

EXHIBIT E

WHEN RECORDED, RETURN TO:

SMS Cable Ventures
1419 W. 12th Place
Suite 105
Tempe, AZ 85281

ENT 25333 BK 3132 PG 801
NINA B REID UTAH CO RECORDER BY MB
1993 APR 28 10:28 AM FEE 12.00
RECORDED FOR SMS CABLE VENTURES INC

MEMORANDUM OF TELEVISION SERVICE AGREEMENT

On this 23 day of December, 1992, the undersigned as GRANTOR and Sundance Cable Venture, an Arizona Joint Venture, 1419 W 12th Place, Tempe, AZ 85281, as GRANTEE (by assignment), entered into a Television Service Agreement affecting Village Cottage Condominiums located at Sundance Village in Maricopa County, more specifically described on Exhibit "A" hereto, which by this reference is incorporated herein (the "Property"). The key provisions of the AGREEMENT are summarized as follows:

1. GRANTOR: Mandan Cottage Home Owners Association
and
Sundance Enterprises, Inc.
a Utah Joint Venture
2. GRANTEE: Sundance Cable Venture, an Arizona Joint Venture.
3. Nature of the AGREEMENT: The Television Service AGREEMENT grants to the GRANTEE the following rights:
 - (a) The exclusive right to provide Cable Television Services to tenants or occupants of the Property;
 - (b) The right to install Television Equipment on the Property;
 - (c) The right to use the Property and the Television Equipment Room located thereon to provide Cable Television Services;
 - (d) The right to enter onto the Property for the purposes of installing, operating, maintaining, repairing, removing the Television Equipment;
 - (e) The right for the GRANTEE, or any of its agents or employees, or any person or entity under contract with the GRANTOR, by the GRANTEE; and to provide Bulk Cable Television Services to residents of the property.
 - (f) An easement over the Property to accomplish the activities contemplated in the AGREEMENT.
4. Term: The term of the AGREEMENT is for ten (10) years with 5 year extensions unless either party gives a written termination notice at least 90 days prior to the end of the current term..

5. Binding Effect: The AGREEMENT shall run with the land and be binding upon and inure to the benefit of all subsequent owners of the Property.

6. Assignability: The AGREEMENT is freely assignable by both parties.

7. Personal Property: The AGREEMENT requires GRANTEE to install certain Television Equipment at the Property, all of which shall remain the property of GRANTEE and which shall be deemed personal property, and not a fixture or a real property interest.

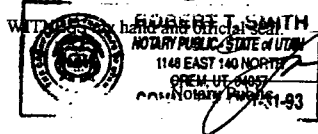
In WITNESS WHEREOF, this AGREEMENT has been duly signed and delivered by
this _____ day of _____, 19____.

Mandan Cottage Home Owners Association

By: [Signature]
Its: _____

STATE OF Utah)
SS:)
COUNTY OF Utah)

The foregoing instrument was acknowledged before me this 15 day of Jan
1992 by [Signature]



My Commission Expires:

Sundance Enterprises, Inc.
a Utah Joint Venture

By: [Signature]
Its: Sec.

STATE OF Utah
SS:
COUNTY OF Utah

The foregoing instrument was acknowledged before me this 15 day of Jan
1992, by [Signature]

WITNESS my hand and official seal.

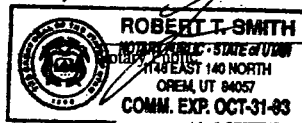


EXHIBIT A

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SUNDANCE, UTAH

Beginning at the Southwest Corner of Section 11, Township 5 South, Range 3 East, Salt Lake Base & Meridian; thence North 00°07'50" West 820.34 feet; thence North 89°52'10" East 293.71 feet; thence South 42°57'18" East 329.41 feet; thence SOUTH 24.44 feet; thence North 27°37'50" East 124.06 feet; thence 25.58 feet along the arc of a 128.81 foot radius curve to the right, through an angle of 11°22'38", whose chord bears North 33°19'09" East 25.54 feet; thence 34.29 feet on the arc of a 578.67 foot radius curve to the left, through an angle of 03°23'43", whose chord bears South 42°21'10" East 34.29 feet; thence 525.73 feet along the arc of a 578.67 foot radius curve to the left, through an angle of 52°03'13", whose chord bears South 73°05'29" East 507.83 feet; thence North 80°52'54" East 130.80 feet; thence 140.97 feet along the arc of a 167.00 foot radius curve to the right, through an angle of 48°22'00", whose chord bears South 74°56'06" East 136.83 feet; thence South 50°45'06" East 472.20 feet; thence 197.65 feet along the arc of a 325.10 foot radius curve to the right, through an angle of 34°50'00", whose chord bears South 33°20'06" East 194.62 feet; thence South 15°55'06" East 52.35 feet; thence South 15°55'06" East 59.45 feet; thence 337.07 feet along the arc of a 510.46 foot radius curve to the left, through an angle of 37°50'00", whose chord bears South 34°50'06" East 330.98 feet; thence South 53°45'06" East 333.60 feet; thence 332.67 feet along the arc of a 539.96 foot radius curve to the right, through an angle of 35°18'00", whose chord bears South 36°06'06" East 327.43 feet; thence South 18°27'06" East 75.30 feet; thence 87.60 feet along the arc of a 253.48 foot radius curve to the right, through an angle of 19°48'00", whose chord bears South 08°33'06" East 87.16 feet; thence South 01°20'54" West 40.80 feet; thence 214.34 feet along the arc of a 605.96 foot radius curve to the left, through an angle of 20°16'00", whose chord bears South 08°47'06" East 213.23 feet; thence South 18°55'06" East 222.50 feet; thence 95.61 feet along the arc of a 785.51 foot radius curve to the right, through an angle of 06°58'26", whose chord bears South 15°25'53" East 95.55 feet; thence WEST 333.39 feet; thence SOUTH 807.70 feet; thence EAST 449.27 feet; thence 126.20 feet along the arc of a non-tangent 605.96 foot radius curve to the left, through an angle of 11°55'59", whose chord bears South 35°16'06" East 125.98 feet; thence South 41°14'06" East 83.20 feet; thence 147.41 feet along the arc of a 1876.86 foot radius curve to the right, through an angle of 04°30'00", whose chord bears South 38°59'06" East 147.37 feet; thence South 36°44'06" East 445.70 feet; thence 108.32 feet along the arc of a 253.48 foot radius curve to the right, through an angle of 24°29'00", whose chord bears South 24°29'36" East 107.49 feet; thence South 12°15'06" East 3.90 feet; thence 127.09 feet along the arc of a 605.96 foot radius curve to the left, through an angle of 12°01'00", whose chord bears South 18°15'36" East 126.86 feet; thence

EXHIBIT A CONTINUED

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South 24°16'06" East 524.19 feet; thence South 23°25'52" East 294.69 feet; thence 522.22 feet along the arc of a 1670.02 foot radius curve to the left, through an angle of 17°55'00", whose chord bears South 32°23'22" East 520.10 feet; thence South 41°20'52" East 222.40 feet; thence 42.26 feet along the arc of a 167.00 foot radius curve to the right, through an angle of 14°30'00", whose chord bears South 34°05'52" East 42.15 feet; thence South 26°50'52" East 297.40 feet; thence 47.70 feet along the arc of a 167.00 foot radius curve to the right, through an angle of 16°22'00", whose chord bears South 18°39'52" East 47.54 feet; thence South 10°28'52" East 122.00 feet; thence 340.71 feet along the arc of a 1399.39 foot radius curve to the right, through an angle of 13°57'00", whose chord bears South 03°30'22" East 339.87 feet; thence South 03°28'08" West 12.40 feet; thence 167.63 feet along the arc of a 605.96 foot radius curve to the left, through an angle of 15°51'00", whose chord bears South 04°27'22" East 167.10 feet; thence South 12°22'52" East 12.00 feet; thence 116.64 feet along the arc of a 167.00 foot radius curve to the right, through an angle of 40°01'00", whose chord bears South 07°37'38" West 114.28 feet; thence South 27°38'08" West 222.20 feet; thence 135.22 feet along the arc of a 233.00 foot radius curve to the left, through an angle of 33°15'00", whose chord bears South 11°00'38" West 133.33 feet; thence South 05°36'52" East 61.00 feet; thence 97.15 feet along the arc of a 217.00 foot radius curve to the right, through an angle of 25°39'00", whose chord bears South 07°12'38" West 96.34 feet; thence South 20°02'08" West 119.40 feet; thence 232.28 feet along the arc of a 1942.86 foot radius curve to the left, through an angle of 06°51'00", whose chord bears South 16°36'38" West 232.14 feet; thence South 13°11'08" West 24.50 feet; thence 612.40 feet along the arc of a 987.93 foot radius curve to the left, through an angle of 35°31'00", whose chord bears South 04°34'22" East 602.64 feet; thence South 22°19'52" East 105.50 feet; thence 502.36 feet along the arc of a 605.96 foot radius curve to the left, through an angle of 47°30'00", whose chord bears South 46°04'52" East 488.10 feet; thence South 69°49'52" East 596.50 feet; thence 103.15 feet along the arc of a 253.48 foot radius curve to the right, through an angle of 23°19'00", whose chord bears South 58°10'22" East 102.44 feet; thence South 46°30'52" East 3.10 feet; thence 65.11 feet along the arc of a 510.46 foot radius curve to the left, through an angle of 06°11'10", whose chord bears South 49°36'26" East 55.09 feet; thence North 89°45'40" West 1330.02 feet; thence South 02°18'15" East 1358.83 feet; thence South 88°59'41" East 1393.80 feet; thence South 03°01'45" East 1378.38 feet; thence North 88°14'55" West 1412.46 feet; thence South 02°18'15" East 1172.61 feet; thence South 89°45'11" West 4280.36 feet; thence North 00°05'47" West 1319.62 feet; thence NORTH 1301.58 feet; thence WEST 5271.44 feet; thence North 00°10'53" West 3961.14 feet; thence North 00°10'53" West 5281.54 feet; thence North 00°58'08" West 50.89 feet; thence North 01°02'33" East 2548.82 feet; thence North 00°37'03" East 84.12 feet; thence North 00°59'05" East 1097.20 feet; thence South 82°29'00" East 1248.06 feet; thence EAST 525.78 feet; thence North 33°29'30" West 32.66 feet; thence North 56°30'30" East 278.81 feet; thence South 42°13'32" East 32.49 feet; thence 242.67 feet along the arc of a 539.96 foot radius curve to the right, through an angle of 25°45'00", whose chord bears South 29°21'02" East 240.63 feet; thence South 16°28'32" East 80.10 feet; thence

EXHIBIT A CONTINUED

229.21 feet along the arc of a 510.35 foot radius curve to the left, through an angle of 25°44'00", whose chord bears South 29°20'32" East 227.29 feet; thence South 42°12'32" East 69.70 feet; thence 128.74 feet along the arc of a 444.35 foot radius curve to the right, through an angle of 16°36'00", whose chord bears South 33°54'32" East 128.29 feet; thence South 25°36'32" East 144.00 feet; thence 853.16 feet along the arc of a 733.79 foot radius curve to the left, through an angle of 66°37'00", whose chord bears South 58°55'02" East 805.91 feet; thence North 87°46'28" East 140.00 feet; thence 195.67 feet along the arc of a 348.53 foot radius curve to the right, through an angle of 32°10'00", whose chord bears South 76°08'32" East 193.11 feet; South 60°03'32" East 456.70 feet; thence 285.76 feet along the arc of a 606.03 foot curve to the left, through an angle of 27°01'00", whose chord bears South 73°34'02" East 283.12 feet; thence South 87°04'32" East 97.20 feet; thence 128.64 feet along the arc of a 639.96 foot radius curve to the right, through an angle of 13°39'02", whose chord bears South 80°15'02" East 128.34 feet; thence South 73°25'32" East 338.10 feet; thence 223.69 feet along the arc of a 67.00 foot radius curve to the right, through an angle of 191°17'29", whose chord bears South 22°12'58" West 133.35 feet; thence North 62°08'32" West 147.50 feet; thence 266.53 feet along the arc of a 510.45 foot radius curve to the left, through an angle of 29°55'00", whose chord bears North 77°06'02" West 263.51 feet; thence South 87°56'28" West 252.31 feet; thence 71.77 feet along the arc of a 158.00 foot radius curve to the left, through an angle of 26°01'28", whose chord bears South 74°55'46" West 71.15 feet; thence North 54°17'00" West 72.08 feet; thence North 05°19'00" East 131.89 feet; thence North 81°18'00" West 36.53 feet; thence North 60°42'00" West 224.82 feet; thence North 71°52'00" West 29.05 feet; thence North 83°02'00" West 33.88 feet; thence South 13°06'00" West 183.37 feet; thence South 43°51'30" West 0.93 feet; thence North 56°00'00" West 125.17 feet; thence South 32°52'34" West 91.00 feet; thence South 48°55'30" West 176.04 feet; thence South 72°25'00" East 40.00 feet; thence South 54°10'00" East 49.20 feet; thence South 47°11'00" East 38.89 feet; thence South 69°12'00" East 53.26 feet; thence South 51°32'00" East 71.29 feet; thence South 47°45'00" East 30.00 feet; thence South 79°52'00" East 59.20 feet; thence South 42°36'00" East 54.53 feet; thence South 59°43'00" West 208.31 feet; thence WEST 92.11 feet; thence SOUTH 120.66 feet; thence North 59°00'00" West 54.25 feet; thence South 31°00'00" West 15.00 feet; thence South 31°00'00" West 145.78 feet; thence South 44°00'00" East 382.37 feet; thence South 72°00'00" East 256.29 feet; thence South 44°00'00" East 134.03 feet; thence South 44°00'00" East 147.67 feet; thence EAST 148.71 feet; thence SOUTH 166.60 feet; thence North 80°00'00" East 198.52 feet; thence South 24°28'32" East 340.05 feet; thence South 30°00'00" East 213.01 feet; thence North 60°00'00" East 150.56 feet; thence South 76°00'00" East 119.81 feet; thence South 39°43'00" East 107.60 feet; thence South 04°33'00" East 77.89 feet; thence South 25°17'00" East 114.63 feet; thence South 89°42'40" West 172.50 feet; thence South 00°07'50" East 300.00 feet; thence North 89°42'40" East 805.00 feet to the point of beginning.

Containing 2522.22 acres