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09/05/2019 08:33:49 AM
MORTAMEN 1/73

THIS INSTRUMENT WAS PREPARED BY:

Mansi Desai, Esq.
Dentons US LLP
2000 McKinney Avenue, Suite 1900
Dallas, TX 75201-1858

AFTER RECORDING RETURN TO:

OS National, LLC
3097 Satellite Blvd.
Building 700, Suite 400
Duluth, GA 30096
Attn: Institutional Transactions Dept.

**OMNIBUS AMENDMENT TO MORTGAGES, ASSIGNMENTS OF LEASES AND
RENTS, SECURITY AGREEMENTS AND FIXTURE FILINGS**

**CONREX RESIDENTIAL PROPERTY GROUP 2016-03
OPERATING COMPANY, LLC (Mortgagor)**

to

ATHENE ANNUITY AND LIFE COMPANY, an Iowa corporation ("*AALA Modco*" or "*Note A-1 Lender*"), ATHENE ANNUITY AND LIFE COMPANY, an Iowa corporation ("*AALA PRT Modco*" or "*Note A-2 Lender*"), AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY, solely with respect to the Modco Account, an Iowa corporation, ("*AEL Modco*" or "*Note A-3 Lender*"), ATHENE ANNUITY & LIFE ASSURANCE COMPANY, a Delaware corporation ("*AADE Coinsurance Modco*" or "*Note A-4 Lender*"), and ATHENE ANNUITY AND LIFE COMPANY, an Iowa corporation ("*AALA Modco*" or "*Note A-5 Lender*")
(collectively, Mortgagee)

Dated: As of August 15, 2019
County: Shelby
State: Alabama

**OMNIBUS AMENDMENT TO MORTGAGES, ASSIGNMENTS OF LEASES AND
RENTS, SECURITY AGREEMENTS AND FIXTURE FILINGS**

THIS **OMNIBUS AMENDMENT TO MORTGAGES, ASSIGNMENTS OF LEASES AND RENTS, SECURITY AGREEMENTS AND FIXTURE FILINGS** (this "*Amendment*") is made as of August 15, 2019, by **CONREX RESIDENTIAL PROPERTY GROUP 2016-03 OPERATING COMPANY, LLC**, a Delaware limited liability company, as mortgagor, having an address at c/o Conrex, 1505 King St Ext, St 100, Charleston, SC 29405 ("*Mortgagor*"), for the benefit of **ATHENE ANNUITY AND LIFE COMPANY**, an Iowa corporation ("*AALA Modco*" or "*Note A-1 Lender*"), having an address at c/o Athene Asset Management, L.P., 2121 Rosecrans Avenue, Suite 5300, El Segundo, California 90245, **ATHENE ANNUITY AND LIFE COMPANY**, an Iowa corporation ("*AALA PRT Modco*" or "*Note A-2 Lender*"), having an address at c/o Athene Asset Management, L.P., 2121 Rosecrans Avenue, Suite 5300, El Segundo, California 90245, **AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY**, solely with respect to the Modco Account, an Iowa corporation, ("*AEL Modco*" or "*Note A-3 Lender*"), having an address at c/o Athene Asset Management, L.P., 2121 Rosecrans Avenue, Suite 5300, El Segundo, California 90245, **ATHENE ANNUITY & LIFE ASSURANCE COMPANY**, a Delaware corporation ("*AADE Coinsurance Modco*" or "*Note A-4 Lender*"), having an address at c/o Athene Asset Management, L.P., 2121 Rosecrans Avenue, Suite 5300, El Segundo, California 90245, and **ATHENE ANNUITY AND LIFE COMPANY**, an Iowa corporation ("*AALA Modco*" or "*Note A-5 Lender*"), having an address at c/o Athene Asset Management, L.P., 2121 Rosecrans Avenue, Suite 5300, El Segundo, California 90245. Note A-1 Lender, Note A-2 Lender, Note A-3 Lender, Note A-4 Lender, and Note A-5 Lender are referred to herein collectively as "*Mortgagee*".

Mortgagor has executed and delivered to Mortgagee each Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing described on Schedule 1 attached to this Amendment (the "*Mortgages*").

The Mortgages secure loans made by Mortgagee to Mortgagor pursuant to that certain Second Amended and Restated Commercial Loan Agreement dated as of November 6, 2018 by and between Mortgagor and Mortgagee (as the same may be amended, restated, replaced, supplemented or otherwise modified from time to time, the "*Loan Agreement*").

In connection with the execution of this Amendment, Mortgagor and Mortgagee are amending and restating the Loan Agreement to, among other things, increase the maximum principal amount of the loans from \$130,000,000 to \$152,000,000.

Mortgagor and Mortgagee desire to modify the Mortgages to secure the increased loan amount.

Mortgagor and Mortgagee therefore agree as follows:

1. **Mortgage Modifications.** Effective as of the date of this Amendment, each Mortgage is hereby modified as follows:

- (a) All references to ~~the~~ “Loan Agreement” in the Mortgages are hereby modified to refer to the Third Amended and Restated Commercial Loan Agreement dated as of August 15, 2019 by and between Mortgagor and Mortgagee, as the same may be amended, restated, or otherwise modified from time to time.
- (b) The reference to “ONE HUNDRED THIRTY MILLION AND 00/100 DOLLARS (\$130,000,000.00)” in recital A in the Mortgages is hereby modified to refer to “ONE HUNDRED FIFTY TWO MILLION AND 00/100 DOLLARS (\$152,000,000.00)”. Mortgagor and Mortgagee agree the Mortgages secure loans in the maximum principal amount of \$152,000,000.00.
2. **No Extension of Maturity Date.** The maturity date of the Loan is not being extended and remains February 28, 2022.
3. **No Implied Waivers.** Except as expressly provided herein, nothing in this Amendment shall be construed as a waiver on the part of Mortgagee as to any rights, remedy or remedies it may enjoy under the Mortgages with respect to any existing circumstances, facts or events constituting an Event of Default under the Mortgages.
4. **Modification.** Each Mortgage is hereby amended, modified and supplemented to the extent necessary to implement and affirm the recitals, terms and provisions hereof and to make the recitations and contents thereof consistent with the terms of this Amendment. All references in the Mortgages shall be deemed to be referenced to such instruments as modified and supplemented by this Amendment, and such instruments are hereby further so modified.
5. **Ratification.** Except as specifically amended by this Amendment, each Mortgage remains in full force and effect in accordance with their respective original terms, and the parties hereto restate and reaffirm each Mortgage as hereby amended.
6. **Severability.** If any term, covenant or condition of this Amendment is held to be invalid, illegal or unenforceable in any respect, this Amendment shall be construed without such provision.
7. **Counterparts; Effectiveness.** This Amendment may be executed in any number of counterparts and by different parties hereto in separate counterparts, each of which, when so executed and delivered, shall be deemed an original, but all of which counterparts together shall constitute but one agreement.

[NO FURTHER TEXT ON THIS PAGE]

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The parties have caused this Amendment to be executed as of the day and year first above written.

MORTGAGOR:

**CONREX RESIDENTIAL PROPERTY GROUP
2016-03 OPERATING COMPANY, LLC,**
a Delaware limited liability company

By: [Signature]
Name: Eric Phillipps
Title: Vice President

ACKNOWLEDGMENT

State of New York
County of New York ss.

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Eric Phillipps, whose name as Vice President of **CONREX RESIDENTIAL PROPERTY GROUP 2016-03 OPERATING COMPANY, LLC**, a Delaware limited liability company, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he/she, as such officer and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal this 8 day of AUGUST, 2019.

[Signature]
Notary Public

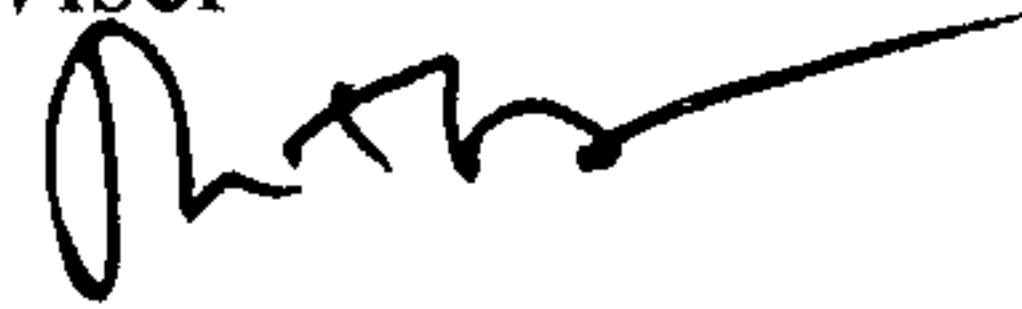
[AFFIX SEAL]

My commission expires: 04042022

HOLLY F. BERGER
Notary Public, State of New York
No. 01BE5025860
Qualified in New York County
Commission Expires April 4, 2022

ATHENE ANNUITY AND LIFE COMPANY

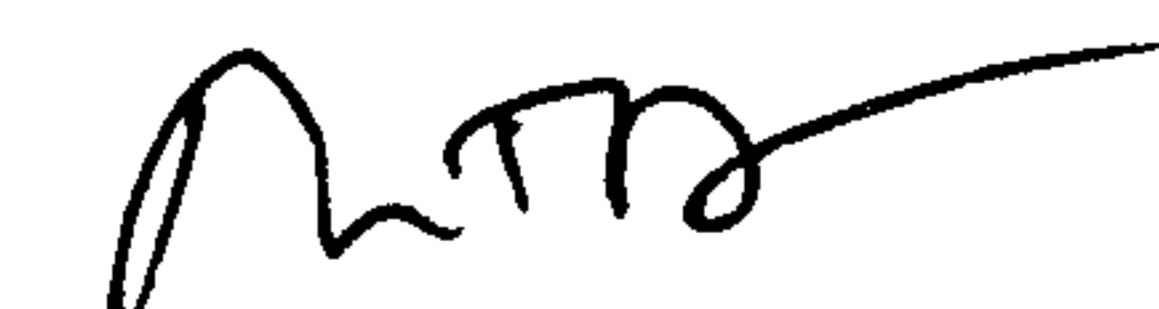
By: Athene Asset Management LLC, its
investment adviser

By: 

Name: Robert R. Graham
Title: Executive Vice President

**ATHENE ANNUITY & LIFE ASSURANCE
COMPANY**

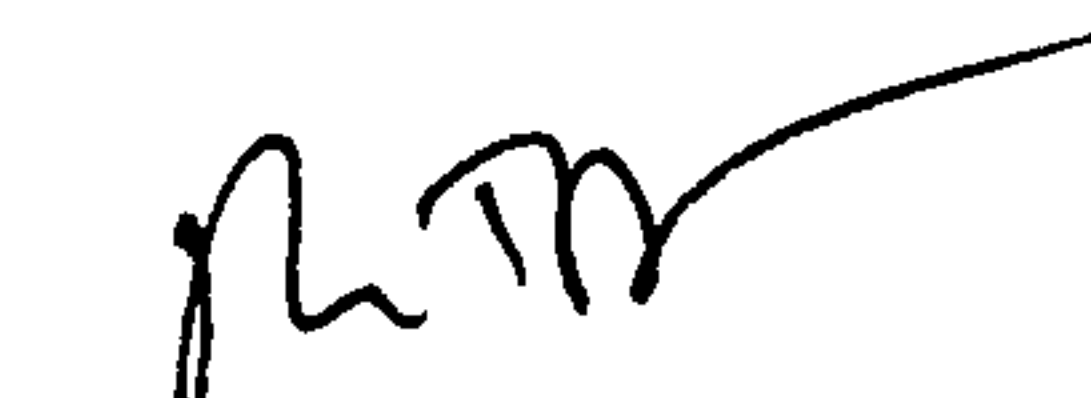
By: Athene Asset Management LLC, its
investment adviser

By: 

Name: Robert R. Graham
Title: Executive Vice President

**AMERICAN EQUITY INVESTMENT LIFE
INSURANCE COMPANY**

By: Athene Asset Management LLC, its
investment adviser

By: 

Name: Robert R. Graham
Title: Executive Vice President

[Notary acknowledgment on the next page]

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)

County of Los Angeles)

On August 9, 2019 before me, Tamara Thérèse Johnson - Notary Public,
Date Here Insert Name and Title of the Officer

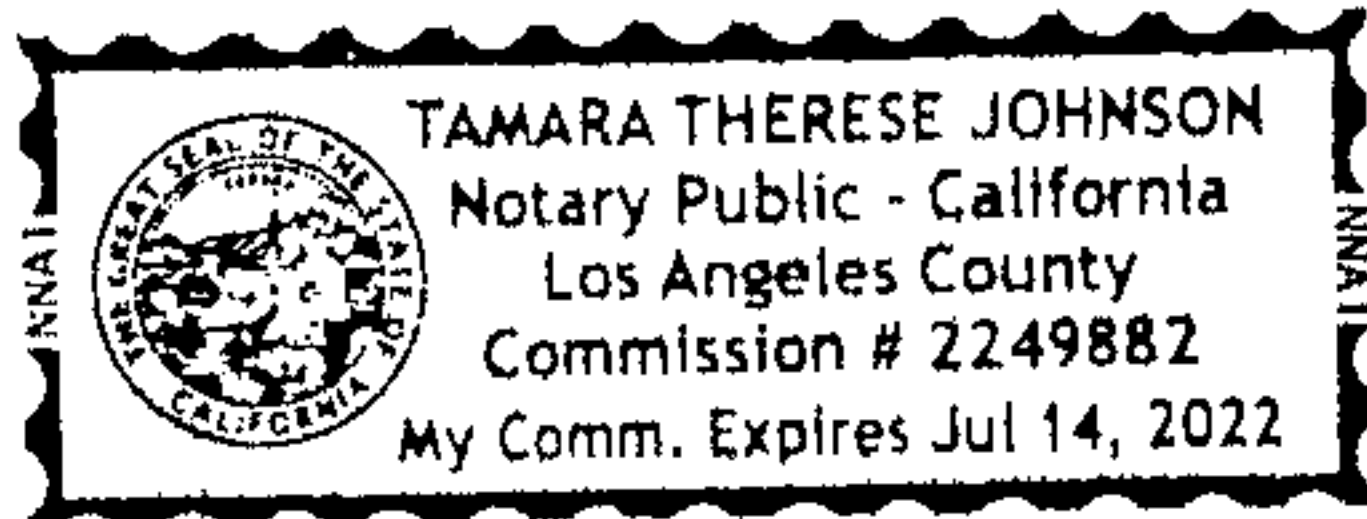
personally appeared Robert R. Graham

Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature *Tamara Therese Johnson*
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though this section is optional, completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

Description of Attached Document

Title or Type of Document: _____ Document Date: _____

Number of Pages: _____ Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

☐ Corporate Officer — Title(s): _____

☐ Partner — ☐ Limited ☐ General

☐ Individual ☐ Attorney in Fact

☐ Trustee ☐ Guardian or Conservator

☐ Other: _____

Signer Is Representing: _____

Signer's Name: _____

☐ Corporate Officer — Title(s): _____

☐ Partner — ☐ Limited ☐ General

☐ Individual ☐ Attorney in Fact

☐ Trustee ☐ Guardian or Conservator

☐ Other: _____

Signer Is Representing: _____

List of Mortgages

Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing between Mortgagor and Mortgagee, dated March 1, 2018, recorded as Instrument No. 20180309000078260, Shelby County, Alabama records.

Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing between Mortgagor and Mortgagee, dated May 2, 2019, recorded as Instrument No. 20180601000193360, Shelby County, Alabama records.

Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing between Mortgagor and Mortgagee, dated June 8, 2018, recorded as Instrument No. 20180618000214990, Shelby County, Alabama records.

Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing between Mortgagor and Mortgagee, dated November 13, 2018, recorded as Instrument No. 20181217000438900, Shelby County, Alabama records.

Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing between Mortgagor and Mortgagee, dated December 21, 2018, recorded as Instrument No. 20190108000008500, Shelby County, Alabama records.

Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing between Mortgagor and Mortgagee, dated February 1, 2019, recorded as Instrument No. 20190213000047100, Shelby County, Alabama records.

Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing between Mortgagor and Mortgagee, dated March 12, 2019, recorded as Instrument No. 20190326000096910, Shelby County, Alabama records.

Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing between Mortgagor and Mortgagee, dated April 18, 2019, recorded as Instrument No. 20190510000158580, Shelby County, Alabama records.

Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing between Mortgagor and Mortgagee, dated May 28, 2019, recorded as Instrument No. 20190621000221150, Shelby County, Alabama records.

BEFORE THE ALABAMA DEPARTMENT OF REVENUE

In re:	)	A Proceeding Authorized
	)	by Section 40-22-2(2) and (8),
	)	Code of Alabama 1975
ATHENE ANNUITY AND LIFE	)	
COMPANY, ATHENE ANNUITY	)	
& LIFE ASSURANCE COMPANY	)	
AND AMERICAN EQUITY	)	
INVESTMENT LIFE INSURANCE	)	
COMPANY	)	
	)	
	)	
Petitioner.	)	

TWELFTH SUPPLEMENTAL MORTGAGE TAX ORDER

Comes now ATHENE ANNUITY AND LIFE COMPANY, ATHENE ANNUITY & LIFE ASSURANCE COMPANY and AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY (collectively, the "Petitioner"), and asks the Department of Revenue to fix and determine the amount of mortgage privilege tax due pursuant to Section 40-22-2(2) and (8), Code of Alabama 1975, for the privilege of recording those certain amended mortgages titled Omnibus Amendment to Mortgages, Assignments of Leases and Rents, Security Agreements and Fixture Filings (the "Amendment Mortgages") executed or to be executed by Conrex Residential Property Group 2016-03 Operating Company, LLC, a Delaware limited liability company ("Mortgagor").

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

1. That on March 6, 2018, this Department issued a Mortgage Tax Order (the "March 2018 Order"), a copy of which is attached hereto, marked as **Schedule 1**, which related to those certain instruments titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "Original Mortgages"), more particularly described in the March 2018 Order, and executed by the Mortgagor. The Original Mortgages were each recorded in the offices of the Judge of Probate for Morgan, Shelby, Madison, St. Clair, Blount and Jefferson Counties, Alabama (the "Original Probate Offices") and secured indebtedness in the maximum principal amount of \$130,000,000.00 (the "Original Indebtedness") as more particularly described in the March 2018 Order.

2. This Department determined pursuant to the March 2018 Order that (1) the Original Mortgages and certain various other mortgages, deeds of trust and security documents (collectively, the "Original Security Documents") executed by the Mortgagor, mortgaged, assigned and conveyed to the Petitioner, real and personal property and fixtures located inside and outside of the State of Alabama as security for the Original Indebtedness, (2) the value of the property and fixtures covered by the Original Security Documents and located inside of the State

of Alabama was \$2,117,584.00, (3) that the value of all of the property and fixtures covered by the Original Security Documents in all states (including the State of Alabama) was \$15,514,990.00, (4) the percentage of the property and fixtures covered by the Original Security Documents that was located inside of the State of Alabama was 13.65%, (5) the amount of the Original Indebtedness secured by the Original Mortgages and the other Original Security Documents and subject to the Alabama mortgage filing privilege tax was \$17,745,000.00; and (6) the Alabama mortgage filing privilege tax due on the Original Indebtedness secured by the Original Mortgages under Section 40-22-2, CODE OF ALABAMA 1975, as amended, upon the filing for record of the Original Mortgages in Alabama was \$26,617.50 (the "Original Paid Mortgage Tax"). Recording tax was collected on the entire maximum principal amount of \$130,000,000.00, even though only a part of the Original Indebtedness was initially drawn therefrom.

3. On or about May 23, 2018, this Department issued a Supplemental Mortgage Tax Order (the "May 2018 Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 2**, in connection with a second advance under the Loan and additional mortgages being executed as additional security for the Loan, and recorded in the counties of Shelby, Morgan, Madison and Jefferson, Alabama. Under the May 2018 Supplemental Order, the Department found that no additional mortgage tax would be due upon recording of such new mortgages.

4. On or about June 14, 2018, this Department issued a Second Supplemental Mortgage Tax Order (the "June 2018 Second Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 3**, in connection with a third advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "June 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, St. Clair, Madison and Jefferson, Alabama (the "3rd Draw Probate Offices"). Under the June 2018 Second Supplemental Order, the Department found that the mortgaged properties to be mortgaged to secure the third advance represented 23.55% of the values of all collateral pledged in connection with the third advance, resulting in \$45,922.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Paid Mortgage Tax, \$19,305.00 mortgage filing privilege tax would be required to be collected (the "June 2018 Additional Tax") to record the June 2018 Additional Mortgages in the 3rd Draw Probate Offices. The June 2018 Additional Mortgages were recorded in the 3rd Draw Probate Offices and the June 2018 Additional Tax was paid.

5. On or about August 9, 2018, this Department issued a Third Supplemental Mortgage Tax Order (the "August 2018 Third Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 4** (but without duplicative exhibits), in connection with a fourth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "August 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Limestone, St. Clair, Madison and Jefferson, Alabama (the "4th Draw Probate Offices"). Under the August 2018 Third Supplemental Order, this Department found that that no additional mortgage tax would be due upon recording of such August 2018 Additional Mortgages.

6. On or about September 19, 2018, this Department issued a Fourth Supplemental Mortgage Tax Order (the "September 2018 Fourth Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 5** (but without duplicative exhibits), in connection with a fifth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "September 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Limestone, Madison, St. Clair and Jefferson, Alabama (the "5th Draw Probate Offices"). Under the September 2018 Fourth Supplemental Order, this Department again found that that no additional mortgage tax would be due upon recording of such new mortgages.

7. On or about October 23, 2018, this Department issued a Fifth Supplemental Mortgage Tax Order (the "October 2018 Fifth Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 6** (but without duplicative exhibits), in connection with a sixth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "October 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Madison and Jefferson, Alabama (the "6th Draw Probate Offices"). Under the October 2018 Fifth Supplemental Order, this Department again found that that no additional mortgage tax would be due upon recording of such new mortgages.

8. On or about November 20, 2018, this Department issued a Sixth Supplemental Mortgage Tax Order (the "November 2018 Sixth Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 7** (but without duplicative exhibits), in connection with a seventh advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "November 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, Madison, Jefferson, Blount and St. Clair, Alabama (the "7th Draw Probate Offices"). Under the November 2018 Sixth Supplemental Order, this Department again found that no additional mortgage tax would be due upon recording of such new mortgages.

9. On or about January 2, 2019, this Department issued a Seventh Supplemental Mortgage Tax Order (the "January 2019 Seventh Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 8** (but without duplicative exhibits), in connection with an eighth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "January 2019 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, Madison and Jefferson, Alabama (the "8th Draw Probate Offices"). Under the January 2019 Seventh Supplemental Order, this Department found that the mortgaged properties to be mortgaged to secure the eighth advance represented 25.07% of the values of all collateral pledged in connection with the eighth advance, resulting in \$48,886.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Tax and the June 2018 Additional Tax, an additional tax of \$2,964.00 (the "January 2019 Additional Tax") was due to record the January 2019 Additional Mortgages in the 8th Draw Probate Offices. The January 2019 Additional Mortgages were recorded in the 8th Draw Probate Offices and the January 2019 Additional Tax was paid.

10. On or about February 6, 2019, this Department issued an Eighth Supplemental Mortgage Tax Order (the "February 2019 Eighth Supplemental Order"), a copy of which is

attached hereto, marked as **Schedule 9** (but without duplicative exhibits), in connection with a ninth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "February 2019 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, Madison, Jefferson, Autauga, Limestone, Elmore, and Montgomery, Alabama (the "9th Draw Probate Offices"). Under the February 2019 Eighth Supplemental Order, this Department found that the mortgaged properties to be mortgaged to secure the ninth advance represented 26.45% of the values of all collateral pledged in connection with the ninth advance, resulting in \$51,577.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Tax, the June 2018 Additional Tax, and the January 2019 Additional Tax, an additional tax of \$2,691.00 (the "February 2019 Additional Tax") was due to record the February 2019 Additional Mortgages in the 9th Draw Probate Offices. The February 2019 Additional Mortgages were recorded in the 9th Draw Probate Offices and the February 2019 Additional Tax was paid.

11. On or about March 20, 2019, this Department issued a Ninth Supplemental Mortgage Tax Order (the "March 2019 Ninth Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 10** (but without duplicative exhibits), in connection with a tenth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "March 2019 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, Madison, Jefferson, Autauga, St. Clair, Limestone, Hale, Tuscaloosa and Montgomery, Alabama (the "10th Draw Probate Offices"). Under the March 2019 Ninth Supplemental Order, this Department found that the mortgaged properties to be mortgaged to secure the tenth advance represented 29.82% of the values of all collateral pledged in connection with the tenth advance, resulting in \$58,149.00 of mortgage filing privilege tax being due; but that after applying credit for the Original Tax, the June 2018 Additional Tax, the January 2019 Additional Tax and the February 2019 Additional Tax, \$6,571.50 (the "March 2019 Additional Tax") was due to record the March 2019 Additional Mortgages in the 10th Draw Probate Offices. The March 2019 Additional Mortgages were recorded in the 10th Draw Probate Offices and the March 2019 Additional Tax was paid.

12. On or about April 30, 2019, this Department issued a Tenth Supplemental Mortgage Tax Order (the "April 2019 Tenth Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 11** (but without duplicative exhibits), in connection with a eleventh advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "April 2019 Additional Mortgages"), to be recorded in the probate offices in the counties of Jefferson, Madison, Shelby, Elmore, St. Clair, Montgomery, Morgan, Autauga and Tuscaloosa,, Alabama (the "11th Draw Probate Offices"). Under the April 2019 Tenth Supplemental Order, the Department found that no additional mortgage tax would be due upon recording of such new mortgages.

13. On or about June 4, 2019, this Department issued an Eleventh Supplemental Mortgage Tax Order (the "June 2019 Eleventh Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 12** (but without duplicative exhibits), in connection with a twelfth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "June 2019 Additional Mortgages"), to be recorded in the probate offices in the counties of Jefferson, Madison, Shelby, St. Clair, Montgomery, Autauga

and Tuscaloosa, Alabama (the "12th Draw Probate Offices"). Under the June 2019 Eleventh Supplemental Order, this Department found that the mortgaged properties to be mortgaged to secure the twelfth advance represented 32.99% of the values of all collateral pledged in connection with the twelfth advance, resulting in \$64,330.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Tax, the June 2018 Additional Tax, the January 2019 Additional Tax, the February 2019 Additional Tax and the March 2019 Additional Tax, \$6,181.50 in additional tax (the "June 2019 Additional Tax") was due to record the June 2019 Additional Mortgages in the 12th Draw Probate Offices. The June 2019 Additional Mortgages were recorded in the 12th Draw Probate Offices and the June 2019 Additional Tax was paid.

14. That pursuant to that certain Third Amended and Restated Commercial Loan Agreement, the Loan has been increased by an additional \$22,000,000.00, bringing the total loan amount to \$152,000,000.00 (the "Increased Loan"), while the maturity date remains the same and has not been extended.

15. That in order to provide security for the entire Increased Loan, Mortgagor and Petitioner have executed, or will execute (i) the Amendment Mortgages, to be recorded in each of the respective offices of the Judges of Probate for the counties of Jefferson, Madison, Shelby, St. Clair, Montgomery, Autauga, Morgan, Blount, Limestone, Elmore, Hale and Tuscaloosa Counties, Alabama (the "Amendment Mortgages Probate Offices"), constituting all the counties where mortgages securing the Loan have heretofore been filed; and (ii) new amended mortgages, amended deeds of trust and amended security documents, to amend existing mortgages, deeds of trusts, and security documents of real and personal property and fixtures heretofore mortgaged and located outside the State of Alabama (the "Amended Security Documents").

16. That with respect to the Increased Loan, the Amendment Mortgages and the Amended Security Documents cover property and fixtures located both inside and outside of the State of Alabama.

17. That with respect to the Increased Loan, the total value of all property and fixtures, both inside and outside of the State of Alabama, described in and conveyed by the Amendment Mortgages and the Amended Security Documents, as additional security for the Increased Loan is \$158,655,211.00.

18. That with respect to the Increased Loan, the value of the property and fixtures described in the Amendment Mortgages located within the State of Alabama is \$30,720,385.00, or 19.36% of the total value of all of all such property and fixtures, located both within and without the State of Alabama.

19. That the amount of the Increased Loan secured by the Amendment Mortgages allocable to the State of Alabama and upon which the Alabama mortgage filing privilege tax would be due is \$29,427,200.00.

20. That, based on the foregoing allocation, Alabama mortgage filing privilege tax in the amount of \$44,140.80 would be due under Section 40-22-2, CODE OF ALABAMA 1975, as

amended, but that after applying credit for the Original Paid Mortgage Tax, the June 2018 Additional Tax, the January 2019 Additional Tax, the February 2019 Additional Tax, the March 2019 Additional Tax and the June 2019 Additional Tax, no further tax will be due upon the filing for record of the Amendment Mortgages in the Amendment Mortgages Probate Offices.

IT IS, THEREFORE, ORDERED THAT no additional tax will be due upon the filing for record of any of the Amendment Mortgages in the Amendment Mortgages Probate Offices.

DONE this 26th day of August, 2019.

DEPARTMENT OF REVENUE

By: Joe Garrett Jr
Deputy Commissioner of Revenue

Michael D. Galle
Secretary

[Signature]
Legal Division

SCHEDULE 1
To Supplemental Tax Order

March 1, 2018 Tax Order

See attached

STATE OF ALABAMA

MORTGAGE RECORDING TAX ORDER

MONTGOMERY COUNTY

BEFORE THE ALABAMA DEPARTMENT OF REVENUE:

Comes ATHENE ANNUITY AND LIFE COMPANY, ATHENE ANNUITY & LIFE ASSURANCE COMPANY and AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY (collectively, the "Petitioner"), and asks the Alabama Department of Revenue to fix and determine the amount of mortgage recording tax due, pursuant to §40-22-2(8), Code of Alabama 1975, for the recording of six instruments titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "Mortgage"), executed by **Conrex Residential Property Group 2016-03 Operating Company, LLC**, a Delaware limited liability company ("Mortgagor") in favor of Petitioner, to be recorded in the offices of the Judge of Probate for the Alabama counties of Morgan, Shelby, Madison, St. Clair, Blount and Jefferson.

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

1. That the maximum aggregate principal amount of indebtedness secured by the Mortgage is One Hundred Thirty Million Dollars (\$130,000,000.00) (the "Obligation").
2. That the total value of all property given as security by the Mortgagor both within and without the State of Alabama is \$15,514,990.00.
3. That the value of the property encumbered by the Mortgage and located within the State of Alabama is \$2,117,584.00, or 13.65% of the total values of all property located both inside and outside of the State of Alabama.

4. That the total amount of indebtedness allocable to Alabama, and upon which tax is due on the Obligation, is \$17,745,000.00.

5. That the mortgage recording tax, calculated at the rate of \$.15 for each \$100 of indebtedness, or fraction thereof, upon the filing for record of the Mortgage in the office of the Judge of Probate of Jefferson County, Alabama, is \$26,617.50.

IT IS ORDERED, THEREFORE, that the mortgage privilege tax in the amount of \$26,617.50, plus any recording fees which may be due, shall be paid to the Judge of Probate of Jefferson County, Alabama, and thereafter allocated by the Judge of Probate of Jefferson County to the Alabama counties in which the properties covered by the Mortgage are located, in accordance with the percentages set forth in Exhibit A.

DONE this 6th day of March, 2018.

ALABAMA DEPARTMENT OF REVENUE

By: Joe Garrett Jr
Deputy Commissioner of
Revenue

ATTEST:


As Secretary

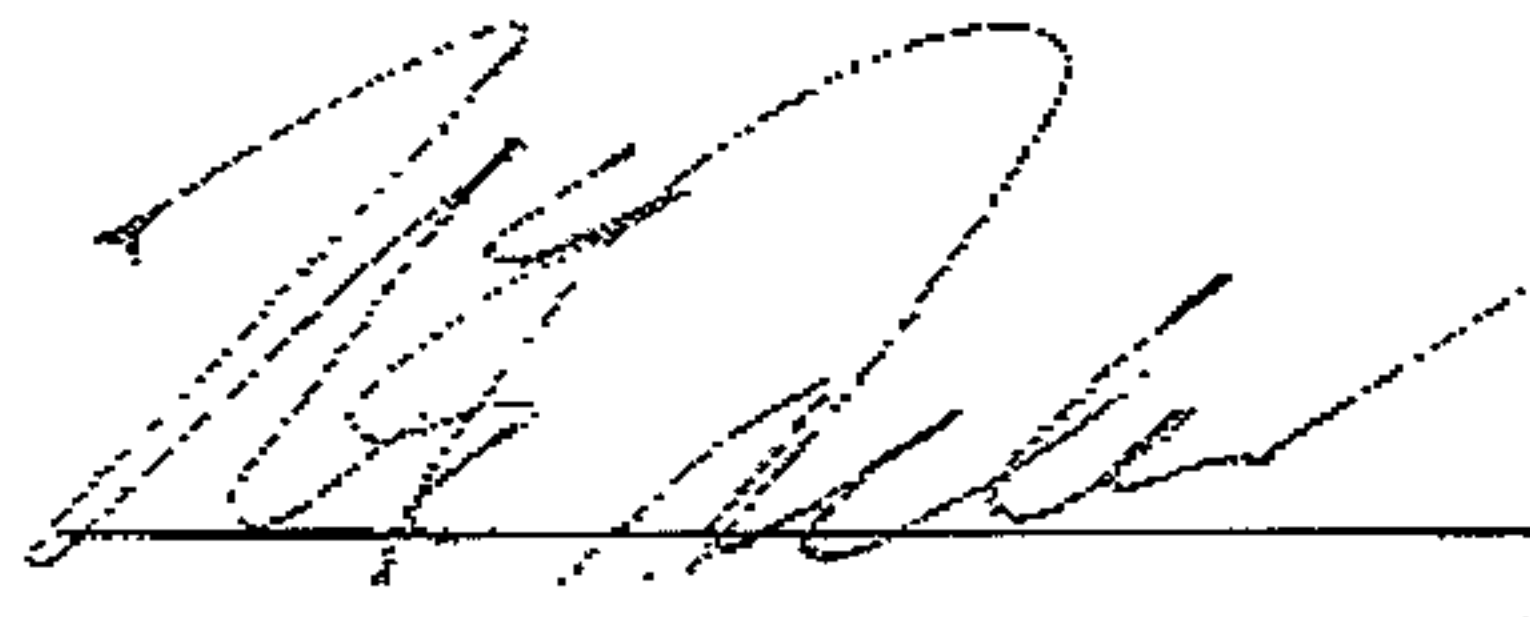

Legal Division: K. Elizabeth Jehle

EXHIBIT A
TO TAX ORDER

County by County Values

<u>County</u>	<u>Value</u>	<u>Percentage</u>
Madison	\$569,440.00	26.89%
Jefferson	\$1,023,932.00	48.35%
St. Clair	\$168,737.00	7.97%
Shelby	\$141,585.00	6.69%
Blount	\$134,490.00	6.35%
Morgan	\$79,400.00	3.75%
Totals	\$2,117,584.00	100.00%

SCHEDULE 2
To Supplemental Tax Order

May 23, 2018 Tax Order

BEFORE THE ALABAMA DEPARTMENT OF REVENUE

In re:	)	A Proceeding Authorized
	)	by Section 40-22-2(2) and (8),
	)	Code of Alabama 1975
ATHENE ANNUITY AND LIFE	)	
COMPANY, ATHENE ANNUITY	)	
& LIFE ASSURANCE COMPANY	)	
AND AMERICAN EQUITY	)	
INVESTMENT LIFE INSURANCE	)	
COMPANY	)	
	)	
	)	
Petitioner.	)	

SUPPLEMENTAL MORTGAGE TAX ORDER

Comes now ATHENE ANNUITY AND LIFE COMPANY, ATHENE ANNUITY & LIFE ASSURANCE COMPANY and AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY (collectively, the "Petitioner"), and asks the Department of Revenue to fix and determine the amount of mortgage privilege tax due pursuant to Section 40-22-2(2) and (8), Code of Alabama 1975, for the privilege of recording those certain mortgages titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "New Mortgages"), executed or to be executed by Conrex Residential Property Group 2016-03 Operating Company, LLC, a Delaware limited liability company ("Mortgagor").

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

1. That on March 6, 2018, this Department issued a Mortgage Tax Order (the "March 2018 Order"), a copy of which is attached hereto, marked as **Schedule 1**, which related to those certain instruments titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "Original Mortgages"), more particularly described in the March 2018 Order, and executed by the Mortgagor. The Original Mortgages were each recorded in the offices of the Judge of Probate for Morgan, Shelby, Madison, St. Clair, Blount and Jefferson Counties, Alabama (the "Original Probate Offices") and secured indebtedness in the maximum principal amount of \$130,000,000.00 (the "Original Indebtedness") as more particularly described in the March 2018 Order.

2. This Department determined pursuant to the March 2018 Order that (1) the Original Mortgages and certain various other mortgages, deeds of trust and security documents (collectively, the "Original Security Documents") executed by the Mortgagor, mortgaged, assigned and conveyed to the Petitioner, real and personal property and fixtures located inside and outside of the State of Alabama as security for the Original Indebtedness, (2) the value of the property and fixtures covered by the Original Security Documents and located inside of the State of Alabama was \$2,117,584.00, (3) that the value of all of the property and fixtures covered by

the Original Security Documents in all states (including the State of Alabama) was \$15,514,990.00, (4) the percentage of the property and fixtures covered by the Original Security Documents that was located inside of the State of Alabama was 13.65%, (5) the amount of the Original Indebtedness secured by the Original Mortgages and the other Original Security Documents and subject to the Alabama mortgage filing privilege tax was \$17,745,000.00; and (6) the Alabama mortgage filing privilege tax due on the Original Indebtedness secured by the Original Mortgages under Section 40-22-2, CODE OF ALABAMA 1975, as amended, upon the filing for record of the Original Mortgages in Alabama was \$26,617.50 (the "Previously Paid Mortgage Tax"). Recording tax was collected on the entire maximum principal amount of \$130,000,000.00, even though only a part of the Original Indebtedness was initially drawn therefrom.

3. That the Mortgagor has drawn additional funds from the Original Indebtedness and in order to provide additional security for the Original Indebtedness, has executed or will execute (i) new mortgages in favor of Petitioner titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "New Alabama Mortgages"), to be recorded in the offices of the Judges of Probate for the counties of Shelby, Morgan, Madison and Jefferson, Alabama (the "New Probate Offices") and (ii) new mortgages, deeds of trust and security documents to mortgage, assign and convey to Petitioner additional real and personal property and fixtures located outside the State of Alabama (the "New Security Documents"; the Original Security Documents and the New Security Documents, collectively, the "Security Documents").

4. That with respect to the Original Indebtedness, the New Alabama Mortgages and New Security Documents cover property and fixtures located both inside and outside of the State of Alabama.

5. That with respect to the Original Indebtedness, the total value of all property and fixtures, both inside and outside of the State of Alabama, described in and conveyed by the New Alabama Mortgages and the New Security Documents, as additional security for the Original Indebtedness is \$20,727,300.00.

6. That with respect to the Original Indebtedness, the value of the property and fixtures described in the New Alabama Mortgages located within the State of Alabama is \$1,650,000.00, or 7.96% of the total value of all of all such property and fixtures, located both within and without the State of Alabama.

7. That the amount of the Original Indebtedness secured by the New Alabama Mortgages allocable to the State of Alabama and upon which the Alabama mortgage filing privilege tax would be \$10,348,000.00.

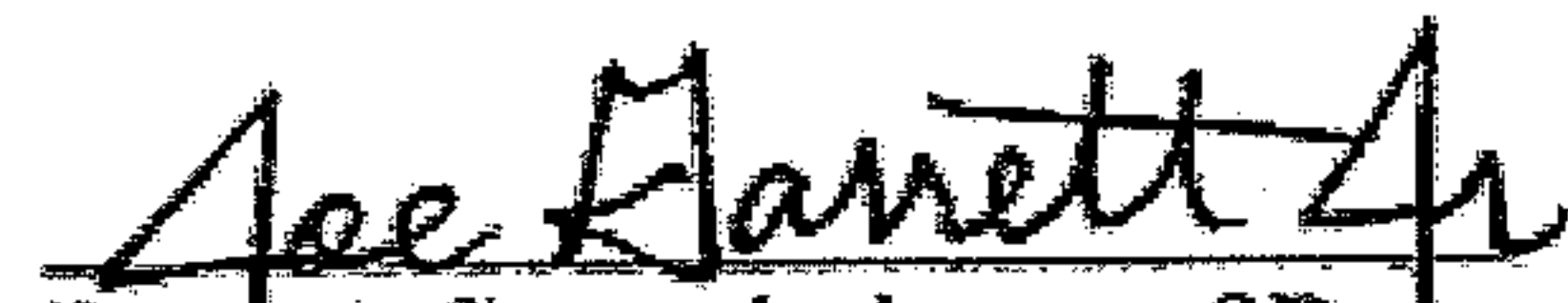
8. That, based on the foregoing allocation, Alabama mortgage filing privilege tax in the amount of \$15,522.00 would be due under Section 40-22-2, CODE OF ALABAMA 1975, as amended, but that after applying credit for the Previously Paid Mortgage Tax, no additional mortgage filing privilege tax will be due to be paid upon the filing for record of the New Mortgages in the respective New Probate Offices in Alabama.

IT IS, THEREFORE, ORDERED that no additional mortgage tax will be due upon the filing for record of the New Alabama Mortgages in the respective New Probate Offices in Alabama.

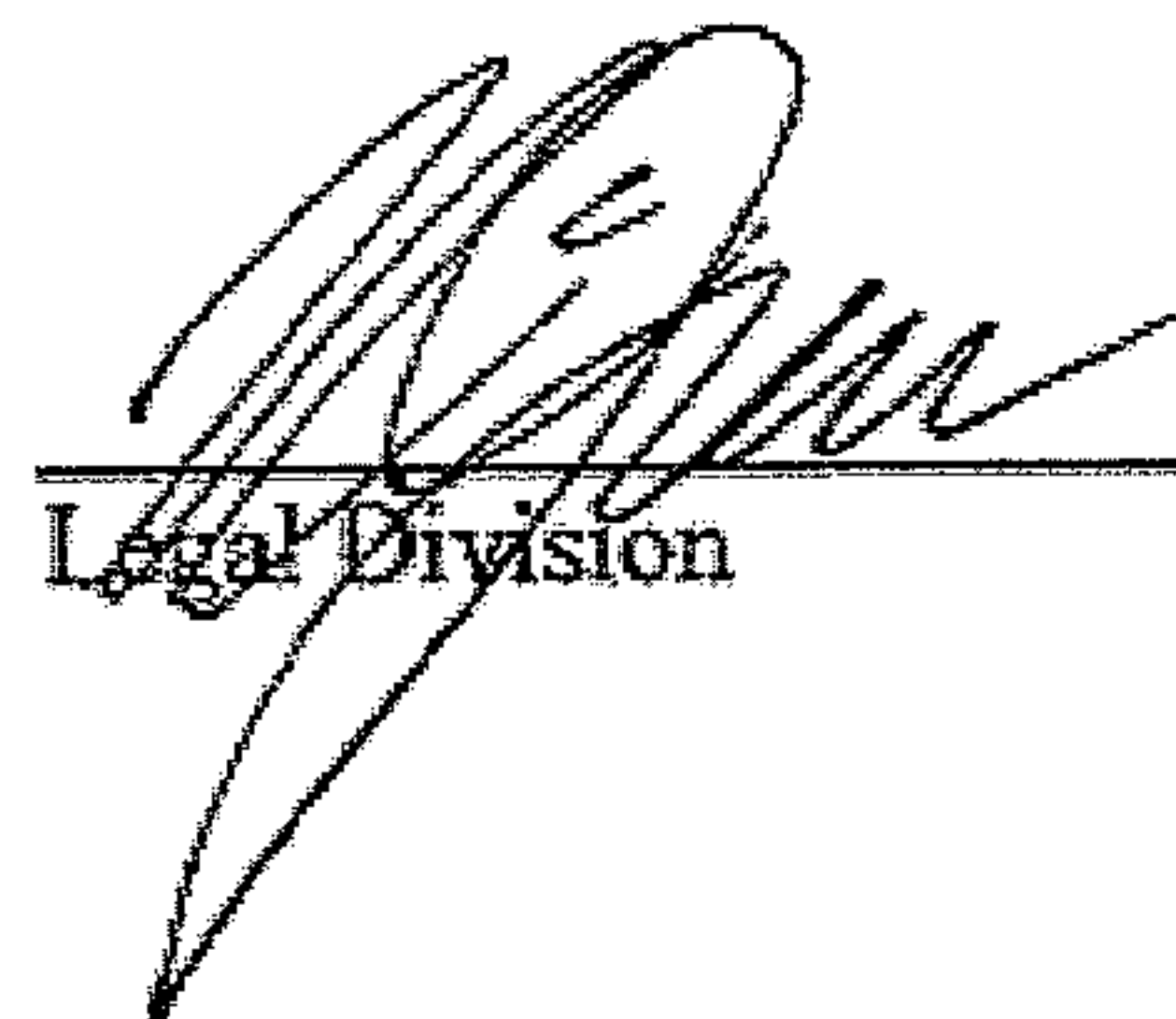
DONE this 23rd day of May, 2018.

DEPARTMENT OF REVENUE

By:


Deputy Commissioner of Revenue


Secretary


Legal Division

SCHEDULE 1
March 2018 Tax Order
See attached

STATE OF ALABAMA
MONTGOMERY COUNTY

MORTGAGE RECORDING TAX ORDER

BEFORE THE ALABAMA DEPARTMENT OF REVENUE:

Comes ATHENE ANNUITY AND LIFE COMPANY, ATHENE ANNUITY & LIFE ASSURANCE COMPANY and AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY (collectively, the "Petitioner"), and asks the Alabama Department of Revenue to fix and determine the amount of mortgage recording tax due, pursuant to §40-22-2(8), Code of Alabama 1975, for the recording of six instruments titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "Mortgage"), executed by **Conrex Residential Property Group 2016-03 Operating Company, LLC**, a Delaware limited liability company ("Mortgagor") in favor of Petitioner, to be recorded in the offices of the Judge of Probate for the Alabama counties of Morgan, Shelby, Madison, St. Clair, Blount and Jefferson.

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

1. That the maximum aggregate principal amount of indebtedness secured by the Mortgage is One Hundred Thirty Million Dollars (\$130,000,000.00) (the "Obligation").
2. That the total value of all property given as security by the Mortgagor both within and without the State of Alabama is \$15,514,990.00.
3. That the value of the property encumbered by the Mortgage and located within the State of Alabama is \$2,117,584.00, or 13.65% of the total values of all property located both inside and outside of the State of Alabama.

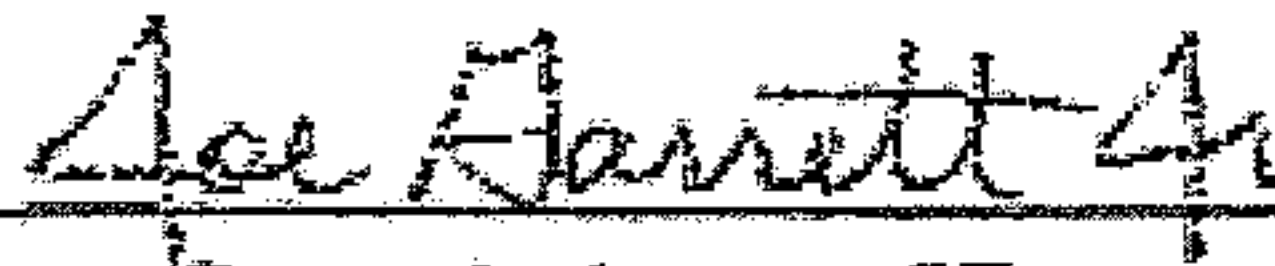
4. That the total amount of indebtedness allocable to Alabama, and upon which tax is due on the Obligation, is \$17,745,000.00.

5. That the mortgage recording tax, calculated at the rate of \$.15 for each \$100 of indebtedness, or fraction thereof, upon the filing for record of the Mortgage in the office of the Judge of Probate of Jefferson County, Alabama, is \$26,617.50.

IT IS ORDERED, THEREFORE, that the mortgage privilege tax in the amount of \$26,617.50, plus any recording fees which may be due, shall be paid to the Judge of Probate of Jefferson County, Alabama, and thereafter allocated by the Judge of Probate of Jefferson County to the Alabama counties in which the properties covered by the Mortgage are located, in accordance with the percentages set forth in Exhibit A.

DONE this 6th day of March, 2018.

ALABAMA DEPARTMENT OF REVENUE

By: 
Deputy Commissioner of Revenue

ATTEST:


As Secretary

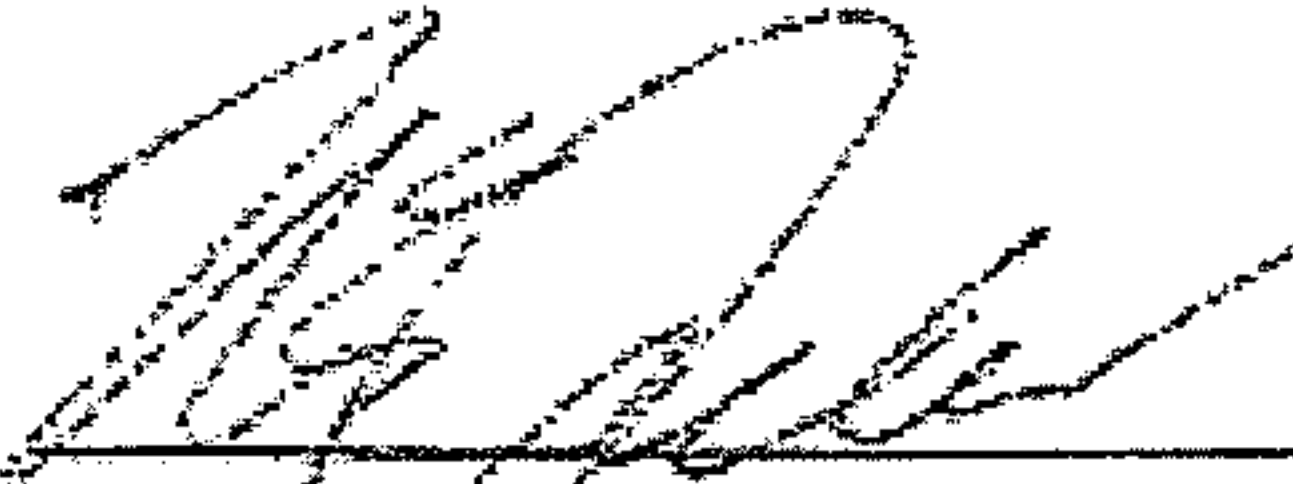

Legal Division: K. Elizabeth Jehle

EXHIBIT A
TO TAX ORDER

County by County Values

<u>County</u>	<u>Value</u>	<u>Percentage</u>
Madison	\$569,440.00	26.89%
Jefferson	\$1,023,932.00	48.35%
St. Clair	\$168,737.00	7.97%
Shelby	\$141,585.00	6.69%
Blount	\$134,490.00	6.35%
Morgan	\$79,400.00	3.75%
Totals	\$2,117,584.00	100.00%

SCHEDULE 3
To Third Supplemental Tax Order

June 14, 2018 Tax Order
(Without Repetitive Exhibits)

BEFORE THE ALABAMA DEPARTMENT OF REVENUE

In re:	)	A Proceeding Authorized
	)	by Section 40-22-2(2) and (8),
	)	Code of Alabama 1975
ATHENE ANNUITY AND LIFE	)	
COMPANY, ATHENE ANNUITY	)	
& LIFE ASSURANCE COMPANY	)	
AND AMERICAN EQUITY	)	
INVESTMENT LIFE INSURANCE	)	
COMPANY	)	
	)	
	)	
Petitioner.	)	

SECOND SUPPLEMENTAL MORTGAGE TAX ORDER

Comes now ATHENE ANNUITY AND LIFE COMPANY, ATHENE ANNUITY & LIFE ASSURANCE COMPANY and AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY (collectively, the "Petitioner"), and asks the Department of Revenue to fix and determine the amount of mortgage privilege tax due pursuant to Section 40-22-2(2) and (8), Code of Alabama 1975, for the privilege of recording those certain mortgages titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "New Mortgages"), executed or to be executed by Conrex Residential Property Group 2016-03 Operating Company, LLC, a Delaware limited liability company ("Mortgagor").

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

1. That on March 6, 2018, this Department issued a Mortgage Tax Order (the "March 2018 Order"), a copy of which is attached hereto, marked as **Schedule 1**, which related to those certain instruments titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "Original Mortgages"), more particularly described in the March 2018 Order, and executed by the Mortgagor. The Original Mortgages were each recorded in the offices of the Judge of Probate for Morgan, Shelby, Madison, St. Clair, Blount and Jefferson Counties, Alabama (the "Original Probate Offices") and secured indebtedness in the maximum principal amount of \$130,000,000.00 (the "Original Indebtedness") as more particularly described in the March 2018 Order.

2. This Department determined pursuant to the March 2018 Order that (1) the Original Mortgages and certain various other mortgages, deeds of trust and security documents (collectively, the "Original Security Documents") executed by the Mortgagor, mortgaged, assigned and conveyed to the Petitioner, real and personal property and fixtures located inside and outside of the State of Alabama as security for the Original Indebtedness, (2) the value of the property and fixtures covered by the Original Security Documents and located inside of the State of Alabama was \$2,117,584.00, (3) that the value of all of the property and fixtures covered by

the Original Security Documents in all states (including the State of Alabama) was \$15,514,990.00, (4) the percentage of the property and fixtures covered by the Original Security Documents that was located inside of the State of Alabama was 13.65%, (5) the amount of the Original Indebtedness secured by the Original Mortgages and the other Original Security Documents and subject to the Alabama mortgage filing privilege tax was \$17,745,000.00; and (6) the Alabama mortgage filing privilege tax due on the Original Indebtedness secured by the Original Mortgages under Section 40-22-2, CODE OF ALABAMA 1975, as amended, upon the filing for record of the Original Mortgages in Alabama was \$26,617.50 (the "Previously Paid Mortgage Tax"). Recording tax was collected on the entire maximum principal amount of \$130,000,000.00, even though only a part of the Original Indebtedness was initially drawn therefrom.

3. On or about May 23, 2018, this Department issued a Supplemental Mortgage Tax Order (the "May 2018 Supplemental Order"), a copy of which is attached hereto, marked as Schedule 2, in connection with a second advance under the Loan and additional mortgages being executed as additional security for the Loan, and recorded in the counties of Shelby, Morgan, Madison and Jefferson, Alabama. Under the May 2018 Supplemental Order, the Department found that no additional mortgage tax would be due upon recording of such new mortgages.

4. That the Mortgagor has made a third draw for additional funds from the Original Indebtedness in and in order to provide additional security for the Original Indebtedness, has executed or will execute (i) new mortgages in favor of Petitioner titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "3rd Draw Alabama Mortgages"), to be recorded in the offices of the Judges of Probate for the counties of Shelby, Madison, St. Clair and Jefferson, Alabama (the "3rd Draw Probate Offices") and (ii) new mortgages, deeds of trust and security documents to mortgage, assign and convey to Petitioner additional real and personal property and fixtures located outside the State of Alabama (the "3rd Draw Security Documents"; the Original Security Documents, the security documents under the May 2018 Supplemental Order and the 3rd Draw Security Documents, collectively, the "Security Documents").

5. That with respect to the Original Indebtedness, the 3rd Draw Alabama Mortgages and 3rd Draw Security Documents cover property and fixtures located both inside and outside of the State of Alabama.

6. That with respect to the Original Indebtedness, the total value of all property and fixtures, both inside and outside of the State of Alabama, described in and conveyed by the 3rd Draw Alabama Mortgages and the 3rd Draw Security Documents, as additional security for the Original Indebtedness is \$12,318,350.00.

7. That with respect to the Original Indebtedness, the value of the property and fixtures described in the 3rd Draw Alabama Mortgages located within the State of Alabama is \$2,900,500.00, or 23.55% of the total value of all of all such property and fixtures, located both within and without the State of Alabama.

8. That the amount of the Original Indebtedness secured by the 3rd Draw Alabama Mortgages allocable to the State of Alabama and upon which the Alabama mortgage filing privilege tax would be \$30,615,000.00.

9. That, based on the foregoing allocation, Alabama mortgage filing privilege tax in the amount of \$45,922.50 would be due under Section 40-22-2, CODE OF ALABAMA 1975, as amended, but that after applying credit for the Previously Paid Mortgage Tax, \$19,305.00 in mortgage filing privilege tax will be due to be paid upon the filing for record of the 3rd Draw Mortgages in the first Alabama County.

IT IS, THEREFORE, ORDERED that \$19,305.00 in additional mortgage tax will be due upon the filing for record of the 3rd Draw Alabama Mortgages in the first Alabama County, and thereafter allocated by the Judge of Probate of said county to the other Alabama counties in which the properties and fixtures covered by the 3rd Draw Mortgages are located, in accordance with the percentages set forth in Exhibit A.

DONE this 14th day of June, 2018.

DEPARTMENT OF REVENUE

By: Lee Garrett Jr
Deputy Commissioner of Revenue

ATTEST:

Michael D. Hall
Secretary

K. Elizabeth Jehle
Legal Division: K. Elizabeth Jehle

EXHIBIT A
TO SECOND SUPPLEMENTAL ORDER

County by County Values

<u>County</u>	<u>Value</u>	<u>Percentage</u>
Madison	\$278,500.00	9.60%
Jefferson	\$1,738,000.00	59.92%
St. Clair	\$299,000.00	10.31%
Shelby	\$585,000.00	20.17%
Totals	\$2,900,500.00	100.00%

SCHEDULE 4
To Supplemental Tax Order

August 9, 2018 Tax Order
(Without Repetitive Exhibits)

BEFORE THE ALABAMA DEPARTMENT OF REVENUE

In re:	)	A Proceeding Authorized
	)	by Section 40-22-2(2) and (8),
	)	Code of Alabama 1975
ATHENE ANNUITY AND LIFE	)	
COMPANY, ATHENE ANNUITY	)	
& LIFE ASSURANCE COMPANY	)	
AND AMERICAN EQUITY	)	
INVESTMENT LIFE INSURANCE	)	
COMPANY	)	
	)	
	)	
Petitioner.	)	

THIRD SUPPLEMENTAL MORTGAGE TAX ORDER

Comes now ATHENE ANNUITY AND LIFE COMPANY, ATHENE ANNUITY & LIFE ASSURANCE COMPANY and AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY (collectively, the "Petitioner"), and asks the Department of Revenue to fix and determine the amount of mortgage privilege tax due pursuant to Section 40-22-2(2) and (8), Code of Alabama 1975, for the privilege of recording those certain mortgages titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "New Mortgages"), executed or to be executed by Conrex Residential Property Group 2016-03 Operating Company, LLC, a Delaware limited liability company ("Mortgagor").

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

1. That on March 6, 2018, this Department issued a Mortgage Tax Order (the "March 2018 Order"), a copy of which is attached hereto, marked as **Schedule 1**, which related to those certain instruments titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "Original Mortgages"), more particularly described in the March 2018 Order, and executed by the Mortgagor. The Original Mortgages were each recorded in the offices of the Judge of Probate for Morgan, Shelby, Madison, St. Clair, Blount and Jefferson Counties, Alabama (the "Original Probate Offices") and secured indebtedness in the maximum principal amount of \$130,000,000.00 (the "Original Indebtedness") as more particularly described in the March 2018 Order.

2. This Department determined pursuant to the March 2018 Order that (1) the Original Mortgages and certain various other mortgages, deeds of trust and security documents (collectively, the "Original Security Documents") executed by the Mortgagor, mortgaged, assigned and conveyed to the Petitioner, real and personal property and fixtures located inside and outside of the State of Alabama as security for the Original Indebtedness, (2) the value of the property and fixtures covered by the Original Security Documents and located inside of the State of Alabama was \$2,117,584.00, (3) that the value of all of the property and fixtures covered by

the Original Security Documents in all states (including the State of Alabama) was \$15,514,990.00, (4) the percentage of the property and fixtures covered by the Original Security Documents that was located inside of the State of Alabama was 13.65%, (5) the amount of the Original Indebtedness secured by the Original Mortgages and the other Original Security Documents and subject to the Alabama mortgage filing privilege tax was \$17,745,000.00; and (6) the Alabama mortgage filing privilege tax due on the Original Indebtedness secured by the Original Mortgages under Section 40-22-2, CODE OF ALABAMA 1975, as amended, upon the filing for record of the Original Mortgages in Alabama was \$26,617.50 (the "Original Paid Mortgage Tax"). Recording tax was collected on the entire maximum principal amount of \$130,000,000.00, even though only a part of the Original Indebtedness was initially drawn therefrom.

3. On or about May 23, 2018, this Department issued a Supplemental Mortgage Tax Order (the "May 2018 Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 2**, in connection with a second advance under the Loan and additional mortgages being executed as additional security for the Loan, and recorded in the counties of Shelby, Morgan, Madison and Jefferson, Alabama. Under the May 2018 Supplemental Order, the Department found that no additional mortgage tax would be due upon recording of such new mortgages.

4. On or about June 14, 2018, this Department issued a Second Supplemental Mortgage Tax Order (the "June 2018 Second Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 3**, in connection with a third advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "June 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, St. Clair, Madison and Jefferson, Alabama (the "3rd Draw Probate Offices"). Under the June 2018 Second Supplemental Order, the Department found that the mortgaged properties to be mortgaged to secure the third advance represented 23.55% of the values of all collateral pledged in connection with the third advance, resulting in \$45,922.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Paid Mortgage Tax, \$19,305.00 mortgage filing privilege tax would be required to be collected (the "June 2018 Additional Tax") to record the June 2018 Additional Mortgages in the 3rd Draw Probate Offices. The June 2018 Additional Mortgages were recorded in the 3rd Draw Probate Offices and the June 2018 Additional Tax was paid.

5. That the Mortgagor has made a fourth draw for additional funds from the Original Indebtedness in and in order to provide additional security for the Original Indebtedness, has executed or will execute (i) new mortgages in favor of Petitioner titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "4th Draw Alabama Mortgages"), to be recorded in the offices of the Judges of Probate for the counties of Limestone, Madison, St. Clair and Jefferson, Alabama (the "4th Draw Probate Offices") and (ii) new mortgages, deeds of trust and security documents to mortgage, assign and convey to Petitioner additional real and personal property and fixtures located outside the State of Alabama (the "4th Draw Security Documents"; the Original Security Documents, the security documents under the May 2018 Supplemental Order, the June 2018 Second Supplemental Order and the 4th Draw Security Documents, collectively, the "Security Documents").

6. That with respect to the Original Indebtedness, the 4th Draw Alabama Mortgage and 4th Draw Security Documents cover property and fixtures located both inside and outside of the State of Alabama.

7. That with respect to the Original Indebtedness, the total value of all property and fixtures, both inside and outside of the State of Alabama, described in and conveyed by the 4th Draw Alabama Mortgages and the 4th Draw Security Documents, as additional security for the Original Indebtedness is \$15,075,670.00.

8. That with respect to the Original Indebtedness, the value of the property and fixtures described in the 4th Draw Alabama Mortgages located within the State of Alabama is \$1,474,000.00, or 9.78% of the total value of all of all such property and fixtures, located both within and without the State of Alabama.

9. That the amount of the Original Indebtedness secured by the 4th Draw Alabama Mortgages allocable to the State of Alabama and upon which the Alabama mortgage filing privilege tax would be \$12,714,000.00.

10. That, based on the foregoing allocation, Alabama mortgage filing privilege tax in the amount of \$19,071.00 would be due under Section 40-22-2, CODE OF ALABAMA 1975, as amended, but that after applying credit for the Original Paid Mortgage Tax and the June 2018 Additional Tax, no additional mortgage filing privilege tax will be due to be paid upon the filing for record of the 4th Draw Alabama Mortgages.

IT IS, THEREFORE, ORDERED that no additional mortgage tax will be due upon the filing for record of the 4th Draw Alabama Mortgages.

DONE this 9th day of August, 2018.

DEPARTMENT OF REVENUE

By: Ace Barrett Jr.
Deputy Commissioner of Revenue

Michael D. Hall
Secretary

K. Elizabeth Jehle
Legal Division: K. Elizabeth Jehle

SCHEDULE 5
To Supplemental Tax Order

September 19, 2018 Tax Order
(Without Repetitive Exhibits)

BEFORE THE ALABAMA DEPARTMENT OF REVENUE

In re:	)	A Proceeding Authorized
	)	by Section 40-22-2(2) and (8),
	)	Code of Alabama 1975
ATHENE ANNUITY AND LIFE	)	
COMPANY, ATHENE ANNUITY	)	
& LIFE ASSURANCE COMPANY	)	
AND AMERICAN EQUITY	)	
INVESTMENT LIFE INSURANCE	)	
COMPANY	)	
	)	
	)	
Petitioner.	)	

FOURTH SUPPLEMENTAL MORTGAGE TAX ORDER

Comes now ATHENE ANNUITY AND LIFE COMPANY, ATHENE ANNUITY & LIFE ASSURANCE COMPANY and AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY (collectively, the "Petitioner"), and asks the Department of Revenue to fix and determine the amount of mortgage privilege tax due pursuant to Section 40-22-2(2) and (8), Code of Alabama 1975, for the privilege of recording those certain mortgages titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "New Mortgages"), executed or to be executed by Conrex Residential Property Group 2016-03 Operating Company, LLC, a Delaware limited liability company ("Mortgagor").

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

1. That on March 6, 2018, this Department issued a Mortgage Tax Order (the "March 2018 Order"), a copy of which is attached hereto, marked as **Schedule 1**, which related to those certain instruments titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "Original Mortgages"), more particularly described in the March 2018 Order, and executed by the Mortgagor. The Original Mortgages were each recorded in the offices of the Judge of Probate for Morgan, Shelby, Madison, St. Clair, Blount and Jefferson Counties, Alabama (the "Original Probate Offices") and secured indebtedness in the maximum principal amount of \$130,000,000.00 (the "Original Indebtedness") as more particularly described in the March 2018 Order.

2. This Department determined pursuant to the March 2018 Order that (1) the Original Mortgages and certain various other mortgages, deeds of trust and security documents (collectively, the "Original Security Documents") executed by the Mortgagor, mortgaged, assigned and conveyed to the Petitioner, real and personal property and fixtures located inside and outside of the State of Alabama as security for the Original Indebtedness, (2) the value of the property and fixtures covered by the Original Security Documents and located inside of the State of Alabama was \$2,117,584.00, (3) that the value of all of the property and fixtures covered by

the Original Security Documents in all states (including the State of Alabama) was \$15,514,990.00, (4) the percentage of the property and fixtures covered by the Original Security Documents that was located inside of the State of Alabama was 13.65%, (5) the amount of the Original Indebtedness secured by the Original Mortgages and the other Original Security Documents and subject to the Alabama mortgage filing privilege tax was \$17,745,000.00; and (6) the Alabama mortgage filing privilege tax due on the Original Indebtedness secured by the Original Mortgages under Section 40-22-2, CODE OF ALABAMA 1975, as amended, upon the filing for record of the Original Mortgages in Alabama was \$26,617.50 (the "Original Paid Mortgage Tax"). Recording tax was collected on the entire maximum principal amount of \$130,000,000.00, even though only a part of the Original Indebtedness was initially drawn therefrom.

3. On or about May 23, 2018, this Department issued a Supplemental Mortgage Tax Order (the "May 2018 Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 2**, in connection with a second advance under the Loan and additional mortgages being executed as additional security for the Loan, and recorded in the counties of Shelby, Morgan, Madison and Jefferson, Alabama. Under the May 2018 Supplemental Order, the Department found that no additional mortgage tax would be due upon recording of such new mortgages.

4. On or about June 14, 2018, this Department issued a Second Supplemental Mortgage Tax Order (the "June 2018 Second Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 3**, in connection with a third advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "June 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, St. Clair, Madison and Jefferson, Alabama (the "3rd Draw Probate Offices"). Under the June 2018 Second Supplemental Order, the Department found that the mortgaged properties to be mortgaged to secure the third advance represented 23.55% of the values of all collateral pledged in connection with the third advance, resulting in \$45,922.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Paid Mortgage Tax, \$19,305.00 mortgage filing privilege tax would be required to be collected (the "June 2018 Additional Tax") to record the June 2018 Additional Mortgages in the 3rd Draw Probate Offices. The June 2018 Additional Mortgages were recorded in the 3rd Draw Probate Offices and the June 2018 Additional Tax was paid.

5. On or about August 9, 2018, this Department issued a Third Supplemental Mortgage Tax Order (the "August 2018 Third Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 4** (but without duplicative exhibits), in connection with a fourth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "August 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Limestone, St. Clair, Madison and Jefferson, Alabama (the "4th Draw Probate Offices"). Under the August 2018 Third Supplemental Order, this Department found that that no additional mortgage tax would be due upon recording of such August 2018 Additional Mortgages.

6. That the Mortgagor has made a fifth draw for additional funds from the Original Indebtedness in and in order to provide additional security for the Original Indebtedness, has

executed or will execute (i) new mortgages in favor of Petitioner titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "5th Draw Alabama Mortgages"), to be recorded in the offices of the Judges of Probate for the counties of Limestone, Madison, St. Clair and Jefferson, Alabama (the "5th Draw Probate Offices") and (ii) new mortgages, deeds of trust and security documents to mortgage, assign and convey to Petitioner additional real and personal property and fixtures located outside the State of Alabama (the "5th Draw Security Documents"; the Original Security Documents, the security documents under the May 2018 Supplemental Order, the June 2018 Second Supplemental Order, the August 2018 Third Supplemental Order and the 5th Draw Security Documents, collectively, the "Security Documents").

7. That with respect to the Original Indebtedness, the 5th Draw Alabama Mortgages and 5th Draw Security Documents cover property and fixtures located both inside and outside of the State of Alabama.

8. That with respect to the Original Indebtedness, the total value of all property and fixtures, both inside and outside of the State of Alabama, described in and conveyed by the 5th Draw Alabama Mortgages and the 5th Draw Security Documents, as additional security for the Original Indebtedness is \$6,875,250.00.

9. That with respect to the Original Indebtedness, the value of the property and fixtures described in the 5th Draw Alabama Mortgages located within the State of Alabama is \$1,607,000.00, or 23.37% of the total value of all of all such property and fixtures, located both within and without the State of Alabama.

10. That the amount of the Original Indebtedness secured by the 5th Draw Alabama Mortgages allocable to the State of Alabama and upon which the Alabama mortgage filing privilege tax would be \$30,381,000.00.

11. That, based on the foregoing allocation, Alabama mortgage filing privilege tax in the amount of \$45,571.50 would be due under Section 40-22-2, CODE OF ALABAMA 1975, as amended, but that after applying credit for the Original Paid Mortgage Tax and the June 2018 Additional Tax, no additional mortgage filing privilege tax will be due to be paid upon the filing for record of the 5th Draw Alabama Mortgages.

IT IS, THEREFORE, ORDERED that no additional mortgage tax will be due upon the filing for record of the 5th Draw Alabama Mortgages.

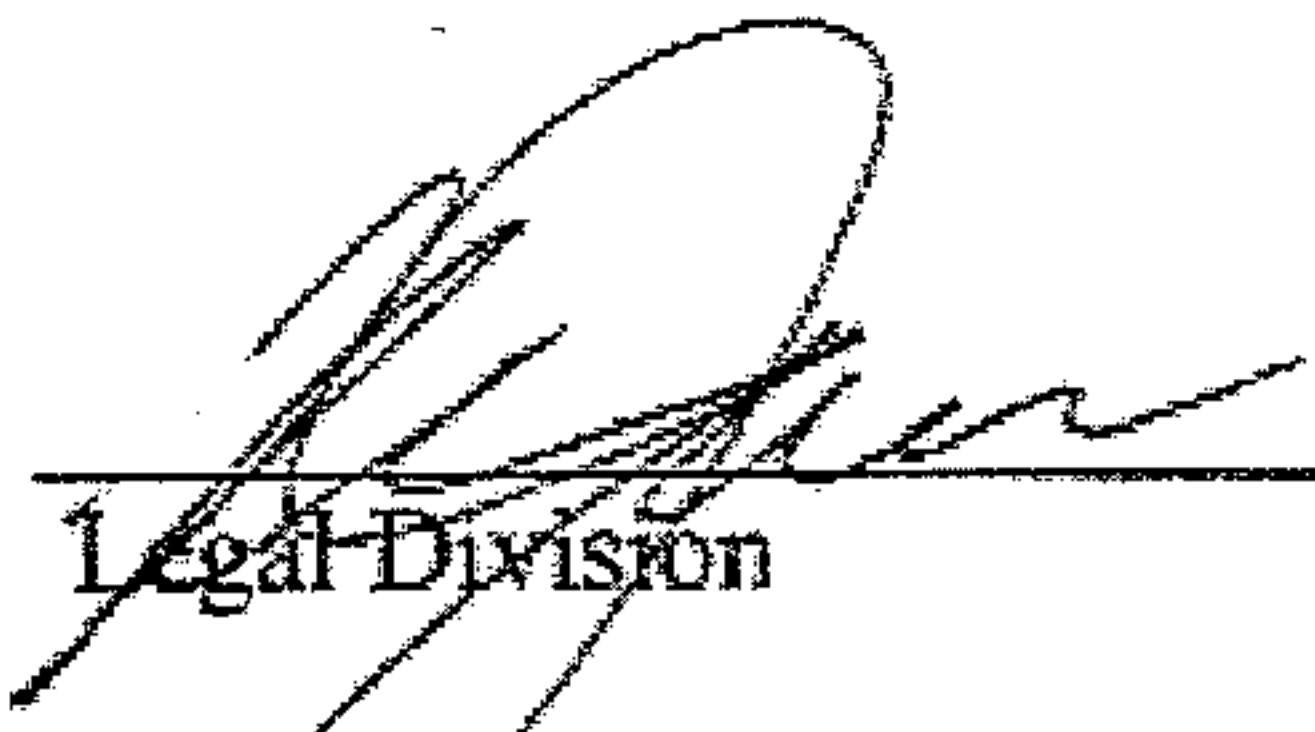
Done this 19th day of September, 2018.

DEPARTMENT OF REVENUE

By: 
Deputy Commissioner of Revenue

ATTEST:


Secretary


Legal Division

SCHEDULE 6
To Supplemental Tax Order

October 23, 2018 Tax Order
(Without Repetitive Exhibits)

BEFORE THE ALABAMA DEPARTMENT OF REVENUE

In re:	)	A Proceeding Authorized
	)	by Section 40-22-2(2) and (8),
	)	Code of Alabama 1975
ATHENE ANNUITY AND LIFE	)	
COMPANY, ATHENE ANNUITY	)	
& LIFE ASSURANCE COMPANY	)	
AND AMERICAN EQUITY	)	
INVESTMENT LIFE INSURANCE	)	
COMPANY	)	
	)	
	)	
Petitioner.	)	

FIFTH SUPPLEMENTAL MORTGAGE TAX ORDER

Comes now ATHENE ANNUITY AND LIFE COMPANY, ATHENE ANNUITY & LIFE ASSURANCE COMPANY and AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY (collectively, the "Petitioner"), and asks the Department of Revenue to fix and determine the amount of mortgage privilege tax due pursuant to Section 40-22-2(2) and (8), Code of Alabama 1975, for the privilege of recording those certain mortgages titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "New Mortgages"), executed or to be executed by Conrex Residential Property Group 2016-03 Operating Company, LLC, a Delaware limited liability company ("Mortgagor").

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

1. That on March 6, 2018, this Department issued a Mortgage Tax Order (the "March 2018 Order"), a copy of which is attached hereto, marked as **Schedule 1**, which related to those certain instruments titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "Original Mortgages"), more particularly described in the March 2018 Order, and executed by the Mortgagor. The Original Mortgages were each recorded in the offices of the Judge of Probate for Morgan, Shelby, Madison, St. Clair, Blount and Jefferson Counties, Alabama (the "Original Probate Offices") and secured indebtedness in the maximum principal amount of \$130,000,000.00 (the "Original Indebtedness") as more particularly described in the March 2018 Order.

2. This Department determined pursuant to the March 2018 Order that (1) the Original Mortgages and certain various other mortgages, deeds of trust and security documents (collectively, the "Original Security Documents") executed by the Mortgagor, mortgaged, assigned and conveyed to the Petitioner, real and personal property and fixtures located inside and outside of the State of Alabama as security for the Original Indebtedness, (2) the value of the property and fixtures covered by the Original Security Documents and located inside of the State of Alabama was \$2,117,584.00, (3) that the value of all of the property and fixtures covered by

the Original Security Documents in all states (including the State of Alabama) was \$15,514,990.00, (4) the percentage of the property and fixtures covered by the Original Security Documents that was located inside of the State of Alabama was 13.65%, (5) the amount of the Original Indebtedness secured by the Original Mortgages and the other Original Security Documents and subject to the Alabama mortgage filing privilege tax was \$17,745,000.00; and (6) the Alabama mortgage filing privilege tax due on the Original Indebtedness secured by the Original Mortgages under Section 40-22-2, CODE OF ALABAMA 1975, as amended, upon the filing for record of the Original Mortgages in Alabama was \$26,617.50 (the "Original Paid Mortgage Tax"). Recording tax was collected on the entire maximum principal amount of \$130,000,000.00, even though only a part of the Original Indebtedness was initially drawn therefrom.

3. On or about May 23, 2018, this Department issued a Supplemental Mortgage Tax Order (the "May 2018 Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 2**, in connection with a second advance under the Loan and additional mortgages being executed as additional security for the Loan, and recorded in the counties of Shelby, Morgan, Madison and Jefferson, Alabama. Under the May 2018 Supplemental Order, the Department found that no additional mortgage tax would be due upon recording of such new mortgages.

4. On or about June 14, 2018, this Department issued a Second Supplemental Mortgage Tax Order (the "June 2018 Second Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 3**, in connection with a third advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "June 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, St. Clair, Madison and Jefferson, Alabama (the "3rd Draw Probate Offices"). Under the June 2018 Second Supplemental Order, the Department found that the mortgaged properties to be mortgaged to secure the third advance represented 23.55% of the values of all collateral pledged in connection with the third advance, resulting in \$45,922.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Paid Mortgage Tax, \$19,305.00 mortgage filing privilege tax would be required to be collected (the "June 2018 Additional Tax") to record the June 2018 Additional Mortgages in the 3rd Draw Probate Offices. The June 2018 Additional Mortgages were recorded in the 3rd Draw Probate Offices and the June 2018 Additional Tax was paid.

5. On or about August 9, 2018, this Department issued a Third Supplemental Mortgage Tax Order (the "August 2018 Third Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 4** (but without duplicative exhibits), in connection with a fourth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "August 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Limestone, St. Clair, Madison and Jefferson, Alabama (the "4th Draw Probate Offices"). Under the August 2018 Third Supplemental Order, this Department found that that no additional mortgage tax would be due upon recording of such August 2018 Additional Mortgages.

6. On or about September 19, 2018, this Department issued a Fourth Supplemental Mortgage Tax Order (the "September 2018 Fourth Supplemental Order"), a copy of which is

attached hereto, marked as Schedule 5 (but without duplicative exhibits), in connection with a fifth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "September 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Limestone, Madison, St. Clair and Jefferson, Alabama (the "5th Draw Probate Offices"). Under the September 2018 Fourth Supplemental Order, the Department again found that that no additional mortgage tax would be due upon recording of such new mortgages.

7. That the Mortgagor has made a sixth draw for additional funds from the Original Indebtedness in and in order to provide additional security for the Original Indebtedness, has executed or will execute (i) new mortgages in favor of Petitioner titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "6th Draw Alabama Mortgages"), to be recorded in the offices of the Judges of Probate for the counties of Madison and Jefferson, Alabama (the "6th Draw Probate Offices") and (ii) new mortgages, deeds of trust and security documents to mortgage, assign and convey to Petitioner additional real and personal property and fixtures located outside the State of Alabama (the "6th Draw Security Documents"; the Original Security Documents, the security documents under the May 2018 Supplemental Order, the June 2018 Second Supplemental Order, the August 2018 Third Supplemental Order, the September 2018 Fourth Supplemental Order and 6th Draw Security Documents, collectively, the "Security Documents").

8. That with respect to the Original Indebtedness, the 6th Draw Alabama Mortgages and 6th Draw Security Documents cover property and fixtures located both inside and outside of the State of Alabama.

9. That with respect to the Original Indebtedness, the total value of all property and fixtures, both inside and outside of the State of Alabama, described in and conveyed by the 6th Draw Alabama Mortgages and the 6th Draw Security Documents, as additional security for the Original Indebtedness is \$12,961,401.00.

10. That with respect to the Original Indebtedness, the value of the property and fixtures described in the 6th Draw Alabama Mortgages located within the State of Alabama is \$1,341,900.00, or 10.35% of the total value of all of all such property and fixtures, located both within and without the State of Alabama.

11. That the amount of the Original Indebtedness secured by the 6th Draw Alabama Mortgages allocable to the State of Alabama and upon which the Alabama mortgage filing privilege tax would be \$13,455,000.00.

12. That, based on the foregoing allocation, Alabama mortgage filing privilege tax in the amount of \$20,182.50 would be due under Section 40-22-2, CODE OF ALABAMA 1975, as amended, but that after applying credit for the Original Paid Mortgage Tax and the June 2018 Additional Tax, no additional mortgage filing privilege tax will be due to be paid upon the filing for record of the 6th Draw Alabama Mortgages.

IT IS, THEREFORE, ORDERED that no additional mortgage tax will be due upon the

filing for record of the 6th Draw Alabama Mortgages.

DONE this 23rd day of October, 2018.

DEPARTMENT OF REVENUE

By: Joe Garrett Jr
Deputy Commissioner of Revenue

ATTEST:

Michael D. Chalk
Secretary

[Signature]
Legal Division

SCHEDULE 7
To Supplemental Tax Order

November 20, 2018 Tax Order
(Without Repetitive Exhibits)

BEFORE THE ALABAMA DEPARTMENT OF REVENUE

In re:	)	A Proceeding Authorized
	)	by Section 40-22-2(2) and (8),
	)	Code of Alabama 1975
ATHENE ANNUITY AND LIFE	)	
COMPANY, ATHENE ANNUITY	)	
& LIFE ASSURANCE COMPANY	)	
AND AMERICAN EQUITY	)	
INVESTMENT LIFE INSURANCE	)	
COMPANY	)	
	)	
	)	
Petitioner.	)	

SIXTH SUPPLEMENTAL MORTGAGE TAX ORDER

Comes now ATHENE ANNUITY AND LIFE COMPANY, ATHENE ANNUITY & LIFE ASSURANCE COMPANY and AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY (collectively, the "Petitioner"), and asks the Department of Revenue to fix and determine the amount of mortgage privilege tax due pursuant to Section 40-22-2(2) and (8), Code of Alabama 1975, for the privilege of recording those certain mortgages titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "New Mortgages"), executed or to be executed by Conrex Residential Property Group 2016-03 Operating Company, LLC, a Delaware limited liability company ("Mortgagor").

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

1. That on March 6, 2018, this Department issued a Mortgage Tax Order (the "March 2018 Order"), a copy of which is attached hereto, marked as **Schedule 1**, which related to those certain instruments titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "Original Mortgages"), more particularly described in the March 2018 Order, and executed by the Mortgagor. The Original Mortgages were each recorded in the offices of the Judge of Probate for Morgan, Shelby, Madison, St. Clair, Blount and Jefferson Counties, Alabama (the "Original Probate Offices") and secured indebtedness in the maximum principal amount of \$130,000,000.00 (the "Original Indebtedness") as more particularly described in the March 2018 Order.

2. This Department determined pursuant to the March 2018 Order that (1) the Original Mortgages and certain various other mortgages, deeds of trust and security documents (collectively, the "Original Security Documents") executed by the Mortgagor, mortgaged, assigned and conveyed to the Petitioner, real and personal property and fixtures located inside and outside of the State of Alabama as security for the Original Indebtedness, (2) the value of the property and fixtures covered by the Original Security Documents and located inside of the State of Alabama was \$2,117,584.00, (3) that the value of all of the property and fixtures covered by

the Original Security Documents in all states (including the State of Alabama) was \$15,514,990.00, (4) the percentage of the property and fixtures covered by the Original Security Documents that was located inside of the State of Alabama was 13.65%, (5) the amount of the Original Indebtedness secured by the Original Mortgages and the other Original Security Documents and subject to the Alabama mortgage filing privilege tax was \$17,745,000.00; and (6) the Alabama mortgage filing privilege tax due on the Original Indebtedness secured by the Original Mortgages under Section 40-22-2, CODE OF ALABAMA 1975, as amended, upon the filing for record of the Original Mortgages in Alabama was \$26,617.50 (the "Original Paid Mortgage Tax"). Recording tax was collected on the entire maximum principal amount of \$130,000,000.00, even though only a part of the Original Indebtedness was initially drawn therefrom.

3. On or about May 23, 2018, this Department issued a Supplemental Mortgage Tax Order (the "May 2018 Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 2**, in connection with a second advance under the Loan and additional mortgages being executed as additional security for the Loan, and recorded in the counties of Shelby, Morgan, Madison and Jefferson, Alabama. Under the May 2018 Supplemental Order, the Department found that no additional mortgage tax would be due upon recording of such new mortgages.

4. On or about June 14, 2018, this Department issued a Second Supplemental Mortgage Tax Order (the "June 2018 Second Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 3**, in connection with a third advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "June 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, St. Clair, Madison and Jefferson, Alabama (the "3rd Draw Probate Offices"). Under the June 2018 Second Supplemental Order, the Department found that the mortgaged properties to be mortgaged to secure the third advance represented 23.55% of the values of all collateral pledged in connection with the third advance, resulting in \$45,922.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Paid Mortgage Tax, \$19,305.00 mortgage filing privilege tax would be required to be collected (the "June 2018 Additional Tax") to record the June 2018 Additional Mortgages in the 3rd Draw Probate Offices. The June 2018 Additional Mortgages were recorded in the 3rd Draw Probate Offices and the June 2018 Additional Tax was paid.

5. On or about August 9, 2018, this Department issued a Third Supplemental Mortgage Tax Order (the "August 2018 Third Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 4** (but without duplicative exhibits), in connection with a fourth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "August 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Limestone, St. Clair, Madison and Jefferson, Alabama (the "4th Draw Probate Offices"). Under the August 2018 Third Supplemental Order, this Department found that that no additional mortgage tax would be due upon recording of such August 2018 Additional Mortgages.

6. On or about September 19, 2018, this Department issued a Fourth Supplemental Mortgage Tax Order (the "September 2018 Fourth Supplemental Order"), a copy of which is

attached hereto, marked as **Schedule 5** (but without duplicative exhibits), in connection with a fifth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "September 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Limestone, Madison, St. Clair and Jefferson, Alabama (the "5th Draw Probate Offices"). Under the September 2018 Fourth Supplemental Order, the Department again found that that no additional mortgage tax would be due upon recording of such new mortgages.

7. On or about October 23, 2018, this Department issued a Fifth Supplemental Mortgage Tax Order (the "October 2018 Fifth Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 6** (but without duplicative exhibits), in connection with a sixth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "October 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Madison and Jefferson, Alabama (the "6th Draw Probate Offices"). Under the October 2018 Fifth Supplemental Order, the Department again found that that no additional mortgage tax would be due upon recording of such new mortgages.

8. That the Mortgagor has made a seventh draw for additional funds from the Original Indebtedness in and in order to provide additional security for the Original Indebtedness, has executed or will execute (i) new mortgages in favor of Petitioner titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "7th Draw Alabama Mortgages"), to be recorded in the offices of the Judges of Probate for the counties of Shelby, Madison, Jefferson, Blount and St. Clair, Alabama (the "7th Draw Probate Offices") and (ii) new mortgages, deeds of trust and security documents to mortgage, assign and convey to Petitioner additional real and personal property and fixtures located outside the State of Alabama (the "7th Draw Security Documents"; the Original Security Documents, the security documents under the May 2018 Supplemental Order, the June 2018 Second Supplemental Order, the August 2018 Third Supplemental Order, the September 2018 Fourth Supplemental Order, the October 2018 Fifth Supplemental Order and the 7th Draw Security Documents, collectively, the "Security Documents").

9. That with respect to the Original Indebtedness, the 7th Draw Alabama Mortgages and 7th Draw Security Documents cover property and fixtures located both inside and outside of the State of Alabama.

10. That with respect to the Original Indebtedness, the total value of all property and fixtures, both inside and outside of the State of Alabama, described in and conveyed by the 7th Draw Alabama Mortgages and the 7th Draw Security Documents, as additional security for the Original Indebtedness is \$19,224,890.00.

11. That with respect to the Original Indebtedness, the value of the property and fixtures described in the 7th Draw Alabama Mortgages located within the State of Alabama is \$3,953,900.00, or 20.57% of the total value of all of all such property and fixtures, located both within and without the State of Alabama.

12. That the amount of the Original Indebtedness secured by the 7th Draw Alabama Mortgages allocable to the State of Alabama and upon which the Alabama mortgage filing privilege tax would be \$26,741,000.00.

13. That, based on the foregoing allocation, Alabama mortgage filing privilege tax in the amount of \$40,111.50 would be due under Section 40-22-2, CODE OF ALABAMA 1975, as amended, but that after applying credit for the Original Paid Mortgage Tax and the June 2018 Additional Tax, no additional mortgage recording tax will be due to be paid upon the filing for record of the 7th Draw Alabama Mortgages in any of the Alabama Counties.

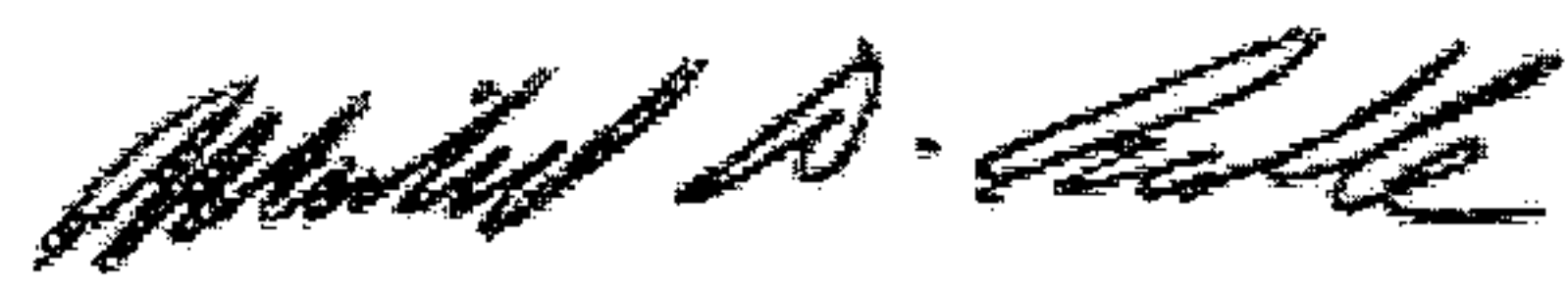
IT IS, THEREFORE, ORDERED that no mortgage filing privilege tax will be due upon the filing for record of the 7th Draw Alabama Mortgages in any of the Alabama Counties.

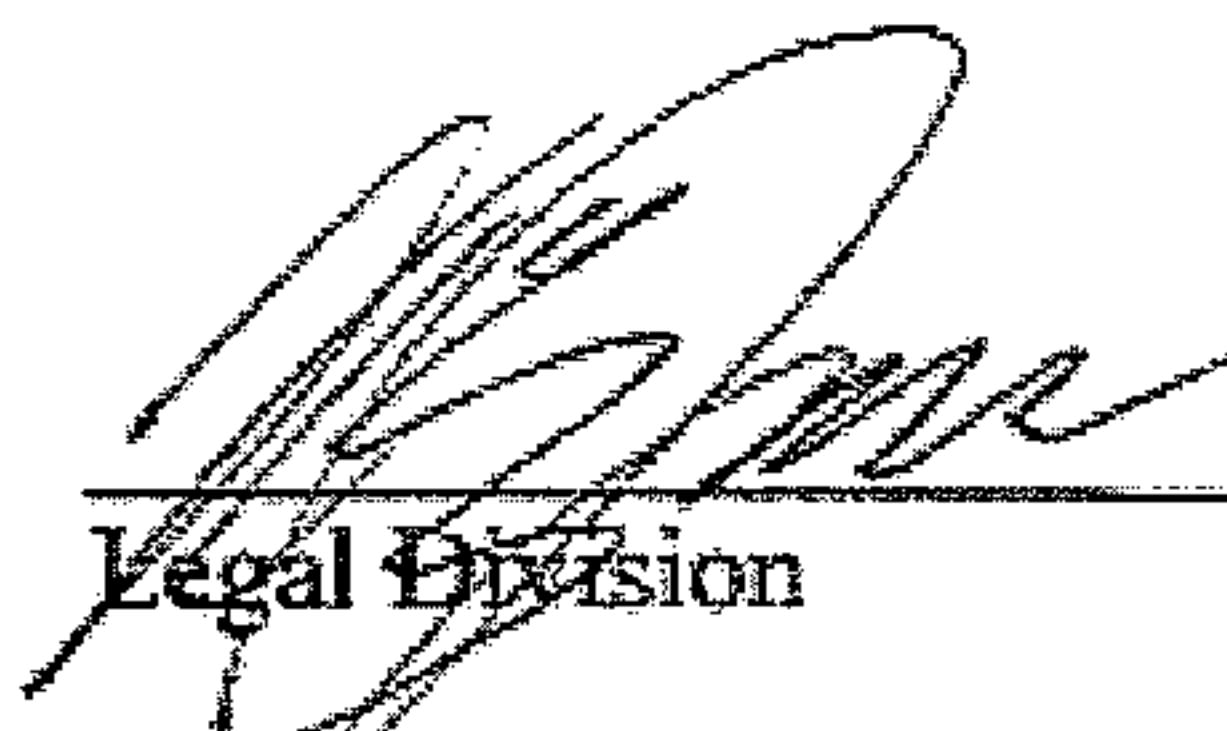
DONE this 20th day of November, 2018.

DEPARTMENT OF REVENUE

By: 
Deputy Commissioner of Revenue

ATTEST:


Secretary


Legal Division

SCHEDULE 8
To Supplemental Tax Order

January 2, 2019 Tax Order
(Without Repetitive Exhibits)

BEFORE THE ALABAMA DEPARTMENT OF REVENUE

In re:	)	A Proceeding Authorized
	)	by Section 40-22-2(2) and (8),
	)	Code of Alabama 1975
ATHENE ANNUITY AND LIFE	)	
COMPANY, ATHENE ANNUITY	)	
& LIFE ASSURANCE COMPANY	)	
AND AMERICAN EQUITY	)	
INVESTMENT LIFE INSURANCE	)	
COMPANY	)	
	)	
	)	
Petitioner.	)	

SEVENTH SUPPLEMENTAL MORTGAGE TAX ORDER

Comes now ATHENE ANNUITY AND LIFE COMPANY, ATHENE ANNUITY & LIFE ASSURANCE COMPANY and AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY (collectively, the "Petitioner"), and asks the Department of Revenue to fix and determine the amount of mortgage privilege tax due pursuant to Section 40-22-2(2) and (8), Code of Alabama 1975, for the privilege of recording those certain mortgages titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "New Mortgages"), executed or to be executed by Conrex Residential Property Group 2016-03 Operating Company, LLC, a Delaware limited liability company ("Mortgagor").

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

1. That on March 6, 2018, this Department issued a Mortgage Tax Order (the "March 2018 Order"), a copy of which is attached hereto, marked as **Schedule 1**, which related to those certain instruments titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "Original Mortgages"), more particularly described in the March 2018 Order, and executed by the Mortgagor. The Original Mortgages were each recorded in the offices of the Judge of Probate for Morgan, Shelby, Madison, St. Clair, Blount and Jefferson Counties, Alabama (the "Original Probate Offices") and secured indebtedness in the maximum principal amount of \$130,000,000.00 (the "Original Indebtedness") as more particularly described in the March 2018 Order.

2. This Department determined pursuant to the March 2018 Order that (1) the Original Mortgages and certain various other mortgages, deeds of trust and security documents (collectively, the "Original Security Documents") executed by the Mortgagor, mortgaged, assigned and conveyed to the Petitioner, real and personal property and fixtures located inside and outside of the State of Alabama as security for the Original Indebtedness, (2) the value of the property and fixtures covered by the Original Security Documents and located inside of the State of Alabama was \$2,117,584.00, (3) that the value of all of the property and fixtures covered by

the Original Security Documents in all states (including the State of Alabama) was \$15,514,990.00, (4) the percentage of the property and fixtures covered by the Original Security Documents that was located inside of the State of Alabama was 13.65%, (5) the amount of the Original Indebtedness secured by the Original Mortgages and the other Original Security Documents and subject to the Alabama mortgage filing privilege tax was \$17,745,000.00; and (6) the Alabama mortgage filing privilege tax due on the Original Indebtedness secured by the Original Mortgages under Section 40-22-2, CODE OF ALABAMA 1975, as amended, upon the filing for record of the Original Mortgages in Alabama was \$26,617.50 (the "Original Paid Mortgage Tax"). Recording tax was collected on the entire maximum principal amount of \$130,000,000.00, even though only a part of the Original Indebtedness was initially drawn therefrom.

3. On or about May 23, 2018, this Department issued a Supplemental Mortgage Tax Order (the "May 2018 Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 2**, in connection with a second advance under the Loan and additional mortgages being executed as additional security for the Loan, and recorded in the counties of Shelby, Morgan, Madison and Jefferson, Alabama. Under the May 2018 Supplemental Order, the Department found that no additional mortgage tax would be due upon recording of such new mortgages.

4. On or about June 14, 2018, this Department issued a Second Supplemental Mortgage Tax Order (the "June 2018 Second Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 3**, in connection with a third advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "June 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, St. Clair, Madison and Jefferson, Alabama (the "3rd Draw Probate Offices"). Under the June 2018 Second Supplemental Order, the Department found that the mortgaged properties to be mortgaged to secure the third advance represented 23.55% of the values of all collateral pledged in connection with the third advance, resulting in \$45,922.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Paid Mortgage Tax, \$19,305.00 mortgage filing privilege tax would be required to be collected (the "June 2018 Additional Tax") to record the June 2018 Additional Mortgages in the 3rd Draw Probate Offices. The June 2018 Additional Mortgages were recorded in the 3rd Draw Probate Offices and the June 2018 Additional Tax was paid.

5. On or about August 9, 2018, this Department issued a Third Supplemental Mortgage Tax Order (the "August 2018 Third Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 4** (but without duplicative exhibits), in connection with a fourth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "August 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Limestone, St. Clair, Madison and Jefferson, Alabama (the "4th Draw Probate Offices"). Under the August 2018 Third Supplemental Order, this Department found that that no additional mortgage tax would be due upon recording of such August 2018 Additional Mortgages.

6. On or about September 19, 2018, this Department issued a Fourth Supplemental Mortgage Tax Order (the "September 2018 Fourth Supplemental Order"), a copy of which is

attached hereto, marked as **Schedule 5** (but without duplicative exhibits), in connection with a fifth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "September 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Limestone, Madison, St. Clair and Jefferson, Alabama (the "5th Draw Probate Offices"). Under the September 2018 Fourth Supplemental Order, the Department again found that that no additional mortgage tax would be due upon recording of such new mortgages.

7. On or about October 23, 2018, this Department issued a Fifth Supplemental Mortgage Tax Order (the "October 2018 Fifth Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 6** (but without duplicative exhibits), in connection with a sixth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "October 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Madison and Jefferson, Alabama (the "6th Draw Probate Offices"). Under the October 2018 Fifth Supplemental Order, the Department again found that that no additional mortgage tax would be due upon recording of such new mortgages.

8. On or about November 20, 2018, the Department issued a Sixth Supplemental Mortgage Tax Order (the "November 2018 Sixth Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 7** (but without duplicative exhibits), in connection with a seventh advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "November 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, Madison, Jefferson, Blount and St. Clair, Alabama (the "7th Draw Probate Offices"). Under the November 2018 Sixth Supplemental Order, the Department again found that no additional mortgage tax would be due upon recording of such new mortgages.

9. That the Mortgagor has made an eighth draw for additional funds from the Original Indebtedness in and in order to provide additional security for the Original Indebtedness, has executed or will execute (i) new mortgages in favor of Petitioner titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "8th Draw Alabama Mortgages"), to be recorded in the offices of the Judges of Probate for the counties of Shelby, Madison and Jefferson Counties, Alabama (the "8th Draw Probate Offices") and (ii) new mortgages, deeds of trust and security documents to mortgage, assign and convey to Petitioner additional real and personal property and fixtures located outside the State of Alabama (the "8th Draw Security Documents"; the Original Security Documents, the security documents under the May 2018 Supplemental Order, the June 2018 Second Supplemental Order, the August 2018 Third Supplemental Order, the September 2018 Fourth Supplemental Order, the October 2018 Fifth Supplemental Order, and the November 2018 Sixth Supplemental Order and the 8th Draw Security Documents, collectively, the "Security Documents").

10. That with respect to the Original Indebtedness, the 8th Draw Alabama Mortgages and 8th Draw Security Documents cover property and fixtures located both inside and outside of the State of Alabama.

11. That with respect to the Original Indebtedness, the total value of all property and fixtures, both inside and outside of the State of Alabama, described in and conveyed by the 8th Draw Alabama Mortgages and the 8th Draw Security Documents, as additional security for the Original Indebtedness is \$6,805,400.00.

12. That with respect to the Original Indebtedness, the value of the property and fixtures described in the 8th Draw Alabama Mortgages located within the State of Alabama is \$1,706,000.00, or 25.07% of the total value of all of all such property and fixtures, located both within and without the State of Alabama.

13. That the amount of the Original Indebtedness secured by the 8th Draw Alabama Mortgages allocable to the State of Alabama and upon which the Alabama mortgage filing privilege tax would be \$32,591,000.00.

14. That, based on the foregoing allocation, Alabama mortgage filing privilege tax in the amount of \$48,886.50 would be due under Section 40-22-2, CODE OF ALABAMA 1975, as amended, but that after applying credit for the Original Paid Mortgage Tax and the June 2018 Additional Tax, \$2,964.00 in additional tax will be due.

IT IS, THEREFORE, ORDERED that \$2,964.00 of mortgage filing privilege tax will be due upon the filing for record of the first Mortgage in the Jefferson County Probate Office, and thereafter allocated by the Judge of Probate of Jefferson County to the other Alabama counties in which the properties and fixtures covered by the Mortgage are located, in accordance with the percentages set forth in Exhibit A, any of the Alabama Counties.

DONE this 2nd day of January, 2019.

DEPARTMENT OF REVENUE

By: Joe Garrett Jr
Deputy Commissioner of Revenue

ATTEST:

Michael D. Hall
Secretary

[Signature]
Legal Division

EXHIBIT A
TO SEVENTH SUPPLEMENTAL TAX ORDER

County by County Values

<u>County</u>	<u>Value</u>	<u>Percentage</u>
Madison	\$1,286,000.00	75.38%
Jefferson	\$300,000.00	17.58%
Shelby	\$120,000.00	7.04%
Totals	\$1,706,000.00	100.00%

SCHEDULE 9
To Supplemental Tax Order

February 6, 2019 Tax Order
(Without Repetitive Exhibits)

BEFORE THE ALABAMA DEPARTMENT OF REVENUE

In re:	)	A Proceeding Authorized
	)	by Section 40-22-2(2) and (8),
	)	Code of Alabama 1975
ATHENE ANNUITY AND LIFE	)	
COMPANY, ATHENE ANNUITY	)	
& LIFE ASSURANCE COMPANY	)	
AND AMERICAN EQUITY	)	
INVESTMENT LIFE INSURANCE	)	
COMPANY	)	
	)	
	)	
Petitioner.	)	

EIGHTH SUPPLEMENTAL MORTGAGE TAX ORDER

Comes now ATHENE ANNUITY AND LIFE COMPANY, ATHENE ANNUITY & LIFE ASSURANCE COMPANY and AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY (collectively, the "Petitioner"), and asks the Department of Revenue to fix and determine the amount of mortgage privilege tax due pursuant to Section 40-22-2(2) and (8), Code of Alabama 1975, for the privilege of recording those certain mortgages titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "New Mortgages"), executed or to be executed by Conrex Residential Property Group 2016-03 Operating Company, LLC, a Delaware limited liability company ("Mortgagor").

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

1. That on March 6, 2018, this Department issued a Mortgage Tax Order (the "March 2018 Order"), a copy of which is attached hereto, marked as **Schedule 1**, which related to those certain instruments titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "Original Mortgages"), more particularly described in the March 2018 Order, and executed by the Mortgagor. The Original Mortgages were each recorded in the offices of the Judge of Probate for Morgan, Shelby, Madison, St. Clair, Blount and Jefferson Counties, Alabama (the "Original Probate Offices") and secured indebtedness in the maximum principal amount of \$130,000,000.00 (the "Original Indebtedness") as more particularly described in the March 2018 Order.

2. This Department determined pursuant to the March 2018 Order that (1) the Original Mortgages and certain various other mortgages, deeds of trust and security documents (collectively, the "Original Security Documents") executed by the Mortgagor, mortgaged, assigned and conveyed to the Petitioner, real and personal property and fixtures located inside and outside of the State of Alabama as security for the Original Indebtedness, (2) the value of the property and fixtures covered by the Original Security Documents and located inside of the State of Alabama was \$2,117,584.00, (3) that the value of all of the property and fixtures covered by

the Original Security Documents in all states (including the State of Alabama) was \$15,514,990.00, (4) the percentage of the property and fixtures covered by the Original Security Documents that was located inside of the State of Alabama was 13.65%, (5) the amount of the Original Indebtedness secured by the Original Mortgages and the other Original Security Documents and subject to the Alabama mortgage filing privilege tax was \$17,745,000.00; and (6) the Alabama mortgage filing privilege tax due on the Original Indebtedness secured by the Original Mortgages under Section 40-22-2, CODE OF ALABAMA 1975, as amended, upon the filing for record of the Original Mortgages in Alabama was \$26,617.50 (the "Original Paid Mortgage Tax"). Recording tax was collected on the entire maximum principal amount of \$130,000,000.00, even though only a part of the Original Indebtedness was initially drawn therefrom.

3. On or about May 23, 2018, this Department issued a Supplemental Mortgage Tax Order (the "May 2018 Supplemental Order"), a copy of which is attached hereto, marked as Schedule 2, in connection with a second advance under the Loan and additional mortgages being executed as additional security for the Loan, and recorded in the counties of Shelby, Morgan, Madison and Jefferson, Alabama. Under the May 2018 Supplemental Order, the Department found that no additional mortgage tax would be due upon recording of such new mortgages.

4. On or about June 14, 2018, this Department issued a Second Supplemental Mortgage Tax Order (the "June 2018 Second Supplemental Order"), a copy of which is attached hereto, marked as Schedule 3, in connection with a third advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "June 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, St. Clair, Madison and Jefferson, Alabama (the "3rd Draw Probate Offices"). Under the June 2018 Second Supplemental Order, the Department found that the mortgaged properties to be mortgaged to secure the third advance represented 23.55% of the values of all collateral pledged in connection with the third advance, resulting in \$45,922.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Paid Mortgage Tax, \$19,305.00 mortgage filing privilege tax would be required to be collected (the "June 2018 Additional Tax") to record the June 2018 Additional Mortgages in the 3rd Draw Probate Offices. The June 2018 Additional Mortgages were recorded in the 3rd Draw Probate Offices and the June 2018 Additional Tax was paid.

5. On or about August 9, 2018, this Department issued a Third Supplemental Mortgage Tax Order (the "August 2018 Third Supplemental Order"), a copy of which is attached hereto, marked as Schedule 4 (but without duplicative exhibits), in connection with a fourth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "August 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Limestone, St. Clair, Madison and Jefferson, Alabama (the "4th Draw Probate Offices"). Under the August 2018 Third Supplemental Order, this Department found that that no additional mortgage tax would be due upon recording of such August 2018 Additional Mortgages.

6. On or about September 19, 2018, this Department issued a Fourth Supplemental Mortgage Tax Order (the "September 2018 Fourth Supplemental Order"), a copy of which is

attached hereto, marked as **Schedule 5** (but without duplicative exhibits), in connection with a fifth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "September 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Limestone, Madison, St. Clair and Jefferson, Alabama (the "5th Draw Probate Offices"). Under the September 2018 Fourth Supplemental Order, this Department again found that that no additional mortgage tax would be due upon recording of such new mortgages.

7. On or about October 23, 2018, this Department issued a Fifth Supplemental Mortgage Tax Order (the "October 2018 Fifth Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 6** (but without duplicative exhibits), in connection with a sixth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "October 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Madison and Jefferson, Alabama (the "6th Draw Probate Offices"). Under the October 2018 Fifth Supplemental Order, this Department again found that that no additional mortgage tax would be due upon recording of such new mortgages.

8. On or about November 20, 2018, this Department issued a Sixth Supplemental Mortgage Tax Order (the "November 2018 Sixth Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 7** (but without duplicative exhibits), in connection with a seventh advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "November 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, Madison, Jefferson, Blount and St. Clair, Alabama (the "7th Draw Probate Offices"). Under the November 2018 Sixth Supplemental Order, this Department again found that no additional mortgage tax would be due upon recording of such new mortgages.

9. On or about January 2, 2019, this Department issued a Seventh Supplemental Mortgage Tax Order (the "January 2019 Seventh Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 8** (but without duplicative exhibits), in connection with an eighth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "January 2019 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, Madison and Jefferson, Alabama (the "8th Draw Probate Offices"). Under the January 2019 Seventh Supplemental Order, this Department found that the mortgaged properties to be mortgaged to secure the eighth advance represented 25.07% of the values of all collateral pledged in connection with the eighth advance, resulting in \$48,886.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Tax and the June 2018 Additional Tax, an additional tax of \$2,964.00 (the "January 2019 Additional Tax") was due to record the January 2019 Additional Mortgages in the 8th Draw Probate Offices. The January 2019 Additional Mortgages were recorded in the 8th Draw Probate Offices and the January 2019 Additional Tax was paid.

10. That the Mortgagor has made a ninth draw for additional funds from the Original Indebtedness and in order to provide additional security for the Original Indebtedness, has executed or will execute (i) new mortgages in favor of Petitioner titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "9th Draw Alabama

Mortgages”), to be recorded in the offices of the Judges of Probate for the counties of Shelby, Madison, Autauga, Elmore, Limestone, Montgomery and Jefferson, Alabama (the “9th Draw Probate Offices”) and (ii) new mortgages, deeds of trust and security documents to mortgage, assign and convey to Petitioner additional real and personal property and fixtures located outside the State of Alabama (the “9th Draw Security Documents”; the Original Security Documents, the security documents under the May 2018 Supplemental Order, the June 2018 Second Supplemental Order, the August 2018 Third Supplemental Order, the September 2018 Fourth Supplemental Order, the October 2018 Fifth Supplemental Order, the November 2018 Sixth Supplemental Order, the January 2019 Seventh Supplemental Order and the 9th Draw Security Documents, collectively, the “Security Documents”).

10. That with respect to the Original Indebtedness, the 9th Draw Alabama Mortgages and 9th Draw Security Documents cover property and fixtures located both inside and outside of the State of Alabama.

11. That with respect to the Original Indebtedness, the total value of all property and fixtures, both inside and outside of the State of Alabama, described in and conveyed by the 9th Draw Alabama Mortgages and the 9th Draw Security Documents, as additional security for the Original Indebtedness is \$8,555,200.00.

12. That with respect to the Original Indebtedness, the value of the property and fixtures described in the 9th Draw Alabama Mortgages located within the State of Alabama is \$2,262,701.00, or 26.45% of the total value of all of all such property and fixtures, located both within and without the State of Alabama.

13. That the amount of the Original Indebtedness secured by the 9th Draw Alabama Mortgages allocable to the State of Alabama and upon which the Alabama mortgage filing privilege tax would be \$34,385,000.00.

14. That, based on the foregoing allocation, Alabama mortgage filing privilege tax in the amount of \$51,577.50 would be due under Section 40-22-2, CODE OF ALABAMA 1975, as amended, but that after applying credit for the Original Paid Mortgage Tax, the June 2018 Additional Tax and the January 2019 Additional Tax, \$2,691.00 in additional tax will be due to be collected.

IT IS, THEREFORE, ORDERED that \$2,691.00 in additional tax will be due upon the filing for record of the first Mortgage in the Jefferson County Probate Office, and thereafter allocated by the Judge of Probate of Jefferson County to the other Alabama counties in which the properties and fixtures covered by the 9th Draw Mortgages are located, in accordance with the percentages set forth in Exhibit A.

DONE this 6th day of February, 2019.

DEPARTMENT OF REVENUE

By: Joe Garrett Jr
Deputy Commissioner of Revenue

ATTEST:

Michael D. Cullen
Secretary

[Signature]
Legal Division

EXHIBIT A
TO EIGHTH SUPPLEMENTAL TAX ORDER

County by County Values

<u>County</u>	<u>Value</u>	<u>Percentage</u>
Madison	\$184,186.00	8.14%
Jefferson	\$446,069.00	19.71%
Shelby	\$155,000.00	6.85%
Montgomery	\$1,221,886.00	54.00%
Autauga	\$80,000.00	3.54%
Elmore	\$65,600.00	2.90%
Limestone	\$110,000.00	4.86%
Totals	\$2,262,701.00	100.00%

SCHEDULE 10
To Supplemental Tax Order

March 20, 2019 Tax Order
(Without Repetitive Exhibits)

BEFORE THE ALABAMA DEPARTMENT OF REVENUE

In re:	)	A Proceeding Authorized
	)	by Section 40-22-2(2) and (8),
	)	Code of Alabama 1975
ATHENE ANNUITY AND LIFE	)	
COMPANY, ATHENE ANNUITY	)	
& LIFE ASSURANCE COMPANY	)	
AND AMERICAN EQUITY	)	
INVESTMENT LIFE INSURANCE	)	
COMPANY	)	
	)	
	)	
Petitioner.	)	

NINTH SUPPLEMENTAL MORTGAGE TAX ORDER

Comes now ATHENE ANNUITY AND LIFE COMPANY, ATHENE ANNUITY & LIFE ASSURANCE COMPANY and AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY (collectively, the "Petitioner"), and asks the Department of Revenue to fix and determine the amount of mortgage privilege tax due pursuant to Section 40-22-2(2) and (8), Code of Alabama 1975, for the privilege of recording those certain mortgages titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (hereinafter defined as the "10th Draw Alabama New Mortgages"), executed or to be executed by Conrex Residential Property Group 2016-03 Operating Company, LLC, a Delaware limited liability company ("Mortgagor").

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

1. That on March 6, 2018, this Department issued a Mortgage Tax Order (the "March 2018 Order"), a copy of which is attached hereto, marked as **Schedule 1**, which related to those certain instruments titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "Original Mortgages"), more particularly described in the March 2018 Order, and executed by the Mortgagor. The Original Mortgages were each recorded in the offices of the Judge of Probate for Morgan, Shelby, Madison, St. Clair, Blount and Jefferson Counties, Alabama (the "Original Probate Offices") and secured indebtedness in the maximum principal amount of \$130,000,000.00 (the "Original Indebtedness") as more particularly described in the March 2018 Order.

2. This Department determined pursuant to the March 2018 Order that (1) the Original Mortgages and certain various other mortgages, deeds of trust and security documents (collectively, the "Original Security Documents") executed by the Mortgagor, mortgaged, assigned and conveyed to the Petitioner, real and personal property and fixtures located inside and outside of the State of Alabama as security for the Original Indebtedness, (2) the value of the property and fixtures covered by the Original Security Documents and located inside of the State

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of Alabama was \$2,117,584.00, (3) that the value of all of the property and fixtures covered by the Original Security Documents in all states (including the State of Alabama) was \$15,514,990.00, (4) the percentage of the property and fixtures covered by the Original Security Documents that was located inside of the State of Alabama was 13.65%, (5) the amount of the Original Indebtedness secured by the Original Mortgages and the other Original Security Documents and subject to the Alabama mortgage filing privilege tax was \$17,745,000.00; and (6) the Alabama mortgage filing privilege tax due on the Original Indebtedness secured by the Original Mortgages under Section 40-22-2, CODE OF ALABAMA 1975, as amended, upon the filing for record of the Original Mortgages in Alabama was \$26,617.50 (the "Original Paid Mortgage Tax"). Recording tax was collected on the entire maximum principal amount of \$130,000,000.00, even though only a part of the Original Indebtedness was initially drawn therefrom.

3. On or about May 23, 2018, this Department issued a Supplemental Mortgage Tax Order (the "May 2018 Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 2**, in connection with a second advance under the Loan and additional mortgages being executed as additional security for the Loan, and recorded in the counties of Shelby, Morgan, Madison and Jefferson, Alabama. Under the May 2018 Supplemental Order, the Department found that no additional mortgage tax would be due upon recording of such new mortgages.

4. On or about June 14, 2018, this Department issued a Second Supplemental Mortgage Tax Order (the "June 2018 Second Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 3**, in connection with a third advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "June 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, St. Clair, Madison and Jefferson, Alabama (the "3rd Draw Probate Offices"). Under the June 2018 Second Supplemental Order, the Department found that the mortgaged properties to be mortgaged to secure the third advance represented 23.55% of the values of all collateral pledged in connection with the third advance, resulting in \$45,922.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Paid Mortgage Tax, \$19,305.00 mortgage filing privilege tax would be required to be collected (the "June 2018 Additional Tax") to record the June 2018 Additional Mortgages in the 3rd Draw Probate Offices. The June 2018 Additional Mortgages were recorded in the 3rd Draw Probate Offices and the June 2018 Additional Tax was paid.

5. On or about August 9, 2018, this Department issued a Third Supplemental Mortgage Tax Order (the "August 2018 Third Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 4** (but without duplicative exhibits), in connection with a fourth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "August 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Limestone, St. Clair, Madison and Jefferson, Alabama (the "4th Draw Probate Offices"). Under the August 2018 Third Supplemental Order, this Department found that that no additional mortgage tax would be due upon recording of such August 2018 Additional Mortgages.

6. On or about September 19, 2018, this Department issued a Fourth Supplemental Mortgage Tax Order (the "September 2018 Fourth Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 5** (but without duplicative exhibits), in connection with a fifth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "September 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Limestone, Madison, St. Clair and Jefferson, Alabama (the "5th Draw Probate Offices"). Under the September 2018 Fourth Supplemental Order, this Department again found that that no additional mortgage tax would be due upon recording of such new mortgages.

7. On or about October 23, 2018, this Department issued a Fifth Supplemental Mortgage Tax Order (the "October 2018 Fifth Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 6** (but without duplicative exhibits), in connection with a sixth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "October 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Madison and Jefferson, Alabama (the "6th Draw Probate Offices"). Under the October 2018 Fifth Supplemental Order, this Department again found that that no additional mortgage tax would be due upon recording of such new mortgages.

8. On or about November 20, 2018, this Department issued a Sixth Supplemental Mortgage Tax Order (the "November 2018 Sixth Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 7** (but without duplicative exhibits), in connection with a seventh advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "November 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, Madison, Jefferson, Blount and St. Clair, Alabama (the "7th Draw Probate Offices"). Under the November 2018 Sixth Supplemental Order, this Department again found that no additional mortgage tax would be due upon recording of such new mortgages.

9. On or about January 2, 2019, this Department issued a Seventh Supplemental Mortgage Tax Order (the "January 2019 Seventh Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 8** (but without duplicative exhibits), in connection with an eighth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "January 2019 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, Madison and Jefferson, Alabama (the "8th Draw Probate Offices"). Under the January 2019 Seventh Supplemental Order, this Department found that the mortgaged properties to be mortgaged to secure the eighth advance represented 25.07% of the values of all collateral pledged in connection with the eighth advance, resulting in \$48,886.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Tax and the June 2018 Additional Tax, an additional tax of \$2,964.00 (the "January 2019 Additional Tax") was due to record the January 2019 Additional Mortgages in the 8th Draw Probate Offices. The January 2019 Additional Mortgages were recorded in the 8th Draw Probate Offices and the January 2019 Additional Tax was paid.

10. On or about February 6, 2019, this Department issued an Eighth Supplemental Mortgage Tax Order (the "February 2019 Eighth Supplemental Order"), a copy of which is

attached hereto, marked as Schedule 9 (but without duplicative exhibits), in connection with a ninth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "February 2019 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, Madison, Jefferson, Autauga, Limestone, Elmore, and Montgomery, Alabama (the "9th Draw Probate Offices"). Under the February 2019 Eighth Supplemental Order, this Department found that the mortgaged properties to be mortgaged to secure the ninth advance represented 26.45% of the values of all collateral pledged in connection with the ninth advance, resulting in \$51,577.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Tax, the June 2018 Additional Tax, and the January 2019 Additional Tax, an additional tax of \$2,691.00 (the "February 2019 Additional Tax") was due to record the February 2019 Additional Mortgages in the 9th Draw Probate Offices. The February 2019 Additional Mortgages were recorded in the 9th Draw Probate Offices and the February 2019 Additional Tax was paid.

11. That the Mortgagor has made a tenth draw for additional funds from the Original Indebtedness and in order to provide additional security for the Original Indebtedness, has executed or will execute (i) new mortgages in favor of Petitioner titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "10th Draw Alabama Mortgages"), to be recorded in the offices of the Judges of Probate for the counties of Montgomery, Madison, Shelby, St. Clair, Tuscaloosa, Autauga, Jefferson, Limestone and Hale, Alabama (the "10th Draw Probate Offices") and (ii) new mortgages, deeds of trust and security documents to mortgage, assign and convey to Petitioner additional real and personal property and fixtures located outside the State of Alabama (the "10th Draw Security Documents"; the Original Security Documents, the security documents under the May 2018 Supplemental Order, the June 2018 Second Supplemental Order, the August 2018 Third Supplemental Order, the September 2018 Fourth Supplemental Order, the October 2018 Fifth Supplemental Order, the November 2018 Sixth Supplemental Order, the January 2019 Seventh Supplemental Order, the February 2019 Eighth Supplemental Order and the 10th Draw Security Documents, collectively, the "Security Documents").

12. That with respect to the Original Indebtedness, the 10th Draw Alabama Mortgages and 10th Draw Security Documents cover property and fixtures located both inside and outside of the State of Alabama.

13. That with respect to the Original Indebtedness, the total value of all property and fixtures, both inside and outside of the State of Alabama, described in and conveyed by the 10th Draw Alabama Mortgages and the 10th Draw Security Documents, as additional security for the Original Indebtedness is \$16,905,600.00.

14. That with respect to the Original Indebtedness, the value of the property and fixtures described in the 10th Draw Alabama Mortgages located within the State of Alabama is \$5,041,500.00, or 29.82% of the total value of all of all such property and fixtures, located both within and without the State of Alabama.

15. That the amount of the Original Indebtedness secured by the 10th Draw Alabama Mortgages allocable to the State of Alabama and upon which the Alabama mortgage filing privilege tax would be \$38,766,000.00.

16. That, based on the foregoing allocation, Alabama mortgage filing privilege tax in the amount of \$58,149.00 would be due under Section 40-22-2, CODE OF ALABAMA 1975, as amended, but that after applying credit for the Original Paid Mortgage Tax, the June 2018 Additional Tax, the January 2019 Additional Tax, and the February 2019 Additional Tax, \$6,571.50 in additional tax will be due to be collected.

IT IS, THEREFORE, ORDERED that \$6,571.50 in additional tax will be due upon the filing for record of the first Mortgage in the Jefferson County Probate Office, and thereafter allocated by the Judge of Probate of Jefferson County to the other Alabama counties in which the properties and fixtures covered by the 10th Draw Mortgages are located, in accordance with the percentages set forth in Exhibit A.

DONE this 20th day of March, 2019.

DEPARTMENT OF REVENUE

By: Joe Garrett Jr
Deputy Commissioner of Revenue

Michael D. Kelly
Secretary

[Signature]
Legal Division

EXHIBIT A
TO NINTH SUPPLEMENTAL TAX ORDER

County by County Values

<u>County</u>	<u>Value</u>	<u>Percentage</u>
Madison	\$362,000.00	7.18%
Jefferson	\$1,129,000.00	22.39%
Shelby	\$620,000.00	12.30%
Montgomery	\$1,255,000.00	24.89%
Autauga	\$253,500.00	5.03%
St. Clair	\$299,000.00	5.93%
Limestone	\$136,000.00	2.70%
Hale	\$140,000.00	2.78%
Tuscaloosa	\$847,000.00	16.80%
Totals	\$5,041,500.00	100.00%

SCHEDULE 11
To Supplemental Tax Order

April 30, 2019 Tax Order
(Without Repetitive Exhibits)

BEFORE THE ALABAMA DEPARTMENT OF REVENUE

In re:	)	A Proceeding Authorized
	)	by Section 40-22-2(2) and (8),
	)	Code of Alabama 1975
ATHENE ANNUITY AND LIFE	)	
COMPANY, ATHENE ANNUITY	)	
& LIFE ASSURANCE COMPANY	)	
AND AMERICAN EQUITY	)	
INVESTMENT LIFE INSURANCE	)	
COMPANY	)	
	)	
	)	
Petitioner.	)	

TENTH SUPPLEMENTAL MORTGAGE TAX ORDER

Comes now ATHENE ANNUITY AND LIFE COMPANY, ATHENE ANNUITY & LIFE ASSURANCE COMPANY and AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY (collectively, the "Petitioner"), and asks the Department of Revenue to fix and determine the amount of mortgage privilege tax due pursuant to Section 40-22-2(2) and (8), Code of Alabama 1975, for the privilege of recording those certain mortgages titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (hereinafter defined as the "11th Draw Alabama New Mortgages"), executed or to be executed by Conrex Residential Property Group 2016-03 Operating Company, LLC, a Delaware limited liability company ("Mortgagor").

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

1. That on March 6, 2018, this Department issued a Mortgage Tax Order (the "March 2018 Order"), a copy of which is attached hereto, marked as **Schedule 1**, which related to those certain instruments titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "Original Mortgages"), more particularly described in the March 2018 Order, and executed by the Mortgagor. The Original Mortgages were each recorded in the offices of the Judge of Probate for Morgan, Shelby, Madison, St. Clair, Blount and Jefferson Counties, Alabama (the "Original Probate Offices") and secured indebtedness in the maximum principal amount of \$130,000,000.00 (the "Original Indebtedness") as more particularly described in the March 2018 Order.

2. This Department determined pursuant to the March 2018 Order that (1) the Original Mortgages and certain various other mortgages, deeds of trust and security documents (collectively, the "Original Security Documents") executed by the Mortgagor, mortgaged, assigned and conveyed to the Petitioner, real and personal property and fixtures located inside and outside of the State of Alabama as security for the Original Indebtedness, (2) the value of the property and fixtures covered by the Original Security Documents and located inside of the State

of Alabama was \$2,117,584.00, (3) that the value of all of the property and fixtures covered by the Original Security Documents in all states (including the State of Alabama) was \$15,514,990.00, (4) the percentage of the property and fixtures covered by the Original Security Documents that was located inside of the State of Alabama was 13.65%, (5) the amount of the Original Indebtedness secured by the Original Mortgages and the other Original Security Documents and subject to the Alabama mortgage filing privilege tax was \$17,745,000.00; and (6) the Alabama mortgage filing privilege tax due on the Original Indebtedness secured by the Original Mortgages under Section 40-22-2, CODE OF ALABAMA 1975, as amended, upon the filing for record of the Original Mortgages in Alabama was \$26,617.50 (the "Original Paid Mortgage Tax"). Recording tax was collected on the entire maximum principal amount of \$130,000,000.00, even though only a part of the Original Indebtedness was initially drawn therefrom.

3. On or about May 23, 2018, this Department issued a Supplemental Mortgage Tax Order (the "May 2018 Supplemental Order"), a copy of which is attached hereto, marked as Schedule 2, in connection with a second advance under the Loan and additional mortgages being executed as additional security for the Loan, and recorded in the counties of Shelby, Morgan, Madison and Jefferson, Alabama. Under the May 2018 Supplemental Order, the Department found that no additional mortgage tax would be due upon recording of such new mortgages.

4. On or about June 14, 2018, this Department issued a Second Supplemental Mortgage Tax Order (the "June 2018 Second Supplemental Order"), a copy of which is attached hereto, marked as Schedule 3, in connection with a third advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "June 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, St. Clair, Madison and Jefferson, Alabama (the "3rd Draw Probate Offices"). Under the June 2018 Second Supplemental Order, the Department found that the mortgaged properties to be mortgaged to secure the third advance represented 23.55% of the values of all collateral pledged in connection with the third advance, resulting in \$45,922.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Paid Mortgage Tax, \$19,305.00 mortgage filing privilege tax would be required to be collected (the "June 2018 Additional Tax") to record the June 2018 Additional Mortgages in the 3rd Draw Probate Offices. The June 2018 Additional Mortgages were recorded in the 3rd Draw Probate Offices and the June 2018 Additional Tax was paid.

5. On or about August 9, 2018, this Department issued a Third Supplemental Mortgage Tax Order (the "August 2018 Third Supplemental Order"), a copy of which is attached hereto, marked as Schedule 4 (but without duplicative exhibits), in connection with a fourth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "August 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Limestone, St. Clair, Madison and Jefferson, Alabama (the "4th Draw Probate Offices"). Under the August 2018 Third Supplemental Order, this Department found that that no additional mortgage tax would be due upon recording of such August 2018 Additional Mortgages.

6. On or about September 19, 2018, this Department issued a Fourth Supplemental Mortgage Tax Order (the "September 2018 Fourth Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 5** (but without duplicative exhibits), in connection with a fifth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "September 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Limestone, Madison, St. Clair and Jefferson, Alabama (the "5th Draw Probate Offices"). Under the September 2018 Fourth Supplemental Order, this Department again found that that no additional mortgage tax would be due upon recording of such new mortgages.

7. On or about October 23, 2018, this Department issued a Fifth Supplemental Mortgage Tax Order (the "October 2018 Fifth Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 6** (but without duplicative exhibits), in connection with a sixth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "October 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Madison and Jefferson, Alabama (the "6th Draw Probate Offices"). Under the October 2018 Fifth Supplemental Order, this Department again found that that no additional mortgage tax would be due upon recording of such new mortgages.

8. On or about November 20, 2018, this Department issued a Sixth Supplemental Mortgage Tax Order (the "November 2018 Sixth Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 7** (but without duplicative exhibits), in connection with a seventh advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "November 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, Madison, Jefferson, Blount and St. Clair, Alabama (the "7th Draw Probate Offices"). Under the November 2018 Sixth Supplemental Order, this Department again found that no additional mortgage tax would be due upon recording of such new mortgages.

9. On or about January 2, 2019, this Department issued a Seventh Supplemental Mortgage Tax Order (the "January 2019 Seventh Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 8** (but without duplicative exhibits), in connection with an eighth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "January 2019 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, Madison and Jefferson, Alabama (the "8th Draw Probate Offices"). Under the January 2019 Seventh Supplemental Order, this Department found that the mortgaged properties to be mortgaged to secure the eighth advance represented 25.07% of the values of all collateral pledged in connection with the eighth advance, resulting in \$48,886.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Tax and the June 2018 Additional Tax, an additional tax of \$2,964.00 (the "January 2019 Additional Tax") was due to record the January 2019 Additional Mortgages in the 8th Draw Probate Offices. The January 2019 Additional Mortgages were recorded in the 8th Draw Probate Offices and the January 2019 Additional Tax was paid.

10. On or about February 6, 2019, this Department issued an Eighth Supplemental Mortgage Tax Order (the "February 2019 Eighth Supplemental Order"), a copy of which is

attached hereto, marked as Schedule 9 (but without duplicative exhibits), in connection with a ninth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "February 2019 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, Madison, Jefferson, Autauga, Limestone, Elmore, and Montgomery, Alabama (the "9th Draw Probate Offices"). Under the February 2019 Eighth Supplemental Order, this Department found that the mortgaged properties to be mortgaged to secure the ninth advance represented 26.45% of the values of all collateral pledged in connection with the ninth advance, resulting in \$51,577.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Tax, the June 2018 Additional Tax, and the January 2019 Additional Tax, an additional tax of \$2,691.00 (the "February 2019 Additional Tax") was due to record the February 2019 Additional Mortgages in the 9th Draw Probate Offices. The February 2019 Additional Mortgages were recorded in the 9th Draw Probate Offices and the February 2019 Additional Tax was paid.

11. On or about March 20, 2019, this Department issued a Ninth Supplemental Mortgage Tax Order (the "March 2019 Ninth Supplemental Order"), a copy of which is attached hereto, marked as Schedule 10 (but without duplicative exhibits), in connection with a tenth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "March 2019 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, Madison, Jefferson, Autauga, St. Clair, Limestone, Hale, Tuscaloosa and Montgomery, Alabama (the "10th Draw Probate Offices"). Under the March 2019 Ninth Supplemental Order, this Department found that the mortgaged properties to be mortgaged to secure the tenth advance represented 29.82% of the values of all collateral pledged in connection with the tenth advance, resulting in \$58,149.00 of mortgage filing privilege tax being due; but that after applying credit for the Original Tax, the June 2018 Additional Tax, the January 2019 Additional Tax and the February 2019 Additional Tax, \$6,571.50 (the "March 2019 Additional Tax") was due to record the March 2019 Additional Mortgages in the 10th Draw Probate Offices. The March 2019 Additional Mortgages were recorded in the 10th Draw Probate Offices and the March 2019 Additional Tax was paid.

12. That the Mortgagor has made an eleventh draw for additional funds from the Original Indebtedness and in order to provide additional security for the Original Indebtedness, has executed or will execute (i) new mortgages in favor of Petitioner titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "11th Draw Alabama Mortgages"), to be recorded in the offices of the Judges of Probate for the counties of Jefferson, Madison, Shelby, Elmore, St. Clair, Montgomery, Morgan, Autauga and Tuscaloosa, Alabama (the "11th Draw Probate Offices") and (ii) new mortgages, deeds of trust and security documents to mortgage, assign and convey to Petitioner additional real and personal property and fixtures located outside the State of Alabama (the "11th Draw Security Documents"; the Original Security Documents, the security documents under the May 2018 Supplemental Order, the June 2018 Second Supplemental Order, the August 2018 Third Supplemental Order, the September 2018 Fourth Supplemental Order, the October 2018 Fifth Supplemental Order, the November 2018 Sixth Supplemental Order, the January 2019 Seventh Supplemental Order, the February 2019 Eighth Supplemental Order, the March 2019 Ninth Supplemental Order and the 11th Draw Security Documents, collectively, the "Security Documents").

13. That with respect to the Original Indebtedness, the 11th Draw Alabama Mortgages and 11th Draw Security Documents cover property and fixtures located both inside and outside of the State of Alabama.

14. That with respect to the Original Indebtedness, the total value of all property and fixtures, both inside and outside of the State of Alabama, described in and conveyed by the 11th Draw Alabama Mortgages and the 11th Draw Security Documents, as additional security for the Original Indebtedness is \$14,198,700.00.

15. That with respect to the Original Indebtedness, the value of the property and fixtures described in the 11th Draw Alabama Mortgages located within the State of Alabama is \$3,533,400.00, or 24.89% of the total value of all of all such property and fixtures, located both within and without the State of Alabama.

16. That the amount of the Original Indebtedness secured by the 11th Draw Alabama Mortgages allocable to the State of Alabama and upon which the Alabama mortgage filing privilege tax would be \$32,357,000.00.

17. That, based on the foregoing allocation, Alabama mortgage filing privilege tax in the amount of \$48,535.50 would be due under Section 40-22-2, CODE OF ALABAMA 1975, as amended, but that after applying credit for the Original Paid Mortgage Tax, the June 2018 Additional Tax, the January 2019 Additional Tax, the February 2019 Additional Tax and the March 2019 Additional Tax, no additional tax will be due to be collected.

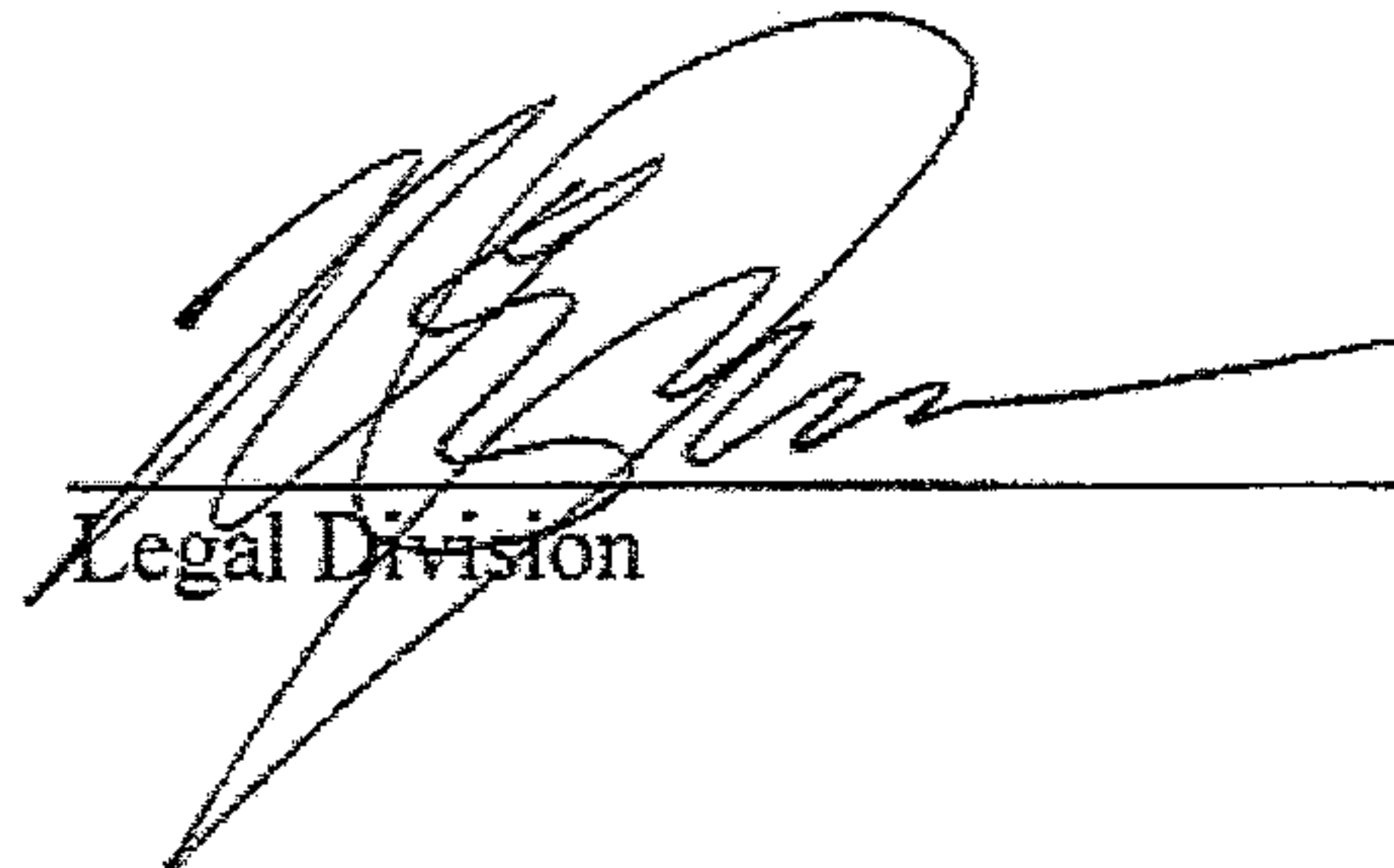
IT IS, THEREFORE, ORDERED that no additional tax will be due upon the filing for record of the 11th Draw Mortgages in the respective Probate Offices.

DONE this 30th day of April, 2019.

DEPARTMENT OF REVENUE


Deputy/Commissioner of Revenue


Secretary


Legal Division

SCHEDULE 12
To Supplemental Tax Order

June 4, 2019 Tax Order
(Without Repetitive Exhibits)

BEFORE THE ALABAMA DEPARTMENT OF REVENUE

In re:	)	A Proceeding Authorized
	)	by Section 40-22-2(2) and (8),
	)	Code of Alabama 1975
ATHENE ANNUITY AND LIFE	)	
COMPANY, ATHENE ANNUITY	)	
& LIFE ASSURANCE COMPANY	)	
AND AMERICAN EQUITY	)	
INVESTMENT LIFE INSURANCE	)	
COMPANY	)	
	)	
	)	
Petitioner.	)	

ELEVENTH SUPPLEMENTAL MORTGAGE TAX ORDER

Comes now ATHENE ANNUITY AND LIFE COMPANY, ATHENE ANNUITY & LIFE ASSURANCE COMPANY and AMERICAN EQUITY INVESTMENT LIFE INSURANCE COMPANY (collectively, the "Petitioner"), and asks the Department of Revenue to fix and determine the amount of mortgage privilege tax due pursuant to Section 40-22-2(2) and (8), Code of Alabama 1975, for the privilege of recording those certain mortgages titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing executed or to be executed by Conrex Residential Property Group 2016-03 Operating Company, LLC, a Delaware limited liability company ("Mortgagor").

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

1. That on March 6, 2018, this Department issued a Mortgage Tax Order (the "March 2018 Order"), a copy of which is attached hereto, marked as **Schedule 1**, which related to those certain instruments titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "Original Mortgages"), more particularly described in the March 2018 Order, and executed by the Mortgagor. The Original Mortgages were each recorded in the offices of the Judge of Probate for Morgan, Shelby, Madison, St. Clair, Blount and Jefferson Counties, Alabama (the "Original Probate Offices") and secured indebtedness in the maximum principal amount of \$130,000,000.00 (the "Original Indebtedness") as more particularly described in the March 2018 Order.

2. This Department determined pursuant to the March 2018 Order that (1) the Original Mortgages and certain various other mortgages, deeds of trust and security documents (collectively, the "Original Security Documents") executed by the Mortgagor, mortgaged, assigned and conveyed to the Petitioner, real and personal property and fixtures located inside and outside of the State of Alabama as security for the Original Indebtedness, (2) the value of the property and fixtures covered by the Original Security Documents and located inside of the State of Alabama was \$2,117,584.00, (3) that the value of all of the property and fixtures covered by

the Original Security Documents in all states (including the State of Alabama) was \$15,514,990.00, (4) the percentage of the property and fixtures covered by the Original Security Documents that was located inside of the State of Alabama was 13.65%, (5) the amount of the Original Indebtedness secured by the Original Mortgages and the other Original Security Documents and subject to the Alabama mortgage filing privilege tax was \$17,745,000.00; and (6) the Alabama mortgage filing privilege tax due on the Original Indebtedness secured by the Original Mortgages under Section 40-22-2, CODE OF ALABAMA 1975, as amended, upon the filing for record of the Original Mortgages in Alabama was \$26,617.50 (the "Original Paid Mortgage Tax"). Recording tax was collected on the entire maximum principal amount of \$130,000,000.00, even though only a part of the Original Indebtedness was initially drawn therefrom.

3. On or about May 23, 2018, this Department issued a Supplemental Mortgage Tax Order (the "May 2018 Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 2**, in connection with a second advance under the Loan and additional mortgages being executed as additional security for the Loan, and recorded in the counties of Shelby, Morgan, Madison and Jefferson, Alabama. Under the May 2018 Supplemental Order, the Department found that no additional mortgage tax would be due upon recording of such new mortgages.

4. On or about June 14, 2018, this Department issued a Second Supplemental Mortgage Tax Order (the "June 2018 Second Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 3**, in connection with a third advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "June 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, St. Clair, Madison and Jefferson, Alabama (the "3rd Draw Probate Offices"). Under the June 2018 Second Supplemental Order, the Department found that the mortgaged properties to be mortgaged to secure the third advance represented 23.55% of the values of all collateral pledged in connection with the third advance, resulting in \$45,922.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Paid Mortgage Tax, \$19,305.00 mortgage filing privilege tax would be required to be collected (the "June 2018 Additional Tax") to record the June 2018 Additional Mortgages in the 3rd Draw Probate Offices. The June 2018 Additional Mortgages were recorded in the 3rd Draw Probate Offices and the June 2018 Additional Tax was paid.

5. On or about August 9, 2018, this Department issued a Third Supplemental Mortgage Tax Order (the "August 2018 Third Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 4** (but without duplicative exhibits), in connection with a fourth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "August 2018 Additional Mortgages"), to be recorded in the probate offices in the counties of Limestone, St. Clair, Madison and Jefferson, Alabama (the "4th Draw Probate Offices"). Under the August 2018 Third Supplemental Order, this Department found that that no additional mortgage tax would be due upon recording of such August 2018 Additional Mortgages.

6. On or about September 19, 2018, this Department issued a Fourth Supplemental Mortgage Tax Order (the "September 2018 Fourth Supplemental Order"), a copy of which is

attached hereto, marked as **Schedule 5** (but without duplicative exhibits), in connection with a fifth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "**September 2018 Additional Mortgages**"), to be recorded in the probate offices in the counties of Limestone, Madison, St. Clair and Jefferson, Alabama (the "**5th Draw Probate Offices**"). Under the September 2018 Fourth Supplemental Order, this Department again found that that no additional mortgage tax would be due upon recording of such new mortgages.

7. On or about October 23, 2018, this Department issued a Fifth Supplemental Mortgage Tax Order (the "**October 2018 Fifth Supplemental Order**"), a copy of which is attached hereto, marked as **Schedule 6** (but without duplicative exhibits), in connection with a sixth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "**October 2018 Additional Mortgages**"), to be recorded in the probate offices in the counties of Madison and Jefferson, Alabama (the "**6th Draw Probate Offices**"). Under the October 2018 Fifth Supplemental Order, this Department again found that that no additional mortgage tax would be due upon recording of such new mortgages.

8. On or about November 20, 2018, this Department issued a Sixth Supplemental Mortgage Tax Order (the "**November 2018 Sixth Supplemental Order**"), a copy of which is attached hereto, marked as **Schedule 7** (but without duplicative exhibits), in connection with a seventh advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "**November 2018 Additional Mortgages**"), to be recorded in the probate offices in the counties of Shelby, Madison, Jefferson, Blount and St. Clair, Alabama (the "**7th Draw Probate Offices**"). Under the November 2018 Sixth Supplemental Order, this Department again found that no additional mortgage tax would be due upon recording of such new mortgages.

9. On or about January 2, 2019, this Department issued a Seventh Supplemental Mortgage Tax Order (the "**January 2019 Seventh Supplemental Order**"), a copy of which is attached hereto, marked as **Schedule 8** (but without duplicative exhibits), in connection with an eighth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "**January 2019 Additional Mortgages**"), to be recorded in the probate offices in the counties of Shelby, Madison and Jefferson, Alabama (the "**8th Draw Probate Offices**"). Under the January 2019 Seventh Supplemental Order, this Department found that the mortgaged properties to be mortgaged to secure the eighth advance represented 25.07% of the values of all collateral pledged in connection with the eighth advance, resulting in \$48,886.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Tax and the June 2018 Additional Tax, an additional tax of \$2,964.00 (the "**January 2019 Additional Tax**") was due to record the January 2019 Additional Mortgages in the 8th Draw Probate Offices. The January 2019 Additional Mortgages were recorded in the 8th Draw Probate Offices and the January 2019 Additional Tax was paid.

10. On or about February 6, 2019, this Department issued an Eighth Supplemental Mortgage Tax Order (the "**February 2019 Eighth Supplemental Order**"), a copy of which is attached hereto, marked as **Schedule 9** (but without duplicative exhibits), in connection with a ninth advance under the Loan wherein additional mortgages were being executed to provide

additional security for the Loan (the "February 2019 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, Madison, Jefferson, Autauga, Limestone, Elmore, and Montgomery, Alabama (the "9th Draw Probate Offices"). Under the February 2019 Eighth Supplemental Order, this Department found that the mortgaged properties to be mortgaged to secure the ninth advance represented 26.45% of the values of all collateral pledged in connection with the ninth advance, resulting in \$51,577.50 of mortgage filing privilege tax being due; but that after applying credit for the Original Tax, the June 2018 Additional Tax, and the January 2019 Additional Tax, an additional tax of \$2,691.00 (the "February 2019 Additional Tax") was due to record the February 2019 Additional Mortgages in the 9th Draw Probate Offices. The February 2019 Additional Mortgages were recorded in the 9th Draw Probate Offices and the February 2019 Additional Tax was paid.

11. On or about March 20, 2019, this Department issued a Ninth Supplemental Mortgage Tax Order (the "March 2019 Ninth Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 10** (but without duplicative exhibits), in connection with a tenth advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "March 2019 Additional Mortgages"), to be recorded in the probate offices in the counties of Shelby, Madison, Jefferson, Autauga, St. Clair, Limestone, Hale, Tuscaloosa and Montgomery, Alabama (the "10th Draw Probate Offices"). Under the March 2019 Ninth Supplemental Order, this Department found that the mortgaged properties to be mortgaged to secure the tenth advance represented 29.82% of the values of all collateral pledged in connection with the tenth advance, resulting in \$58,149.00 of mortgage filing privilege tax being due; but that after applying credit for the Original Tax, the June 2018 Additional Tax, the January 2019 Additional Tax and the February 2019 Additional Tax, \$6,571.50 (the "March 2019 Additional Tax") was due to record the March 2019 Additional Mortgages in the 10th Draw Probate Offices. The March 2019 Additional Mortgages were recorded in the 10th Draw Probate Offices and the March 2019 Additional Tax was paid.

12. On or about April 30, 2019, this Department issued a Tenth Supplemental Mortgage Tax Order (the "April 2019 Tenth Supplemental Order"), a copy of which is attached hereto, marked as **Schedule 11** (but without duplicative exhibits), in connection with an eleventh advance under the Loan wherein additional mortgages were being executed to provide additional security for the Loan (the "April 2019 Additional Mortgages"), to be recorded in the probate offices in the counties of Jefferson, Madison, Shelby, Elmore, St. Clair, Montgomery, Morgan, Autauga and Tuscaloosa, Alabama (the "11th Draw Probate Offices"). Under the April 2019 Tenth Supplemental Order, the Department found that no additional mortgage tax would be due upon recording of such new mortgages.

13. That the Mortgagor has made a twelfth draw for additional funds from the Original Indebtedness and in order to provide additional security for the Original Indebtedness, has executed or will execute (i) new mortgages in favor of Petitioner titled Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (collectively, the "12th Draw Alabama Mortgages"), to be recorded in the offices of the Judges of Probate for the counties of Jefferson, Madison, Shelby, St. Clair, Montgomery, Autauga and Tuscaloosa, Alabama (the "12th Draw Probate Offices") and (ii) new mortgages, deeds of trust and security documents to mortgage, assign and convey to Petitioner additional real and personal property

and fixtures located outside the State of Alabama (the "12th Draw Security Documents"; the Original Security Documents, the security documents under the May 2018 Supplemental Order, the June 2018 Second Supplemental Order, the August 2018 Third Supplemental Order, the September 2018 Fourth Supplemental Order, the October 2018 Fifth Supplemental Order, the November 2018 Sixth Supplemental Order, the January 2019 Seventh Supplemental Order, the February 2019 Eighth Supplemental Order, the March 2019 Ninth Supplemental Order, the April 2019 Tenth Supplemental Order and the 12th Draw Security Documents, collectively, the "Security Documents").

14. That with respect to the Original Indebtedness, the 12th Draw Alabama Mortgages and 12th Draw Security Documents cover property and fixtures located both inside and outside of the State of Alabama.

15. That with respect to the Original Indebtedness, the total value of all property and fixtures, both inside and outside of the State of Alabama, described in and conveyed by the 12th Draw Alabama Mortgages and the 12th Draw Security Documents, as additional security for the Original Indebtedness is \$9,492,600.00.

16. That with respect to the Original Indebtedness, the value of the property and fixtures described in the 12th Draw Alabama Mortgages located within the State of Alabama is \$3,131,900.00, or 32.99% of the total value of all of all such property and fixtures, located both within and without the State of Alabama.

17. That the amount of the Original Indebtedness secured by the 12th Draw Alabama Mortgages allocable to the State of Alabama and upon which the Alabama mortgage filing privilege tax would be \$42,887,000.00.

18. That, based on the foregoing allocation, Alabama mortgage filing privilege tax in the amount of \$64,330.50 would be due under Section 40-22-2, CODE OF ALABAMA 1975, as amended, but that after applying credit for the Original Paid Mortgage Tax, the June 2018 Additional Tax, the January 2019 Additional Tax, the February 2019 Additional Tax and the March 2019 Additional Tax, \$6,181.50 in additional tax will be due upon the filing for record of the first 12th Draw Mortgage in the Jefferson County Probate Office, and thereafter allocated by the Judge of Probate of Jefferson County to the other Alabama counties in which the properties and fixtures covered by the 12th Draw Alabama Mortgages are located, in accordance with the percentages set forth in Exhibit A.

IT IS, THEREFORE, ORDERED THAT \$6,181.50 in additional tax will be due upon the filing for record of the first 12th Draw Alabama Mortgage in the Jefferson County Probate Office, and thereafter allocated by the Judge of Probate of Jefferson County to the other Alabama counties in which the properties and fixtures covered by the 12th Draw Alabama Mortgages are located, in accordance with the percentages set forth in Exhibit A.

DONE this 4th day of June, 2019.

DEPARTMENT OF REVENUE

By: Joe Barrett Jr
Deputy Commissioner of Revenue

ATTEST:

Michael D. Kelly
Secretary

[Signature]
Legal Division

EXHIBIT A
TO ORDER

County by County Values

Madison	\$657,000.00	20.98%
Jefferson	\$1,176,000.00	37.55%
Shelby	\$200,000.00	6.39%
Montgomery	\$457,900.00	14.62%
Autauga	\$95,000.00	3.03%
St. Clair	\$130,000.00	4.15%
Tuscaloosa	\$416,000.00	13.28%
Totals	\$3,131,900.00	100.00%



Filed and Recorded
Official Public Records
Judge of Probate, Shelby County Alabama, County
Clerk
Shelby County, AL
09/05/2019 08:33:49 AM
\$246.00 CHARITY
20190905000326410

Allen S. Bayl