

MAY 11 '06

11-09 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

May 10, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Termination, dated as of May 10, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete lease termination and relates to the Memorandum of Railcar Lease Agreement previously filed with the Board under Recordation Number 22614.

The name and address of the party to the enclosed document are:

Lessor: Bombardier Capital Rail Inc.
 (f/k/a NorRail Inc.)
 12735 Gran Bay Parkway West-Suite #1000
 Jacksonville FL 32258

[Lessee: Criterion Catalyst Company L P
 16825 N. Chase Drive Suite 1000
 Houston TX 77060]

Mr. Vernon A. Williams
May 10, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

20 railcars within the series NRLX 058019 - NRLX 058098 as more specifically set forth on the exhibit attached to the document.

A short summary of the document to appear in the index is:

Notice of Termination.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a horizontal line extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

NOTICE OF TERMINATION

SURFACE TRANSPORTATION BOARD

The undersigned, BOMBARDIER CAPITAL RAIL INC. (formerly NorRail, Inc.), Lessor, publishes this notice that the instrument described in Exhibit A attached hereto has been terminated and shall be considered terminated of record as to all railcars described as being subject thereto.

IN WITNESS WHEREOF, BOMBARDIER CAPITAL RAIL INC. has caused this instrument to be executed by its officer thereunto duly authorized this 10th day of May, 2006.

BOMBARDIER CAPITAL RAIL INC.
(f/k/a NorRail, Inc.), as Lessor

By: Catherine Hawks
Catherine Hawks
Senior Attorney

STATE OF FLORIDA)
)
COUNTY OF DUVAL) ss.

On this 10th day of May, 2006, before me appeared **Catherine Hawks**, to me personally known, who, being duly sworn did say that she is the Senior Attorney of BOMBARDIER CAPITAL RAIL INC., and that said instrument was signed on behalf said corporation by authority of its board of directors and she acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Gail M. Porter
NOTARY PUBLIC

My Commission Expires: 07-01-2010



EXHIBIT A

Description of Instrument

Memorandum of Railcar Lease Agreement from Bombardier Capital Rail Inc. (formerly known as NorRail, Inc.), Lessor, to Criterion Catalyst Company L.P., Lessee, dated as of September 28, 1999 and filed with the Surface Transportation Board on December 16, 1999 at 2:07 p.m. under Recordation Number 22614.

Railcars

NRLX058019
NRLX058024
NRLX058027
NRLX058029
NRLX058030
NRLX058031
NRLX058035
NRLX058036
NRLX058037
NRLX058039
NRLX058040
NRLX058041
NRLX058042
NRLX058043
NRLX058050
NRLX058054
NRLX058085
NRLX058091
NRLX058093
NRLX058098

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 5/10/06



Robert W. Alvord