

BEFORE THE ALABAMA DEPARTMENT OF REVENUE

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

SUPPLEMENTAL MORTGAGE TAX ORDER

Comes now **JPMORGAN CHASE BANK, N.A.**, a national association (formerly known as THE CHASE MANHATTAN BANK), in its capacity as Collateral Agent for various lenders ("Petitioner"), pursuant to its certain **Supplemental Petition for Ascertainment of Mortgage Tax** dated as of October 9, 2009 (the "Petition"), asks the Alabama 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 certain substantially identical forms of documents titled **Leasehold Mortgage, Security Agreement, Fixture Filing and Financing Statement** dated as of August 28, 2009, and four (4) documents titled **First Amendment to Mortgage, Security Agreement, Fixture Filing and Financing Statement**, dated as of August 28, 2009 (the "Fee Mortgage Amendments"), both forms of such documents executed by **NPC INTERNATIONAL, INC.**, a Kansas corporation ("Mortgagor").

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

The Recording of Leasehold Mortgages pursuant to the 2006 Tax Order

1. That on August 1, 2006, this Department issued a Mortgage Tax Order, a copy of which is attached hereto as **Exhibit A** (the "Original Tax Order"), which related to those certain substantially identical forms of 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) all dated as of June 2, 2006 (collectively, the "Original Mortgages") and to be executed by Mortgagor, and to be recorded in the offices of the Judges of Probate of the Alabama counties identified on Exhibit A to the Original Tax Order.

2. That the Original Mortgages secured indebtedness and obligations of Mortgagor to the Petitioner and the other Lenders (described therein) in the aggregate maximum principal amount at any one time outstanding not exceeding \$375,000,000 and certain other indebtedness and obligations of Mortgagor and its affiliates to the Petitioner described in the Original Mortgages (collectively, the "Original Indebtedness").

3. That on August 21, 2006, and pursuant to the Original Tax Order, the Petitioner paid \$90,000 to the Judge of Probate of Jefferson County, Alabama upon the recording of the first of the Original Mortgages in Jefferson County, Alabama.

4. That those Original Mortgages that encumbered leasehold estates (the "Original Leasehold Mortgages"), for which mortgage tax was collected under the Original Tax Order, were never presented for recordation.

5. That the Petitioner now seeks to record such Original Leasehold Mortgages, as are identified on Exhibit B attached hereto, under the column labeled "*Leased in 2006*".

IT IS, THEREFORE, ORDERED that, except as provided below, the Judges of Probate of said Alabama counties in which the properties and fixtures covered by the Original Leasehold Mortgages listed under the column labeled "*Leased in 2006*" and appearing on Exhibit B are ordered to accept such Leasehold Original Mortgages for record without collecting any additional mortgage tax, as such tax has already been collected under the Original Tax Order.

The Recording of the Converted Fee Mortgages as Additional Security for the Original Indebtedness

7. That certain of the Original Mortgages conveying fee simple title (the "Original Fee Mortgages") that were previously recorded as a part of the Original Tax Order, were satisfied by the Petitioner and the Lenders, based on an agreement between the Mortgagor and the Lenders that allowed Mortgagor to (i) sell certain of the fee properties that were secured by the Original Fee Mortgages and (ii) enter into a lease-back arrangement with the new owner, provided that the new leasehold estate of Mortgagor would then be subjected to a leasehold mortgage to the Petitioner and Lenders, as additional security for the Original Indebtedness.

8. The converted leasehold mortgages can be located in the column on Exhibit B labeled *Fee Converted to Leasehold 2009 ("Converted Leasehold Mortgages")* and further determined by comparing the column on Exhibit B labeled as "*Fee in 2006*" against the column labeled "*Fee Aug 2009*", of which there remain four (4) Original Fee Mortgages.

9. That all the other 2006 Original Fee Mortgages have been converted into leasehold mortgages (collectively, the "Converted Leasehold Mortgages"; the Converted Leasehold Mortgages and the remaining Original Leasehold Mortgages, collectively, the "Leasehold Mortgages").

10. That the last column on Exhibit B labeled as "*Total Leasehold Mortgages in 2009*" identifies both 2006 Original Leasehold Mortgages plus the Converted Leasehold Mortgages.

IT IS, THEREFORE, ORDERED that, except as provided below, the Judges of Probate of said Alabama counties in which the Converted Leasehold Mortgages are to be recorded, should allow such Converted Leasehold Mortgages to be recorded without collecting additional recording tax, as such Converted Leasehold Mortgages are filed as additional security for the Original Indebtedness.

The Collection of New Mortgage Tax Based on Increased Indebtedness

12. That pursuant to the terms and conditions of that certain Increase Joinder dated as of October 8, 2008, among the Mortgagor, certain other parties thereto and Petitioner (the "Increase Joinder Agreement"), an additional Forty Million Dollars (\$40,000,000) was advanced

to Mortgagor (the "Presently Incurred Increased Indebtedness") from an available One Hundred Million Dollars (\$100,000,000) incremental term loan commitment provided for in the Credit Agreement.

13. That at the time of the Original Tax Order, none of the \$100,000,000 incremental term loan commitment provided for in the Credit Agreement was deemed to be "presently incurred" and was not included by Petitioner as a part of the Original Indebtedness and thus, no mortgage tax was collected on said amount.

14. That the Presently Incurred Increased Indebtedness is secured by the Original Fee Mortgages, as modified by the Fee Mortgage Amendments, and the Leasehold Mortgages (the Original Fee Mortgages, as amended by the Fee Mortgage Amendments, and the Leasehold Mortgages, collectively, the "Alabama Mortgages") where in both instances, the maximum secured obligations thereunder have been increased to \$415,000,000 (the "New Maximum Current Indebtedness").

15. That simultaneously with the execution of the Fee Mortgage Amendments and Leasehold Mortgages, various other mortgages, deeds of trust and security documents (collectively, the "Modified Security Documents") have been executed by the Mortgagor and its affiliates in favor of the Petitioner and Lenders to mortgage, assign and convey to the Petitioner and such Lenders, as security for the New Maximum Current Indebtedness, other real and personal property and fixtures located outside of the State of Alabama.

16. That the value of all property and fixtures covered by the Alabama Mortgages and Modified Security Documents and located both inside and outside of the State of Alabama is \$85,017,586.

17. That the value of all property and fixtures covered by the Alabama Mortgages and located inside of the State of Alabama is \$14,989,696, or 17.6% of the total value of all property and fixtures located both inside and outside of the State of Alabama.

18. That the amount of Presently Incurred Increased Indebtedness secured by the Alabama Mortgages and allocable to the State of Alabama and upon which the Alabama mortgage filing privilege tax is due is \$7,040,000.

19. 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 first of the Alabama Mortgages in the office of the Judge of Probate of the first Alabama county in which an Alabama Mortgage is filed for record is \$10,560.

20. That at the time of the recording of the Alabama Mortgages, Sixty Million Dollars (\$60,000,000) of the incremental term loan commitment shall be deemed not to have been "presently incurred" (the "Potential Future Advance").

21. That should any part of the Potential Future Advance be advanced to the Mortgagor, the Petitioner shall submit another Supplemental Petition seeking another Supplemental Mortgage Tax Order to ascertain the amount of recording tax that is to be paid in connection with such Potential Future Advance.

IT IS, THEREFORE, ORDERED that with respect to the Presently Incurred Increased Indebtedness, the mortgage privilege tax in the amount of \$10,560, plus any recording fees which may be due, shall be paid to the Judge of Probate of the first Alabama county in which the first of the Alabama Mortgages 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 Alabama Mortgages are located, in accordance with the percentages set forth in **Exhibit B** under the column labeled "*Ala cty %*".

IT IS FURTHER ORDERED that no additional recording tax will be due and payable, notwithstanding the fact that advances are made from time to time and repaid and reborrowed, so long as the aggregate principal amount of indebtedness at any one time outstanding secured by the aforesaid Alabama Mortgages does not exceed \$415,000,000.

DONE at the Capitol, Montgomery, Alabama, this the 28th day of October, 2009.

DEPARTMENT OF REVENUE

By: Cynthia Hadwood
Its: ASST. COMMISSIONER OF REV.

ATTEST

[Signature]
SECRETARY

[Signature]
Legal Division




20091118000430090 4/11 \$41.00
Shelby Cnty Judge of Probate, AL
11/18/2009 03:35:32 PM FILED/CERT

EXHIBIT A

2006 Tax Order

(see attached)


20091118000430090 5/11 \$41.00
Shelby Cnty Judge of Probate, AL
11/18/2009 03:35:32 PM FILED/CERT

BEFORE THE ALABAMA DEPARTMENT OF REVENUE

In re:

)
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JPMORGAN CHASE BANK, N.A.,)
a national association)
Petitioner.)

A Proceeding Authorized
by Section 40-22-2(2) and (8),
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:


Secretary

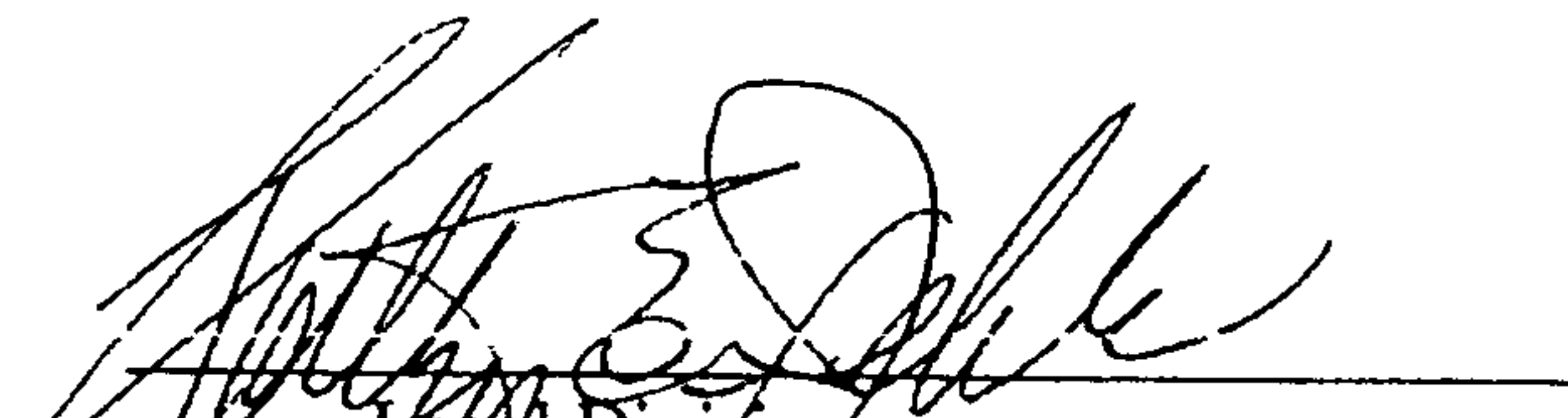

Legal Division



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>

20060821001094880 53/53
 Bk: LR200614 Pg:430
 Jefferson County, Alabama
 08/21/2006 12:27:39 PM MTG
 Fee - \$134.50
 Mortgage Tax -\$90000.00
 Total of Fees and Taxes-\$90134.50
 LASHUNTA

EXHIBIT B

STORY#	STREET ADDRESS	CITY	COUNTY	STATE	VALUES	per site	per city	Ala- city %	Fee in 2006	Leased in 2006 ("Original Leasehold Mortgages")	Fee Aug 2009	Fee Converted to Leasehold 2009 ("Converted Leasehold Mortgages")	Total Leasehold Mortgages in 2009
1660	758 East Main Street	Prattville	Autauga	AL	479,880.00		479,880.00	3.2%	1			1	1
2082	241 South Greeno Road	Fairhope	Baldwin	AL	283,300.00					1			1
2086	2272 Hwy 59 S.	Robertsdale	Baldwin	AL	83,900.00		367,200.00	2.4%		1			1
1114	10631 Hwy 5	Brent	Bibb	AL	300,799.23		300,799.23	2.0%	1			1	1
1645	720 2nd Ave East	Oneonta	Blount	AL	233,900.00		233,900.00	1.6%		1			1
1300	813 Pelham Road South	Jacksonville	Calhoun	AL	131,800.00		131,800.00	0.9%		1			1
1115	Po Box 1366	Clanton	Chilton	AL	311,800.00		311,800.00	2.1%		1			1
2075	2123 North College	Jackson	Clarke	AL	208,800.00		208,800.00	1.4%		1			1
2939	400 Woodard Ave	Muscle Shoals	Colbert	AL	210,240.00		210,240.00	1.4%		1			1
2430	203 Greenhill Blvd.	Fort Payne	De Kalb	AL	328,700.00					1			1
2945	200 Main St. W.	Rainsville	De Kalb	AL	300,799.23		629,499.23	4.2%		1			1
1446	4110 Hyway 14 East	Millbrook	Elmore	AL	300,799.23		300,799.23	2.0%		1			1
2074	1515 South Main	Atmore	Escambia	AL	249,300.00		249,300.00	1.7%		1			1
1161	620 Cleveland Ave	Attalla	Etowah	AL	293,157.00				1			1	1
1162	607 E. Meighan	Gadsden	Etowah	AL	330,557.00		623,714.00	4.2%	1			1	1
1036	7100 Aronov Road	Fairfield	Jefferson	AL	400,000.00				1			1	1
1050	14 Green Springs Highway	Homewood	Jefferson	AL	281,000.00					1			1
1101	3748 Loma Road	Hoover	Jefferson	AL	427,000.00					1			1
1104	596 Fieldstown Road	Gardendale	Jefferson	AL	479,200.00					1			1
1107	1263 Greenmoor	Bessemer	Jefferson	AL	628,100.00				1			1	1
1305	2013 Village Drive	Leeds	Jefferson	AL	735,240.00				1			1	1
1768	2211 Valley Road	Trussville	Jefferson	AL	300,799.23				1			1	1
1822	294 Cane Creek Road	Warrior	Jefferson	AL	613,700.00				1			1	1
4214	2312 John Hawkins Pkwy	Hoover	Jefferson	AL	300,799.23					1			1
1060	5388 Oporto Madrid	Birmingham	Jefferson	AL	724,800.00				1				1
1100	1301 Bessemer Road	Birmingham	Jefferson	AL	327,300.00		5,217,938.47	34.8%	1		1		
2935	1608 Florence Blvd	Florence	Lauderdale	AL	186,100.00		186,100.00	1.2%		1			1
2488	537 Us Hwy 80 West	Demopolis	Marengo	AL	443,600.00		443,600.00	3.0%		1			1
2930	639 Northgate Dr	Arab	Marshall	AL	229,000.00					1			1
2944	14365 Hwy 431	Guntersville	Marshall	AL	188,200.00		417,200.00	2.8%		1			1
2080	14031 South Wintzell	Bayou La Batre	Mobile	AL	300,799.23					1			1

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STORE #	PROPERTY ADDRESS			VALUES	per site	per city	Ala city %	Fee in 2006	Leased in 2006 ("Original Leasehold Mortgages")	Fee Aug 2009	Fee Converted to Leasehold 2009 ("Converted Leasehold Mortgages")	Total Leasehold Mortgages in 2009
	Street Address	City	County	State								
2088	1866-A Government St	Mobile	Mobile	AL	300,799.23				1			1
2097	2502 Schillinger Road	Mobile	Mobile	AL	300,799.23	902,397.70	6.0%		1			1
1630	3665 Mc Gehee Place South	Montgomery	Montgomery	AL	494,000.00			1			1	1
1640	6035 Atlanta Hwy	Montgomery	Montgomery	AL	598,500.00	1,092,500.00	7.3%	1			1	1
2931	1805 Beltline Rd Sw	Decatur	Morgan	AL	198,900.00				1			1
2936	200 Highway 31 Sw	Hartselle	Morgan	AL	300,799.23	499,699.23	3.3%		1			1
1650	2201 7th Ave North	Pell City	Saint Clair	AL	298,880.00	298,880.00	2.0%		1			1
1102	U.S. Hyway 31 South	Alabaster	Shelby	AL	427,250.00			1			1	1
1649	1000 Oak Mountain Circle	Pelham	Shelby	AL	516,100.00	943,350.00	6.3%	1		1		
1398	423 Hwy 28	Livingston	Sumter	AL	327,500.00	327,500.00	2.2%	1		1		
1790	6343 Interstate Dr	Cottondale	Tuscaloosa	AL	312,000.00	312,000.00	2.1%		1			1
2113	1819 1th Avenue	Haleyville	Winston	AL	300,799.23	300,799.23	2.0%		1			1
					43	14,989,696.34	100	16	27	4	12	39



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Shelby Cnty Judge of Probate, AL
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