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ATTORNEYS AT LAW
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SUITE 301
WASHINGTON, D.C.

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

20036

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February 27, 2013

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of an Assignment and Assumption, dated as of February 27, 2013, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Supplement No. 1 to Security Agreement being filed with the Board under Recordation Number 30565-B.

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

Seller: American Railcar Industries, Inc.
620 North Second Street
St. Charles, Missouri 63301

Purchaser: Longtrain Leasing I, LLC
620 North Second Street
St. Charles, Missouri 63301

Section Chief
February 27, 2013
Page 2

A description of the railroad equipment covered by the enclosed document is:

564 railcars: SHQX 5236, SHQX 5243, SHQX 5251 – SHQX 5369, SHQX 5380 – SHQZ 5394, SHQX 6224 – SHQX 6256, SHQX 6290 – SHQX 6323, SHQX 6344, SHQX 6350 – SHQX 6389, SHQX 6475 – SHQX 6514, SHQX 6525 – SHQX 6549, SHQX 6715 – SHQX 6851 and within the series SHQX 6859 – SHQX 7004 as more particularly set forth in the attachment to the document

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

Assignment and Assumption.

Also enclosed is a check in the amount of \$42.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/sem
Enclosures

ASSIGNMENT AND ASSUMPTION

February 27, 2013

AMERICAN RAILCAR INDUSTRIES, INC., a corporation organized under the laws of the State of North Dakota (the "*Assignor*"), in consideration of good and valuable consideration paid at or before the execution and delivery of these presents, the receipt and sufficiency of which is hereby acknowledged, hereby transfers, assigns and otherwise conveys and grants to Longtrain Leasing I, LLC, a limited liability company organized under the laws of the State of Delaware (the "*Assignee*"), and the Assignee hereby acquires and assumes from the Assignor, all of the Assignor's right, title and interest in and to the Lease Agreements set forth on Schedule I hereto to the extent (but only to the extent) that such Lease Agreements relate to the Equipment set forth on Schedule II hereto and all Related Assets with respect thereto (collectively, the "*Leases*"), any and all income and proceeds thereof and any and all obligations of the Assignor thereunder arising on and after the date hereof. This assignment and assumption is made under the Contribution and Sale Agreement, dated as of December 20, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the "*Agreement*"), by and among the Assignor and the Assignee.

The Assignor hereby warrants to the Assignee and its successors and assigns that at the time of assignment of the Leases, the Assignor has legal and beneficial title thereto and good and lawful right to assign such Leases free and clear of all Liens (other than (i) subleases of the related Equipment expressly permitted by the terms of the Loan Documents, and (ii) Permitted Liens), and the Assignor covenants that it will defend forever such title to the Leases against the demands or claims of all Persons whomsoever (including, without limitation, the holders of such Permitted Liens) based on claims arising as a result of, or related or attributable to, acts, events or circumstances occurring prior to the assignment of the Leases by the Assignor hereunder. Notwithstanding the provisions above and its and the Assignee's intent that the Assignor transfer, assign and otherwise convey and grant to the Assignee all right, title and interest of the Assignor in the Leases to the extent (but only to the extent) that such Leases relate to the Equipment set forth on Schedule II hereto, as a precaution only, in the event of any challenge to this Assignment as being in the nature of an absolute assignment rather than a financing, the Assignor hereby also grants the Assignee a security interest in the Leases to the extent (but only to the extent) that such Leases relate to the Equipment set forth on Schedule II hereto. Such grant of a security interest does not constitute an admission or acknowledgment that the transactions contemplated by the Agreement provide that this Assignment is other than a transfer, assignment and otherwise conveyance and grant to the Assignee of all right, title and interest of the Assignor in the Leases to the extent (but only to the extent) that such Leases relate to the Equipment set forth on Schedule II hereto.

The Assignee hereby assumes, and agrees it is unconditionally bound in respect of, as of the applicable Delivery Date, all duties and obligations of the Assignor under the Leases to the

extent (but only to the extent) that such Leases relate to the Equipment set forth on Schedule II hereto.

Terms used herein with initial capital letters and not otherwise defined shall have the respective meanings given thereto in (i) the Agreement or (ii) the Credit Agreement, dated as of December 20, 2012 (as amended, restated, supplemented or otherwise modified from time to time, the "*Credit Agreement*"), by and among the Assignee, the Assignor, the various lenders party thereto from time to time, Fifth Third Bank, as Administrative Agent, and Fifth Third Bank and Key Equipment Finance, Inc., as Co-Syndication Agents.

THIS ASSIGNMENT AND ASSUMPTION SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK, INCLUDING, WITHOUT LIMITATION, SECTION 5-1401 AND SECTION 5-1402 OF THE NEW YORK GENERAL OBLIGATIONS LAW BUT OTHERWISE WITHOUT REGARD TO CONFLICT OF LAWS PRINCIPLES.

EACH OF THE ASSIGNEE AND THE ASSIGNOR HEREBY IRREVOCABLY WAIVES, TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW, ANY RIGHT IT MAY HAVE TO A TRIAL BY JURY IN ANY LEGAL PROCEEDING DIRECTLY OR INDIRECTLY ARISING OUT OF OR RELATING TO THIS ASSIGNMENT AND ASSUMPTION OR THE TRANSACTIONS CONTEMPLATED HEREBY (WHETHER BASED ON CONTRACT, TORT OR ANY OTHER THEORY).

This Assignment and Assumption shall be binding upon and shall inure to the benefit of, and shall be enforceable by, the parties hereto and their respective successors and assigns as permitted by and in accordance with the terms hereof. Except as expressly provided herein or in the other Loan Documents, no party hereto may assign its interests herein without the consent of the other party hereto.

The Assignor will duly execute and deliver to the Assignee such further documents and assurances and take such further action as the Assignee may from time to time reasonably request or as may be required by applicable law or regulation in order to effectively carry out the intent and purpose of this Assignment and Assumption and to establish and protect the rights and remedies created or intended to be created in favor of the Assignee hereunder, including, without limitation, the execution and delivery of supplements or amendments hereto, in recordable form.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be duly executed as of the date first above written.

ASSIGNOR:

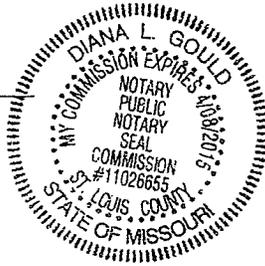
AMERICAN RAILCAR INDUSTRIES, INC.

By: James Cowan
Name: James Cowan
Title: President + CEO

Before me:

Diana L. Gould
Notary Public

February 15, 2013



ASSIGNEE:

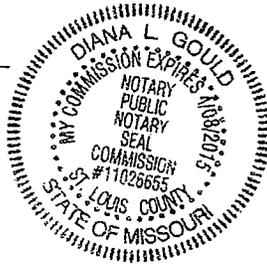
LONGTRAIN LEASING I, LLC

By: Dale C. Davies
Name: Dale C. Davies
Title: Sr VP CFO

Before me:

Diana L. Gould
Notary Public

February 15, 2013



SCHEDULE I TO ASSIGNMENT AND ASSUMPTION AGREEMENT

LIST OF LEASES

See attached.

Car ID	Lessee Code	Contract
SHQX006224	1024	89790000
SHQX006225	1024	89790000
SHQX006226	1024	89790000
SHQX006227	1024	89790000
SHQX006228	1024	89790000
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SHQX006248	1024	89790000

Car ID	Lessee Code	Contract
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Car ID	Lessee Code	Contract
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Car ID	Lessee Code	Contract
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Car ID	Lessee Code	Contract
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Car ID	Lessee Code	Contract
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SHQX005368	1951	89920001
SHQX005369	1951	89920001
SHQX005294	1951	89920001

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SCHEDULE II TO ASSIGNMENT AND ASSUMPTION AGREEMENT

LIST OF EQUIPMENT

See attached.

Car ID	Lessee Code	Contract
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SHQX006226	1024	89790000
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Car ID	Lessee Code	Contract
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Car ID	Lessee Code	Contract
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SHQX005368	1951	89920001
SHQX005369	1951	89920001
SHQX005294	1951	89920001

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CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 2/27/13

Edward M Luria
Edward M. Luria