

UCC FINANCING STATEMENT
FOLLOW INSTRUCTIONS

| | |
|----------------------------------------------------|-----------------------------------------------|
| A. NAME & PHONE OF CONTACT AT SUBMITTER (optional) | |
| B. E-MAIL CONTACT AT SUBMITTER (optional) | |
| C. SEND ACKNOWLEDGMENT TO: (Name and Address) | |
| SEE BELOW FOR SECURED PARTY CONTACT INFORMATION | THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY |

1. DEBTOR'S NAME Provide only one Debtor name (1a or 1b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name). If any part of the Individual Debtor's name will not fit in line 1b, leave all of item 1 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad).

| | | | | |
|----------------------------------------------------------|---------------------------|-------------------------------|-----------------------------|-----------------------|
| 1a ORGANIZATION'S NAME TOWERSTREAM CORPORATION | | | | |
| OR 1b INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 1c MAILING ADDRESS 76 Hammarlund Way | CITY Middletown | STATE RI | POSTAL CODE 02842 | COUNTRY USA |

2. DEBTOR'S NAME Provide only one Debtor name (2a or 2b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name). If any part of the Individual Debtor's name will not fit in line 2b, leave all of item 2 blank, check here and provide the Individual Debtor information in item 10 of the Financing Statement Addendum (Form UCC1Ad).

| | | | | |
|------------------------------------------------------|---------------------------|-------------------------------|-----------------------------|-----------------------|
| 2a ORGANIZATION'S NAME TOWERSTREAM I, INC. | | | | |
| OR 2b INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 2c MAILING ADDRESS 76 Hammarlund Way | CITY Middletown | STATE RI | POSTAL CODE 02842 | COUNTRY USA |

3. SECURED PARTY'S NAME (or NAME of ASSIGNEE of ASSIGNOR SECURED PARTY) Provide only one Secured Party name (3a or 3b)

| | | | | |
|----------------------------------------------------------------------------------------|--------------------------|-------------------------------|-----------------------------|-----------------------|
| 3a ORGANIZATION'S NAME MELODY BUSINESS FINANCE, LLC, AS ADMINISTRATIVE AGENT | | | | |
| OR 3b INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 3c MAILING ADDRESS 777 W. Putnam Avenue, Suite 300 | CITY Greenwich | STATE CT | POSTAL CODE 06389 | COUNTRY USA |

4. COLLATERAL This financing statement covers the following collateral

All assets of the Debtor, whether now owned or hereafter acquired.

| | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5. Check <u>only</u> if applicable and check <u>only</u> one box: Collateral is <input type="checkbox"/> held in a Trust (see UCC1Ad, Item 17 and Instructions) <input type="checkbox"/> being administered by a Decedent's Personal Representative | |
| 6a. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Public Finance Transaction <input type="checkbox"/> Manufactured Home Transaction <input type="checkbox"/> A Debtor is a Transmitting Utility | 6b. Check <u>only</u> if applicable and check <u>only</u> one box: <input type="checkbox"/> Agricultural Lien <input type="checkbox"/> Non-UCC Filing |
| 7. ALTERNATIVE DESIGNATION (if applicable): <input type="checkbox"/> Lessee/Lessor <input type="checkbox"/> Consignee/Consignor <input type="checkbox"/> Seller/Buyer <input type="checkbox"/> Bailee/Bailor <input type="checkbox"/> Licensee/Licenseor | |

8. OPTIONAL FILER REFERENCE DATA
File with the Rhode Island Secretary of State.

UCC FINANCING STATEMENT ADDITIONAL PARTY
 FOLLOW INSTRUCTIONS

18. NAME OF FIRST DEBTOR Same as line 1a or 1b on Financing Statement if line 1b was left blank because individual Debtor name did not fit, check here

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|-----------------------------------------------------------|
| 18a ORGANIZATION'S NAME TOWERSTREAM CORPORATION |
| OR |
| 18b INDIVIDUAL'S SURNAME |
| FIRST PERSONAL NAME |
| ADDITIONAL NAME(S)/INITIAL(S) SUFFIX |

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19. ADDITIONAL DEBTOR'S NAME Provide only one Debtor name (19a or 19b) (use exact, full name do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | |
|-------------------------------------------------------------|---------------------------|-------------------------------|-----------------------------|-----------------------|
| 19a ORGANIZATION'S NAME HETNETS TOWER CORPORATION | | | | |
| OR | | | | |
| 19b INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 19c MAILING ADDRESS 76 Hammarlund Way | CITY Middletown | STATE RI | POSTAL CODE 02842 | COUNTRY USA |

20. ADDITIONAL DEBTOR'S NAME Provide only one Debtor name (20a or 20b) (use exact, full name do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | |
|--------------------------------------------------------------------|---------------------------|-------------------------------|-----------------------------|-----------------------|
| 20a ORGANIZATION'S NAME ALPHA COMMUNICATIONS CORPORATION | | | | |
| OR | | | | |
| 20b INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 20c MAILING ADDRESS 76 Hammarlund Way | CITY Middletown | STATE RI | POSTAL CODE 02843 | COUNTRY USA |

21. ADDITIONAL DEBTOR'S NAME Provide only one Debtor name (21a or 21b) (use exact, full name, do not omit, modify, or abbreviate any part of the Debtor's name)

| | | | | |
|---------------------------------------------------------------------|---------------------------|-------------------------------|-----------------------------|-----------------------|
| 21a ORGANIZATION'S NAME OMEGA COMMUNICATIONS CORPORATIONS | | | | |
| OR | | | | |
| 21b INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 21c MAILING ADDRESS 76 Hammarlund Way | CITY Middletown | STATE RI | POSTAL CODE 02843 | COUNTRY USA |

22. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME Provide only one name (22a or 22b)

| | | | | |
|--------------------------|---------------------|-------------------------------|-------------|---------|
| 22a ORGANIZATION'S NAME | | | | |
| OR | | | | |
| 22b INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 22c MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |

23. ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME Provide only one name (23a or 23b)

| | | | | |
|--------------------------|---------------------|-------------------------------|-------------|---------|
| 23a ORGANIZATION'S NAME | | | | |
| OR | | | | |
| 23b INDIVIDUAL'S SURNAME | FIRST PERSONAL NAME | ADDITIONAL NAME(S)/INITIAL(S) | SUFFIX | |
| 23c MAILING ADDRESS | CITY | STATE | POSTAL CODE | COUNTRY |

24 MISCELLANEOUS

UCC FINANCING STATEMENT ADDITIONAL PARTY
FOLLOW INSTRUCTIONS

18 NAME OF FIRST DEBTOR Same as line 1a or 1b on Financing Statement; if line 1b was left blank because individual Debtor name did not fit, check here

18a ORGANIZATION'S NAME
TOWERSTREAM CORPORATION

OR

18b INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

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19 ADDITIONAL DEBTOR'S NAME Provide only one Debtor name (19a or 19b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

19a ORGANIZATION'S NAME
TOWERSTREAM HOUSTON, INC.

OR

19b INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

19c MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY
76 Hammarlund Way Middletown RI 02843 USA

20 ADDITIONAL DEBTOR'S NAME Provide only one Debtor name (20a or 20b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

20a ORGANIZATION'S NAME

OR

20b INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

20c MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

21 ADDITIONAL DEBTOR'S NAME Provide only one Debtor name (21a or 21b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

21a ORGANIZATION'S NAME

OR

21b INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

21c MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

22 ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME Provide only one name (22a or 22b)

22a ORGANIZATION'S NAME

OR

22b INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

22c MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

23 ADDITIONAL SECURED PARTY'S NAME or ASSIGNOR SECURED PARTY'S NAME Provide only one name (23a or 23b)

23a ORGANIZATION'S NAME

OR

23b INDIVIDUAL'S SURNAME FIRST PERSONAL NAME ADDITIONAL NAME(S)/INITIAL(S) SUFFIX

23c MAILING ADDRESS CITY STATE POSTAL CODE COUNTRY

24 MISCELLANEOUS