

BEFORE THE ALABAMA DEPARTMENT OF REVENUE

In re:)	A proceeding authorized by
)	
BANK OF AMERICA, N.A.,)	§ 40-22-2(8) and (10),
a national banking association,)	<u>Code of Alabama</u> 1975
in its capacity as Administrative)	
Agent,)	
)	
Petitioner.)	

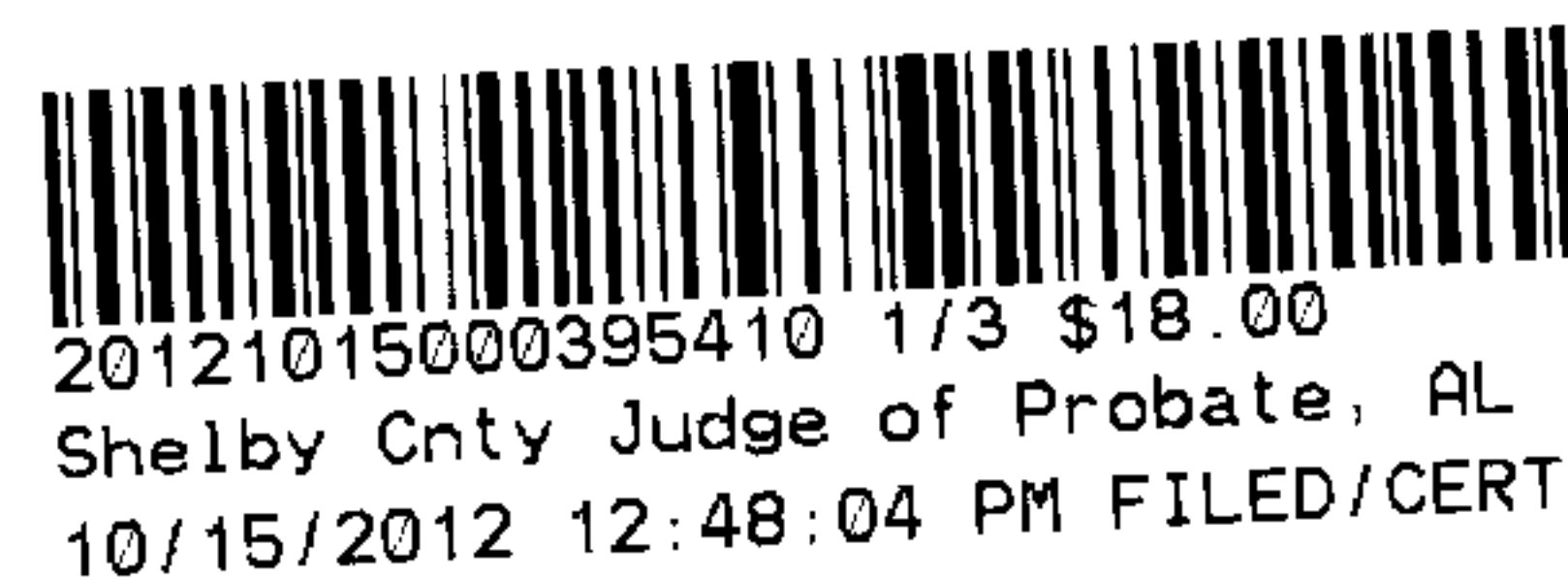
MORTGAGE TAX ORDER

COMES Petitioner, BANK OF AMERICA, N.A., a national banking association in its capacity as Administrative Agent ("Petitioner"), under the Amended and Restated Credit Agreement dated as of October 1, 2012 (the "Credit Agreement"), between the Agent and the hereinafter referenced mortgagor and Valenti Southeast Management, LLC, a Delaware limited liability company (and together with the Mortgagor, the "Borrowers") and requests that the Department of Revenue fix and determine the amount of indebtedness that will be secured by the Security Documents, the amount of mortgage privilege tax due upon recordation of Security Documents which secure property within and without the State of Alabama and the value of property located in each of the counties in Alabama in which the Security Documents will be recorded. An allocation of debt subject to tax according to relative property values is determined under Section 40-22-2(8), Code of Alabama 1975, as amended. The value of property in each county is determined pursuant to Section 40-22-2(10), as amended.

The Security Documents are described as follows:

Title & Date:	(i) Amended and Restated Mortgage, Assignment of Leases and Rents and Fixture Filing dated on or about October 1, 2012, by Mortgagor in favor of Petitioner; (ii) Amended and Restated Leasehold Mortgage, Assignment of Rents and Fixture Filing by Mortgagor in favor of Petitioner dated on or about October 1, 2012 (collectively, the "Mortgages"); and (iii) financing statements between the Lender and the Mortgagor.
Mortgagor/Debtor:	Valenti Southeast Realty, LLC, a Florida limited liability company.

Upon consideration of the Petition and the Affidavit and other evidence offered in support therefor the Department of Revenue finds pursuant to § 40-22-2 (8) and (10) as follows:



1. The Security Documents secure a total indebtedness in the amount of \$25,200,000.00, which is also secured by other similar mortgage instruments covering property in other states.

2. The Lender has elected to pay mortgage recording tax based on the total amount of indebtedness secured by the Security Documents rather than the amount presently incurred, such tax to be proportioned according to the relationship the value of the real property located in the State of Alabama bears to the total value of all collateral located both within and without the State of Alabama.

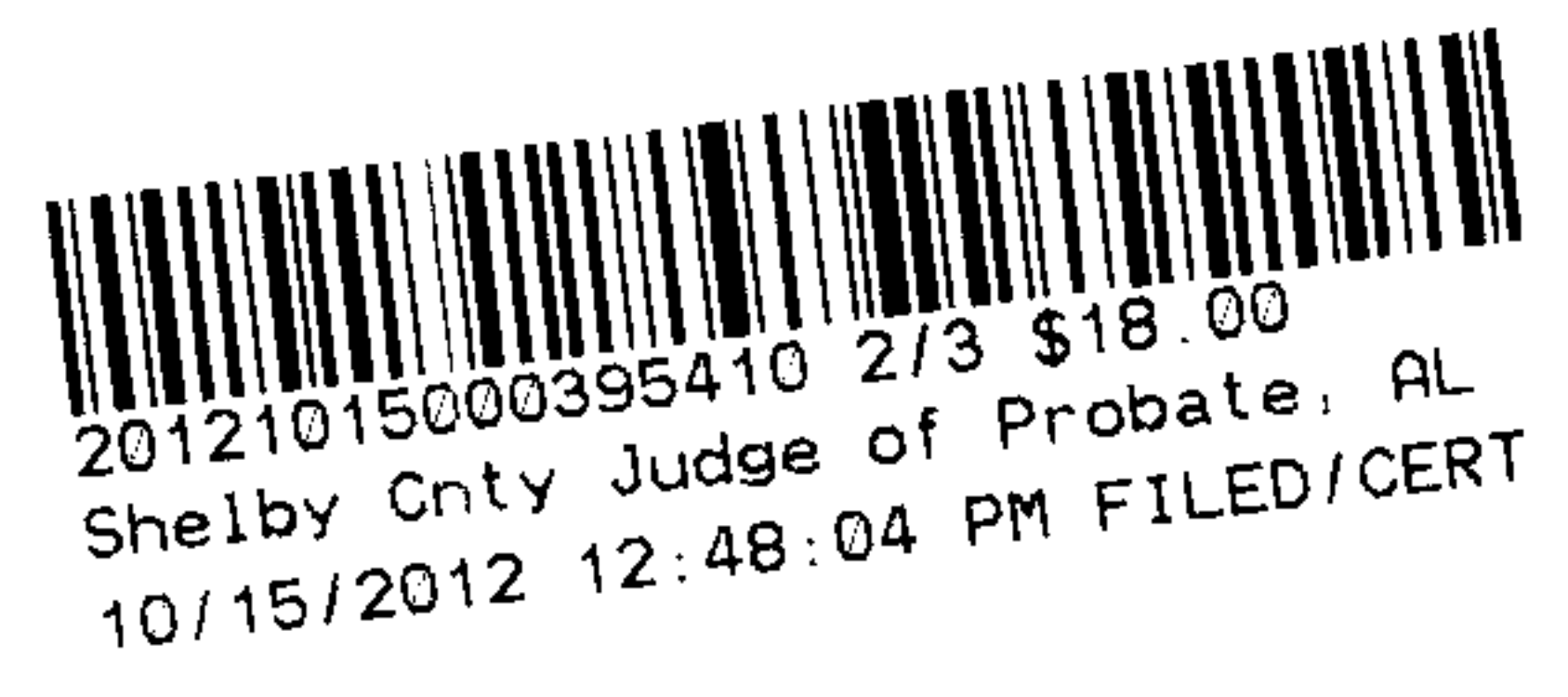
3. The total value of all property covered by Security Documents and similar mortgage instruments both within and without the State of Alabama is \$30,240,975.38.

4. The total value of the property located within the State of Alabama covered by the Security Documents is \$21,216,423.66 or 70.16% of the total value of all property covered by the security documents both within and without the State of Alabama.

5. The total amount of indebtedness which is allocable to Alabama upon which mortgage tax is due upon recordation of the Security Documents is \$17,680,320.00 (\$17,680,400.00).

6. The amount of mortgage tax to be paid at the rate of \$.15 per each \$100.00, or fraction thereof, of indebtedness which is attributable to the property located within the State of Alabama is \$26,520.60.

7. The mortgage tax is to be distributed to the counties wherein the Security Documents are to be recorded according to the relative property values in each Alabama county as follows:



County	Value of Property	Percent
Lauderdale	\$1,103,298.12	5.2%
Jefferson	\$4,443,659.39	20.94%
Madison	\$2,416,346.65	11.39%
Lee	\$1,815,459.19	8.56%
Tuscaloosa	\$608,852.61	2.87%
Shelby	\$489,807.70	2.31%
Morgan	\$2,500,000.00	11.78%
Etowah	\$2,751,000.00	12.97%
Mobile	\$2,000,000.00	9.43%
Montgomery	\$3,088,000.00	14.55%
Totals	\$21,216,423.66	100%

IT IS, THEREFORE, ORDERED that the Probate Judge of Jefferson County, wherein the Mortgage will be recorded first, shall collect mortgage tax in the amount of \$26,520.60, plus any recording fees which may be due, and, after deducting the Probate Judge's 5% commission, shall make distribution of such tax to the counties named hereon in the percentages as set out in Paragraph 7 above.

DONE this 27th day of September, 2012.

ALABAMA DEPARTMENT OF REVENUE

Cynthia Underwood

Assistant Commissioner of Revenue

Michael E. Mann

Deputy Commissioner

R. E. J. J. J.

Legal Division

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Shelby Cnty Judge of Probate, AL
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