



200202190193

Skagit County Auditor

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Return Address:

LAND TITLE COMPANY OF SKAGIT COUNTY

T-99380

Document Title(s) (or transactions contained therein):

1. Power of Attorney
- 2.

Reference Number(s) of Documents assigned or released:

on page of _____ of document

Grantor(s) (Last name, First, Middle Initial)

1. Max Craig, V P of Taco Bell Corp
- 2.
- 3.
4. _____ Additional names on page _____ of document.

Grantee(s) (Last name, First, Middle Initial)

1. Shirley, R Bryce
2. Gerich, Laurence
Hu, Amy
3. Shipma, Mary
4. _____ Additional names on page _____ of document.

Legal description: (Lot, block, plat name, section-township-range)

Lot 2C SP MV 1-94 in 18 -34-4

_____ Additional legal is on page _____ of document.

Assessor's Property Tax Parcel Account Number(s):

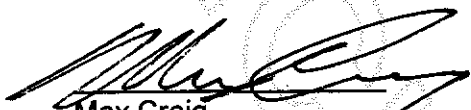
P107488

POWER OF ATTORNEY

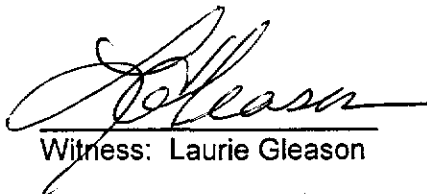
BE IT KNOWN TO ALL PERSONS BY THESE PRESENTS, that Max Craig, President of each corporation, except Taco Bell Corp. of which he is Vice President, Chief Financial Officer, listed on Exhibit "A" (each a "Company" and collectively, the "Companies"), does hereby make, constitute and appoint R. Bryce Shirley, Laurence Gerich, Amy Hu and Mary Shipma to negotiate, sign and deliver all such documents and instruments, and to take all such steps or actions, as may be necessary or appropriate to effect sale/leaseback real estate transactions, including without limitation, deeds, conveyances, leases, subleases, purchase contracts, sale contracts, easements, attornment and subordination agreements, nondisturbance agreements and estoppel certificates.

THIS Power of Attorney shall be valid until revoked in writing by the undersigned.

IN WITNESS WHEREOF, this Power of Attorney was duly executed as of October 9, 2001.



Max Craig,
Vice President and Chief
Financial Officer of Taco Bell Corp.,
President of all other Companies listed
on Exhibit A



Witness: Laurie Gleason



Witness: Theresa Mitchell

STATE OF CALIFORNIA)
) ss:
COUNTY OF ORANGE)

On October 19, 2001, before me Cherie Silberberger, Notary Public, personally appeared Max Craig, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.


Notary Public



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EXHIBIT A

Taco Bell Corp., a California corporation

Taco Bell of California, Inc., a California corporation

TBLD Corp., a California corporation

Taco Caliente, Inc., an Arizona corporation

Taco Del Sur, Inc. a Georgia corporation

Taco Enterprises, Inc. a Michigan corporation

Tenga Taco, Inc., a Florida corporation

Taco Bell of America, Inc., a Delaware corporation

TB Holdings, a California corporation



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