

STATE OF ALABAMA

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**MORTGAGE RECORDING TAX ORDER**

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COUNTY OF MONTGOMERY

§

BEFORE THE ALABAMA DEPARTMENT OF REVENUE:

Comes the Petitioner, Goldman Sachs Commercial Mortgage Capital, L.P., a Delaware limited partnership, as a party to that certain Loan Agreement expected to be dated on or about October 1, 2009, among Mortgagor, as defined below, together with certain related parties (collectively, the "Borrower") and Petitioner, and asks the Alabama Department of Revenue to fix and determine the amount of mortgage recording tax due, pursuant to §40-22-2(8), Code of Alabama 1975, for the recording of that certain Mortgage, Assignment of Rents and Leases, Collateral Assignment of Property Agreements, Security Agreement and Fixture Filing with respect to property located in Shelby County, Alabama, from GS II Brook Highland LLC (the "Mortgagor") to Petitioner (the "Mortgage"), such Mortgage securing certain indebtedness owed by Borrower to Petitioner, and secured by property located both within and without the State of 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 pursuant to the Mortgage is \$450,000,000.00.
2. That the total value of all property given as security to Petitioner, both within and without the State of Alabama, is \$774,000,000.00.
3. That the value of the property encumbered by the Mortgage and located within the State of Alabama, in Shelby County is \$51,100,000.00. The value of the real property in Alabama is 6.60% of the value of the real property both within and without the State of Alabama.
4. That the total maximum amount of indebtedness allocable to Alabama, upon which tax is due, is \$29,700,000.00.
5. That the amount of mortgage recording tax due at the rate of \$.15 for each \$100 of indebtedness, or fraction thereof, with respect to the Mortgage is \$44,550.00.
6. That mortgage recording tax is being collected based upon the maximum principal indebtedness of \$450,000,000.00 secured by the Mortgage.

**IT IS ORDERED, THEREFORE,** that the Judge of Probate of Shelby County shall collect mortgage recording tax in the amount of \$44,550.00, plus any recording fees which may be due, upon recordation of the Mortgage.



20091012000385420 2/2 \$14.00  
Shelby Cnty Judge of Probate, AL  
10/12/2009 02:37:04 PM FILED/CERT

DONE this 24<sup>th</sup> day of September, 2009.

**ALABAMA DEPARTMENT OF REVENUE**

By: Cynthia Underwood  
Assistant Commissioner of Revenue

ATTEST:

[Signature]  
Secretary

[Signature]  
Legal Division: K. Elizabeth Jehle