

REAL ESTATE SIGNING AUTHORIZATIONS

NOW, THEREFORE, BE IT RESOLVED, that the Chief Executive Officer, President, Chief Legal Officer, any officer of the Company that is a Vice President, or Assistant Secretary be, and each of them hereby is, authorized and directed to carry out the following enumerated acts: obtain loans; enter into any real estate transactions or engage in any dispute related to real estate on behalf of the Company, including without limitation, encumbering, selling, purchasing, leasing or subleasing real or personal property or settling construction, lease, purchase or other real estate disputes, and to sign any and all documents and instruments, and to take all necessary or appropriate action, in connection with such real estate transactions or disputes, including without limitation deeds, conveyances, leases, subleases, assignments, purchase contracts, mortgages, deeds of trust, loans, loan documents, satisfactions of mortgage, releases of deeds of trust, easements, attornment and subordination agreements, non-disturbance agreements, estoppel certificates, lease termination agreements, pleadings, demands and settlement agreements; buy or sell franchise rights; buy or sell restaurant businesses; buy or sell restaurant equipment, machinery, supplies, inventory, furniture and fixtures; apply to local governing bodies for rezoning special use permits, special exceptions and site plans (collectively the "Authorized Transactions"); and to make, execute and deliver any and all documents necessary to consummate the Authorized Transactions;

FURTHER RESOLVED, that any of the Chief Executive Officer, President, Chief Legal Officer or any officer of the Company that is a Vice President (the "Authorized Officers"), may delegate the same authority as they are granted herein, to any such individuals as deemed necessary to consummate such Authorized Transactions, by granting a Power of Attorney, for such term as specified in the Power of Attorney;

FURTHER RESOLVED, that any and all active Powers of Attorney executed by the Authorized Officers of TBA, Inc. prior to the date hereof are hereby ratified, confirmed, approved, and adopted as valid actions of the Company in all respects;

FURTHER RESOLVED, that any of the officers of the Company be, and each of them hereby is, authorized to execute and deliver any ancillary documents relating to the Authorized Transactions;

FURTHER RESOLVED, that persons in the operating positions of Chief Executive Officer, President, and Chief Legal Officer may, from time to time, hold other elected titles for the Company and shall have the same authority granted herein as the Authorized Officers if signing with their elected titles.

CERTIFICATE OF ASSISTANT SECRETARY
OF
TACO BELL OF AMERICA, LLC
a Delaware limited liability company

The undersigned hereby certifies that he is Assistant Secretary of Taco Bell of America, LLC, a limited liability company formed and existing under the laws of the State of Delaware (the "Company"), and that:

Attached hereto as Exhibit "A" is a true and correct copy of resolutions duly adopted by the Managing Member of the Company by Written Consent dated as of January 20, 2012, which resolutions are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as of the 9th day of January, 2014.



Laurence Gerich
Assistant Secretary

State of California

County of Orange

Subscribed and sworn to (or affirmed) before me on this 9th day of January, 2014, by Laurence Gerich, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

(seal)

Signature



