

BALL JANIK LLP
ATTORNEYS

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

RECORDATION NO. **22164** FILED **A**
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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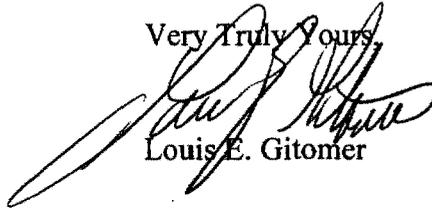
Honorable Vernon A. Williams

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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,



Louis E. Gitomer

Attachments

RECORDATION NO. 22164-A FILED

MEMORANDUM OF BILL OF SALE
AND
ASSIGNMENT AND ASSUMPTION AGREEMENT

MAY 27 1998

2-35 PM

This MEMORANDUM OF BILL OF SALE AND ASSIGNMENT AND ASSUMPTION AGREEMENT, is made and entered into as of May 29, 1998, by and between CONAG FINANCE, INC. ("Assignor"), and NATIONSBANC LEASING CORPORATION ("Assignee"), with reference to the following:

1. Assignee has agreed to purchase twenty-five (25) railroad tank cars numbered CNGX1001-1025, inclusive (the "Railroad Equipment"), from Assignor pursuant to the Bill of Sale dated as of May 29, 1998.
2. Assignor has agreed to transfer to Assignee all of its right, title, and interest in and to the Railroad Equipment and in and to the 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, pursuant to the Assignment and Assumption Agreement dated as of May 29, 1998 between Assignor and Assignee (the "Assignment and Assumption").
3. The Assignment and Assumption shall be effective as of the date thereof.

This Memorandum of Bill of Sale and Assignment and Assumption Agreement may be executed in any Number of counterparts, each executed counter part constituting an original but all together only one Memorandum of Bill of Sale and Assignment and Assumption Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Bill of Sale and Assignment and Assumption Agreement to be executed as of the date first above written.

CONAG FINANCE, INC.

By: _____

William R. Fuhs

Name: _____

**William R. Fuhs
Vice President**

Its: _____

NATIONSBANC LEASING CORPORATION

By: _____

Carol Jones

Name: _____

**CAROL JONES
VICE PRESIDENT**

Its: _____

STATE OF New York)
)ss
COUNTY OF New York)

On this 12th day of March, 1999, before me personally appeared William R. Fulas, 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.

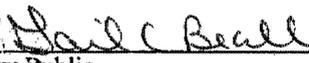
(Seal)


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

STATE OF GEORGIA)
)ss
COUNTY OF DEKALB)

On this 1 day of April, 1999, before me personally appeared Carol Jones, to me personally known, who being by me duly sworn, did say that he is an Authorized Officer of NationsBanc Leasing 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)


Notary Public
Notary Public, Gwinnett County, Georgia
My Commission Expires: My Commission Expires March 20, 2001

CHRISTOPHER S. MOON
Notary Public for the State of New York
Notary Public for the State of New York
Qualified in Westchester County
Commission Expires October 7, 1999

