



**GE Transportation
Systems**

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RECORDATION NO. 20867 FILED

SEP 15 '97

11-36 AM

September 11, 1997

Mr. Vernon A. Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

SEP 15 11 36 AM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Subject: Recordation of Amendment to Lease Agreement

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, is an original and one copy/counterpart of an Amendment to Lease Agreement, dated as of March 30, 1997, between General Electric Company acting through its Transportation Systems Business Operations ("Lessor") and BC Rail Ltd. ("Lessee"), a primary document.

The names and addresses of the parties to the enclosed Agreement are as follows:

LESSOR: GE Transportation Systems
2901 East Lake Road
Erie, Pennsylvania 16531

LESSEE: BC Rail Ltd.
221 West Esplanade
North Vancouver, B.C.
Canada V7M 3J1

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$24.00 for the required recording fee.

The undersigned is Counsel and Attesting Secretary of General Electric Company, the Lessor. Please return the original and any extra copies not needed by the Board for recordation to Daniel A. Rowley, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

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

PRIMARY DOCUMENT

Amendment to Lease Agreement, dated as of July 30, 1997 between General Electric Company ("Lessor") and BC Rail Ltd. ("Lessee"), relating to One (1) B23-7 diesel electric locomotive and One (1) B39-8 diesel electric locomotive.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "D. A. Rowley". The signature is written in a cursive style with a large, sweeping flourish at the end.

Enclosures

SCHEDULE I

Description of Locomotive(s)

<u>Road Number</u>	<u>Type</u>
GE-CX 2002	B 23-7
GE-CX 8002	B 39-8

AMENDMENT NUMBER 1 TO SEP 15 '97 11-36 AM
LOCOMOTIVE LEASE AGREEMENT

Reference is made to the Locomotive Lease Agreement dated as of March 30, 1997, as amended from time to time (the "Lease"), between General Electric Company, a corporation of the State of New York acting through its Transportation Systems Business Operations ("Lessor"), and BC Rail Ltd., a Canadian corporation ("Lessee"). For good and valuable consideration, receipt and sufficiency of which are hereby acknowledged, Lessor and Lessee agree as follows:

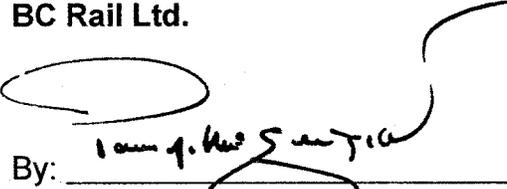
The term of the Lease is hereby amended to extend from October 27, 1997 through March 31, 1998, as referred to in Section 16 of the Lease. All other Terms and Conditions of the Lease shall remain in full effect.

<u>Road Number</u>	<u>Type</u>	<u>Daily Rent</u>
GE-CX 2002	B 23-7	\$350.00 per locomotive day
GE-CX 8002	B 39-8	\$400.00 per locomotive day

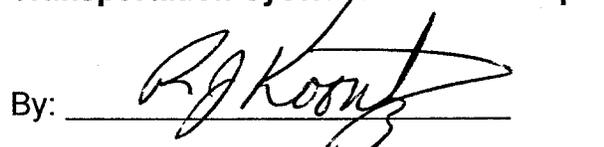
The Lease, as amended hereby, is and shall continue to be in full force and effect. This Amendment shall be fully subject to the provisions of the Lease, including without limitation Section 16 of the Lease, as if fully set out herein.

IN WITNESS WHEREOF, the parties hereto, intending to be legally bound hereby, have executed this Amendment Number 1 as of July 30, 1997.

BC Rail Ltd.

By: 
 Name: PAUL J. McELGOTT
 Title: PRESIDENT + C.E.O.
 Date: SEPTEMBER 3, 1997

**General Electric Company,
 Transportation Systems Business Operations**

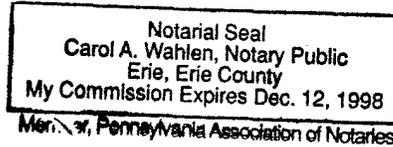
By: 
 Name: Bob Koontz
 Title: Mgr. - Proposals/Contracts
 Date: Aug 28, 1997

Commonwealth of Pennsylvania }
 }
County of Erie }

On this, the 28th day of Aug., 1997, before me, the undersigned officer, personally appeared R. V. Koonitz, who acknowledged himself to be MANAGER of General Electric Company, a New York corporation, and that he as MANAGER, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as MANAGER.

In witness whereof, I hereunto set my hand and official seal.

Carol A. Wahlen
Notary Public



My commission expires:

State of BRITISH COLUMBIA }
PROVINCE OF }
County of _____ }

On this, the 3rd day of September, 1997, before me, the undersigned officer, personally appeared Paul J. McElligott, who acknowledged himself to be the President + Chief Executive Officer of BC Rail Ltd., a corporation, and that he as President + C.E.O., being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as President + C.E.O..

In witness whereof, I hereunto set my hand and official seal.

Chloe
Notary Public
A Commissioner for taking Affidavits
for British Columbia

My commission expires:

FEBRUARY 29, 2000