

BALL JANIK LLP

A T T O R N E Y S

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RECORDATION NO. **22164, A**

FILED

MAY 17 '99

2-35 PM

May 17, 1999

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and a certified copy of the first document described below, and two originals of the second document described below, both to be recorded pursuant to 49 U.S.C. § 11301.

The first document is a Memorandum of Lease Agreement, a primary document, dated as of May 13, 1999. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Conag Finance, Inc.
P. O. Box 2450
Clarksburg, WV 26302

Lessee:

CNG Transmission Corporation
P. O. Box 2450
Clarksburg, WV 26302

A description of the equipment covered by the Memorandum of Lease Agreement consists of 25 tank cars numbered CNGX 1001-1025, inclusive.

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The second document is Memorandum of Bill of Sale and Assignment and Assumption Agreement, a secondary document, dated as of May 29, 1998. The primary document to which this is connected is to be recorded under a new Recordation Number. We request that one copy of this document be recorded under suffix A of the new Recordation Number.

The names and addresses of the parties to the Memorandum of Bill of Sale and Assignment and Assumption Agreement are:

Assignor:

Conag Finance, Inc.
P. O. Box 2450
Clarksburg, WV 26302

Assignee:

Nationsbanc Leasing Corporation
P. O. Box 4431
Atlanta, GA 30302-4431

A description of the equipment covered by the Memorandum of Bill of Sale and Assignment and Assumption Agreement consists of 25 tank cars numbered CNGX 1001-1025, inclusive.

A fee of \$52.00 is enclosed. Please return one original of each document to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the documents to appear in the index follows: (1) a Memorandum of Lease Agreement between Conag Finance, Inc., P. O. Box 2450, Clarksburg, WV 26302, and

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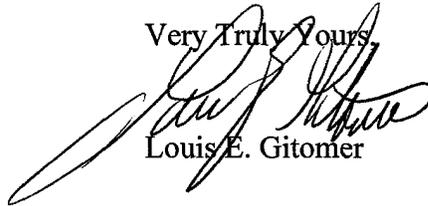
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CNG Transmission Corporation, P. O. Box 2450, Clarksburg, WV 26302; and (2) a Memorandum of Bill of Sale and Assignment and Assumption Agreement between Conag Finance, Inc., P. O. Box 2450, Clarksburg, WV 26302, and Nationsbanc Leasing Corporation, P. O. Box 4431, Atlanta, GA 30302-4431, both covering 25-tank cars numbered CNGX 1001-1025, inclusive.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name below.

Louis E. Gitomer

Attachments

MAY 17 '99 2-35 PM

MEMORANDUM OF LEASE AGREEMENT

This MEMORANDUM OF LEASE AGREEMENT (the "MEMORANDUM"), is made and entered into as of May 13th, 1999, by and between CONAG FINANCE, INC. ("Lessor"), and CNG TRANSMISSION CORPORATION, successor to Consolidated Gas Transmission Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee twenty-five (25) railroad tank cars numbered CNGX-1001-1025, inclusive.

All of such tank cars are more fully described in that certain Lease Agreement dated as of April 15, 1986, as amended by Amendment No. 1 to Lease Agreement dated as of August 1, 1986, as further amended by Amendment No. 2 to Lease Agreement dated as of February 13, 1992, Amendment No. 3 to Lease Agreement dated as of May 31, 1995, and Amendment No. 4 to Lease Agreement dated as of July 24, 1995 (together with all of the riders, schedules, and other attachments thereto, collectively the "Lease"), each between the Lessor and Lessee.

2. The Lease shall be effective as of the date thereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

CONAG FINANCE, INC.

By: *William R. Fuhs*
Name: William R. Fuhs
Its: Vice President

CNG TRANSMISSION CORPORATION, successor to Consolidated Gas Transmission Corporation

By: *Jimmy D. STATON*
Name: Jimmy D. STATON
Its: VICE PRESIDENT & TREASURER

STATE OF New York)
COUNTY OF New York)ss

On this 12th day of March, 1999, before me personally appeared William R. Fuhs, to me personally known, who being by me duly sworn, did say that he is an Authorized Officer of Conag Finance, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Christopher P. Moon
Notary Public

My Commission Expires:

CHRISTOPHER P. MOON
Notary Public, State of New York
No. 01MO5049044
Qualified in New York County
Commission Expires October 7, 1999

STATE OF Penna.)
COUNTY OF Allegheny)ss

On this 13th day of May, 1999, before me personally appeared Jimmy D. Stator, to me personally known, who being by me duly sworn, did say that he is an Authorized Officer of CNG Transmission Corporation, successor to Consolidated Gas Transmission Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors' and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Margaret J. Battista
Notary Public

My Commission Expires:

Notarial Seal
Margaret J. Battista, Notary Public
Pittsburgh, Allegheny County
My Commission Expires Jan. 27, 2003
Member, Pennsylvania Association of Notaries

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Memorandum of Lease Agreement dated as of May 13, 1999, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



Louis E. Gitomer
May 17, 1999