

BEFORE THE ALABAMA DEPARTMENT OF REVENUE

In re:)
)
JPMORGAN CHASE BANK, N.A.,) A Proceeding Authorized
a national association) by Section 40-22-2(2) and (8),
Petitioner.) CODE OF ALABAMA 1975

MORTGAGE TAX ORDER

Comes now **JPMORGAN CHASE BANK, N.A.**, a national association, as administrative agent for each lender that is or will become a party to the loans evidenced by the Indebtedness (the "Petitioner"), and asks the Department of Revenue to fix and determine the amount of mortgage privilege tax due pursuant to Section 40-22-2(2) and (8), CODE OF ALABAMA 1975, for the privilege of recording those certain substantially identical forms of instruments titled either *Leasehold Mortgage, Security Agreement, Fixture Filing and Financing Statement* (in the case of mortgages encumbering leasehold estates) or *Mortgage, Security Agreement, Fixture Filing and Financing Statement* (in the case of mortgages encumbering fee title) both dated as of June 2, 2006, (collectively, the "Mortgages") to be executed by **NPC INTERNATIONAL, INC.**, a Kansas corporation, which along with other security documents (collectively, the "Security Documents") covers real and personal property and fixtures located both inside and outside of the State of Alabama.

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

1. That the Mortgages secure an indebtedness presently incurred in the amount of \$375,000,000 (the "Indebtedness").
2. That the Mortgages and the other Security Documents cover property and fixtures located both inside and outside of the State of Alabama.
3. That the value of all property and fixtures covered by the Mortgages and Security Documents and located both inside and outside of the State of Alabama is \$193,327,918.
4. That the value of all property and fixtures covered by the Mortgages and Security Documents and located inside of the State of Alabama is \$30,982,321, or 16.0% of the total value of all property and fixtures located both inside and outside of the State of Alabama.
5. That the amount of indebtedness secured by the Mortgages and Security Documents and allocable to the State of Alabama and upon which the Alabama mortgage filing privilege tax is due is \$60,000,000.

6. That the mortgage privilege tax to be paid, at the rate of \$.15 per each \$100, or fraction thereof, upon the filing for record of the Mortgage in the office of the Judge of Probate of the first Alabama county in which the Mortgage is filed for record is \$90,000.

7. That no bond is required under § 40-22-2, CODE OF ALABAMA 1975, as amended, because the lender is a national bank.

IT IS, THEREFORE, ORDERED that the mortgage privilege tax in the amount of \$90,000, plus any recording fees which may be due, shall be paid to the Judge of Probate of the first Alabama county in which the Mortgage is filed for record, and thereafter allocated by the Judge of Probate of said county to the other Alabama counties in which the properties and fixtures covered by the Mortgage are located, in accordance with the percentages set forth in Exhibit A.

DONE at the Capitol, Montgomery, Alabama, this the 1st day of August, 2006.

DEPARTMENT OF REVENUE

By: Cynthia Underwood
Its: Asst. Commissioner of Rev.

ATTEST:

[Signature]
Secretary

[Signature]
Legal Division

EXHIBIT A

<u>County</u>	<u>Value</u>	<u>Percentage</u>
Autauga	479,880	1.5%
Baldwin	1,594,099	5.1%
Bibb	300,799	1.0%
Blount	233,900	0.8%
Butler	370,000	1.2%
Calhoun	131,800	0.4%
Cherokee	300,799	1.0%
Chilton	311,800	1.0%
Clarke	461,900	1.5%
Colbert	511,039	1.6%
Conecuh	374,400	1.2%
Covington	536,000	1.7%
Dekalb	629,499	2.0%
Elmore	580,089	1.9%
Escambia	741,100	2.4%
Etowah	686,218	2.2%
Fayette	300,799	1.0%
Franklin	142,300	0.5%
Geneva	266,800	0.9%
Jefferson	7,034,294	22.7%
Lamar	163,540	0.5%

<u>County</u>	<u>Value</u>	<u>Percentage</u>
Lauderdale	486,899	1.6%
Lawrence	239,792	0.8%
Limestone	171,900	0.6%
Marengo	443,600	1.4%
Marion	521,645	1.7%
Marshall	818,600	2.6%
Mobile	2,982,495	9.6%
Monroe	192,770	0.6%
Montgomery	2,894,998	9.3%
Morgan	800,498	2.6%
Shelby	2,094,448	6.8%
St. Claire	1,034,120	3.3%
Sumter	327,500	1.1%
Tuscaloosa	1,521,200	4.9%
Wilcox	0	0.0%
Winston	300,799	1.0%
<u>Totals</u>	<u>\$30,982,321</u>	<u>100%</u>