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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)  
ROBERT W. ALVORD (2011)

December 17, 2015

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 a Memorandum of Credit Agreement, Chattel Mortgage and Security Agreement, dated as of December 10, 2015, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Agent:	Credit Agricole Corporate and Investment Bank 1301 Avenue of the Americas New York, New York 10019
Debtor:	American Railcar Industries Inc. 100 Clark Street Suite 201 St. Charles, Missouri 63301

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

907 cars within the following series:

SHQX 002440 – SHQH 002614  
SHQX 004886 – SHQX 004934  
SHQX 009217 – SHQX 009505  
SHQX 009558 – SHQX 009658  
SHQX 010135 – SHQX 010214

Chief, Section of Administration  
December 17, 2015  
Page 2

SHQX 010235 – SHQX 010264  
SHQX 015117 – SHQX 015305

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

Memorandum of Credit Agreement, Chattel Mortgage and Security Agreement.

Also enclosed is a check in the amount of \$43.00 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,

A handwritten signature in cursive script that reads "Edward M. Luria".

Edward M. Luria

EML/bhs  
Enclosures

MEMORANDUM  
DATED AS OF DECEMBER 10, 2015  
OF  
CREDIT AGREEMENT, CHATTEL MORTGAGE  
AND SECURITY AGREEMENT  
DATED AS OF DECEMBER 10, 2015  
BETWEEN  
AMERICAN RAILCAR INDUSTRIES, INC.  
("DEBTOR")  
AND  
CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK, as ADMINISTRATIVE  
AGENT ("AGENT")

WHEREAS, Debtor and the Agent entered into that certain Credit Agreement, Chattel Mortgage and Security Agreement dated as of December 10, 2015 (the "Security Agreement").

1. Definitions. Except as otherwise defined in this Memorandum, terms defined in the Security Agreement or by reference therein are used herein as defined therein.

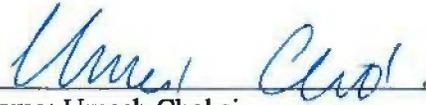
2. Security Interest. Subject to the terms, conditions, covenants and agreements set forth in the Security Agreement and pursuant to the Security Agreement, the Debtor mortgaged, pledged, set over, hypothecated, assigned and granted to the Agent on behalf of the Lenders a first priority lien on and security interest in (a) the Equipment described on Schedule A hereto, together with all rents, issues, income, profits and avails therefrom and the proceeds thereof; (b) all right, title and interest of the Debtor in and to each and every Lease described on Schedule A hereto (but only to the extent relating to the Equipment), and all payments due and to become due under any such Lease but only to the extent relating to the Equipment (the "Lease Proceeds"), whether as contractual obligations, damages or otherwise to the extent such payments are derived from the Equipment; (c) all right, title and interest of the Debtor in and to the Controlled Account; and (d) all products and proceeds of any of the foregoing, in whatever form, including (without limitation) any claims against third parties for loss or damage to or destruction of any or all of the foregoing and cash, negotiable instruments and other instruments for the payment of money, chattel paper, security agreements or other documents (all of the foregoing are hereinafter referred to as "Collateral"). The Agent shall be entitled to collect and receive the Lease Proceeds only upon the occurrence of and during the continuance of an Event of Default.

3. Counterparts. This Memorandum may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument and any of the parties hereto may execute this Memorandum by signing any such counterpart.

[signature page follows]

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Memorandum in one or more counterparts as of the date first set forth above.

**AMERICAN RAILCAR INDUSTRIES,  
INC., as Debtor**

By:   
Name: Umesh Choksi  
Title: Chief Financial Officer

**CRÉDIT AGRICOLE CORPORATE AND  
INVESTMENT BANK, as Agent**

By: \_\_\_\_\_  
Name:  
Title:

By: \_\_\_\_\_  
Name:  
Title:

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Memorandum in one or more counterparts as of the date first set forth above.

**AMERICAN RAILCAR INDUSTRIES,  
INC., as Debtor**

By: \_\_\_\_\_  
Name: Umesh Choksi  
Title: Chief Financial Officer

**CRÉDIT AGRICOLE CORPORATE AND  
INVESTMENT BANK, as Agent**

By: \_\_\_\_\_  
Name: Claire Vacca  
Title: Director

By: \_\_\_\_\_  
Name: Justine Ventrelli  
Title: Vice President

STATE OF Missouri )  
 ) ss.:  
COUNTY OF St. Charles )

On this 9 day of December, 2015, before me, personally appeared Umesh Choksi, to me known, who being by me duly sworn, says that he is Chief Financial Officer of AMERICAN RAILCAR INDUSTRIES, INC.; that said instrument was signed on behalf of said company on the date hereof by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



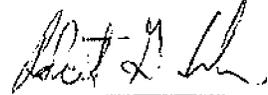
DIANA LYNN GOULD  
My Commission Expires  
April 19, 2018  
St. Louis County  
Commission #15026655

*Diana Lynn Gould*  
Notary Public

STATE OF New York )  
 ) ss.:  
COUNTY OF Suffolk )

On this 8<sup>th</sup> day of December, 2015, before me, personally appeared C. Vacca, to me known, who being by me duly sworn, says that she is Director of CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK; that said instrument was signed on behalf of said bank on the date hereof by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

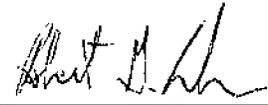
ROBERT G. COLVIN  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 01CO6018511  
QUALIFIED IN SUFFOLK COUNTY  
COMMISSION EXPIRES JANUARY 11, 2019

  
\_\_\_\_\_  
Notary Public

STATE OF New York )  
 ) ss.:  
COUNTY OF Suffolk )

On this 8<sup>th</sup> day of December, 2015, before me, personally appeared J. Ventrelli, to me known, who being by me duly sworn, says that he is Vice President of CRÉDIT AGRICOLE CORPORATE AND INVESTMENT BANK; that said instrument was signed on behalf of said bank on the date hereof by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

ROBERT G. COLVIN  
NOTARY PUBLIC, STATE OF NEW YORK  
NO. 01CO6018511  
QUALIFIED IN SUFFOLK COUNTY  
COMMISSION EXPIRES JANUARY 11, 2019

  
\_\_\_\_\_  
Notary Public

SCHEDULE A

Schedule A

<b>CAR ID</b>	<b>Lessee Code</b>	<b>CONTR-RIDER</b>
SHQX002440	1933	0089480002
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Schedule A

<b>CAR ID</b>	<b>Lessee Code</b>	<b>CONTR-RIDER</b>
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## Schedule A

<b>CAR ID</b>	<b>Lessee Code</b>	<b>CONTR-RIDER</b>
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Schedule A

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Schedule A

<b>CAR ID</b>	<b>Lessee Code</b>	<b>CONTR-RIDER</b>
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## Schedule A

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## Schedule A

<b>CAR ID</b>	<b>Lessee Code</b>	<b>CONTR-RIDER</b>
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## Schedule A

<b>CAR ID</b>	<b>Lessee Code</b>	<b>CONTR-RIDER</b>
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## Schedule A

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SHQX009381	170	0079630018
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SHQX009398	170	0079630019
SHQX009399	170	0079630019
SHQX009400	170	0079630019
SHQX009401	170	0079630019
SHQX009402	170	0079630019
SHQX009403	170	0079630019
SHQX009404	170	0079630019
SHQX009405	170	0079630019
SHQX009406	170	0079630019

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<b>CAR ID</b>	<b>Lessee Code</b>	<b>CONTR-RIDER</b>
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SHQX009408	170	0079630019
SHQX009409	170	0079630019
SHQX009410	170	0079630019
SHQX009411	170	0079630019
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SHQX009440	170	0079630019
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SHQX009444	170	0079630019
SHQX009445	170	0079630019
SHQX009446	170	0079630019
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SHQX009451	170	0079630019
SHQX009452	170	0079630019

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<b>CAR ID</b>	<b>Lessee Code</b>	<b>CONTR-RIDER</b>
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SHQX009463	170	0079630019
SHQX009464	170	0079630019
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SHQX009466	170	0079630019
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SHQX009498	1879	0090070007

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<b>CAR ID</b>	<b>Lessee Code</b>	<b>CONTR-RIDER</b>
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SHQX009595	1879	0090070007
SHQX009596	1879	0090070007

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<b>CAR ID</b>	<b>Lessee Code</b>	<b>CONTR-RIDER</b>
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SHQX009639	1879	0090070007
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<b>CAR ID</b>	<b>Lessee Code</b>	<b>CONTR-RIDER</b>
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SHQX010162	5	0090240067
SHQX010163	5	0090240067
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<b>CAR ID</b>	<b>Lessee Code</b>	<b>CONTR-RIDER</b>
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SHQX010209	5	0090240067
SHQX010210	5	0090240067

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<b>CAR ID</b>	<b>Lessee Code</b>	<b>CONTR-RIDER</b>
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SHQX010213	5	0090240067
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SHQX010261	132	0092040006
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<u>CAR ID</u>	<u>Lessee Code</u>	<u>CONTR-RIDER</u>
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SHQX015170	1994	0090950004
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<b>CAR ID</b>	<b>Lessee Code</b>	<b>CONTR-RIDER</b>
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SHQX015218	1994	0090950005
SHQX015219	1994	0090950005
SHQX015220	1994	0090950005

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<b>CAR ID</b>	<b>Lessee Code</b>	<b>CONTR-RIDER</b>
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SHQX015265	1994	0090950005
SHQX015266	1994	0090950005
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<b>CAR ID</b>	<b>Lessee Code</b>	<b>CONTR-RIDER</b>
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SHQX015304	1994	0090950006
SHQX015305	1994	0090950006

**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: December 10, 2015 *Edward M Luria*  
Edward M. Luria