

Shelby



20070808000371730 1/3 \$17.00
Shelby Cnty Judge of Probate, AL
08/08/2007 03:04:55PM FILED/CERT

MORTGAGE RECORDATION TAX ORDER

STATE OF ALABAMA)

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

MONTGOMERY COUNTY)

BEFORE THE ALABAMA DEPARTMENT OF REVENUE:

COMES NOW PETITIONER, Mortgage Electronic Registration Systems, Inc., a Delaware corporation, as mortgagee and nominee (the "Petitioner"), of Merrill Lynch Bank USA, a Utah industrial bank ("Merrill Lynch Bank"), Merrill Lynch Mortgage Lending, Inc., a Delaware corporation ("Merrill Lynch Mortgage Lending"), UBS Real Estate Securities Inc., a Delaware corporation ("UBS"), and Bank of America, N.A., a national banking association ("BOA"), and asks the Department of Revenue to fix and determine the amount of mortgage recording tax due, pursuant to §40-22-2(8), Code of Alabama 1975, upon recordation of the Mortgage and Security Agreement (Alabama) (the "Mortgage") from BRE/LQ PROPERTIES L.L.C., a Delaware limited liability company, and BRE/LQ OPERATING LESSEE INC., a Delaware corporation (collectively, the "Mortgagor") to the Petitioner. In addition to property described in the Mortgage, the Mortgagor has secured its obligations to Petitioner with additional collateral located outside the State of Alabama, and the Mortgage encompasses property in more than one (1) county in Alabama.

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

1. That the total amount of indebtedness secured by the Mortgage is Two Billion Four Hundred Million and No/100 Dollars (\$2,400,000,000.00).

2. That the total value of all property secured by the Mortgage and located within and without the State of Alabama is Four Billion Six Hundred Ninety Million and No/100 Dollars (\$4,690,000,000.00).

3. That the total value of all property located within the State of Alabama, and secured by the Mortgage is Ninety-Three Million Six Hundred Twenty-One Thousand Eight Hundred Twenty-One and 76/100 Dollars (\$93,621,821.76).

4. That the amount of indebtedness which is allocable to Alabama, and upon which mortgage recording tax is due upon recordation of the Mortgage is Forty-Seven Million Nine Hundred Eight Thousand Eight Hundred and No/100 Dollars (\$47,908,800.00).

5. That the amount of mortgage recording tax to be paid, at the rate of \$.15 for each \$100.00, or fraction thereof, of indebtedness, which is attributable to the property located within the State of Alabama, is Seventy-One Thousand Eight Hundred Sixty-Three and 20/100 Dollars (\$71,863.20).

6. That the Mortgage is to be recorded in each of Jefferson, Madison, Mobile, Montgomery, Shelby and Tuscaloosa Counties, in the State of Alabama.

7. That the relative property values of the properties lying within the State of Alabama are as follows:

<u>County</u>	<u>Value</u>	<u>Percentage</u>
Jefferson	\$18,089,171.14	19.32%
Madison	\$22,436,978.56	23.97%
Mobile	\$9,591,000.00	10.24%
Montgomery	\$16,517,172.72	17.64%
Shelby	\$17,147,499.34	18.32%
Tuscaloosa	\$9,840,000.00	10.51%
TOTAL	\$93,621,821.76	100.00%

IT IS ORDERED, THEREFORE, that the probate judge in the county wherein the Mortgage will be recorded first, shall collect mortgage recording tax in the amount of Seventy-One Thousand Eight Hundred Sixty-Three and 20/100 Dollars (\$71,863.20), and, pursuant to §40-22-2(7), Code of Alabama 1975, after deducting the probate judge's five percent (5%) commission, shall make distribution of such tax to the State of Alabama and to the counties named herein, in the percentages as set out in Paragraph 7. The probate judge of the county wherein the Mortgage will be recorded first also is entitled to collect any applicable recording fees. Upon payment of the mortgage recording tax and upon the initial filing of the Mortgage, copies of the Mortgage shall be acceptable for recordation in the other counties, pursuant to §40-22-2(5), Code of Alabama 1975, without the payment of any further mortgage recording tax. The probate judges of these counties are entitled to collect applicable recording fees, however, in accordance with §40-22-2(5), Code of Alabama 1975. Also, the Petitioner is **ORDERED** to abide by the reporting and paying provisions of §40-22-2(2)b, Code of Alabama 1975, concerning any future advances.

DONE this 9th day of July, 2007.

ALABAMA DEPARTMENT OF REVENUE

By: Cynthia Underwood
Assistant Commissioner of Revenue

ATTEST:

Law A. Asst
As Secretary

R. E. John
Legal Division