

UNIFORM COMMERCIAL CODE
FINANCING STATEMENT
UCC-1 FINANCING STATEMENT
FIXTURE FILING
(Non-Standard)

RETURN TO:

RETURN TO:
LEXIS DOCUMENT SERVICES
P.O. BOX 2969
SPRINGFIELD, IL 62708

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

For Filing Officer

File with the County Recorder, Douglas County, NV

**THIS FILING IS A FIXTURE FILING AND SHOULD BE FILED IN
THE REAL ESTATE RECORDS**

2. Debtor:

Name and Mailing Address:

Smart SMR of California, Inc.
1505 Farm Credit Drive
Suite 100
McLean, VA 22102
Tax ID No.: 22-3130303
See Exhibit B for Additional Addresses

08181

398239

BK 1096PG 1241

3. Secured Party:

Name and Mailing Address:

The Chase Manhattan Bank, as Collateral Agent
200 Jericho Quadrangle
Jericho, NY 11753
Tax ID No.: 13-4994650

4. This Financing Statement covers all of the Debtor's right, title, and interest, now owned or hereafter acquired, in and to all equipment and other personal property (including fixtures) located on the real property described in Exhibit A attached hereto (including all accessions, proceeds, products, rents, profits, income, benefits, substitutions and replacements of and to any thereof (including any proceeds of insurance thereon and all causes of action, claims and warranties in respect thereof)).

DEBTOR:

Smart SMR of California, Inc.

By: E. Davis
Name: Edward Davis
Title: Assistant Treasurer

THE CHASE MANHATTAN BANK,
as Collateral Agent

By: _____
Name: _____
Title: _____

LEGAL DESCRIPTION

SCHEDULE C

A PORTION OF THE NORTHWEST ONE QUARTER OR THE SOUTH WEST ONE QUARTER OF SECTION G, TOWNSHIP 14 NORTH, RANGE 19 EAST, MOUNT DIABLO MERIDIAN IN DOUGLAS COUNTY, STATE OF NEVADA, DESCRIBED AS FOLLOWS:

BEGINNING AT THE WEST ONE QUARTER CORNER OF SAID SECTION G, THENCE SOUTH 43 DEGREES 30' 26" EAST 906.80 FEET TO THE TRUE POINT OF BEGINNING; THENCE SOUTH 0 DEGREES 28; 37" EAST 360.50 FEET, THENCE SOUTH 89 DEGREES 31' 23" WEST 360.50 FEET TO A POINT WHICH BEARS NORTH 10 DEGREES 08' 32" EAST 1655.09 FEET MORE OR LESS FROM THE SOUTH WEST CORNER OF SAID SECTION G, THENCE NORTH 0 DEGREES 28' 37" WEST 605.80 FEET MORE OR LESS TO A POINT IN THE SOUTHEASTERLY RIGHT OF WAY LINE OF US HIGHWAY N2 50 AS SHOWN ON STATE OF NEVADA HIGHWAY RIGHT OF WAY MAP DO-02-3-3-3; THENCE ALONG SAID RIGHT OF WAY LINE NORTH 74 DEGREES 03' 00" EAST 205.05 FEET; THENCE NORTH 89 DEGREES 31' 23" EAST 162.88 FEET MORE OR LESS TO THE TRUE POINT OF BEGINNING, CONTAINING 124.55 SQ FT (2.859 ACRES) TOGETHER WITH AN ACCESS ROAD THERETO SUBJECT TO EASEMENTS OF RECORD.

398239

BK 1096 PG 1243

289.1

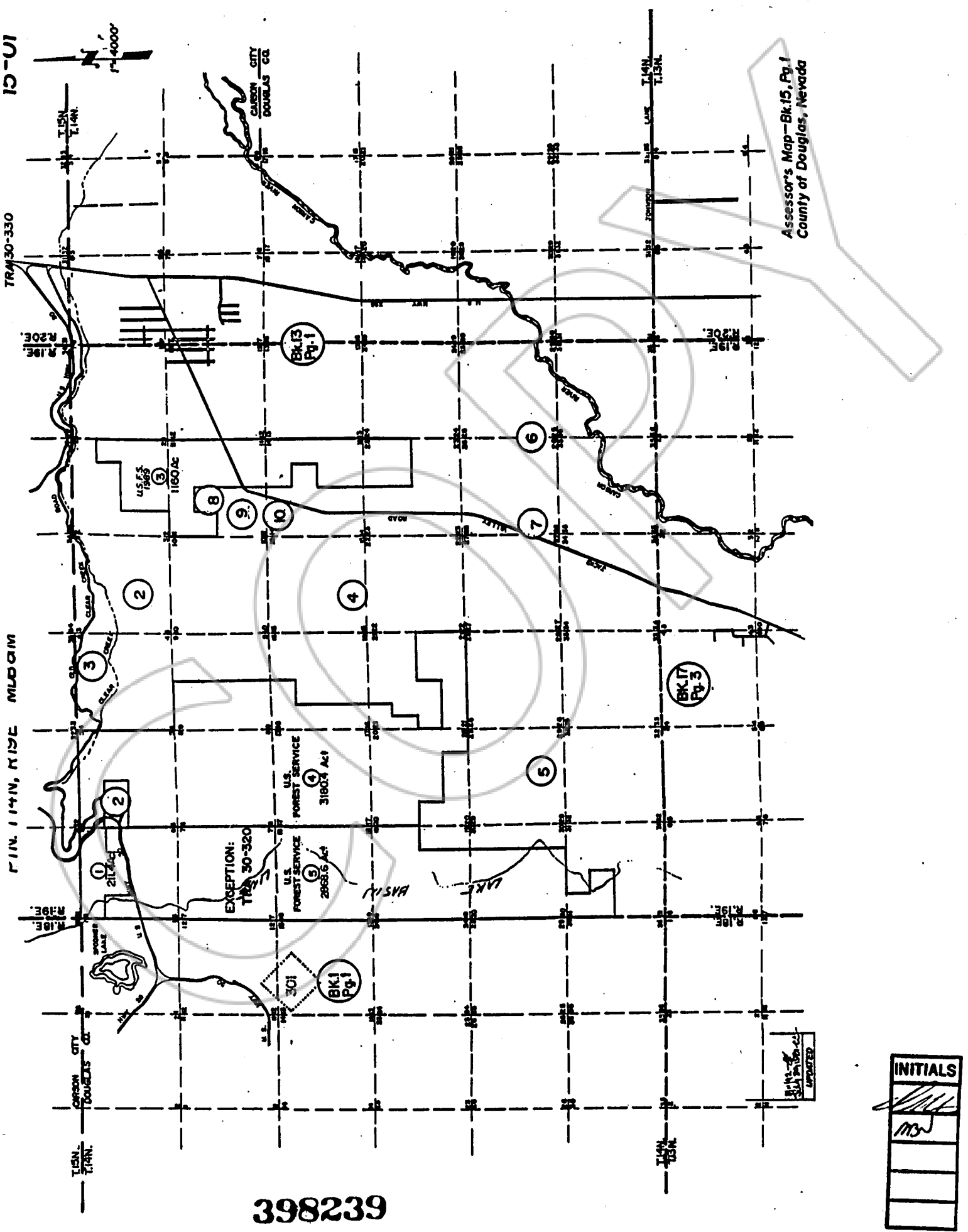
CA 682B

EXHIBIT A
Page 2 of 2

DESCRIPTION OF LAND

to the Agreement dated 22nd Aug 1994, by and between PRIME COMMUNICATIONS SITES, INC., as Licensor, and SMART SMR OF CALIFORNIA, INC., as Licensee.

The Land is described and/or depicted as follows:



Assessor's Map - Bk.15, Pg.1
County of Douglas, Nevada

398239

BK 1096 PG 1244

INITIALS
<i>MS</i>

EXHIBIT B

Smart SMR of California, Inc.
dba Nextel Communications
3675 Mt. Diablo Blvd., Suite 320
Lafayette, CA 94549

Smart SMR of California, Inc.
dba Nextel Communications
475 14th Street
Oakland, CA 94612

Smart SMR of California, Inc.
dba Nextel Communications
624 S. Grand Avenue, Ste. 900 & 1800
Los Angeles, CA 90017

COPY

REQUESTED BY
Lexis Document Serv
IN OFFICIAL RECORDS OF
DOUGLAS CO., NEVADA

'96 OCT -8 AM 1:05

LINDA SLATER
RECORDER

\$25.00 PAID KJ DEPUTY

398239

BK 1096 PG 1245