

RECORDATION NO. 20197-A, B, C FILED

MAY 30 '97

3-30PM

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

OF COUNSEL
URBAN A. LESTER

May 30, 1997

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 three (3) copies of a Correcting Amendment to Schedule to Lease Agreement, dated May 29, 1997, and an Assignment of Lease Agreement, dated as of May 30, 1997, and a Bill of Sale, dated May 30, 1997, all being secondary documents as defined in the Board's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed documents relate to the Memorandum of Lease Agreement, which was previously filed with the Commission under Recordation Number 20197

The names and addresses of the parties to the enclosed documents are:

Correcting Amendment

Lessor:	American Railcar Leasing Partners by. Sequel Transportation Leasing Corporation 570 Lake Cook Road Deerfield, Illinois 60015
Lessee:	BC Rail Ltd 221 West Esplanade Vancouver, British Columbia, V6B 4X6 CANADA

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BOARD
MAY 30 3 28 PM '97

Counter parts - *File*

Mr. Vernon A. Williams
May 30, 1997
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Assignment of Lease

Assignor: American Railcar Leasing Partners
570 Lake Cook Road
Deerfield, Illinois 60015

Assignee: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10046

Bill of Sale

Seller: American Railcar Leasing Partners
570 Lake Cook Road
Deerfield, Illinois 6005

Purchaser: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10046

A description of the railroad equipment covered by the enclosed Assignment is
ninety-nine (99) flatcars bearing reporting marks and road numbers
BCOL 873500 through BCOL 873599 (excluding 873537)

Also enclosed is a check in the amount of \$72 00 payable to the order of the
Surface Transportation Board covering the required recordation fees

Kindly return stamped copies of the enclosed documents to the undersigned

Very truly yours,



Robert W Alvord

RWA/bg
Enclosures

Surface Transportation Board
Washington, D.C., 20423-0001

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW. Ste. 200
Washington, DC., 20006-2973

5/30/97

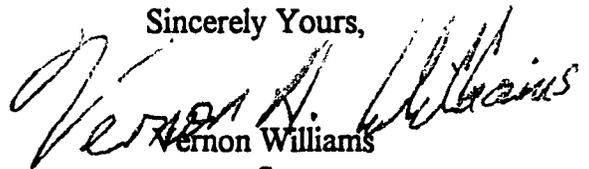
Dear: Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3 (c), on 5/30/97 at, 3:30PM and

assigned recordation number(s). 18394-B, 18394-C, 18499-E, 18499-F, 20197-A,
20197-B and 20197-C.

Sincerely Yours,

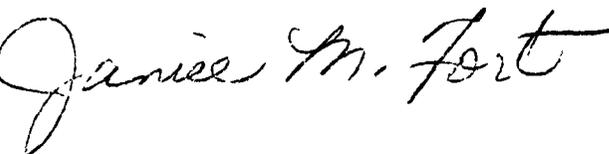


Vernon Williams
Secretary

Enclosed (s)

\$ 168.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

Signature.



MAY 30 '97 3-30PM

CORRECTING AMENDMENT TO SCHEDULE TO LEASE AGREEMENT

This Correcting Amendment hereby amends the description of Cars, as stated on the Schedule to Lease Agreement dated September 25, 1995, between American Railcar Leasing Partners and BC Rail Ltd. The purpose of this Correcting Amendment is to correct inadvertent error in Car numbers.

Said Schedule to Lease Agreement shall read as follows:

One hundred (100) 73 foot centerbeam bulkhead railroad flat cars, built in 1995 and 1996 by National Steel Car

Running marks and numbers: BCOL 873500 through BCOL 873599 (inclusive)

Agreed:

AMERICAN RAILCAR LEASING PARTNERS, an Illinois partnership

BC RAIL, LTD.,
a British Columbia corporation

By First Pacific Railcar Corporation,
general partner

By: Jay Bronson
Title: PRESIDENT
Date: 5/29/97

By: [Signature]
Title: DIRECTOR, FLEET MANAGEMENT
Date: 1996, JANUARY

By Sequel Transportation Leasing Corporation,
general partner

By: [Signature]
Title: [Signature]
Date: 5/29/97

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Agreed:

AMERICAN RAILCAR LEASING PARTNERS, an Illinois partnership

BC RAIL, LTD.,
a British Columbia corporation

By First Pacific Railcar Corporation,
general partner

By: _____

By: [Signature]

Title: _____

Title: DIRECTOR, FLEET MANAGEMENT

Date: _____

Date: 1996, JANUARY

By Sequel Transportation Leasing Corporation,
general partner

By: [Signature]
Title: Pres

Date: 5/29/97

State of Illinois)
)
 County of *Lake*) ss.

I, Philip Glick, hereby certify that the attached "Correcting Amendment to Schedule to Lease Agreement" is a true and complete copy of the original thereof.


 PHILIP GLICK

Subscribed and sworn to before me this 29th day of May, 1997.


 NOTARY PUBLIC

My Commission expires:

