

Energy Services Agreement EXHIBIT D

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

MEMORANDUM OF AGREEMENT AFFECTING REAL PROPERTY

DATED AS OF:

Between:

(OWNER(S))

Ray's Food Place
2525 Washburn Way
Klamath Falls, OR 97601

AND:

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

Owner is the owner of that certain real property in Klamath Falls, Klamath County, Oregon, commonly known as Ray's Food Place 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 3-12, 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

DOUGLAS A. NIDIFFER
Title: V.P.
Date: 3-22-96
STATE OF OREGON

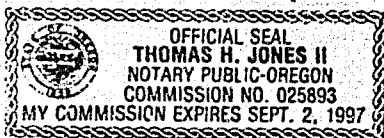
County of CURRY

This instrument was acknowledged before me on

3-22, 1996, by
DOUGLAS A. NIDIFFER of
COK MARKET, INC.
(Owner's Name Printed)
Thomas H. Jones II
(Company Name Printed)
(Notary Signature)

NOTARY PUBLIC FOR OREGON

My Commission Expires 9-2-97



PacifiCorp

Mike Koszuka
Title: Dist. Bus. Mgr.
Date: 5/20/96
STATE OF OREGON

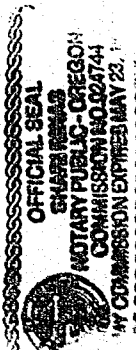
County of MULTNOMAH

This instrument was acknowledged before me on

May 23, 1996, by
MIKE KOSZUKA as
DR BOS MGR of
PacifiCorp, an Oregon Corporation.
Shirley Jones
(Notary Signature)

NOTARY PUBLIC FOR OREGON

My Commission Expires 3/23/97



Ray's Food Place
2525 Washburn Way
Klamath Falls, OR 97601

EXHIBIT E

The following described real property located in the County of Klamath, State of Oregon:

PARCEL ONE:

A tract of land situated in the NW 1/4 SW 1/4, Section 3, Township 39 S.R. 9 E.W.M. more particularly described as follows: Beginning at the West quarter corner of said Section 3; thence S. 00°22'50" E. (Along the W. Line of said Section 3) 714.30 feet; thence S. 89°52'40" E., parallel with and 250.00 feet from the southerly right of way line of Crosby Street, a distance of 50.00 feet to the E. right of way line of Washburn Way, said point being the true point of beginning of this description; thence continuing S. 89°52'40" E. 320.00 feet to the easterly right of way line of said Washburn Way; thence N. 00°22'50" W. 50.00 feet to the true point of beginning. TAX LOT 900

PARCEL TWO:

A tract of land being in the Westerly 320 feet of Lot 1, Block 5, Tract 1080 Washburn Park, a duly recorded plat, more particularly described as follows: Beginning at the Southwest corner of said Lot 1; thence North 00°04'50" East along the West line of said Lot 1, 115.01 feet; thence South 89°25'10" East 320.00 feet; thence South 00°04'50" West 115.01 feet to the South line of said Lot 1; thence North 89°25'10" West 320.00 feet to the point of beginning. TAX LOT 1000

PARCEL THREE:

A tract of land situated in Lot 1, Block 5, Tract 1080-Washburn Park, a duly recorded subdivision Klamath County, Oregon, more particularly described as follows: Beginning at a point on the East line of said Lot 1, said point being S. 00°09'48" W. 245.00 feet from the Northeast corner of said Lot 1; thence N. 89°25'10" W. Parallel to the North line of said Lot 1, 231.37 feet to the West line of said Lot 1; thence S. 00°04'50" W. On said West line and its extension, 165.00 feet to the South line of said Lot 1; thence S. 89°25'10" E. 231.13 feet to the Southeast corner of said Lot 1; thence N. 00°09'48" E. 165.00 feet to the point of beginning. TAX LOT 1300

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PARCEL FOUR:

Commencing at the one-quarter corner common to Sections 3 and 4, Township 39 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon; thence along the West boundary of said Section 3, South 0°22'50" East, 464.30 feet; thence South 89°52'40" East, 50.00 feet to the intersection of the East boundary of Washburn Way with the South boundary of Crosby Avenue for the true point of beginning; thence along the South boundary of Crosby Avenue, South 89°52'40" East, 320.00 feet; thence South 0°22'50" East, 250.00 feet; thence North 89°52'40" West 320.00 feet to the East boundary of Washburn Way; thence along said boundary North 0°22'50" West, 250.00 feet to the true point of beginning. TAX LOT 800

EXCEPTING THEREFROM a parcel of land lying in the NW 1/4SW1/4 of Section 3, Township 39 South, Range 9 East of the Willamette Meridian, Klamath County, Oregon, deeded to State of Oregon, by and through its Department of Transportation, Highway Division, recorded August 31, 1976 in Volume M-76 on page 11933, Deed Records of Klamath County, Oregon, the said parcel being described as follows: Beginning on the East line of Washburn Way at a point 10 feet South of the intersection of said East line with the South line of Crosby Avenue; thence North along said East line 10 feet to said South line; thence East along said South line 25 feet; thence Southwesterly in a straight line to the point of beginning.

PARCEL FIVE:

Tract of land situated in Lot 1, Block 5, Tract 1080, Washburn Park, a duly recorded subdivision, more particularly described as follows: Beginning at the NE corner of said Lot 1; thence N. 89°25'10" W., along the North line of said Lot 1, 231.72 feet; thence S. 00°04'50" W., along the West line of said Lot 1, 245.00 feet; thence S. 89°25'10" N. 231.37 feet to the East line of said Lot 1; thence N. 00°09'48" E. 245.00 feet to the point of beginning. TAX LOT 1200

STATE OF OREGON: COUNTY OF KLAMATH: ss.

Filed for record at request of Pacificorp the 14th day
of November A.D., 1996 at 1:53 o'clock P.M., and duly recorded in Vol. M96
of Deeds on Page 35841.

FEE \$20.00

Bernetha G. Letsch County Clerk

By Arthur Rera