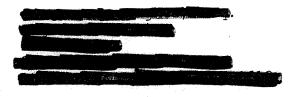


Bepartment of Rebenue State of Georgia 410 Trinity-Washington Building Atlanta, Georgia 30334 (404) 656-4015

T. Jerry Jackson Commissioner

September 23, 1998



RE:

Commissioner's determination pursuant to O.C.G.A. § 48-6-71 regarding third deed to secure debt and security agreement by and between grantor, and grantee, dated as of September 1, 1998.

Dear Marie

In reply to your request pursuant to O.C.G.A. § 48-6-71 with respect to the application of the Georgia intangible recording tax imposed by O.C.G.A. § 48-6-61, it is my determination, based on the information presented in your letter dated September 23, 1998, along with the accompanying documents, that:

Upon presentation of the deed to secure debt referenced above, no intangible recording tax will be due. Pages two and three of the deed to secure debt recite the character of the indebtedness secured, none of which is a "note payable," that is, an unconditional written promise to pay a sum certain on a date certain or on demand. As the intangible recording tax is due only on those instruments which secure a note payable, the tax is not due on the referenced instrument.

ry truly yours,

Jerry Jackson