

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No.)

American Real Estate Partners, LP
(Name of Issuer)

Common Stock
(Title of Class of Securities)

029169109
(CUSIP Number)

Check the following box if a fee is being paid with this statement []. (A fee is not required only if the filing person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7).

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 029169109

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NAME OF REPORTING PERSON
S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Schneider Capital Management Corporation
EIN 23-2856392

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) []
(b) []

SEC USE ONLY

CITIZENSHIP OR PLACE OF ORGANIZATION
Pennsylvania

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

SOLE VOTING POWER
2,505,766

SHARED VOTING POWER
None

SOLE DISPOSITIVE POWER
3,614,974

SHARED DISPOSITIVE POWER
None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,614,974

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES []

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
7.8%

TYPE OF REPORTING PERSON
IA

Item 1.

- (a) Name of Issuer
American Real Estate Partners, LP
- (b) Address of Issuer's Principal Executive Offices
100 South Bend Road
Mt. Kisco, NY 10549

Item 2.

- (a) Name of Person Filing
Schneider Capital Management Corporation
- (b) Address of Principal Business Office or, if none, Residence
460 E. Swedesford Road, Suite 1080
Wayne, PA 19087
- (c) Citizenship
Pennsylvania
- (d) Title of Class of Securities
Common Stock
- (e) CUSIP Number
029169109

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check
whether the person filing is a:

- (a) [] Broker or Dealer registered under Section 15 of the Act
- (b) [] Bank as defined in section 3(a)(6) of the Act
- (c) [] Insurance Company as defined in section 3(a)(19) of the Act
- (d) [] Investment Company registered under section 8 of
the Investment Company Act
- (e) [X] Investment Adviser registered under section 203 of
the Investment Advisers Act of 1940
- (f) [] Employee Benefit Plan, Pension Fund
which is subject to the provisions of the Employee
Retirement Income Security Act of 1974 or Endowment
Fund; see ss. 240.13d-1(b)(1)(ii)(F)
- (g) [] Parent Holding Company, in accordance with ss.
240.13d-1(b)(ii)(G) (Note: See Item 7)
- (h) [] Group, in accordance with ss. 240.13d-1(b)(1)(ii)(H)

Item 4. Ownership.

- (a) Amount Beneficially Owned
3,614,974
- (b) Percent of Class
7.8%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote
2,505,766

- (ii) shared power to vote or to direct the vote
None
- (iii) sole power to dispose or to direct the disposition
of
3,614,974
- (iv) shared power to dispose or to direct the
disposition of
None

Item 5. Ownership of Five Percent or Less of a Class. If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following []
[].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.
None

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.
N/A

Item 8. Identification and Classification of Members of the Group.
N/A

Item 9. Notice of Dissolution of Group.
N/A

Item 10. Certification.
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not

have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purposes or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

2/4/98
Date

Gary P. Soura, Jr.
Signature

Gary P. Soura, Jr.
Assistant Vice President
Name/Title

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

