

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS (front and back) CAREFULLY

A. NAME & PHONE OF CONTACT AT FILER [optional]
B. SEND ACKNOWLEDGMENT TO: (Name and Address)
Wendy Li Donohoe, Jameson & Carroll, P.C. 3400 Renaissance Tower 1201 Elm Street Dallas, Texas 75270

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

Inst # 2001-32326
08/03/2001-32326
10:04 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
004 MSB 18.00

1a. INITIAL FINANCING STATEMENT FILE # 1996-40250	1b. This FINANCING STATEMENT AMENDMENT is to be filed [for record] (or recorded) in the REAL ESTATE RECORDS. <input checked="" type="checkbox"/>
2. <input type="checkbox"/> TERMINATION: Effectiveness of the Financing Statement identified above is terminated with respect to security interest(s) of the Secured Party authorizing this Termination Statement.	
3. <input checked="" type="checkbox"/> CONTINUATION: Effectiveness of the Financing Statement identified above with respect to security interest(s) of the Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law.	
4. <input type="checkbox"/> ASSIGNMENT (full or partial): Give name of assignee in item 7a or 7b and address of assignee in item 7c; and also give name of assignor in item 9.	
5. AMENDMENT (PARTY INFORMATION): This Amendment affects <input type="checkbox"/> Debtor or <input type="checkbox"/> Secured Party of record. Check only <u>one</u> of these two boxes. Also check <u>one</u> of the following three boxes and provide appropriate information in items 6 and/or 7. <input type="checkbox"/> CHANGE name and/or address: Give current record name in item 6a or 6b; also give new name (if name change) in item 7a or 7b and/or new address (if address change) in item 7c. <input type="checkbox"/> DELETE name: Give record name to be deleted in item 6a or 6b. <input type="checkbox"/> ADD name: Complete item 7a or 7b, and also item 7c; also complete items 7d-7g (if applicable).	
6. CURRENT RECORD INFORMATION:	
6a. ORGANIZATION'S NAME Pinnacle Towers Inc., a Delaware corporation	
OR	6b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX
7. CHANGED (NEW) OR ADDED INFORMATION:	
7a. ORGANIZATION'S NAME	
OR	7b. INDIVIDUAL'S LAST NAME FIRST NAME MIDDLE NAME SUFFIX
7c. MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY	
7d. TAX ID #: SSN OR EIN	ADD'L INFO RE ORGANIZATION DEBTOR
7e. TYPE OF ORGANIZATION corporation	7f. JURISDICTION OF ORGANIZATION Delaware
7g. ORGANIZATIONAL ID #, if any <input checked="" type="checkbox"/> NONE	
8. AMENDMENT (COLLATERAL CHANGE): check only <u>one</u> box. Describe collateral <input type="checkbox"/> deleted or <input type="checkbox"/> added, or give entire <input type="checkbox"/> restated collateral description, or describe collateral <input type="checkbox"/> assigned.	

See Exhibit A

9. NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT (name of assignor, if this is an Assignment). If this is an Amendment authorized by a Debtor which adds collateral or adds the authorizing Debtor, or if this is a Termination authorized by a Debtor, check here <input type="checkbox"/> and enter name of DEBTOR authorizing this Amendment.			
9a. ORGANIZATION'S NAME Bank of America, N.A., as Administrative Agent for the Lenders set forth on Exhibit A attached hereto			
OR	9b. INDIVIDUAL'S LAST NAME	FIRST NAME	MIDDLE NAME SUFFIX
10. OPTIONAL FILER REFERENCE DATA			

UNIFORM COMMERCIAL CODE
FIXTURE FILING FINANCING STATEMENT
UCC-3 CONTINUATION STATEMENT
(Non-Standard)

EXHIBIT A

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

1. This Financing Statement is presented to a Filing Officer for filing pursuant to the Uniform Commercial Code.

For Filing Officer

Date: _____

Time: _____

[Official Stamp]

Number: _____

Filing Officer: _____

THIS STATEMENT IS TO BE FILED IN THE REAL PROPERTY RECORDS
File with the Shelby County, Alabama

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2. Debtor: Name and Mailing Address:

PINNACLE TOWERS INC., a Delaware Corporation
301 North Cattlemen Road
Sarasota, Florida 34232
Taxpayer Identification No.: XXXXXXXXXX

3. Secured Party: Name and Mailing Address:

BANK OF AMERICA, N.A.,
(f/k/a Bank of America, National Trust and Savings Association,
successor by merger to Bank of America, N.A., f/k/a NationsBank,
N.A.) as Administrative Agent for the Lenders from time to time party
to that certain Fifth Amended and Restated Credit Agreement dated
September 17, 1999, among Pinnacle Towers Inc., as Borrower, certain
Lenders (and their Affiliates) and Bank of America, N.A., (f/k/a Bank
of America, National Trust and Savings Association, successor by
merger to Bank of America, N.A., f/k/a NationsBank, N.A.), as
Administrative Agent, as such Fifth Amended and Restated Credit
Agreement may be amended, waived, supplemented, modified, and/or
restated from time to time.
901 Main Street, 64th Floor
Dallas, Texas 75202

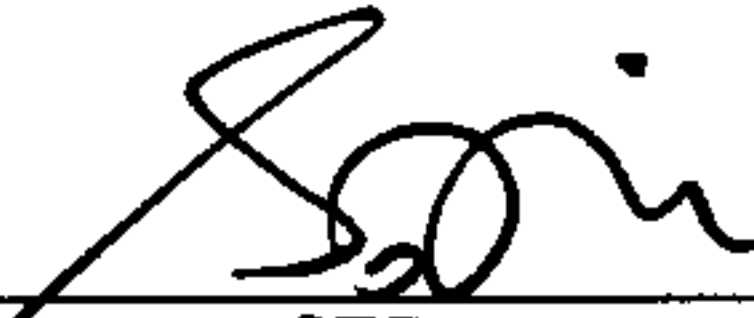
Alabaster, Shelby County, Alabama

4. This statement refers to Original Financing Statement No. 1996-40250, filed with the Shelby County, Alabama on December 6, 1996.
5. CONTINUATION: The original financing statement set forth above remains in full force and effect.

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SECURED PARTY

BANK OF AMERICA, N.A. (f/k/a Bank of America,
National Trust and Savings Association, successor by
merger to Bank of America, N.A., f/k/a/ NationsBank, N.A.,
successor by merger to NationsBank of Texas, N.A.)

By: 
Name: STEVEN P. RENWICK
Title: VICE PRESIDENT

Inst # 2001-32326

08/03/2001-32326

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