



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-3010

January 21, 2009

Louis Goldberg
Davis Polk & Wardwell
450 Lexington Avenue
New York, NY 10017

Re: Yum! Brands, Inc.

Dear Mr. Goldberg:

This is in regard to your letter dated January 16, 2009 concerning the shareholder proposal submitted by the AFL-CIO Reserve Fund for inclusion in Yum! Brands' proxy materials for its upcoming annual meeting of security holders. Your letter indicates that the proponent has withdrawn the proposal, and that Yum! Brands therefore withdraws its January 12, 2009 request for a no-action letter from the Division. Because the matter is now moot, we will have no further comment.

Sincerely,

Gregory S. Belliston
Special Counsel

cc: Daniel F. Pedrotty
Director
Office of Investment
AFL-CIO Reserve Fund
815 Sixteenth Street, N.W.
Washington, DC 20006

DAVIS POLK & WARDWELL

450 LEXINGTON AVENUE
NEW YORK, NY 10017
212 450 4000
FAX 212 450 3800

MENLO PARK
WASHINGTON, D.C.
LONDON
PARIS
FRANKFURT
MADRID
TOKYO
BEIJING
HONG KONG

January 16, 2009

**Re: Withdrawal of No-Action Letter Request Regarding the Stockholder
Proposal of the AFL-CIO Reserve Fund
Exchange Act of 1934—Rule 14a-8**

U.S. Securities and Exchange Commission
Office of Chief Counsel
Division of Corporate Finance
100 F Street, NE
Washington, D.C. 20549
via email: shareholderproposals@sec.gov

Dear Sir or Madam:

In a letter dated January 12, 2009, we requested that the staff of the Office of Chief Counsel concur that our client, Yum! Brands, Inc., (the “**Company**”), could properly exclude from its proxy materials for its 2009 Annual Meeting of Shareholders a stockholder proposal (the “**Proposal**”) submitted by the AFL-CIO Reserve Fund (the “**Proponent**”).

Attached is a letter from the Proponent to the Company dated January 15, 2009, stating that the Proponent voluntarily withdraws the Proposal. See Exhibit A. In reliance on this letter, we hereby withdraw the January 12, 2009 no-action request relating to the Company’s ability to exclude the Proposal pursuant to Rule 14a-8 under the Exchange Act of 1934.

Please call the undersigned at (212) 450-4539 if you should have any questions or concerns in this regard.

Respectfully yours,


Louis Goldberg

Attachment

cc w/ att: AFL-CIO Reserve Fund
John, Daly, Esq. Yum! Brands

Exhibit A

American Federation of Labor and Congress of Industrial Organizations



815 Sixteenth Street, N.W.
Washington, D.C. 20006
(202) 637-5000
www.afcio.org

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Paul C. Thompson
Rose Ann DeMoro
Fred Redmond

January 15, 2009

Sent by UPS Next Day Air

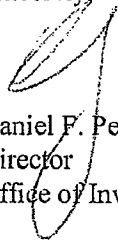
Mr. Christian L. Campbell, Secretary
YUM! Brands, Inc.
1441 Gardiner Lane
Louisville, Kentucky 40213

Dear Mr. Campbell:

We have reviewed the No-Action Letter YUM!Brands submitted to the Securities and Exchange Commission regarding the AFL-CIO Reserve Fund's Proposal on Health Care Reform. We are withdrawing the Proposal because it was submitted after a virtually identical Proposal was submitted to YUM!Brands by the Nathan Cummings Foundation.

If you have any questions, please contact Rob McGarrah at (202) 637-5335.

Sincerely,


Daniel F. Pedrotty
Director
Office of Investment

DFP/ms
opeiu #2, afl-cio

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MENLO PARK
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HONG KONG

January 12, 2009

**Re: Stockholder Proposal of the AFL-CIO Reserve Fund
Exchange Act of 1934—Rule 14a-8**

U.S. Securities and Exchange Commission
Office of Chief Counsel
Division of Corporate Finance
100 F Street, NE
Washington, D.C. 20549
via email: shareholderproposals@sec.gov

Dear Sir or Madam:

This letter is to inform you that our client, Yum! Brands, Inc., a North Carolina corporation (the “**Company**” or “**Yum! Brands**”), intends to omit from its proxy statement and form of proxy for its 2009 Annual Meeting of Shareholders (collectively, the “**2009 Proxy Materials**”), a stockholder proposal and supporting statement (the “**Proposal**”) received from the AFL-CIO Reserve Fund (the “**Proponent**” or “**AFL-CIO**”), on November 25, 2008. We hereby request confirmation that the staff of the Office of Chief Counsel (the “**Staff**”) will not recommend any enforcement action if Yum! Brands omits the Proposal from its 2009 Proxy Materials.

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “**Commission**”) no later than 80 days before Yum! Brands files its definitive 2009 Proxy Materials; and
- concurrently sent a copy of this submission to the Proponent as notification of the Company’s intention to omit the Proposal from its 2009 Proxy Materials.

Pursuant to Staff Legal Bulletin No. 14D (CF), Shareholder Proposals (November 7, 2008), question C, we have submitted this letter and the related correspondence from the Proponent to the Commission via email to shareholderproposals@sec.gov.

This letter constitutes the Company's statement of the reasons it deems the omission of the Proposal to be proper. We have been advised by the Company as to the factual matters set forth herein.

INTRODUCTION

The Proponent submitted its proposal to the Company by letter dated November 25, 2008. The Proposal and all related correspondence with the Proponent is attached hereto as Exhibit A. The Proposal states:

RESOLVED: shareholders of Yum! Brands, Inc. (the "Company") urge the Board of Directors to adopt principles for health care reform based upon principles reported by the Institute of Medicine:

1. Health care coverage should be universal.
2. Health care coverage should be continuous.
3. Health care coverage should be affordable to individuals and families.
4. The health insurance strategy should be affordable and sustainable for society.
5. Health insurance should enhance health and well being by promoting access to high-quality care that is effective, efficient, safe, timely, patient-centered, and equitable.

The Proposal's supporting statement states that: principles for health care reform are "essential if public confidence in the Company's commitment to health care coverage is to be maintained"; a majority of the Business Roundtable's members say that "health costs represent their biggest economic challenge"; the National Coalition on Health Care estimates that employers presently providing health insurance coverage could save \$595-\$848 billion over the next decade if they implemented the Coalition's principles for health insurance reform; the 47 million Americans without health insurance result in higher health care costs, which cause "an adverse affect on shareholder value" and, by shifting costs to employees, "reduce employee productivity, health and morale."

On November 7, 2008, prior to receipt of the Proposal, the Company had received a substantially similar proposal for shareholder consideration at the Annual Meeting from another group of shareholders, the Nathan Cummings Foundation, Catholic Healthcare Partners and Trinity Health (collectively, the "Nathan Cummings Proposal") urging the Company to adopt principles for health care reform on the same basis as the Proposal. A copy of the Nathan Cummings Proposal is attached hereto as Exhibit B. The enumerated provisions of the resolution in the Proposal are identical to the Nathan Cummings Proposal, which states:

RESOLVED: shareholders urge the Board of Directors to adopt principles for comprehensive health care reform, such as those based upon the principles reported by the Institute of Medicine:

1. Health care coverage should be universal.
2. Health care coverage should be continuous.
3. Health care coverage should be affordable to individuals and families.
4. The health insurance strategy should be affordable and sustainable for society.
5. Health insurance should enhance health and well being by promoting access to high-quality care that is effective, efficient, safe, timely, patient-centered, and equitable.

Yum! Brands requests that the Staff concur with its view that the Proposal may be properly omitted from its 2009 Proxy Materials pursuant to Rule 14a-8(i)(7) because it implicates the Company's ordinary business operations and seeks to involve it in the political and legislative process. In the event that the Staff does not concur that neither the Proposal nor the Nathan Cummings Proposal is excludable pursuant to Rule 14a-8(i)(7), we hereby respectfully request that the Staff concur that the Proposal may be excluded from the 2009 Proxy Materials pursuant to Rule 14a-8(i)(11), because the Proposal substantially duplicates the Nathan Cummings Proposal received by the Company.

ANALYSIS

I. The Proposal involves the health care benefits and costs of a corporation, an aspect of ordinary business operations, and not a significant policy issue.

Under Rule 14a-8(i)(7), a shareholder proposal may be excluded if it "deals with a matter relating to the conduct of the ordinary business operations of the registrant," provided that it does not have "significant policy, economic or other implications inherent in" it. *Exchange Act Release No. 34-12999 (November 22, 1976)*. The Commission has provided guidance on the policy behind the Rule 14a-8(i)(7) exclusion for ordinary business operations. In *Exchange Act Release No. 34-40018 (May 21, 1998)*, the Commission stated that the general policy consideration behind the 14a-8(i)(7) exclusion "is consistent with the policy of most state corporate laws: to confine the resolution of ordinary business problems to management and the board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting."

The Proposal requests that the Company adopt universal health care principles imposing standards on health care coverage and health insurance, which would impact the Company's decisions on employee health care benefits and related expenditures.

The Proponent urges the adoption of universal health care principles because it believes that the absence of universal health care and the resulting “47 million Americans without health insurance result in higher costs [for Yum! Brands]”...and that these higher health care costs borne by the Company have “an adverse effect on shareholder value for [the Company], as well as all other U.S. companies which provide health care to their employees.” This Proposal is not about the policy question of universal health care – it is about managing the cost to Yum! Brands and the resulting impact on shareholder value, all matters integral to the roles and responsibilities of management.

Not only is the Proponent focused on the impact of health care costs on Yum! Brands, but through the Proposal the Proponent is advocating for the adoption of a particular set of health care principles as a means to achieving health care cost improvements for Yum! Brands. The Proponent recognizes that the Company’s actions can logically only affect its own employees and costs – only Congress can affect health care policy and reform at the national level. In other words, the Proposal seeks to affect how the Company manages its own health care related costs.

As noted above, the Proposal is directed at the nature and scope of the costs of the Company’s employee benefits. It cites data supporting the proposition that health care costs are an important concern for employers who provide health care benefits and that these employers could save hundreds of billion of dollars if certain principles were to be adopted. The Proposal’s supporting statement declares that rising health care costs “have an adverse effect on shareholder value,” lead companies to shift costs on to employees resulting in reduced “productivity, health and morale” and undermine “public confidence in the Company’s commitment to health care coverage.” These issues, the maximization of shareholder value, management of the Company’s employee health care benefits, ensuring high employee morale and productivity and preservation of the Company’s reputation and image are all matters in the realm of management’s expertise and responsibilities and integral to the day-to-day operations of the Company. Management must continuously engage in balancing a variety of competing interests as it attempts to control costs and expenses, which could positively affect shareholder value, but at the same time provide attractive employee benefits to its employees so as to effectively recruit, motivate and retain a talented workforce.

The Proposal seeks to affect management’s decisions involving the Company’s employee health care benefits and to cause the Company to make such decisions in accordance with the specified health care principles cited in the Proposal. In doing so, the Proposal intrudes into the ordinary operations of the Company, and consistent with prior SEC no-action letters, we believe should be excludable under Rule 14a-8(i)(7). See *Wyeth* (February 25, 2008) and *CVS Caremark Corporation* (January 31, 2008) (each permitting the exclusion of nearly identical proposals requesting that those companies adopt universal health care principles imposing standards on health care coverage and health insurance). In *Chrysler Corporation* (February 10, 1992), the Staff concluded that a shareholder proposal requesting that the company “actively support and lobby for universal health coverage” was excludable as pertaining to ordinary business matters. The company argued that the proposal sought “to compel Chrysler to

actively endorse a nationwide voucher system of health care coverage” and thus would impact how it determined employee health care benefit plans which is part of ordinary business.

We do not believe that the Proposal raises any significant policy issue that would transcend the Company’s day-to-day business matters. In determining whether the focus of a proposal is a significant social policy issue, the Staff considers “both the proposal and the supporting statement as a whole.” See *Staff Legal Bulletin No. 14C (CF), Shareholder Proposals (June 28, 2005), question D.2*. The Staff has considered a number of requests seeking the exclusion of shareholder proposals that address issues of public health care and has consistently found them to be excludable as ordinary business matters. Similar to this Proposal, the Staff has permitted the exclusion of proposals that seek to have companies support or adopt specific types of health care policies which would affect the companies’ overall health care costs. See *Wyeth* and *CVS Caremark* previously cited. *International Business Machines Corporation* (January 21, 2002) (finding a proposal requiring IBM to provide its shareholders with information regarding employee health benefits and to join with other corporations to support the establishment of a national health insurance system excludable under Rule 14a-8(i)(7)); *PepsiCo, Inc.* (February 10, 1992) (concluding that a proposal calling for a board committee to evaluate “various health-care proposals being considered by national policy makers” could be excluded as ordinary business); *GTE Corporation* (February 10, 1992) (concluding that a proposal relating to the preparation of a report by a committee of the company’s board of directors to evaluate various health care proposals being considered by national policy makers, was excludable under Rule 14a-8(i)(7)).

We acknowledge that certain shareholder proposals involving health care reform may sometimes raise significant social policy issues. For example, the Staff did not concur with the excludability of the proposal relating to universal health care principles in letters such as *United Technologies Corporation* (January 31, 2008). However, letters such as *United Technologies* are distinguishable from the *CVS Caremark* and *Wyeth* letters and this letter when considering the relevant proposal and supporting statement as a whole. In this case it is clear that, when considering the Proposal and supporting statement as a whole, the Proposal is directed at the nature and scope of the costs of the Company’s employee benefits, and therefore does not raise a significant social policy issue as to merit an exception to the ordinary business matters exclusion under Rule 14a-8(i)(7). We are aware that the proposals in *CVS Caremark* and *Wyeth* also called for a report on the implementation of the health care reform principles. However, we note that the Staff has in many cases not concurred that a proposal is excludable where the proposal called for a report in relation to the subject matter of the proposal. We therefore do not believe that the absence of a request for a report in the case of the Proposal should make the Proposal any less excludable than the otherwise substantially identical proposals in *CVS Caremark* and *Wyeth*.

II. The Proposal seeks to engage the Company in the political and legislative process regarding health care reform.

As discussed below, the Proposal seeks to involve the Company in the political and legislative process regarding reforms to the nation's health care policies, which the Staff has previously concurred to be ordinary business matters.

The Proposal's supporting statement discusses the political efforts of organizations involved in lobbying efforts to affect the political and legislative process for health care reform. It refers to the lobbying and advocacy efforts of other organizations focused on changing health care practices through the political process, indicating that its goal is to involve Yum! Brands in such efforts. The Proposal states that "many national organizations have made health care reform a priority," even to the extent of redirecting entire advertising budgets to highlighting the "consequences of inadequate health coverage." The organizations mentioned in the Proposal, the American Cancer Society, the Business Roundtable and the National Coalition on Health Care, are also active in lobbying efforts. The health care reform principles that the Proponent wishes the Company to adopt were prepared by the Institute of Medicine, an organization formed within the National Academy of Sciences to "serve as an advisor to the nation to improve health by providing" information and advice on health policy to lawmakers.

It is common knowledge that matters of health care reform and universal health care coverage are and have been featured prominently in the national debate and have been prominent themes on the political platforms for both candidates in the Presidential election campaigns just completed. As noted above, the Proponent is seeking to involve the Company in the political and legislative process, through submitting a Proposal seeking adoption of universal health principles at a time when these matters are at the forefront of political and legislative agendas.

The Staff has concurred that shareholder proposals are excludable as ordinary business matters when they seek to involve the company in the political or legislative process. In *International Business Machines Corporation* (IBM) (March 2, 2000), the Staff agreed that the company could exclude a proposal seeking a report on the potential impact on the company of pension-related proposals being considered by national policy makers, because it "appear[ed] directed at involving IBM in the political or legislative process."

III. The Proposal is substantially duplicative of the Nathan Cummings Proposal

Under Rule 14a-8(i)(11), a shareholder proposal may be excluded if the proposal substantially duplicates another proposal previously submitted to the Company by another proponent that will be included in the Company's proxy materials for the same meeting. The Commission has stated that "[t]he purpose of [Rule 14a-8(i)(11)] is to eliminate the possibility of shareholders having to consider two or more substantially

identical proposals submitted to an issuer by proponents acting independently of each other.” Exchange Act Release No. 12999 (Nov. 22, 1976).

The Proposal is substantially duplicative of the Nathan Cummings Proposal. In fact, as reflected above, the enumerated provisions of the resolutions in both proposals are identical and advocate that the Board of Directors of Yum! Brands adopt principles for health care reform based on the principles reported by the Institute of Medicine. In addition, the supporting statements of both proposals contain substantially the same arguments in support of health care reforms.

The Staff has consistently taken the position that shareholder proposals do not need to be identical in order to be substantially duplicative and thus excludable under Rule 14a-8(i)(11). See *Boston Properties, Inc.* (January 14, 2004), *Huntington Bancshares Incorporated* (January 11, 2001), *BellSouth Corporation* (January 14, 1999), *Pacific Enterprises* (February 26, 1992), and *Pacific Gas and Electric Company* (February 1, 1993). The test is whether the core issues or principal thrust or focus to be addressed by the proposals are substantially the same. See *Huntington Bancshares Incorporated* (January 11, 2001), *General Motors Corp.* (April 5, 2007) and *Qwest Communications International Inc.* (March 8, 2006). In this case, the Proposal clearly has the same core issues, terms and breadth as the Nathan Cummings Proposal, as both request the adoption of principles of health care reforms at the Company based upon principles reported by the Institute of Medicine. Moreover, in this particular case, the text and supporting arguments are virtually identical, with the supporting statements even citing the same sources in support of their positions. The only differences stem from the order of the arguments in the two supporting statements. The Proposal is therefore substantially duplicative of the Nathan Cummings Proposal and may be excluded under Rule 14a-8(i)(11).

When a company receives two substantially duplicative proposals that are not otherwise excludable pursuant to Rule 14a-8, the Staff has indicated that the company must include in its proxy materials the proposal it received first. See *Atlantic Richfield Co.* (Jan. 11, 1982); see also *Great Lakes Chemical Corp.* (Mar. 2, 1998); *Pacific Gas & Electric Co.* (Jan. 6, 1994). The Company received the Nathan Cummings Proposal on November 7, 2008, eighteen days before it received the Proposal on November 25, 2008. As discussed above and in the separate no-action letter filed on January 9, 2008 regarding the Nathan Cummings Proposal, both may be excluded pursuant to Rule 14a-8(i)(7) because they implicate the Company’s ordinary business operations and seek to involve it in the political and legislative process.

If the Staff does not concur that the Nathan Cummings Proposal may be excluded, then the Company intends to include the Nathan Cummings Proposal in its 2009 Proxy Materials. In that event, the Company believes that the Proposal may be excluded pursuant to Rule 14a-8(i)(11) as substantially duplicative of the Nathan Cummings Proposal. Based on the foregoing, the Company respectfully requests that the Staff confirm that it will not recommend any enforcement action if the Proposal is omitted from its 2009 Proxy Materials pursuant to Rule 14a-8(i)(11).

January 12, 2009

CONCLUSION

The Company respectfully requests confirmation that the Staff will not recommend any enforcement action if, in reliance on the foregoing, Yum! Brands omits the Proposal from its 2009 Proxy Materials. Please call the undersigned at (212) 450-4539 if you should have any questions or need additional information or as soon as a Staff response is available.

Respectfully yours,



Louis Goldberg

Enclosures

cc w/ enc: AFL-CIO Reserve Fund
 John, Daly, Esq. Yum! Brands

EXHIBIT A

American Federation of Labor and Congress of Industrial Organizations



815 Sixteenth Street, N.W.
Washington, D.C. 20006
(202) 637-5000
www.aflcio.org

EXECUTIVE COUNCIL

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William Hite
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Paul C. Thompson
Rose Ann DeMoro
Fred Redmond

November 25, 2008

Sent by FAX and UPS Next Day Air

Mr. Christian L. Campbell, Secretary
YUM! Brands, Inc.
1441 Gardiner Lane
Louisville, Kentucky 40213

Dear Mr. Campbell:

On behalf of the AFL-CIO Reserve Fund (the "Fund"), I write to give notice that pursuant to the 2008 proxy statement of YUM! Brands, Inc. (the "Company"), the Fund intends to present the attached proposal (the "Proposal") at the 2009 annual meeting of shareholders (the "Annual Meeting"). The Fund requests that the Company include the Proposal in the Company's proxy statement for the Annual Meeting. The Fund is the beneficial owner of 400 shares of voting common stock (the "Shares") of the Company and has held the Shares for over one year. In addition, the Fund intends to hold the Shares through the date on which the Annual Meeting is held.

The Proposal is attached. I represent that the Fund or its agent intends to appear in person or by proxy at the Annual Meeting to present the Proposal. I declare that the Fund has no "material interest" other than that believed to be shared by stockholders of the Company generally. Please direct all questions or correspondence regarding the Proposal to me at (202) 637-5379.

Sincerely,

Daniel F. Pedrotty
Director
Office of Investment

DFP/ms
opeiu #2, afl-cio

Attachment

Shareholder Proposal

RESOLVED: Shareholders of YUM! Brands, Inc. (the "Company") urge the Board of Directors to adopt principles for health care reform based upon principles reported by the Institute of Medicine:

1. Health care coverage should be universal.
2. Health care coverage should be continuous.
3. Health care coverage should be affordable to individuals and families.
4. The health insurance strategy should be affordable and sustainable for society.
5. Health insurance should enhance health and well being by promoting access to high-quality care that is effective, efficient, safe, timely, patient-centered, and equitable.

SUPPORTING STATEMENT

The Institute of Medicine, established by Congress as part of the National Academy of Sciences, issued five principles for reforming health insurance coverage in a report, Insuring America's Health: Principles and Recommendations (2004). We believe principles for health care reform, such as those set forth by the Institute of Medicine, are essential if public confidence in our Company's commitment to health care coverage is to be maintained.

Access to affordable, comprehensive health care insurance is the most significant social policy issue in America according to polls by NBC News/*The Wall Street Journal*, the Kaiser Foundation and *The New York Times*/CBS News. In our opinion, health care reform also is a central issue in the presidential campaign of 2008.

Many national organizations have made health care reform a priority. In 2007, representing "a stark departure from past practice," the American Cancer Society redirected its entire \$15 million advertising budget "to the consequences of inadequate health coverage" in the United States (*The New York Times*, 8/31/07).

John Castellani, president of the Business Roundtable (representing 160 of the country's largest companies), has stated that 52 percent of the Business Roundtable's members say health costs represent their biggest economic challenge. "The cost of health care has put a tremendous weight on the U.S. economy," according to Castellani, "The current situation is not sustainable in a global, competitive workplace." (*BusinessWeek*, July 3, 2007.)

The National Coalition on Health Care (whose members include some of the largest publicly-held companies, institutional investors and labor unions) also has created principles for health insurance reform. According to the National Coalition on Health Care, implementing its principles would save employers presently providing health insurance coverage an estimated \$595-\$848 billion in the first 10 years of implementation.

We believe that the 47 million Americans without health insurance results in higher costs, causing an adverse effect on shareholder value for our Company, as well as all other U.S. companies which provide health insurance to their employees. Annual surcharges as high as \$1,160 for the uninsured are added to the total cost of each employee's health insurance, according to Kenneth Thorpe, a leading health economist at Emory University. Moreover, we feel that increasing health care costs further reduces shareholder value when it leads companies to shift costs to employees, thereby reducing employee productivity, health and morale.

One West Monroe
Chicago, Illinois 60603-5301
Fax 312/267-8775



November 26, 2008

Mr. Christian L. Campbell, Secretary
YUM! Brands, Inc.
1441 Gardiner Lane
Louisville, Kentucky 40213

Re: YUM! Brands, Inc.

Dear Sir/Madam:

AmalgaTrust, a division of Amalgamated Bank of Chicago, is the record owner of 400 shares of common stock (the "Shares") of YUM! Brands, Inc., beneficially owned by the AFL-CIO Reserve Fund. The shares are held by AmalgaTrust at the Depository Trust Company in our participation account. ~~The AFL-CIO Reserve Fund~~ ^{Memorandum} The AFL-CIO Reserve Fund has held the Shares continuously for over one year and continues to hold the Shares as of the date set forth above.

If you have any questions concerning this matter, please do not hesitate to contact me at (312) 822-3220.

Sincerely,

A handwritten signature in cursive script that reads "Lawrence M. Kaplan".

Lawrence M. Kaplan
Vice President

cc: Daniel F. Pedrotty
Director, Office of Investment

EXHIBIT B

THE · NATHAN · CUMMINGS · FOUNDATION

November 7, 2008

Christian L. Campbell
Senior Vice President, General Counsel,
Secretary and Chief Franchise Policy Officer
YUM! Brands, Inc.
1441 Gardiner Lane
Louisville, KY 40213

Dear Mr. Campbell:

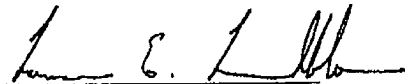
The Nathan Cummings Foundation is an endowed institution with approximately \$425 million of investments. As a private foundation, the Nathan Cummings Foundation is committed to the creation of a socially and economically just society and seeks to facilitate sustainable business practices by supporting the accountability of corporations for their actions. As an institutional investor, the Foundation believes that the way in which a company approaches major public policy issues such as healthcare coverage has important implications for long-term shareholder value.

It is with these considerations in mind that we submit this resolution for inclusion in Yum! Brands' proxy statement under Rule 14a-8 of the general rules and regulations of the Securities Exchange Act of 1934. We would appreciate an indication in the proxy statement that the Nathan Cummings Foundation is the primary proponent of this resolution. At least one representative of the filers will attend the stockholders' meeting to move the resolution as required by the rules of the Securities and Exchange Commission.

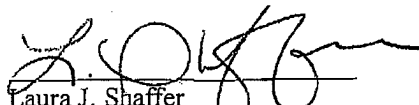
The Nathan Cummings Foundation is the beneficial owner of over \$2,000 worth of shares of Yum! Brands stock. Verification of this ownership, provided by Northern Trust, our custodian bank, is available upon request. We have held over \$2,000 worth of the stock for more than one year and will continue to hold these shares through the shareholder meeting.

If you have any questions or concerns about this resolution, please contact Laura Shaffer at (212) 787-7300. Thank you for your time.

Sincerely,



Lance E. Lindblom
President and CEO



Laura J. Shaffer
Director of Shareholder Activities

cc: Interfaith Center on Corporate Responsibility Members and Associates

HEALTH CARE REFORM PRINCIPLES

RESOLVED: shareholders urge the Board of Directors to adopt principles for comprehensive health care reform, such as those based upon principles reported by the Institute of Medicine:

1. Health care coverage should be universal.
2. Health care coverage should be continuous.
3. Health care coverage should be affordable to individuals and families.
4. The health insurance strategy should be affordable and sustainable for society.
5. Health insurance should enhance health and well being by promoting access to high-quality care that is effective, efficient, safe, timely, patient-centered, and equitable.

Polls (NBC News/*Wall Street Journal*, USA Today/Gallup and *The New York Times*/CBS News) consistently show that access to affordable, comprehensive health care insurance is one of the most significant social policy issues in America.

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Annual surcharges as high as \$1,160 for the uninsured are added to the total cost of each employee's health insurance, according to Kenneth Thorpe, a leading health economist at Emory University. Consequently, we believe that the 45.7 million Americans without health insurance result in higher costs for Yum! Brands and other U.S. companies providing health insurance to their employees.

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Supporting Statement

The Institute of Medicine, established by Congress as part of the National Academy of Sciences, issued its principles for reforming health insurance coverage in [Insuring America's Health: Principles and Recommendations](#) (2004). We believe principles for health care reform, such as the IOM's, are essential if public confidence in our company's commitment to its employees' health care coverage is to be maintained. We ask shareholders to support this resolution.



VIA OVERNIGHT DELIVERY

Yum! Brands, Inc.

1441 Gardiner Lane
Louisville, KY 40213
Phone 502 874-1000
Fax 502 874-8323

November 13, 2008

Mr. Lance E. Lindblom
President and CEO
The Nathan Cummings Foundation
475 Tenth Avenue, 14th Floor
New York, New York 10018

Ms. Laura J. Shaffer
Director of Shareholder Activities
The Nathan Cummings Foundation
475 Tenth Avenue, 14th Floor
New York, New York 10018

Re: Shareholder Proposal

Dear Mr. Lindblom and Ms. Shaffer:

I am writing to acknowledge receipt of your letter dated November 7, 2008 to Christian L. Campbell regarding The Nathan Cummings Foundation (the "Foundation") proposal for inclusion in the YUM! Brands, Inc. proxy statement to be circulated to YUM! shareholders in conjunction with the next annual meeting.

We respectfully request that with reference to the Foundation's proposal you furnish us within 14 days of your receipt of this letter proof of the Foundation's continuous record ownership of YUM! common stock as required under Regulations 14a-8(b)(1) and 14a-8(b)(2)(i).

Please direct your response to me at the above address. We expect to be contacting you within the next few weeks regarding your proposal.

Sincerely,

M. Gayle Hobson
Senior Legal Specialist

I:\GAYLE\2009 Proxy\Shareholder req for ownership - Nathan Cummings.doc



F A X

The Nathan Cummings Foundation
475 Tenth Avenue 14th Floor • New York, NY 10018
(212) 787-7300 • (212) 787-7377 Fax

TOTAL PAGES:
Including Cover 3

DATE: November 17, 2008

TO: M. Gayle Hobson
Senior Legal Specialist

FAX #: 502-874-8323

FROM: Laura J. Shaffer

COMMENTS: Director of Shareholder Activities
Shareholder Proposal - Proof of ownership for the Nathan Cummings Foundation

If you have received this fax in error, or have any problems during transmission, please call (212) 787-7300.

email hobson

Laura.Shaffer@nathancummings.org

The Northern Trust Company
50 South La Salle Street
Chicago, Illinois 60675
(312) 630-6000



Northern Trust

November 17, 2008

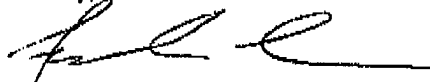
To Whom It May Concern:

This letter will verify that the Nathan Cummings Foundation held 800 shares of Yum Brands Inc. stock worth \$21,864 as of November 7, 2008. As of November 7, 2008, the Nathan Cummings Foundation had continuously held at least \$2,000 worth of Yum Brands Inc. for at least one year. The Foundation will continue to hold these shares at the time of your next annual meeting.

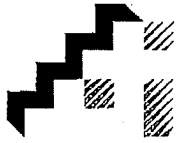
The Northern Trust Company serves as custodian and record holder for the Nathan Cummings Foundation. The above mentioned shares are registered in a nominee name of the Northern Trust. The shares are held by Northern Trust through ~~DTA Account~~ Memorandum M-07-16 ***

This letter will further verify that Laura Shaffer is a representative of the Nathan Cummings Foundation and is authorized to act on their behalf with respect to matters pertaining to this proposal.

Sincerely,



Frank Fauser
Vice President



**CATHOLIC™
HEALTHCARE
PARTNERS**



615 Elsinore Place
Cincinnati, Ohio
45202

Phone • 513 • 639 • 2800
Fax • 513 • 639 • 2700

VIA FEDERAL EXPRESS

November 11, 2008

Christian L. Campbell
Senior Vice President, General Counsel,
Secretary and Chief Franchise Policy Officer
YUM! Brands, Inc.
1441 Gardiner Lane
Louisville, KY 40213

Dear Mr. Campbell:

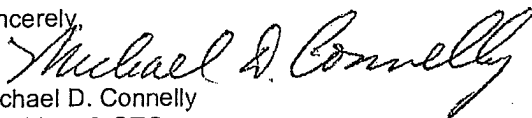
Catholic Healthcare Partners, a Catholic healthcare ministry headquartered in Cincinnati, Ohio has long been concerned not only with the financial returns of its investments, but also (with many other churches and socially concerned investors) with the social and ethical implications of its investments. As background, Catholic Healthcare Partners is one of the largest not-for-profit health systems in the United States and the largest in Ohio. Catholic Healthcare Partners is currently the beneficial owner of shares of Yum Brands.

We believe that a commitment to employees, communities and the environment fosters long-term business success. As healthcare providers, we are keenly aware of the challenges in the current health system, including concerns relating to both the cost and quality of care, and we are concerned as well that all persons have access to needed services, irrespective of individual ability to pay. As an employer, we are aware of the economic burden providing health benefits places on all American businesses. As long term shareholders, we believe it is in the interests of this company to ensure all Americans have access to healthcare that is affordable and provided equitably.

Catholic Healthcare Partners is therefore co-filing with the Nathan Cummings Foundation the enclosed shareholder proposal for adoption of principles of comprehensive health reform for inclusion in the 2009 proxy statement, in accordance with Rule 14a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934. Catholic Healthcare Partners has been a shareholder for more than one year and will continue to invest in at least the requisite number of shares for proxy resolutions through the stockholders' meeting. We have enclosed a copy of the verification of our ownership position and will forward the original letter under separate cover. A representative of the filers will attend the stockholders' meeting to move the resolution as required by the SEC rules. Please direct all future correspondence on behalf of Catholic Healthcare Partners to Susan Smith Makos; ~~SRM~~ ~~Advisor~~, Memorandum M-07-16 ***

*** FISMA & OMB Memorandum M-07-16 ***

Sincerely,


Michael D. Connelly
President & CEO
Catholic Healthcare Partners

Encl. Resolution Text and Verification of Ownership
c: Interfaith Center for Corporate Responsibility
Laura Schaeffer, Nathan Cummings Foundation



HEALTH CARE REFORM PRINCIPLES

RESOLVED: shareholders urge the Board of Directors to adopt principles for comprehensive health care reform, such as those based upon principles reported by the Institute of Medicine:

1. Health care coverage should be universal.
2. Health care coverage should be continuous.
3. Health care coverage should be affordable to individuals and families.
4. The health insurance strategy should be affordable and sustainable for society.
5. Health insurance should enhance health and well being by promoting access to high-quality care that is effective, efficient, safe, timely, patient-centered, and equitable.

Polls (NBC News/*Wall Street Journal*, USA Today/Gallup and *The New York Times*/CBS News) consistently show that access to affordable, comprehensive health care insurance is one of the most significant social policy issues in America.

Many national organizations have made health care reform a priority. In 2007, representing "a stark departure from past practice," the American Cancer Society redirected its entire \$15 million advertising budget "to the consequences of inadequate health coverage" in the United States (*New York Times*, 8/31/07).

John Castellani, president of the Business Roundtable, which represents more than 150 of the country's largest companies, states that 52% of the Business Roundtable's members say health costs represent their biggest economic challenge. "The cost of health care has put a tremendous weight on the U.S. economy," according to Castellani, "The current situation is not sustainable in a global, competitive workplace." (*BusinessWeek*, July 3, 2007)

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Annual surcharges as high as \$1,160 for the uninsured are added to the total cost of each employee's health insurance, according to Kenneth Thorpe, a leading health economist at Emory University. Consequently, we believe that the 45.7 million Americans without health insurance result in higher costs for Yum! Brands and other U.S. companies providing health insurance to their employees.

In our view, increasing health care costs have focused growing public awareness and media coverage on the plight of active and retired workers struggling to pay for medical care. Increasing health care costs lead companies to shift costs to employees. This can reduce employee productivity, health and morale. We also believe rising health care costs borne by the company have an adverse affect on shareholder value.

Supporting Statement

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Catherine Rowan
Corporate Responsibility Consultant

*see
11-25-2008
CLO office*

November 18, 2008

Christian L. Campbell
Senior Vice President, General Counsel,
Secretary and Chief Franchise Policy Officer
YUM! Brands, Inc.
1441 Gardiner Lane
Louisville, KY 40213

Dear Mr. Campbell:

Trinity Health, with an investment position of over \$2000 worth of shares of common stock in YUM! Brands, Inc., looks for social and environmental as well as financial accountability in its investments.

Proof of ownership of common stock in YUM! Brands, Inc., is enclosed. Trinity Health has held stock in YUM! Brands continuously for over one year and intends to retain the requisite number of shares through the date of the Annual Meeting.

Health care reform is one of the most critical domestic social issues of our day. We are interested in the role that YUM! Brands, as a large and influential company, can play in the national effort for universal access to quality health care that is accessible, affordable and provides for accountability and equitable financing for all stakeholders.

Acting on behalf of Trinity Health, I am authorized to notify you of Trinity Health's intention to present the enclosed proposal for consideration and action by the stockholders at the next annual meeting, and I hereby submit it for inclusion in the proxy statement in accordance with Rule 14-a-8 of the General Rules and Regulations of the Securities Exchange Act of 1934.

The primary filer for this proposal is the Nathan Cummings Foundation, represented by Laura Shaffer at (212) 787-7300. Trinity Health is co-filing the same proposal as the Foundation.

We look forward to discussing this proposal with the Company at your earliest convenience.

Sincerely,

Catherine Rowan

Catherine Rowan
Corporate Responsibility Consultant, representing Trinity Health

enc.

766 Brady Ave., Apt.635 • Bronx, NY 10462
718/822-0820 • Fax: 718-504-4787
Email: rowan@bestweb.net

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The Northern Trust Company
50 South La Salle Street
Chicago, Illinois 60603
(312) 630-6000



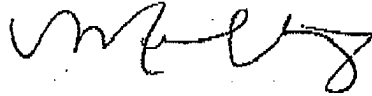
Northern Trust

November 18, 2008

To Whom It May Concern:

Please accept this letter as authentication that Northern Trust, as Trustee/Custodian, currently holds for the beneficial interest of Trinity Health 35,104 shares of YUM! Brands Common Stock as of 11/01/2008. Further, please note that Northern Trust has continuously held, on behalf of Trinity Health, an ownership interest in YUM! Brands continuously over the past twelve months. Should you have any questions, please feel free to contact me.

Sincerely,



Muriel Gutierrez
The Northern Trust Company