

BEFORE THE ALABAMA DEPARTMENT OF REVENUE

In re:)
)
CITIGROUP GLOBAL MARKETS) A Proceeding Authorized
REALTY CORP.,) by Section 40-22-2,
) Code of Alabama 1975
)
Petitioner.)

SUPPLEMENTAL MORTGAGE TAX ORDER

Comes now **CITIGROUP GLOBAL MARKETS REALTY CORP.** (“Petitioner”) and asks the Alabama Department of Revenue to determine that no mortgage privilege tax due will be due, pursuant to Section 40-22-2, Code of Alabama 1975, for the privilege of recording that certain document titled Amended and Restated Mortgage and Security Agreement (the “Restated Mortgage”), which amends and restates that certain Mortgage and Security Agreement (the “Original Mortgage”) executed by ARC WGCHEAL001, LLC, a Delaware limited liability company (the “Mortgagor”) and recorded in the Office of the Judge of Probate of Shelby County, Alabama (the “Probate Office”) on Sept. 3rd, 2010, and for which a Mortgage Tax Order from this Department was issued on August 25, 2010 (the “Original Tax Order”), a copy of which is attached hereto, marked as Exhibit A.

As with the Original Tax Order, although the Restated Mortgage conveys only real and personal property and fixtures situated in Shelby County, Alabama, simultaneously with the execution of the Restated Mortgage, various other restated mortgages, deeds of trust and security documents (collectively, the “Restated Security Documents”) 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, ARC WGUAROH001, LLC, ARC CHCARIL001, LLC and ARC CHNLKIL001, LLC (collectively, the “Borrowers”), in favor of the Petitioner to mortgage, assign and convey to the Petitioner, as security for the Restated Indebtedness (as hereinafter defined), other real and personal property and fixtures located outside of the State of Alabama.

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

1. That the Restated Mortgage and the other Restated Security Documents secure a restated term loan that was increased from \$16,500,000.00 to an aggregate principal or stated amount at any time outstanding not in excess of \$19,600,000.00 and certain other indebtedness and obligations of the Borrowers to the Petitioner described in the Restated Mortgage (collectively, the “Restated Indebtedness”).



2. That the Restated Mortgage covers real and personal property and fixtures located inside the State of Alabama. That the other Restated 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 Restated Security Documents and located both inside and outside of the State of Alabama is \$43,980,000.00.

4. That the value of all real property, personal property and fixtures covered by the Restated Mortgage and located inside of the State of Alabama is \$6,620,000.00, or 6.64% 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 Restated Indebtedness secured by the Restated Mortgage and the other Restated Security Documents and allocable to the State of Alabama and upon which the Alabama mortgage filing privilege tax would be due is \$1,301,500.00.

6. That the mortgage privilege tax paid at the rate of \$.15 per each \$100, or fraction thereof, upon the filing for record of the Original Mortgage with the Probate Office in Shelby County, Alabama was \$4,430.25 which exceeds the amount of mortgage filing privilege tax that would be due on the Restated Indebtedness allocable to the State of Alabama based on the new allocations and percentages set forth above, such that no additional mortgage filing privilege tax should be due upon the filing for record of the Restated Mortgage in the Probate Office.

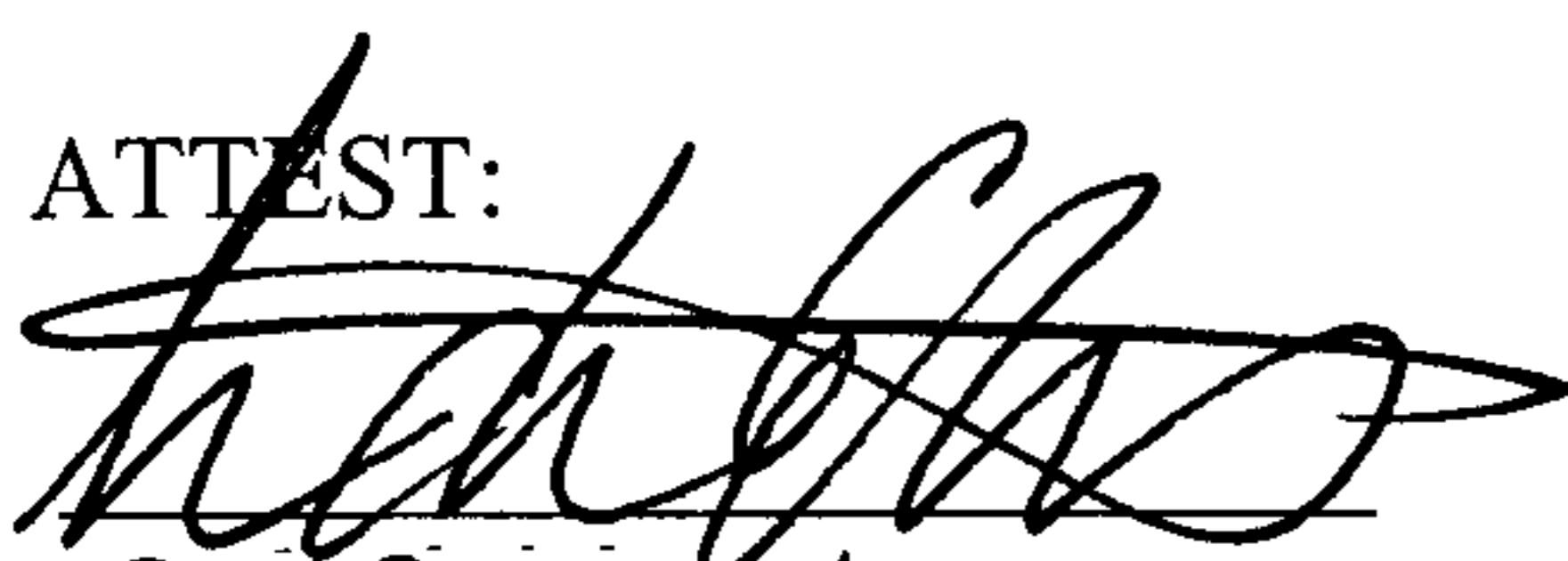
IT IS, THEREFORE, ORDERED that no additional Alabama mortgage filing privilege tax is due upon recording the Restated Mortgage with the Probate Office and no additional recording tax will be due and payable, so long as the Restated Mortgage is not amended of record to increase the amount of the Restated Indebtedness secured (without first obtaining another supplemental tax order) or to change the maturity date of the Restated Indebtedness.

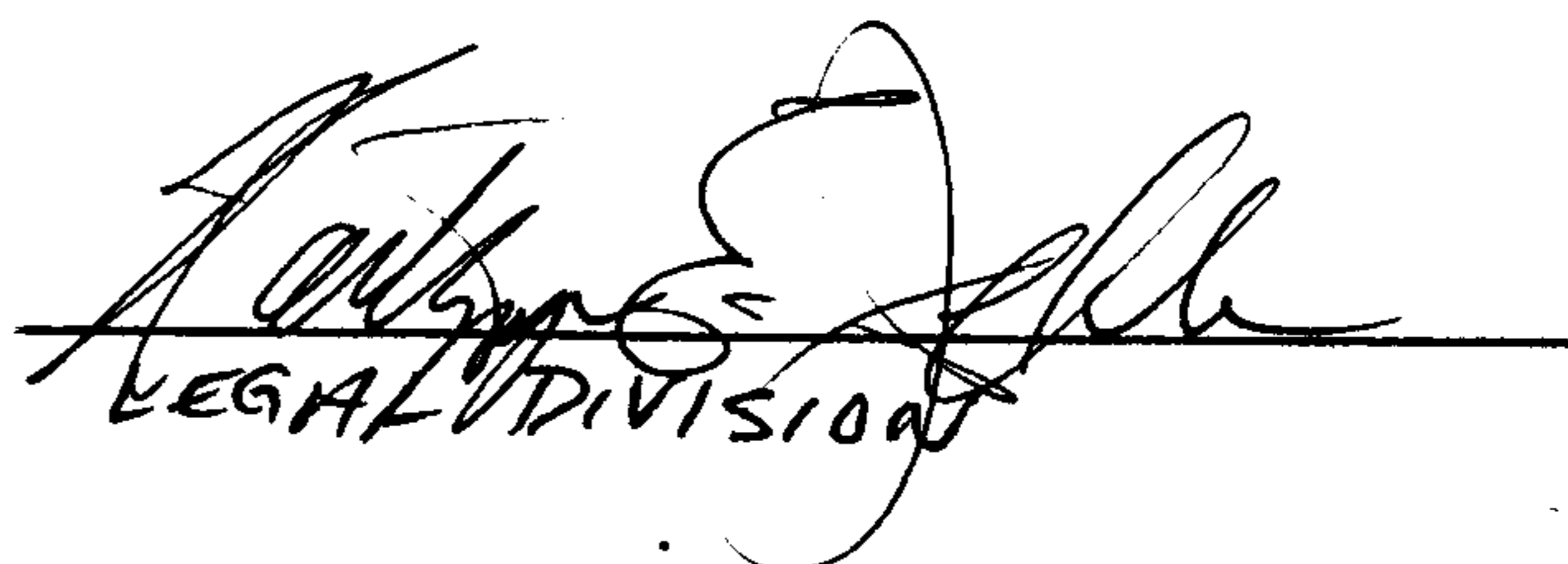
DONE at the Capitol, Montgomery, Alabama, this the 9th day of September, 2010.

DEPARTMENT OF REVENUE

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

ATTEST:


SECRETARY


LEGAL DIVISION



20101006000330510 3/5 \$24.00
Shelby Cnty Judge of Probate, AL
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Exhibit A

Original Tax Order
(see attached)



BEFORE THE ALABAMA DEPARTMENT OF REVENUE

In re:)	
)	
CITIGROUP GLOBAL MARKETS)	A Proceeding Authorized
REALTY CORP.,)	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 CVDEC GA001, 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
10/06/2010 08:12:27 AM FILED/CERT

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.

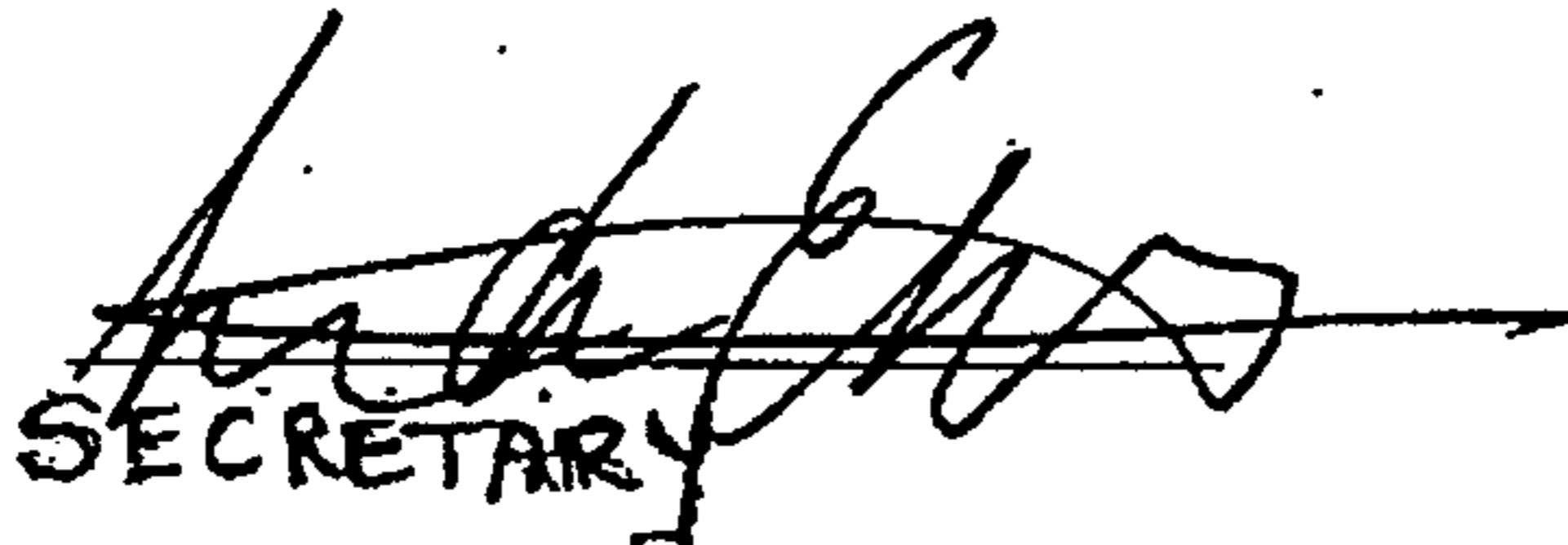
IT IS, THEREFORE, ORDERED that the mortgage privilege tax in the amount of \$4,430.25, plus any recording fees which may be due, shall be paid to the Judge of Probate of Shelby County, Alabama, and no additional recording tax will be due and payable, so long as the Mortgage is not amended of record to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