011, including a favorable impact from foreign currency translation of 5%. Excluding the favorable impact from foreign currency translation, the increase of 9% was driven by the impact of same-store sales growth, new unit development and refranchising, partially offset by higher restaurant operating costs and G&A expenses.

YRI Division Operating Profit increased 19% in 2010, including an 8% favorable impact from foreign currency translation. Excluding the favorable impact from foreign currency translation, the increase was driven by the impact of new unit development and refranchising.

U.S. Operating Profit decreased 12% in 2011. The decrease was driven by higher restaurant operating costs, higher franchise and license expenses and same-store sales declines, partially offset by lower G&A expenses.

U.S. Operating Profit increased 3% in 2010. The increase was driven by lower Closure and impairment costs, partially offset by increased litigation costs.

Unallocated and corporate expenses increased 15% in 2011. The increase was driven by actions taken as part of our U.S. Business transformation measures, as well as costs incurred related to the LJS and A&W divestitures.

Unallocated and corporate expenses increased 3% in 2010 due to higher litigation and incentive compensation costs, partially offset by G&A savings from the actions taken as part of our U.S. business transformation measures.

Unallocated Closures and impairment expense in 2011 includes \$80 million of losses related to the LJS and A&W divestitures.

Unallocated Other income (expense) in 2009 includes a \$68 million gain upon acquisition of additional ownership, and consolidation of, the entity that operates KFCs in Shanghai, China. See Note 4 for further discussion.

Unallocated Refranchising gain (loss) in 2011, 2010 and 2009 is discussed in Note 4.

Interest Expense, Net

	2011	2010	2009
Interest expense	\$ 184	\$ 195	\$ 212
Interest income	(28)	(20)	(18)
Interest expense, net	<u>\$ 156</u>	<u>\$ 175</u>	<u>\$ 194</u>

The decrease in Interest expense, net for 2011 was primarily driven by lower interest rates on outstanding borrowings in 2011 versus 2010. Additionally, interest income increased due to higher cash balances.

The decrease in Interest expense, net for 2010 was driven by both a decrease in average net borrowings and a decline in interest rates on the variable portion of our debt.

Income Taxes

The reconciliation of income taxes calculated at the U.S. federal tax statutory rate to our effective tax rate is set forth below:

	2011		2010		2009	
U.S. federal statutory rate	\$ 580	35.0%	\$ 558	35.0%	\$ 489	35.0%
State income tax, net of federal tax benefit	2	0.1	12	0.7	14	1.0
Statutory rate differential attributable to foreign operations	(218)	(13.1)	(235)	(14.7)	(159)	(11.4)
Adjustments to reserves and prior years	24	1.4	55	3.5	(9)	(0.6)
Net benefit from LJS and A&W divestitures	(72)	(4.3)	—	—	—	—
Change in valuation allowances	22	1.3	22	1.4	(9)	(0.7)
Other, net	(14)	(0.9)	4	0.2	(13)	(0.9)
Income Tax Provision	<u>\$ 324</u>	<u>19.5%</u>	<u>\$ 416</u>	<u>26.1%</u>	<u>\$ 313</u>	<u>22.4%</u>

Statutory rate differential attributable to foreign operations. This item includes local taxes, withholding taxes, and shareholder-level taxes, net of foreign tax credits. The favorable impact is primarily attributable to a majority of our income being earned outside of the U.S. where tax rates are generally lower than the U.S. rate.

In 2011 and 2010, the benefit was positively impacted by the recognition of excess foreign tax credits generated by our intent to repatriate current year foreign earnings.

In 2009, the benefit was negatively impacted by withholding taxes associated with the distribution of intercompany dividends that were only partially offset by related foreign tax credits generated during the year.

Adjustments to reserves and prior years. This item includes: (1) the effects of reconciling income tax amounts recorded in our Consolidated Statements of Income to amounts reflected on our tax returns, including any adjustments to the Consolidated Balance Sheets; and (2) changes in tax reserves, including interest thereon, established for potential exposure we may incur if a taxing authority takes a position on a matter contrary to our position. We evaluate these amounts on a quarterly basis to insure that they have been appropriately adjusted for audit settlements and other events we believe may impact the outcome. The impact of certain effects or changes may offset items reflected in the 'Statutory rate differential attributable to foreign operations' line.

In 2009, this item included out-of-year adjustments which lowered our effective tax rate by 1.6 percentage points.

Change in valuation allowance. This item relates to changes for deferred tax assets generated or utilized during the current year and changes in our judgment regarding the likelihood of using deferred tax assets that existed at the beginning of the year. The impact of certain changes may offset items reflected in the 'Statutory rate differential attributable to foreign operations' line.

In 2011, \$22 million of net tax expense was driven by \$15 million for valuation allowances recorded against deferred tax assets generated during the current year and \$7 million of tax expense resulting from a change in judgment regarding the future use of certain foreign deferred tax assets that existed at the beginning of the year. These amounts exclude \$45 million in valuation

allowance additions related to capital losses recognized as a result of the LJS and A&W divestitures, which are presented within *Net Benefit from LJS and A&W divestitures*.

In 2010, the \$22 million of net tax expense was driven by \$25 million for valuation allowances recorded against deferred tax assets generated during the current year. This expense was partially offset by a \$3 million tax benefit resulting from a change in judgment regarding the future use of U.S. state deferred tax assets that existed at the beginning of the year.

In 2009, the \$9 million net tax benefit was driven by \$25 million of benefit resulting from a change in judgment regarding the future use of foreign deferred tax assets that existed at the beginning of the year. This benefit was partially offset by \$16 million for valuation allowances recorded against deferred tax assets generated during the year.

Net benefit from LJS and A&W divestitures. This item includes a one-time \$117 million tax benefit, including approximately \$8 million state benefit, recognized on the LJS and A&W divestitures in 2011, partially offset by \$45 million of valuation allowance, including approximately \$4 million state expense, related to capital loss carryforwards recognized as a result of the divestitures. In addition, we recorded \$32 million of tax benefits on \$86 million of pre-tax losses and other costs which resulted in \$104 million of total net tax benefits related to the divestitures.

Other. This item primarily includes the impact of permanent differences related to current year earnings and U.S. tax credits.

In 2009, this item was positively impacted by a one-time pre-tax gain of approximately \$68 million, with no related income tax expense, recognized on our acquisition of additional interest in, and consolidation of, the entity that operates KFC in Shanghai, China. This was partially offset by a pre-tax U.S. goodwill impairment charge of approximately \$26 million, with no related income tax benefit.

Consolidated Cash Flows

Net cash provided by operating activities was \$2,170 million compared to \$1,968 million in 2010. The increase was primarily driven by higher operating profit before Special Items.

In 2010, net cash provided by operating activities was \$1,968 million compared to \$1,404 million in 2009. The increase was primarily driven by higher operating profit before Special Items and decreased pension contributions.

Net cash used in investing activities was \$1,006 million versus \$579 million in 2010. The increase was driven by an increase in Restricted cash and higher capital spending.

In 2010, net cash used in investing activities was \$579 million versus \$727 million in 2009. The decrease was driven by lapping the 2009 acquisition of a non-controlling interest in Little Sheep, and increased proceeds from refranchising, partially offset by the 2010 acquisition of our partner's interest in Rostik's-KFC. See Note 4 for further discussion.

Net cash used in financing activities was \$1,413 million versus \$337 million in 2010. The increase was driven by lower net borrowings and an increase in share repurchases.

In 2010, net cash used in financing activities was \$337 million versus \$542 million in 2009. The decrease was driven by higher net borrowings, partially offset by an increase in share repurchases.

Consolidated Financial Condition

The increase in Restricted cash was due to \$300 million in funds placed in escrow which were restricted to the acquisition of an additional 66% interest in Little Sheep. See Notes 4 and 21.

The decrease in Intangible assets was primarily due to the LJS and A&W divestitures. See Note 4.

The decrease in Short-term borrowings was primarily due to the maturity of \$650 million of Senior Unsecured Notes in April 2011, offset by \$263 million of Senior Unsecured Notes due in June 2012 being classified as short term as of December 31, 2011.

Liquidity and Capital Resources

Operating in the QSR industry allows us to generate substantial cash flows from the operations of our company stores and from our extensive franchise operations which require a limited YUM investment. Net cash provided by operating activities has exceeded \$1 billion in each of the last ten fiscal years, including over \$2 billion in 2011. We expect these levels of net cash provided by

operating activities to continue in the foreseeable future. However, unforeseen downturns in our business could adversely impact our cash flows from operations from the levels historically realized.

In the event our cash flows are negatively impacted by business downturns, we believe we have the ability to temporarily reduce our discretionary spending without significant impact to our long-term business prospects. Our discretionary spending includes capital spending for new restaurants, acquisitions of restaurants from franchisees, repurchases of shares of our Common Stock and dividends paid to our shareholders. Additionally, as of December 31, 2011 we had approximately \$1.1 billion in unused capacity under our revolving credit facilities that expire in November 2012, primarily related to a domestic facility. We are in the process of renewing these facilities.

China and YRI represented more than 70% of the Company's operating profit in 2011 (excluding Corporate and unallocated income and expenses) and both generate a significant amount of positive cash flows that we have historically used to fund our international development. To the extent we have needed to repatriate international cash to fund our U.S. discretionary cash spending, including share repurchases, dividends and debt repayments, we have historically been able to do so in a tax-efficient manner. If we experience an unforeseen decrease in our cash flows from our U.S. business or are unable to refinance future U.S. debt maturities we may be required to repatriate future international earnings at tax rates higher than we have historically experienced.

We currently have investment-grade ratings from Standard & Poor's Rating Services (BBB-) and Moody's Investors Service (Baa3). While we do not anticipate a downgrade in our credit rating, a downgrade would increase the Company's current borrowing costs and could impact the Company's ability to access the credit markets cost-effectively if necessary. Based on the amount and composition of our debt at December 31, 2011, which included no borrowings outstanding under our credit facilities, our interest expense would not materially increase on a full-year basis should we receive a one-level downgrade in our ratings.

Discretionary Spending

During 2011, we invested \$940 million in capital spending, including approximately \$405 million in China, \$256 million in YRI and \$279 million in the U.S. For 2012, we estimate capital spending will be approximately \$1 billion.

During the year ended December 31, 2011 we repurchased shares for \$752 million, which includes the effect of \$19 million in share repurchases with trade dates prior to the 2010 fiscal year end but cash settlement dates subsequent to the 2010 fiscal year. In January 2011, our Board of Directors authorized share repurchases through July 2012 of up to \$750 million (excluding applicable transaction fees) of our outstanding Common Stock, and on November 18, 2011, our Board of Directors authorized additional share repurchases through May 2013 of up to \$750 million (excluding applicable transaction fees) of our outstanding Common Stock. At December 31, 2011, we had remaining capacity to repurchase up to approximately \$938 million of outstanding Common Stock (excluding applicable transaction fees) under these authorizations. Shares are repurchased opportunistically as part of our regular capital structure decisions.

During the year ended December 31, 2011, we paid cash dividends of \$481 million. Additionally, on November 18, 2011 our Board of Directors approved cash dividends of \$0.285 per share of Common Stock to be distributed on February 3, 2012 to shareholders of record at the close of business on January 13, 2012. The Company is targeting an ongoing annual dividend payout ratio of 35% to 40% of net income.

In connection with the proposal to acquire an additional 66% of Little Sheep, we placed \$300 million in escrow to demonstrate availability of funds to acquire additional shares in this business. The funds placed in escrow were restricted to the pending acquisition of Little Sheep and are separately presented in our Consolidated Balance Sheet as of December 31, 2011 and in our Consolidated Statement of Cash Flows for the year ended December 31, 2011. In February 2012, the funds were released from escrow upon our acquisition of Little Sheep. See Notes 4 and 21 for details.

Borrowing Capacity

Our primary bank credit agreement comprises a \$1.15 billion syndicated senior unsecured revolving credit facility (the "Credit Facility") which matures in November 2012 and includes 24 participating banks with commitments ranging from \$20 million to \$93 million. We believe the syndication reduces our dependency on any one bank.

Under the terms of the Credit Facility, we may borrow up to the maximum borrowing limit, less outstanding letters of credit or banker's acceptances, where applicable. At December 31, 2011, our unused Credit Facility totaled \$727 million net of outstanding letters of credit of \$423 million. There were no borrowings outstanding under the Credit Facility at December 31, 2011. The interest rate for borrowings under the Credit Facility ranges from 0.25% to 1.25% over the London Interbank Offered Rate

("LIBOR") or is determined by an Alternate Base Rate, which is the greater of the Prime Rate or the Federal Funds Rate plus 0.50%. The exact spread over LIBOR or the Alternate Base Rate, as applicable, depends on our performance under specified financial criteria. Interest on any outstanding borrowings under the Credit Facility is payable at least quarterly.

We also have a \$350 million, syndicated international revolving credit facility (the "ICF") which matures in November 2012 and includes six banks with commitments ranging from \$35 million to \$90 million. We believe the syndication reduces our dependency on any one bank. There was available credit of \$350 million and no borrowings outstanding under the ICF at the end of 2011. The interest rate for borrowings under the ICF ranges from 0.31% to 1.50% over LIBOR or is determined by a Canadian Alternate Base Rate, which is the greater of the Citibank, N.A., Canadian Branch's publicly announced reference rate or the "Canadian Dollar Offered Rate" plus 0.50%. The exact spread over LIBOR or the Canadian Alternate Base Rate, as applicable, depends upon YUM's performance under specified financial criteria. Interest on any outstanding borrowings under the ICF is payable at least quarterly.

The Credit Facility and the ICF are unconditionally guaranteed by our principal domestic subsidiaries. Additionally, the ICF is unconditionally guaranteed by YUM. These agreements contain financial covenants relating to maintenance of leverage and fixed charge coverage ratios and also contain affirmative and negative covenants including, among other things, limitations on certain additional indebtedness and liens, and certain other transactions specified in the agreement. Given the Company's strong balance sheet and cash flows we were able to comply with all debt covenant requirements at December 31, 2011 with a considerable amount of cushion.

We are in the process of renewing these facilities.

Our remaining long-term debt primarily comprises Senior Unsecured Notes with varying maturity dates from 2012 through 2037 and interest rates ranging from 2.38% to 7.70%. The Senior Unsecured Notes represent senior, unsecured obligations and rank equally in right of payment with all of our existing and future unsecured unsubordinated indebtedness. Amounts outstanding under Senior Unsecured Notes were \$3.0 billion at December 31, 2011 including \$263 million in Senior Unsecured Notes due in July 2012.

Both the Credit Facility and the ICF contain cross-default provisions whereby our failure to make any payment on any of our indebtedness in a principal amount in excess of \$100 million, or the acceleration of the maturity of any such indebtedness, will constitute a default under such agreement. Our Senior Unsecured Notes provide that the acceleration of the maturity of any of our indebtedness in a principal amount in excess of \$50 million will constitute a default under the Senior Unsecured Notes if such acceleration is not annulled, or such indebtedness is not discharged, within 30 days after notice.

Contractual Obligations

In addition to any discretionary spending we may choose to make, our significant contractual obligations and payments as of December 31, 2011 included:

	Total	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years
Long-term debt obligations ^(a)	\$ 4,774	\$ 414	\$ 339	\$ 814	\$ 3,207
Capital leases ^(b)	437	65	53	52	267
Operating leases ^(b)	5,337	612	1,116	956	2,653
Purchase obligations ^(c)	797	695	77	16	9
Other ^(d)	72	37	16	7	12
Total contractual obligations	<u>\$ 11,417</u>	<u>\$ 1,823</u>	<u>\$ 1,601</u>	<u>\$ 1,845</u>	<u>\$ 6,148</u>

(a) Debt amounts include principal maturities and expected interest payments. Rates utilized to determine interest payments for variable rate debt are based on the LIBOR forward yield curve. Excludes a fair value adjustment of \$26 million included in debt related to interest rate swaps that hedge the fair value of a portion of our debt. See Note 10.

(b) These obligations, which are shown on a nominal basis, relate to nearly 6,200 restaurants. See Note 11.

- (c) Purchase obligations include agreements to purchase goods or services that are enforceable and legally binding on us and that specify all significant terms, including: fixed or minimum quantities to be purchased; fixed, minimum or variable price provisions; and the approximate timing of the transaction. We have excluded agreements that are cancelable without penalty. Purchase obligations relate primarily to information technology, marketing, commodity agreements, purchases of property, plant and equipment as well as consulting, maintenance and other agreements.
- (d) Other consists of 2012 pension plan funding obligations and projected payments for deferred compensation.

We have not included in the contractual obligations table approximately \$327 million of long-term liabilities for unrecognized tax benefits relating to various tax positions we have taken. These liabilities may increase or decrease over time as a result of tax examinations, and given the status of the examinations, we cannot reliably estimate the period of any cash settlement with the respective taxing authorities. These liabilities also include potential payments that would be refunded in a future year and for which we anticipate that over time there will be no net cash outflow.

We sponsor noncontributory defined benefit pension plans covering certain salaried and hourly employees, the most significant of which are in the U.S. and UK. The most significant of these plans, the YUM Retirement Plan (the “Plan”), is funded while benefits from the other U.S. plans are paid by the Company as incurred. Our funding policy for the Plan is to contribute annually amounts that will at least equal the minimum amounts required to comply with the Pension Protection Act of 2006. However, additional voluntary contributions are made from time to time to improve the Plan’s funded status. At December 31, 2011 the Plan was in a net underfunded position of \$248 million. The UK pension plans are in a net underfunded position of \$4 million at our 2011 measurement date.

Based on the current funding status of the Plan and our UK pension plans, we currently estimate that we will be required to contribute approximately \$30 million to the Plan in 2012. No required contributions to the UK pension plans are expected in 2012. Investment performance and corporate bond rates have a significant effect on our net funding position as they drive our asset balances and discount rate assumption. Future changes in investment performance and corporate bond rates could impact our funded status and the timing and amounts of required contributions in 2012 and beyond.

Our post-retirement plan in the U.S. is not required to be funded in advance, but is pay as you go. We made post-retirement benefit payments of \$5 million in 2011 and no future funding amounts are included in the contractual obligations table. See Note 14 for further details about our pension and post-retirement plans.

We have excluded from the contractual obligations table payments we may make for exposures for which we are self-insured, including workers’ compensation, employment practices liability, general liability, automobile liability, product liability and property losses (collectively “property and casualty losses”) and employee healthcare and long-term disability claims. The majority of our recorded liability for self-insured employee healthcare, long-term disability and property and casualty losses represents estimated reserves for incurred claims that have yet to be filed or settled.

Off-Balance Sheet Arrangements

We have agreed to provide financial support, if required, to an entity that operates a franchisee lending program used primarily to assist franchisees in the development of new restaurants and, to a lesser extent, in connection with the Company’s historical refranchising programs. As part of this agreement, we have provided a partial guarantee of approximately \$14 million and two letters of credit totaling approximately \$23 million in support of the franchisee loan program at December 31, 2011. One such letter of credit could be used if we fail to meet our obligations under our guarantee. The other letter of credit could be used, in certain circumstances, to satisfy our participation in the funding of the franchisee loan program. The total loans outstanding under the loan pool were \$63 million with an additional \$17 million available for lending at December 31, 2011.

Our unconsolidated affiliates had approximately \$75 million and \$70 million of debt outstanding as of December 31, 2011 and December 25, 2010, respectively.

New Accounting Pronouncements Not Yet Adopted

In May 2011, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update No. 2011-04, *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards (Topic 820)-Fair Value Measurement* (ASU 2011-04), to provide a consistent definition of fair value and ensure that

Impairment of Goodwill

We evaluate goodwill for impairment on an annual basis or more often if an event occurs or circumstances change that indicates impairment might exist. Goodwill is evaluated for impairment through the comparison of fair value of our reporting units to their carrying values. Our reporting units are our operating segments in the U.S., our YRI business units (typically individual countries) and our China Division brands. Fair value is the price a willing buyer would pay for the reporting unit, and is generally estimated using discounted expected future after-tax cash flows from company operations and franchise royalties.

Future cash flow estimates and the discount rate are the key assumptions when estimating the fair value of a reporting unit. Future cash flows are based on growth expectations relative to recent historical performance and incorporate sales growth and margin improvement assumptions that we believe a buyer would assume when determining a purchase price for the reporting unit. The sales growth and margin improvement assumptions that factor into the discounted cash flows are highly correlated as cash flow growth can be achieved through various interrelated strategies such as product pricing and restaurant productivity initiatives. The discount rate is our estimate of the required rate of return that a third-party buyer would expect to receive when purchasing a business from us that constitutes a reporting unit. We believe the discount rate is commensurate with the risks and uncertainty inherent in the forecasted cash flows.

The fair values of each of our reporting units were substantially in excess of their respective carrying values as of the 2011 goodwill impairment test that was performed at the beginning of the fourth quarter.

When we rebrand restaurants, we include goodwill in the carrying amount of the restaurants disposed of based on the relative fair values of the portion of the reporting unit disposed of in the rebranding versus the portion of the reporting unit that will be retained. The fair value of the portion of the reporting unit disposed of in a rebranding is determined by reference to the discounted value of the future cash flows expected to be generated by the restaurant and retained by the franchisee, which include a deduction for the anticipated, future royalties the franchisee will pay us associated with the franchise agreement entered into simultaneously with the rebranding transaction. Appropriate adjustments are made to the fair value amount being disposed of if such franchise agreement is determined to not be at prevailing market rates. When determining whether such franchise agreement is at prevailing market rates our primary consideration is consistency with the terms of our current franchise agreements both within the country that the restaurants are being rebranded in and around the world. The Company believes consistency in royalty rates as a percentage of sales is appropriate as the Company and franchisee share in the impact of near-term fluctuations in sales results with the acknowledgment that over the long-term the royalty rate represents an appropriate rate for both parties.

The discounted value of the future cash flows expected to be generated by the restaurant and retained by the franchisee is reduced by future royalties the franchisee will pay the Company. The Company thus considers the fair value of future royalties to be received under the franchise agreement as fair value retained in its determination of the goodwill to be written off when rebranding. Others may consider the fair value of these future royalties as fair value disposed of and thus would conclude that a larger percentage of a reporting unit's fair value is disposed of in a rebranding transaction.

During 2011, the Company's reporting units with the most significant rebranding activity and recorded goodwill were our KFC U.S. operating segment and our Pizza Hut United Kingdom ("U.K.") business unit. Within our KFC U.S. operating segment, 264 restaurants were rebranded (representing 34% of beginning-of-year company units) and \$8 million in goodwill was written off (representing 7% of beginning-of-year goodwill). Within our Pizza Hut U.K. business unit, 47 delivery restaurants were rebranded (representing 10% of beginning-of-year company units) and \$4 million in goodwill was written off (representing 4% of beginning-of-year goodwill).

See Note 2 for a further discussion of our policies regarding goodwill.

Allowances for Franchise and License Receivables/Guarantees

Franchise and license receivable balances include royalties, initial fees and other ancillary receivables such as rent and fees for support services. Our reserve for franchisee or licensee receivable balances is based upon pre-defined aging criteria or upon the occurrence of other events that indicate that we may not collect the balance due. This methodology results in an immaterial amount of unreserved past due receivable balances at December 31, 2011. As such, we believe our allowance for franchise and license receivables is adequate to cover potential exposure from uncollectible receivable balances at December 31, 2011.

We issue certain guarantees on behalf of franchisees primarily as a result of 1) assigning our interest in obligations under operating leases, primarily as a condition to the rebranding of certain Company restaurants, 2) facilitating franchisee development and 3) equipment financing arrangements to facilitate the launch of new sales layers by franchisees. We recognize a liability for the fair value of such guarantees upon inception of the guarantee and upon any subsequent modification, such as franchise lease renewals,

when we remain contingently liable. The fair value of a guarantee is the estimated amount at which the liability could be settled in a current transaction between willing unrelated parties.

The present value of the minimum payments of the assigned leases, discounted at our pre-tax cost of debt, is approximately \$550 million, at December 31, 2011. Current franchisees are the primary lessees under the vast majority of these leases. Additionally, we have guaranteed approximately \$17 million of franchisee loans for various programs. We generally have cross-default provisions with these franchisees that would put them in default of their franchise agreement in the event of non-payment under assigned leases and certain of the loan programs. We believe these cross-default provisions significantly reduce the risk that we will be required to make payments under these guarantees and, historically, we have not been required to make significant payments for guarantees. If payment on these guarantees becomes probable and estimable, we record a liability for our exposure under these guarantees. At December 31, 2011 we have recorded an immaterial liability for our exposure under these guarantees which we consider to be probable and estimable. If we begin to be required to perform under these guarantees to a greater extent, our results of operations could be negatively impacted.

See Note 2 for a further discussion of our policies regarding franchise and license operations.

See Note 19 for a further discussion of our guarantees.

Self-Insured Property and Casualty Losses

We record our best estimate of the remaining cost to settle incurred self-insured workers' compensation, employment practices liability, general liability, automobile liability, product liability and property losses (collectively "property and casualty losses"). The estimate is based on the results of an independent actuarial study and considers historical claim frequency and severity as well as changes in factors such as our business environment, benefit levels, medical costs and the regulatory environment that could impact overall self-insurance costs. Additionally, our reserve includes a risk margin to cover unforeseen events that may occur over the several years required to settle claims, increasing our confidence level that the recorded reserve is adequate.

See Note 19 for a further discussion of our insurance programs.

Pension Plans

Certain of our employees are covered under defined benefit pension plans. The most significant of these plans are in the U.S. We have recorded the under-funded status of \$383 million for these U.S. plans as a pension liability in our Consolidated Balance Sheet as of December 31, 2011. These U.S. plans had a projected benefit obligation ("PBO") of \$1,381 million and a fair value of plan assets of \$998 million at December 31, 2011.

The PBO reflects the actuarial present value of all benefits earned to date by employees and incorporates assumptions as to future compensation levels. Due to the relatively long time frame over which benefits earned to date are expected to be paid, our PBOs are highly sensitive to changes in discount rates. For our U.S. plans, we measured our PBO using a discount rate of 4.90% at December 31, 2011. This discount rate was determined with the assistance of our independent actuary. The primary basis for our discount rate determination is a model that consists of a hypothetical portfolio of ten or more corporate debt instruments rated Aa or higher by Moody's with cash flows that mirror our expected benefit payment cash flows under the plan. We excluded from the model those corporate debt instruments flagged by Moody's for a potential downgrade and bonds with yields that were two standard deviations or more above the mean. In considering possible bond portfolios, the model allows the bond cash flows for a particular year to exceed the expected benefit cash flows for that year. Such excesses are assumed to be reinvested at appropriate one-year forward rates and used to meet the benefit payment cash flows in a future year. The weighted-average yield of this hypothetical portfolio was used to arrive at an appropriate discount rate. We also ensure that changes in the discount rate as compared to the prior year are consistent with the overall change in prevailing market rates and make adjustments as necessary. A 50 basis-point increase in this discount rate would have decreased our U.S. plans' PBO by approximately \$107 million at our measurement date. Conversely, a 50 basis-point decrease in this discount rate would have increased our U.S. plans' PBO by approximately \$121 million at our measurement date.

The pension expense we will record in 2012 is also impacted by the discount rate we selected at our measurement date. We expect pension expense for our U.S. plans to increase approximately \$36 million in 2012. The increase is primarily driven by an increase in amortization of net loss due to a decrease in the discount rate. A 50 basis-point change in our discount rate assumption at our measurement date would impact our 2012 U.S. pension expense by approximately \$17 million.

The assumption we make regarding our expected long-term rates of return on plan assets also impacts our pension expense. Our estimated long-term rate of return on U.S. plan assets represents the weighted-average of historical returns for each asset category,

adjusted for an assessment of current market conditions. Our expected long-term rate of return on U.S. plan assets, for purposes of determining 2012 pension expense, at December 31, 2011 was 7.25%. We believe this rate is appropriate given the composition of our plan assets and historical market returns thereon. A one percentage-point change in our expected long-term rate of return on plan assets assumption would impact our 2012 U.S. pension expense by approximately \$10 million.

A decrease in discount rates over time along with actual asset returns below expected returns have largely contributed to an unrecognized pre-tax actuarial net loss of \$540 million included in Accumulated other comprehensive income (loss) for the U.S. plans at December 31, 2011. For purposes of determining 2011 pension expense, our funded status was such that we recognized \$31 million of net loss in net periodic benefit cost. We will recognize approximately \$63 million of such loss in 2012.

See Note 14 for further discussion of our pension plans.

Stock Options and Stock Appreciation Rights Expense

Compensation expense for stock options and stock appreciation rights ("SARs") is estimated on the grant date using a Black-Scholes option pricing model. Our assumptions for the risk-free interest rate, expected term, expected volatility and expected dividend yield are documented in Note 15. Additionally, we estimate pre-vesting forfeitures for purposes of determining compensation expense to be recognized. Future expense amounts for any particular quarterly or annual period could be affected by changes in our assumptions or changes in market conditions.

We have determined that it is appropriate to group our stock option and SAR awards into two homogeneous groups when estimating expected term and pre-vesting forfeitures. These groups consist of grants made primarily to restaurant-level employees under our Restaurant General Manager Stock Option Plan (the "RGM Plan") and grants made to executives under our other stock award plans. Historically, approximately 10% - 15% of total options and SARs granted have been made under the RGM Plan.

Stock option and SAR grants under the RGM Plan typically cliff-vest after four years and grants made to executives under our other stock award plans typically have a graded vesting schedule and vest 25% per year over four years. We use a single weighted-average expected term for our awards that have a graded vesting schedule. We re-evaluate our expected term assumptions using historical exercise and post-vesting employment termination behavior on a regular basis. We have determined that five years and six years are appropriate expected terms for awards to restaurant-level employees and to executives, respectively.

Upon each stock award grant we re-evaluate the expected volatility, including consideration of both historical volatility of our stock as well as implied volatility associated with our traded options. We have estimated pre-vesting forfeitures based on historical data. Based on such data, we believe that approximately 50% of all awards granted under the RGM Plan will be forfeited and approximately 25% of all awards granted to above-store executives will be forfeited.

Income Taxes

At December 31, 2011, we had valuation allowances of \$368 million to reduce our \$1.3 billion of deferred tax assets to amounts that will more likely than not be realized. The net deferred tax assets primarily relate to temporary differences in currently profitable U.S. federal and state, and foreign jurisdictions as well as U.S. federal and state tax credit carryovers that may be carried forward for ten years. The estimation of future taxable income in these jurisdictions and our resulting ability to utilize deferred tax assets can significantly change based on future events, including our determinations as to feasibility of certain tax planning strategies. Thus, recorded valuation allowances may be subject to material future changes.

As a matter of course, we are regularly audited by federal, state and foreign tax authorities. We recognize the benefit of positions taken or expected to be taken in our tax returns in our Income Tax Provision when it is more likely than not that the position would be sustained upon examination by these tax authorities. A recognized tax position is then measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon settlement. At December 31, 2011 we had \$348 million of unrecognized tax benefits, \$197 million of which, if recognized, would impact the effective tax rate. We evaluate unrecognized tax benefits, including interest thereon, on a quarterly basis to ensure that they have been appropriately adjusted for events, including audit settlements, which may impact our ultimate payment for such exposures.

Additionally, we have not provided deferred tax for investments in foreign subsidiaries where the carrying values for financial reporting exceed the tax basis, totaling approximately \$1.7 billion at December 31, 2011, as we believe the excess is essentially permanently invested. If our intentions regarding the duration of these investments change, deferred tax may need to be provided on this excess that could materially impact the provision for income taxes.

See Note 17 for a further discussion of our income taxes.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

The Company is exposed to financial market risks associated with interest rates, foreign currency exchange rates and commodity prices. In the normal course of business and in accordance with our policies, we manage these risks through a variety of strategies, which may include the use of financial and commodity derivative instruments to hedge our underlying exposures. Our policies prohibit the use of derivative instruments for trading purposes, and we have procedures in place to monitor and control their use.

Interest Rate Risk

We have a market risk exposure to changes in interest rates, principally in the U.S. We attempt to minimize this risk and lower our overall borrowing costs through the utilization of derivative financial instruments, primarily interest rate swaps. These swaps are entered into with financial institutions and have reset dates and critical terms that match those of the underlying debt. Accordingly, any change in fair value associated with interest rate swaps is offset by the opposite impact on the related debt.

At December 31, 2011 and December 25, 2010 a hypothetical 100 basis-point increase in short-term interest rates would result, over the following twelve-month period, in a reduction of approximately \$5 million and \$8 million, respectively, in income before income taxes. The estimated reductions are based upon the current level of variable rate debt and assume no changes in the volume or composition of that debt and include no impact from interest income related to cash and cash equivalents. In addition, the fair value of our derivative financial instruments at December 31, 2011 and December 25, 2010 would decrease approximately \$16 million and \$22 million, respectively. The fair value of our Senior Unsecured Notes at December 31, 2011 and December 25, 2010 would decrease approximately \$228 million and \$191 million, respectively. Fair value was determined based on the present value of expected future cash flows considering the risks involved and using discount rates appropriate for the duration.

Foreign Currency Exchange Rate Risk

Changes in foreign currency exchange rates impact the translation of our reported foreign currency denominated earnings, cash flows and net investments in foreign operations and the fair value of our foreign currency denominated financial instruments. Historically, we have chosen not to hedge foreign currency risks related to our foreign currency denominated earnings and cash flows through the use of financial instruments. We attempt to minimize the exposure related to our net investments in foreign operations by financing those investments with local currency debt when practical. In addition, we attempt to minimize the exposure related to foreign currency denominated financial instruments by purchasing goods and services from third parties in local currencies when practical. Consequently, foreign currency denominated financial instruments consist primarily of intercompany short-term receivables and payables. At times, we utilize forward contracts to reduce our exposure related to these intercompany short-term receivables and payables. The notional amount and maturity dates of these contracts match those of the underlying receivables or payables such that our foreign currency exchange risk related to these instruments is minimized.

The combined Operating Profits of China and YRI constitute more than 70% of our Operating Profit in 2011, excluding unallocated income (expenses). In addition, the Company's foreign currency net asset exposure (defined as foreign currency assets less foreign currency liabilities) totaled approximately \$3.0 billion as of December 31, 2011. Operating in international markets exposes the Company to movements in foreign currency exchange rates. The Company's primary exposures result from our operations in Asia-Pacific, Europe and the Americas. For the fiscal year ended December 31, 2011 Operating Profit would have decreased approximately \$170 million if all foreign currencies had uniformly weakened 10% relative to the U.S. dollar. The estimated reduction assumes no changes in sales volumes or local currency sales or input prices.

Commodity Price Risk

We are subject to volatility in food costs as a result of market risk associated with commodity prices. Our ability to recover increased costs through higher pricing is, at times, limited by the competitive environment in which we operate. We manage our exposure to this risk primarily through pricing agreements with our vendors.

Item 8. Financial Statements and Supplementary Data.

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Financial Statement Schedules

No schedules are required because either the required information is not present or not present in amounts sufficient to require submission of the schedule, or because the information required is included in the above-listed financial statements or notes thereto.

Report of Independent Registered Public Accounting Firm

The Board of Directors and Shareholders
YUM! Brands, Inc.

We have audited the accompanying consolidated balance sheets of YUM! Brands, Inc. and Subsidiaries (YUM) as of December 31, 2011 and December 25, 2010, and the related consolidated statements of income, cash flows, and shareholders' equity (deficit) and comprehensive income (loss) for each of the fiscal years in the three-year period ended December 31, 2011. We also have audited YUM's internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. YUM's management is responsible for these consolidated financial statements, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Item 9A, "Management's Report on Internal Control over Financial Reporting". Our responsibility is to express an opinion on these consolidated financial statements and an opinion on YUM's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the consolidated financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of YUM as of December 31, 2011 and December 25, 2010, and the results of its operations and its cash flows for each of the fiscal years in the three-year period ended December 31, 2011, in conformity with U.S. generally accepted accounting principles. Also in our opinion, YUM maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ KPMG LLP
Louisville, Kentucky
February 20, 2012

Consolidated Statements of Income

YUM! Brands, Inc. and Subsidiaries

Fiscal years ended December 31, 2011, December 25, 2010 and December 26, 2009

(in millions, except per share data)

	2011	2010	2009
Revenues			
Company sales	\$ 10,893	\$ 9,783	\$ 9,413
Franchise and license fees and income	1,733	1,560	1,423
Total revenues	12,626	11,343	10,836
Costs and Expenses, Net			
Company restaurants			
Food and paper	3,633	3,091	3,003
Payroll and employee benefits	2,418	2,172	2,154
Occupancy and other operating expenses	3,089	2,857	2,777
Company restaurant expenses	9,140	8,120	7,934
General and administrative expenses	1,372	1,277	1,221
Franchise and license expenses	145	110	118
Closures and impairment (income) expenses	135	47	103
Refranchising (gain) loss	72	63	(26)
Other (income) expense	(53)	(43)	(104)
Total costs and expenses, net	10,811	9,574	9,246
Operating Profit	1,815	1,769	1,590
Interest expense, net	156	175	194
Income Before Income Taxes	1,659	1,594	1,396
Income tax provision	324	416	313
Net Income – including noncontrolling interest	1,335	1,178	1,083
Net Income – noncontrolling interest	16	20	12
Net Income – YUM! Brands, Inc.	<u>\$ 1,319</u>	<u>\$ 1,158</u>	<u>\$ 1,071</u>
Basic Earnings Per Common Share	<u>\$ 2.81</u>	<u>\$ 2.44</u>	<u>\$ 2.28</u>
Diluted Earnings Per Common Share	<u>\$ 2.74</u>	<u>\$ 2.38</u>	<u>\$ 2.22</u>
Dividends Declared Per Common Share	<u>\$ 1.07</u>	<u>\$ 0.92</u>	<u>\$ 0.80</u>

See accompanying Notes to Consolidated Financial Statements.

Consolidated Statements of Cash Flows

YUM! Brands, Inc. and Subsidiaries

Fiscal years ended December 31, 2011, December 25, 2010 and December 26, 2009

(in millions)

	2011	2010	2009
Cash Flows – Operating Activities			
Net Income – including noncontrolling interest	\$ 1,335	\$ 1,178	\$ 1,083
Depreciation and amortization	628	589	580
Closures and impairment (income) expenses	135	47	103
Refranchising (gain) loss	72	63	(26)
Contributions to defined benefit pension plans	(63)	(52)	(280)
Gain upon consolidation of a former unconsolidated affiliate in China	—	—	(68)
Deferred income taxes	(137)	(110)	72
Equity income from investments in unconsolidated affiliates	(47)	(42)	(36)
Distributions of income received from unconsolidated affiliates	39	34	31
Excess tax benefit from share-based compensation	(66)	(69)	(59)
Share-based compensation expense	59	47	56
Changes in accounts and notes receivable	(39)	(12)	3
Changes in inventories	(75)	(68)	27
Changes in prepaid expenses and other current assets	(25)	61	(7)
Changes in accounts payable and other current liabilities	144	61	(62)
Changes in income taxes payable	109	104	(95)
Other, net	101	137	82
Net Cash Provided by Operating Activities	2,170	1,968	1,404
Cash Flows – Investing Activities			
Capital spending	(940)	(796)	(797)
Proceeds from refranchising of restaurants	246	265	194
Acquisitions and investments	(81)	(62)	(139)
Sales of property, plant and equipment	30	33	34
Increase in restricted cash	(300)	—	—
Other, net	39	(19)	(19)
Net Cash Used in Investing Activities	(1,006)	(579)	(727)
Cash Flows – Financing Activities			
Proceeds from long-term debt	404	350	499
Repayments of long-term debt	(666)	(29)	(528)
Revolving credit facilities, three months or less, net	—	(5)	(295)
Short-term borrowings by original maturity			
More than three months – proceeds	—	—	—
More than three months – payments	—	—	—
Three months or less, net	—	(3)	(8)
Repurchase shares of Common Stock	(752)	(371)	—
Excess tax benefit from share-based compensation	66	69	59
Employee stock option proceeds	59	102	113
Dividends paid on Common Stock	(481)	(412)	(362)
Other, net	(43)	(38)	(20)
Net Cash Used in Financing Activities	(1,413)	(337)	(542)
Effect of Exchange Rates on Cash and Cash Equivalents	21	21	(15)
Net Increase (Decrease) in Cash and Cash Equivalents	(228)	1,073	120
Change in Cash and Cash Equivalents due to consolidation of an entity in China	—	—	17
Cash and Cash Equivalents – Beginning of Year	1,426	353	216
Cash and Cash Equivalents – End of Year	\$ 1,198	\$ 1,426	\$ 353

See accompanying Notes to Consolidated Financial Statements.

Consolidated Balance Sheets

YUM! Brands, Inc. and Subsidiaries

December 31, 2011 and December 25, 2010

(in millions)

	2011	2010
ASSETS		
Current Assets		
Cash and cash equivalents	\$ 1,198	\$ 1,426
Accounts and notes receivable, net	286	256
Inventories	273	189
Prepaid expenses and other current assets	338	269
Deferred income taxes	112	61
Advertising cooperative assets, restricted	114	112
Total Current Assets	2,321	2,313
Property, plant and equipment, net	4,042	3,830
Goodwill	681	659
Intangible assets, net	299	475
Investments in unconsolidated affiliates	167	154
Restricted cash	300	—
Other assets	475	519
Deferred income taxes	549	366
Total Assets	\$ 8,834	\$ 8,316
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current Liabilities		
Accounts payable and other current liabilities	\$ 1,874	\$ 1,602
Income taxes payable	142	61
Short-term borrowings	320	673
Advertising cooperative liabilities	114	112
Total Current Liabilities	2,450	2,448
Long-term debt	2,997	2,915
Other liabilities and deferred credits	1,471	1,284
Total Liabilities	6,918	6,647
Shareholders' Equity		
Common Stock, no par value, 750 shares authorized; 460 shares and 469 shares issued in 2011 and 2010, respectively	18	86
Retained earnings	2,052	1,717
Accumulated other comprehensive loss	(247)	(227)
Total Shareholders' Equity – YUM! Brands, Inc.	1,823	1,576
Noncontrolling interests	93	93
Total Shareholders' Equity	1,916	1,669
Total Liabilities and Shareholders' Equity	\$ 8,834	\$ 8,316

See accompanying Notes to Consolidated Financial Statements.

Consolidated Statements of Shareholders' Equity (Deficit) and Comprehensive Income (Loss)

YUM! Brands, Inc. and Subsidiaries

Fiscal years ended December 31, 2011, December 25, 2010 and December 26, 2009

(in millions)

	Yum! Brands, Inc.					
	Issued Common Stock		Retained Earnings	Accumulated Other Comprehensive Income(Loss)	Noncontrolling Interests	Total
	Shares	Amount				
Balance at December 27, 2008	459	\$ 7	\$ 303	\$ (418)	\$ 14	\$ (94)
Net Income			1,071		12	1,083
Foreign currency translation adjustment				176		176
Pension and post-retirement benefit plans (net of tax impact of \$9 million)				13		13
Net unrealized gain on derivative instruments (net of tax impact of \$3 million)				5		5
Comprehensive Income						1,277
Purchase of subsidiary shares from noncontrolling interest					70	70
Dividends declared			(378)		(7)	(385)
Employee stock option and SARs exercises (includes tax impact of \$57 million)	10	168				168
Compensation-related events (includes tax impact of \$2 million)	—	78				78
Balance at December 26, 2009	469	\$ 253	\$ 996	\$ (224)	\$ 89	\$ 1,114
Net Income			1,158		20	1,178
Foreign currency translation adjustment				8	4	12
Pension and post-retirement benefit plans (net of tax impact of \$7 million)				(10)		(10)
Net unrealized loss on derivative instruments (net of tax impact of \$1 million)				(1)		(1)
Comprehensive Income						1,179
Dividends declared			(437)		(20)	(457)
Repurchase of shares of Common Stock	(10)	(390)				(390)
Employee stock option and SARs exercises (includes tax impact of \$73 million)	9	168				168
Compensation-related events (includes tax impact of \$7 million)	1	55				55
Balance at December 25, 2010	469	\$ 86	\$ 1,717	\$ (227)	\$ 93	\$ 1,669
Net Income			1,319		16	1,335
Foreign currency translation adjustment				85	6	91
Pension and post-retirement benefit plans (net of tax impact of \$65 million)				(106)		(106)
Net unrealized gain on derivative instruments (net of tax impact of less than \$1 million)				1		1
Comprehensive Income						1,321
Dividends declared			(501)		(22)	(523)
Repurchase of shares of Common Stock	(14)	(250)	(483)			(733)
Employee stock option and SARs exercises (includes tax impact of \$71 million)	5	119				119
Compensation-related events (includes tax impact of \$5 million)	—	63				63
Balance at December 31, 2011	460	\$ 18	\$ 2,052	\$ (247)	\$ 93	\$ 1,916

See accompanying Notes to Consolidated Financial Statements.

Notes to Consolidated Financial Statements

(Tabular amounts in millions, except share data)

Note 1 – Description of Business

YUM! Brands, Inc. and Subsidiaries (collectively referred to as “YUM” or the “Company”) comprises the worldwide operations of KFC, Pizza Hut and Taco Bell (collectively the “Concepts”). YUM is the world’s largest quick service restaurant company based on the number of system units, with approximately 37,000 units of which approximately 50% are located outside the U.S. in more than 120 countries and territories. YUM was created as an independent, publicly-owned company on October 6, 1997 via a tax-free distribution by our former parent, PepsiCo, Inc., of our Common Stock to its shareholders. References to YUM throughout these Consolidated Financial Statements are made using the first person notations of “we,” “us” or “our.”

Through our widely-recognized Concepts, we develop, operate, franchise and license a system of both traditional and non-traditional quick service restaurants. Each Concept has proprietary menu items and emphasizes the preparation of food with high quality ingredients as well as unique recipes and special seasonings to provide appealing, tasty and attractive food at competitive prices. Our traditional restaurants feature dine-in, carryout and, in some instances, drive-thru or delivery service. Non-traditional units, which are principally licensed outlets, include express units and kiosks which have a more limited menu and operate in non-traditional locations like malls, airports, gasoline service stations, train stations, subways, convenience stores, stadiums, amusement parks and colleges, where a full-scale traditional outlet would not be practical or efficient. We also operate multibrand units, where two or more of our Concepts are operated in a single unit.

YUM consists of five operating segments: YUM Restaurants China (“China” or “China Division”), YUM Restaurants International (“YRI” or “International Division”), KFC U.S., Pizza Hut U.S., and Taco Bell U.S. The China Division includes mainland China, and the International Division includes the remainder of our international operations. For financial reporting purposes, management considers the three U.S. operating segments to be similar and, therefore, has aggregated them into a single reportable operating segment (“U.S.”). In December 2011 we sold our Long John Silver’s (“LJS”) and A&W All American Food Restaurants (“A&W”) brands to key franchise leaders and strategic investors in separate transactions. The results for these businesses through the sale date are included in the Company’s results for 2011, 2010 and 2009. As a result of changes to our management reporting structure, in the first quarter of 2012 we will begin reporting information for our India business as a standalone reporting segment separated from YRI. While our consolidated results will not be impacted, we will restate our historical segment information during 2012 for consistent presentation.

Note 2 – Summary of Significant Accounting Policies

Our preparation of the accompanying Consolidated Financial Statements in conformity with Generally Accepted Accounting Principles in the United States of America (“GAAP”) requires us to make estimates and assumptions that affect reported amounts of assets and liabilities, disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. The Company evaluated subsequent events through the date the Consolidated Financial Statements were issued and filed with the Securities and Exchange Commission.

Principles of Consolidation and Basis of Preparation. Intercompany accounts and transactions have been eliminated in consolidation. We consolidate entities in which we have a controlling financial interest, the usual condition of which is ownership of a majority voting interest. We also consider for consolidation an entity, in which we have certain interests, where the controlling financial interest may be achieved through arrangements that do not involve voting interests. Such an entity, known as a variable interest entity (“VIE”), is required to be consolidated by its primary beneficiary. The primary beneficiary is the entity that possesses the power to direct the activities of the VIE that most significantly impact its economic performance and has the obligation to absorb losses or the right to receive benefits from the VIE that are significant to it.

Our most significant variable interests are in entities that operate restaurants under our Concepts’ franchise and license arrangements. We do not generally have an equity interest in our franchisee or licensee businesses with the exception of certain entities in China as discussed below. Additionally, we do not typically provide significant financial support such as loans or guarantees to our franchisees and licensees. However, we do have variable interests in certain franchisees through real estate lease arrangements with them to which we are a party. At the end of 2011, YUM has future lease payments due from franchisees, on a nominal basis, of approximately \$320 million. As our franchise and license arrangements provide our franchisee and licensee entities the power to direct the activities that most significantly impact their economic performance, we do not consider ourselves the primary beneficiary of any such entity that might otherwise be considered a VIE.

See Note 19 for additional information on an entity that operates a franchise lending program that is a VIE in which we have a variable interest but for which we are not the primary beneficiary and thus do not consolidate.

Certain investments in entities that operate KFCs in China as well as our investment in Little Sheep Group Limited ("Little Sheep"), a Chinese casual dining concept headquartered in Inner Mongolia, China, are accounted for by the equity method. These entities are not VIEs and our lack of majority voting rights precludes us from controlling these affiliates. Thus, we do not consolidate these affiliates, instead accounting for them under the equity method. Our share of the net income or loss of those unconsolidated affiliates is included in Other (income) expense. Subsequent to fiscal year 2011, we acquired an additional 66% interest in Little Sheep. As a result, we will begin consolidating this business in 2012. In the second quarter of 2009 we began consolidating the entity that operates the KFCs in Shanghai, China, which was previously accounted for using the equity method. The increase in cash related to the consolidation of this entity's cash balance of \$17 million is presented as a single line item on our 2009 Consolidated Statement of Cash Flows.

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Reclassifications. We have reclassified certain items in the Consolidated Financial Statements for prior periods to be comparable with the classification for the fiscal year ended December 31, 2011. These reclassifications had no effect on previously reported Net Income - YUM! Brands, Inc.

Franchise and License Operations. We execute franchise or license agreements for each unit operated by third parties which set out the terms of our arrangement with the franchisee or licensee. Our franchise and license agreements typically require the franchisee or licensee to pay an initial, non-refundable fee and continuing fees based upon a percentage of sales. Subject to our approval and their payment of a renewal fee, a franchisee may generally renew the franchise agreement upon its expiration.

The internal costs we incur to provide support services to our franchisees and licensees are charged to General and Administrative ("G&A") expenses as incurred. Certain direct costs of our franchise and license operations are charged to franchise and license expenses. These costs include provisions for estimated uncollectible fees, rent or depreciation expense associated with restaurants we lease or sublease to franchisees, franchise and license marketing funding, amortization expense for franchise-related intangible assets and certain other direct incremental franchise and license support costs.

Revenue Recognition. Revenues from Company-operated restaurants are recognized when payment is tendered at the time of sale. The Company presents sales net of sales-related taxes. Income from our franchisees and licensees includes initial fees, continuing fees, renewal fees and rental income from restaurants we lease or sublease to them. We recognize initial fees received from a franchisee or licensee as revenue when we have performed substantially all initial services required by the franchise or license agreement, which is generally upon the opening of a store. We recognize continuing fees based upon a percentage of franchisee and licensee sales and rental income as earned. We recognize renewal fees when a renewal agreement with a franchisee or licensee becomes effective. We present initial fees collected upon the sale of a restaurant to a franchisee in Refranchising (gain) loss.

Direct Marketing Costs. We charge direct marketing costs to expense ratably in relation to revenues over the year in which incurred and, in the case of advertising production costs, in the year the advertisement is first shown. Deferred direct marketing costs, which are classified as prepaid expenses, consist of media and related advertising production costs which will generally be used for the first time in the next fiscal year and have historically not been significant. To the extent we participate in advertising cooperatives, we expense our contributions as incurred which are generally based on a percentage of sales. Our advertising expenses were \$593 million, \$557 million and \$548 million in 2011, 2010 and 2009, respectively. We report substantially all of our direct marketing costs in Occupancy and other operating expenses.

Research and Development Expenses. Research and development expenses, which we expense as incurred, are reported in G&A expenses. Research and development expenses were \$34 million, \$33 million and \$31 million in 2011, 2010 and 2009, respectively.

Share-Based Employee Compensation. We recognize all share-based payments to employees, including grants of employee stock options and stock appreciation rights ("SARs"), in the Consolidated Financial Statements as compensation cost over the service period based on their fair value on the date of grant. This compensation cost is recognized over the service period on a straight-line basis for the fair value of awards that actually vest. We present this compensation cost consistent with the other compensation costs for the employee recipient in either Payroll and employee benefits or G&A expenses.

Legal Costs. Settlement costs are accrued when they are deemed probable and estimable. Anticipated legal fees related to self-insured workers' compensation, employment practices liability, general liability, automobile liability, product liability and property losses (collectively, "property and casualty losses") are accrued when deemed probable and estimable. Legal fees not related to self-insured property and casualty losses are recognized as incurred.

Impairment or Disposal of Property, Plant and Equipment. Property, plant and equipment ("PP&E") is tested for impairment whenever events or changes in circumstances indicate that the carrying value of the assets may not be recoverable. The assets are not recoverable if their carrying value is less than the undiscounted cash flows we expect to generate from such assets. If the assets are not deemed to be recoverable, impairment is measured based on the excess of their carrying value over their fair value.

For purposes of impairment testing for our restaurants, we have concluded that an individual restaurant is the lowest level of independent cash flows unless our intent is to rebrand restaurants as a group. We review our long-lived assets of such individual restaurants (primarily PP&E and allocated intangible assets subject to amortization) semi-annually for impairment, or whenever events or changes in circumstances indicate that the carrying amount of a restaurant may not be recoverable. We use two consecutive years of operating losses as our primary indicator of potential impairment for our semi-annual impairment testing of these restaurant assets. We evaluate the recoverability of these restaurant assets by comparing the estimated undiscounted future cash flows, which are based on our entity-specific assumptions, to the carrying value of such assets. For restaurant assets that are not deemed to be

recoverable, we write-down an impaired restaurant to its estimated fair value, which becomes its new cost basis. Fair value is an estimate of the price a franchisee would pay for the restaurant and its related assets and is determined by discounting the estimated future after-tax cash flows of the restaurant, which include a deduction for the royalty the franchisee would pay us. The after-tax cash flows incorporate reasonable assumptions we believe a franchisee would make such as sales growth and margin improvement. The discount rate used in the fair value calculation is our estimate of the required rate of return that a franchisee would expect to receive when purchasing a similar restaurant and the related long-lived assets. The discount rate incorporates rates of returns for historical refranchising market transactions and is commensurate with the risks and uncertainty inherent in the forecasted cash flows.

In executing our refranchising initiatives, we most often offer groups of restaurants for sale. When we believe a restaurant or groups of restaurants will be refranchised for a price less than their carrying value, but do not believe the restaurant(s) have met the criteria to be classified as held for sale, we review the restaurants for impairment. We evaluate the recoverability of these restaurant assets at the date it is considered more likely than not that they will be refranchised by comparing estimated sales proceeds plus holding period cash flows, if any, to the carrying value of the restaurant or group of restaurants. For restaurant assets that are not deemed to be recoverable, we recognize impairment for any excess of carrying value over the fair value of the restaurants, which is based on the expected net sales proceeds. To the extent ongoing agreements to be entered into with the franchisee simultaneous with the refranchising are expected to contain terms, such as royalty rates, not at prevailing market rates, we consider the off-market terms in our impairment evaluation. We recognize any such impairment charges in Refranchising (gain) loss. We classify restaurants as held for sale and suspend depreciation and amortization when (a) we make a decision to refranchise; (b) the restaurants can be immediately removed from operations; (c) we have begun an active program to locate a buyer; (d) the restaurant is being actively marketed at a reasonable market price; (e) significant changes to the plan of sale are not likely; and (f) the sale is probable within one year. Restaurants classified as held for sale are recorded at the lower of their carrying value or fair value less cost to sell. We recognize estimated losses on restaurants that are classified as held for sale in Refranchising (gain) loss.

Refranchising (gain) loss includes the gains or losses from the sales of our restaurants to new and existing franchisees, including impairment charges discussed above, and the related initial franchise fees. We recognize gains on restaurant refranchisings when the sale transaction closes, the franchisee has a minimum amount of the purchase price in at-risk equity, and we are satisfied that the franchisee can meet its financial obligations. If the criteria for gain recognition are not met, we defer the gain to the extent we have a remaining financial exposure in connection with the sales transaction. Deferred gains are recognized when the gain recognition criteria are met or as our financial exposure is reduced. When we make a decision to retain a store, or group of stores, previously held for sale, we revalue the store at the lower of its (a) net book value at our original sale decision date less normal depreciation and amortization that would have been recorded during the period held for sale or (b) its current fair value. This value becomes the store's new cost basis. We record any resulting difference between the store's carrying amount and its new cost basis to Closure and impairment (income) expense.

When we decide to close a restaurant, it is reviewed for impairment and depreciable lives are adjusted based on the expected disposal date. Other costs incurred when closing a restaurant such as costs of disposing of the assets as well as other facility-related expenses from previously closed stores are generally expensed as incurred. Additionally, at the date we cease using a property under an operating lease, we record a liability for the net present value of any remaining lease obligations, net of estimated sublease income, if any. Any costs recorded upon store closure as well as any subsequent adjustments to liabilities for remaining lease obligations as a result of lease termination or changes in estimates of sublease income are recorded in Closures and impairment (income) expenses. To the extent we sell assets, primarily land, associated with a closed store, any gain or loss upon that sale is also recorded in Closures and impairment (income) expenses.

Considerable management judgment is necessary to estimate future cash flows, including cash flows from continuing use, terminal value, sublease income and refranchising proceeds. Accordingly, actual results could vary significantly from our estimates.

Impairment of Investments in Unconsolidated Affiliates. We record impairment charges related to an investment in an unconsolidated affiliate whenever events or circumstances indicate that a decrease in the fair value of an investment has occurred which is other than temporary. In addition, we evaluate our investments in unconsolidated affiliates for impairment when they have experienced two consecutive years of operating losses. We recorded no impairment associated with our investments in unconsolidated affiliates during 2011, 2010 and 2009.

Guarantees. We recognize, at inception of a guarantee, a liability for the fair value of certain obligations undertaken. The majority of our guarantees are issued as a result of assigning our interest in obligations under operating leases as a condition to the refranchising of certain Company restaurants. We recognize a liability for the fair value of such lease guarantees upon refranchising

and upon subsequent renewals of such leases when we remain contingently liable. The related expense and any subsequent changes in the guarantees are included in Refranchising (gain) loss. The related expense and subsequent changes in the guarantees for other franchise support guarantees not associated with a refranchising transaction are included in Franchise and license expense.

Income Taxes. We record deferred tax assets and liabilities for the future tax consequences attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases as well as operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Additionally, in determining the need for recording a valuation allowance against the carrying amount of deferred tax assets, we consider the amount of taxable income and periods over which it must be earned, actual levels of past taxable income and known trends and events or transactions that are expected to affect future levels of taxable income. Where we determine that it is more likely than not that all or a portion of an asset will not be realized, we record a valuation allowance.

We recognize the benefit of positions taken or expected to be taken in our tax returns in our Income tax provision when it is more likely than not (i.e. a likelihood of more than fifty percent) that the position would be sustained upon examination by tax authorities. A recognized tax position is then measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon settlement. Changes in judgment that result in subsequent recognition, derecognition or change in a measurement of a tax position taken in a prior annual period (including any related interest and penalties) are recognized as a discrete item in the interim period in which the change occurs.

The Company recognizes accrued interest and penalties related to unrecognized tax benefits as components of its Income tax provision.

See Note 17 for a further discussion of our income taxes.

Fair Value Measurements. Fair value is the price we would receive to sell an asset or pay to transfer a liability (exit price) in an orderly transaction between market participants. For those assets and liabilities we record or disclose at fair value, we determine fair value based upon the quoted market price, if available. If a quoted market price is not available for identical assets, we determine fair value based upon the quoted market price of similar assets or the present value of expected future cash flows considering the risks involved, including counterparty performance risk if appropriate, and using discount rates appropriate for the duration. The fair values are assigned a level within the fair value hierarchy, depending on the source of the inputs into the calculation.

- Level 1 Inputs based upon quoted prices in active markets for identical assets.
- Level 2 Inputs other than quoted prices included within Level 1 that are observable for the asset, either directly or indirectly.
- Level 3 Inputs that are unobservable for the asset.

Cash and Cash Equivalents. Cash equivalents represent funds we have temporarily invested (with original maturities not exceeding three months), including short-term, highly liquid debt securities.

Receivables. The Company's receivables are primarily generated as a result of ongoing business relationships with our franchisees and licensees as a result of franchise, license and lease agreements. Trade receivables consisting of royalties from franchisees and licensees are generally due within 30 days of the period in which the corresponding sales occur and are classified as Accounts and notes receivable on our Consolidated Balance Sheets. Our provision for uncollectible franchise and licensee receivable balances is based upon pre-defined aging criteria or upon the occurrence of other events that indicate that we may not collect the balance due. Additionally, we monitor the financial condition of our franchisees and licensees and record provisions for estimated losses on receivables when we believe it probable that our franchisees or licensees will be unable to make their required payments. While we use the best information available in making our determination, the ultimate recovery of recorded receivables is also dependent upon future economic events and other conditions that may be beyond our control. Net provisions for uncollectible franchise and license trade receivables of \$7 million, \$3 million and \$11 million were included in Franchise and license expenses in 2011, 2010 and 2009, respectively. The allowance for doubtful accounts, net of the aforementioned provisions, decreased during 2011 primarily due to write-offs and as a result of the LJS and A&W divestitures. Trade receivables that are ultimately deemed to be uncollectible, and for which collection efforts have been exhausted, are written off against the allowance for doubtful accounts.

	2011	2010
Accounts and notes receivable	\$ 308	\$ 289
Allowance for doubtful accounts	(22)	(33)
Accounts and notes receivable, net	\$ 286	\$ 256

Our financing receivables primarily consist of notes receivables and direct financing leases with franchisees which we enter into from time to time. As these receivables primarily relate to our ongoing business agreements with franchisees and licensees, we consider such receivables to have similar risk characteristics and evaluate them as one collective portfolio segment and class for determining the allowance for doubtful accounts. We monitor the financial condition of our franchisees and licensees and record provisions for estimated losses on receivables when we believe it probable that our franchisees or licensees will be unable to make their required payments. Balances of notes receivable and direct financing leases due within one year are included in Accounts and Notes Receivable while amounts due beyond one year are included in Other assets. Amounts included in Other assets totaled \$15 million (net of an allowance of \$4 million) and \$57 million (net of an allowance of \$30 million) at December 31, 2011 and December 25, 2010, respectively. The decline was primarily due to direct financing lease receivables sold as part of the LJS and A&W divestitures. Financing receivables that are ultimately deemed to be uncollectible, and for which collection efforts have been exhausted, are written off against the allowance for doubtful accounts. Interest income recorded on financing receivables has traditionally been insignificant.

Inventories. We value our inventories at the lower of cost (computed on the first-in, first-out method) or market.

Property, Plant and Equipment. We state property, plant and equipment at cost less accumulated depreciation and amortization. We calculate depreciation and amortization on a straight-line basis over the estimated useful lives of the assets as follows: 5 to 25 years for buildings and improvements, 3 to 20 years for machinery and equipment and 3 to 7 years for capitalized software costs. As discussed above, we suspend depreciation and amortization on assets related to restaurants that are held for sale.

Leases and Leasehold Improvements. The Company leases land, buildings or both for nearly 6,200 of its restaurants worldwide. Lease terms, which vary by country and often include renewal options, are an important factor in determining the appropriate accounting for leases including the initial classification of the lease as capital or operating and the timing of recognition of rent expense over the duration of the lease. We include renewal option periods in determining the term of our leases when failure to renew the lease would impose a penalty on the Company in such an amount that a renewal appears to be reasonably assured at the inception of the lease. The primary penalty to which we are subject is the economic detriment associated with the existence of leasehold improvements which might be impaired if we choose not to continue the use of the leased property. Leasehold improvements, which are a component of buildings and improvements described above, are amortized over the shorter of their estimated useful lives or the lease term. We generally do not receive leasehold improvement incentives upon opening a store that is subject to a lease.

We expense rent associated with leased land or buildings while a restaurant is being constructed whether rent is paid or we are subject to a rent holiday. Additionally, certain of the Company's operating leases contain predetermined fixed escalations of the minimum rent during the lease term. For leases with fixed escalating payments and/or rent holidays, we record rent expense on a straight-line basis over the lease term, including any option periods considered in the determination of that lease term. Contingent rentals are generally based on sales levels in excess of stipulated amounts, and thus are not considered minimum lease payments and are included in rent expense when attainment of the contingency is considered probable (e.g. when Company sales occur).

Internal Development Costs and Abandoned Site Costs. We capitalize direct costs associated with the site acquisition and construction of a Company unit on that site, including direct internal payroll and payroll-related costs. Only those site-specific costs incurred subsequent to the time that the site acquisition is considered probable are capitalized. If we subsequently make a determination that a site for which internal development costs have been capitalized will not be acquired or developed, any previously capitalized internal development costs are expensed and included in G&A expenses.

Goodwill and Intangible Assets. From time to time, the Company acquires restaurants from one of our Concept's franchisees or acquires another business. Goodwill from these acquisitions represents the excess of the cost of a business acquired over the net of the amounts assigned to assets acquired, including identifiable intangible assets and liabilities assumed. Goodwill is not amortized and has been assigned to reporting units for purposes of impairment testing. Our reporting units are our operating segments in the U.S. (see Note 18), our YRI business units (typically individual countries) and our China Division brands. We evaluate goodwill for impairment on an annual basis or more often if an event occurs or circumstances change that indicate

impairments might exist. Goodwill impairment tests consist of a comparison of each reporting unit's fair value with its carrying value. Fair value is the price a willing buyer would pay for a reporting unit, and is generally estimated using discounted expected future after-tax cash flows from Company operations and franchise royalties. The discount rate is our estimate of the required rate of return that a third-party buyer would expect to receive when purchasing a business from us that constitutes a reporting unit. We believe the discount rate is commensurate with the risks and uncertainty inherent in the forecasted cash flows. If the carrying value of a reporting unit exceeds its fair value, goodwill is written down to its implied fair value. We have selected the beginning of our fourth quarter as the date on which to perform our ongoing annual impairment test for goodwill.

If we record goodwill upon acquisition of a restaurant(s) from a franchisee and such restaurant(s) is then sold within two years of acquisition, the goodwill associated with the acquired restaurant(s) is written off in its entirety. If the restaurant is refranchised two years or more subsequent to its acquisition, we include goodwill in the carrying amount of the restaurants disposed of based on the relative fair values of the portion of the reporting unit disposed of in the refranchising and the portion of the reporting unit that will be retained. The fair value of the portion of the reporting unit disposed of in a refranchising is determined by reference to the discounted value of the future cash flows expected to be generated by the restaurant and retained by the franchisee, which includes a deduction for the anticipated, future royalties the franchisee will pay us associated with the franchise agreement entered into simultaneously with the refranchising transition. Appropriate adjustments are made if such franchise agreement includes terms that are determined to not be at prevailing market rates. The fair value of the reporting unit retained is based on the price a willing buyer would pay for the reporting unit and includes the value of franchise agreements. As such, the fair value of the reporting unit retained can include expected cash flows from future royalties from those restaurants currently being refranchised, future royalties from existing franchise businesses and company restaurant operations. As a result, the percentage of a reporting unit's goodwill that will be written off in a refranchising transaction will be less than the percentage of the reporting unit's company restaurants that are refranchised in that transaction and goodwill can be allocated to a reporting unit with only franchise restaurants.

We evaluate the remaining useful life of an intangible asset that is not being amortized each reporting period to determine whether events and circumstances continue to support an indefinite useful life. If an intangible asset that is not being amortized is subsequently determined to have a finite useful life, we amortize the intangible asset prospectively over its estimated remaining useful life. Intangible assets that are deemed to have a definite life are amortized on a straight-line basis to their residual value.

For indefinite-lived intangible assets, our impairment test consists of a comparison of the fair value of an intangible asset with its carrying amount. Fair value is an estimate of the price a willing buyer would pay for the intangible asset and is generally estimated by discounting the expected future after-tax cash flows associated with the intangible asset. We also perform our annual test for impairment of our indefinite-lived intangible assets at the beginning of our fourth quarter.

Our definite-lived intangible assets that are not allocated to an individual restaurant are evaluated for impairment whenever events or changes in circumstances indicate that the carrying amount of the intangible asset may not be recoverable. An intangible asset that is deemed not recoverable on a undiscounted basis is written down to its estimated fair value, which is our estimate of the price a willing buyer would pay for the intangible asset based on discounted expected future after-tax cash flows. For purposes of our impairment analysis, we update the cash flows that were initially used to value the definite-lived intangible asset to reflect our current estimates and assumptions over the asset's future remaining life.

Derivative Financial Instruments. We use derivative instruments primarily to hedge interest rate and foreign currency risks. These derivative contracts are entered into with financial institutions. We do not use derivative instruments for trading purposes and we have procedures in place to monitor and control their use.

We record all derivative instruments on our Consolidated Balance Sheet at fair value. For derivative instruments that are designated and qualify as a fair value hedge, the gain or loss on the derivative instrument as well as the offsetting gain or loss on the hedged item attributable to the hedged risk are recognized in the results of operations. For derivative instruments that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative instrument is reported as a component of other comprehensive income (loss) and reclassified into earnings in the same period or periods during which the hedged transaction affects earnings. For derivative instruments that are designated and qualify as a net investment hedge, the effective portion of the gain or loss on the derivative instrument is reported in the foreign currency translation component of other comprehensive income (loss). Any ineffective portion of the gain or loss on the derivative instrument for a cash flow hedge or net investment hedge is recorded in the results of operations immediately. For derivative instruments not designated as hedging instruments, the gain or loss is recognized in the results of operations immediately. See Note 12 for a discussion of our use of derivative instruments, management of credit risk inherent in derivative instruments and fair value information.

Common Stock Share Repurchases. From time to time, we repurchase shares of our Common Stock under share repurchase programs authorized by our Board of Directors. Shares repurchased constitute authorized, but unissued shares under the North Carolina laws under which we are incorporated. Additionally, our Common Stock has no par or stated value. Accordingly, we

record the full value of share repurchases, upon the trade date, against Common Stock on our Consolidated Balance Sheet except when to do so would result in a negative balance in such Common Stock account. In such instances, on a period basis, we record the cost of any further share repurchases as a reduction in retained earnings. Due to the large number of share repurchases and the increase in the market value of our stock over the past several years, our Common Stock balance is frequently zero at the end of any period. Accordingly, \$483 million in share repurchases were recorded as a reduction in Retained Earnings in 2011. Our Common Stock balance was such that no share repurchases impacted Retained Earnings in 2010. There were no shares of our Common Stock repurchased during 2009. See Note 16 for additional information.

Pension and Post-retirement Medical Benefits. We measure and recognize the overfunded or underfunded status of our pension and post-retirement plans as an asset or liability in our Consolidated Balance Sheet as of our fiscal year end. The funded status represents the difference between the projected benefit obligations and the fair value of plan assets. The projected benefit obligation is the present value of benefits earned to date by plan participants, including the effect of future salary increases, as applicable. The difference between the projected benefit obligations and the fair value of plan assets that has not previously been recognized in our Consolidated Statement of Income is recorded as a component of Accumulated other comprehensive income (loss).

Note 3 – Earnings Per Common Share (“EPS”)

	2011	2010	2009
Net Income – YUM! Brands, Inc.	\$ 1,319	\$ 1,158	\$ 1,071
Weighted-average common shares outstanding (for basic calculation)	469	474	471
Effect of dilutive share-based employee compensation	12	12	12
Weighted-average common and dilutive potential common shares outstanding (for diluted calculation)	481	486	483
Basic EPS	\$ 2.81	\$ 2.44	\$ 2.28
Diluted EPS	\$ 2.74	\$ 2.38	\$ 2.22
Unexercised employee stock options and stock appreciation rights (in millions) excluded from the diluted EPS computation ^(a)	4.2	2.2	13.3

- (a) These unexercised employee stock options and stock appreciation rights were not included in the computation of diluted EPS because to do so would have been antidilutive for the periods presented.

Note 4 – Items Affecting Comparability of Net Income and Cash Flows

U.S. Business Transformation

As part of our plan to transform our U.S. business we took several measures in 2011, 2010 and 2009 ("the U.S. business transformation measures"). These measures include: continuation of our U.S. refranchising; General and Administrative ("G&A") productivity initiatives and realignment of resources (primarily severance and early retirement costs); and investments in our U.S. Brands made on behalf of our franchisees such as equipment purchases.

For information on our U.S. refranchising, see the Refranchising (Gain) Loss section on pages 63 and 64.

In connection with our G&A productivity initiatives and realignment of resources (primarily severance and early retirement costs), we recorded pre-tax charges of \$21 million, \$9 million and \$16 million in the years ended December 31, 2011, December 25, 2010 and December 26, 2009, respectively. The unpaid current liability for the severance portion of these charges was \$18 million and \$1 million as of December 31, 2011 and December 25, 2010, respectively. Severance payments in the years ended December 31, 2011, December 25, 2010 and December 26, 2009 totaled approximately \$4 million, \$7 million and \$26 million, respectively.

Additionally, the Company recognized a reduction to Franchise and license fees and income of \$32 million in the year ended December 26, 2009 related to investments in our U.S. Brands. These investments reflected our reimbursements to KFC franchisees for installation costs of ovens for the national launch of Kentucky Grilled Chicken. The reimbursements were recorded as a reduction to Franchise and license fees and income as we would not have provided the reimbursements absent the ongoing franchise relationship.

As a result of a decline in future profit expectations for our LJS and A&W U.S. businesses due in part to the impact of a reduced emphasis on multi-branding, we recorded a non-cash charge of \$26 million, which resulted in no related income tax benefit, in the fourth quarter of 2009 to write-off goodwill associated with our LJS and A&W U.S. businesses we owned at the time.

We are not including the impacts of these U.S. business transformation measures in our U.S. segment for performance reporting purposes as we do not believe they are indicative of our ongoing operations. Additionally, we are not including the depreciation reduction of \$10 million and \$9 million for the years ended December 31, 2011 and December 25, 2010, respectively, arising from the impairment of the KFCs offered for sale in the year ended December 25, 2010 within our U.S. segment for performance reporting purposes. Rather, we are recording such reduction as a credit within unallocated Occupancy and other operating expenses resulting in depreciation expense for the impaired restaurants we continue to own being recorded in the U.S. segment at the rate at which it was prior to the impairment charge being recorded.

LJS and A&W Divestitures

During the fourth quarter of 2011 we sold the Long John Silver's and A&W All American Food Restaurants brands to key franchise leaders and strategic investors in separate transactions.

We recognized \$86 million of pre-tax losses and other costs primarily in Closures and impairment (income) expenses during 2011 as a result of these transactions. Additionally, we recognized \$104 million of tax benefits related to tax losses associated with the transactions.

We are not including the pre-tax losses and other costs in our U.S. and YRI segments for performance reporting purposes as we do not believe they are indicative of our ongoing operations. In 2011, these businesses contributed 5% and 1% to Franchise and license fees and income for the U.S. and YRI segments, respectively. While these businesses contributed 1% to both the U.S. and YRI segments' Operating Profit in 2011, the impact on our consolidated Operating Profit was not significant.

Consolidation of a Former Unconsolidated Affiliate in Shanghai, China

On May 4, 2009 we acquired an additional 7% ownership in the entity that operates more than 200 KFCs in Shanghai, China for \$12 million, increasing our ownership to 58%. The acquisition was driven by our desire to increase our management control over the entity and further integrate the business with the remainder of our KFC operations in China. Prior to our acquisition of this additional interest, this entity was accounted for as an unconsolidated affiliate under the equity method of accounting due to the effective participation of our partners in the significant decisions of the entity that were made in the ordinary course of business. Concurrent with the acquisition we received additional rights in the governance of the entity, and thus we began consolidating the entity upon acquisition. As required by GAAP, we remeasured our previously held 51% ownership in the entity, which had a recorded value of \$17 million at the date of acquisition, at fair value and recognized a gain of \$68 million accordingly. This gain, which resulted in no related income tax expense, was recorded in Other (income) expense on our Consolidated Statement of Income during 2009 and was not allocated to any segment for performance reporting purposes.

Under the equity method of accounting, we previously reported our 51% share of the net income of the unconsolidated affiliate (after interest expense and income taxes) as Other (income) expense in the Consolidated Statements of Income. We also recorded a franchise fee for the royalty received from the stores owned by the unconsolidated affiliate. From the date of the acquisition, we have reported the results of operations for the entity in the appropriate line items of our Consolidated Statements of Income. We no longer recorded franchise fee income for these restaurants nor did we report Other (income) expense as we did under the equity method of accounting. Net income attributable to our partner's ownership percentage is recorded in Net Income – noncontrolling interests. For the year ended December 25, 2010, the consolidation of the existing restaurants upon acquisition increased Company sales by \$98 million, decreased Franchise and license fees and income by \$6 million and increased Operating Profit by \$3 million versus the year ended December 26, 2009. The impact of the acquisition on Net Income – YUM! Brands, Inc. was not significant to the year ended December 25, 2010.

The pro forma impact on our results of operations if the acquisition had been completed as of the beginning of 2009 would not have been significant.

Little Sheep Initial Investment and Pending Acquisition

During 2009, our China Division paid approximately \$103 million, in several tranches, to purchase 27% of the outstanding common shares of Little Sheep and obtain Board of Directors representation. We began reporting our investment in Little Sheep using the equity method of accounting, and this investment is included in Investments in unconsolidated affiliates on our Consolidated

Balance Sheets. Equity income recognized from our investment in Little Sheep was not significant in the years ended December 31, 2011, December 25, 2010 or December 26, 2009.

In May 2011, we announced our intent to acquire an additional 66% controlling interest in Little Sheep. As a result, we placed \$300 million in escrow and provided a \$300 million letter of credit to demonstrate availability of funds to acquire the additional shares in this business. The funds placed in escrow were restricted to the pending acquisition of Little Sheep and are separately presented in our Consolidated Balance Sheet as of December 31, 2011 and in our Consolidated Statement of Cash Flows for the year ended December 31, 2011. See Note 21 for information regarding the completion of this acquisition subsequent to year-end.

YRI Acquisitions

On October 31, 2011, YRI acquired 68 KFC restaurants from an existing franchisee in South Africa for \$71 million.

On July 1, 2010, we completed the exercise of our option with our Russian partner to purchase their interest in the co-branded Rostik's-KFC restaurants across Russia and the Commonwealth of Independent States. As a result, we acquired company ownership of 50 restaurants and gained full rights and responsibilities as franchisor of 81 restaurants, which our partner previously managed as master franchisee. We paid cash of \$60 million, net of settlement of a long-term note receivable of \$11 million, and assumed long-term debt of \$10 million which was subsequently repaid. The remaining balance of the purchase price of \$12 million will be paid in cash in July 2012.

The impact of consolidating these businesses on all line-items within our Consolidated Statement of Income was insignificant to the comparison of our year-over-year results.

Refranchising (Gain) Loss

The Refranchising (gain) loss by reportable segment is presented below. We do not allocate such gains and losses to our segments for performance reporting purposes.

	Refranchising (gain) loss		
	2011	2010	2009
China	\$ (14)	\$ (8)	\$ (3)
YRI ^{(a)(b)(c)}	69	53	11
U.S. ^(d)	17	18	(34)
Worldwide	<u>\$ 72</u>	<u>\$ 63</u>	<u>\$ (26)</u>

- (a) During the year ended December 31, 2011 we decided to rebrand or close all of our remaining Company-operated Pizza Hut restaurants in the UK market. While an asset group comprising approximately 350 dine-in restaurants did not meet the criteria for held-for-sale classification as of December 31, 2011, our decision to sell was considered an impairment indicator. As such we reviewed this asset group for potential impairment and determined that its carrying value was not recoverable based upon our estimate of expected rebranding proceeds and holding period cash flows anticipated while we continue to operate the restaurants as company units. Accordingly, we wrote this asset group down to our estimate of its fair value, which is based on the sales price we would expect to receive from a buyer. This fair value determination considered current market conditions, trends in the Pizza Hut UK business, and prices for similar transactions in the restaurant industry and resulted in a non-cash pre-tax write-down of \$74 million which was recorded to Refranchising (gain) loss. This impairment charge decreased depreciation expense versus what would have otherwise been recorded by \$3 million in 2011. This depreciation reduction was not allocated to the YRI segment, resulting in depreciation expense in the YRI segment results continuing to be recorded at the rate at which it was prior to the impairment charges being recorded for these restaurants. We will continue to review the asset group for any further necessary impairment until the date it is sold. The write-down does not include any allocation of the Pizza Hut UK reporting unit goodwill in the asset group carrying value. This additional non-cash write-down would be recorded, consistent with our historical policy, if the asset group ultimately meets the criteria to be classified as held for sale. Upon the ultimate sale of the restaurants, depending on the form of the transaction, we could also be required to record a charge for the fair value of any guarantee of future lease payments for any leases we assign to a franchisee and for the cumulative foreign currency translation adjustment associated with Pizza Hut UK. The decision to rebrand or close all remaining Pizza Hut restaurants in the UK was considered to be a goodwill impairment indicator. We determined that the fair value of our

Pizza Hut UK reporting unit exceeded its carrying value and as such there was no impairment of the approximately \$100 million in goodwill attributable to the reporting unit.

- (b) In the year ended December 25, 2010 we recorded a \$52 million loss on the refranchising of our Mexico equity market as we sold all of our Company-owned restaurants, comprised of 222 KFCs and 123 Pizza Huts, to an existing Latin American franchise partner. The buyer is serving as the master franchisee for Mexico which had 102 KFC and 53 Pizza Hut franchise restaurants at the time of the transaction. The write-off of goodwill included in this loss was minimal as our Mexico reporting unit included an insignificant amount of goodwill. This loss did not result in any related income tax benefit.
- (c) During the year ended December 26, 2009 we recognized a non-cash \$10 million refranchising loss as a result of our decision to offer to refranchise our KFC Taiwan equity market. During the year ended December 25, 2010 we refranchised all of our remaining company restaurants in Taiwan, which consisted of 124 KFCs. We included in our December 25, 2010 financial statements a non-cash write-off of \$7 million of goodwill in determining the loss on refranchising of Taiwan. Neither of these losses resulted in a related income tax benefit. The amount of goodwill write-off was based on the relative fair values of the Taiwan business disposed of and the portion of the business that was retained. The fair value of the business disposed of was determined by reference to the discounted value of the future cash flows expected to be generated by the restaurants and retained by the franchisee, which include a deduction for the anticipated royalties the franchisee will pay the Company associated with the franchise agreement entered into in connection with this refranchising transaction. The fair value of the Taiwan business retained consists of expected, net cash flows to be derived from royalties from franchisees, including the royalties associated with the franchise agreement entered into in connection with this refranchising transaction. We believe the terms of the franchise agreement entered into in connection with the Taiwan refranchising are substantially consistent with market. The remaining carrying value of goodwill related to our Taiwan business of \$30 million, after the aforementioned write-off, was determined not to be impaired as the fair value of the Taiwan reporting unit exceeded its carrying amount.
- (d) U.S. refranchising losses in the years ended December 31, 2011 and December 25, 2010 are primarily due to losses on sales of and offers to refranchise KFCs in the U.S. There were approximately 250 and 600 KFC restaurants offered for refranchising as of December 31, 2011 and December 25, 2010, respectively. The fair value of the business disposed of was determined by reference to the discounted value of the future cash flows expected to be generated by the restaurants and retained by the franchisee, which include a deduction for the anticipated royalties the franchisee will pay the Company associated with the franchise agreement entered into in connection with this refranchising transaction. The fair value of the U.S. business retained consists of expected, net cash flows to be derived from royalties from franchisees, including the royalties associated with the franchise agreement entered into in connection with this refranchising transaction. We believe the terms of the franchise agreement entered into in connection with the U.S. refranchising are substantially consistent with market. The remaining carrying value of goodwill related to our U.S. business of \$30 million, after the aforementioned write-off, was determined not to be impaired as the fair value of the U.S. reporting unit exceeded its carrying amount.

	2011			
	China	YRI	U.S.	Worldwide
Store closure (income) costs ^(a)	\$ (1)	\$ 4	\$ 4	\$ 7
Store impairment charges	13	18	17	48
Closure and impairment (income) expenses	<u>\$ 12</u>	<u>\$ 22</u>	<u>\$ 21</u>	<u>\$ 55</u>
	2010			
	China	YRI	U.S.	Worldwide
Store closure (income) costs ^(a)	\$ —	\$ 2	\$ 3	\$ 5
Store impairment charges	16	12	14	42
Closure and impairment (income) expenses	<u>\$ 16</u>	<u>\$ 14</u>	<u>\$ 17</u>	<u>\$ 47</u>
	2009			
	China	YRI	U.S.	Worldwide
Store closure (income) costs ^(a)	\$ (4)	\$ —	\$ 13	\$ 9
Store impairment charges ^(b)	13	22	33	68
Closure and impairment (income) expenses	<u>\$ 9</u>	<u>\$ 22</u>	<u>\$ 46</u>	<u>\$ 77</u>

- (a) Store closure (income) costs include the net gain or loss on sales of real estate on which we formerly operated a Company restaurant that was closed, lease reserves established when we cease using a property under an operating lease and subsequent adjustments to those reserves and other facility-related expenses from previously closed stores.
- (b) The 2009 store impairment charges for YRI include \$12 million of goodwill impairment for our Pizza Hut South Korea market.

The following table summarizes the 2011 and 2010 activity related to reserves for remaining lease obligations for closed stores.

	Beginning Balance	Amounts Used	New Decisions	Estimate/ Decision Changes	CTA/ Other	Ending Balance
2011 Activity	\$ 28	(12)	17	2	(1)	\$ 34
2010 Activity	\$ 27	(12)	8	—	5	\$ 28

Note 5 – Supplemental Cash Flow Data

	2011	2010	2009
Cash Paid For:			
Interest	\$ 199	\$ 190	\$ 209
Income taxes	349	357	308
Significant Non-Cash Investing and Financing Activities:			
Capital lease obligations incurred	\$ 58	\$ 16	\$ 7
Increase (decrease) in accrued capital expenditures	55	51	(17)

Note 6 – Franchise and License Fees and Income

	2011	2010	2009
Initial fees, including renewal fees	\$ 68	\$ 54	\$ 57
Initial franchise fees included in Refranchising (gain) loss	(21)	(15)	(17)
	47	39	40
Continuing fees and rental income	1,686	1,521	1,383
	<u>\$ 1,733</u>	<u>\$ 1,560</u>	<u>\$ 1,423</u>

Note 7 – Other (Income) Expense

	2011	2010	2009
Equity income from investments in unconsolidated affiliates	\$ (47)	\$ (42)	\$ (36)
Gain upon consolidation of a former unconsolidated affiliate in China ^(a)	—	—	(68)
Foreign exchange net (gain) loss and other	(6)	(1)	—
	<u>(6)</u>	<u>(1)</u>	<u>—</u>
Other (income) expense	<u>\$ (53)</u>	<u>\$ (43)</u>	<u>\$ (104)</u>

(a) See Note 4 for further discussion of the consolidation of a former unconsolidated affiliate in Shanghai, China.

Note 8 – Supplemental Balance Sheet Information

<u>Prepaid Expenses and Other Current Assets</u>	2011	2010
Income tax receivable	\$ 150	\$ 115
Assets held for sale	24	23
Other prepaid expenses and current assets	164	131
	<u>\$ 338</u>	<u>\$ 269</u>
<u>Property, Plant and Equipment</u>	2011	2010
Land	\$ 527	\$ 542
Buildings and improvements	3,856	3,709
Capital leases, primarily buildings	316	274
Machinery and equipment	2,568	2,578
Property, Plant and equipment, gross	<u>7,267</u>	<u>7,103</u>
Accumulated depreciation and amortization	(3,225)	(3,273)
Property, Plant and equipment, net	<u>\$ 4,042</u>	<u>\$ 3,830</u>

Depreciation and amortization expense related to property, plant and equipment was \$599 million, \$565 million and \$553 million in 2011, 2010 and 2009, respectively.

<u>Accounts Payable and Other Current Liabilities</u>	2011	2010
Accounts payable	\$ 712	\$ 540
Accrued capital expenditures	229	174
Accrued compensation and benefits	440	357
Dividends payable	131	118
Accrued taxes, other than income taxes	112	95
Other current liabilities	250	318
	<u>\$ 1,874</u>	<u>\$ 1,602</u>

Note 9 – Goodwill and Intangible Assets

The changes in the carrying amount of goodwill are as follows:

	China	YRI	U.S.	Worldwide
Balance as of December 26, 2009				
Goodwill, gross	\$ 82	\$ 249	\$ 352	\$ 683
Accumulated impairment losses	—	(17)	(26)	(43)
Goodwill, net	<u>82</u>	<u>232</u>	<u>326</u>	<u>640</u>
Acquisitions ^(a)	—	37	—	37
Disposals and other, net ^(b)	<u>3</u>	<u>(17)</u>	<u>(4)</u>	<u>(18)</u>
Balance as of December 25, 2010				
Goodwill, gross	85	269	348	702
Accumulated impairment losses	—	(17)	(26)	(43)
Goodwill, net	<u>85</u>	<u>252</u>	<u>322</u>	<u>659</u>
Acquisitions ^(c)	—	32	—	32
Disposals and other, net ^(b)	<u>3</u>	<u>(2)</u>	<u>(11)</u>	<u>(10)</u>
Balance as of December 31, 2011 ^(d)				
Goodwill, gross	88	299	311	698
Accumulated impairment losses	—	(17)	—	(17)
Goodwill, net	<u>\$ 88</u>	<u>\$ 282</u>	<u>\$ 311</u>	<u>\$ 681</u>

- (a) We recorded goodwill in our YRI segment related to the July 1, 2010 exercise of our option with our Russian partner to purchase their interest in the co-branded Rostik's-KFC restaurants across Russia and the Commonwealth of Independent States. See Note 4.
- (b) Disposals and other, net includes the impact of foreign currency translation on existing balances and goodwill write-offs associated with refranchising.
- (c) We recorded goodwill in our YRI segment related to the acquisition of 68 stores in South Africa. See Note 4.
- (d) As a result of the LJS and A&W divestitures in 2011, we disposed of \$26 million of goodwill that was fully impaired in 2009.

Intangible assets, net for the years ended 2011 and 2010 are as follows:

	2011		2010	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Definite-lived intangible assets				
Franchise contract rights	\$ 130	\$ (77)	\$ 163	\$ (83)
Trademarks/brands	28	(12)	234	(57)
Lease tenancy rights	58	(12)	56	(12)
Favorable operating leases	29	(13)	27	(10)
Reacquired franchise rights	167	(33)	143	(20)
Other	5	(2)	5	(2)
	<u>\$ 417</u>	<u>\$ (149)</u>	<u>\$ 628</u>	<u>\$ (184)</u>
Indefinite-lived intangible assets				
Trademarks/brands	<u>\$ 31</u>		<u>\$ 31</u>	

Amortization expense for all definite-lived intangible assets was \$31 million in 2011, \$29 million in 2010 and \$25 million in 2009. Amortization expense for definite-lived intangible assets will approximate \$21 million annually in 2012, \$19 million in 2013, \$17 million in 2014 and \$16 million in 2015 and 2016. The LJS and A&W divestitures impacted Trademarks/brands by \$164 million (net of accumulation amortization of \$48 million) and decreased future amortization expense by approximately \$8 million annually.

Note 10 – Short-term Borrowings and Long-term Debt

	2011	2010
Short-term Borrowings		
Current maturities of long-term debt	\$ 315	\$ 668
Current portion of fair value hedge accounting adjustment (See Note 12)	5	5
Unsecured International Revolving Credit Facility, expires November 2012	—	—
Unsecured Revolving Credit Facility, expires November 2012	—	—
	<u>\$ 320</u>	<u>\$ 673</u>
Long-term Debt		
Senior Unsecured Notes	\$ 3,012	\$ 3,257
Capital lease obligations (See Note 11)	279	236
Other	—	64
	<u>3,291</u>	<u>3,557</u>
Less current maturities of long-term debt	(315)	(668)
Long-term debt excluding long-term portion of hedge accounting adjustment	<u>2,976</u>	<u>2,889</u>
Long-term portion of fair value hedge accounting adjustment (See Note 12)	21	26
Long-term debt including hedge accounting adjustment	<u>\$ 2,997</u>	<u>\$ 2,915</u>

Our primary bank credit agreement comprises a \$1.15 billion syndicated senior unsecured revolving credit facility (the “Credit Facility”) which matures in November 2012 and includes 24 participating banks with commitments ranging from \$20 million to \$93 million. Under the terms of the Credit Facility, we may borrow up to the maximum borrowing limit, less outstanding letters of credit or banker’s acceptances, where applicable. At December 31, 2011, our unused Credit Facility totaled \$727 million net of outstanding letters of credit of \$423 million. There were no borrowings outstanding under the Credit Facility at December 31,

2011. The interest rate for borrowings under the Credit Facility ranges from 0.25% to 1.25% over the London Interbank Offered Rate (“LIBOR”) or is determined by an Alternate Base Rate, which is the greater of the Prime Rate or the Federal Funds Rate plus 0.50%. The exact spread over LIBOR or the Alternate Base Rate, as applicable, depends on our performance under specified financial criteria. Interest on any outstanding borrowings under the Credit Facility is payable at least quarterly.

We also have a \$350 million, syndicated revolving International credit facility (the “ICF”) which matures in November 2012 and includes 6 banks with commitments ranging from \$35 million to \$90 million. There was available credit of \$350 million and no borrowings outstanding under the ICF at the end of 2011. The interest rate for borrowings under the ICF ranges from 0.31% to 1.50% over LIBOR or is determined by a Canadian Alternate Base Rate, which is the greater of the Citibank, N.A., Canadian Branch’s publicly announced reference rate or the “Canadian Dollar Offered Rate” plus 0.50%. The exact spread over LIBOR or the Canadian Alternate Base Rate, as applicable, depends on our performance under specified financial criteria. Interest on any outstanding borrowings under the ICF is payable at least quarterly.

The Credit Facility and the ICF are unconditionally guaranteed by our principal domestic subsidiaries. Additionally, the ICF is unconditionally guaranteed by YUM. These agreements contain financial covenants relating to maintenance of leverage and fixed charge coverage ratios and also contain affirmative and negative covenants including, among other things, limitations on certain additional indebtedness and liens, and certain other transactions specified in the agreement. Given the Company’s balance sheet and cash flows, we were able to comply with all debt covenant requirements at December 31, 2011 with a considerable amount of cushion.

We are in the process of renewing the Credit Facility and ICF.

The majority of our remaining long-term debt primarily comprises Senior Unsecured Notes with varying maturity dates from 2012 through 2037 and stated interest rates ranging from 2.38% to 7.70%. The Senior Unsecured Notes represent senior, unsecured obligations and rank equally in right of payment with all of our existing and future unsecured unsubordinated indebtedness.

In the fourth quarter of 2011, we issued Chinese Yuan Renminbi 350 million (\$56 million) aggregate principal amount 2.38% Senior Unsecured Notes that are due September 29, 2014. During the third quarter of 2011, we issued \$350 million aggregate principal amount of 3.75% 10 year Senior Unsecured Notes. During the second quarter of 2011 we repaid \$650 million of Senior Unsecured Notes upon their maturity primarily with existing cash on hand.

The following table summarizes all Senior Unsecured Notes issued that remain outstanding at December 31, 2011:

Issuance Date ^(a)	Maturity Date	Principal Amount (in millions)	Interest Rate	
			Stated	Effective ^(b)
June 2002	July 2012	\$ 263	7.70%	8.06%
April 2006	April 2016	\$ 300	6.25%	6.03%
October 2007	March 2018	\$ 600	6.25%	6.38%
October 2007	November 2037	\$ 600	6.88%	7.29%
August 2009	September 2015	\$ 250	4.25%	4.44%
August 2009	September 2019	\$ 250	5.30%	5.59%
August 2010	November 2020	\$ 350	3.88%	4.01%
August 2011	November 2021	\$ 350	3.75%	3.88%
September 2011	September 2014	\$ 56	2.38%	2.92%

(a) Interest payments commenced six months after issuance date and are payable semi-annually thereafter.

(b) Includes the effects of the amortization of any (1) premium or discount; (2) debt issuance costs; and (3) gain or loss upon settlement of related treasury locks and forward-starting interest rate swaps utilized to hedge the interest rate risk prior to the debt issuance. Excludes the effect of any swaps that remain outstanding as described in Note 12.

Both the Credit Facility and the ICF contain cross-default provisions whereby our failure to make any payment on any of our indebtedness in a principal amount in excess of \$100 million, or the acceleration of the maturity of any such indebtedness, will constitute a default under such agreement. Our Senior Unsecured Notes provide that the acceleration of the maturity of any of our indebtedness in a principal amount in excess of \$50 million will constitute a default under the Senior Unsecured Notes if such acceleration is not annulled, or such indebtedness is not discharged, within 30 days after notice.

The annual maturities of short-term borrowings and long-term debt as of December 31, 2011, excluding capital lease obligations of \$279 million and fair value hedge accounting adjustments of \$26 million, are as follows:

Year ended:	
2012	\$ 263
2013	—
2014	56
2015	250
2016	300
Thereafter	2,150
Total	<u>\$ 3,019</u>

Interest expense on short-term borrowings and long-term debt was \$184 million, \$195 million and \$212 million in 2011, 2010 and 2009, respectively.

Note 11 – Leases

At December 31, 2011 we operated more than 7,400 restaurants, leasing the underlying land and/or building in nearly 6,200 of those restaurants with the vast majority of our commitments expiring within 20 years from the inception of the lease. Our longest lease expires in 2151. We also lease office space for headquarters and support functions, as well as certain office and restaurant equipment. We do not consider any of these individual leases material to our operations. Most leases require us to pay related executory costs, which include property taxes, maintenance and insurance.

Future minimum commitments and amounts to be received as lessor or sublessor under non-cancelable leases are set forth below:

	Commitments		Lease Receivables	
	Capital	Operating	Direct Financing	Operating
2012	\$ 65	\$ 612	\$ 3	\$ 49
2013	27	578	2	42
2014	26	538	2	39
2015	26	494	2	35
2016	26	462	2	31
Thereafter	267	2,653	14	139
	<u>\$ 437</u>	<u>\$ 5,337</u>	<u>\$ 25</u>	<u>\$ 335</u>

At December 31, 2011 and December 25, 2010, the present value of minimum payments under capital leases was \$279 million and \$236 million, respectively. At December 31, 2011, unearned income associated with direct financing lease receivables was \$14 million.

The details of rental expense and income are set forth below:

	2011	2010	2009
Rental expense			
Minimum	\$ 625	\$ 565	\$ 541
Contingent	233	158	123
	<u>\$ 858</u>	<u>\$ 723</u>	<u>\$ 664</u>
Rental income	<u>\$ 66</u>	<u>\$ 44</u>	<u>\$ 38</u>

Note 12 – Derivative Instruments

The Company is exposed to certain market risks relating to its ongoing business operations. The primary market risks managed by using derivative instruments are interest rate risk and cash flow volatility arising from foreign currency fluctuations.

We enter into interest rate swaps with the objective of reducing our exposure to interest rate risk and lowering interest expense for a portion of our fixed-rate debt. At December 31, 2011, our interest rate swaps outstanding had notional amounts of \$550 million and have been designated as fair value hedges of a portion of our debt. The Company's interest rate swaps meet the shortcut method requirements and no ineffectiveness has been recorded.

We enter into foreign currency forward contracts with the objective of reducing our exposure to cash flow volatility arising from foreign currency fluctuations associated with certain foreign currency denominated intercompany short-term receivables and payables. The notional amount, maturity date, and currency of these contracts match those of the underlying receivables or payables. For those foreign currency exchange forward contracts that we have designated as cash flow hedges, we measure ineffectiveness by comparing the cumulative change in the fair value of the forward contract with the cumulative change in the fair value of the hedged item. At December 31, 2011, foreign currency forward contracts outstanding had a total notional amount of \$459 million.

The fair values of derivatives designated as hedging instruments for the years ended December 31, 2011 and December 25, 2010 were:

	Fair Value		Consolidated Balance Sheet Location
	2011	2010	
Interest Rate Swaps - Asset	\$ 10	\$ 8	Prepaid expenses and other current assets
Interest Rate Swaps - Asset	22	33	Other assets
Foreign Currency Forwards - Asset	3	7	Prepaid expenses and other current assets
Foreign Currency Forwards - Liability	(1)	(3)	Accounts payable and other current liabilities
Total	<u>\$ 34</u>	<u>\$ 45</u>	

The unrealized gains associated with our interest rate swaps that hedge the interest rate risk for a portion of our debt have been reported as an addition of \$5 million and \$21 million to Short-term borrowings and Long-term debt, respectively at December 31, 2011 and as an addition of \$5 million and \$26 million to Short-term borrowings and Long-term debt, respectively at December 25, 2010. During the years ended December 31, 2011 and December 25, 2010, Interest expense, net was reduced by \$24 million and \$33 million, respectively for recognized gains on these interest rate swaps.

For our foreign currency forward contracts the following effective portions of gains and losses were recognized into Other Comprehensive Income ("OCI") and reclassified into income from OCI in the years ended December 31, 2011 and December 25, 2010.

	2011	2010
Gains (losses) recognized into OCI, net of tax	\$ 2	\$ 32
Gains (losses) reclassified from Accumulated OCI into income, net of tax	\$ 1	\$ 33

The gains/losses reclassified from Accumulated OCI into income were recognized as Other income (expense) in our Consolidated Statement of Income, largely offsetting foreign currency transaction losses/gains recorded when the related intercompany receivables and payables were adjusted for foreign currency fluctuations. Changes in fair values of the foreign currency forwards recognized directly in our results of operations either from ineffectiveness or exclusion from effectiveness testing were insignificant in the years ended December 31, 2011 and December 25, 2010.

Additionally, we had a net deferred loss of \$12 million and \$13 million, net of tax, as of December 31, 2011 and December 25, 2010, respectively within Accumulated OCI due to treasury locks and forward-starting interest rate swaps that have been cash settled, as well as outstanding foreign currency forward contracts. The majority of this loss arose from the settlement of forward starting interest rate swaps entered into prior to the issuance of our Senior Unsecured Notes due in 2037, and is being reclassified into earnings through 2037 to interest expense. In each of 2011, 2010 and 2009 an insignificant amount was reclassified from Accumulated OCI to Interest expense, net as a result of these previously settled cash flow hedges.

As a result of the use of derivative instruments, the Company is exposed to risk that the counterparties will fail to meet their contractual obligations. To mitigate the counterparty credit risk, we only enter into contracts with carefully selected major financial institutions based upon their credit ratings and other factors, and continually assess the creditworthiness of counterparties. At December 31, 2011 and December 25, 2010, all of the counterparties to our interest rate swaps and foreign currency forwards had investment grade ratings according to the three major ratings agencies. To date, all counterparties have performed in accordance with their contractual obligations.

Note 13 – Fair Value Disclosures

The following table presents fair values for those assets and liabilities measured at fair value on a recurring basis and the level within the fair value hierarchy in which the measurements fall. No transfers among the levels within the fair value hierarchy occurred during the years ended December 31, 2011 or December 25, 2010.

	Level	Fair Value	
		2011	2010
Foreign Currency Forwards, net	2	\$ 2	\$ 4
Interest Rate Swaps, net	2	32	41
Other Investments	1	15	14
Total		<u>\$ 49</u>	<u>\$ 59</u>

The fair value of the Company's foreign currency forwards and interest rate swaps were determined based on the present value of expected future cash flows considering the risks involved, including nonperformance risk, and using discount rates appropriate for the duration based upon observable inputs. The other investments include investments in mutual funds, which are used to offset fluctuations in deferred compensation liabilities that employees have chosen to invest in phantom shares of a Stock Index Fund or Bond Index Fund. The other investments are classified as trading securities and their fair value is determined based on the closing market prices of the respective mutual funds as of December 31, 2011 and December 25, 2010.

The following tables present the fair values for those assets and liabilities measured at fair value during 2011 or 2010 on a non-recurring basis, and that remain on our Consolidated Balance Sheet as of December 31, 2011 or December 25, 2010. Total losses include losses recognized from all non-recurring fair value measurements during the years ended December 31, 2011 and December 25, 2010 for assets and liabilities that remain on our Consolidated Balance Sheet as of December 31, 2011 or December 25, 2010:

	As of December 31, 2011	Fair Value Measurements Using			Total Losses
		Level 1	Level 2	Level 3	2011
Long-lived assets held for use	\$ 50	—	—	50	128

	As of December 25, 2010	Fair Value Measurements Using			Total Losses
		Level 1	Level 2	Level 3	2010
Long-lived assets held for use	\$ 184	—	—	184	110

Long-lived assets held for use presented in the tables above include restaurants or groups of restaurants that were impaired either as a result of our semi-annual impairment review or when it was more likely than not a restaurant or restaurant group would be refranchised. Of the \$128 million in impairment charges shown in the table above for the year ended December 31, 2011, \$95 million was included in Refranchising (gain) loss and \$33 million was included in Closures and impairment (income) expenses in the Consolidated Statements of Income.

Of the \$110 million impairment charges shown in the table above for the year ended December 25, 2010, \$80 million was included in Refranchising (gain) loss and \$30 million was included in Closures and impairment (income) expenses in the Consolidated Statements of Income.

At December 31, 2011 the carrying values of cash and cash equivalents, accounts receivable and accounts payable approximated their fair values because of the short-term nature of these instruments. The fair value of notes receivable net of allowances and lease guarantees less subsequent amortization approximates their carrying value. The Company's debt obligations, excluding capital leases, were estimated to have a fair value of \$3.5 billion, compared to their carrying value of \$3.0 billion. We estimated the fair value of debt using market quotes and calculations based on market rates.

Note 14 – Pension, Retiree Medical and Retiree Savings Plans

Pension Benefits

We sponsor noncontributory defined benefit pension plans covering certain full-time salaried and hourly U.S. employees. The most significant of these plans, the YUM Retirement Plan (the "Plan"), is funded while benefits from the other U.S. plans are paid by the Company as incurred. During 2001, the plans covering our U.S. salaried employees were amended such that any salaried employee hired or rehired by YUM after September 30, 2001 is not eligible to participate in those plans. Benefits are based on years of service and earnings or stated amounts for each year of service. We also sponsor various defined benefit pension plans covering certain of our non-U.S. employees, the most significant of which are in the UK. Our plans in the UK have previously been amended such that new employees are not eligible to participate in these plans. Additionally, in 2011 one of our UK plans was frozen such that existing participants can no longer earn future service credits. This resulted in a curtailment gain of \$10 million which was credited to Accumulated other comprehensive income (loss).

Obligation and Funded Status at Measurement Date:

The following chart summarizes the balance sheet impact, as well as benefit obligations, assets, and funded status associated with our U.S. pension plans and significant International pension plans. The actuarial valuations for all plans reflect measurement dates coinciding with our fiscal year ends.

	U.S. Pension Plans		International Pension Plans	
	2011	2010	2011	2010
Change in benefit obligation				
Benefit obligation at beginning of year	\$ 1,108	\$ 1,010	\$ 187	\$ 176
Service cost	24	25	5	6
Interest cost	64	62	10	9
Participant contributions	—	—	1	2
Curtailment gain	(7)	(2)	(10)	—
Settlement loss	—	1	—	—
Special termination benefits	5	1	—	—
Exchange rate changes	—	—	1	(9)
Benefits paid	(40)	(57)	(2)	(4)
Settlement payments	—	(9)	—	—
Actuarial (gain) loss	227	77	(5)	7
Benefit obligation at end of year	\$ 1,381	\$ 1,108	\$ 187	\$ 187
Change in plan assets				
Fair value of plan assets at beginning of year	\$ 907	\$ 835	\$ 164	\$ 141
Actual return on plan assets	83	108	10	14
Employer contributions	53	35	10	17
Participant contributions	—	—	1	2
Settlement payments	—	(9)	—	—
Benefits paid	(40)	(57)	(2)	(4)
Exchange rate changes	—	—	—	(6)
Administrative expenses	(5)	(5)	—	—
Fair value of plan assets at end of year	\$ 998	\$ 907	\$ 183	\$ 164
Funded status at end of year	\$ (383)	\$ (201)	\$ (4)	\$ (23)

Amounts recognized in the Consolidated Balance Sheet:

	U.S. Pension Plans		International Pension Plans	
	2011	2010	2011	2010
Accrued benefit asset - non-current	\$ —	\$ —	\$ 8	\$ —
Accrued benefit liability – current	(14)	(10)	—	—
Accrued benefit liability – non-current	(369)	(191)	(12)	(23)
	\$ (383)	\$ (201)	\$ (4)	\$ (23)

Amounts recognized as a loss in Accumulated Other Comprehensive Income:

	U.S. Pension Plans		International Pension Plans	
	2011	2010	2011	2010
Actuarial net loss	\$ 540	\$ 359	\$ 30	\$ 46
Prior service cost	3	4	—	—
	\$ 543	\$ 363	\$ 30	\$ 46

The accumulated benefit obligation for the U.S. and International pension plans was \$1,496 million and \$1,212 million at December 31, 2011 and December 25, 2010, respectively.

Information for pension plans with an accumulated benefit obligation in excess of plan assets:

	U.S. Pension Plans		International Pension Plans	
	2011	2010	2011	2010
Projected benefit obligation	\$ 1,381	\$ 1,108	\$ —	\$ —
Accumulated benefit obligation	1,327	1,057	—	—
Fair value of plan assets	998	907	—	—

Information for pension plans with a projected benefit obligation in excess of plan assets:

	U.S. Pension Plans		International Pension Plans	
	2011	2010	2011	2010
Projected benefit obligation	\$ 1,381	\$ 1,108	\$ 99	\$ 187
Accumulated benefit obligation	1,327	1,057	87	155
Fair value of plan assets	998	907	87	164

Our funding policy with respect to the U.S. Plan is to contribute amounts necessary to satisfy minimum pension funding requirements, including requirements of the Pension Protection Act of 2006, plus such additional amounts from time to time as are determined to be appropriate to improve the U.S. Plan's funded status. We currently estimate that we will be required to contribute approximately \$30 million to the U.S. Plan in 2012.

The funding rules for our pension plans outside of the U.S. vary from country to country and depend on many factors including discount rates, performance of plan assets, local laws and regulations. We do not believe we will be required to make significant contributions to any pension plan outside of the U.S. in 2012.

We do not anticipate any plan assets being returned to the Company during 2012 for any plans.

Components of net periodic benefit cost:

	U.S. Pension Plans			International Pension Plans		
	2011	2010	2009	2011	2010	2009
Net periodic benefit cost						
Service cost	\$ 24	\$ 25	\$ 26	\$ 5	\$ 6	\$ 5
Interest cost	64	62	58	10	9	7
Amortization of prior service cost ^(a)	1	1	1	—	—	—
Expected return on plan assets	(71)	(70)	(59)	(12)	(9)	(7)
Amortization of net loss	31	23	13	2	2	2
Net periodic benefit cost	<u>\$ 49</u>	<u>\$ 41</u>	<u>\$ 39</u>	<u>\$ 5</u>	<u>\$ 8</u>	<u>\$ 7</u>
Additional loss recognized due to:						
Settlement ^(b)	\$ —	\$ 3	\$ 2	\$ —	\$ —	\$ —
Special termination benefits ^(c)	\$ 5	\$ 1	\$ 4	\$ —	\$ —	\$ —

- (a) Prior service costs are amortized on a straight-line basis over the average remaining service period of employees expected to receive benefits.
- (b) Settlement loss results from benefit payments from a non-funded plan exceeding the sum of the service cost and interest cost for that plan during the year.
- (c) Special termination benefits primarily related to the U.S. business transformation measures taken in 2011, 2010 and 2009.

Pension losses in accumulated other comprehensive income (loss):

	U.S. Pension Plans		International Pension Plans	
	2011	2010	2011	2010
Beginning of year	\$ 363	\$ 346	\$ 46	\$ 48
Net actuarial (gain) loss	219	43	(5)	2
Curtailment gain	(7)	(2)	(10)	—
Amortization of net loss	(31)	(23)	(2)	(2)
Amortization of prior service cost	(1)	(1)	—	—
Exchange rate changes	—	—	1	(2)
End of year	<u>\$ 543</u>	<u>\$ 363</u>	<u>\$ 30</u>	<u>\$ 46</u>

The estimated net loss for the U.S. and International pension plans that will be amortized from accumulated other comprehensive loss into net periodic pension cost in 2012 is \$63 million and \$1 million, respectively. The estimated prior service cost for the U.S. pension plans that will be amortized from accumulated other comprehensive loss into net periodic pension cost in 2012 is \$1 million.

Weighted-average assumptions used to determine benefit obligations at the measurement dates:

	U.S. Pension Plans		International Pension Plans	
	2011	2010	2011	2010
Discount rate	4.90%	5.90%	4.75%	5.40%
Rate of compensation increase	3.75%	3.75%	3.85%	4.42%

Weighted-average assumptions used to determine the net periodic benefit cost for fiscal years:

	U.S. Pension Plans			International Pension Plans		
	2011	2010	2009	2011	2010	2009
Discount rate	5.90%	6.30%	6.50%	5.40%	5.50%	5.51%
Long-term rate of return on plan assets	7.75%	7.75%	8.00%	6.64%	6.66%	7.20%
Rate of compensation increase	3.75%	3.75%	3.75%	4.41%	4.42%	4.12%

Our estimated long-term rate of return on plan assets represents the weighted-average of expected future returns on the asset categories included in our target investment allocation based primarily on the historical returns for each asset category, adjusted for an assessment of current market conditions.

Plan Assets

The fair values of our pension plan assets at December 31, 2011 by asset category and level within the fair value hierarchy are as follows:

	U.S. Pension Plans	International Pension Plans
Level 1:		
Cash ^(a)	\$ 1	\$ —
Level 2:		
Cash Equivalents ^(a)	62	—
Equity Securities – U.S. Large cap ^(b)	324	—
Equity Securities – U.S. Mid cap ^(b)	54	—
Equity Securities – U.S. Small cap ^(b)	54	—
Equity Securities – Non-U.S. ^(b)	88	109
Fixed Income Securities – U.S. Corporate ^(b)	263	—
Fixed Income Securities – Non-U.S. Corporate ^(b)	—	23
Fixed Income Securities – U.S. Government and Government Agencies ^(c)	164	—
Fixed Income Securities – Other ^{(b)(c)}	39	11
Other Investments ^(b)	—	40
Total fair value of plan assets ^(d)	<u>\$ 1,049</u>	<u>\$ 183</u>

(a) Short-term investments in money market funds

(b) Securities held in common trusts

(c) Investments held by the Plan are directly held

(d) Excludes net payable of \$51 million in the U.S. for purchases of assets included in the above that were settled after year end

Our primary objectives regarding the investment strategy for the Plan's assets, which make up 85% of total pension plan assets at the 2011 measurement date, are to reduce interest rate and market risk and to provide adequate liquidity to meet immediate and future payment requirements. To achieve these objectives, we are using a combination of active and passive investment strategies. Our equity securities, currently targeted at 55% of our investment mix, consist primarily of low-cost index funds focused on achieving long-term capital appreciation. We diversify our equity risk by investing in several different U.S. and foreign market index funds. Investing in these index funds provides us with the adequate liquidity required to fund benefit payments and plan expenses. The fixed income asset allocation, currently targeted at 45% of our mix, is actively managed and consists of long-duration fixed income securities that help to reduce exposure to interest rate variation and to better correlate asset maturities with obligations.

A mutual fund held as an investment by the Plan includes shares of YUM common stock valued at \$0.7 million at December 31, 2011 and \$0.6 million at December 25, 2010 (less than 1% of total plan assets in each instance).

Benefit Payments

The benefits expected to be paid in each of the next five years and in the aggregate for the five years thereafter are set forth below:

Year ended:	U.S. Pension Plans	International Pension Plans
2012	\$ 68	\$ 1
2013	50	1
2014	47	1
2015	50	1
2016	51	1
2017 - 2021	309	8

Expected benefits are estimated based on the same assumptions used to measure our benefit obligation on the measurement date and include benefits attributable to estimated future employee service.

Retiree Medical Benefits

Our post-retirement plan provides health care benefits, principally to U.S. salaried retirees and their dependents, and includes retiree cost-sharing provisions. During 2001, the plan was amended such that any salaried employee hired or rehired by YUM after September 30, 2001 is not eligible to participate in this plan. Employees hired prior to September 30, 2001 are eligible for benefits if they meet age and service requirements and qualify for retirement benefits. We fund our post-retirement plan as benefits are paid.

At the end of 2011 and 2010, the accumulated post-retirement benefit obligation was \$86 million and \$78 million, respectively. The actuarial loss recognized in Accumulated other comprehensive loss was \$12 million at the end of 2011 and \$6 million at the end of 2010. The net periodic benefit cost recorded in 2011, 2010 and 2009 was \$6 million, \$6 million and \$7 million, respectively, the majority of which is interest cost on the accumulated post-retirement benefit obligation. 2011, 2010 and 2009 costs each included less than \$1 million of special termination benefits primarily related to the U.S. business transformation measures described in Note 4. The weighted-average assumptions used to determine benefit obligations and net periodic benefit cost for the post-retirement medical plan are identical to those as shown for the U.S. pension plans. Our assumed health care cost trend rates for the following year as of 2011 and 2010 are 7.5% and 7.7%, respectively, with expected ultimate trend rates of 4.5% reached in 2028.

There is a cap on our medical liability for certain retirees. The cap for Medicare-eligible retirees was reached in 2000 and the cap for non-Medicare eligible retirees is expected to be reached in 2014; once the cap is reached, our annual cost per retiree will not increase. A one-percentage-point increase or decrease in assumed health care cost trend rates would have less than a \$1 million impact on total service and interest cost and on the post-retirement benefit obligation. The benefits expected to be paid in each of the next five years are approximately \$7 million and in aggregate for the five years thereafter are \$29 million.

Retiree Savings Plan

We sponsor a contributory plan to provide retirement benefits under the provisions of Section 401(k) of the Internal Revenue Code (the "401(k) Plan") for eligible U.S. salaried and hourly employees. Participants are able to elect to contribute up to 75% of eligible compensation on a pre-tax basis. Participants may allocate their contributions to one or any combination of multiple investment options or a self-managed account within the 401(k) Plan. We match 100% of the participant's contribution to the 401(k) Plan up to 6% of eligible compensation. We recognized as compensation expense our total matching contribution of \$14 million in 2011, \$15 million in 2010 and \$16 million in 2009.

Note 15 – Share-based and Deferred Compensation Plans

Overview

At year end 2011, we had four stock award plans in effect: the YUM! Brands, Inc. Long-Term Incentive Plan and the 1997 Long-Term Incentive Plan (collectively the “LTIPs”), the YUM! Brands, Inc. Restaurant General Manager Stock Option Plan (“RGM Plan”) and the YUM! Brands, Inc. SharePower Plan (“SharePower”). Under all our plans, the exercise price of stock options and stock appreciation rights (“SARs”) granted must be equal to or greater than the average market price or the ending market price of the Company’s stock on the date of grant.

Potential awards to employees and non-employee directors under the LTIPs include stock options, incentive stock options, SARs, restricted stock, stock units, restricted stock units (“RSUs”), performance restricted stock units, performance share units (“PSUs”) and performance units. Through December 31, 2011, we have issued only stock options, SARs, RSUs and PSUs under the LTIPs. While awards under the LTIPs can have varying vesting provisions and exercise periods, outstanding awards under the LTIPs vest in periods ranging from immediate to 5 years. Stock options and SARs expire ten years after grant.

Potential awards to employees under the RGM Plan include stock options, SARs, restricted stock and RSUs. Through December 31, 2011, we have issued only stock options and SARs under this plan. RGM Plan awards granted have a four-year cliff vesting period and expire ten years after grant. Certain RGM Plan awards are granted upon attainment of performance conditions in the previous year. Expense for such awards is recognized over a period that includes the performance condition period.

Potential awards to employees under SharePower include stock options, SARs, restricted stock and RSUs. Through December 31, 2011, we have issued only stock options and SARs under this plan. These awards generally vest over a period of four years and expire no longer than ten years after grant.

At year end 2011, approximately 19 million shares were available for future share-based compensation grants under the above plans.

Our Executive Income Deferral (“EID”) Plan allows participants to defer receipt of a portion of their annual salary and all or a portion of their incentive compensation. As defined by the EID Plan, we credit the amounts deferred with earnings based on the investment options selected by the participants. These investment options are limited to cash, phantom shares of our Common Stock, phantom shares of a Stock Index Fund and phantom shares of a Bond Index Fund. Investments in cash and phantom shares

Note 17 – Income Taxes

U.S. and foreign income before taxes are set forth below:

	2011	2010	2009
U.S.	\$ 266	\$ 345	\$ 269
Foreign	1,393	1,249	1,127
	<u>\$ 1,659</u>	<u>\$ 1,594</u>	<u>\$ 1,396</u>

The details of our income tax provision (benefit) are set forth below:

		2011	2010	2009
Current:	Federal	\$ 78	\$ 155	\$ (21)
	Foreign	374	356	251
	State	9	15	11
		<u>\$ 461</u>	<u>\$ 526</u>	<u>241</u>
Deferred:	Federal	(83)	(82)	92
	Foreign	(40)	(29)	(30)
	State	(14)	1	10
		<u>(137)</u>	<u>(110)</u>	<u>72</u>
		<u>\$ 324</u>	<u>\$ 416</u>	<u>\$ 313</u>

The reconciliation of income taxes calculated at the U.S. federal tax statutory rate to our effective tax rate is set forth below:

	2011		2010		2009	
U.S. federal statutory rate	\$ 580	35.0%	\$ 558	35.0%	\$ 489	35.0%
State income tax, net of federal tax benefit	2	0.1	12	0.7	14	1.0
Statutory rate differential attributable to foreign operations	(218)	(13.1)	(235)	(14.7)	(159)	(11.4)
Adjustments to reserves and prior years	24	1.4	55	3.5	(9)	(0.6)
Net benefit from LJS and A&W divestitures	(72)	(4.3)	—	—	—	—
Change in valuation allowances	22	1.3	22	1.4	(9)	(0.7)
Other, net	(14)	(0.9)	4	0.2	(13)	(0.9)
Effective income tax rate	<u>\$ 324</u>	<u>19.5%</u>	<u>\$ 416</u>	<u>26.1%</u>	<u>\$ 313</u>	<u>22.4%</u>

Statutory rate differential attributable to foreign operations. This item includes local taxes, withholding taxes, and shareholder-level taxes, net of foreign tax credits. The favorable impact is primarily attributable to a majority of our income being earned outside of the U.S. where tax rates are generally lower than the U.S. rate.

In 2011 and 2010, the benefit was positively impacted by the recognition of excess foreign tax credits generated by our intent to repatriate current year foreign earnings.

In 2009, the benefit was negatively impacted by withholding taxes associated with the distribution of intercompany dividends that were only partially offset by related foreign tax credits generated during the year.

Adjustments to reserves and prior years. This item includes: (1) the effects of reconciling income tax amounts recorded in our Consolidated Statements of Income to amounts reflected on our tax returns, including any adjustments to the Consolidated Balance Sheets; and (2) changes in tax reserves, including interest thereon, established for potential exposure we may incur if a taxing authority takes a position on a matter contrary to our position. We evaluate these amounts on a quarterly basis to insure that they have been appropriately adjusted for audit settlements and other events we believe may impact the outcome. The impact of certain effects or changes may offset items reflected in the ‘Statutory rate differential attributable to foreign operations’ line.

In 2009, this item included out-of-year adjustments which lowered our effective tax rate by 1.6 percentage points.

Change in valuation allowance. This item relates to changes for deferred tax assets generated or utilized during the current year and changes in our judgment regarding the likelihood of using deferred tax assets that existed at the beginning of the year. The impact of certain changes may offset items reflected in the 'Statutory rate differential attributable to foreign operations' line. The Company considers all available positive and negative evidence, including the amount of taxable income and periods over which it must be earned, actual levels of past taxable income and known trends and events or transactions expected to affect future levels of taxable income.

In 2011, \$22 million of net tax expense was driven by \$15 million for valuation allowances recorded against deferred tax assets generated during the current year and \$7 million of tax expense resulting from a change in judgment regarding the future use of certain foreign deferred tax assets that existed at the beginning of the year. These amounts exclude \$45 million in valuation allowance additions related to capital losses recognized as a result of the LJS and A&W divestitures, which are presented within *Net Benefit from LJS and A&W divestitures*.

In 2010, the \$22 million of net tax expense was driven by \$25 million for valuation allowances recorded against deferred tax assets generated during the current year. This expense was partially offset by a \$3 million tax benefit resulting from a change in judgment regarding the future use of U.S. state deferred tax assets that existed at the beginning of the year.

In 2009, the \$9 million net tax benefit was driven by \$25 million of benefit resulting from a change in judgment regarding the future use of foreign deferred tax assets that existed at the beginning of the year. This benefit was partially offset by \$16 million for valuation allowances recorded against deferred tax assets generated during the year.

Net benefit from LJS and A&W divestitures. This item includes a one-time \$117 million tax benefit, including approximately \$8 million state benefit, recognized on the LJS and A&W divestitures in 2011, partially offset by \$45 million of valuation allowance, including approximately \$4 million state expense, related to capital loss carryforwards recognized as a result of the divestitures. In addition, we recorded \$32 million of tax benefits on \$86 million of pre-tax losses and other costs, which resulted in \$104 million of total net tax benefits related to the divestitures.

Other. This item primarily includes the impact of permanent differences related to current year earnings and U.S. tax credits.

In 2009, this item was positively impacted by a one-time pre-tax gain of approximately \$68 million, with no related income tax expense, recognized on our acquisition of additional interest in, and consolidation of, the entity that operates KFC in Shanghai, China. This was partially offset by a pre-tax U.S. goodwill impairment charge of approximately \$26 million, with no related income tax benefit.

The details of 2011 and 2010 deferred tax assets (liabilities) are set forth below:

	2011	2010
Operating losses and tax credit carryforwards	\$ 590	\$ 335
Employee benefits	259	171
Share-based compensation	106	102
Self-insured casualty claims	47	50
Lease-related liabilities	137	166
Various liabilities	72	89
Deferred income and other	49	97
Gross deferred tax assets	1,260	1,010
Deferred tax asset valuation allowances	(368)	(306)
Net deferred tax assets	\$ 892	\$ 704
Intangible assets, including goodwill	\$ (147)	\$ (211)
Property, plant and equipment	(92)	(108)
Other	(53)	(29)
Gross deferred tax liabilities	\$ (292)	\$ (348)
Net deferred tax assets (liabilities)	\$ 600	\$ 356

Reported in Consolidated Balance Sheets as:

Deferred income taxes – current	\$	112	\$	61
Deferred income taxes – long-term		549		366
Accounts payable and other current liabilities		(16)		(20)
Other liabilities and deferred credits		(45)		(51)
	\$	<u>600</u>	\$	<u>356</u>

We have investments in foreign subsidiaries where the carrying values for financial reporting exceed the tax basis. We have not provided deferred tax on the portion of the excess that we believe is essentially permanent in duration. This amount may become taxable upon an actual or deemed repatriation of assets from the subsidiaries or a sale or liquidation of the subsidiaries. We estimate that our total temporary difference upon which we have not provided deferred tax is approximately \$1.7 billion at December 31, 2011. A determination of the deferred tax liability on this amount is not practicable.

At December 31, 2011, the Company has foreign operating and capital loss carryforwards of \$1.0 billion and U.S. federal and state operating loss and tax credit carryforwards of \$2.0 billion. These losses are being carried forward in jurisdictions where we are permitted to use tax losses from prior periods to reduce future taxable income and will expire as follows:

	Year of Expiration				Total
	2012	2013-2016	2017-2031	Indefinitely	
Foreign	\$ 4	\$ 66	\$ 136	\$ 833	\$ 1,039
U.S. federal and state	22	192	1,770	5	1,989
	<u>\$ 26</u>	<u>\$ 258</u>	<u>\$ 1,906</u>	<u>\$ 838</u>	<u>\$ 3,028</u>

We recognize the benefit of positions taken or expected to be taken in tax returns in the financial statements when it is more likely than not that the position would be sustained upon examination by tax authorities. A recognized tax position is measured at the largest amount of benefit that is greater than fifty percent likely of being realized upon settlement.

The Company had \$348 million and \$308 million of unrecognized tax benefits at December 31, 2011 and December 25, 2010, respectively, \$197 million and \$227 million of which, if recognized, would affect the 2011 and 2010 effective income tax rates, respectively. A reconciliation of the beginning and ending amount of unrecognized tax benefits follows:

	2011	2010
Beginning of Year	\$ 308	\$ 301
Additions on tax positions - current year	85	45
Additions for tax positions - prior years	38	35
Reductions for tax positions - prior years	(58)	(19)
Reductions for settlements	(8)	(41)
Reductions due to statute expiration	(22)	(10)
Foreign currency translation adjustment	5	(3)
End of Year	<u>\$ 348</u>	<u>\$ 308</u>

The Company believes it is reasonably possible its unrecognized tax benefits may decrease by approximately \$89 million in the next twelve months, including approximately \$39 million which, if recognized upon audit settlement or statute expiration, would affect the 2012 effective tax rate. Each position is individually insignificant.

The Company's income tax returns are subject to examination in the U.S. federal jurisdiction and numerous foreign jurisdictions. The following table summarizes our major jurisdictions and the tax years that are either currently under audit or remain open and subject to examination:

Jurisdiction	Open Tax Years
U.S. Federal	2004 – 2011
China	2008 – 2011
United Kingdom	2003 – 2011
Mexico	2005 – 2011
Australia	2007 – 2011

In addition, the Company is subject to various U.S. state income tax examinations, for which, in the aggregate, we had significant unrecognized tax benefits at December 31, 2011, each of which is individually insignificant.

The accrued interest and penalties related to income taxes at December 31, 2011 and December 25, 2010 are set forth below:

	2011	2010
Accrued interest and penalties	\$ 53	\$ 48

During 2011, 2010 and 2009, a net benefit of \$2 million, expense of \$13 million and expense of \$6 million, respectively, for interest and penalties was recognized in our Consolidated Statements of Income as components of its income tax provision.

On June 23, 2010, the Company received a Revenue Agent Report from the Internal Revenue Service (the “IRS”) relating to its examination of our U.S. federal income tax returns for fiscal years 2004 through 2006. The IRS has proposed an adjustment to increase the taxable value of rights to intangibles used outside the U.S. that YUM transferred to certain of its foreign subsidiaries. The proposed adjustment would result in approximately \$700 million of additional taxes plus net interest to date of approximately \$170 million. Furthermore, if the IRS prevails it is likely to make similar claims for years subsequent to fiscal 2006. The potential additional taxes for these later years, through 2011, computed on a similar basis to the 2004-2006 additional taxes, would be approximately \$350 million plus net interest to date of approximately \$25 million.

We believe that the Company has properly reported taxable income and paid taxes in accordance with applicable laws and that the proposed adjustment is inconsistent with applicable income tax laws, Treasury Regulations and relevant case law. We intend to defend our position vigorously and have filed a protest with the IRS. As the final resolution of the proposed adjustment remains uncertain, the Company will continue to provide for its position in this matter based on the tax benefit that we believe is the largest amount that is more likely than not to be realized upon settlement of this issue. There can be no assurance that payments due upon final resolution of this issue will not exceed our currently recorded reserve and such payments could have a material adverse effect on our financial position. Additionally, if increases to our reserves are deemed necessary due to future developments related to this issue, such increases could have a material, adverse effect on our results of operations as they are recorded. The Company does not expect resolution of this matter within twelve months and cannot predict with certainty the timing of such resolution.

Note 18 – Reportable Operating Segments

We are principally engaged in developing, operating, franchising and licensing the worldwide KFC, Pizza Hut and Taco Bell concepts. KFC, Pizza Hut and Taco Bell operate in 115, 97, and 27 countries and territories, respectively. Our five largest international markets based on operating profit in 2011 are China, Asia Franchise, Australia, Latin America Franchise, and United Kingdom.

We identify our operating segments based on management responsibility. The China Division includes only mainland China and YRI includes the remainder of our international operations. We consider our KFC, Pizza Hut and Taco Bell operating segments in the U.S. to be similar and therefore have aggregated them into a single reportable operating segment. Our U.S. and YRI segment results also include the operating results of our LJS and A&W businesses while we owned those businesses.

	Revenues		
	2011	2010	2009
China	\$ 5,566	\$ 4,135	\$ 3,407
YRI	3,274	3,088	2,988
U.S.	3,786	4,120	4,473
Unallocated Franchise and license fees and income ^{(a)(b)}	—	—	(32)
	<u>\$ 12,626</u>	<u>\$ 11,343</u>	<u>\$ 10,836</u>

	Operating Profit; Interest Expense, Net; and Income Before Income Taxes		
	2011	2010	2009
China ^(c)	\$ 908	\$ 755	\$ 596
YRI	673	589	497
U.S.	589	668	647
Unallocated Franchise and license fees and income ^{(a)(b)}	—	—	(32)
Unallocated Occupancy and other ^{(b)(d)}	14	9	—
Unallocated and corporate expenses ^{(b)(e)}	(223)	(194)	(189)
Unallocated Closures and impairment expense ^{(b)(f)}	(80)	—	(26)
Unallocated Other income (expense) ^{(b)(g)}	6	5	71
Unallocated Refranchising gain (loss) ^{(b)(h)}	(72)	(63)	26
Operating Profit	<u>1,815</u>	<u>1,769</u>	<u>1,590</u>
Interest expense, net	(156)	(175)	(194)
Income Before Income Taxes	<u>\$ 1,659</u>	<u>\$ 1,594</u>	<u>\$ 1,396</u>

	Depreciation and Amortization		
	2011	2010	2009
China	\$ 257	\$ 225	\$ 184
YRI	186	159	165
U.S.	177	201	216
Corporate ^(d)	8	4	15
	<u>\$ 628</u>	<u>\$ 589</u>	<u>\$ 580</u>

	Capital Spending		
	2011	2010	2009
China	\$ 405	\$ 272	\$ 271
YRI	256	259	251
U.S.	256	241	270
Corporate	23	24	5
	<u>\$ 940</u>	<u>\$ 796</u>	<u>\$ 797</u>

	Identifiable Assets		
	2011	2010	2009
China ⁽ⁱ⁾	\$ 2,527	\$ 2,289	\$ 1,632
YRI	2,899	2,649	2,448
U.S.	2,070	2,398	2,575
Corporate ^(j)	1,338	980	493
	<u>\$ 8,834</u>	<u>\$ 8,316</u>	<u>\$ 7,148</u>

	Long-Lived Assets ^(k)		
	2011	2010	2009
China	\$ 1,546	\$ 1,269	\$ 1,172
YRI	1,635	1,548	1,524
U.S.	1,805	2,095	2,260
Corporate	36	52	45
	<u>\$ 5,022</u>	<u>\$ 4,964</u>	<u>\$ 5,001</u>

- (a) Amount consists of reimbursements to KFC franchisees for installation costs of ovens for the national launch of Kentucky Grilled Chicken. See Note 4.
- (b) Amounts have not been allocated to the U.S., YRI or China Division segments for performance reporting purposes.
- (c) Includes equity income from investments in unconsolidated affiliates of \$47 million, \$42 million and \$36 million in 2011, 2010 and 2009, respectively, for China.
- (d) 2011 and 2010 include depreciation reductions arising from the impairment of KFC restaurants we offered to sell of \$10 million and \$9 million, respectively. 2011 includes a depreciation reduction arising from the impairment of Pizza Hut UK restaurants we decided to sell in 2011 of \$3 million. See Note 4.
- (e) 2011, 2010 and 2009 include approximately \$21 million, \$9 million and \$16 million, respectively, of charges relating to U.S. general and administrative productivity initiatives and realignment of resources. See Note 4.
- (f) 2011 represents net losses resulting from the LJS and A&W divestitures. 2009 includes a \$26 million charge to write-off goodwill associated with our LJS and A&W businesses in the U.S. See Note 9.
- (g) 2009 includes a \$68 million gain related to the acquisition of additional interest in and consolidation of a former unconsolidated affiliate in China. See Note 4.
- (h) See Note 4 for further discussion of Refranchising gain (loss).
- (i) China includes investments in 4 unconsolidated affiliates totaling \$167 million, \$154 million and \$144 million, for 2011, 2010 and 2009, respectively.

- (j) Primarily includes cash, deferred tax assets and property, plant and equipment, net, related to our office facilities.
- (k) Includes property, plant and equipment, net, goodwill, and intangible assets, net.

See Note 4 for additional operating segment disclosures related to impairment and store closure (income) costs.

Note 19 – Contingencies

Lease Guarantees

As a result of (a) assigning our interest in obligations under real estate leases as a condition to the refranchising of certain Company restaurants; (b) contributing certain Company restaurants to unconsolidated affiliates; and (c) guaranteeing certain other leases, we are frequently contingently liable on lease agreements. These leases have varying terms, the latest of which expires in 2065. As of December 31, 2011, the potential amount of undiscounted payments we could be required to make in the event of non-payment by the primary lessee was approximately \$625 million. The present value of these potential payments discounted at our pre-tax cost of debt at December 31, 2011 was approximately \$550 million. Our franchisees are the primary lessees under the vast majority of these leases. We generally have cross-default provisions with these franchisees that would put them in default of their franchise agreement in the event of non-payment under the lease. We believe these cross-default provisions significantly reduce the risk that we will be required to make payments under these leases. Accordingly, the liability recorded for our probable exposure under such leases at December 31, 2011 and December 25, 2010 was not material.

Franchise Loan Pool and Equipment Guarantees

We have agreed to provide financial support, if required, to a variable interest entity that operates a franchisee lending program used primarily to assist franchisees in the development of new restaurants in the U.S. and, to a lesser extent, in connection with the Company's refranchising programs. As part of this agreement, we have provided a partial guarantee of approximately \$14 million and two letters of credit totaling approximately \$23 million in support of the franchisee loan program at December 31, 2011. One such letter of credit could be used if we fail to meet our obligations under our guarantee. The other letter of credit could be used, in certain circumstances, to fund our participation in the funding of the franchisee loan program. The total loans outstanding under the loan pool were \$63 million at December 31, 2011 with an additional \$17 million available for lending at December 31, 2011. We have determined that we are not required to consolidate this entity as we share the power to direct this entity's lending activity with other parties.

In addition to the guarantee described above, YUM has provided guarantees of \$17 million on behalf of franchisees for several financing programs related to specific initiatives. The total loans outstanding under these financing programs were approximately \$32 million at December 31, 2011.

Unconsolidated Affiliates Guarantees

From time to time we have guaranteed certain lines of credit and loans of unconsolidated affiliates. At December 31, 2011 there are no guarantees outstanding for unconsolidated affiliates. Our unconsolidated affiliates had total revenues of approximately \$1.1 billion for the year ended December 31, 2011 and assets and debt of approximately \$525 million and \$75 million, respectively, at December 31, 2011.

Insurance Programs

We are self-insured for a substantial portion of our current and prior years' coverage including property and casualty losses. To mitigate the cost of our exposures for certain property and casualty losses, we self-insure the risks of loss up to defined maximum per occurrence retentions on a line-by-line basis. The Company then purchases insurance coverage, up to a certain limit, for losses that exceed the self-insurance per occurrence retention. The insurers' maximum aggregate loss limits are significantly above our actuarially determined probable losses; therefore, we believe the likelihood of losses exceeding the insurers' maximum aggregate loss limits is remote.

The following table summarizes the 2011 and 2010 activity related to our self-insured property and casualty reserves as of December 31, 2011.

	Beginning Balance	Expense	Payments	Ending Balance
2011 Activity	\$150	55	(65)	\$ 140
2010 Activity	\$173	46	(69)	\$ 150

In the U.S. and in certain other countries, we are also self-insured for healthcare claims and long-term disability for eligible participating employees subject to certain deductibles and limitations. We have accounted for our retained liabilities for property and casualty losses, healthcare and long-term disability claims, including reported and incurred but not reported claims, based on information provided by independent actuaries.

Due to the inherent volatility of actuarially determined property and casualty loss estimates, it is reasonably possible that we could experience changes in estimated losses which could be material to our growth in quarterly and annual Net income. We believe that we have recorded reserves for property and casualty losses at a level which has substantially mitigated the potential negative impact of adverse developments and/or volatility.

Legal Proceedings

We are subject to various claims and contingencies related to lawsuits, real estate, environmental and other matters arising in the normal course of business.

On November 26, 2001, Kevin Johnson, a former Long John Silver's ("LJS") restaurant manager, filed a collective action against LJS in the United States District Court for the Middle District of Tennessee alleging violation of the Fair Labor Standards Act ("FLSA") on behalf of himself and allegedly similarly-situated LJS general and assistant restaurant managers. Johnson alleged that LJS violated the FLSA by perpetrating a policy and practice of seeking monetary restitution from LJS employees, including Restaurant General Managers ("RGMs") and Assistant Restaurant General Managers ("ARGMs"), when monetary or property losses occurred due to knowing and willful violations of LJS policies that resulted in losses of company funds or property, and that LJS had thus improperly classified its RGMs and ARGMs as exempt from overtime pay under the FLSA. Johnson sought overtime pay, liquidated damages, and attorneys' fees for himself and his proposed class.

LJS moved the Tennessee district court to compel arbitration of Johnson's suit. The district court granted LJS's motion on June 7, 2004, and the United States Court of Appeals for the Sixth Circuit affirmed on July 5, 2005.

On December 19, 2003, while the arbitrability of Johnson's claims was being litigated, former LJS managers Erin Cole and Nick Kaufman, represented by Johnson's counsel, initiated arbitration with the American Arbitration Association (the "Cole Arbitration"). The Cole Claimants sought a collective arbitration on behalf of the same putative class as alleged in the Johnson lawsuit and alleged the same underlying claims.

On June 15, 2004, the arbitrator in the Cole Arbitration issued a Clause Construction Award, finding that LJS's Dispute Resolution Policy did not prohibit Claimants from proceeding on a collective or class basis. LJS moved unsuccessfully to vacate the Clause Construction Award in federal district court in South Carolina. On September 19, 2005, the arbitrator issued a Class Determination Award, finding, *inter alia*, that a class would be certified in the Cole Arbitration on an "opt-out" basis, rather than as an "opt-in" collective action as specified by the FLSA.

On January 20, 2006, the district court denied LJS's motion to vacate the Class Determination Award and the United States Court of Appeals for the Fourth Circuit affirmed the district court's decision on January 28, 2008. A petition for a writ of certiorari filed in the United States Supreme Court seeking a review of the Fourth Circuit's decision was denied on October 7, 2008.

An arbitration hearing on liability with respect to the alleged restitution policy and practice for the period beginning in late 1998 through early 2002 concluded in June, 2010. On October 11, 2010, the arbitrator issued a partial interim award for the first phase of the three-phase arbitration finding that, for the period from late 1998 to early 2002, LJS had a policy and practice of making impermissible deductions from the salaries of its RGMs and ARGMs.

On September 15, 2011, the parties entered into a Memorandum of Understanding setting forth the terms upon which the parties had agreed to settle this matter. On October 5, 2011, the arbitrator granted the parties' Joint Motion for Preliminary Approval of the Settlement. On December 12, 2011, the arbitrator granted final approval of the settlement. The payments associated with the settlement have been made. As the settlement was largely consistent with our previous reserve position, the settlement did not significantly impact our results of operations in the year ended December 31, 2011.

On August 4, 2006, a putative class action lawsuit against Taco Bell Corp. styled Rajeev Chhibber vs. Taco Bell Corp. was filed in Orange County Superior Court. On August 7, 2006, another putative class action lawsuit styled Marina Puchalski v. Taco Bell Corp. was filed in San Diego County Superior Court. Both lawsuits were filed by a Taco Bell RGM purporting to represent all current and former RGMs who worked at corporate-owned restaurants in California since August 2002. The lawsuits allege violations of California's wage and hour laws involving unpaid overtime and meal period violations and seek unspecified amounts in damages and penalties. The cases were consolidated in San Diego County as of September 7, 2006.

On January 29, 2010, the court granted the plaintiffs' class certification motion with respect to the unpaid overtime claims of RGMs and Market Training Managers but denied class certification on the meal period claims. The court has ruled that this case will be tried to the bench rather than a jury. Trial began on February 15, 2012.

Taco Bell denies liability and intends to vigorously defend against all claims in this lawsuit. We have provided for a reasonable estimate of the cost of this lawsuit. However, in view of the inherent uncertainties of litigation, there can be no assurance that this lawsuit will not result in losses in excess of those currently provided for in our Consolidated Financial Statements.

Taco Bell was named as a defendant in a number of putative class action suits filed in 2007, 2008, 2009 and 2010 alleging violations of California labor laws including unpaid overtime, failure to pay wages on termination, failure to pay accrued vacation wages, failure to pay minimum wage, denial of meal and rest breaks, improper wage statements, unpaid business expenses, wrongful termination, discrimination, conversion and unfair or unlawful business practices in violation of California Business & Professions Code § 17200. Plaintiffs also seek penalties for alleged violations of California's Labor Code under California's Private Attorneys General Act and statutory "waiting time" penalties and allege violations of California's Unfair Business Practices Act. Plaintiffs seek to represent a California state-wide class of hourly employees.

On May 19, 2009 the court granted Taco Bell's motion to consolidate these matters, and the consolidated case is styled In Re Taco Bell Wage and Hour Actions. The In Re Taco Bell Wage and Hour Actions plaintiffs filed a consolidated complaint on June 29, 2009, and on March 30, 2010 the court approved the parties' stipulation to dismiss the Company from the action. Plaintiffs filed their motion for class certification on the vacation and final pay claims on December 30, 2010, and the class certification hearing took place in June 2011. Taco Bell also filed, at the invitation of the court, a motion to stay the proceedings until the California Supreme Court rules on two cases concerning meal and rest breaks. On August 22, 2011, the court granted Taco Bell's motion to stay the meal and rest break claims. On September 26, 2011, the court issued its order denying the certification of the remaining vacation and final pay claims. The plaintiffs have not moved for class certification on the remaining claims in the consolidated complaint.

Taco Bell denies liability and intends to vigorously defend against all claims in this lawsuit. However, in view of the inherent uncertainties of litigation, the outcome of this case cannot be predicted at this time. Likewise, the amount of any potential loss cannot be reasonably estimated.

On September 28, 2009, a putative class action styled Marisela Rosales v. Taco Bell Corp. was filed in Orange County Superior Court. The plaintiff, a former Taco Bell crew member, alleges that Taco Bell failed to timely pay her final wages upon termination, and seeks restitution and late payment penalties on behalf of herself and similarly situated employees. This case appears to be duplicative of the In Re Taco Bell Wage and Hour Actions case described above. Taco Bell filed a motion to dismiss, stay or transfer the case to the same district court as the In Re Taco Bell Wage and Hour Actions case. The state court granted Taco Bell's motion to stay the Rosales case on May 28, 2010. After the denial of class certification in the In Re Taco Bell Wage and Hour Actions, the court granted the plaintiff leave to amend her lawsuit, which the plaintiff filed and served on January 4, 2012. Taco Bell filed its responsive pleading on February 8, 2012.

Taco Bell denies liability and intends to vigorously defend against all claims in this lawsuit. However, in view of the inherent uncertainties of litigation, the outcome of this case cannot be predicted at this time. Likewise, the amount of any potential loss cannot be reasonably estimated.

On October 2, 2009, a putative class action, styled Domonique Hines v. KFC U.S. Properties, Inc., was filed in California state court on behalf of all California hourly employees alleging various California Labor Code violations, including rest and meal break violations, overtime violations, wage statement violations and waiting time penalties. Plaintiff is a former non-managerial KFC restaurant employee. KFC filed an answer on October 28, 2009, in which it denied plaintiff's claims and allegations. KFC removed the action to the United States District Court for the Southern District of California on October 29, 2009. Plaintiff filed a motion for class certification on May 20, 2010 and KFC filed a brief in opposition. On October 22, 2010, the District Court granted Plaintiff's motion to certify a class on the meal and rest break claims, but denied the motion to certify a class regarding alleged off-the-clock work. On November 1, 2010, KFC filed a motion requesting a stay of the case pending a decision from the

California Supreme Court regarding the applicable standard for employer provision of meal and rest breaks. Plaintiff filed an opposition to that motion on November 19, 2010. On January 14, 2011, the District Court granted KFC's motion and stayed the entire action pending a decision from the California Supreme Court. No trial date has been set.

KFC denies liability and intends to vigorously defend against all claims in this lawsuit. However, in view of the inherent uncertainties of litigation, the outcome of this case cannot be predicted at this time. Likewise, the amount of any potential loss cannot be reasonably estimated.

On December 17, 2002, Taco Bell was named as the defendant in a class action lawsuit filed in the United States District Court for the Northern District of California styled Moeller, et al. v. Taco Bell Corp. On August 4, 2003, plaintiffs filed an amended complaint that alleges, among other things, that Taco Bell has discriminated against the class of people who use wheelchairs or scooters for mobility by failing to make its approximately 220 company-owned restaurants in California accessible to the class. Plaintiffs contend that queue rails and other architectural and structural elements of the Taco Bell restaurants relating to the path of travel and use of the facilities by persons with mobility-related disabilities do not comply with the U.S. Americans with Disabilities Act (the "ADA"), the Unruh Civil Rights Act (the "Unruh Act"), and the California Disabled Persons Act (the "CDPA"). Plaintiffs have requested: (a) an injunction from the District Court ordering Taco Bell to comply with the ADA and its implementing regulations; (b) that the District Court declare Taco Bell in violation of the ADA, the Unruh Act, and the CDPA; and (c) monetary relief under the Unruh Act or CDPA. Plaintiffs, on behalf of the class, are seeking the minimum statutory damages per offense of either \$4,000 under the Unruh Act or \$1,000 under the CDPA for each aggrieved member of the class. Plaintiffs contend that there may be in excess of 100,000 individuals in the class.

On February 23, 2004, the District Court granted plaintiffs' motion for class certification. The class includes claims for injunctive relief and minimum statutory damages.

On May 17, 2007, a hearing was held on plaintiffs' Motion for Partial Summary Judgment seeking judicial declaration that Taco Bell was in violation of accessibility laws as to three specific issues: indoor seating, queue rails and door opening force. On August 8, 2007, the court granted plaintiffs' motion in part with regard to dining room seating. In addition, the court granted plaintiffs' motion in part with regard to door opening force at some restaurants (but not all) and denied the motion with regard to queue lines.

On December 16, 2009, the court denied Taco Bell's motion for summary judgment on the ADA claims and ordered plaintiff to file a definitive list of remaining issues and to select one restaurant to be the subject of a trial. The exemplar trial for that restaurant began on June 6, 2011. The trial was bifurcated and the first stage addressed whether violations existed at the restaurant. Twelve alleged violations of the ADA and state law were tried. The trial ended on June 16, 2011. On October 5, 2011, the court issued its trial decision. The court found liability for the twelve items, finding that they were once out of compliance with applicable state and/or federal accessibility standards. The court also found that classwide injunctive relief is warranted. The court declined

Note 20 – Selected Quarterly Financial Data (Unaudited)

	2011				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
Revenues:					
Company sales	\$ 2,051	\$ 2,431	\$ 2,854	\$ 3,557	\$ 10,893
Franchise and license fees and income	374	385	420	554	1,733
Total revenues	2,425	2,816	3,274	4,111	12,626
Restaurant profit	360	386	494	513	1,753
Operating Profit ^(a)	401	419	488	507	1,815
Net Income – YUM! Brands, Inc.	264	316	383	356	1,319
Basic earnings per common share	0.56	0.67	0.82	0.77	2.81
Diluted earnings per common share	0.54	0.65	0.80	0.75	2.74
Dividends declared per common share	—	0.50	—	0.57	1.07

	2010				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Total
Revenues:					
Company sales	\$ 1,996	\$ 2,220	\$ 2,496	\$ 3,071	\$ 9,783
Franchise and license fees and income	349	354	366	491	1,560
Total revenues	2,345	2,574	2,862	3,562	11,343
Restaurant profit	340	366	479	478	1,663
Operating Profit ^(b)	364	421	544	440	1,769
Net Income – YUM! Brands, Inc.	241	286	357	274	1,158
Basic earnings per common share	0.51	0.61	0.76	0.58	2.44
Diluted earnings per common share	0.50	0.59	0.74	0.56	2.38
Dividends declared per common share	0.21	0.21	—	0.50	0.92

- (a) Includes net losses of \$65 million primarily related to the LJS and A&W divestitures, \$88 million primarily related to refranchising international markets and \$28 million primarily related to the U.S. business transformation measures and U.S. refranchising in the first, third and fourth quarters of 2011, respectively. See Note 4. The fourth quarter of 2011 also includes the \$25 million impact of the 53rd week. See Note 2.
- (b) Includes net losses of \$66 million and \$19 million in the first and fourth quarters of 2010, respectively, related primarily to the U.S. business transformation measures and refranchising international markets. See Note 4.

Note 21 – Subsequent Event

On February 1, 2012, subsequent to the end of the fourth quarter, we paid \$584 million to acquire an additional 66% interest in Little Sheep, which brought our total ownership to approximately 93% of the business. Upon acquisition, we have voting control of Little Sheep and thus will begin to consolidate its results.

Management's Responsibility for Financial Statements

To Our Shareholders:

We are responsible for the preparation, integrity and fair presentation of the Consolidated Financial Statements, related notes and other information included in this annual report. The financial statements were prepared in accordance with accounting principles generally accepted in the United States of America and include certain amounts based upon our estimates and assumptions, as required. Other financial information presented in the annual report is derived from the financial statements.

We maintain a system of internal control over financial reporting, designed to provide reasonable assurance as to the reliability of the financial statements, as well as to safeguard assets from unauthorized use or disposition. The system is supported by formal policies and procedures, including an active Code of Conduct program intended to ensure employees adhere to the highest standards of personal and professional integrity. We have conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation, we concluded that our internal control over financial reporting was effective as of December 31, 2011. Our internal audit function monitors and reports on the adequacy of and compliance with the internal control system, and appropriate actions are taken to address significant control deficiencies and other opportunities for improving the system as they are identified.

The Consolidated Financial Statements have been audited and reported on by our independent auditors, KPMG LLP, who were given free access to all financial records and related data, including minutes of the meetings of the Board of Directors and Committees of the Board. We believe that management representations made to the independent auditors were valid and appropriate. Additionally, the effectiveness of our internal control over financial reporting has been audited and reported on by KPMG LLP.

The Audit Committee of the Board of Directors, which is composed solely of outside directors, provides oversight to our financial reporting process and our controls to safeguard assets through periodic meetings with our independent auditors, internal auditors and management. Both our independent auditors and internal auditors have free access to the Audit Committee.

Although no cost-effective internal control system will preclude all errors and irregularities, we believe our controls as of December 31, 2011 provide reasonable assurance that our assets are reasonably safeguarded.

Richard T. Carucci
Chief Financial Officer

Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.

Evaluation of Disclosure Controls and Procedures

The Company has evaluated the effectiveness of the design and operation of its disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 as of the end of the period covered by this report. Based on the evaluation, performed under the supervision and with the participation of the Company's management, including the Chairman, Chief Executive Officer and President (the "CEO") and the Chief Financial Officer (the "CFO"), the Company's management, including the CEO and CFO, concluded that the Company's disclosure controls and procedures were effective as of the end of the period covered by this report.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rules 13a-15(f) under the Securities Exchange Act of 1934. Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on our evaluation under the framework in *Internal Control – Integrated Framework*, our management concluded that our internal control over financial reporting was effective as of December 31, 2011.

KPMG LLP, an independent registered public accounting firm, has audited the Consolidated Financial Statements included in this Annual Report on Form 10-K and the effectiveness of our internal control over financial reporting and has issued their report, included herein.

Changes in Internal Control

There were no changes with respect to the Company's internal control over financial reporting or in other factors that materially affected, or are reasonably likely to materially affect, internal control over financial reporting during the quarter ended December 31, 2011.

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

Information regarding Section 16(a) compliance, the Audit Committee and the Audit Committee financial expert, the Company's code of ethics and background of the directors appearing under the captions "Stock Ownership Information," "Governance of the Company," "Executive Compensation" and "Item 1: Election of Directors and Director biographies" is incorporated by reference from the Company's definitive proxy statement which will be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2011.

Information regarding executive officers of the Company is included in Part I.

Item 11. Executive Compensation.

Information regarding executive and director compensation and the Compensation Committee appearing under the captions "Governance of the Company" and "Executive Compensation" is incorporated by reference from the Company's definitive proxy statement which will be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2011.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters.

Information regarding equity compensation plans and security ownership of certain beneficial owners and management appearing under the captions "Executive Compensation" and "Stock Ownership Information" is incorporated by reference from the Company's definitive proxy statement which will be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2011.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Information regarding certain relationships and related transactions and information regarding director independence appearing under the caption "Governance of the Company" is incorporated by reference from the Company's definitive proxy statement which will be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2011.

Item 14. Principal Accountant Fees and Services.

Information regarding principal accountant fees and services and audit committee pre-approval policies and procedures appearing under the caption "Item 2: Ratification of Independent Auditors" is incorporated by reference from the Company's definitive proxy statement which will be filed with the Securities and Exchange Commission no later than 120 days after December 31, 2011.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

- (a)
 - (1) Financial Statements: Consolidated Financial Statements filed as part of this report are listed under Part II, Item 8 of this Form 10-K.
 - (2) Financial Statement Schedules: No schedules are required because either the required information is not present or not present in amounts sufficient to require submission of the schedule, or because the information required is included in the Consolidated Financial Statements thereto filed as a part of this Form 10-K.
 - (3) Exhibits: The exhibits listed in the accompanying Index to Exhibits are filed as part of this Form 10-K. The Index to Exhibits specifically identifies each management contract or compensatory plan required to be filed as an exhibit to this Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Form 10-K annual report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 20, 2012

YUM! BRANDS, INC.

By: /s/ David C. Novak

Pursuant to the requirements of the Securities Exchange Act of 1934, this annual report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David C. Novak</u> David C. Novak	Chairman of the Board, Chief Executive Officer and President (principal executive officer)	February 20, 2012
<u>/s/ Richard T. Carucci</u> Richard T. Carucci	Chief Financial Officer (principal accounting officer)	February 20, 2012
<u>/s/ David E. Russell</u> David E. Russell	Vice President and Corporate Controller (principal accounting officer)	February 20, 2012
<u>/s/ David W. Dorman</u> David W. Dorman	Director	February 20, 2012
<u>/s/ Massimo Ferragamo</u> Massimo Ferragamo	Director	February 20, 2012
<u>/s/ J. David Grissom</u> J. David Grissom	Director	February 20, 2012
<u>/s/ Bonnie G. Hill</u> Bonnie G. Hill	Director	February 20, 2012

<u>/s/ Robert Holland, Jr.</u> Robert Holland, Jr.	Director	February 20, 2012
<u>/s/ Kenneth G. Langone</u> Kenneth G. Langone	Director	February 20, 2012
<u>/s/ Jonathan S. Linen</u> Jonathan S. Linen	Director	February 20, 2012
<u>/s/ Thomas C. Nelson</u> Thomas C. Nelson	Director	February 20, 2012
<u>/s/ Thomas M. Ryan</u> Thomas M. Ryan	Director	February 20, 2012
<u>/s/ Jing-Shyh S. Su</u> Jing-Shyh S. Su	Vice-Chairman of the Board	February 20, 2012
<u>/s/ Robert D. Walter</u> Robert D. Walter	Director	February 20, 2012

YUM! Brands, Inc.
Exhibit Index
(Item 15)

<u>Exhibit Number</u>	<u>Description of Exhibits</u>
3.1	Restated Articles of Incorporation of YUM, effective May 26, 2011, which is incorporated herein by reference from Exhibit 3.1 to YUM's Report on Form 8-K filed on May 31, 2011.
3.2	Amended and restated Bylaws of YUM, effective May 26, 2011, which are incorporated herein by reference from Exhibit 3.2 to YUM's Report on Form 8-K filed on May 31, 2011.
4.1	<p>Indenture, dated as of May 1, 1998, between YUM and J.P. Morgan Chase Bank, National Association, successor in interest to The First National Bank of Chicago, which is incorporated herein by reference from Exhibit 4.1 to YUM's Report on Form 8-K filed on May 13, 1998.</p> <p>(i) 7.70% Senior Notes due July 1, 2012 issued under the foregoing May 1, 1998 indenture, which notes are incorporated by reference from Exhibit 4.1 to YUM's Report on Form 8-K filed on July 2, 2002.</p> <p>(ii) 6.25% Senior Notes due April 15, 2016 issued under the foregoing May 1, 1998 indenture, which notes are incorporated by reference from Exhibit 4.2 to YUM's Report on Form 8-K filed on April 17, 2006.</p> <p>(iii) 6.25% Senior Notes due March 15, 2018 issued under the foregoing May 1, 1998 indenture, which notes are incorporated by reference from Exhibit 4.2 to YUM's Report on Form 8-K filed on October 22, 2007.</p> <p>(iv) 6.875% Senior Notes due November 15, 2037 issued under the foregoing May 1, 1998 indenture, which notes are incorporated by reference from Exhibit 4.3 to YUM's Report on Form 8-K filed on October 22, 2007.</p> <p>(v) 4.25% Senior Notes due September 15, 2015 issued under the foregoing May 1, 1998 indenture, which notes are incorporated by reference from Exhibit 4.1 to YUM's Report on Form 8-K filed on August 25, 2009.</p> <p>(vi) 5.30% Senior Notes due September 15, 2019 issued under the foregoing May 1, 1998 indenture, which notes are incorporated by reference from Exhibit 4.1 to YUM's Report on Form 8-K filed on August 25, 2009.</p> <p>(vii) 3.875% Senior Notes due November 1, 2020 issued under the foregoing May 1, 1998 indenture, which notes are incorporated by reference from Exhibit 4.2 to YUM's Report on Form 8-K filed on August 31, 2010.</p> <p>(viii) 3.750% Senior Notes due November 1, 2021 issued under the foregoing May 1, 1998 indenture, which notes are incorporated by reference from Exhibit 4.2 to YUM's Report on Form 8-K filed August 29, 2011.</p>
10.1 +	Master Distribution Agreement between Unified Foodservice Purchasing Co-op, LLC, for and on behalf of itself as well as the Participants, as defined therein (including certain subsidiaries of Yum! Brands, Inc.) and McLane Foodservice, Inc., effective as of January 1, 2011 and Participant Distribution Joinder Agreement between Unified Foodservice Purchasing Co-op, LLC, McLane Foodservice, Inc., and certain subsidiaries of Yum! Brands, Inc., which are incorporated herein by reference from Exhibit 10.1 to YUM's Quarterly Report on Form 10-Q for the quarter ended September 4, 2010.

10.2	Amended and Restated Credit Agreement, dated November 29, 2007 among YUM, the lenders party thereto, JP Morgan Chase Bank, N.A., as Administrative Agent, J.P. Morgan Securities Inc. and Citigroup Global Markets Inc., as Lead Arrangers and Bookrunners and Citibank N.A., as Syndication Agent, which is incorporated herein by reference from Exhibit 10.6 to YUM's Annual Report on Form 10-K for the fiscal year ended December 29, 2007.
10.3†	YUM Director Deferred Compensation Plan, as effective October 7, 1997, which is incorporated herein by reference from Exhibit 10.7 to YUM's Annual Report on Form 10-K for the fiscal year ended December 27, 1997.
10.3.1†	YUM Director Deferred Compensation Plan, Plan Document for the 409A Program, as effective January 1, 2005, and as Amended through November 14, 2008, which is incorporated by reference from Exhibit 10.7.1 to YUM's Quarterly Report on Form 10-Q for the quarter ended June 13, 2009.
10.4†	YUM 1997 Long Term Incentive Plan, as effective October 7, 1997, which is incorporated herein by reference from Exhibit 10.8 to YUM's Annual Report on Form 10-K for the fiscal year ended December 27, 1997.
10.5†	YUM Executive Incentive Compensation Plan, as effective May 20, 2004, and as Amended through the Second Amendment, as effective May 21, 2009, which is incorporated herein by reference from Exhibit A of YUM's Definitive Proxy Statement on Form DEF 14A for the Annual Meeting of Shareholders held on May 21, 2009.
10.6†	YUM Executive Income Deferral Program, as effective October 7, 1997, and as amended through May 16, 2002, which is incorporated herein by reference from Exhibit 10.10 to YUM's Annual Report on Form 10-K for the fiscal year ended December 31, 2005.
10.6.1†	YUM! Brands Executive Income Deferral Program, Plan Document for the 409A Program, as effective January 1, 2005, and as Amended through June 30, 2009, which is incorporated by reference from Exhibit 10.10.1 to YUM's Quarterly Report on Form 10-Q for the quarter ended June 13, 2009.
10.7†	YUM! Brands Pension Equalization Plan, Plan Document for the Pre-409A Program, as effective January 1, 2005, and as Amended through December 31, 2010, which is incorporated by reference from Exhibit 10.7 to Yum's Quarterly Report on Form 10-Q for the quarter ended March 19, 2011.
10.7.1†	YUM! Brands, Inc. Pension Equalization Plan, Plan Document for the 409A Program, as effective January 1, 2005, and as Amended through December 30, 2008, which is incorporated by reference from Exhibit 10.13.1 to YUM's Quarterly Report on Form 10-Q for the quarter ended June 13, 2009.
10.8†	Form of Directors' Indemnification Agreement, which is incorporated herein by reference from Exhibit 10.17 to YUM's Annual Report on Form 10-K for the fiscal year ended December 27, 1997.
10.9†	Amended and restated form of Severance Agreement (in the event of a change in control), which is incorporated herein by reference from Exhibit 10.17 to YUM's Annual Report on Form 10-K for the fiscal year ended December 30, 2000.
10.9.1†	YUM! Brands, Inc. 409A Addendum to Amended and restated form of Severance Agreement, as effective December 31, 2008, which is incorporated by reference from Exhibit 10.17.1 to YUM's Quarterly Report on Form 10-Q for the quarter ended June 13, 2009.
10.10†	YUM Long Term Incentive Plan, as Amended through the Fourth Amendment, as effective November 21, 2008, which is incorporated by reference from Exhibit 10.18 to YUM's Quarterly Report on Form 10-Q for the quarter ended June 13, 2009.

- 10.11 Second Amended and Restated YUM Purchasing Co-op Agreement, dated as of January 1, 2012, between YUM and the Unified FoodService Purchasing Co-op, LLC, as filed herewith.
- 10.12† YUM Restaurant General Manager Stock Option Plan, as effective April 1, 1999, and as amended through June 23, 2003, which is incorporated herein by reference from Exhibit 10.22 to YUM's Annual Report on Form 10-K for the fiscal year ended December 31, 2005.
- 10.13† YUM SharePower Plan, as effective October 7, 1997, and as amended through June 23, 2003, which is incorporated herein by reference from Exhibit 10.23 to YUM's Annual Report on Form 10-K for the fiscal year ended December 31, 2005.
- 10.14† Form of YUM Director Stock Option Award Agreement, which is incorporated herein by reference from Exhibit 10.25 to YUM's Quarterly Report on Form 10-Q for the quarter ended September 4, 2004.
- 10.15† Form of YUM 1999 Long Term Incentive Plan Award Agreement, which is incorporated herein by reference from Exhibit 10.26 to YUM's Quarterly Report on Form 10-Q for the quarter ended September 4, 2004.
- 10.16† YUM! Brands, Inc. International Retirement Plan, as in effect January 1, 2005, which is incorporated herein by reference from Exhibit 10.27 to YUM's Annual Report on Form 10-K for the fiscal year ended December 25, 2004.
- 10.17† Letter of Understanding, dated July 13, 2004, and as amended on May 18, 2011, by and between the Company and Samuel Su, which is incorporated herein by reference from Exhibit 10.28 to YUM's Annual Report on Form 10-K for the fiscal year ended December 25, 2004, and from Item 5.02 of Form 8-K on May 24, 2011.
- 10.18† Form of 1999 Long Term Incentive Plan Award Agreement (Stock Appreciation Rights) which is incorporated by reference from Exhibit 99.1 to YUM's Report on Form 8-K as filed on January 30, 2006.
- 10.19 Amended and Restated Credit Agreement, dated November 29, 2007, among YUM, the lenders party thereto, Citigroup Global Markets Ltd. and J.P. Morgan Securities Inc., as Lead Arrangers and Bookrunners, and Citigroup International Plc and Citibank, N.A., Canadian Branch, as Facility Agents, which is incorporated herein by reference from Exhibit 10.30 to YUM's Annual Report on Form 10-K for the fiscal year ended December 29, 2007.
- 10.20† YUM! Brands Leadership Retirement Plan, as in effect January 1, 2005, which is incorporated herein by reference from Exhibit 10.32 to YUM's Quarterly Report on Form 10-Q for the quarter ended March 24, 2007.
- 10.20.1† YUM! Brands Leadership Retirement Plan, Plan Document for the 409A Program, as effective January 1, 2005, and as Amended through December, 2009, which is incorporated by reference from Exhibit 10.21.1 to YUM's Annual Report on Form 10-K for the fiscal year ended December 26, 2009.
- 10.21† 1999 Long Term Incentive Plan Award (Restricted Stock Unit Agreement) by and between the Company and David C. Novak, dated as of January 24, 2008, which is incorporated herein by reference from Exhibit 10.33 to YUM's Annual Report on Form 10-K for the fiscal year ended December 29, 2007.
- 10.22† YUM! Performance Share Plan, as effective January 1, 2009, which is incorporated by reference from Exhibit 10.24 to YUM's Annual Report on Form 10-K for the fiscal year ended December 26, 2009.

10.23†	YUM! Brands Third Country National Retirement Plan, as effective January 1, 2009, which is incorporated by reference from Exhibit 10.25 to YUM's Annual Report on Form 10-K for the fiscal year ended December 26, 2009.
10.24†	2010 YUM! Brands Supplemental Long Term Disability Coverage Summary, as effective January 1, 2010, which is incorporated by reference from Exhibit 10.26 to YUM's Annual Report on Form 10-K for the fiscal year ended December 26, 2009.
10.25†	1999 Long Term Incentive Plan Award (Restricted Stock Unit Agreement) by and between the Company and Jing-Shyh S. Su, dated as of May 20, 2010, which is incorporated by reference from Exhibit 10.27 to YUM's Annual Report on Form 10-K for the fiscal year ended December 25, 2010.
12.1	Computation of ratio of earnings to fixed charges.
21.1	Active Subsidiaries of YUM.
23.1	Consent of KPMG LLP.
31.1	Certification of the Chairman, Chief Executive Officer and President pursuant to Rule 13a-14(a) of Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) of Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1	Certification of the Chairman, Chief Executive Officer and President pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document

+ Confidential treatment has been granted for certain portions which are omitted in the copy of the exhibit electronically filed with the SEC. The omitted information has been filed separately with the SEC pursuant to our application for confidential treatment.

† Indicates a management contract or compensatory plan.

Shareholder Information

Inquiries Regarding Your YUM! Holdings

REGISTERED SHAREHOLDERS (those who hold YUM shares in their own names) should address communications concerning statements, address changes, lost certificates and other administrative matters to:

American Stock Transfer & Trust Company, LLC
6201 15th Avenue
Brooklyn, NY 11219
Phone: (888) 439-4986
International: (718) 921-8124
www.amstock.com

or

Shareholder Coordinator
Yum! Brands, Inc.
1441 Gardiner Lane
Louisville, KY 40213
Phone: (888) 298-6986
E-mail: yum.investor@yum.com

In all correspondence or phone inquiries, please provide your name, your Social Security Number, and your YUM account number if you know it.

REGISTERED SHAREHOLDERS can access their accounts and complete the following functions online at the Web site of American Stock Transfer & Trust ("AST"):
www.amstock.com.

- Access account balance and other general account information
- Change an account's mailing address
- View a detailed list of holdings represented by certificates and the identifying certificate numbers
- Request a certificate for shares held by AST
- Replace a lost or stolen certificate
- Retrieve a duplicate Form 1099-B
- Purchase shares of YUM through the Company's Direct Stock Purchase Plan
- Sell shares held by AST

Access accounts online at the following URL:

https://secure.amstock.com/Shareholder/sh_login.asp. Your account number and Social Security Number are required. If you do not know your account number, please call AST at (888) 439-4986 or YUM Shareholder Coordinator at (888) 298-6986.

BENEFICIAL SHAREHOLDERS (those who hold YUM shares in the name of a bank or broker) should direct communications about all administrative matters related to their accounts to their stockbroker.

LONG TERM INCENTIVE PLAN (LTIP) AND

YUMBUCKS PARTICIPANTS (employees with rights to LTIP and YUMBUCKS options and stock appreciation rights) should address all questions regarding your account, outstanding options/stock appreciation rights or shares received through option/stock appreciation right exercises to:

Merrill Lynch
Equity Award Services
1400 Merrill Lynch Drive
Mail Stop # NJ2-140-03-40
Pennington, NJ 08534
Phone: (888) 986-4321 (U.S.A., Puerto Rico and Canada)
(609) 818-8156 (all other locations)

In all correspondence, please provide your account number (for U.S. citizens, this is your Social Security Number), your address, your telephone number and mention YUMBUCKS. For telephone inquiries, please have a copy of your most recent statement available.

EMPLOYEE BENEFIT PLAN PARTICIPANTS

Capital Stock Purchase Program (888) 439-4986
YUM Savings Center (888) 875-4015
YUM Savings Center (904) 791-2005 (outside U.S.)
P.O. Box 5166
Boston, MA 02206-5166

Please have a copy of your most recent statement available when calling. Press 0#0# for a customer service representative and give the representative the name of the plan.

Shareholder Services

DIRECT STOCK PURCHASE PLAN A prospectus and a brochure explaining this convenient plan are available from our transfer agent:

American Stock Transfer & Trust Company
P.O. Box 922
Wall Street Station
New York, NY 10269-0560
Attn: DRIP Dept.
Phone: (888) 439-4986

FINANCIAL AND OTHER INFORMATION

Securities analysts, portfolio managers, representatives of financial institutions and other individuals with questions regarding Yum! Brands' performance are invited to contact:

Tim Jerzyk
Senior Vice President, Investor Relations
Yum! Brands, Inc.
1441 Gardiner Lane
Louisville, KY 40213
Phone: (502) 874-8006

INDEPENDENT AUDITORS

KPMG LLP
400 West Market Street, Suite 2600
Louisville, KY 40202
Phone: (502) 587-0535

STOCK TRADING SYMBOL-YUM

The New York Stock Exchange is the principal market for YUM Common Stock, which trades under the symbol YUM.



Franchise Inquiries

DOMESTIC FRANCHISING INQUIRY PHONE LINE

(866) 2YUMYUM (298-6986)

INTERNATIONAL FRANCHISING INQUIRY PHONE LINE

(972) 338-7780

ONLINE FRANCHISE INFORMATION

<http://www.yumfranchises.com/>

Yum! Brands' Annual Report contains many of the valuable trademarks owned and used by Yum! Brands and its subsidiaries and affiliates in the United States and worldwide.



Board of Directors

David C. Novak 59

Chairman, Chief Executive Officer and President,
Yum! Brands, Inc.

Jing-Shyh S. ("Sam") Su 59

Vice Chairman, Yum! Brands, Inc.
Chairman and Chief Executive Officer,
Yum! Restaurants China

David W. Dorman 58

Non-Executive Chairman,
CVS Caremark Corporation

Massimo Ferragamo 54

Chairman, Ferragamo USA, Inc.,
a subsidiary of Salvatore Ferragamo Italia

Mirian M. Graddick-Weir 57

Executive Vice President Human Resources
Merck & Co., Inc.

J. David Grissom 73

Chairman, Mayfair Capital, Inc. and
Chairman, The Glenview Trust Company

Bonnie G. Hill 70

President, B. Hill Enterprises, LLC

Robert Holland, Jr. 71

Managing Director and Advisory Board Member,
Essex Lake Group, P.C.

Kenneth Langone 76

Founder, Chairman, Chief Executive Officer
and President, Invemed Associates, LLC

Jonathan S. Linen 68

Advisor to Chairman, American Express Company

Thomas C. Nelson 49

Chairman, Chief Executive Officer and President,
National Gypsum Company

Thomas M. Ryan 59

Former Chairman and CEO,
CVS Caremark Corporation

Robert D. Walter 66

Founder and Retired Chairman/CEO,
Cardinal Health, Inc.

Senior Officers

David C. Novak 59

Chairman, Chief Executive Officer and President,
Yum! Brands, Inc.

Jing-Shyh S. ("Sam") Su 59

Vice Chairman, Yum! Brands, Inc.
Chairman and Chief Executive Officer,
Yum! Restaurants China

Scott O. Bergren 65

Chief Executive Officer, Pizza Hut U.S. and
Yum! Chief Innovation Officer, Yum! Brands, Inc.

Jonathan D. Blum 53

Senior Vice President, Chief Public Affairs and
Global Nutrition Officer, Yum! Brands, Inc.

Anne P. Byerlein 53

Chief People Officer, Yum! Brands, Inc.

Christian L. Campbell 61

Senior Vice President, General Counsel, Secretary and
Chief Franchise Policy Officer, Yum! Brands, Inc.

Richard T. Carucci 54

Chief Financial Officer, Yum! Brands, Inc.

Niren Chaudhary 49

President, Yum! Restaurants India

Greg Creed 54

Chief Executive Officer, Taco Bell

John Cywinski 49

President, KFC U.S.

Roger Eaton 51

Yum! Chief Operations Officer, Yum! Brands, Inc.

Larry Gathof 50

Vice President and Treasurer, Yum! Brands, Inc.

Patrick Grismer 50

Chief Planning and Control Officer and
Senior Vice President, Yum! Brands, Inc.

Timothy P. Jerzyk 58

Senior Vice President, Investor Relations
Yum! Brands, Inc.

Muktesh ("Micky") Pant 57

Chief Executive Officer, Yum! Restaurants International

David E. Russell 42

Vice President and Corporate Controller,
Yum! Brands, Inc.

