

PATENT ASSIGNMENT

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SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/20/2006
CONVEYING PARTY DATA	
Name	Execution Date
American Railcar Industries, Inc. (a Missouri Corporation)	01/23/2006
RECEIVING PARTY DATA	
Name:	American Railcar Industries, Inc. (a Delaware Corporation)
Street Address:	100 Clark Street
City:	St. Charles
State/Country:	MISSOURI
Postal Code:	63301
PROPERTY NUMBERS Total: 9	
Property Type	Number
Patent Number:	6717093
Patent Number:	5355809
Patent Number:	5868284
Application Number:	11194379
Patent Number:	5314094
Patent Number:	5017065
Patent Number:	5076539
Patent Number:	5232315
Patent Number:	5236287
CORRESPONDENCE DATA	
Fax Number:	(314)612-2307
Correspondence will be sent via US Mail when the fax attempt is unsuccessful.	
Phone:	3146215070
Email:	mglaus@armstrongteasdale.com

CH \$360.00 6717093

Correspondent Name:	Daniel M. Fitzgerald
Address Line 1:	One Metropolitan Square, Suite 2600
Address Line 2:	Armstrong Teasdale LLP
Address Line 4:	St. Louis, MISSOURI 63102

ATTORNEY DOCKET NUMBER:	17559-8 (VARIOUS)
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NAME OF SUBMITTER:	Patrick W. Rasche
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Total Attachments: 5
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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. -- 00315347

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

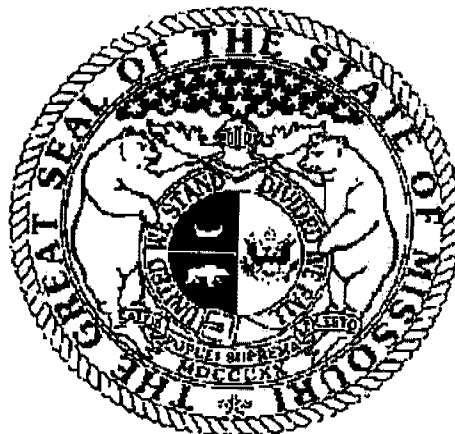
as the survivor, shall be effective on the date on which the same becomes effective in the State of Delaware

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



PATENT

REEL: 018883 FRAME: 0151

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.

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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:

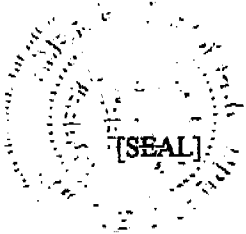
American Railcar Industries, Inc.
100 Clark Street, St. Charles, MO 63301; and

(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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