

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/20/2006

**CONVEYING PARTY DATA**

Name	Formerly	Execution Date	Entity Type
American Railcar Industries, Inc.		01/20/2006	CORPORATION: MISSOURI

**RECEIVING PARTY DATA**

Name:	American Railcar Industries, Inc.
Street Address:	100 Clark Street
City:	St. Charles
State/Country:	MISSOURI
Postal Code:	63301
Entity Type:	CORPORATION: DELAWARE

**PROPERTY NUMBERS Total: 5**

Property Type	Number	Word Mark
Registration Number:	2614206	ARI
Registration Number:	0900643	CENTER FLOW
Registration Number:	1173113	PRESSUREAIDE
Registration Number:	1446254	
Registration Number:	2580095	SURE TREAD

**CORRESPONDENCE DATA**

Fax Number: (314)612-2323  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 314-621-5070  
 Email: gashbrook@armstrongteasdale.com  
 Correspondent Name: Andrew B. Mayfield  
 Address Line 1: One Metropolitan Square, Suite 2600  
 Address Line 4: St. Louis, MISSOURI 63102-2740

**CH \$140.00 2614206**

ATTORNEY DOCKET NUMBER:	17559-8
NAME OF SUBMITTER:	Andrew B. Mayfield
Signature:	/ABM-ATLLP/
Date:	02/12/2007
Total Attachments: 5 source=s2179873#page1.tif source=s2179873#page2.tif source=s2179873#page3.tif source=s2179873#page4.tif source=s2179873#page5.tif	

# State of Missouri



Robin Carnahan  
Secretary of State

CERTIFICATE OF MERGER  
FOREIGN ENTITY SURVIVING

WHEREAS, Articles of merger of the following entities:

*AMERICAN RAILCAR INDUSTRIES, INC. -- 003 15347*

*INTO:*

*AMERICAN RAILCAR INDUSTRIES, INC. d/b/a AMERICAN RAILCAR INDUSTRIES  
(DELAWARE), INC. -- F00709994*

Organized and existing under the laws of Missouri and Delaware have been received, found to conform to law, and filed.

NOW, THEREOF, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying the foregoing and certifying that the merger of the aforementioned with

*AMERICAN RAILCAR INDUSTRIES (DELAWARE), INC. -- F00709994*

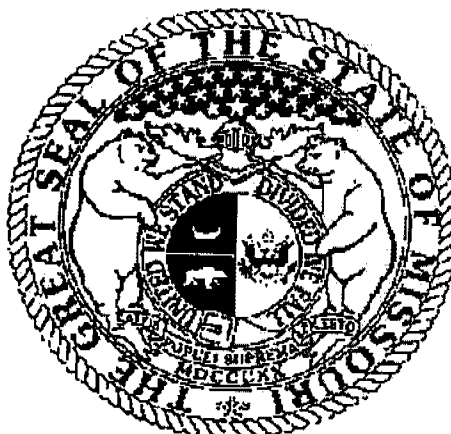
as the survivor, shall be effective on the date on which the same becomes effective in the State of Delaware

Effective date: *January 20, 2006*

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 23rd day of January, 2006.

*Robin Carnahan*

Secretary of State



TRADEMARK

REEL: 003480 FRAME: 0041

File Number: 200602513132  
F00709994  
Date Filed: 01/23/2006  
Effective Date: 01/20/2006  
Robin Carnahan  
Secretary of State

## SUMMARY ARTICLES OF MERGER

Robin Carnahan, Secretary of State  
State of Missouri  
State Capitol, Room 208  
600 West Main Street  
Jefferson City, Missouri 65101

Pursuant to the provisions of the General and Business Corporation Law of Missouri (the "Missouri Act") and the General Corporation Law of Delaware (the "Delaware Act"), the undersigned corporations certify the following:

1. **NAME OF CONSTITUENT CORPORATIONS.** American Railcar Industries, Inc. (a Missouri corporation) (the "Parent Corporation") is hereby merged with and into American Railcar Industries, Inc. (a Delaware corporation) (the "Surviving Corporation").
2. **APPROVAL.** An agreement and plan of merger has been adopted, certified, executed and acknowledged by each of the parent Corporation and the Surviving Corporation pursuant to §351.447 of the Missouri Act and §253 of the Delaware Act (the "Plan of Merger").
3. **RESOLUTION.** The Plan of Merger was adopted by the board of directors of the Surviving Corporation on January 12, 2006 and by 100% of the stockholders of the Parent Corporation on January 12, 2006. The Parent Corporation owns 100% of the issued and outstanding shares of capital stock of the Subsidiary Corporation and, therefore, the Parent Corporation is in compliance with the ninety percent ownership requirements of §351.447 of the Missouri Act and of §253 of the Delaware Act, and the Parent Corporation will maintain at least ninety percent ownership until the issuance of the Certificate of Merger by each of the Secretary of State of the State of Missouri and the Secretary of State of the State of Delaware. A copy of the resolutions adopted by the Parent Corporation are attached.
4. **EFFECTIVE DATE.** Pursuant to the Plan of Merger, the effective date of the Merger is the date on which the Articles of Merger are filed with the Secretary of State of the State of Delaware, and the Secretary of State of the State of Missouri, respectively.
5. **NAME.** The name of the surviving corporation is American Railcar Industries, Inc., a Delaware corporation.
6. **ARTICLES OF INCORPORATION.** The Certificate of Incorporation of the Surviving Corporation on the Effective Date shall continue to be the Certificate of Incorporation of the Surviving Corporation. On the Effective Date, the Surviving Corporation shall also adopt and file with the Secretary of State of the State of Delaware a Certificate of Designations in the form set forth in the Plan of Merger.

State of Missouri  
Merger - General Business - Domestic 5 Page(s)



T0602313619

TRADEMARK  
REEL: 003480 FRAME: 0042

Surviving Corporation on the Effective Date shall continue to be the Certificate of Incorporation of the Surviving Corporation. On the Effective Date, the Surviving Corporation shall also adopt and file with the Secretary of State of the State of Delaware a Certificate of Designations in the form set forth in the Plan of Merger.

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7. **AGREEMENT AND PLAN OF MERGER.** The executed Plan of Merger is on file at the principal place of business of the Surviving Corporation: 100 Clark Street, St. Charles, MO 63301.

8. **COPY.** A copy of the Plan of Merger will be furnished by the Surviving Corporation on request and without cost, to any shareholder of any corporation that is a party to the merger.

9. **UNDERTAKINGS OF SURVIVING CORPORATION.**

(a) The Surviving Corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the Surviving Corporation;

(b) The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the Surviving Corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is:

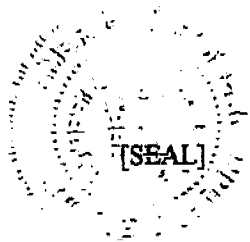
American Railcar Industries, Inc.  
100 Clark Street, St. Charles, MO 63301; and

(c) The Surviving Corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

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IN AFFIRMATION HEREOF, THE FACTS STATED ABOVE ARE TRUE  
AND CORRECT:

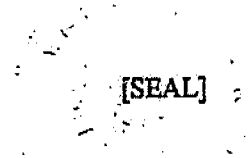
(The undersigned understand that false statements are subject to the penalties provided  
under Section 575.040, TCSMO)



ATTEST: Michael Oberdorfer  
Secretary

AMERICAN RAILCAR INDUSTRIES,  
INC., a Delaware Corporation

By: James J. Unger  
James J. Unger, Chief Executive Officer  
and President  
Date: 1-23-06



ATTEST: Michael Oberdorfer  
Secretary

AMERICAN RAILCAR INDUSTRIES,  
INC., a Missouri Corporation

By: James J. Unger  
James J. Unger, Chief Executive Officer  
and President  
Date: 1-23-06

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