

UNIFORM COMMERCIAL CODE
FINANCING STATEMENT CHANGE
UCC-3 AMENDMENT
(Non-Standard)

RETURN TO: Janet E. Newbould
Donohoe, Jameson & Carroll, P.C.
3400 Renaissance Tower
1201 Elm Street
Dallas, Texas 75270

Inst 4 1998-33316

08/31/1998-33316
12:00 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
HCD 15.00

For Filing Officer

Date: _____

Time: _____

Number: _____

Filing Officer: _____

[Official Stamp]

File with the Real Property Records of Shelby County, Alabama

1. Debtor: Name and Mailing Address:

Pinnacle Towers Inc.
1549 Ringling Blvd.
Third Floor
Sarasota, Florida 34236

Taxpayer Identification No.: 

2. Secured Party: Name and Mailing Address:

NATIONSBANK OF TEXAS, N.A.
901 Main Street, 64th Floor
Dallas, Texas 75202

3. This statement refers to Original Financing Statement 1996-40247, filed with the Real Property Records of Shelby County, Alabama on December 6, 1996.

4. AMENDMENT: The Secured Party is hereby amended to read as follows:

NATIONSBANK, N.A.,
as Administrative Lender for the Lenders from time to time party
to that certain Third Amended and Restated Credit Agreement
dated May 29, 1998, among Pinnacle Towers Inc., as Borrower,
certain Lenders (and their Affiliates) and NationsBank, N.A., as
Administrative Lender, as such Third Amended and Restated
Credit Agreement may be amended, waived, supplemented,
modified, and/or restated from time to time.

DEBTOR:

PINNACLE TOWERS INC.

By: 

Name: Steven R. Day

Title: Vice President

SECURED PARTY:

NATIONSBANK, N.A.,
INDIVIDUALLY AND AS ADMINISTRATIVE LENDER

By: Roselyn M. Reid

Name: Roselyn M. Reid

Title: Vice President

Schedule B

EXHIBIT B
TO
LEASEHOLD MORTGAGE, ASSIGNMENT, SECURITY AGREEMENT
AND FINANCING STATEMENT

LEGAL DESCRIPTION

A tract of land situated in the Northeast 1/4 of the Northwest 1/4 of Section 23, Township 17 South, Range 1 East, Shelby County, Alabama, being more particularly described as follows:

Begin at the Southeast corner of the Northeast 1/4 of the Northwest 1/4 of Section 23, Township 17 South, Range 1 East, Shelby County, Alabama, and run in a northerly direction along the East line of said 1/4-1/4 section a distance of 200.00 feet to a point; thence turn an interior angle of 88 degrees 53 minutes and run to the left in a westerly direction a distance of 200.00 feet to a point; thence turn an interior angle of 91 degrees 03 minutes and run to the left in a southerly direction a distance of 200.00 feet to a point on the south line of the Northeast 1/4 of the Northwest 1/4 of Section 23; thence turn an interior angle of 88 degrees 53 minutes and run to the left in an easterly direction along the south line of said 1/4-1/4 section a distance of 200 feet to the point of beginning.

Together with a non-exclusive right-of-way of ingress and egress as set out in that deed recorded in Instrument #1993-20132.

Inst # 1998-33916
08/31/1998-33916
12:00 PM CERTIFIED
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Inst # 1996-40247

12/06/1996-40247
01:38 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 HCD 18.00