

BEFORE THE ALABAMA DEPARTMENT OF REVENUE

In re:

**CITIGROUP GLOBAL MARKETS
REALTY CORP.,**

)
)
) A Proceeding Authorized
) by Section 40-22-2,
) Code of Alabama 1975

Petitioner.

)

MORTGAGE TAX ORDER

Comes now **CITIGROUP GLOBAL MARKETS REALTY CORP.** ("Petitioner"), and asks the Department of Revenue to fix and determine the amount of mortgage privilege tax due pursuant to Section 40-22-2, Code of Alabama 1975, for the privilege of recording that certain document titled Mortgage and Security Agreement (the "Mortgage"), to be executed by ARC WGCHEAL001, LLC, a Delaware limited liability company (the "Mortgagor") and to be recorded in the Office of the Judge of Probate of Shelby County, Alabama, which along with various other mortgages, deeds of trust, pledge agreements and other security documents that are being executed by ARC FTMTGIL001, LLC, ARC FTSCHIL001, LLC, ARC CVDECGA001, LLC, ARC WGAUSTX001, LLC, ARC WGCHEAL001, LLC, ARC WGJOLIL001, LLC, ARC WGMRYOH001, LLC and ARC WGUAROH001, LLC (collectively, the "Borrowers") in favor of the Petitioner (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 Mortgage and the other Security Documents secure a term loan in an aggregate principal or stated amount at any time outstanding not in excess of \$16,500,000.00 and certain other indebtedness and obligations of the Borrowers to the Petitioner described in the Mortgage (collectively, the "Indebtedness").
2. That the Mortgage covers real and personal property and fixtures located inside the State of Alabama. That the other Security Documents cover real property, personal property and fixtures located outside the State of Alabama.
3. That the value of all real property, personal property and fixtures covered by the Security Documents and located both inside and outside of the State of Alabama is \$36,990,000.00.
4. That the value of all real property, personal property and fixtures covered by the Mortgage and located inside of the State of Alabama is \$6,620,000.00, or 17.90%



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Shelby Cnty Judge of Probate, AL
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of the total value of all real property, personal property and fixtures located both inside and outside of the State of Alabama.

5. That the amount of indebtedness secured by the Mortgage and the other Security Documents and allocable to the State of Alabama and upon which the Alabama mortgage filing privilege tax is due is \$2,953,500.00.

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 Shelby County, Alabama is \$4,430.25.

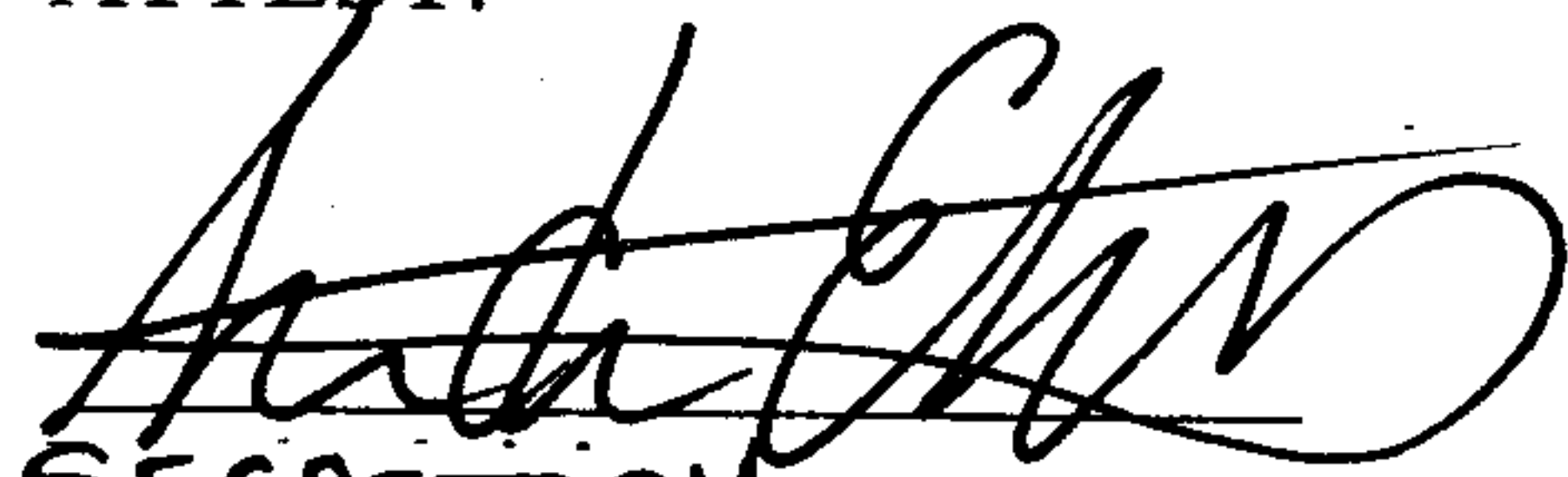
IT IS, THEREFORE, ORDERED that the mortgage privilege tax in the amount of \$4,430.25, plus any recording fees which may be due, shall be paid to the Judge of Probate of Shelby County, Alabama, and no additional recording tax will be due and payable, so long as the Mortgage is not amended of record to increase the amount of the Indebtedness secured or to change the maturity date of the Indebtedness.

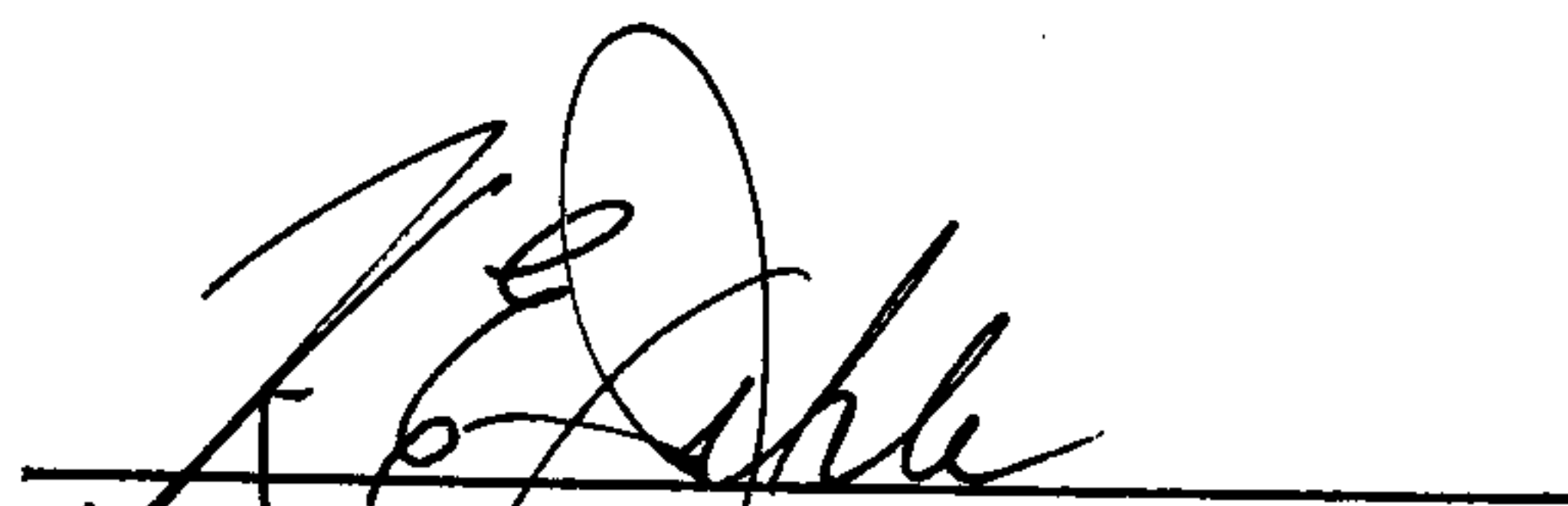
DONE at the Capitol, Montgomery, Alabama, this the 25th day of August 2010.

DEPARTMENT OF REVENUE

By: Cynthia Underwood
Its: ASST. COMM. OF REV.

ATTEST:


SECRETARY


LEGAL DIVISION