

STATE OF ALABAMA
BEFORE THE ALABAMA DEPARTMENT OF REVENUE

IN RE:

Bank of America, N.A.

Petitioner.

)
) A proceeding authorized by
) §40-22-2(8), Code of Alabama 1975
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)
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)

MORTGAGE TAX ORDER

COMES THE PETITIONER, Bank of America, N.A., successor by merger to LaSalle Bank National Association, a national banking association, in its capacity as Agent for itself and certain other financial institutions ("Petitioner"), and asks the Alabama Department of Revenue to fix and determine the amount of mortgage recording privilege tax due, pursuant to § 40-22-2(8), Code of Alabama 1975, for the privilege of recording a certain Mortgage, security Agreement and Assignment of Leases and Rents and Fixture Filing dated as of March 5, 2009 (the "Mortgage"), executed by Southbrook Station Inc., a Delaware corporation ("Mortgagor"), to Petitioner, which secures obligations of Mortgagor and/or affiliates thereof to Petitioner ("Obligations"), which Obligations are secured by property, and interests therein, located both within and without the State of Alabama.

Upon consideration of said Petition and evidence offered in support thereof, the Alabama Department of Revenue finds and determines as follows:

1. That the total amount of the principal indebtedness of the Obligations secured by said Mortgage is \$375,000,000.00, consisting of a revolving loan facility from the Petitioner to Mortgagor and/or affiliates thereof.
2. That the total value of all real property granted as security for the Obligations, located both within and without the State of Alabama is \$545,950,000.00.
3. That the value of the real property encumbered by the Mortgage and located within the State of Alabama is \$5,650,000.00.
4. That the total maximum amount of principal indebtedness of the Obligations to be secured by the Mortgage which is allocable to the State of Alabama and upon which tax is due is \$3,900,000.00, being based on 1.04% of the total value of all real property securing such Obligations.
5. That the amount of mortgage recording privilege tax due to be paid upon recordation of the Mortgage, calculated at the rate of \$.15 per each \$100.00 of such Obligations, or fraction thereof, is \$5,850.00.



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Shelby Cnty Judge of Probate, AL
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6. That no bond is required to be posted and no annual report is required to be filed pursuant to § 40-22-2(2), Code of Alabama 1975 and no additional mortgage recording privilege tax shall be payable if Petitioner pays mortgage recording privilege tax at the time of recordation in the amount set forth in paragraph 5 above, unless and until the aggregate principal of the Loan shall exceed \$375,000,000.00.

IT IS ORDERED, THEREFORE, as follows:

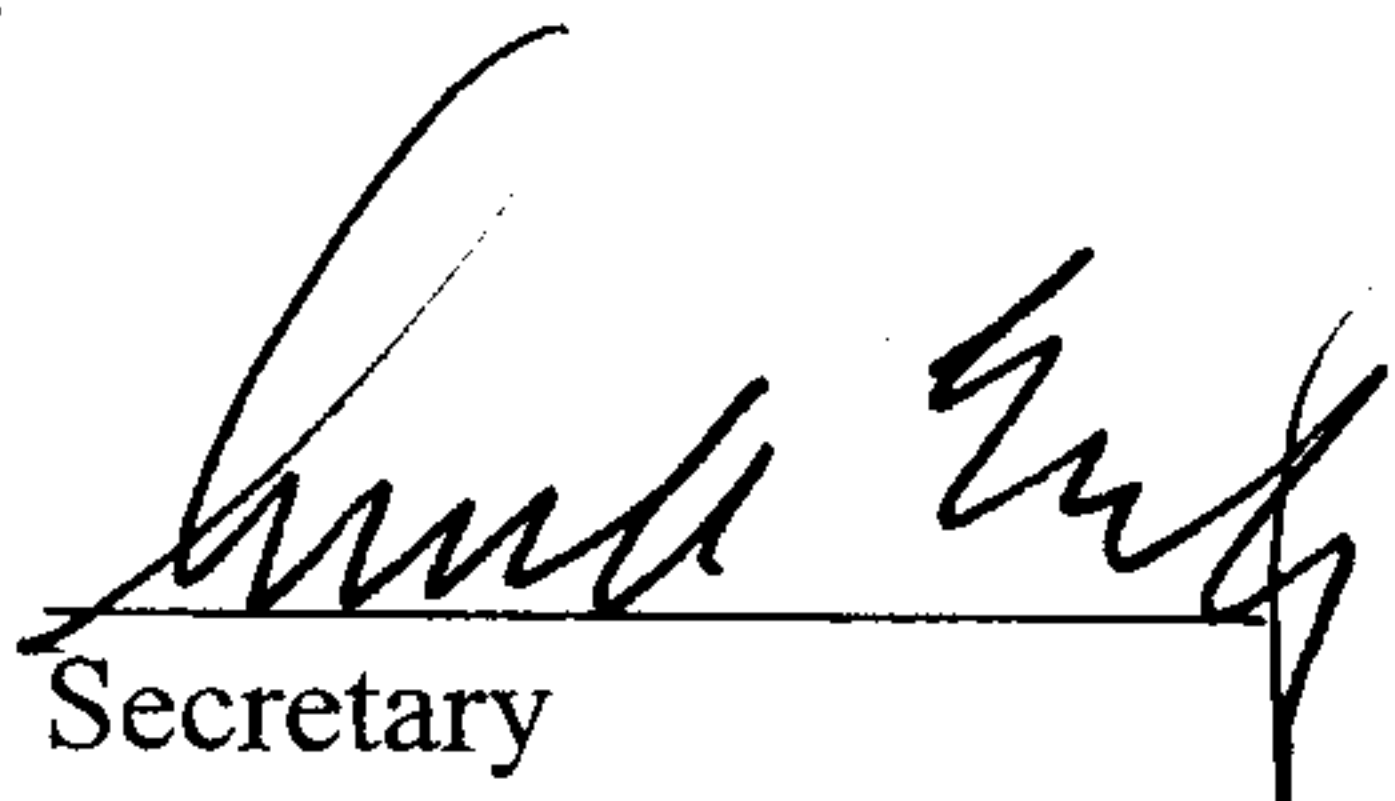
1. That the amount of the indebtedness under the Mortgage allocable to Alabama and upon which mortgage recording privilege tax will be due under § 40-22-2, Code of Alabama 1975, as amended, is \$3,900,000.00.
2. That the Judge of Probate of Shelby County, shall collect mortgage recording privilege tax in the amount of \$5,850.00, plus any recording and filing fees which may be due upon recordation.
3. That no bond shall be required to be posted and no annual report shall be required to be filed pursuant to § 40-22-2(2), Code of Alabama 1975, as amended and no additional mortgage recording privilege tax shall be payable unless and until the aggregate principal indebtedness of the Obligations secured by the Mortgage shall exceed \$375,000,000.00.

DONE at Mont., Alabama, this the 16th day of April, 2009.


Attest:

**STATE OF ALABAMA DEPARTMENT
OF REVENUE**

By:


Secretary

By:


Assistant Commissioner of Revenue


Legal Division