

EXHIBIT E
MEMORANDUM OF AGREEMENT
AFFECTING REAL PROPERTY

DATED AS OF: February 16, 1995

BETWEEN: DFCM Owner
4110 State Office Building
Salt Lake City, Utah 84114

AND: Utah Power Utah Power
920 SW Sixth Avenue, 1226 PSB
Portland, Oregon 97204

Owner is the owner of that certain real property in Ogden, Weber County, Utah, commonly known as the Ogden Courts Building and as more particularly described on attached Exhibit F (the "Property"). Utah Power is a duly authorized public utility that provides electrical service in the area in which the Property is located.

Owner and Utah Power are parties to that certain Energy Services Contract dated February 16, 1995, (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 Utah Power has agreed to provide conservation assistance as described in the Agreement for the purpose of improving the Property through weatherizing and making more energy efficient the structures, fixtures and facilities on the Property. 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 by Utah Power to the Property, as authorized by Energy Services Tariff Schedule 120.

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 Contract, and that any person acquiring the Property or any interest in the Property, which intends to receive electrical service from Utah Power 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 Utah Power 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.

E# 1576159 BK 1958 PG573
DOUG CROFTS, WEBER COUNTY RECORDER
24-SEP-98 834 AM FEE \$14.00 DEP MB
REC FOR: PACIFICORP

ESCNPB.UTH

The provisions of the Agreement shall bind Owner and each successor owner of the Property or assignee of Owner's interest in the Energy Service Contract and shall bind and inure to the benefit of Utah Power 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 Utah Power at the following address:

Utah Power
920 SW Sixth Avenue, 1226 PSB
Portland, OR 97204
ATTN: Energy FinAnswer Program Manager

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.

Owner
By: [Signature]
Title: ASST. DIRECTOR

PacifiCorp
By: [Signature]
Title: VICE PRESIDENT

STATE OF UTAH }
County of Salt Lake } ss.

This instrument was acknowledged before me this 6th day of April, 1995, by Kenneth E. Nye

[Signature]
(Notary Signature)

NOTARY PUBLIC FOR UTAH
My Commission Expires:

2-29-96

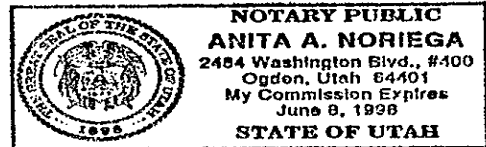
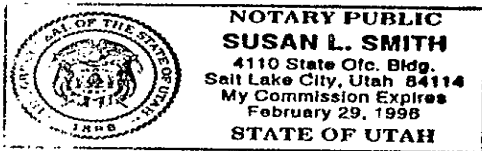
STATE OF UTAH }
County of Wasatch } ss.

This instrument was acknowledged before me this 19 day of April, 1995, by RICHARD D. WESTERBERG, of PacifiCorp, an Oregon corporation.

[Signature]
(Notary Signature)

NOTARY PUBLIC FOR UTAH
My Commission Expires:

June 8, 1996



E# 1576159 BK1958 PG574

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01-017-0041, 0042, 0044
01-017-0016, 0019, 0020, 0021, 0030, 0031

PROPERTY DESCRIPTION

All of lots 5, 8 and part of Lots 9, 4 and 6, Block 19, Plat 'A', Ogden City Survey in Ogden City, Weber County, Utah, Described as follows: Beginning at the Northeast corner of said Lot 8, said point being S. 0°58'W. 182.18 ft. and N. 89°02'W. 49.5 ft. from the Monument at the centerline intersection of 25TH St. and Grant Ave. and running thence S. 0°58'W. 263.11 ft., thence N. 89°02'W. 333.50 ft., thence N. 0°58'E. 130.43 ft., thence N. 89°02'W. 108.99 ft., thence S. 42°35'W. 40.13 ft., thence N. 89°02'W. 197.86 ft. to the East line of Lincoln Ave. thence N. 0°58'E. 162.68 ft., thence S. 89°02'E. 214.00 ft., thence N. 0°58'E. 132.68 ft. to the South line of 25TH St., thence S. 89°02'E. 99.50 ft., thence S. 0°58'W. 132.68 ft., thence S. 89°02'E. 353.50 ft. to the point of beginning.

Contains 152,283.55 Sq. ft
3.496 Acres

OGDEN COURTS BUILDING
DFCM - STATE OF UTAH
52305 12441 00311
C# 8437954
CSS# 49089216 001 002

SURVEYORS CERTIFICATE

To Whom It May Concern:

I, Larry M. Butters, a registered Professional Land Surveyor as prescribed by the laws of the State of Utah, and holding licence No. 2596, do hereby certify that I have caused a survey to be made under my direction of the above described property, and the plat herein is a true and correct representation of said survey drawn to the designated scale. Signed this 20TH day of November, 1992.

Larry M. Butters