

A

WHEN RECORDED MAIL TO:

R+R
Attn: Bonnie Thomas
CATELLUS FIBER OPTICS, LLC
811 1ST Avenue, Suite 400
Seattle, WA 98104

MEMORANDUM OF EASEMENT

Catellus Fiber Optics Parcel No.50, County of Sarpy, State of Nebraska

WHEREAS, BNSF RAILWAY COMPANY, a Delaware corporation (formerly known as The Burlington Northern and Santa Fe Railway Company and formerly known as Burlington Northern Railroad Company), ("**Grantor**") and CATELLUS FIBER OPTICS, LLC, a Delaware limited liability company ("**Grantee**") entered into that certain Agreement for Sale of Certain Telecommunications Easements ("**Agreement**") dated December 18, 1998. Grantor agreed to grant Grantee subject to the terms and conditions hereinafter set forth, a permanent, perpetual and exclusive Telecommunications Easement over, under and across all land (including, but not limited to, surface rights and subsurface rights) in which Grantor has an ownership interest (fee, easement or other interest) that is located within the outside boundaries of all such land that is subject to the fiber optic leases, right of way agreements, licenses, and easements. Grantor did grant to Grantee an Easement dated December 30, 1998 ("**Master Easement**") to multiple parcels in various states that would not be in recordable form for such state. An individual easement ("**Underlying Easement**") within one foot on either side of the outside boundaries of the area encumbered by the installation as conveyed by the Master Easement has been established under the Agreement with respect to the property described on the attached Exhibit A consisting of 4 page(s) with the beginning point, end point and any crossing of railroad tracks shown on the attached Exhibit B, consisting of 2 page(s), ("**Property**") for the purpose of maintenance and use for Telecommunication purposes only.

WHEREAS, Grantor is executing this Memorandum of Easement to evidence the Easement with respect to the Property.

NOW, THEREFORE, for Ten and No/100 Dollars (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, in confirmation of and pursuant to the terms of the Agreement and the conveyance by the Master Easement, an individual easement ("**Easement**") has been established under the Agreement and Grantor has and does hereby grant, transfer, sell, convey, release, quitclaim and remise to Grantee a permanent, exclusive easement in, over, under and across the Property. The grant of easement rights as evidenced hereby shall be subject to all of the terms, conditions, limitations and provisions contained in the Agreement. In

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the event of a conflict between this Memorandum of Easement and the Easement, the Easement shall prevail.

IN WITNESS WHEREOF, this Memorandum of Easement is executed to be effective as of the 30th day of December, 1998.

Grantor:

BNSF RAILWAY COMPANY, a Delaware corporation

Grantor's Address:

BNSF Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131

By:

David P. Schneider
David P. Schneider, General Director-Land Revenue Management

{SEAL}



ATTEST

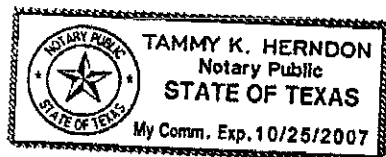
By:

Patricia Zbichorski
Assistant Secretary

THE STATE OF TEXAS

COUNTY OF TARRANT

This instrument was acknowledged before me on AUG 12 2005 by David P. Schneider, General Director-Land Revenue Management and Patricia Zbichorski, Assistant Secretary, respectively, of BNSF Railway Company, a Delaware corporation, on behalf of said corporation.



Tammy K. Herndon
Notary Public in and for the State of Texas

TAMMY K. HERNDON
Notary's Typed or Printed Name
My Commission Expires _____

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EXHIBIT A
CATELLUS FIBER OPTIC PARCEL 50
SARPY COUNTY

A strip of land, generally 2 feet wide, being one foot on each side of a Fiber Optic Line, by approximately 18.88 miles in length, constituting a longitudinal Fiber Optic Route, as now located, constructed upon, over and across the right-of-way of BNSF RAILWAY COMPANY, a Delaware corporation (formerly known as The Burlington Northern and Santa Fe Railway Company and formerly known as Burlington Northern Railroad Company), through Sarpy County, Nebraska, as said Fiber Optic Line enters the southeasterly right-of-way line extending from opposite engineering station 1064+21, mile post ("MP") 25.98, and continues in a generally southwesterly direction to opposite engineering station 65+15, MP 44.86, and is more particularly described as traversing the County of Sarpy, State of Nebraska in the following Townships, Ranges and Sections:

Township 14 North, Range 12 East, Sixth Principal Meridian:

NW 1/4 of the NW 1/4 of Section 15, commencing opposite engineering station 1064+21, Railroad MP 25.98,
NE 1/4 of the NE 1/4 of Section 16,
SE 1/4 of the NE 1/4 of Section 16,
SW 1/4 of the NE 1/4 of Section 16,
NW 1/4 of the SE 1/4 of Section 16,
NE 1/4 of the SW 1/4 of Section 16,
NW 1/4 of the SW 1/4 of Section 16,
NE 1/4 of the SE 1/4 of Section 17,
NW 1/4 of the SE 1/4 of Section 17,
NE 1/4 of the SW 1/4 of Section 17,
NW 1/4 of the SW 1/4 of Section 17,
SW 1/4 of the SW 1/4 of Section 17,
SE 1/4 of the SE 1/4 of Section 18,
NE 1/4 of the NE 1/4 of Section 19,
NW 1/4 of the NE 1/4 of Section 19,
NE 1/4 of the NW 1/4 of Section 19,
NW 1/4 of the NW 1/4 of Section 19,
SW 1/4 of the SW 1/4 of Section 18, to a point that is southwesterly and opposite engineering station 867+90, Railroad MP 29.67;

Said Fiber Optic Line crosses the main track centerline in a northerly direction at engineering station 867+75, Railroad MP 29.67, to a point that is northeasterly and opposite engineering station 867+55, Railroad MP 29.68;

Said Fiber Optic Line continues along the northeasterly side of the right-of-way in a generally westerly direction through the following Townships, Ranges and Sections:

Township 14 North, Range 11 East, Sixth Principal Meridian:

SE 1/4 of the SE 1/4 of Section 13, to a point that is northeasterly and opposite engineering station 866+05, Railroad MP 29.70;

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Said Fiber Optic Line crosses the main track centerline in a westerly direction at engineering station 865+25, Railroad MP 29.72, to a point that is southwesterly and opposite engineering station 863+45, Railroad MP 29.75;

Said Fiber Optic Line continues along the southwesterly side of the right-of-way in a generally northwesterly direction through the following Sections, Townships and Ranges:

Township 14 North, Range 11 East, Sixth Principal Meridian:

SE 1/4 of the SE 1/4 of Section 13,
SW 1/4 of the SE 1/4 of Section 13,
SE 1/4 of the SW 1/4 of Section 13,
NE 1/4 of the SW 1/4 of Section 13,
NW 1/4 of the SW 1/4 of Section 13, through the Railroad Station of
Chalco,
NE 1/4 of the SE 1/4 of Section 14,
NW 1/4 of the SE 1/4 of Section 14,
NE 1/4 of the SW 1/4 of Section 14,
SE 1/4 of the NW 1/4 of Section 14,
SW 1/4 of the NW 1/4 of Section 14,
SE 1/4 of the NE 1/4 of Section 15,
SW 1/4 of the NE 1/4 of Section 15,
SE 1/4 of the NW 1/4 of Section 15, exiting the Railroad Station of
Chalco,
SW 1/4 of the NW 1/4 of Section 15,
SE 1/4 of the NE 1/4 of Section 16,
NE 1/4 of the SE 1/4 of Section 16,
NW 1/4 of the SE 1/4 of Section 16,
NE 1/4 of the SW 1/4 of Section 16,
SE 1/4 of the SW 1/4 of Section 16,
SW 1/4 of the SW 1/4 of Section 16,
SE 1/4 of the SE 1/4 of Section 17,
SW 1/4 of the SE 1/4 of Section 17,
NW 1/4 of the NE 1/4 of Section 20,
NE 1/4 of the NW 1/4 of Section 20,
NW 1/4 of the NW 1/4 of Section 20,
SW 1/4 of the NW 1/4 of Section 20,
SE 1/4 of the NE 1/4 of Section 19,
NE 1/4 of the SE 1/4 of Section 19,
SE 1/4 of the SE 1/4 of Section 19,
SW 1/4 of the SE 1/4 of Section 19,
NW 1/4 of the NE 1/4 of Section 30,
SW 1/4 of the NE 1/4 of Section 30,
SE 1/4 of the NW 1/4 of Section 30,
NE 1/4 of the SW 1/4 of Section 30,
NW 1/4 of the SW 1/4 of Section 30,

Township 14 North, Range 10 East, Sixth Principal Meridian:

NE 1/4 of the SE 1/4 of Section 25,
SE 1/4 of the SE 1/4 of Section 25,

E

SW 1/4 of the SE 1/4 of Section 25, through the Railroad Station of
Gretna,
NW 1/4 of the NE 1/4 of Section 36,
NE 1/4 of the NW 1/4 of Section 36,
SE 1/4 of the NW 1/4 of Section 36,
SW 1/4 of the NW 1/4 of Section 36,
NW 1/4 of the SW 1/4 of Section 36,
NE 1/4 of the SE 1/4 of Section 35,
SE 1/4 of the SE 1/4 of Section 35,

Township 13 North, Range 10 East, Sixth Principal Meridian:

NE 1/4 of the NE 1/4 of Section 2,
NW 1/4 of the NE 1/4 of Section 2, exiting the Railroad Station of Gretna,
SW 1/4 of the NE 1/4 of Section 2,
SE 1/4 of the NW 1/4 of Section 2,
NE 1/4 of the SW 1/4 of Section 2,
NW 1/4 of the SW 1/4 of Section 2,
SW 1/4 of the SW 1/4 of Section 2, to a point that is easterly and opposite
engineering station 337+90, Railroad MP 39.69

Said Fiber Optic Line crosses the main track centerline in a southwesterly direction at engineering
station 336+70, Railroad MP 39.71 to a point that is westerly and opposite engineering station
335+30, Railroad MP 39.74, through the following Sections, Townships and Ranges;

Township 13 North, Range 10 East, Sixth Principal Meridian:

SE 1/4 of the SE 1/4 of Section 3,

Said Fiber Optic Line continues along the westerly side of the right-of-way in a generally southerly
direction through the following Sections, Townships and Ranges:

NE 1/4 of the NE 1/4 of Section 10, through the Railroad Station of
Melia,
SE 1/4 of the NE 1/4 of Section 10,
NE 1/4 of the SE 1/4 of Section 10,
SE 1/4 of the SE 1/4 of Section 10,
NE 1/4 of the NE 1/4 of Section 15,
SE 1/4 of the NE 1/4 of Section 15,
NE 1/4 of the SE 1/4 of Section 15,
NW 1/4 of the SE 1/4 of Section 15,
SW 1/4 of the SE 1/4 of Section 15, to a point that is westerly and
opposite engineering station 232+50, Railroad MP 41.69

Said Fiber Optic Line crosses the main track centerline in a southeasterly direction at
engineering station 232+09, Railroad MP 41.70, to a point that is easterly and opposite engineering
station 231+55, Railroad MP 41.71;

Said Fiber Optic Line continues along the easterly side of the right-of-way in a generally
southwesterly direction through the following Sections, Townships and Ranges:

Township 13 North, Range 10 East, Sixth Principal Meridian:

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NW 1/4 of the NE 1/4 of Section 22,
NE 1/4 of the NW 1/4 of Section 22, exiting the Railroad Station of Melia,
SE 1/4 of the NW 1/4 of Section 22,
SW 1/4 of the NW 1/4 of Section 22,
SE 1/4 of the NE 1/4 of Section 21,
NE 1/4 of the SE 1/4 of Section 21,
NW 1/4 of the SE 1/4 of Section 21,
SW 1/4 of the SE 1/4 of Section 21,
SE 1/4 of the SW 1/4 of Section 21,
NE 1/4 of the NW 1/4 of Section 28,
NW 1/4 of the NW 1/4 of Section 28, through the Railroad Station of
Linoma,
NE 1/4 of the NE 1/4 of Section 29,
SE 1/4 of the NE 1/4 of Section 29,
SW 1/4 of the NE 1/4 of Section 29,
NW 1/4 of the SE 1/4 of Section 29,
NE 1/4 of the SW 1/4 of Section 29,
SE 1/4 of the SW 1/4 of Section 29,
SW 1/4 of the SW 1/4 of Section 29, exiting said county engineering
station 65+15, Railroad MP 44.86, along the easterly right-of-way.

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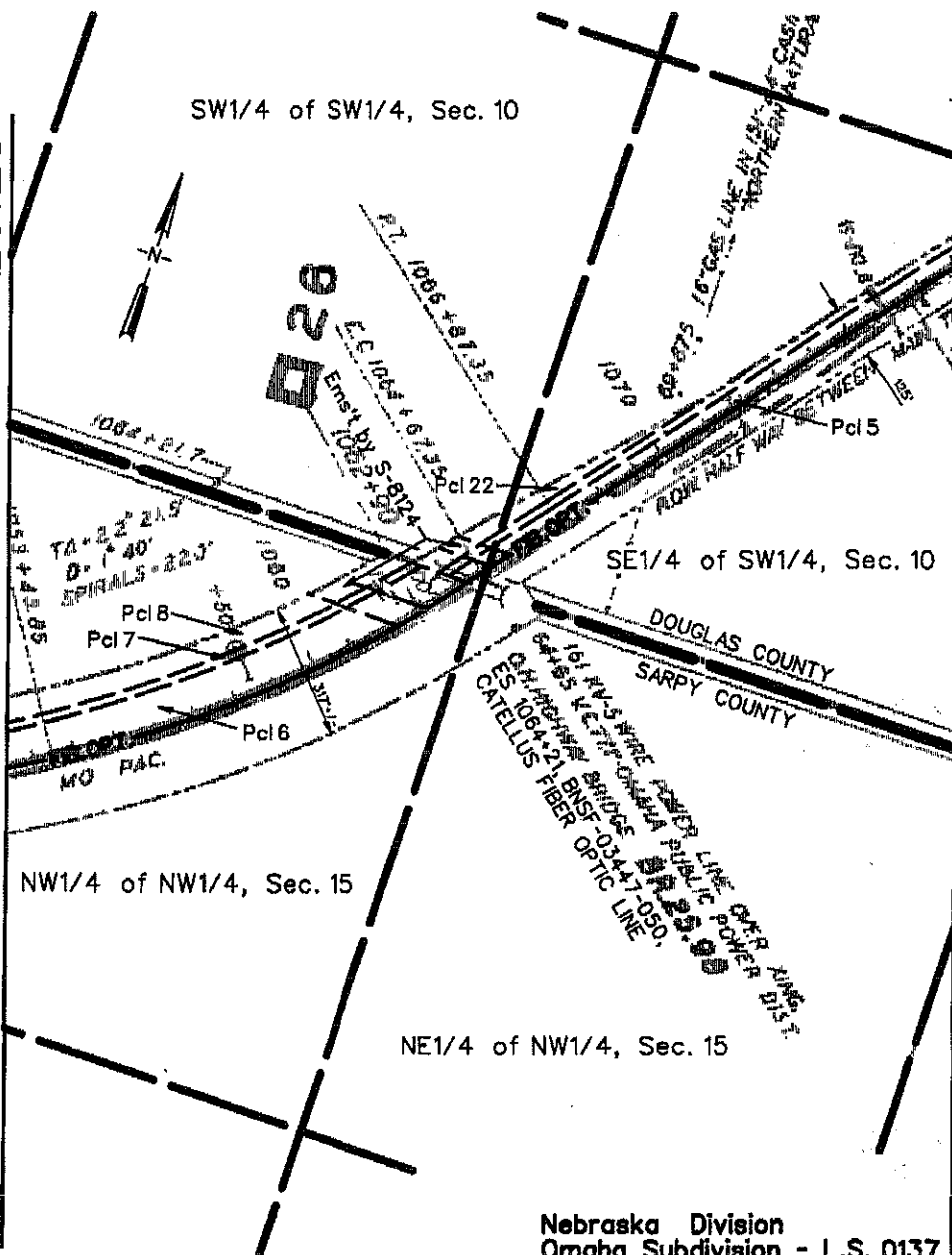
CATELLUS PARCEL # 50
 To: Catellus Fiber Optics, LLC.
 Near: Ralston
 Douglas/Sarpy County, Nebraska

EXHIBIT "B"

B&W W. O. 5018.017
 MAP REFERENCE:
 Sta. - N / A
 R/W - r56212
 Land - N / A

This map used by BNSF RAILWAY COMPANY in the ordinary course of business, but it is subject to audit and should be used only with the expressed understanding the BNSF make no representations whatsoever about the quality, accuracy, errors or omissions relating to this map.

SEE EXHIBIT CFO-50-02 MP 26.20



Scale 1" = 400' +/-
 DRAWING NO. CFO-50-01
 SPK

Nebraska Division
 Omaha Subdivision - L.S. 0137
 Pred. RR. CB&Q RR
 Val. Sec. NE-01C
 December 08, 2004
 M.P. 25.98

2005-40130

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