

IN WITNESS WHEREOF, the parties have executed this instrument as of the day and year first above written.

ATTEST:

MICROCELL MANAGEMENT, INC., a Delaware corporation

By: *Peter A. Delio*
Name: Peter A. Delio
Title: Vice President

By: *Christopher J. Davis*
Name: Christopher J. Davis
Title: President

Grant

[CORPORATE SEAL]

PINNACLE TOWERS INC., a Delaware corporation

By: *Stephen R. Wolsey*
Name: Stephen R. Wolsey
Title: Assistant Secretary

By: *[Signature]*
Name: [Signature]
Title: SECRETARY

Grant

[CORPORATE SEAL]

[ACKNOWLEDGEMENTS APPEAR ON FOLLOWING PAGE]