

**Energy Services Agreement
EXHIBIT D**

Matrixx Marketing
Matrixx Marketing - Ogd
54540-12441-43711
C# 896635375
CSS# 19219096-008-002

For office use only
Return to PACIFIC POWER
Attn: Lisa Daily
920 SW Sixth Avenue, 1290 PSB
Portland, OR 97204

MEMORANDUM OF AGREEMENT AFFECTING REAL PROPERTY

DATED AS OF:

Between:

(OWNER)(S)

Matrixx Marketing, Inc
One Matrixx Plaza
Ogden, UT 84405

E# 1455488 BK 1848 PG276
DOUG CROFTS, WEBER COUNTY RECORDER
18-FEB-97 826 AM FEE \$20.00 DEP MH
REC FOR: UTAH.POWER

AND: PacifiCorp
920 SW Sixth Avenue, 1290 PSB
Portland, Oregon 97204

Ogden, ^{DE}Utah Weber County

Owner is the owner of that certain real property in UTAH commonly known as Matrixx Marketing and as more particularly described on attached Exhibit E (the "Property"). PacifiCorp is a duly authorized public utility that provides electrical service in the area in which the Property is located

Owner and PacifiCorp are parties to that certain Energy Services Agreement dated April 17, 1996 (the "Agreement"). The terms and conditions of which are hereby incorporated by this reference and made part of this Memorandum of Agreement Affecting Real Property as if completely set forth herein, pursuant to which PacifiCorp has agreed to provide conservation assistance as described in the Agreement for the purpose of improving the Property through weatherizing and making the structures, fixtures and facilities on the Property more energy efficient. The Agreement provides in part for Owner, Owner's successor or other persons occupying the Property to pay additional charges for conservation assistance provided or to be provided to the Property by PacifiCorp, as authorized by the filed Energy Services Tariff.

The sole purpose of this Memorandum of Agreement is to place on notice any person or persons who may intend to acquire the Property or any interest in the Property that Owner is a party to the Energy Services Agreement, and that any person acquiring the Property or any interest in the Property, which intends to receive electrical service from PacifiCorp at the Property, will become obligated to pay the charges when they become due under the Agreement. Neither the Agreement nor this Memorandum of Agreement shall create any lien of any type against the Property.

The Agreement also provides that PacifiCorp may discontinue any and all such services, including the provision of electricity to the Property, if Owner, Owner's successor or other person occupying the Property ceases or fails to make such additional payments as scheduled.

The provisions of the Agreement shall bind Owner and each successive owner of the Property or assignee of Owner's interest in the Energy Service Agreement and shall bind and inure to the benefit of PacifiCorp and its successors and assigns.

All persons acquiring or intending to acquire any interest in or to the Property during the effective period of this Memorandum should direct a written inquiry to PacifiCorp at the address shown above.

All such inquiries must include the name of the owner and street address of the Property, and be signed by such owner authorizing release of such information to the person making the request.

Effective Date. The effective Date of this Agreement shall be the date it is signed by PacifiCorp, as reflected below.

Owner [Signature]
Title: Facilities Director
Date: Craig Peterson
STATE OF Utah)
County of Weber) ss.

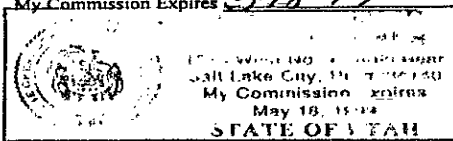
PacifiCorp [Signature]
Title: Bill
Date: 4-24-96
STATE OF Oregon)
County of Multnomah) ss.

This instrument was acknowledged before me on 4-15, 1996 by Craig Peterson of Matrixx Marketing (Owner's Name Printed) & Matrixx Marketing (Company Name Printed)
[Signature]
(Notary Signature)

This instrument was acknowledged before me on April 24, 1996 by Bill Pavrett as a representative of PacifiCorp, an Oregon Corporation.
[Signature]
(Notary Signature)

NOTARY PUBLIC FOR Utah
My Commission Expires 5-18-99

NOTARY PUBLIC FOR Oregon
My Commission Expires 8/27/98



276

Matrix Marketing
1400 W. 4400 S,
Ogden, UT 84405

MAILING ADDRESS:

Matrix Marketing
Attn: Craig Peterson
1400 W 4400 S,
Ogden, UT 84405

EXHIBIT E

The following described real property located in the County of Weber, State of Utah:

08-038-0025

PART OF THE NORTHEAST QUARTER OF SECTION 12, TOWNSHIP 5 NORTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY: BEGINNING ON THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF THE UNION PACIFIC RAILROAD AND 265.34 FEET NORTH 38D15' EAST FROM THE NORTH RIGHT-OF-WAY LINE OF 4400 SOUTH STREET AT A POINT WHICH IS NORTH 89D38'07" EAST 3179.20 FEET AND NORTH 38D15' EAST 349.38 FEET FROM THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF SAID SECTION 12, RUNNING THENCE NORTH 38D15' EAST ALONG SAID RAILROAD RIGHT-OF-WAY LINE, 185.15 FEET; THENCE SOUTH 51D45' EAST 132.20 FEET, (132.90 FEET); THENCE SOUTH 44D34'35" WEST ALONG HIGHWAY RIGHT-OF-WAY AND ONE FOOT NORTHWEST OF AND PARALLEL WITH A HIGHWAY RIGHT-OF-WAY FENCE 186.27 FEET; THENCE NORTH 51D45' WEST 111.67 FEET (112.92 FEET) TO THE POINT OF BEGINNING.

SUBJECT TO AND TOGETHER WITH A 30 FOOT RIGHT-OF-WAY DESCRIBED AS FOLLOWS: PART OF THE NORTHEAST QUARTER OF SECTION 12, TOWNSHIP 5 NORTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY: BEGINNING ON THE NORTH RIGHT-OF-WAY LINE OF 4400 SOUTH STREET AT A POINT WHICH IS NORTH 89D38'07" EAST 3179.20 FEET AND NORTH 38D15' EAST 84.03 FEET AND SOUTH 79D39'29" EAST 88.53 FEET AND SOUTH 76D40'27" EAST 10.0 FEET FROM THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF SAID SECTION 12; RUNNING THENCE NORTH 44D34'33" EAST ALONG HIGHWAY RIGHT-OF-WAY 965.33 FEET, THENCE NORTH 51D45' WEST 30.0 FEET, THENCE SOUTH 44D34'33" WEST TO THE NORTH RIGHT-OF-WAY LINE OF 4400 SOUTH STREET, THENCE SOUTHEASTERLY ALONG SAID NORTH RIGHT-OF-WAY TO THE POINT OF BEGINNING.

E# 1455488 BK 1848 PG277

Matrix Marketing
1400 W. 4400 S,
Ogden, UT 84405

MAILING ADDRESS:

Matrix Marketing
Attn: Craig Peterson
1400 W 4400 S,
Ogden, UT 84405

EXHIBIT E - page 2

The following described real property located in the County of Weber, State of Utah:

08-088-0028

PART OF THE NORTHEAST QUARTER OF SECTION 12, TOWNSHIP 5 NORTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY. BEGINNING AT A POINT NORTH 89D38'07" EAST 3179.20 FEET AND NORTH 38D15' EAST 681.38 FEET, FROM THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF SAID SECTION 12, RUNNING THENCE NORTH 38D15' EAST 80 FEET THENCE SOUTH 51D45' EAST 157.34 FEET, THENCE SOUTH 44D34'33" WEST 80.48 FEET THENCE NORTH 51D45' WEST 148.46 FEET TO POINT OF BEGINNING.

SUBJECT TO AND TOGETHER WITH A 30 FOOT RIGHT OF WAY DESCRIBED AS FOLLOWS: PART OF THE NORTHEAST QUARTER OF SECTION 12, TOWNSHIP 5 NORTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY: BEGINNING ON THE NORTH RIGHT OF WAY LINE OF 4400 SOUTH STREET AT A POINT WHICH IS NORTH 89D38'07" EAST 3179.20 FEET AND NORTH 38D15' EAST 84.03 FEET AND SOUTH 79D39'29" EAST 88.53 FEET AND SOUTH 76D40'27" EAST 10.0 FEET FROM THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF SAID SECTION 12; RUNNING THENCE NORTH 44D34'33" EAST ALONG HIGHWAY RIGHT OF WAY 965.33 FEET, THENCE NORTH 51D45' WEST 30.0 FEET, THENCE SOUTH 44D34'33" WEST TO THE NORTH RIGHT OF WAY LINE OF 4400 SOUTH STREET, THENCE SOUTHEASTERLY ALONG SAID NORTH RIGHT OF WAY TO THE POINT OF BEGINNING.

E# 1455488 BK1848 PG278

Matrix Marketing
1400 W. 4400 S,
Ogden, UT 84405

MAILING ADDRESS:

Matrix Marketing
Attn: Craig Peterson
1400 W 4400 S,
Ogden, UT 84405

EXHIBIT E - page 3

The following described real property located in the County of Weber, State of Utah:

08-1088-1022
PART OF THE NORTHEAST QUARTER OF SECTION 12, TOWNSHIP 5 NORTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY: BEGINNING AT A POINT NORTH 89D38'07" EAST 3179.20 FEET AND NORTH 38D15' EAST 761.38 FEET FROM THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF SAID SECTION 12: RUNNING THENCE NORTH 38D15' EAST 585.12 FEET TO THE SOUTHERLY LINE OF INTERSTATE 80-N: THENCE SOUTH 0D52'05" WEST 319.64 FEET ALONG SAID SOUTHERLY LINE TO THE WESTERLY LINE OF INTERSTATE 15; THENCE SOUTH 44D34'35" WEST 333.16 FEET ALONG SAID WEST LINE: THENCE NORTH 51D45' WEST 157.34 FEET TO THE POINT OF BEGINNING.

TOGETHER WITH A 30 FOOT RIGHT-OF-WAY DESCRIBED AS FOLLOWS: PART OF THE NORTHEAST QUARTER OF SECTION 12, TOWNSHIP 5 NORTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY: BEGINNING ON THE NORTH RIGHT-OF-WAY LINE OF 4400 SOUTH STREET AT A POINT WHICH IS NORTH 89D38'07" EAST 3179.20 FEET AND NORTH 38D15' EAST 84.03 FEET AND SOUTH 79D39'29" EAST 88.53 FEET AND SOUTH 76D40'27" EAST 10.0 FEET FROM THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF SAID SECTION 12; RUNNING THENCE NORTH 44D34'33" EAST ALONG HIGHWAY RIGHT-OF-WAY 965.33 FEET; THENCE NORTH 51D45' WEST 30.0 FEET; THENCE SOUTH 44D34'33" WEST TO THE NORTH RIGHT-OF-WAY LINE OF 4400 SOUTH STREET; THENCE SOUTHEASTERLY ALONG SAID NORTH RIGHT-OF-WAY TO THE POINT OF BEGINNING.

E# 1455488 BK 1848 PG279

Matrix Marketing
1400 W. 4400 S,
Ogden, UT 84405

MAILING ADDRESS:

Matrix Marketing
Attn: Craig Peterson
1400 W 4400 S,
Ogden, UT 84405

EXHIBIT E - page 4

The following described real property located in the County of Weber, State of Utah:

09-028-0027

A PART OF THE NORTHEAST QUARTER OF SECTION 12, TOWNSHIP 5 NORTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY: BEGINNING ON THE SOUTHEASTERLY RIGHT-OF-WAY LINE OF THE UNION PACIFIC RAILROAD AT A POINT WHICH IS NORTH 89D38'07" EAST 3179.20 FEET AND NORTH 38D15' EAST 534.53 FEET FROM THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF SAID SECTION 12, RUNNING THENCE NORTH 38D15' EAST ALONG SAID RAILROAD RIGHT-OF-WAY LINE 146.85 FEET; THENCE SOUTH 51D45' EAST 148.46 FEET; THENCE SOUTH 44D34'33" WEST ALONG HIGHWAY RIGHT-OF-WAY AND ONE FOOT NORTHWEST OF PARALLEL WITH A HIGHWAY RIGHT-OF-WAY FENCE 148.45 FEET; THENCE NORTH 51D45' WEST 132.20 FEET TO THE POINT OF BEGINNING.

SUBJECT TO AND TOGETHER WITH A 30 FOOT RIGHT OF WAY DESCRIBED AS FOLLOWS: A PART OF THE NORTHEAST QUARTER OF SECTION 12, TOWNSHIP 5 NORTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY: BEGINNING ON THE NORTH RIGHT OF WAY LINE OF 4400 SOUTH STREET AT A POINT WHICH IS NORTH 89D38'07" EAST 3179.20 FEET AND NORTH 38D15' EAST 84.03 FEET AND SOUTH 79D39'29" EAST 88.53 FEET AND SOUTH 76D40'27" EAST 10.0 FEET FROM THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF SAID SECTION 12, RUNNING THENCE NORH 44D34'33" EAST ALONG HIGHWAY RIGHT OF WAY 965.33 FEET; THENCE NORTH 51D45' WEST 30.0 FEET; THENCE SOUTH 44D34'33" WEST TO THE NORTH RIGHT OF WAY LINE OF 4400 SOUTH STREET; THENCE SOUTHEASTERLY ALONG SAID NORTH RIGHT OF WAY TO THE POINT OF BEGINNING.

E# 1455488 BK1848 PG280

Matrix Marketing
1400 W. 4400 S,
Ogden, UT 84405

MAILING ADDRESS:

Matrix Marketing
Attn: Craig Peterson
1400 W 4400 S,
Ogden, UT 84405

EXHIBIT E - page 5

The following described real property located in the County of Weber, State of Utah:

09-0988-0026
A PART OF THE NORTHEAST QUARTER OF SECTION 12, TOWNSHIP 5 NORTH, RANGE 2 WEST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY: BEGINNING AT A POINT ON THE SOUTHEASTERLY RIGHT OF WAY LINE OF THE UNION PACIFIC RAILROAD AND THE NORTH LINE OF 4400 SOUTH STREET AT A POINT WHICH IS NORTH 89D38'07" EAST 3179.20 FEET AND NORTH 38D15' EAST 84.03 FEET FROM THE SOUTHWEST CORNER OF THE NORTHWEST QUARTER OF SAID SECTION 12, RUNNING THENCE NORTH 38D15' EAST 265.35 FEET; THENCE SOUTH 51D45' EAST 112.92 FEET, MORE OR LESS, TO THE WEST LINE OF THE INTERSTATE HIGHWAY; THENCE SOUTH 44D34'33" WEST ALONG SAID LINE 221.04 FEET TO THE NORTH LINE OF 4400 SOUTH STREET: THENCE NORTH 76D40'27" WEST ALONG SAID LINE 10 FEET; THENCE NORTHWESTERLY ALONG THE ARC OF A 642.96 FOOT RADIUS CURVE TO THE LEFT 88.6 FEET (LONG CHORD BEARS NORTH 79D39'29" WEST 88.53 FEET) TO THE PLACE OF BEGINNING.

SUBJECT TO RIGHT OF WAY OVER AND ACROSS THE EAST 30 FEET THEREOF.

E# 1455488 BK1848 PG281