

RECORDING TAX ORDER

STATE OF ALABAMA §

MONTGOMERY COUNTY§

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

BEFORE THE ALABAMA DEPARTMENT OF REVENUE,

Comes Petitioner, **GENERAL ELECTRIC CAPITAL CORPORATION**, a Delaware corporation, and pursuant to its petition ("Petition") filed with the Department of Revenue, has asked the 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), as amended, in connection with the recordation of certain Mortgage, Security Agreement, Assignment of Leases and Rents, Financing Statement and Fixture Filings (collectively, the "Mortgages") in favor of Petitioner.

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

1. Grede II LLC, a Delaware limited liability company ("Mortgagor"), together with certain other affiliates of Mortgagor (collectively, the "Affiliates"), intend to enter into a certain Credit Agreement (the "Loan Agreement") with Petitioner, as collateral agent and mortgagee, and other lenders party thereto.

2. In order to secure the obligations of Mortgagor and the Affiliates under the Loan Agreement, Mortgagor will execute the Mortgages encumbering certain real property located in the following Alabama counties:

Dallas County, Alabama

Escambia County, Alabama

Jefferson County, Alabama

Perry County, Alabama

Shelby County, Alabama

Said real property is more particularly described in each of the Mortgages. Mortgages will be recorded in the Offices of the Judge of Probate for each county. The real property described in the Mortgages, together with all of the buildings, improvements, structures and fixtures now or subsequently located thereon and all other collateral described therein located in Alabama, is collectively referred to as the "Alabama Real Estate Collateral."

3. The total maximum principal indebtedness secured by the Mortgages will not exceed Eleven Million and No/100 Dollars (\$11,000,000.00) (the "Secured Principal Indebtedness"). At the time of this Order, Petitioner had not finalized its loan amount; provided, however, Petitioner represented the loan amount will not exceed the \$11,000,000.00 value assigned to the Secured Principal Indebtedness herein.

4. In addition to the Alabama Real Estate Collateral described in the Mortgages, the Secured Principal Indebtedness is secured with additional property not described in the Mortgages, including personal property, located inside and outside the State of Alabama.

5. The total value of all property located both inside and outside of the State of Alabama, and given as security for the Secured Principal Indebtedness secured by the Mortgages, is One Hundred Forty-Two Million One Hundred Twenty-Eight Thousand and No/100 Dollars (\$142,128,000.00).

6. The value of the Alabama Real Estate Collateral described in the Mortgages is no more than Eleven Million Three Hundred Seventy-Five Thousand and No/100 Dollars (\$11,375,000.00). The Alabama Real Estate Collateral values are further allocable across the Alabama Counties as follows:

Dallas County, Alabama	\$900,000.00
Escambia County, Alabama	\$4,000,000.00
Jefferson County, Alabama	\$1,400,000.00
Perry County, Alabama	\$3,000,000.00
Shelby County, Alabama	\$2,075,000.00
Total Value of Alabama Real Estate Collateral:	\$11,375,000.00

7. Based on the foregoing valuations, the percentage of the total collateral located in each Alabama county securing the Secured Principal Indebtedness is as follows:

Dallas County, Alabama	0.63323%
Escambia County, Alabama	2.81436%
Jefferson County, Alabama	0.98503%
Perry County, Alabama	2.11077%
Shelby County, Alabama	1.45995%

8. Therefore, the amount of the Secured Principal Indebtedness allocable to the State of Alabama pursuant to Section 40-22-2(8) is allocable across the Alabama Counties as follows:



20100209000040300 3/3 \$17.00
Shelby Cnty Judge of Probate, AL
02/09/2010 02:51:27 PM FILED/CERT

Dallas County, Alabama	\$69,655.30
Escambia County, Alabama	\$309,579.60
Jefferson County, Alabama	\$108,353.30
Perry County, Alabama	\$232,184.70
Shelby County, Alabama	\$160,594.50

9. The amount of recording privilege tax upon the Mortgages which is attributable to the Alabama Real Estate Collateral is \$1,320.75. Such amount of tax is allocable across the Alabama Counties as follows:

Dallas County, Alabama	\$104.55
Escambia County, Alabama	\$464.40
Jefferson County, Alabama	\$162.60
Perry County, Alabama	\$348.30
Shelby County, Alabama	\$240.90

Total Recording Tax: \$1,320.75

IT IS ORDERED, THEREFORE, that the Probate Judges in Dallas, Escambia, Jefferson, Perry and Shelby Counties shall accept the Mortgages (provided that the Secured Principal Indebtedness recited therein is not greater than \$11,000,000.00) for recording from Petitioner upon payment of privilege recording tax in the respective amounts set forth above.

DONE this 2nd day of February, 2010.

ALABAMA DEPARTMENT OF REVENUE

BY: Cynthia Underwood
Print Name: CYNTHIA UNDERWOOD
Its ASST. COMMISSIONER OF REV.

ATTEST:

LEGAL DIVISION:

BY: [Signature]
Print Name: LEWIS EASTERLY
Its SECRETARY

BY: [Signature]
Print Name: K/ELIZABETH JEHLE
Its LEGAL DIVISION