

RECORDING TAX ORDER

20130123000031210 1/5 \$24.00
Shelby Cnty Judge of Probate, AL
01/23/2013 02:23:35 PM FILED/CERT

STATE OF ALABAMA §

MONTGOMERY COUNTY§

A proceeding authorized

by § 40-22-2(8),

Code of Alabama (1975)

BEFORE THE ALABAMA DEPARTMENT OF REVENUE,

Comes the Petitioner, **WELLS FARGO BANK, NATIONAL ASSOCIATION**, a national banking association ("Mortgagee" and "Petitioner"), and pursuant to its petition (the "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(2)a, Code of Alabama (1975), as amended, in connection with the recordation of certain leasehold mortgages (each a "Mortgage" and collectively the "Mortgages") by **TACALA, LLC**, a Delaware limited liability company ("Mortgagor") in favor of Petitioner, as administrative agent and mortgagee.

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

1. Mortgagor, Tacala Investment Corp., a Delaware corporation, Tacala Tennessee Corp., a Delaware corporation, and Tacala Georgia Corp., a Delaware corporation (collectively, the "Borrower") intend to enter into that certain Fourth Amended and Restated Credit Agreement (the "Loan Agreement") with Petitioner.

2. In order to secure the obligations of the Borrower pursuant to the Loan Agreement, Mortgagor will execute the Mortgages encumbering certain real property located in the Alabama counties listed in Schedule 1 attached hereto and made a part of this Order (the "Alabama Counties"). Said real property is more particularly described in the Mortgages. Each Mortgage will be recorded, in each applicable Office of the Judge of Probate of each of the Alabama Counties. 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 amount of principal indebtedness presently secured by the Mortgages is One Hundred Fifty-Nine Million Five Hundred Thousand and No/100 Dollars (\$159,500,000.00) (the "Secured Principal Indebtedness").

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 real property located 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 \$97,036,237.


6. The value of the Alabama Real Estate Collateral described in the Mortgages is no more than \$38,308,611. Therefore, the Alabama Real Estate Collateral values constitute 39.48% of the total collateral for the Secured Principal Indebtedness. Accordingly, the total amount of recording privilege tax to be paid, at the rate of \$.15 for each \$100 of indebtedness, or fraction thereof, upon the Mortgages which is attributable to the Alabama Real Estate Collateral is \$94,455.90.

7. The Alabama Real Estate Collateral is allocated across the Alabama Counties as set forth in Schedule 2 attached hereto.

8. No bond or additional annual reporting will be required because the Petitioner has elected to pay tax on the total amount authorized to be incurred under the promissory notes and secured by the Mortgages.

IT IS ORDERED, THEREFORE, that the Probate Judge in Jefferson County, wherein the Mortgages will be recorded first, shall collect recording privilege tax in the amount of \$94,455.90, and, after deducting the Probate Judge's 5% commission, shall make a distribution of such tax to the Alabama Counties in the percentages as set forth in Schedule 2 hereof. The Probate Judge of Jefferson County shall record the Mortgages and is entitled to collect any applicable recording fees.

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DONE this 17th day of December, 2012.

ALABAMA DEPARTMENT OF REVENUE

BY: Michael E. Mason
Print Name: MICHAEL E. MASON
Its ASST. COMMISSIONER OF REV.

ATTEST:

LEGAL DIVISION:

BY: Joe Garrett
Print Name: JOE GARRETT
Its DEPUTY COMMISSIONER

BY: K. Elizabeth Jehle
Print Name: K. ELIZABETH JEHLE
Its LEGAL DIVISION




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SCHEDULE 1

Alabama Counties

Butler	Morgan
Calhoun	Pike
Chambers	Russell
Chilton	Shelby
Cullman	St. Clair
Franklin	Talladega
Jefferson	Tallapoosa
Lee	Tuscaloosa
Madison	Walker
Marion	Winston
Marshall	


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SCHEDULE 2

Value of Collateral in Each Alabama County

Alabama County	Value of Real Estate	Percentage of Alabama County Collateral Value to Total Collateral Value
Butler	\$533,100	1.3916%
Calhoun	\$2,151,555	5.6164%
Chambers	\$464,400	1.2123%
Chilton	\$509,708	1.3305%
Cullman	\$1,172,400	3.0604%
Franklin	\$329,500	0.8601%
Jefferson	\$11,332,072	29.5810%
Lee	\$2,090,326	5.4565%
Madison	\$4,899,325	12.7891%
Marion	\$937,005	2.4459%
Marshall	\$1,405,700	3.6694%
Morgan	\$1,572,400	4.1046%
Pike	\$621,700	1.6229%
Russell	\$377,800	0.9862%
Shelby	\$4,830,200	12.6087%
St. Clair	\$465,100	1.2141%
Talladega	\$615,300	1.6062%
Tallapoosa	\$1,210,220	3.1591%
Tuscaloosa	\$1,904,200	4.9707%
Walker	\$511,900	1.3363%
Winston	\$374,800	0.9784%



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