

ASSIGNMENT OF MORTGAGES

Prepared by & when recorded, return to:

Ronald Alber, Esq. @ Sidley Austin Brown & Wood
787 7th Ave, NY, NY 10019

Region #3

Primary Tower #(s): 5034-001; 0172-031; 0305-002; 0046-003

TA #(s): AL 36; AL 37

Record in: County of Shelby, State of Alabama

Instrument: Assignment of Mortgages (and related security instruments)

Dated: As of the earliest notarization, but effective as of 02/ 05 /04

Assignor:

Bank of America, N.A., a national banking association (fka Bank of America, National Trust and Savings Association, NationsBank, N.A. and NationsBank of Texas, N.A.), as Administrative Agent, 901 Main St., Dallas, TX 75202.

Assignee:

Towers Finco LLC, a Delaware limited liability company, 301 North Cattlemen Rd, Sarasota, FL 34232, EIN # 20-0604210.

In consideration of the sum of \$10 and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor does hereby grant, bargain, sell, convey, assign, transfer, and set over Assignee, without recourse, representation or warranty, and on a quitclaim basis, all of Assignor's right, title and interest, of any kind whatsoever, including without limitation, that of mortgagee, beneficiary, payee, assignee or secured party (as the case may be) in and to the following:

1. Mortgages described on Exhibit A attached hereto (the "Mortgages");
2. The bond(s), note(s) and/or obligation(s) secured by the Mortgages, the moneys due and to grow due thereon, with interest as specified therein, and all rights accrued or to accrue under the Mortgages; and
3. Any and all other related security instruments which secure the indebtedness and/or obligations secured by the Mortgages.

This instrument is subject to the terms and conditions of the Assignment and Acceptance Agreement, dated February 5, 2004, between Assignor and Assignee.

In witness whereof, the undersigned, by its duly elected officer(s) and pursuant to proper authority of its board of directors has duly executed, acknowledged and delivered this instrument as of the day and year first above written.

	Bank of America, N.A., a national banking association, as Administrative Agent By: <u>William E. Livingstone IV</u> Name: William E. Livingstone IV Title: Managing Director

STATE OF TEXAS)
)
COUNTY OF DALLAS)

I, a Notary Public, in and for said County in said State, hereby certify that William E. Livingstone, IV, whose name as Managing Director of Bank of America, N.A., a national banking association, as Administrative Agent, is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of the conveyance he, as such officer and with full authority, executed the same voluntarily for and as the act of said national banking association.

Given under my hand this the 2nd day of February, 2004.

Cassandra L. Woodard
Notary Public
My Commission Expires:

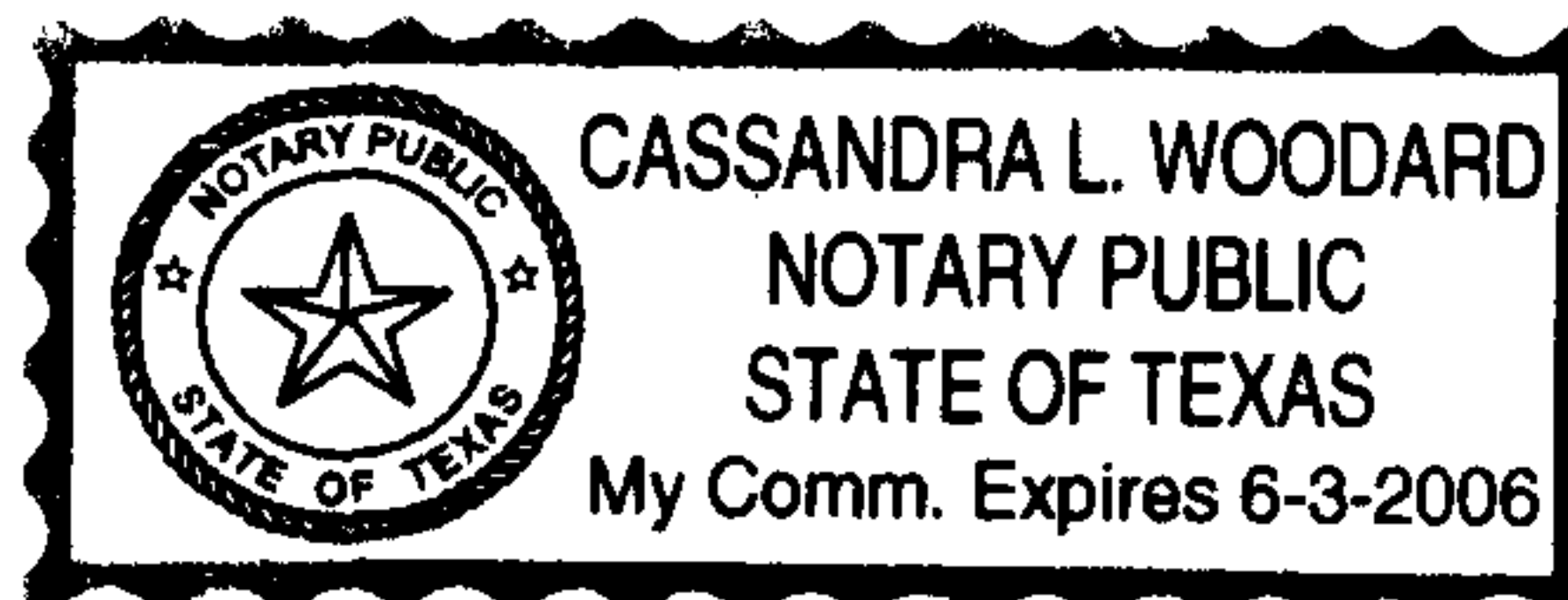


Exhibit A

Mortgages

The following Mortgages are recorded in the public records of the County of Shelby, State of Alabama, and are being assigned hereby:

Existing Mortgage (5034-001)

Mortgagor: Pinnacle Towers Inc.

Mortgagee: Bank of America f/k/a NationsBank of Texas, N.A.

Recorded: 10/29/96

Instrument #: 1996-35838

[as amended by the following:]

Dated: 8/27/98

Recorded: 7/19/99

Instrument #: 1999-30071

[as amended by the following:]

Dated and Recorded: March 2002

Instrument #: 2002-17491

Existing Mortgage (0172-031)

Mortgagor: Pinnacle Towers Inc.

Mortgagee: Bank of America, N.A. f/k/a NationsBank, N.A.

Dated: 8/27/98

Instrument #: 1999-30073

[as amended by the following:]

Recorded: 7/19/99

Instrument #: 2002-17493

Existing Mortgage (0305-002)

Mortgagor: Pinnacle Towers Inc.

Mortgagee: Bank of America, N.A.

Dated: 12/4/96

Recorded: 12/6/96

Instrument #: 1996-40249

[as amended by the following:]

Recorded: 12/26/01

Instrument #: 2001-56491

[as amended by the following:]

Dated: March 2002

Recorded: 4/15/02

Instrument #: 2002-17494

Existing Mortgage (0046-003)

Mortgagor: Pinnacle Towers Inc.

Mortgagee: Bank of America, N.A.

Dated: 12/4/96

Recorded: 12/6/96

Instrument #: 1996-40246

[as amended by the following:]

Recorded: 12/26/01

Instrument #: 2001-56490

[as amended by the following:]

Dated: March 2002

Recorded: 4/15/02

Instrument #: 2002-17492