American Railcar Industries, Inc.
Form 10-Q
August 02, 2017

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

FORM 10-Q

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2017
Or
¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
for the transition period from to
Commission File No. 000-51728

AMERICAN RAILCAR INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

North Dakota	43-1481791
(State of Incorporation)	(I.R.S. Employer Identification No.)
100 Clark Street, St. Charles, Missouri	63301
(Address of principal executive offices)	(Zip Code)

(636) 940-6000
(Registrant’s telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨
Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definition of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):
Large accelerated filer ¨ Accelerated filer x

Non-accelerated filer ¨ Smaller Reporting Company ¨

Emerging Growth Company ¨

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

The number of shares of the registrant's common stock, $0.01 par value, outstanding on July 27, 2017 was 19,083,878 shares.

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PART I — FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS
AMERICAN RAILCAR INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share and per share amounts)

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	June 30, 2017 (unaudited)	December 31, 2016
Assets		
Current assets:		
Cash and cash equivalents	$ 102,811	$ 178,571
Restricted cash	16,684	16,714
Short-term investments—available for sale securities	1,815	8,958
Accounts receivable, net	44,780	39,727
Accounts receivable, due from related parties	2,453	4,790
Inventories, net	70,807	75,028
Prepaid expenses and other current assets	9,155	8,623
Total current assets	248,505	332,411
Property, plant and equipment, net	169,628	177,051
Railcars on lease, net	994,821	908,010
Income Tax Receivable	11,721	234
Goodwill	7,169	7,169
Investments in and loans to joint ventures	24,683	26,332
Other assets	3,831	5,043
Total assets	$ 1,460,358	$ 1,456,250
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 24,346	$ 29,314
Accounts payable, due to related parties	186	3,252
Accrued expenses, including loss contingency of $8,104 and $10,127 at June 30, 2017 and December 31, 2016, respectively	15,509	15,411
Accrued income taxes payable	—	7,660
Accrued compensation	10,800	11,628
Short-term debt, including current portion of long-term debt	25,681	25,588
Total current liabilities	76,522	92,853
Long-term debt, net of unamortized debt issuance costs of $4,756 and $4,863 at June 30, 2017 and December 31, 2016, respectively	532,740	545,392
Deferred tax liability	279,709	252,943
Pension and post-retirement liabilities	8,672	8,648
Other liabilities, including loss contingency of $1,970 and $2,161 at June 30, 2017 and December 31, 2016, respectively	5,616	6,144
Total liabilities	903,259	905,980
Stockholders' equity:		
Common stock, $0.01 par value, 50,000,000 shares authorized, 19,083,878 shares outstanding as of both June 30, 2017 and December 31, 2016	213	213
Additional paid-in capital	239,609	239,609
Retained Earnings	409,010	402,810
Accumulated other comprehensive loss	(5,702)	(6,331)
Treasury Stock	(86,031)	(86,031)
Total stockholders' equity	557,099	550,270
Total liabilities and stockholders' equity	$ 1,460,358	$ 1,456,250

See Notes to the Condensed Consolidated Financial Statements.

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AMERICAN RAILCAR INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(In thousands, except per share amounts, unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Revenues:				
Manufacturing (including revenues from affiliates of $137 for both the three and six months ended June 30, 2017 and $223 and $776 for the three and six months ended June 30 2016, respectively)	$55,087	$97,548	$115,813	$221,340
Railcar leasing (including revenues from affiliates of $223 and $447 for the three and six months ended June 30, 2017, respectively, and zero for the same periods in 2016)	33,717	33,209	67,552	65,977
Railcar services (including revenues from affiliates of $4,425 and $10,572 for the three and six months ended June 30, 2017, respectively, and $7,249 and $15,243 for the same periods in 2016)	20,216	19,727	40,336	39,347
Total revenues	109,020	150,484	223,701	326,664
Cost of revenues:				
Manufacturing	(51,121)	(81,437)	(105,680)	(183,718)
Other operating income	1,033	—	1,064	—
Railcar leasing	(11,617)	(10,356)	(23,676)	(20,531)
Railcar services	(16,146)	(15,420)	(33,536)	(30,657)
Total cost of revenues	(77,851)	(107,213)	(161,828)	(234,906)
Gross profit	31,169	43,271	61,873	91,758
Selling, general and administrative	(9,019)	(7,297)	(17,821)	(15,254)
Net gains on disposition of leased railcars	—	—	13	167
Earnings from operations	22,150	35,974	44,065	76,671
Interest income (including income from related parties of $306 and $642 for the three and six months ended June 30, 2017, respectively, and $427 and $884 for the same periods in 2016)	368	453	741	931
Interest expense	(5,488)	(5,678)	(11,019)	(11,584)
Other income	1,867	1	1,921	1
Earnings from joint ventures	796	1,458	1,346	2,944
Earnings before income taxes	19,693	32,208	37,054	68,963
Income tax expense	(8,794)	(12,312)	(15,587)	(26,275)
Net earnings	$10,899	$19,896	$21,467	$42,688
Net earnings per common share—basic and diluted	$0.57	$1.02	$1.12	$2.18
Weighted average common shares outstanding—basic and diluted	19,084	19,511	19,084	19,588
Cash dividends declared per common share	$0.40	$0.40	$0.80	$0.80

See Notes to the Condensed Consolidated Financial Statements.

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AMERICAN RAILCAR INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands, unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Net earnings	$ 10,899	$ 19,896	$ 21,467	$ 42,688
Currency translation	452	(38)	581	683
Pension plans (1)	108	119	216	239
Short-term investments (2)	769	—	(167)	—
Comprehensive income	$ 12,228	$ 19,977	$ 22,097	$ 43,610

(1) Net of tax effect of $0.1 million and $0.1 million for the three months ended June 30, 2016 and June 30, 2017, respectively, and $0.2 million and $0.2 million for the six months ended June 30, 2016 and June 30, 2017, respectively.

(2) Net of tax effect of $0.4 million and $(0.1) million for the three and six months ended June 30, 2017.

See Notes to the Condensed Consolidated Financial Statements.

AMERICAN RAILCAR INDUSTRIES, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands, unaudited)

	Six Months Ended June 30,	
	2017	2016
Operating activities:		
Net earnings	$21,467	$42,688
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation	28,174	25,616
Amortization of deferred costs	250	252
(Gain) loss on disposal of property, plant, equipment and leased railcars	(12)	18
Earnings from joint ventures	(1,346)	(2,944)
Provision for deferred income taxes	26,720	15,163
Items related to investing activities:		
Realized gain on short-term investments - available for sale securities	(1,823)	—
Changes in operating assets and liabilities:		
Accounts receivable, net	(393)	(11,421)
Accounts receivable, due from related parties	2,357	3,322
Income taxes receivable	(12,248)	926
Inventories, net	4,264	20,167
Prepaid expenses and other current assets	235	(2,643)
Accounts payable	(4,983)	(11,377)
Accounts payable, due to related parties	(3,065)	(2,569)
Accrued expenses and taxes	(8,401)	8,514
Other	956	1,772
Net cash provided by operating activities	52,152	87,484
Investing activities:		
Purchases of property, plant and equipment	(3,422)	(11,187)
Grant Proceeds	—	75
Capital expenditures - leased railcars	(103,765)	(33,444)
Proceeds from the disposal of property, plant, equipment and leased railcars	73	640
Proceeds from sale of short-term investments - available for sale securities	4,086	—
Proceeds from repayments of loans by joint ventures	2,953	2,953
Net cash used in investing activities	(100,075)	(40,963)
Financing activities:		
Repayments of debt	(12,669)	(112,834)
Change in restricted cash related to long-term debt	30	263
Stock repurchases	—	(16,917)
Payment of common stock dividends	(15,267)	(15,613)
Debt issuance costs	—	(14)
Net cash used in financing activities	(27,906)	(145,115)
Effect of exchange rate changes on cash and cash equivalents	69	(19)
Decrease in cash and cash equivalents	(75,760)	(98,613)
Cash and cash equivalents at beginning of period	178,571	298,064
Cash and cash equivalents at end of period	$102,811	$199,451

See Notes to the Condensed Consolidated Financial Statements.

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AMERICAN RAILCAR INDUSTRIES, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

Note 1 — Description of the Business

The condensed consolidated financial statements included herein have been prepared by American Railcar Industries, Inc. (a North Dakota corporation) and its subsidiaries (collectively the Company or ARI), without audit, pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to such rules and regulations, although the Company believes that the disclosures are adequate to make the information presented not misleading. The consolidated balance sheet as of December 31, 2016 has been derived from the audited consolidated balance sheet as of that date. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and the notes thereto included in the Company’s latest Annual Report on Form 10-K for the year ended December 31, 2016. In the opinion of management, the information contained herein reflects all adjustments necessary to present fairly the Company's financial position, results of operations and cash flows for the interim periods reported. The results of operations of any interim period are not necessarily indicative of the results that may be expected for a fiscal year. Certain prior-period amounts in the notes to the consolidated financial statements have been reclassified to conform to current-period presentation. These reclassifications had no effect on the reported results of operations.

The condensed consolidated financial statements of the Company include the accounts of ARI and its direct and indirect wholly-owned subsidiaries: Castings, LLC (Castings), ARI Component Venture, LLC (ARI Component), ARI Fleet Services of Canada, Inc., ARI Longtrain, Inc. (Longtrain), Longtrain Leasing I, LLC (LLI), Longtrain Leasing II, LLC (LLII), Longtrain Leasing III, LLC (LLIII), ARI Leasing, LLC, ARI Railcar Services LLC and Southwest Steel Casting Company, LLC. All intercompany transactions and balances have been eliminated.

Note 2 — Recent Accounting Pronouncements

In May 2017, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2017-09, Compensation—Stock Compensation (Topic 718) – Scope of Modification Accounting. The amendments included in this update provide guidance about which changes to the terms or conditions of a share-based payment award require an entity to apply modification accounting. The amendments in this update will be applied prospectively to an award modified on or after the adoption date. The amendments in this ASU are effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2017. The Company is currently evaluating the impact of this guidance on our consolidated financial position, results of operations, comprehensive income, cash flows and disclosures.

In November 2016, the FASB issued ASU No. 2016-18, Restricted Cash, which amends Accounting Standards Codification (ASC) Topic 230, Statement of Cash Flows. This ASU requires that the statement of cash flows explain the change during the period total cash, cash equivalents, and amounts generally described as restricted cash or restricted cash equivalents. This ASU is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted. The Company is currently evaluating the impact of this guidance on our consolidated financial position, results of operations, comprehensive income, cash flows and disclosures.

In August 2016, the FASB issued ASU No. 2016-15, Classification of Certain Cash Receipts and Cash Payments, which amends ASC Topic 230, Statement of Cash Flows. This ASU seeks to reduce the diversity currently in practice by providing guidance on the presentation of eight specific cash flow issues in the statement of cash flows. This ASU is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The Company is currently evaluating the impact of this guidance on our consolidated statement of cash flows.

In March 2016, the FASB issued ASU 2016-09, Improvements to Employee Share-Based Payment Accounting, which amends ASC Topic 718, Compensation - Stock Compensation. This ASU simplifies several aspects of the accounting for share-based payment award transactions, including (i) income tax consequences, (ii) classification of awards as either equity or liabilities, (iii) whether or not to estimate forfeitures or account for them when they occur and (iv) classification on the statement of cash flows. The standard is effective for interim and annual periods beginning after December 31, 2016. The adoption of this guidance during the first quarter of 2017 did not have a material impact on the Company's consolidated financial position, results of operations or cash flows.

In February 2016, the FASB issued ASU 2016-02, Leases, which replaces or supersedes ASC Topic 840, Leases, and is intended to increase the transparency and comparability of accounting for lease transactions. This ASU requires most leases to be recognized on the balance sheet. Lessees will need to recognize a right-of-use asset and a lease liability for virtually all leases. The liability will be equal to the present value of lease payments. The asset will be based on the liability, subject to adjustment, such as for initial direct costs. For income statement purposes, the FASB retained a dual model, requiring leases to be classified as either operating or finance. Lessor accounting remains similar to the current model. Targeted improvements were made to lessor accounting to align, where necessary, with certain changes to the lessee model and the new revenue recognition standard. The ASU will require both quantitative and qualitative disclosures regarding key information about leasing arrangements. The standard is effective for fiscal years, and interim periods within those fiscal years, beginning after December 15, 2018. Early adoption is permitted. The new standard must be adopted using a modified retrospective transition, and provides for certain practical expedients. Transition will require application of the new guidance at the beginning of the earliest comparative period presented. The Company is evaluating the impact of this standard on its consolidated financial statements and disclosures.

In May 2014, the FASB issued ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606). ASU 2014-09 supersedes the revenue recognition requirements in Revenue Recognition (Topic 605), and requires entities to recognize revenue in a way that depicts the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. The new revenue recognition standard also requires disclosures that sufficiently describe the nature, amount, timing and uncertainty of revenue and cash flows arising from customer contracts. This ASU was amended by ASU No. 2015-14, issued in August 2015, which deferred the original effective date by one year; the effective date of this ASU is for fiscal years, and interim reporting periods within those years, beginning after December 15, 2017, using one of two retrospective application methods. In addition, the FASB issued other amendments during 2016 to FASB ASC Topic 606, Revenue from Contracts with Customers, which include implementation guidance to principal versus agent considerations, guidance to identifying performance obligations and licensing guidance and other narrow scope improvements. The Company has developed an implementation plan to adopt this new guidance. As part of this plan, the Company is currently assessing the impact of these new standards on its business processes, business and accounting systems, and consolidated financial statements and related disclosures. The Company currently expects to complete its analysis, including implementing any necessary changes to existing business processes and systems to accommodate these new standards, by the third quarter of 2017. The Company expects to adopt this new guidance on January 1, 2018 using the modified retrospective application method. To date, the Company has not identified any material differences in its existing revenue recognition methods or contract costs that would require modification under the new standards.

Note 3 — Accounts Receivable, net

Accounts receivable, net, consists of the following:

	June 30, 2017	December 31, 2016
	(in thousands)	
Accounts receivable, gross (includes $4,623 of unsettled sales of short term investments)	$45,894	$ 39,869
Less allowance for doubtful accounts	(1,114)	(142)
Total accounts receivable, net	$44,780	$ 39,727

Note 4 — Inventories, net

Inventories consist of the following:

	June 30, 2017	December 31, 2016
	(in thousands)	
Raw materials	$37,048	$ 46,789
Work-in-process	30,114	28,386
Finished products	6,643	3,332
Total inventories	73,805	78,507
Less reserves	(2,998)	(3,479)

Total inventories, net	$70,807	$ 75,028

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Note 5 — Property, Plant, Equipment and Railcars on Leases, net

The following table summarizes the components of property, plant, equipment and railcars on leases, net:

	June 30, 2017	December 31, 2016
	(in thousands)	
Operations / Corporate:		
Buildings	$185,594	$ 182,970
Machinery and equipment	233,111	232,171
Land	4,813	4,328
Construction in process	1,135	1,966
	424,653	421,435
Less accumulated depreciation	(255,025)	(244,384)
Property, plant and equipment, net	$169,628	$ 177,051
Railcar Leasing:		
Railcars on lease	$1,100,122	$ 996,422
Less accumulated depreciation	(105,301)	(88,412)
Railcars on lease, net	$994,821	$ 908,010

Railcars on lease agreements

The Company leases railcars to third parties under multi-year agreements. Railcars subject to lease agreements are classified as operating leases and are depreciated in accordance with the Company's depreciation policy.

Capital expenditures for leased railcars represent cash outflows for the Company's cost to produce railcars shipped or to be shipped for lease.

As of June 30, 2017, future contractual minimum rental revenues required under non-cancellable operating leases for railcars with terms longer than one year are as follows (in thousands):

Remaining 6 months of 2017	$65,036
2018	122,716
2019	103,354
2020	66,862
2021	49,915
2022 and thereafter	88,477
Total	496,360

Depreciation expense

The following table summarizes depreciation expense:

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2017	2016	2017	2016
	(in thousands)			
Total depreciation expense	$14,301	$12,961	$28,174	$25,616
Depreciation expense on leased railcars	$8,658	$7,504	$16,894	$14,879

Note 6 — Investments in and Loans to Joint Ventures

As of June 30, 2017, the Company was party to two joint ventures: Ohio Castings Company LLC (Ohio Castings) and Axis LLC (Axis). Through its wholly-owned subsidiary, Castings, the Company has a 33.3% ownership interest in Ohio Castings, a limited liability company formed to produce various steel railcar parts for use or sale by the ownership group. Through its wholly-owned subsidiary, ARI Component, the Company has a 41.9% ownership interest in Axis, a limited liability company formed to produce railcar axles for use or sale by the ownership group.

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The Company accounts for these joint ventures using the equity method. Under this method, the Company recognizes its share of the earnings and losses of the joint ventures as they accrue. Advances and distributions are charged and credited directly to the investment accounts. From time to time, the Company also makes loans to its joint ventures that are included in the investment account. The investment balance for these joint ventures is recorded within the Company's manufacturing segment. The carrying amount of investments in and loans to joint ventures, which also represents ARI's maximum exposure to loss with respect to the joint ventures, is as follows:

	June 30, 2017	December 31, 2016
	(in thousands)	
Carrying amount of investments in and loans to joint ventures		
Ohio Castings	$6,654	$ 7,477
Axis	18,029	18,855
Total investments in and loans to joint ventures	$24,683	$ 26,332

See Note 14, Related Party Transactions, for information regarding financial transactions with ARI's joint ventures.

Ohio Castings

When active, Ohio Castings produces railcar parts that are sold to one of the joint venture partners. This joint venture partner then sells these railcar parts to outside third parties at current market prices and sells them to the Company and the other joint venture partner at Ohio Castings' cost plus a licensing fee.

In January 2017, Ohio Castings' manufacturing facility was idled in response to an expected decline in industry demand. The Company expects that Ohio Castings will remain idle through at least the end of 2017, subject to re-evaluation based on changes in future demand expectations. Ohio Castings performed an analysis of long-lived assets in accordance with ASC 360, Property, Plant and Equipment as of December 31, 2016. Based on this analysis, Ohio Castings concluded that there was no impairment of its long-lived assets. In turn ARI evaluated its investment in Ohio Castings and determined there was no impairment. The Company and Ohio Castings will continue to monitor for impairment as necessary.

The Company has determined that, although the joint venture is a variable interest entity (VIE), accounting for its activity under the equity method is appropriate given that the Company is not the primary beneficiary, does not have a controlling financial interest and does not have the ability to individually direct the activities of Ohio Castings that most significantly impact its economic performance. The significant factors in this determination were that neither Castings nor the Company has rights to the majority of returns, losses or votes, all major and strategic decisions are decided between the partners, and the risk of loss to the Company and Castings is limited to its investment in Ohio Castings.

Summary financial results for Ohio Castings, the investee company, in total, are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(in thousands)			
Results of operations				
Revenues	$5	$13,683	$4,454	$27,337
Gross profit (loss)	$(419)	$1,004	$(2,399)	$1,214
Net income (loss)	$(33)	$218	$(2,467)	$(380)

Axis

ARI, through ARI Component, owns a portion of a joint venture, Axis, to manufacture and sell railcar axles. ARI currently owns 41.9% of Axis, while a minority partner owns 9.7% and the other significant partner owns 48.4%. Under the terms of the joint venture agreement, ARI and the other significant partner are required, and the minority partner is entitled, to contribute additional capital to the joint venture, on a pro rata basis, of any amounts approved by the joint venture's executive committee, as and when called by the executive committee.

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Under the amended Axis credit agreement (Axis Credit Agreement), whereby ARI and the other significant partner are equal lenders, principal payments are due each fiscal quarter, with the last payment due on December 31, 2019. During the first six months of 2017 and the full year of 2016, the applicable interest rate for the loans under the Axis Credit Agreement was 7.75%. Interest payments are due and payable monthly.

The balance outstanding on these loans, including interest, due to ARI Component, was $14.8 million and $17.7 million as of June 30, 2017 and December 31, 2016, respectively. The Company has evaluated this loan to be fully recoverable.

The Company has determined that, although the joint venture is a VIE, accounting for its activity under the equity method is appropriate given that the Company is not the primary beneficiary, does not have a controlling financial interest and does not have the ability to individually direct the activities of Axis that most significantly impact its economic performance. The significant factors in this determination were that neither ARI Component nor the Company has rights to the majority of returns, losses or votes, the executive committee and board of directors of the joint venture are comprised of one representative from each significant partner with equal voting rights and the risk of loss to the Company and ARI Component is limited to its investment in Axis and the loans due to the Company under the Axis Credit Agreement. The Company will continue to monitor its investment in Axis for impairment as necessary.

Summary financial results for Axis, the investee company, in total, are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(in thousands)			
Results of operations				
Revenues	$11,089	$16,086	$25,455	$32,497
Gross profit	$2,990	$4,818	$7,196	$9,860
Net earnings	$2,161	$3,710	$5,492	$7,564

Note 7 — Warranties

The overall change in the Company’s warranty reserve is reflected on the condensed consolidated balance sheets in accrued expenses and taxes and other liabilities and is detailed as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(in thousands)			
Liability, beginning of period	$2,830	$1,713	$2,439	$1,415
Provision for warranties issued during the period, net of adjustments	205	29	234	444
Adjustments to warranties issued during previous periods	388	(16)	920	(11)
Warranty claims	(417)	(142)	(587)	(264)
Liability, end of period	$3,006	$1,584	$3,006	$1,584

Note 8 — Debt

Subsidiary Lease Fleet Financings

From time to time, the Company, through its wholly-owned subsidiaries LLI, LLII and LLIII, has entered into lease fleet financings in order to, among other things, support and grow its railcar leasing business. Currently, only the LLIII lease fleet financing remains outstanding. The lease fleet financings are obligations of the respective wholly-owned subsidiary, are generally non-recourse to ARI, and are secured by a first lien on the subject assets of the respective subsidiary, consisting of railcars, railcar leases, receivables and related assets, subject to limited exceptions. ARI has, however, entered into agreements containing certain representations, undertakings, and indemnities customary for asset sellers and parent companies in transactions of this type, and ARI generally is obligated to make any selections of transfers of railcars, railcar leases, receivables and related assets to be transferred to the respective subsidiary without any adverse selection, to cause the manager of the railcars and their related leases, to maintain, lease, and re-lease the respective subsidiary's equipment no less favorably than similar portfolios serviced by the manager, and to repurchase or replace certain railcars under certain conditions set forth in the respective loan documents. American Railcar Leasing LLC (ARL) historically has acted as the manager under these lease

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fleet financings. As of June 1, 2017, ARI has subcontracted with ARL to provide services to ARL covering the day-to-day management of the LLIII railcars and the leases associated therewith until the earlier of the date on which ARI becomes the manager of the LLIII railcars following receipt of the consent of noteholders, or the date that is thirty (30) months after the ARL Closing Date (as defined below), unless terminated earlier pursuant to its terms. See below and Note 14, Related Party Transactions, for further discussion regarding these agreements with ARL and the impact of the sale of ARL (the ARL Sale) to SMBC Rail Services LLC (Buyer).

January 2015 private placement notes

In January 2015, LLIII issued $625.5 million in aggregate principal amount of notes pursuant to an indenture (the Longtrain Indenture). The notes are fixed rate secured railcar equipment notes bearing interest at a rate of 2.98% per annum for the Class A-1 Notes and 4.06% per annum for the Class A-2 Notes (collectively, the Notes), each payable monthly. Of the aggregate principal amount, $408.5 million was used to refinance the LLI and LLII lease fleet financing facilities, resulting in net proceeds of $211.6 million. As of June 30, 2017, there were $187.9 million and $375.5 million of Class A-1 and Class A-2 notes outstanding, respectively, compared to $200.5 million and $375.5 million of Class A-1 and Class A-2 notes outstanding, respectively, as of December 31, 2016. The Notes have a legal final maturity date of January 17, 2045 and an expected principal repayment date of January 15, 2025.

While the legal final maturity date of the Notes is January 17, 2045, cash flows from LLIII's assets will be applied, pursuant to the flow of funds provisions of the Longtrain Indenture, so as to achieve monthly targeted principal balances. Also, under the flow of funds provisions of the Longtrain Indenture, early amortization of the Notes may be required in certain circumstances. Pursuant to the terms of the Longtrain Indenture, LLIII is required to maintain deposits in a liquidity reserve bank account equal to nine months of interest payments. As of June 30, 2017 and December 31, 2016, the liquidity reserve amount was $16.7 million during both periods and is included within 'Restricted cash' on the condensed consolidated balance sheets.

LLIII can prepay or redeem the Class A-1 Notes, in whole or in part, subject to the payment of a make-whole amount with respect to certain prepayments or redemptions made on or prior to the payment date occurring in January 2018. LLIII can prepay or redeem the Class A-2 Notes, in whole or in part, on any payment date occurring on or after January 16, 2018, subject to the payment of a make-whole amount with respect to certain prepayments or redemptions made on or prior to the payment date occurring in January 2022.

The Longtrain Indenture contains covenants which limit, among other things, LLIII’s ability to incur additional indebtedness or encumbrances on its assets, pay dividends or make distributions, make certain investments, perform its business other than specified activities, enter into certain types of transactions with its affiliates, and sell assets or consolidate or merge with or into other companies. These covenants are subject to a number of exceptions and qualifications. LLIII was in compliance with these covenants as of June 30, 2017.

The fair value of the Notes was $569.6 million and $582.4 million as of June 30, 2017 and December 31, 2016, respectively, and is calculated by taking the net present value of future principal and interest payments using a discount rate that is based on the Company's most recent fixed debt transaction. The inputs used in the calculation are classified within Level 2 of the fair value hierarchy.

ARI Lease Fleet Financings

December 2015 revolving credit facility

In December 2015, the Company completed a financing of its railcar lease fleet with availability of up to $200.0 million (the amounts extended under this facility, the Revolving Loan) under a credit agreement (2015 Credit Agreement). See the 'Liquidity and Capital Resources' section for further discussion regarding the incremental borrowing provision under the 2015 Credit Agreement. The initial Revolving Loan obtained at closing amounted to approximately $99.5 million, net of fees and expenses. In February 2016, the Company repaid amounts outstanding under the Revolving Loan in full and as of June 30, 2017, the Company had borrowing availability of $200.0 million under this facility.

The Revolving Loan accrues interest at a rate per annum equal to Adjusted LIBOR (as defined in the 2015 Credit Agreement) for the applicable interest period, plus 1.45%. Interest is payable on the last day of each 1, 2, or 3-month interest period, the day of any mandatory prepayment, and the maturity date.

The Revolving Loan and the other obligations under the 2015 Credit Agreement are fully recourse to the Company and are secured by a first lien and security interest on certain specified railcars (together with specified replacement railcars), related leases, related receivables and related assets, subject to limited exceptions, a controlled bank account, and following an election

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by the Company (the Election), the applicable railcar management agreement with ARL. Due to the ARL Sale, the Company does not expect to make any Election under the 2015 Credit Agreement.

Subject to the provisions of the 2015 Credit Agreement, the Revolving Loan may be borrowed and reborrowed until the maturity date. The Revolving Loan may be prepaid at the Company’s option at any time without premium or penalty (other than customary LIBOR breakage fees and customary reimbursement of increased costs). The final scheduled maturity of the Revolving Loan is December 10, 2018, or such earlier date as provided in the 2015 Credit Agreement. The Company was in compliance with all of its covenants under the 2015 Credit Agreement as of June 30, 2017.

Prior to the ARL Sale, ARL acted as the manager of the railcars pledged as collateral under the 2015 Credit Agreement. Upon the consummation of the ARL Sale, ARI became the manager of those railcars; however the leases for those railcars remain pledged under a collateral agency agreement between U.S. Bank National Association as collateral agent, ARL as manager, and the pledgers party thereto, including the Company. The Company anticipates seeking an amendment to the 2015 Credit Agreement to allow the Company to transfer the pledged leases to a new collateral agency agreement under which the Company acts as manager, as well as other minor changes related to the transition of railcar management from ARL to ARI.

As of June 30, 2017 and December 31, 2016, the net book value of the railcars that were pledged as part of the Company's and its subsidiaries' Lease Fleet Financings was $534.2 million and $544.1 million, respectively.

The future contractual minimum rental revenues related to the railcars pledged as of June 30, 2017 are as follows (in thousands):

Remaining 6 months of 2017	$34,283
2018	61,315
2019	46,500
2020	26,812
2021	17,054
2022 and thereafter	16,971
Total	$202,935

The remaining principal payments under the Notes as of June 30, 2017 are as follows (in thousands):

Remaining 6 months of 2017	$12,919
2018	25,590
2019	25,507
2020	26,354
2021	26,358
2022 and thereafter	446,616
Total	$563,344

ARL Sale and Railcar Management Transition Agreement

As previously disclosed, on December 16, 2016, ARI entered into a railcar management transition agreement (the RMTA) with ARL in anticipation of the ARL Sale. The RMTA, among other things, addresses the transition, from ARL to ARI following the ARL Sale, of the management of railcars owned by ARI (the ARI Railcars) and railcars owned by LLIII (the Longtrain Railcars). American Entertainment Properties Corporation (AEPC) and SMRSH LLC, an affiliate of Buyer, are also parties to the RMTA for the limited purposes previously disclosed. Immediately prior to the ARL Sale, ARL and its subsidiaries were controlled by Mr. Carl Icahn, ARI’s principal beneficial stockholder, through Icahn Enterprises L.P. Following the ARL Sale, ARL is controlled by Buyer. AEPC is controlled by Mr. Icahn. The ARL Sale was consummated (the ARL Closing) on June 1, 2017 (the ARL Closing Date). In connection with the ARL Closing, the RMTA was amended by a Joinder and Amendment to the RMTA, principally to join ACF Industries, LLC, a company controlled by Mr. Icahn (ACF) as a party thereto, to address certain ACF books and records in the possession of ARL. The Railcar Management Agreement, dated February 29, 2012 (as amended), between ARI and ARL, pursuant to which ARL managed the ARI Railcars and marketed them for sale or lease was terminated pursuant to the terms of the RMTA as of the ARL Closing Date. And effective as of the ARL Closing Date, ARI now manages the ARI Railcars and markets them for sale or lease.

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Pursuant to a Railcar Management Agreement, dated January 29, 2015, between Longtrain and ARL (the Longtrain RMA), ARL, as manager, has marketed Longtrain Railcars for lease, and has also arranged for the operation, storage, re-lease, sublease, service, repair, overhaul, replacement and maintenance of the Longtrain Railcars. In addition, a subsidiary of ARL serves as administrator of the accounts used to service the debt under the Longtrain Indenture. As previously disclosed, the RMTA, among other things, requires ARI to use commercially reasonable efforts to obtain the consent of noteholders (the Noteholder Consent) for ARI to replace ARL as manager of the Longtrain Railcars under the Longtrain Indenture and certain related documents. ARI has no obligation to pay any consent or similar fees in connection with obtaining the Noteholder Consent. ARI may be unable to obtain the Noteholder Consent for a variety of reasons.

As provided in the RMTA, following the ARL Closing the Longtrain RMA will continue in effect, with ARL remaining as manager of the Longtrain Railcars under the Longtrain RMA and the Longtrain Indenture, unless and until ARI obtains the Noteholder Consent and becomes the manager of the Longtrain Railcars.

ARL Subcontractor Agreement

Further, as contemplated by the RMTA, effective as of the ARL Closing Date, ARI entered into a sub-contract arrangement with ARL (the Subcontractor Agreement) to provide services to ARL covering the day-to-day management of the Longtrain Railcars and the leases associated therewith. Under this arrangement, ARL and its subsidiary, as manager and administrator, respectively, will remain in control of the accounts used to service the debt under the Longtrain Indenture. During the term of the Subcontractor Agreement, management fees and expenses paid to ARL in respect of management duties subcontracted to ARI will be paid by ARL to ARI. The Subcontractor Agreement will continue until the earlier of the date on which ARI becomes the manager of the Longtrain Railcars following receipt of the Noteholder Consent, or the date that is thirty (30) months after the ARL Closing Date, unless terminated earlier pursuant to its terms.

Note 9 — Income Taxes

The Company’s federal income tax returns for tax years 2013 and beyond remain subject to examination, with the latest statute of limitations expiring in October 2020. Certain of the Company's 2008 through 2012 state income tax returns and all of the Company's state income tax returns for 2013 and beyond remain open and subject to examination, with the latest statute of limitations expiring in December 2021, upon filing of the Company's 2016 state tax returns. The Company’s foreign subsidiary's income tax returns for 2013 and beyond remain open to examination by foreign tax authorities.

Note 10 — Pension Plans

The Company is the sponsor of three defined benefit plans that are frozen and no additional benefits are accruing thereunder. Two of the Company's defined benefit pension plans cover certain employees at designated repair facilities. The assets of these defined benefit pension plans are held by independent trustees and consist primarily of equity and fixed income securities. The Company also sponsors an unfunded, non-qualified supplemental executive retirement plan that covers several of the Company's current and former employees.

The components of net periodic benefit cost for the pension plans are as follows:

	Pension Benefits			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(in thousands)			
Service cost	$89	$52	$177	$104
Interest cost	236	246	471	492
Expected return on plan assets	(283)	(283)	(565)	(567)
Amortization of net actuarial loss/prior service cost	184	206	368	412
Net periodic cost recognized	$226	$221	$451	$441

Note 11 — Commitments and Contingencies

The Company is subject to comprehensive federal, state, local and international environmental laws and regulations relating to the release or discharge of materials into the environment, the management, use, processing, handling, storage, transport or disposal of hazardous materials and wastes, and other laws and regulations relating to the protection of human health and the environment. These laws and regulations not only expose ARI to liability for the environmental condition of its current or formerly owned or operated facilities, and its own negligent acts, but also may expose ARI to liability for the conduct of others or for ARI's actions that were in compliance with all applicable laws at the time such actions were taken. In addition, these laws may require significant expenditures to achieve compliance and are frequently modified or revised to impose new obligations. Civil and criminal fines and penalties and other sanctions may be imposed for non-compliance with these environmental laws and regulations. ARI's operations that involve hazardous materials also raise potential risks of liability under common law.

Certain real property ARI acquired from ACF Industries LLC (ACF) in 1994 had been involved in investigation and remediation activities to address contamination both before and after their transfer to ARI. ACF is an affiliate of Mr. Carl Icahn, the Company's principal beneficial stockholder through Icahn Enterprises L.P. (IELP). Substantially all of the issues identified with respect to these properties relate to the use of these properties prior to their transfer to ARI by ACF and for which ACF has retained liability for environmental contamination that may have existed at the time of transfer to ARI. ACF has also agreed to indemnify ARI for any cost that might be incurred with those existing issues. As of the date of this report, ARI does not believe it will incur material costs in connection with activities relating to these properties, but it cannot assure that this will be the case. If ACF fails to honor its obligations to ARI, ARI could be responsible for the cost of any additional investigation or remediation that may be required. The Company believes that its operations and facilities are in substantial compliance with applicable laws and regulations and that any noncompliance is not likely to have a material adverse effect on its financial condition or results of operations.

ARI is a party to collective bargaining agreements with labor unions at two repair facilities that will expire in January and September 2021, respectively, unless extended or modified. ARI is also party to a collective bargaining agreement with a labor union at a steel component manufacturing facility that was previously set to expire in April 2017. This collective bargaining agreement was extended and modified during the second quarter of 2017, so that it will now expire in April 2022, unless extended or modified.

The Company has various agreements with and commitments to related parties. See Note 14, Related Party Transactions, for further detail.

Certain claims, suits and complaints arising in the ordinary course of business have been filed or are pending against ARI. In the opinion of management, all such claims, suits, and complaints arising in the ordinary course of business are without merit or would not have a significant effect on the future liquidity, results of operations or financial position of ARI if disposed of unfavorably.

Gyansys

On October 24, 2014, the Company filed a complaint in United States District Court for the Southern District of New York against GyanSys Inc. (GyanSys). The complaint asserts a claim against GyanSys for breaching its contract with ARI to implement an enterprise resource planning system. The Company's complaint alleges that it has suffered damages in excess of $25 million as a result of GyanSys' breach. GyanSys filed a response to the suit denying its responsibility. It also alleged a counterclaim against ARI for breach of contract and wrongful termination, seeking equitable relief and damages, which GyanSys alleges to be more than $10 million. At this time, the Company does not have sufficient information to reasonably form an estimate of the potential outcome (gain or loss) of this litigation. As a result, no such accrual has been recorded. On September 9, 2015, the court denied ARI's motion to dismiss the wrongful termination counterclaim. However, ARI continues to believe that GyanSys' counterclaims lack merit and will continue to vigorously defend against these counterclaims. The trial began in June 2017 and is ongoing, with a decision expected before year end.

FRA Directive

On September 30, 2016, the Federal Railroad Administration (FRA) issued Railworthiness Directive (RWD) No. 2016-01 (the Original Directive). The Original Directive addressed, among other things, certain welding practices in one weld area in specified DOT 111 tank railcars manufactured between 2009 and 2015 by ARI and ACF. ACF is an affiliate of Mr. Carl Icahn, the Company's principal beneficial stockholder through IELP. The Company met and corresponded with the FRA following the issuance of the Original Directive to express the Company's concerns with the Original Directive and its impact on ARI, as well as the industry as a whole.

On November 18, 2016 (the Issuance Date), the FRA issued RWD No. 2016-01 [Revised] (the Revised Directive). The Revised Directive changes and supersedes the Original Directive.

The Original Directive indicated that approximately 14,800 general purpose tank railcars could be affected. The Revised Directive requires owners to identify their subject tank railcars and then from that population identify the 15% of subject tank railcars currently in hazardous materials service with the highest mileage in each tank car owner’s fleet. Visual inspection of

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each of the subject tank railcars is required by the car operator prior to putting any railcar into service. Owners must ensure appropriate inspection, testing and repairs, if needed, within twelve months of the Issuance Date for the 15% of their subject tank railcars identified to be in hazardous materials service with the highest mileage. The FRA will monitor and analyze the results of the 15% sample and has reserved the right to impose additional test and inspection requirements for the remaining fleet of tank railcars subject to the Revised Directive.

During 2016, the Company recorded a loss contingency of $12.3 million related to the Revised Directive to cover its probable and estimable liabilities taking into account available information and the Company's contractual obligations in its capacity as both a manufacturer and owner of railcars subject to the Revised Directive. During the three and six months ended June 30, 2017, there were no material developments related to the Revised Directive. During the second quarter of 2017, certain tank railcars subject to the Revised Directive were inspected, tested, and, if necessary, repaired, all as mandated by the Revised Directive. As a result of these services and the Company's revised assumptions, the contingency reserve was decreased to $10.1 million as of June 30, 2017. This contingency amount is included in accrued expenses and other liabilities on the condensed consolidated balance sheets and will continue to be evaluated as ARI's and its customers' compliance with the Revised Directive progresses and the Company evolves its understanding of the impact that the Revised Directive may have on its business, including results of operations and cash flows. Actual results could differ from this estimate.

It is reasonably possible that a loss exists in excess of the amount accrued by the Company. However, the amount of potential costs and expenses expected to be incurred for compliance with the Revised Directive in excess of the loss contingency of $10.1 million cannot be reasonably estimated at this time.

Although the Revised Directive addresses some of the Company’s concerns and clarifies certain requirements of the Original Directive, ARI has identified significant issues with the Revised Directive. As a result, in a letter to the FRA dated November 28, 2016, ARI has requested that the FRA immediately rescind or stay the Revised Directive without reinstating the Original Directive. In addition, ARI has sought judicial review of and relief from the Revised Directive. On December 13, 2016, ARI filed a petition for review in the United States Court of Appeals for the District of Columbia Circuit against the FRA. In the petition, the Company asserted that (i) the Revised Directive was unlawful and inconsistent with administrative law, (ii) the Revised Directive is arbitrary, capricious and inconsistent with law, (iii) the FRA exceeded its authority when it issued the Revised Directive and (iv) the Revised Directive was an improper adjudication under applicable laws. The petition requests that the court review, remand and vacate, defer enforcement of, and/or stay pending review, the Revised Directive. Briefs have been filed relating to this ongoing matter and a hearing date has been set by the court for September 22, 2017. The Company cannot assure you that this petition will be successful in reversing or modifying the Revised Directive or, if it is successful, whether it will be successful in a reasonable amount of time to benefit railcar owners with cars subject to the Revised Directive. Regardless of the petition, significant uncertainty exists in connection with the Revised Directive and its implementation. The Company's attempts to comply with the Revised Directive may fail if it is unable to get clarification from the FRA on a variety of questions and the Company or other railcar owners cannot meet the expectations of the FRA in complying with the Revised Directive.

Legal fees incurred with respect to this matter will be expensed in the period in which they occur, in accordance with the Company's accounting policy.

Note 12 — Share-based Compensation

The following table presents the amounts incurred by ARI for share-based compensation, related to stock appreciation rights (SARs), and the corresponding line items on the condensed consolidated statements of operations that they are classified within:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
	(in thousands)			
Share-based compensation (income) expense				
Cost of revenues: Manufacturing	$(17)	$(56)	$(35)	$(173)

Cost of revenues: Railcar services	(1)	(2)	(3)	(17)
Selling, general and administrative	(207)	82	(434)	(97)
Total share-based compensation (income) expense	$(225)	$24	$(472)	$(287)

As of June 30, 2017, unrecognized compensation costs related to the unvested portion of SARs were estimated to be $1.7 million and were expected to be recognized over a weighted average period of 31 months.

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Note 13 — Accumulated Other Comprehensive Income (Loss)

The following table presents the balances of related after-tax components of accumulated other comprehensive income (loss).

	Accumulated Short-term Investment Transactions	Accumulated Currency Translation	Accumulated Postretirement Transactions	Accumulated Other Comprehensive Income (Loss)
	(in thousands)			
Balance December 31, 2016	$415	$ (2,015)	$ (4,731)	$ (6,331)
Currency translation	—	581	—	581
Reclassifications related to pension plans, net of tax effect of $132 (1)	—	—	216	216
Unrealized gain on available for sale securities, net of tax effect of $548 (2)	1,018	—	—	1,018
Reclassifications related to available for sale securities, net of tax effect of $638 (3)	(1,186)	—	—	(1,186)
Balance June 30, 2017	$247	$ (1,434)	$ (4,515)	$ (5,702)

(1) These accumulated other comprehensive income components relate to amortization of actuarial loss/(gain) and prior period service costs/(benefits) and are included in the computation of net periodic costs for our pension plans. See Note 10 for further details and pre-tax amounts.

(2) The unrealized gain on available for sale securities, net of tax represents the change in fair value estimates that are based on quoted prices with an active trading market (Level 1).

(3) The realized gain on available for sale securities sold, net of tax represents the change in fair value estimates that are based on quoted prices with an active trading market (Level 1). The pre-tax realized gain was recorded in other income/(loss) on the condensed consolidated statements of operation.

Note 14 — Related Party Transactions

Agreements with ACF

The Company has the following agreements with ACF, a company controlled by Mr. Carl Icahn, the Company's principal beneficial stockholder through IELP.

Component purchases

The Company has from time to time purchased components from ACF under a long-term agreement, as well as on a purchase order basis. Under the manufacturing services agreement entered into in 1994 and amended in 2005, ACF agreed to manufacture and distribute, at the Company's instruction, various railcar components. In consideration for these services, the Company agreed to pay ACF based on agreed upon rates. The agreement automatically renews unless written notice is provided by the Company.

Also in April 2015, ARI entered into a parts purchasing and sale agreement with ACF. The agreement was unanimously approved by the independent directors of ARI's audit committee. Under this agreement, ARI and ACF may, from time to time, purchase and sell to each other certain parts for railcars (Parts). ARI also provides a non-exclusive and non-assignable license of certain intellectual property to ACF related to the manufacture and sale of Parts to ARI. The buyer under the agreement must pay the market price of the parts as determined in the agreement or as stated on a public website for all ARI buyers. ARI may provide designs, engineering and purchasing support, including all materials and components to ACF. Subject to certain early termination events, the agreement terminates on December 31, 2020.

ARI purchased $1.7 million and $3.5 million of components from ACF during the three and six months ended June 30, 2017, respectively, and $1.2 million and $2.8 million during the comparable periods in 2016.

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Purchasing and engineering services agreement

In January 2013, ARI entered into a purchasing and engineering services agreement and license with ACF. The agreement was unanimously approved by the independent directors of ARI's audit committee. Under this agreement, ARI provides purchasing support and engineering services to ACF in connection with ACF’s manufacture and sale of tank railcars at its facility in Milton, Pennsylvania. Additionally, ARI has granted ACF a non-exclusive, non-assignable license to certain of ARI’s intellectual property, including certain designs, specifications, processes and manufacturing know-how required to manufacture and sell tank railcars during the term of the agreement. In December 2016, ARI and ACF amended this agreement to, among other provisions, extend the termination date to December 31, 2017 from December 31, 2016, subject to certain early termination events.

In consideration of the services and license provided by ARI to ACF in conjunction with the agreement, ACF pays ARI a royalty and, if any, a share of the net profits (Profits) earned on each railcar manufactured and sold by ACF under the agreement, in an aggregate amount equal to 30% of such Profits, as calculated under the agreement. Profits are net of certain of ACF’s start-up and shutdown expenses and certain maintenance capital expenditures. If no Profits are realized on a railcar manufactured and sold by ACF pursuant to the agreement, ARI will still be entitled to the royalty for such railcar and will not share in any losses incurred by ACF in connection therewith. In addition, any railcar components supplied by ARI to ACF for the manufacture of these railcars are provided at fair market value.

Under the agreement, ACF had the exclusive right to manufacture and sell subject tank railcars for any new orders scheduled for delivery to customers on or before January 31, 2014. ARI has the exclusive right to any sales opportunities for tank railcars for any new orders scheduled for delivery after that date and through termination of the agreement. ARI also has the right to assign any sales opportunity to ACF, and ACF has the right, but not the obligation, to accept such sales opportunity. Any sales opportunity accepted by ACF will not be reflected in ARI’s orders or backlog.

Revenues of zero for the three and six months ended June 30, 2017 compared to $0.2 million and $0.7 million for the same periods in 2016, respectively, were recorded under this agreement for sales of railcar components to ACF and for royalties and profits on railcars sold by ACF and are included under manufacturing revenues from affiliates on the condensed consolidated statements of operations.

Repair services and support agreement

In April 2015, ARI entered into a repair services and support agreement with ACF. The agreement was unanimously approved by the independent directors of ARI’s audit committee. Under this agreement, ARI provides certain sales and administrative and technical services, materials and purchasing support and engineering services to ACF to provide repair and retrofit services (Repair Services). Additionally, ARI provides a non-exclusive and non-assignable license of certain intellectual property related to the Repair Services for railcars. ARI receives 30% of the net profits (as defined in the agreement) for Repair Services related to all railcars not owned by ARL or its subsidiaries and 20% of the net profits for Repair Services related to all railcars owned by ARL or its subsidiaries, if any, but does not absorb any losses incurred by ACF.

Under the agreement, ARI has the exclusive right to sales opportunities related to Repair Services, except for any sales opportunity related to Repair Services presented to ACF by ARL with respect to ARL-owned railcars. ARI also has the right to assign any sales opportunities related to Repair Services to ACF, and ACF has the right, but not the obligation, to accept such sales opportunity. Subject to certain early termination events, the agreement terminates on December 31, 2020.

For the three and six months ended June 30, 2017, revenues of $0.1 million and $0.2 million, respectively, compared to less than $0.1 million for both the three and six months ended June 30, 2016, were recorded under this agreement. This revenue related to sales of railcar components to ACF and profits on repair work performed by ACF and are included under manufacturing revenues from affiliates and railcar services revenues from affiliates on the condensed consolidated statements of operations.

Railcar management transition agreement

In connection with the ARL Closing, the RMTA was amended by a Joinder and Amendment to the RMTA, principally to join ACF as a party thereto, to address certain ACF books and records in the possession of ARL. The RMTA requires ARL to transfer to ACF certain books and records in the possession of ARL and has no other impact on ARI’s rights or obligations under the RMTA. The Joinder and Amendment to the RMTA was unanimously approved by the independent directors of the Company's audit committee.

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Agreements with ARL

Prior to the ARL Closing Date, the Company had the following agreements with ARL, a company that was controlled by Mr. Carl Icahn, the Company's principal beneficial stockholder through IELP, prior to ARL's sale to Buyer. ARL is no longer considered a related party to the Company.

Railcar services agreement

In April 2011, the Company entered into a railcar services agreement with ARL (the Railcar Services Agreement). Under the Railcar Services Agreement, ARI provided ARL railcar repair, engineering, administrative and other services, on an as needed basis, for ARL's lease fleet at mutually agreed upon prices. The Railcar Services Agreement had an initial term of three years and automatically renewed for additional one year periods until the Railcar Services Agreement was terminated upon consummation of the ARL Sale, in accordance with the RMTA.

Revenues of $4.2 million and $10.1 million for the three and six months ended June 30, 2017, respectively compared to $7.3 million and $15.3 million for the same periods in 2016 were recorded under the Railcar Services Agreement. These revenues are included under railcar services revenues from affiliates on the condensed consolidated statements of operations. The Railcar Services Agreement was unanimously approved by the independent directors of the Company's audit committee.

Railcar management agreements and subcontractor agreement

From time to time, the Company and its wholly-owned subsidiaries have entered into railcar management agreements with ARL, pursuant to which the Company and its respective wholly-owned subsidiaries engaged ARL to manage, sell, operate, market, store, lease, re-lease, sublease and service ARI's railcars, subject to the terms and conditions of the agreement. These agreements provided that ARL would manage the leased railcars (as identified in the respective agreement) including arranging for services, such as repairs or maintenance, as deemed necessary. Each of these agreements was unanimously approved by the independent directors of the Company's audit committee.

On February 29, 2012, the Company entered into a railcar management agreement with ARL (the ARI railcar management agreement). The agreement, as amended, was effective January 1, 2011, and continued until the date of the ARL Sale. Effective as of the ARL Closing Date, ARI now manages the ARI Railcars and markets them for sale or lease. In December 2012, LLI entered into a similar agreement with ARL (the LLI railcar management agreement). On October 16, 2014, LLII entered into a railcar management agreement with ARL (the LLII railcar management agreement).

In January 2015, in connection with the Company's refinancing of its lease fleet financings, the LLI and LLII railcar management agreements were terminated and LLIII entered into a similar railcar management agreement with ARL. Pursuant to a Railcar Management Agreement, dated January 29, 2015, between Longtrain and ARL (the Longtrain RMA), ARL, as manager, has marketed Longtrain Railcars for lease, and has also arranged for the operation, storage, re-lease, sublease, service, repair, overhaul, replacement and maintenance of the Longtrain Railcars. In addition, a subsidiary of ARL serves as administrator of the accounts used to service the debt under the Longtrain Indenture. As previously disclosed, the RMTA, among other things, requires ARI to use commercially reasonable efforts to obtain the consent of noteholders (the Noteholder Consent) for ARI to replace ARL as manager of the Longtrain Railcars under the Longtrain Indenture and certain related documents. ARI has no obligation to pay any consent or similar fees in connection with obtaining the Noteholder Consent. ARI may be unable to obtain the Noteholder Consent for a variety of reasons.

As provided in the RMTA, following the ARL Closing the Longtrain RMA will continue in effect, with ARL remaining as manager of the Longtrain Railcars under the Longtrain RMA and the Longtrain Indenture, unless and until ARI obtains the Noteholder Consent and becomes the manager of the Longtrain Railcars. Further, as contemplated by the RMTA, effective as of the ARL Closing Date, ARI entered into a sub-contract arrangement with ARL (the Subcontractor Agreement) to provide services to ARL covering the day-to-day management of the Longtrain Railcars and the leases associated therewith. Under this arrangement, ARL and its subsidiary, as manager and administrator, respectively, will remain in control of the accounts used to service the debt under the Longtrain Indenture. During the term of the Subcontractor Agreement, management fees and expenses paid to ARL in respect of management duties subcontracted to ARI will be paid by ARL to ARI. The Subcontractor Agreement will continue until the earlier of the date on which ARI becomes the manager of the Longtrain Railcars following receipt of the

Noteholder Consent, or the date that is thirty (30) months after the ARL Closing Date, unless terminated earlier pursuant to its terms.

Subject to the terms and conditions of each Railcar Management Agreement, ARL received, in respect of leased railcars, a management fee based on the lease revenues. Under the ARI railcar management agreement, in addition to the management fee, ARL received a fee consisting of a lease origination fee, and, in respect of railcars sold by ARL, sales commissions.

Total lease origination and management fees incurred under the Railcar Management Agreements were $1.0 million and $2.8 million for the three and six months ended June 30, 2017, respectively, compared to $1.6 million and $3.3 million for the same periods in 2016. These fees are included in cost of revenues for railcar leasing on the condensed consolidated statements of operations. Sales commissions of $0.1 million and $0.3 million were incurred for the three and six months ended June 30, 2017, respectively, compared to $0.3 million and $0.6 million for the same periods in 2016. These costs are included in selling, general and administrative costs on the condensed consolidated statements of operations.

Railcar management transition agreement

As previously disclosed, on December 16, 2016, ARI entered into the RMTA with ARL in anticipation of the ARL Sale. The RMTA, among other things, addresses the transition, from ARL to ARI following the ARL Sale, of the management of the ARI Railcars and the Longtrain Railcars. AEPC and SMRSH LLC, an affiliate of Buyer, are also parties to the RMTA for the limited purposes previously disclosed. Immediately prior to the ARL Sale, ARL and its subsidiaries were controlled by Mr. Carl Icahn, ARI’s principal beneficial stockholder, through Icahn Enterprises L.P. Following the ARL Sale, ARL is controlled by Buyer. AEPC is controlled by Mr. Icahn. In connection with the ARL Closing, the RMTA was amended by a Joinder and Amendment to the RMTA, principally to join ACF, a company controlled by Mr. Icahn, as a party thereto, to address certain ACF books and records in the possession of ARL.

In addition to the provisions of the RMTA related to the Railcar Management Agreements described above, the RMTA, among other things, requires ARL to transfer to ARI certain books and records and electronic data with respect to the Leased Railcars and the Company’s and LLIII's leasing businesses and otherwise assist in the transfer of the management of the leasing businesses to ARI. Pursuant to the terms and conditions of the RMTA, ARL provides ARI an irrevocable, fully paid, non-transferable (except as set forth therein), royalty-free license to certain software and databases owned and used by ARL to manage its railcars and the Leased Railcars. The RMTA also provides for the termination, as of the consummation of the ARL Sale, of the Trademark License Agreement, dated as of June 30, 2005, between ARI and ARL (the Trademark License), pursuant to which ARI granted to ARL a license to use ARI’s trademarks “American Railcar” and the “diamond shape” of its logo, and provides for the wind-down of ARL’s use of such trademarks.

Pursuant to the terms and conditions of the RMTA, ARI has agreed not to solicit or hire ARL employees until 24 months after the consummation of the ARL Sale, subject to certain exceptions.

The RMTA, subject to its terms, also provides for the termination of, and the discharge and release of obligations under, certain other agreements that ARI and its subsidiaries are party to on the one hand, and ARL is party to on the other hand, including (i) the Railcar Management Agreement, dated February 29, 2012 (as amended), between ARI and ARL, pursuant to which ARI engaged ARL to manage ARI’s railcars; (ii) subject to receiving Noteholder Consent (and the terms and conditions thereof), the Railcar Management Agreement, dated January 29, 2015, between LLIII and ARL, pursuant to which LLIII engaged ARL to manage LLIII's railcars; (iii) the Railcar Services Agreement, dated April 15, 2011 (as amended), between ARI and ARL, pursuant to which ARI provides ARL railcar repair, engineering, administrative and other services on an as needed basis; (iv) the Consulting Services Agreement, dated as of March 1, 2016, between ARI and ARL, pursuant to which ARI agreed to provide legal services to ARL; and (v) the Trademark License described above.

Pursuant to the terms and conditions of the RMTA, AEPC has agreed to (i) undertake certain payment and performance obligations of ARL to ARI and (ii) pay or reimburse, as applicable, certain costs and expenses of ARI incurred in connection with the ARL Sale and the RMTA. In addition, pursuant to the terms and conditions of the RMTA, Buyer and an affiliate of Buyer have agreed to undertake certain payment and performance obligations of ARL to ARI following the closing of the ARL Sale. The amount receivable from AEPC pursuant to the RMTA, which was recorded within 'accounts receivable, due from related parties' on the condensed consolidated balance sheets was $2.0 million as of June 30, 2017 and $0.6 million as of December 31, 2016.

The independent directors of the Company’s Audit Committee reviewed the terms and conditions of the RMTA and received advice from independent legal counsel in connection therewith. The Audit Committee unanimously approved the terms and conditions of, and the Company’s entry into, the RMTA and the joinder and amendment thereto.

Consulting services agreement

On February 15, 2017, ARI entered into a Consulting Services Agreement with ARL (Consulting Services Agreement). The Consulting Services Agreement was unanimously approved by the independent directors of ARI's audit committee.

Pursuant to the terms and conditions of the Consulting Services Agreement, ARI provided customer service and engineering services to ARL upon ARL's request. In order to provide the services, ARI designated and caused one or more of its employees to provide the services to ARL as provided in the Consulting Services Agreement. In exchange for the services performed under the Consulting Services Agreement, ARL paid to ARI a total weekly fee calculated based on the hours worked multiplied by a mutually agreed upon price for each of the services performed. In addition, ARL reimbursed ARI for all reasonable and documented costs and expenses incurred in accordance with the Consulting Services Agreement.

This agreement was terminable by ARI or ARL upon five business days' prior written notice with respect to any or all of the services. This agreement terminated on the ARL Closing Date. Total fees billed to ARL under the Consulting Services Agreement were less than $0.1 million for the three and six months ended June 30, 2017 and were included within selling, general, and administrative expenses on the condensed consolidated statements of operations.

Agreements with other related parties

Railcar leases

Beginning in the third quarter of 2016, the Company leased railcars to a company controlled by Mr. Carl Icahn, the Company's principal beneficial stockholder through IELP (the IELP Entity) under an operating lease arrangement. Revenues from railcars leased to the IELP Entity were $0.2 million and $0.4 million, respectively, for the three and six months ended June 30, 2017. These revenues are included in railcar leasing revenues from affiliates on the consolidated statements of operations. There were no revenues from railcars leased to IELP entities for the same period during 2016. Any related party railcar lease agreements have been and will be subject to the approval or review by the independent directors of the Company's audit committee.

Railcar services

In conjunction with the ARL sale, each of AEPC RemainCo LLC (a wholly-owned subsidiary of AEPC) and AEP Rail RemainCo LLC (a wholly-owned subsidiary of AEP Rail) (each, a RemainCo and, collectively, the RemainCos) retained ownership of approximately 4,600 railcars that had previously been owned by ARL. Each RemainCo is controlled by Mr. Carl Icahn, ARI's principal beneficial stockholder, through IELP. During the three and six months ended June 30, 2017, revenue of $0.1 million was recorded related to railcar services performed on these railcars. There were no revenues recorded for the same periods during 2016. These revenues are included under railcar services revenues from affiliates on the condensed consolidated statements of operations.

Consulting agreements

ARI entered into substantially identical consulting services agreements (each, a RemainCo Consulting Agreement and, collectively, the RemainCo Consulting Agreements) with each RemainCo. The RemainCos collectively own approximately 4,600 railcars that, pursuant to the terms and conditions of the purchase agreement governing the ARL Sale, may be sold to Buyer over a period of three years after the ARL Closing Date. Under the RemainCo Consulting Agreements, ARI has agreed to provide to each RemainCo, upon each RemainCo's request, certain consulting services and facilitate communications among (i) each RemainCo, (ii) an unaffiliated, third party consultant engaged to assist each RemainCo to perform its duties regarding the inspection, testing and, if necessary, repair of railcars in accordance with the Federal Railroad Administration directive released September 30, 2016 and subsequently revised and superseded on November 18, 2016 (the Directive Duties), (iii) ARL, as manager of each RemainCo's railcars (other than in respect of the Directive Duties), and (iv) other parties (collectively referred to as Services). In exchange for the Services to be performed under the RemainCo Consulting Agreements, each RemainCo will pay to ARI a total weekly fee calculated based on employee hours worked multiplied by an agreed upon rate for the Services performed. In addition, each RemainCo will reimburse ARI for all reasonable and documented costs and expenses incurred in accordance with each RemainCo Consulting Agreement. Each RemainCo Consulting Agreement is terminable by ARI or the applicable RemainCo upon five business days' prior written notice with respect to any or all of the Services. On July 31, 2017, ARI and each RemainCo amended and restated the RemainCo Consulting Agreements to provide ARI additional flexibility related to which employees may provide the Services. The Amended and Restated RemainCo Consulting Agreements are effective as of June 1, 2017. During the three and six months ended June 30, 2017, consulting fees billed to the RemainCos were less than $0.1 million. There was no consulting work performed for the RemainCos in 2016.

Other Agreements

ARI is party to a scrap agreement with M. W. Recycling (MWR), a company controlled by Mr. Carl Icahn, the Company's principal beneficial stockholder through IELP. Under the agreement, ARI sells and MWR purchases scrap metal from several ARI plant locations. This agreement had an initial term through November 2015 and was renewed in September 2016, with an effective date in December 2015, to among other things, extend the term through May 2019, after which the agreement continues until terminated by either party, in accordance with the provisions of the agreement. MWR collected scrap material totaling $0.6 million and $1.5 million for the three and six months ended June 30, 2017, respectively, compared to $0.4 million and $0.8 million for the same periods in 2016. This agreement was unanimously approved by the independent directors of the Company's audit committee.

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Insight Portfolio Group LLC (Insight Portfolio Group) is an entity formed and controlled by Mr. Carl Icahn in order to maximize the potential buying power of a group of entities with which Mr. Carl Icahn has a relationship in negotiating with a wide range of suppliers of goods, services and tangible and intangible property at negotiated rates. ARI, and a number of other entities with which Mr. Carl Icahn has a relationship, have minority ownership interests in, and pay fees as part of being a member of Insight Portfolio Group. Fees incurred as a member of the Insight Portfolio Group were less than $0.1 million for the three months ended June 30, 2017 and 2016 and were $0.1 million for the six months ended June 30, 2017 and 2016. These charges are included in selling, general and administrative costs on the condensed consolidated statements of operations.

Financial information for transactions with joint ventures

Loans to joint ventures

The Company's Axis joint venture entered into a credit agreement in 2007. During 2009, the Company and the other significant partner acquired the loans from the lending party thereto, with each party acquiring a 50.0% interest in the loans. The balance outstanding on these loans, due to ARI Component, was $14.8 million and $17.7 million as of June 30, 2017 and December 31, 2016, respectively. See Note 6, Investments in and Loans to Joint Ventures, to our condensed consolidated financial statements, for further information regarding this transaction and the terms of the underlying loans.

Railcar component purchases from joint ventures

ARI purchased railcar components from its joint ventures amounting to $4.4 million and $10.6 million for the three and six months ended June 30, 2017, respectively, compared to $9.7 million and $14.4 million for the same periods in 2016.

Note 15 — Operating Segments and Sales and Credit Concentrations

ARI operates in three reportable segments: manufacturing, railcar leasing and railcar services. These reportable segments are organized based upon a combination of the products and services offered and performance is evaluated based on revenues and segment earnings (loss) from operations. Intersegment revenues are accounted for as if sales were to third parties.

Manufacturing

Manufacturing consists of railcar manufacturing, and railcar and industrial component manufacturing. Revenues for railcars manufactured for the Company's railcar leasing segment are not recognized in consolidated revenues as railcar sales, but rather lease revenues are recognized over the term of the lease. Earnings from operations for manufacturing include an allocation of selling, general and administrative costs, as well as profit for railcars manufactured for the Company's railcar leasing segment based on revenue determined as described above. Intersegment revenues and profits are determined based on an estimated fair market value of the railcars manufactured for the Company's railcar leasing segment, as if such railcars had been sold to a third party.

Railcar leasing

Railcar leasing consists of railcars manufactured by the Company and leased to third parties under operating leases. Earnings from operations for railcar leasing include an allocation of selling, general and administrative costs and also reflect origination fees paid to ARL associated with originating the lease to the Company's leasing customers prior to the ARL Sale. The origination fees represent a percentage of the revenues from the lease over its initial term and are paid up front.

Railcar services

Railcar services consists of railcar repair services provided through the Company's various repair facilities, including mini repair shops and mobile repair units, offering a range of services from full to light repair. Earnings from operations for railcar services include an allocation of selling, general and administrative costs as well as certain operating costs related to this segment's use of a portion of the Company's tank railcar manufacturing facility to perform railcar repair work.

Segment financial results

The information in the following table is derived from the segments' internal financial reports used by the Company's management for purposes of assessing segment performance and for making decisions about allocation of resources.

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	Three Months Ended June 30, 2017			
	Revenues			
	External	Intersegment	Total	Earnings (Loss) from Operations
	(in thousands)			
Manufacturing	$55,087	$ 55,442	$110,529	$ 7,299
Railcar leasing	33,717	—	33,717	18,690
Railcar services	20,216	1,883	22,099	3,329
Corporate	—	—	—	(4,953)
Eliminations	—	(57,325)	(57,325)	(2,215)
Total Consolidated	$109,020	$ —	$109,020	$ 22,150

	Three Months Ended June 30, 2016			
	Revenues			
	External	Intersegment	Total	Earnings (Loss) from Operations
	(in thousands)			
Manufacturing	$97,548	$ 9,266	$106,814	$ 15,538
Railcar leasing	33,209	—	33,209	20,237
Railcar services	19,727	609	20,336	3,059
Corporate	—	—	—	(4,441)
Eliminations	—	(9,875)	(9,875)	1,581
Total Consolidated	$150,484	$ —	$150,484	$ 35,974

	Six Months Ended June 30, 2017			
	Revenues			
	External	Intersegment	Total	Earnings (Loss) from Operations
	(in thousands)			
Manufacturing	$115,813	$ 115,546	$231,359	$ 16,450
Railcar leasing	67,552	—	67,552	37,500
Railcar services	40,336	2,215	42,551	5,045
Corporate	—	—	—	(9,225)
Eliminations	—	(117,761)	(117,761)	(5,705)
Total Consolidated	$223,701	$ —	$223,701	$ 44,065

	Six Months Ended June 30, 2016			
	Revenues			
	External	Intersegment	Total	Earnings (Loss) from Operations
	(in thousands)			

Manufacturing	$221,340	$ 32,897	$254,237	$ 38,224
Railcar leasing	65,977	—	65,977	39,912
Railcar services	39,347	1,568	40,915	6,567
Corporate	—	—	—	(8,949)
Eliminations	—	(34,465)	(34,465)	917
Total Consolidated	$326,664	$ —	$326,664	$ 76,671

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Total Assets	June 30, 2017	December 31, 2016
	(in thousands)	
Manufacturing	$234,989	$256,622
Railcar leasing	1,354,037	1,254,824
Railcar services	61,573	57,061
Corporate/Eliminations	(190,241)	(112,257)
Total Consolidated	$1,460,358	$1,456,250

Sales to Related Parties

As discussed in Note 14, Related Party Transactions, ARI has numerous arrangements with related parties. Below is a summary of revenue from affiliates for each operating segment reflected as a percentage of total consolidated revenue.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Manufacturing	0.1%	0.1%	0.1%	0.2%
Railcar leasing	0.2%	—%	0.2%	—%
Railcar services	4.0%	4.8%	4.7%	4.7%

Sales and Credit Concentration

Manufacturing revenues from customers that accounted for more than 10% of total consolidated revenues are outlined in the table below. The railcar leasing and railcar services segments had no customers that accounted for more than 10% of the total consolidated revenues for the three and six months ended June 30, 2017 and 2016.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Manufacturing revenues from significant customers	34.3%	46.1%	32.5%	33.9%

Manufacturing accounts receivable from customers that accounted for more than 10% of consolidated receivables (including accounts receivable, net and accounts receivable, due from related parties) are outlined in the table below. The railcar leasing and railcar services segments had no customers that accounted for more than 10% of the consolidated receivables balance as of June 30, 2017 and December 31, 2016.

	June 30, 2017	December 31, 2016
Manufacturing receivables from significant customers	30.3%	53.4%

Note 16 — Subsequent Events

On July 27, 2017, the board of directors of the Company declared a cash dividend of $0.40 per share of common stock of the Company to shareholders of record as of September 8, 2017 that will be paid on September 22, 2017.

In July 2017, the Company sold short term investments with a value of $1.8 million at June 30, 2017 for a realized gain of $0.4 million.

See Note 14, Related Party Transactions, Agreements with other related parties, Consulting agreements, for a discussion of the RemainCo Consulting Agreements that were amended and restated on July 31, 2017 and effective as of June 1, 2017.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Some of the statements contained in this report are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 (Exchange Act), including statements regarding our plans, objectives, expectations and intentions. Such statements include, without limitation, statements regarding various estimates we have made in preparing our financial statements, our plans, and the industry's ability, to address the Federal Railroad Administration (FRA) directive released September 30, 2016 and subsequently revised and superseded on November 18, 2016 (FRA Directive), our plans to continue to transition the management of our lease fleet from ARL to in-house and terminate our contractual agreements with ARL, expected future trends relating to our industry, products and markets, the potential impact of regulatory developments, including developments related to the FRA Directive, anticipated customer demand for our products and services, trends relating to our shipments, leasing business, railcar services, revenues, profit margin, capacity, financial condition and results of operations; trends related to railcar shipments for direct sale versus lease, our backlog and any implication that our backlog may be indicative of our future revenues, our strategic objectives and long-term strategies, our results of operations, financial condition and the sufficiency of our capital resources, our capital expenditure plans, short- and long-term liquidity needs, ability to service our current debt obligations and future financing plans, our Stock Repurchase Program, anticipated benefits regarding the growth of our leasing business, the mix of railcars in our lease fleet and our lease fleet financings, anticipated production schedules for our products and the anticipated production schedules of our joint ventures, plans regarding future dividends and the anticipated performance and capital requirements of our joint ventures. These forward-looking statements are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those anticipated. Investors should not place undue reliance on forward-looking statements, which speak only as of the date they are made and are not guarantees of future performance. We undertake no obligations to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Risks and uncertainties that could adversely affect our business and prospects include without limitation:

- our prospects in light of the cyclical nature of our business;
- the health of and prospects for the overall railcar industry;
- risks relating to our compliance with the FRA Directive, any developments related to the FRA Directive and any costs or loss of revenue related thereto;
- the risk of being unable to market or remarket railcars for sale or lease at favorable prices or on favorable terms or at all;
- risks relating to the ongoing transition of the management of our railcar leasing business from ARL to in-house management following completion of the ARL Sale;
- fluctuations in commodity prices, including oil and gas;
- the impact, costs and expenses of any warranty claims to which we may be subject now or in the future;
- the highly competitive nature of the manufacturing, railcar leasing and railcar services industries;
- the variable purchase patterns of our railcar customers and the timing of completion, customer acceptance and shipment of orders, as well as the mix of railcars for lease versus direct sale;
- risks relating to our compliance with, and the overall railcar industry's implementation of, United States and Canadian regulations related to the transportation of flammable liquids by rail;
- our ability to manage overhead and variations in production rates;
- our ability to recruit, retain and train qualified personnel;
- the impact of any economic downturn, adverse market conditions or restricted credit markets;
- our reliance upon a small number of customers that represent a large percentage of our revenues and backlog;
- fluctuations in the costs of raw materials, including steel and railcar components, and delays in the delivery of such raw materials and components;
- fluctuations in the supply of components and raw materials we use in railcar manufacturing;
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- the ongoing risks related to our relationship with Mr. Carl Icahn, our principal beneficial stockholder through Icahn Enterprises L.P. (IELP), and certain of his affiliates;
- the risks associated with ongoing compliance with environmental, health, safety, and regulatory laws and regulations, which may be subject to change;
- the impact, costs and expenses of any litigation to which we may be subject now or in the future;

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- the risks associated with our current joint ventures and anticipated capital needs of, and production capabilities at our joint ventures;
- the sufficiency of our liquidity and capital resources, including long-term capital needs to support the growth of our lease fleet;
- the impact of repurchases pursuant to our Stock Repurchase Program on our current liquidity and the ownership percentage of our principal beneficial stockholder through IELP, Mr. Carl Icahn;
- the conversion of our railcar backlog into revenues equal to our reported estimated backlog value;
- the risks and impact associated with any potential joint ventures, acquisitions, strategic opportunities, dispositions or new business endeavors;
- the integration with other systems and ongoing management of our new enterprise resource planning system; and
- the risks related to our and our subsidiaries' indebtedness and compliance with covenants contained in our and our subsidiaries' financing arrangements.

In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “could,” “would,” “expe “plans,” “anticipates,” “believes,” “estimates,” “projects,” “predicts,” “potential” and similar expressions intended to identify forward-looking statements. Our actual results could be different from the results described in or anticipated by our forward-looking statements due to the inherent uncertainty of estimates, forecasts and projections and may be materially better or worse than anticipated. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Forward-looking statements represent our estimates and assumptions only as of the date of this report. We expressly disclaim any duty to provide updates to forward-looking statements, and the estimates and assumptions associated with them, after the date of this report, in order to reflect changes in circumstances or expectations or the occurrence of unanticipated events except to the extent required by applicable securities laws. All of the forward-looking statements are qualified in their entirety by reference to the factors discussed above and under “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2016 (Annual Report), as well as the risks and uncertainties discussed elsewhere in this report and the Annual Report. We qualify all of our forward-looking statements by these cautionary statements. We caution you that these risks are not exhaustive. We operate in a continually changing business environment and new risks emerge from time to time.

EXECUTIVE SUMMARY

We are a prominent North American designer and manufacturer of hopper and tank railcars, which are currently the two largest markets within the railcar industry. We provide our railcar customers with integrated solutions through a comprehensive set of high quality products and related services offered by our three reportable segments: manufacturing, railcar leasing and railcar services. Manufacturing consists of railcar manufacturing and railcar and industrial component manufacturing. We use certain of these components in our own railcar manufacturing and/or sell certain of these products to third parties. Railcar leasing consists of railcars manufactured by us and leased to third parties under operating leases. Railcar services consist of railcar repair, engineering and field services, for our fleet, and for other railcar owners. Our business model combines manufacturing, railcar leasing and railcar services and is designed to support the industry with complete railcar solutions over the full life cycle of the railcar.

During the second quarter of 2017, we have continued to experience a steady level of inquiries for covered hopper railcars focusing on a variety of railcar types while tank railcar inquiries have been soft and focused on specialty tank railcars. Our backlog also continued to decline during the quarter as shipments exceeded orders; however, we received orders for 798 railcars during the second quarter of 2017, which brings our total orders for the first half of 2017 to 1,672. This total compares to orders for 1,568 railcars for the full year of 2016. Railcar loadings as reported by the AAR have remained at stable levels in recent months since a rise in early 2017, but are not at high enough levels to increase demand for new railcars or bring more railcars out of storage. We cannot assure you that hopper or tank railcar demand will maintain its current pace, that demand for any railcar types or railcar services will improve, or that our railcar backlog, orders, shipments, pricing, lease utilization and/or lease rates will track industry-wide trends.

Our consolidated operating margin was 19.7% for the six months ended June 30, 2017 and was supported by our continued commitment to the growth of our railcar leasing segment with a lease fleet of 12,414 railcars at June 30, 2017. Total railcar shipments were 1,076 during the second quarter of 2017, an increase of 5.8% compared to the same period in 2016. These shipments included 545 railcars built for our lease fleet, representing 50.7% of the total railcar shipments compared to 8.4% for the same period in 2016. This quarterly rate is high relative to our historical average and thus may not be indicative of future quarterly rates, but it is consistent with our strategy to continue to invest in and grow our lease fleet. Shipments and orders for railcars on long-term leases not only help us to maintain a steady level of production during the manufacturing period, but also provide a steady stream of future cash flows. Because revenues and earnings related to leased railcars are recognized over the life of the lease, our quarterly results may vary depending on the mix of lease versus direct sale railcars that we ship during a given period.

Since 2011, we have strategically grown our lease fleet to include a mix of tank and hopper railcars for varying types of service, and this strategy is further emphasized as we have begun to manage our railcar leasing business in-house and increased our existing sales force during the quarter. Although the industry is experiencing a period of softer lease rates as a result of the current competitive nature of the overall market, we believe the expiration dates of our operating leases being spread over the next several years will help mitigate the risks of renewing leases at lower rates or any inability we may experience in renewing or re-leasing these railcars. As of June 30, 2017, our backlog was 2,878 railcars, of which 715 we currently expect to build for our lease fleet. With our current liquidity of $302.8 million, including $200.0 million available under our revolving credit facility, and additional unencumbered railcars available to borrow against, we have the ability to further grow our lease fleet as demand dictates.

Our railcar services business continues to support the industry, offering repair services over the railcar life cycle. Our existing repair network stands ready to respond to additional demand opportunities that may arise, including inspecting railcars that we and our customers own that are subject to inspection as part of the FRA Directive. Our tank railcar manufacturing facility provides us additional flexibility not only to produce railcars, but also to perform traditional repair and retrofit services in a production line set-up.

The direction of our knowledgeable management team, which was further enhanced with the addition of our lease fleet management team and additions to our sales force, along with the flexibility of our workforce provide us with the ability to effectively adjust our production rates in an effort to align them with industry trends. Even at lower production levels, we continue to efficiently produce high quality hopper and tank railcars.

We believe our integrated business model of providing complete life cycle solutions for the railcar industry provides a solid foundation of knowledge that we will continue to leverage as we expand our internally-managed railcar leasing business. We believe our approach will help us continue to be competitive in the North American railcar leasing market as we continue to utilize synergies from our manufacturing and railcar services operations. Our structure as both a manufacturer and lessor provides us with numerous competitive advantages, including increased flexibility and lower costs, relative to other lessors in the industry.

FRA Directive

As previously disclosed, on September 30, 2016 the FRA issued Railworthiness Directive (RWD) No. 2016-01 (the Original Directive), as discussed in Note 11, Commitments and Contingencies, to the consolidated financial statements located in Part I of this report. The Original Directive addressed, among other things, certain welding practices in one weld area in specified DOT 111 tank railcars manufactured between 2009 and 2015 by ARI and ACF Industries, LLC (ACF). ACF is an affiliate of Mr. Carl Icahn, our principal beneficial stockholder through IELP. We met and corresponded with the FRA following the issuance of the Original Directive to express our concerns with the Original Directive and its impact on ARI, as well as the industry as a whole.

On November 18, 2016 (the Issuance Date), the FRA issued RWD No. 2016-01 [Revised] (the Revised Directive). The Revised Directive changed and superseded the Original Directive in several ways.

The Original Directive indicated that approximately 14,800 general purpose tank railcars could be affected. The Revised Directive requires owners to identify their subject tank railcars and then from that population identify the 15% of subject tank railcars currently in hazardous materials service with the highest mileage in each tank car owner's fleet. Visual inspection of each of the subject tank railcars is required by the car operator prior to putting any railcar into service. Owners must ensure appropriate inspection, testing and repairs, if needed, within 12 months of the Issuance Date for the 15% of their subject tank railcars identified to be in hazardous materials service with the highest mileage. The FRA will monitor and analyze the results of the 15% sample and has reserved the right to impose additional test and inspection requirements for the remaining fleet of tank railcars subject to the Revised Directive. During 2016, we recorded a loss contingency of $12.3 million related to the Revised Directive to cover its probable and estimable liabilities taking into account available information and our contractual obligations in our capacity as both a manufacturer and owner of railcars subject to the Revised Directive. During the three and six months ended June 30, 2017, there were no material developments related to the Revised Directive. During the second quarter of 2017, certain tank railcars subject to the Revised Directive were inspected, tested, and, if necessary, repaired, all as mandated by the Revised Directive. As a result of these services and our revised assumptions, the contingency reserve was decreased to $10.1 million as of June 30, 2017. This contingency amount is included in accrued expenses and other liabilities on the condensed consolidated balance

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sheets and will continue to be evaluated as our and our customers' compliance with the Revised Directive progresses and we evolve our understanding of the impact that the Revised Directive may have on its business, including results of operations and cash flows. Actual results could differ from this estimate.

It is reasonably possible that a loss exists in excess of the amount accrued by us. However, the amount of potential costs and expenses expected to be incurred for compliance with the Revised Directive in excess of the loss contingency of $10.1 million cannot be reasonably estimated at this time.

Although the Revised Directive addressed some of our concerns and clarified certain requirements of the Original Directive, we have identified significant issues with the Revised Directive. As a result, in a letter to the FRA dated November 28, 2016, we requested that the FRA immediately rescind or stay the Revised Directive without reinstating the Original Directive. In addition, we have sought judicial review of and relief from the Revised Directive. On December 13, 2016, we filed a petition for review in the United States Court of Appeals for the District of Columbia Circuit against the FRA. We asserted that (i) the Revised Directive was unlawful and inconsistent with administrative law, (ii) the Revised Directive is arbitrary, capricious and inconsistent with law, (iii) the FRA exceeded its authority when it issued the Revised Directive and (iv) the Revised Directive was an improper adjudication under applicable laws. The petition requests that the court review, remand and vacate, defer enforcement of, and/or stay pending review, the Revised Directive. Briefs have been filed related to this ongoing matter and a hearing date has been set by the court for September 22, 2017. We cannot assure you that this petition will be successful in reversing or modifying the Revised Directive to benefit owners with railcars subject to the Revised Directive or, if it is successful, whether it will be successful in a reasonable amount of time. Regardless of the petition, significant uncertainty exists in connection with the Revised Directive and its implementation. Our attempts to comply with the Revised Directive may fail if we are unable to get clarification from the FRA on a variety of questions and we do not meet the expectations of the FRA in complying with the Revised Directive.

RESULTS OF OPERATIONS

Three and six months ended June 30, 2017 compared to three and six months ended June 30, 2016

Consolidated Results

	Three Months Ended June 30,		$	%	Six Months Ended June 30,		$	%
	2017	2016	Change	Change	2017	2016	Change	Change
	(in thousands)				(in thousands)			
Revenues:								
Manufacturing	$55,087	$97,548	$(42,461)	(43.5)	$115,813	$221,340	$(105,527)	(47.7)
Railcar leasing	33,717	33,209	508	1.5	67,552	65,977	1,575	2.4
Railcar services	20,216	19,727	489	2.5	40,336	39,347	989	2.5
Total revenues	$109,020	$150,484	$(41,464)	(27.6)	$223,701	$326,664	$(102,963)	(31.5)
Cost of revenues:								
Manufacturing	$(51,121)	$(81,437)	$30,316	(37.2)	$(105,680)	$(183,718)	$78,038	(42.5)
Other operating income	1,033	—	1,033	*	1,064	—	1,064	*
Railcar leasing	(11,617)	(10,356)	(1,261)	12.2	(23,676)	(20,531)	(3,145)	15.3
Railcar services	(16,146)	(15,420)	(726)	4.7	(33,536)	(30,657)	(2,879)	9.4
Total cost of revenues	$(77,851)	$(107,213)	$29,362	(27.4)	$(161,828)	$(234,906)	$73,078	(31.1)
Selling, general and administrative	(9,019)	(7,297)	(1,722)	23.6	(17,821)	(15,254)	(2,567)	16.8
Net gains on disposition of leased railcars	—	—	—	*	13	167	(154)	*
Earnings from operations	$22,150	$35,974	$(13,824)	(38.4)	$44,065	$76,671	$(32,606)	(42.5)

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* - Not Meaningful

Revenues

Our total consolidated revenues for the three and six months ended June 30, 2017 decreased by 27.6% and 31.5%, respectively, compared to the same periods in 2016. These decreases were primarily due to decreased revenues in our manufacturing segment, partially offset by slight increases in revenues in our railcar leasing and railcar services segments.

During the three months ended June 30, 2017, we shipped 531 direct sale railcars, which excludes 545 railcars (50.7% of total shipments) built for our lease fleet, compared to 932 direct sale railcars for the same period of 2016, which excludes 85 railcars (8.4% of total shipments) built for our lease fleet.

During the six months ended June 30, 2017, we shipped 1,080 direct sale railcars, which excludes 1,147 railcars (51.5% of total shipments) built for our lease fleet, compared to 2,062 direct sale railcars for the same period of 2016, which excludes 285 railcars (12.1% of total shipments) built for our lease fleet.

Manufacturing revenues decreased by 43.5% during the three month period ended June 30, 2017 compared to the same period of 2016. This change included a 32.8% decrease driven by multiple factors, including fewer hopper and tank railcar shipments for direct sale and more competitive pricing for both railcar types. In total, we shipped 401 fewer direct sale railcars during the three month period ended June 30, 2017 compared to the same period in 2016. Also contributing to the overall decrease was a 10.7% decrease due to lower revenues from material cost changes that we generally pass through to customers.

Manufacturing revenues decreased by 47.7% during the six month period ended June 30, 2017 compared to the same period of 2016. This change included a 45.6% decrease driven by multiple factors, including fewer hopper and tank railcar shipments for direct sale, more competitive pricing for both railcar types, and a higher mix of hopper railcars sold, which generally sell at lower prices than tank railcars due to less material and labor content. In total, we shipped 982 fewer direct sale railcars during the six month period ended June 30, 2017 compared to the same period in 2016. Also contributing to the overall decrease was a 2.1% decrease due to lower revenues from material cost changes that we generally pass through to customers, as discussed below.

Railcar leasing revenues increased by 1.5% and 2.4% during the three and six months ended June 30, 2017, respectively, compared to the same periods in 2016 due primarily to an increase in the number of railcars in our lease fleet, partially offset by a decline in weighted average lease rates. The lease fleet grew to 12,414 railcars at June 30, 2017 from 10,641 railcars at June 30, 2016.

Railcar services revenues increased by 2.5% during each of the three and six months ended June 30, 2017 compared to the same periods in 2016, primarily due to increased demand and additional capacity from our mobile repair operations, partially offset by decreased demand for tank railcar qualifications and tank railcar exterior paint and interior linings at certain shops. Our tank railcar manufacturing facility provides us the flexibility not only to produce railcars, but also to perform repair and retrofit services in a production line set-up offering another option for us to meet our customers' repair needs. This additional flexibility allowed us to complete certain repair projects at our tank railcar manufacturing facility during the three and six months ended June 30, 2017 that were performed to a lesser extent during the comparable periods of 2016.

Cost of revenues

Our total consolidated cost of revenues decreased by 27.4% and 31.1% for the three and six months ended June 30, 2017, respectively, compared to the same periods in 2016 due to decreased cost of revenues in our manufacturing segment, which was partially offset by an increase in our railcar leasing and railcar services segments.

Cost of revenues (excluding the other operating income attributable to the manufacturing segment) decreased for our manufacturing segment by 37.2% and 42.5% for the three and six months ended June 30, 2017, respectively, compared to the same periods in 2016, including 24.8% and 40.1% decreases, respectively, driven primarily by lower overall railcar shipments for direct sale. Also contributing to this overall decrease were 12.8% and 2.6% decreases, respectively, driven by lower material costs for key components and steel. These lower material costs are also reflected as a decrease in selling prices as our practice is to generally pass changes in these costs through to the customer.

Cost of revenues for our railcar leasing segment increased by 12.2% and 15.3% for the three and six months ended June 30, 2017, respectively, compared to the same periods in 2016 primarily as a result of an increase in the number of railcars in our lease fleet, as discussed above, and increased maintenance costs associated with both our growing lease fleet and certain railcars reassigned to other lessees.

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Cost of revenues for our railcar services segment increased by 4.7% and 9.4% for the three and six months ended June 30, 2017, respectively, compared to the same periods in 2016, primarily due to an increase in demand for our mobile repair services and repair projects performed at our tank railcar manufacturing facility and an unfavorable mix of repair work causing inefficiencies at certain repair facilities during 2017, each as discussed above.

Selling, general and administrative expenses

Our total consolidated selling, general and administrative expenses were $9.0 million and $17.8 million for the three and six months ended June 30, 2017, respectively, compared to $7.3 million and $15.3 million for the same periods in 2016. These increases were primarily due to a prior year credit to bad debt expense, higher legal expenses and increased compensation costs primarily related to the increased workforce in sales and fleet management due to the ongoing transition of managing our lease fleet in-house, all partially offset by decreased commissions due to the sale of fewer railcars for direct sale and decreased stock-based compensation costs due to fluctuations in the Company's stock price.

Interest expense

Our total consolidated interest expense decreased by $0.2 million and $0.6 million for the three and six months ended June 30, 2017, respectively, compared to the same period in 2016. These decreases were primarily driven by a lower average debt balances during these periods of 2017 compared to the same periods in 2016.

Earnings (Loss) from Joint Ventures

The breakdown of our earnings (loss) from joint ventures during the three and six months ended June 30, 2017 and 2016 was as follows:

	Three Months Ended June 30,			Six Months Ended June 30,		
	2017	2016	Change	2017	2016	Change
	(in thousands)			(in thousands)		
Ohio Castings	$(11)	$34	$(45)	$(823)	$(165)	$(658)
Axis	807	1,424	(617)	2,169	3,109	(940)
Total Earnings from Joint Ventures	$796	$1,458	$(662)	$1,346	$2,944	$(1,598)

Our joint venture earnings were $0.8 million and $1.3 million for the three and six months ended June 30, 2017, respectively, compared to earnings of $1.5 million and $2.9 million for the same periods in 2016, respectively. Our Ohio Castings joint venture experienced certain ramp down costs in connection with the idling of the facility in early 2017 and continues to run at a loss due to being idled. Earnings from our Axis joint venture declined in the first half of 2017 compared to the same period of 2016 due to lower production levels in line with expected industry demand. Even with its lower production levels, earnings remain strong for Axis, reflecting strong efficiencies.

Income Tax Expense

Our income tax expense was $8.8 million, or 44.7% of our earnings before income taxes, and $15.6 million, or 42.1% of our earnings before income taxes and for the three and six months ended June 30, 2017, respectively, compared to $12.3 million or 38.2% of our earnings before income taxes, and $26.3 million, or 38.1% of our earnings before income taxes for the same periods in 2016. Our annual effective tax rate has increased in 2017 compared to 2016 as we do not anticipate any benefits from the domestic production activities deduction. Furthermore, based upon our accounting policy for the realization of deferred tax assets, our effective tax rate was impacted by the recognition of a valuation allowance against our capital loss carryforward. This significant discrete item impacted our tax rate by $1.1 million or a 5.1% and 2.7% increase to the tax rate for the three and six months ended June 30, 2017, respectively.

Segment Results

The table below summarizes our historical revenues, earnings from operations and operating margin for the periods shown. Intersegment revenues are accounted for as if sales were to third parties. Operating margin is defined as total segment earnings from operations as a percentage of total segment revenues. Our historical results are not necessarily indicative of operating results that may be expected in the future.

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	Three Months Ended June 30,						
	2017			2016			
	(in thousands)						
	External	Intersegment	Total	External	Intersegment	Total	Change
Revenues							
Manufacturing	$55,087	$ 55,442	$110,529	$97,548	$ 9,266	$106,814	$3,715
Railcar leasing	33,717	—	33,717	33,209	—	33,209	508
Railcar services	20,216	1,883	22,099	19,727	609	20,336	1,763
Eliminations	—	(57,325)	(57,325)	—	(9,875)	(9,875)	(47,450)
Total Consolidated	$109,020	$ —	$109,020	$150,484	$ —	$150,484	$(41,464)

	Six Months Ended June 30,						
	2017			2016			
	(in thousands)						
	External	Intersegment	Total	External	Intersegment	Total	Change
Revenues							
Manufacturing	$115,813	$ 115,546	$231,359	$221,340	$ 32,897	$254,237	$(22,878)
Railcar leasing	67,552	—	67,552	65,977	—	65,977	1,575
Railcar services	40,336	2,215	42,551	39,347	1,568	40,915	1,636
Eliminations	—	(117,761)	(117,761)	—	(34,465)	(34,465)	(83,296)
Total Consolidated	$223,701	$ —	$223,701	$326,664	$ —	$326,664	$(102,963)

	Three Months Ended June 30,			Six Months Ended June 30,		
	2017	2016	Change	2017	2016	Change
	(in thousands)			(in thousands)		
Earnings (Loss) from Operations						
Manufacturing	$7,299	$15,538	$(8,239)	$16,450	$38,224	$(21,774)
Railcar leasing	18,690	20,237	(1,547)	37,500	39,912	(2,412)
Railcar services	3,329	3,059	270	5,045	6,567	(1,522)
Corporate	(4,953)	(4,441)	(512)	(9,225)	(8,949)	(276)
Eliminations	(2,215)	1,581	(3,796)	(5,705)	917	(6,622)
Total Consolidated	$22,150	$35,974	$(13,824)	$44,065	$76,671	$(32,606)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Segment Operating Margins				
Manufacturing	6.6 %	14.5%	7.1 %	15.0%
Railcar leasing	55.4%	60.9%	55.5%	60.5%
Railcar services	15.1%	15.0%	11.9%	16.1%

Manufacturing

Our manufacturing segment revenues, including revenues for railcars built for our lease fleet, decreased by $3.7 million and $22.9 million for the three and six months ended June 30, 2017, respectively, compared to the same periods in 2016. The decrease for the three months ended June 30, 2017 resulted from multiple factors, including an overall decrease in average selling prices due to more competitive pricing for both hopper and tank railcars, and lower revenues from material cost changes

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that we generally pass through to customers. The decrease for the six months ended June 30, 2017 resulted from multiple factors, including lower volume of shipments, as discussed below, an overall decrease in average selling prices with a higher mix of hopper railcars, overall more competitive pricing, and lower revenues from material cost changes that we generally pass through to customers.

During the second quarter of 2017, we shipped 1,076 railcars, including 545 railcars built for our lease fleet, compared to 1,017 railcars, including 85 railcars built for our lease fleet for the same period of 2016. During the first six months of 2017, we shipped 2,227 railcars, including 1,147 railcars built for our lease fleet, compared to 2,347 railcars, including 285 railcars built for our lease fleet for the same period of 2016.

Manufacturing segment revenues for the three and six months ended June 30, 2017 included revenues of $54.6 million and $113.8 million, respectively, relating to railcars built for our lease fleet compared to $9.3 million and $32.9 million for the same periods in 2016. These increases in revenues related to railcars built for our lease fleet were due to higher quantities of both tank and hopper railcars shipped for lease as we continue to focus on growing our lease fleet. Such revenues are based on an estimated fair market value of the leased railcars as if they had been sold to a third party and are eliminated in consolidation. Revenues from railcars manufactured for our railcar leasing segment are not recognized in consolidated revenues as railcar sales, but rather lease revenues are recognized over the term of the lease in accordance with the monthly lease revenues. Railcars built for the lease fleet represented 50.7% and 51.5% of our railcar shipments during the three and six months ended June 30, 2017, respectively, compared to 8.4% and 12.1% of our railcar shipments during the same periods in 2016.

Earnings from operations for our manufacturing segment, which include an allocation of selling, general and administrative costs, as well as profit for railcars manufactured for our railcar leasing segment, decreased by $8.2 million and $21.8 million for the three and six months ended June 30, 2017, respectively, compared to the same periods in 2016. Profit on railcars built for our lease fleet, which is eliminated in consolidation, was $4.8 million and $10.9 million for the three and six months ended June 30, 2017 compared to $1.1 million and $4.5 million for the same periods in 2016. The profit on railcars built for our lease fleet is based on an estimated fair market value of revenues as if the railcars had been sold to a third party, less the cost to manufacture.

Operating margin from our manufacturing segment decreased to 6.6% and 7.1% for the three and six months ended June 30, 2017, respectively, compared to 14.5% and 15.0% for the same periods in 2016. These decreases for both earnings from operations and operating margin were primarily due to higher costs associated with lower production volumes and more competitive pricing for both tank and hopper railcars.

Railcar Leasing

Our railcar leasing segment revenues for the three and six months ended June 30, 2017 increased by $0.5 million and $1.6 million, respectively, compared to the same periods in 2016. The increases in revenues were driven by an increase in railcars on lease with third parties.

For the three months ended June 30, 2017, our railcar leasing segment revenues included transactions with affiliates, totaling $0.2 million, or 0.2% of our total consolidated revenues. For the six months ended June 30, 2017, our railcar leasing segment revenues included transactions with affiliates, totaling $0.4 million, or 0.2% of our total consolidated revenues There were no such revenues recorded for the comparable periods during 2016.

Earnings from operations for our railcar leasing segment, which include an allocation of selling, general and administrative costs, decreased by $1.5 million and $2.4 million for the three and six months ended June 30, 2017 compared to the same periods in 2016. Operating margin from our railcar leasing segment decreased to 55.4% and 55.5% for the three and six months ended June 30, 2017 compared to 60.9% and 60.5% for the same period in 2016. These decreases were due to increased maintenance costs, and lower lease rates on certain renewals.

Railcar Services

Our railcar services segment revenues increased by $1.8 million and $1.6 million for the three and six months ended June 30, 2017, respectively, compared to the same periods in 2016. These increases were primarily due to increased demand and additional capacity from our mobile repair operations and an increase in repair work performed at our tank railcar manufacturing facility as well as intercompany revenue that is eliminated in consolidation, partially offset by decreased demand for tank railcar qualifications and tank railcar exterior paint and interior linings.

For the three and six months ended June 30, 2017, our railcar services segment revenues included transactions with affiliates totaling $4.4 million, or 4.0%, of our total consolidated revenues and $10.5 million, or 4.7%, of our total consolidated revenues, respectively, compared to $7.3 million or 4.8%, of our total consolidated revenues and $15.3 million, or 4.7%, of our total consolidated revenues for the same periods in 2016.

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Earnings from operations for our railcar services segment, which include an allocation of selling, general and administrative costs, increased by $0.3 million for the three months ended June 30, 2017 compared to the same period of 2016 and operating margins for this segment increased to 15.1% for the three months ended June 30, 2017 compared to 15.0% for the same period in 2016. These increases were due primarily to increased volume in our mobile repair services group and increased intercompany repair work on the Company's larger lease fleet partially offset by decreased demand mentioned above.

Earnings from operations for our railcar services segment decreased $1.5 million for the six months ended June 30, 2017 compared to the same period in 2016. Operating margins for this segment decreased to 11.9% for the six months ended June 30, 2017 compared to 16.1% for the same period in 2016. This decrease is due predominately to an unfavorable mix of work as discussed above, partially offset by an increase in demand for our mobile repair services.

BACKLOG

We define backlog as the number and estimated market value of new railcars that our customers have committed in writing to purchase or lease from us that have not been shipped. As of June 30, 2017, our total backlog was 2,878 railcars, of which we currently expect 2,163 railcars with an estimated market value of $203.6 million to be for direct sale and 715 railcars with an estimated market value of $66.5 million to be added to our lease fleet. As of December 31, 2016, our total backlog was 3,813 railcars, of which we expected 2,176 railcars with an estimated market value of $198.3 million to be direct sales and 1,637 railcars with an estimated market value of $152.2 million to be added to our lease fleet. Our backlog at June 30, 2017 included 70 railcars for an affiliated customer with an estimated market value of $6.7 million to be added to our lease fleet. Our entire backlog as of December 31, 2016 related to railcars for non-affiliated customers.

Railcars for Sale. As of June 30, 2017, 75.2% of the total number of railcars in our backlog were expected to be railcars for direct sale. Estimated backlog value of railcars for direct sale reflects the total revenues expected as if such backlog were converted to actual revenues at the end of the particular period.

Railcars for Lease. As of June 30, 2017, 24.8% of the total number of railcars in our backlog were expected to be added to our lease fleet. Estimated backlog value of railcars for lease reflects the estimated market value of each railcar. Actual revenues for railcars subject to lease are recognized per the terms of the lease and are not based on the estimated backlog value.

Customer orders may be subject to requests for delays in deliveries, inspection rights and other customary industry terms and conditions, which could prevent or delay railcars in our backlog from being shipped and converted into revenue. In addition, from time to time, certain orders may be subject to changes from lease to direct sale, or vice versa, which could impact the timing of conversion of orders into revenue because lease revenues are recognized over the term of the lease. Historically, we have experienced little variation between the number of railcars ordered and the number of railcars actually delivered. For all of the reasons discussed above, we cannot guarantee that our reported railcar backlog will convert to revenue in any particular period, if at all, nor can we guarantee that the actual revenue from these orders will equal our reported estimated market value or that our future revenue efforts will be successful.

The reported backlog includes railcars relating to purchase or lease obligations based upon an assumed product mix consistent with past orders. Changes in product mix from what is assumed would affect the estimated market value of our backlog. Estimated market value reflects known price adjustments for material cost changes but does not reflect a projection of any future material price adjustments that are generally provided for in our customer contracts.

LIQUIDITY AND CAPITAL RESOURCES

As of June 30, 2017, we had net working capital of $172.0 million, including $102.8 million of cash and cash equivalents. As of June 30, 2017, we had $558.4 million of debt outstanding, net of unamortized debt issuance costs of $4.8 million under an indenture entered into by our wholly-owned subsidiary, Longtrain Leasing III, LLC (LLIII), and we also had up to $200.0 million available to us under a revolving loan, as discussed further below.

Outstanding and Available Debt

Subsidiary lease fleet financings

In January 2015, we refinanced the Longtrain Leasing I, LLC (LLI) and Longtrain Leasing II, LLC (LLII) lease fleet financing facilities to, among other things, increase our borrowings. LLIII issued $625.5 million in aggregate principal amount of notes, pursuant to an Indenture (the Longtrain Indenture). The notes are fixed rate secured railcar equipment notes bearing interest at a rate of 2.98% per annum for the Class A-1 Notes and 4.06% per annum for the Class A-2 Notes (collectively with the Class A-1 Notes, the Notes). As of June 30, 2017, there were $187.9 million and $375.5 million of Class A-1 and Class A-2 notes

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outstanding, respectively. The Notes have a legal final maturity date of January 17, 2045 and an expected principal repayment date of January 15, 2025.

Pursuant to the terms of the Longtrain Indenture, LLIII is required to maintain deposits in a liquidity reserve bank account equal to nine months of interest payments. As of June 30, 2017 and December 31, 2016, the liquidity reserve amount was $16.7 million and was included within 'Restricted cash' on the condensed consolidated balance sheets. While the legal final maturity date of the Notes is January 17, 2045, cash flows from LLIII's assets will be applied, pursuant to the flow of funds provisions of the Longtrain Indenture, so as to achieve monthly targeted principal balances. Also, under the flow of funds provisions of the Longtrain Indenture, early amortization of the Notes may be required in certain circumstances. If the Notes are not repaid by the expected principal repayment date on January 15, 2025, additional interest will accrue at a rate of 5.0% per annum and be payable monthly according to the flow of funds. LLIII can prepay or redeem the Class A-1 Notes, in whole or in part, on any payment date, subject to the payment of a make-whole amount with respect to certain prepayments or redemptions made on or prior to the scheduled payment date occurring in January 2018. LLIII can prepay or redeem the Class A-2 Notes, in whole or in part, on any payment date occurring on or after January 16, 2018, subject to the payment of a make-whole amount with respect to certain prepayments or redemptions made on or prior to the scheduled payment date occurring in January 2022.

The Longtrain Indenture also contains certain customary events of default, including among others, failure to pay amounts when due after applicable grace periods, failure to comply with certain covenants and agreements, and certain events of bankruptcy or insolvency. Certain events of default under the Longtrain Indenture will make the outstanding principal balance and accrued interest on the Notes, together with all amounts then due and owing to the noteholders, immediately due and payable without further action. For other events of default, the Indenture Trustee, acting at the direction of a majority of the noteholders, may declare the principal of and accrued interest on all Notes then outstanding to be due and payable immediately.

The Notes are obligations of LLIII, are generally non-recourse to ARI, and are secured by a first lien on the subject assets of LLIII consisting of railcars, railcar leases, receivables and related assets, subject to limited exceptions. ARI has, however, entered into agreements containing certain representations, undertakings, and indemnities customary for asset sellers and parent companies in transactions of this type, and ARI is obligated to make any selections of transfers of railcars, railcar leases, receivables and related assets to be transferred to LLIII without any adverse selection, to cause ARL, as the manager, to maintain, lease, and re-lease LLIII's equipment no less favorably than similar portfolios serviced by ARL, and to repurchase or replace certain railcars under certain conditions set forth in the respective financing documents. As of June 1, 2017, ARI has subcontracted with ARL to provide services to ARL covering the day-to-day management of the LLIII railcars and the leases associated therewith until the earlier of the date on which ARI becomes the manager of the LLIII railcars following receipt of the consent of noteholders, or the date that is thirty (30) months after the ARL Closing Date (as defined below), unless terminated earlier pursuant to its terms. See below and Note 14, Related Party Transactions, for further discussion regarding this agreement with ARL and the impact of the ARL Sale.

ARI lease fleet financings

In December 2015, we completed a financing of our railcar lease fleet with availability of up to $200.0 million under a credit agreement (2015 Credit Agreement). The 2015 Credit Agreement contains an incremental borrowing provision under which ARI, as debtor and subject to the conditions set forth in the 2015 Credit Agreement, has the right but not the obligation to increase the amount of the facility in an aggregate amount of up to $100.0 million (the amounts extended under the 2015 Credit Agreement, inclusive of any amounts extended under the incremental facility, the Revolving Loans), to a maximum principal amount of $300.0 million. We may use the proceeds of the Revolving Loans to finance the manufacturing of railcars on an ongoing basis, to pay related transaction costs, fees and expenses in connection with the 2015 Credit Agreement, to finance ongoing working capital requirements and for other general corporate purposes. The initial Revolving Loan obtained at closing amounted to approximately $99.5 million, net of fees and expenses. In February 2016, we repaid amounts outstanding under the Revolving Loan in full and as of the date of this report we have borrowing availability of $200.0 million under this facility.

The Revolving Loans accrue interest at a rate per annum equal to Adjusted LIBOR (as defined in the 2015 Credit Agreement) for the applicable interest period, plus 1.45%, subject to an alternative rate as set forth in the 2015 Credit Agreement. The interest rate increases by 2.0% following certain defaults or maturity.

The Revolving Loans and the other obligations under the 2015 Credit Agreement are fully recourse to us and are secured by a first lien and security interest on certain specified railcars (together with specified replacement railcars), related leases, related receivables and related assets, subject to limited exceptions, a controlled bank account, and following an election by us (the Election), the applicable railcar management agreement with ARL. Due to the ARL Sale, we do not expect to make any Election under the 2015 Credit Agreement.

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Subject to the provisions of the 2015 Credit Agreement, the Revolving Loans may be borrowed and reborrowed until the maturity date. The Revolving Loans may be prepaid at our option at any time without premium or penalty (other than customary LIBOR breakage fees and customary reimbursement of increased costs). The final scheduled maturity of the Revolving Loan is December 10, 2018, or such earlier date as provided in the 2015 Credit Agreement.

The Revolving Loans are also subject to acceleration upon and following specified events of default. The 2015 Credit Agreement contains certain representations, warranties, and affirmative and negative covenants applicable to us and, following the Election, ARL, which are customarily applicable to senior secured facilities. Key defaults and events of default include failure to repay principal, interest, fees and other amounts owed under the 2015 Credit Agreement; making misrepresentations; cross-defaults to certain other indebtedness of ours; the rendering of certain judgments against us; impermissible transfers of equipment; occurrence of a Material Adverse Change (as defined in the 2015 Credit Agreement); and our bankruptcy or insolvency. Many defaults are subject to cure periods prior to such default giving rise to the right of the lenders and administrative agent to accelerate the Revolving Loans and to exercise remedies. We were in compliance with the covenants under the 2015 Credit Agreement as of June 30, 2017.

If a default occurs and is not cured within any applicable grace period or is not waived, the lenders and the administrative agent would be entitled to take various actions, including the acceleration of amounts due under the 2015 Credit Agreement. If the indebtedness under the 2015 Credit Agreement were accelerated, we may not have sufficient funds to pay such indebtedness. In that event, the lenders and the administrative agent would be entitled to enforce their security interests in the collateral securing such indebtedness.

Prior to the ARL Sale, ARL acted as the manager of the railcars pledged as collateral under the 2015 Credit Agreement. Upon the consummation of the ARL Sale, we became the manager of those railcars; however the leases for those railcars remain pledged under a collateral agency agreement between U.S. Bank National Association as collateral agent, ARL as manager, and the pledgers party thereto, including us. We anticipate seeking an amendment to the 2015 Credit Agreement to allow us to transfer the pledged leases to a new collateral agency agreement under which we act as manager, as well as other minor changes related to the transition of railcar management from ARL to us.

Management Transition of our Railcar Leasing Business

As previously disclosed, on December 16, 2016, we entered into a railcar management transition agreement (the RMTA) with ARL in anticipation of the expected sale of ARL (the ARL Sale) to SMBC Rail Services LLC (Buyer). The RMTA, among other things, addresses the transition, from ARL to us following the ARL Sale, of the management of railcars owned by ARI (the ARI Railcars) and railcars owned by LLIII (the Longtrain Railcars). American Entertainment Properties Corporation (AEPC) and SMRSH LLC, an affiliate of Buyer, are also parties to the RMTA for the limited purposes previously disclosed. Immediately prior to the ARL Sale, ARL and its subsidiaries were controlled by Mr. Carl Icahn, ARI's principal beneficial stockholder, through Icahn Enterprises L.P. Following the ARL Sale, ARL is controlled by Buyer. AEPC is controlled by Mr. Icahn. The ARL Sale was consummated (the ARL Closing) on June 1, 2017 (the ARL Closing Date). In connection with the ARL Closing, the RMTA was amended by a Joinder and Amendment to the RMTA, principally to join ACF Industries, LLC, a company controlled by Mr. Icahn (ACF) as a party thereto, to address certain ACF books and records in the possession of ARL. The Railcar Management Agreement, dated February 29, 2012 (as amended), between ARI and ARL, pursuant to which ARL managed the ARI Railcars and marketed them for sale or lease was terminated pursuant to the terms of the RMTA as of the ARL Closing Date. And effective as of the ARL Closing Date, ARI now manages the ARI Railcars and markets them for sale or lease.

Pursuant to a Railcar Management Agreement, dated January 29, 2015, between Longtrain and ARL (the Longtrain RMA), ARL, as manager, has marketed Longtrain Railcars for lease, and has also arranged for the operation, storage, re-lease, sublease, service, repair, overhaul, replacement and maintenance of the Longtrain Railcars. In addition, a subsidiary of ARL serves as administrator of the accounts used to service the debt under the Longtrain Indenture. As previously disclosed, the RMTA, among other things, requires ARI to use commercially reasonable efforts to obtain the consent of noteholders (the Noteholder Consent) for ARI to replace ARL as manager of the Longtrain Railcars under the Longtrain Indenture and certain related documents. ARI has no obligation to pay any consent or similar fees in connection with obtaining the Noteholder Consent. ARI may be unable to obtain the Noteholder Consent for a variety of reasons.

As provided in the RMTA, following the ARL Closing the Longtrain RMA will continue in effect, with ARL remaining as manager of the Longtrain Railcars under the Longtrain RMA and the Longtrain Indenture, unless and until ARI obtains the Noteholder Consent and becomes the manager of the Longtrain Railcars. Further, as contemplated by the RMTA, effective as of the ARL Closing Date, ARI entered into a sub-contract arrangement with ARL (the Subcontractor Agreement) to provide services to ARL covering the day-to-day management of the Longtrain Railcars and the leases associated therewith. Under this arrangement, ARL and its subsidiary, as manager and administrator, respectively, will remain in control of the accounts used to

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service the debt under the Longtrain Indenture. During the term of the Subcontractor Agreement, management fees and expenses paid to ARL in respect of management duties subcontracted to ARI will be paid by ARL to ARI. The Subcontractor Agreement will continue until the earlier of the date on which ARI becomes the manager of the Longtrain Railcars following receipt of the Noteholder Consent, or the date that is thirty (30) months after the ARL Closing Date, unless terminated earlier pursuant to its terms.

Cash Flows

The following table summarizes our change in cash and cash equivalents:

	Six Months Ended June 30,		
	2017	2016	Change
	(in thousands)		
Net cash provided by (used in):			
Operating activities	$52,152	$87,484	$(35,332)
Investing activities	(100,075)	(40,963)	(59,112)
Financing activities	(27,906)	(145,115)	117,209
Effect of exchange rate changes on cash and cash equivalents	69	(19)	88
Decrease in cash and cash equivalents	$(75,760)	$(98,613)	$22,853

Net Cash Provided By Operating Activities

Cash flows from operating activities are affected by several factors, including fluctuations in business volume, contract terms for billings and collections, the timing of collections on our accounts receivables, processing of payroll and associated taxes and payments to our suppliers.

Our net cash provided by operating activities for the six months ended June 30, 2017 was $52.2 million compared to net cash provided by operating activities of $87.5 million for the same period in 2016. This decrease was primarily due to decreased earnings, as described above, and changes in various operating assets and liabilities, including accrued expenses and taxes, as well as accounts receivable, income taxes receivable, inventories, and accounts payable, due to the timing of shipments and customer payments.

Net Cash Used In Investing Activities

Our net cash used in investing activities for the six months ended June 30, 2017 was $100.1 million compared to $41.0 million in the same period in 2016. The increase was a result of an increase in leased railcars, partially offset by reduced capital expenditures during the first six months of 2017 compared to the same period in 2016.

Net Cash (Used In) Provided By Financing Activities

Our net cash used in financing activities for the six months ended June 30, 2017 was $27.9 million compared to net cash used in financing activities of $145.1 million for the same period in 2016. The cash used in financing activities during the first six months of 2016 included the $100.0 million repayment of our Revolving Loan and repurchases of $16.9 million of shares of our common stock under our stock repurchase program (the Stock Repurchase Program), as described further below.

Capital Expenditures

We continuously evaluate facility requirements based on our strategic plans, production requirements and market demand and may elect to change our level of capital investments in the future. These investments are all based on an analysis of the estimated rates of return and impact on our profitability. We continue to pursue opportunities to reduce our costs through continued vertical integration of component parts. From time to time, we may expand our business by acquiring other businesses or pursuing other strategic growth opportunities including, without limitation, joint ventures.

Capital expenditures for the six months ended June 30, 2017 were $103.8 million for manufacturing railcars for lease to others to expand our business and $3.4 million for capitalized projects to maintain equipment, improve efficiencies and reduce costs. Our current capital expenditure plans for the remainder of 2017 include projects that we expect will maintain equipment, improve efficiencies, reduce costs, and add to our railcar lease fleet. We cannot assure you that we will be able to complete any of our projects on a timely basis or within budget, if at all, or that our capital expenditures will align with industry demand for our products and services.

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Future Liquidity

As of June 30, 2017, our current liquidity of $302.8 million consisted of our existing cash and cash equivalents balance, anticipated cash flows from operations, and borrowing availability of $200.0 million under the 2015 Credit Agreement. We expect to require additional financing over and above our current liquidity position to continue to grow our leasing business, in connection with demand.

Additionally, we expect our future cash flows from operations could be impacted by the state of the credit markets and the overall economy, the number of railcar orders we receive, our shipments and our production rates, as well as costs and expenses related to our compliance with governmental and industry regulations and requirements, including but not limited to the FRA's Revised Directive. Our future liquidity may also be impacted by the number of railcar orders we receive for lease versus direct sale. However, we believe we have a strong balance sheet with good borrowing capacity based on, among other things, our ability to use any unencumbered railcars in our lease fleet as collateral in any future financing transaction.

Our operating performance may also be affected by other matters discussed under “Risk Factors,” and trends and uncertainties discussed in this discussion and analysis, as well as elsewhere in this quarterly report. These risks, trends and uncertainties may also materially adversely affect our long-term liquidity.

Our long-term liquidity is contingent upon future operating performance, our and our wholly-owned leasing subsidiary's ability to continue to meet our respective financial covenants under our respective financing facilities, our ability to satisfy our covenants under any other indebtedness we may enter into, and the ability to repay or refinance any such indebtedness as it becomes due. We may also require additional capital in the future to fund capital expenditures, acquisitions or other investments, including additions to our lease fleet, and to comply with governmental and industry regulations and requirements. These capital requirements could be substantial.

Other potential projects, including possible strategic transactions that could complement and expand our business units, will be evaluated to determine if the project or opportunity is right for us. We anticipate that any future expansion of our business will be financed through existing resources, cash flow from operations, term debt associated directly with that project or other new financing. We cannot guarantee that we will be able to meet existing financial covenants or obtain term debt or other new financing on favorable terms, if at all. Our liquidity will be impacted to the extent additional stock repurchases are made under our Stock Repurchase Program noted below.

Stock Repurchase Program

On July 28, 2015, our board of directors authorized the repurchase of up to $250.0 million of our outstanding common stock. The Stock Repurchase Program will end upon the earlier of the date on which it is terminated by the Board or when all authorized repurchases are completed. The timing and amount of stock repurchases, if any, will be determined based upon our evaluation of market conditions and other factors. The Stock Repurchase Program may be suspended, modified or discontinued at any time and we have no obligation to repurchase any amount of our common stock under the Stock Repurchase Program. There were no repurchases during the first half of 2017. To date, we have repurchased 2,268,419 shares for $86.0 million under the Stock Repurchase Program. Board authorization for $164.0 million remains available for further stock repurchases.

Contractual Obligations and Contingencies

As of June 30, 2017, our gross outstanding debt decreased to $563.3 million from $576.0 million as of December 31, 2016, primarily in connection with principal payments on the Notes. See Notes 8 - 11 to the condensed consolidated financial statements for a discussion of the status of other contingencies and contractual obligations. Our contractual obligations and contingencies did not materially change from the information disclosed in our Annual Report on Form 10-K for the year ended December 31, 2016.

Off-Balance Sheet Arrangements

Other than operating leases, we have no other off-balance sheet arrangements.

CRITICAL ACCOUNTING POLICIES

The critical accounting policies and estimates used in the preparation of our financial statements that we believe affect our more significant judgments and estimates used in the preparation of our condensed consolidated financial statements presented in this report are described in Management’s Discussion and Analysis of Financial Condition and Results of Operations and in the Notes to the Consolidated Financial Statements included in our Annual Report on

Form 10-K, for the year ended December 31, 2016.

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There have been no material changes to the critical accounting policies or estimates that were included in our Annual Report on Form 10-K for the year ended December 31, 2016.

Recent accounting pronouncements

See Note 2, Recent Accounting Pronouncements, to the condensed consolidated financial statements located in Part I, Item I of this report for a discussion of recent accounting pronouncements applicable to us.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in our market risks as previously disclosed in Item 7A of our Annual Report on Form 10-K, for the year ended December 31, 2016.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure controls and procedures

Under the supervision and with the participation of our Chief Executive Officer (principal executive officer) and Chief Financial Officer (principal financial officer), our management evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this quarterly report on Form 10-Q (the Evaluation Date). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the Evaluation Date, our disclosure controls and procedures are effective to ensure that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s rules and forms and that such information is accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.

Changes in internal control over financial reporting

There has been no change in our internal control over financial reporting during the most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

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PART II — OTHER INFORMATION
ITEM 1. LEGAL PROCEEDINGS
See Note 11, Commitments and Contingencies, to the condensed consolidated financial statements located in Part I, Item I of this report, which is incorporated by reference into this Part II, Item 1, for a description of the litigation, legal and administrative proceedings.
ITEM 1A. RISK FACTORS
The following risk factors should be considered carefully in addition to the other information contained in this report and in our Annual Report on Form 10-K for the year ended December 31, 2016 (our "Annual Report"), including the risk factors identified in Part I-Item 1A (Risk Factors) of our Annual Report. This quarterly report on Form 10-Q contains forward-looking statements that involve risks and uncertainties. See "Special Note Regarding Forward-Looking Statements," above. Our actual results could differ materially from those contained in the forward-looking statements. Factors that may cause such differences include, but are not limited to, those discussed below, as well as those discussed elsewhere in this quarterly report on Form 10-Q and in our Annual Report. Additional risks and uncertainties that management is not aware of or that are currently deemed immaterial may also adversely affect our business operations. If any of the following risks materialize, our business, financial condition and results of operations could be materially adversely affected.
We undertake no obligations to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.
The highly cyclical nature of the railcar industry may result in lower revenues during economic downturns or due to other factors.
The North American railcar market has been, and we expect it to continue to be, highly cyclical, resulting in volatility in demand for our products and services. Many of our customers operate in cyclical markets, such as the energy, chemical, agricultural, food and construction industries, which are susceptible to macroeconomic downturns. Weakness in certain sectors of the U.S. economy may make it more difficult for us to sell or lease certain types of railcars. The cyclical nature of the railcar industry may result in lower revenues during economic or industry downturns due to decreased demand for both new and replacement railcars and railcar products and lower demand for railcars on lease. Decreased demand could result in lower new railcar volumes for sale and lease, increased downtime, reduced sales prices or lease rates and decreased cash flow.
The market for hopper and tank railcars is currently experiencing a downturn. We cannot assure you that hopper or tank railcar demand will maintain its current pace, that demand for any railcar types or railcar services will improve, or that our railcar backlog, orders or shipments will track industry-wide trends.
Our failure to obtain new orders could materially adversely affect our business, financial condition and results of operations, and may be exacerbated to the extent that our backlog is depleted due to shipments of railcars outpacing new orders. Downturns in part or all of the railcar manufacturing industry may occur in the future, resulting in decreased demand for our products and services, reduced backlog and adjustments in production at our railcar facilities. For example, a change in environmental regulations, oil prices, competitive pricing, pipeline capacity and other factors could trigger a cyclical shift and could impact demand for railcars in the energy transportation industry.
Further, a change in our product mix due to cyclical shifts in demand could have an adverse effect on our profitability.
We have several different railcar types in our hopper and tank railcar families that we manufacture and lease. In addition, we repair a variety of railcars. The demand for specific types of these railcars varies from time to time. These shifts in demand could affect our margins and could have an adverse effect on our profitability. In addition, if we fail to manage our overhead costs and variations in production rates, our business could suffer.
We may incur significant costs, loss to reputation and further regulatory action as a result of the issuance of the FRA's Revised Directive, any of which could materially adversely affect our business, financial condition, results of operations and ability to access capital.
On September 30, 2016, the Federal Railroad Administration (FRA) issued Railworthiness Directive (RWD) No. 2016-01 (the Original Directive). The Original Directive addressed, among other things, certain welding practices in one weld area in specified DOT 111 tank railcars manufactured between 2009 and 2015 by ARI and ACF Industries, LLC (ACF). ACF is an affiliate of Mr. Carl Icahn, our principal beneficial stockholder through IELP. We met and

corresponded with the FRA following the issuance of the Original Directive to express our concerns with the Original Directive and its impact on us, as well as the industry as a whole.

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On November 18, 2016 (the Issuance Date), the FRA issued RWD No. 2016-01 [Revised] (the Revised Directive). The Revised Directive changed and superseded the Original Directive in several ways. The Original Directive indicated that approximately 14,800 general purpose tank railcars could be affected. The Revised Directive requires owners to identify their subject tank cars and then from that population identify the 15% of subject tank railcars currently in hazardous materials service with the highest mileage in each tank car owner’s fleet. Visual inspection of each of the subject tank railcars is required of the car operator prior to putting any railcar into service. Owners must ensure appropriate inspection, testing and repairs, if needed, within 12 months of the Issuance Date for the 15% of their subject tank railcars identified to be in hazardous materials service with the highest mileage. The FRA will monitor and analyze the results of the 15% sample and has reserved the right to impose additional test and inspection requirements for the remaining fleet of tank railcars subject to the Revised Directive.

Owners, including the Company as a railcar lessor, and lessees of the subject railcars will likely incur costs associated with compliance with the Revised Directive, including but not limited to, costs of inspection, cleaning and repair, if necessary, as well as freight costs for transporting covered railcars to and from repair facilities. We, and other lessors of subject railcars, may also experience loss of revenue during periods of rent abatement, if applicable, as a result of railcars being out of service due to compliance with the Revised Directive.

In accordance with accounting principles generally accepted in the United States of America, as of June 30, 2017, our loss contingency of $10.1 million covers our probable and estimable liabilities with respect to our response to the Revised Directive, taking into account currently available information and our contractual obligations in our capacity as both a manufacturer and lessor of railcars subject to the Revised Directive. Since December 31, 2016, there were no material developments related to the Revised Directive. During the second quarter of 2017, certain tank railcars subject to the Revised Directive were inspected, tested, and, if necessary, repaired, all as mandated by the Revised Directive. As a result of these services and the Company's revised assumptions, the contingency reserve was decreased by $2.2 million to reflect the services which were provided during the quarter in compliance with the Revised Directive. This contingency amount is included in accrued expenses and other liabilities on the condensed consolidated balance sheets and will continue to be evaluated as our and our customers' compliance with the Revised Directive progresses and we evolve our understanding of the impact that the Revised Directive may have on our business, including results of operations and cash flows. Actual results could differ from this estimate. It is reasonably possible that a loss exists in excess of the amount accrued by us. Subsequent developments with respect to the Revised Directive, including but not limited to actions by the FRA, whether as a result of its analysis of the 15% sample or otherwise, may affect our assessment and estimates of the loss contingency recorded as a reserve and require us to make payments in excess of our reserves, which could have an adverse effect on our results of operations.

Our overall costs of compliance with the Revised Directive beyond the probable and estimable liabilities discussed above cannot currently be reasonably estimated and we cannot assure you that the amount of our loss contingency accrual is adequate to cover our actual costs and losses. Such costs may be substantial and may not be adequately covered by insurance, if at all, and could include costs relating to, among others:

- applicable warranties included in sale and leasing arrangements;
- implementing changes to our manufacturing personnel or processes; and
- claims, litigation, settlements and/or regulatory proceedings.

On December 13, 2016, we filed a petition for review in the United States Court of Appeals for the District of Columbia Circuit against the FRA. We asserted that (i) the Revised Directive was unlawful and inconsistent with administrative law, (ii) the Revised Directive is arbitrary, capricious and inconsistent with law, (iii) the FRA exceeded its authority when it issued the Revised Directive and (iv) the Revised Directive was an improper adjudication under applicable laws. The petition requests that the court review, remand and vacate, defer enforcement of, and/or stay pending review, the Revised Directive. A hearing date has been set by the court for September 22, 2017. We cannot assure you that this petition will be successful in reversing or modifying the Revised Directive to benefit owners of railcars subject to the Revised Directive or, if it is successful, whether it will be successful in a reasonable amount of time. Regardless of the petition, significant uncertainty exists in connection with the Revised Directive and its implementation. Our attempts to comply with the Revised Directive may fail if we are unable to get clarification from the FRA on a variety of questions and we do not meet the expectations of the FRA in complying with the Revised

Directive.

Complying with the Revised Directive could disrupt our operations or restrict our ability to expand our lease fleet. Failure to successfully manage our compliance with the Revised Directive and assist other railcar owners with their compliance efforts could cause delays or cancellations of orders, lost revenue, harm to our reputation, deterioration of business and customer relationships, including with our affiliates, and result in an adverse impact on our business, financial condition and results of operations. Any material loss of revenue due to rent abatement, or otherwise, could adversely affect our ability to comply with covenants in our debt facilities. We cannot assure you that costs incurred to comply with any regulations, including the Revised Directive, will not be material to our business, financial condition or results of operations.

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Under the Revised Directive, the FRA also reserved the right to seek civil penalties or to take any other appropriate enforcement action for violation of the Federal Hazardous Materials Regulations that have occurred. To the extent we become subject to any such civil penalties and/or enforcement actions, it could result in substantial costs and could harm our business, financial condition and results of operations.

We may be unable to re-market railcars from expiring leases on favorable terms or maintain railcars on lease at satisfactory terms due to decreases in customer demand, oversupply of railcars in the market, or other changes in supply and demand, which could adversely affect our business, financial condition and results of operations.

The failure to enter into commercially favorable railcar leases, re-lease or sell railcars upon lease expiration and/or successfully manage existing leases could have a material adverse effect on our business, financial condition and results of operations. Our ability to re-lease or sell leased railcars profitably is dependent upon several factors, including the cost of and demand for leases or ownership of newer or specific use models, the availability in the market of other used or new railcars, and changes in applicable regulations that may impact continued use of older railcars. In addition, low demand for certain types of railcars in our fleet may make it more difficult to lease those railcars to new customers if they are returned at the end of their existing leases or following a customer default.

A downturn in the industries in which our lessees operate or the economy in general and decreased demand for railcars could also increase our exposure to re-marketing risk because lessees may demand reduced lease prices or shorter lease terms, which requires us to re-market leased railcars more frequently. Railcars that are returned by our customers often must undergo maintenance and service work before being leased to new customers, causing a delay in our ability to remarket such railcars and sometimes requiring us to invest capital to prepare railcars for sale or re-lease. Furthermore, the resale market for leased railcars has a limited number of potential buyers. Our inability to re-lease or sell leased railcars on favorable terms could result in lower lease rates, lower lease utilization percentages, reduced revenues, and a decline in the value of the lease fleet.

Our continued transition to managing our own railcar lease fleet is subject to various risks and uncertainties and may adversely impact our customer relationships, business, financial condition, results of operations and prospects.

In anticipation of the sale of ARL (the ARL Sale) to SMBC Rail Services LLC (the Buyer) on June 1, 2017, we entered into a railcar management transition agreement (the RMTA) to manage the transition, from ARL to us, of the management of railcars owned by us and our subsidiaries. The RMTA, among other things, (i) permits us to assume the management of our railcars following the consummation of the ARL Sale; (ii) requires us to use commercially reasonable efforts to obtain the consent of noteholders (the Noteholder Consent) for ARI to replace ARL as manager of railcars owned by our subsidiary, Longtrain Leasing III, LLC (Longtrain) under that certain Indenture, dated January 29, 2015, between Longtrain and U.S. Bank National Association, as indenture trustee (the Longtrain Indenture), and certain related documents; and (iii) requires ARL to transfer to us certain books and records and electronic data with respect to our railcars and leasing business and otherwise assist in the transfer of the management of the leasing business to us. We may be unable to obtain the Noteholder Consent for a variety of reasons. If we do not obtain the Noteholder Consent, ARL, under the Buyer's management, will remain the manager of the railcars owned by Longtrain under the Longtrain Indenture. We have no obligation to pay any consent or similar fees in connection with obtaining the Noteholder Consent.

The ARL Sale was completed on June 1, 2017, but the process of transitioning the management of our leasing business from ARL to ARI continues and may involve unexpected costs, expenses and/or delays. This transition may cause confusion among our customers, and may lead our customers to attempt to negotiate changes in our existing relationships or cause them to consider entering into business relationships with other parties, including ARL, under the Buyer's management, to our detriment. Further, we have engaged, and continue to engage, in a process to separate documentation of our leases from ARL’s leases. This process requires the cooperation of our leasing customers and financing partners and may take significant time to complete. If our customers and financing partners do not cooperate or we are delayed in completing this transition, we may need to rely on ARL’s continued cooperation, under the Buyer's management, to enforce our rights as lessor under our leases and to continue to manage certain leased railcars. Under our railcar management agreements, we have relied on ARL to manage and market our railcars for lease and re-lease. As a result, we have limited experience managing a leased fleet. We have added several key employees who have joined the lease fleet management team from ARL, as well as from elsewhere in the industry, and we continue to strategically hire new employees to support our lease fleet management. Our ability to successfully manage our own railcar leasing business will depend in part on our ability to hire and/or rededicate qualified employees to support and manage our railcar leasing business. If we are unable to recruit, retain and train qualified personnel, and do so in a timely manner, our ability to manage our lease fleet could be materially adversely affected.

We cannot ensure an effective transition of the management of our leasing business from ARL to ARI will happen in a timely manner or at all. If we are unsuccessful or delayed in this endeavor, we may experience a material adverse effect on our

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business, financial condition, results of operations and prospects. Further, this transition could disrupt our business by causing unforeseen operating difficulties, diverting management's attention from day-to-day operations and requiring significant financial resources that would otherwise be used for the ongoing development of our business.

We may encounter challenges integrating the intellectual property that we have licensed for use in our leasing business, managing the cessation of use of certain of our intellectual property and protecting our intellectual property and confidential information from misuse.

Pursuant to the terms and conditions of the RMTA, ARL provides us an irrevocable, fully paid, non-transferrable (except as set forth therein), royalty-free license to certain software and databases owned and used by ARL to manage leased railcars. We could experience problems or delays in implementing such software and databases or integrating them with our current information technology systems that are important to the operations of our business. We may experience compatibility issues, additional training requirements, higher than expected implementation costs and other implementation or integration challenges and delays. If we experience delays in integrating the software and databases licensed from ARL, our leasing business could suffer. This could negatively impact our customers and customer relationships, our ability to maintain and grow our leasing business and our reputation as a railcar lessor. It could also have an adverse effect on our ability to generate and interpret accurate management and financial reports and other information on a timely basis, which could materially adversely affect our financial reporting system and internal controls and our ability to manage our business.

The RMTA provides for the performance of services related to the software and databases by ARL for our benefit for a period of time after the ARL Sale, at which point ARL will be under the Buyer's management. We will rely on ARL to satisfy its performance and payment obligations under the RMTA. If ARL is unable to satisfy its obligations under the RMTA, including its indemnification obligations, we could incur operational difficulties or losses.

The RMTA also provides for the termination, as of the consummation of the ARL Sale, of a Trademark License Agreement between us and ARL, pursuant to which we granted to ARL a license to use our trademarks "American Railcar" and the "diamond shape" of its logo, and provides for the wind-down of ARL's use of such trademarks. We may experience problems with market and customer confusion as ARL transitions away from using the trademark American Railcar and its logo. The wind down of ARL's use of our trademarks will occur over a period of time depending on when railcars are in need of service and can be remarked and whether railcars are subject to a financing that requires railcars to bear certain marks.

Although we have contractually agreed to certain protections, we may not be able to prevent ARL, under the Buyer's management, from improperly using our proprietary information and intellectual property obtained by ARL in connection with its performance of duties as our lease fleet manager. If our intellectual property rights and confidential information are not adequately protected, our competitors could commercialize our technologies and use our information to compete against us in the market, which could result in a decrease in our sales and market share and could materially adversely affect our business, financial condition and results of operations.

Exposure to fluctuations in commodity and energy prices or reduced demand for commodities may impact our results of operations.

Fluctuations in commodity or energy prices, including crude oil and gas prices, or reduced demand for commodities could negatively impact the activities of our customers resulting in a corresponding adverse effect on the demand for our products and services. These shifts in demand could affect our results of operations and could have an adverse effect on our profitability.

Prices for oil and gas are subject to large fluctuations in response to relatively minor changes in the supply of and demand for oil and gas, market uncertainty and a variety of other economic factors that are beyond our control. Worldwide economic, political and military events, including war, terrorist activity, events in the Middle East and initiatives by the Organization of the Petroleum Exporting Countries (OPEC), have contributed, and are likely to continue to contribute, to price and volume volatility. Most recently, the increasing global supply of oil in conjunction with weakening demand from slowing economic growth in Europe and Asia has created downward pressure on crude oil prices. Changes in environmental or governmental regulations, pipeline capacity, the price of crude oil and gas and related products and other factors have reduced, and may continue to reduce demand for railcars in the energy

transportation industry, including our primary railcar products, and have a material adverse effect on our financial condition and results of operations.
Demand for railcars that are used to transport ethanol and other renewable fuels may be affected by government subsidies and mandates, which may be enacted, changed or eliminated from time to time. It is possible that the reduction or elimination of current US mandates for ethanol blending in motor fuels could reduce the production of ethanol, which would reduce demand for portions of our tank railcar fleet and negatively impact our revenue and profitability.

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Our manufacturer's warranties expose us to potentially significant claims and our business could be harmed if our products contain undetected defects or do not meet applicable specifications.

We may be subject to significant warranty claims in the future relating to workmanship and materials involving our current or future railcar or component product designs, including claims based on the Revised Directive. Such claims may include multiple claims based on one defect repeated throughout our mass production process or claims for which the cost of repairing the defective component is highly disproportionate to the original cost of the part. These types of warranty claims could result in costly product recalls, significant repair costs and damage to our reputation, which could materially adversely affect our business, financial condition and results of operations. Unresolved warranty claims could result in users of our products bringing legal actions against us.

Further, if our railcars or component products are defectively designed or manufactured, are subject to recall for performance or safety-related issues, contain defective components or are misused, we may become subject to costly litigation by our customers or others who may claim to be harmed by our products. Product liability claims could divert management's attention from our business, be expensive to defend and/or settle and result in sizable damage awards against us.

We operate in highly competitive industries and we may be unable to compete successfully, which could materially adversely affect our business, financial condition and results of operations.

We face intense competition in all geographic markets and in each area of our business. In our railcar manufacturing business we have five primary competitors. Any of these competitors may, from time to time, have greater resources than we do. Our current competitors have increased and may continue to increase their capacity in, or new competitors may enter into, the railcar markets in which we compete. Strong competition within the industry has led to pricing pressures and could limit our ability to maintain or increase prices or obtain better margins on our railcars for both direct sale and lease. Competition may also limit our ability to re-lease railcars if our competitors provide other opportunities to our customers at lower rates or with other benefits. If we produce any type of railcars other than what we currently produce, we will be competing with other manufacturers that may have more experience with that railcar type. Further, new competitors, or alliances among existing competitors, may emerge in the railcar or industrial components industries and rapidly gain market share. Customer selection of railcars for purchase or for lease may be driven by technological or price factors, and our competitors may provide or be able to provide more technologically advanced railcars or more attractive pricing and/or lease rates than we can provide. Such competitive factors may adversely affect our sales, utilization and/or lease rates, and consequently our revenues.

We also have intense competition in our railcar leasing business from railcar manufacturers, leasing companies, banks and other financial institutions. Some of this competition includes certain of our significant customers. Some of our railcar manufacturing competitors also produce railcars for use in their own railcar leasing fleets, competing directly with our railcar leasing business and with leasing companies. In connection with the re-leasing of railcars, we may encounter competition from, among other things, other railcars managed by competitor railcar leasing companies.

We compete with numerous companies in our railcar services business, ranging from companies with greater resources than we have to small, local companies. In addition, new competitors, or alliances among existing competitors, may emerge, thereby intensifying the existing competition for our railcar services business.

Technological innovation by any of our existing competitors, or new competitors entering any of the markets in which we do business, could put us at a competitive disadvantage and could cause us to lose market share. Increased competition for our manufacturing, railcar leasing or railcar services businesses could result in price reductions, reduced margins and loss of market share, which could materially adversely affect our prospects, business, financial condition and results of operations.

The variable needs of our railcar customers, the timing of completion, customer acceptance and shipment of orders, as well as the mix of railcars for lease versus direct sale, all may cause our revenues and income from operations to vary substantially each quarter, which could result in significant fluctuations in our quarterly and annual results.

Our results of operations in any particular quarterly period may be significantly affected by the number and type of railcars manufactured and shipped in that period, which is impacted by customer needs that may vary greatly quarter to quarter and year to year. In addition, because revenues and earnings related to leased railcars are recognized over the life of the lease, our quarterly results may vary depending on the mix of lease versus direct sale railcars that we ship during a given period. Demand for new railcars versus re-leased railcars may vary as well and may cause fluctuations in our backlog and lease fleet utilization rates. Customers may decide to lease or buy our railcars based on many factors including tax and accounting considerations, interest rates, and operational flexibility. We have no control over these external considerations and changes in these factors could impact demand for our railcars for sale or lease. The customer acceptance and title transfer or customer acceptance and shipment of our railcars determine when we record the revenues associated with our railcar sales or leases. Given this, the timing of customer acceptance and title transfer or customer acceptance and shipment of our railcars could cause fluctuations in

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our quarterly and annual results. The railroads could potentially go on strike or have other service interruptions, which could ultimately create a bottleneck and potentially cause us to slow down or halt our shipment and production schedules, which could materially adversely affect our business, financial condition and results of operations.

As a result of these fluctuations, we believe that comparisons of our sales and operating results between quarterly periods within the same year and between quarterly periods within different years may not be meaningful and, as such, these comparisons should not be relied upon as indicators of our future performance.

Our business is subject to various laws, rules and regulations and changes in legal and regulatory requirements applicable to us or the industries in which we operate may adversely impact our business, financial condition and results of operations.

Our business is subject to various laws, rules and regulations administered by authorities in jurisdictions in which we do business. In North America, our railcar fleet and manufacturing operations are subject to safety, operations, maintenance and mechanical standards, rules and regulations enforced by various federal and state agencies and industry organizations, including the U.S. Department of Transportation, the Federal Railroad Administration, Transport Canada, and the Association of American Railroads. State and provincial agencies regulate some health and safety matters related to rail operations not otherwise preempted by federal law. Our business and railcar fleet may be adversely impacted by new rules and regulations or changes to existing rules or regulations, which could require additional maintenance or substantial modification or refurbishment of our railcars or could make certain types of railcars inoperable or obsolete or require them to be phased out prior to the end of their useful lives.

Derailments in North America of trains transporting crude oil have caused various U.S. and Canadian regulatory agencies, industry organizations, as well as Class I Railroads and community governments, to focus attention on transportation by rail of flammable materials. Recent regulations related to rail transport of certain flammable liquids imposed by Canadian and United States regulators require, among other things, a new tank railcar design standard, a phase out of older DOT-111 railcars that are not retrofitted, and a classification and testing program for unrefined petroleum based products, including crude oil. In addition, railroads and other organizations may impose requirements for railcars that are more stringent than, or in addition to, any governmental regulations that may be adopted. For example, additional laws and regulations have been proposed or adopted that may have a significant impact on railroad operations, including the implementation of “positive train control” (PTC) requirements. PTC is a collision avoidance technology intended to override engineer controlled locomotives and stop certain types of train accidents. We are unable to predict what impact these or other regulatory changes may have, if any, on our business or the industry as a whole. These regulations and the industry’s responsiveness in complying with these regulations may materially impact the rail industry as a whole; railroad operations; older and newer railcars that meet or exceed currently mandated standards; future railcar specifications; and the capability of the North American railcar manufacturing, repair and maintenance infrastructure to implement mandated retrofit configurations, repair or new construction. As a result of such regulations, certain of our railcars could be deemed unfit for further commercial use (which would diminish or eliminate future revenue generated from leased railcars) and/or require retrofits, repairs or modifications. The costs associated with any required retrofits, repairs or modifications could be substantial. While certain regulatory changes could result in increased demand for refurbishment, repairs and/or new railcar manufacturing activity, our business, financial condition and results of operations could be materially adversely affected if we are unable to adapt our business to changing regulations or railroad standards, source critical components and raw materials such as steel in a timely manner and at reasonable cost, or at all, and/or take advantage of any increase in demand for our products and services. We cannot assure that costs incurred to comply with any new standards and regulations will not be material to our business, financial condition or results of operations.

Regulatory changes related to tank railcars in North America may impact future new railcar production rates and orders from our customers, as well as retrofit, repair and maintenance work to existing railcars. In response to current regulations, we invested capital to further expand our manufacturing flexibility and repair capacity to address the needs of the industry. We cannot assure you that any increased manufacturing flexibility or repair capacity will be sufficient to meet the demands of the industry. Similarly, we cannot assure you of the impact of the regulatory changes affecting the North American railcar industry or our business.

If we face labor shortages or increased labor costs, our growth and results of operations could be materially adversely affected.

We depend on skilled labor in our manufacturing and other businesses. Due to the competitive nature of the labor markets in which we operate and the cyclical nature of the railcar industry, the resulting employment cycle increases our risk of not being able to retain, recruit and train the personnel we require, particularly when the economy expands, production rates are high or competition for such skilled labor increases. Our inability to recruit, retain and train adequate numbers of qualified personnel

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on a timely basis could materially adversely affect our business, financial condition and results of operations.

Volatility in the global financial markets may adversely affect our customers and suppliers resulting in adverse effects on our business, financial condition and results of operation.

During periods of volatility in the global financial markets, certain of our customers could delay or otherwise reduce their purchases of railcars and other products and services or could attempt to cancel, terminate, delay or renegotiate orders for sale or ongoing leases. If volatile conditions in the global credit markets prevent our customers' access to credit, order volumes may decrease or customers may default on payments owed to us or return railcars to us at the end of a lease rather than re-leasing those railcars. Some of the end users of our railcars acquire them through leasing arrangements with our leasing company customers. Economic conditions that result in higher interest rates may result in stricter borrowing conditions that could increase the cost of, or potentially deter or delay, new leasing arrangements. These factors may cause our customers to purchase or lease fewer railcars, which could materially adversely affect our business, financial condition and results of operations. If customers attempt to cancel, terminate, delay or renegotiate purchase orders or lease contracts, we may experience increased enforcement costs, including for litigation.

The railcars in our lease fleet consist of tank railcars and hopper railcars. The lessees of such types of railcars have historically been concentrated for use in certain industries and for certain products and our lessees generally reflect such industry and product concentrations. Consequently, any significant economic downturn in these industries or product markets could have a material adverse effect on the creditworthiness of the lessees and on the ability of such lessees to perform under the leases, which may impact our ability to re-lease railcars to those lessees or to other potential lessees with a need for railcars of the types we operate, reduce our revenue, divert management's attention or limit our ability to further attract financing to add liquidity in the future.

If our suppliers face challenges obtaining credit, selling their products, or otherwise operating their businesses, the supply of materials we purchase from them to manufacture our products may be interrupted. Any of these conditions or events could result in reductions in our revenues, increased price competition, or increased operating costs, which could adversely affect our business, financial conditions and results of operations.

We depend upon a small number of customers that represent a large percentage of our revenues. The loss of any single significant customer, a reduction in sales to any such significant customer or any such significant customer's inability to pay us in a timely manner could materially adversely affect our business, financial condition and results of operations.

Railcars are typically sold pursuant to large, periodic orders, and therefore, a limited number of customers typically represent a significant percentage of our revenue in any given year. We also lease our railcars and provide railcar repair services to a limited number of customers. The loss of any significant portion of our sales, leases or repair services to any major customer, the loss of a single major customer or a material adverse change in the financial condition of any one of our major customers could materially adversely affect our business, financial condition and results of operations. If one of our significant customers was unable to pay due to financial condition, it could materially adversely affect our business, financial condition and results of operations. In particular, we cannot provide any assurances that we will continue to provide railcar repair services to ARL now that the ARL sale has been completed and ARL is under the Buyer's management.

The cost of raw materials and components that we use in our manufacturing operations, particularly steel, is subject to escalation and surcharges and could increase. Any increase in these costs or delivery delays of these raw materials could materially adversely affect our business, financial condition and results of operations.

The cost of raw materials, including steel, and components used in the production of our railcars, represents a significant amount of our direct manufacturing costs per railcar. We generally include provisions in our railcar manufacturing contracts that allow us to adjust prices as a result of increases and decreases in the cost of certain raw materials and components. The number of customers to which we are not able to pass on price increases may increase in the future, which could adversely affect our operating margins and cash flows. If we are not able to pass on price increases to our customers, we may lose railcar orders or enter into contracts with less favorable contract terms, any of which could materially adversely affect our business, financial condition and results of operations. Any fluctuations in the price or availability of steel, or any other material or component used in the production of our railcars or our railcar or industrial components, could materially adversely affect our business, financial condition and results of operations. Such price increases could reduce demand for our railcars or component products. Deliveries of raw materials and components may also fluctuate depending on various factors including supply and demand for the raw material or component, or governmental regulation relating to the raw material or component, including regulation relating to importation.

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Fluctuations in the supply of components and raw materials we use in manufacturing railcars, which are often only available from a limited number of suppliers, could cause production delays or reductions in the number of railcars we manufacture, which could materially adversely affect our business, financial condition and results of operations.

Our railcar manufacturing business depends on the adequate supply of numerous railcar components, such as railcar wheels, axles, brakes, bearings, yokes, sideframes, bolsters and other heavy castings and raw materials, such as steel. Some of these components and raw materials are only available from a limited number of domestic suppliers. Strong demand can cause industry-wide shortages of many critical components and raw materials as reliable suppliers could reach capacity production levels. Supply constraints in our industry are exacerbated because, although multiple suppliers may produce certain components, railcar manufacturing regulations and the physical capabilities of manufacturing facilities restrict the types and sizes of components and raw materials that manufacturers may use.

In addition, we do not carry significant inventories of certain components and procure most of our components on an as needed basis. In the event that our suppliers of railcar components and raw materials were to stop or reduce the production of railcar components and raw materials that we use, or refuse to do business with us for any reason, our business would be disrupted. Our inability to obtain components and raw materials in required quantities or of acceptable quality could result in significant delays or reductions in railcar shipments and could materially adversely affect our business, financial condition and results of operations.

We rely on a small number of suppliers for the materials we purchase for our business. If any of our significant suppliers of raw materials and components were to shut down operations, our business and financial results could be materially adversely affected as we may incur substantial delays and significant expense in finding alternative sources. The quality and reliability of alternative sources may not be the same and these alternative sources may charge significantly higher prices.

Companies affiliated with Mr. Carl Icahn are important to our business.

We manufacture railcars and railcar components for, lease railcars to, and provide railcar services to companies affiliated with Mr. Carl Icahn, our principal beneficial stockholder through IELP. We are currently subject to agreements, and may enter into additional agreements, with certain of these affiliates that are important to our business. To the extent our relationships with affiliates of Mr. Carl Icahn change due to the sale of his interest in us, such affiliates or otherwise, our business, financial condition and results of operations could be materially adversely affected.

Affiliates of Mr. Carl Icahn accounted for approximately 4.4% and 5.0% for the three and six months ended June 30, 2017, respectively, and accounted for approximately 5.0% and 4.9% for the three and six months ended June 30, 2016. This revenue is primarily attributable to railcar services provided to ARL for 2017 and 2016. In the past, ARL has purchased all of its railcars from us, but has not been required to do so. During the past several quarters, we have not sold any railcars to ARL. As of June 30, 2017, we did not have any orders in our backlog from ARL. Upon consummation of the ARL Sale as of June 1, 2017, ARL is no longer affiliated with us or Mr. Carl Icahn. ARL has no obligation to purchase our railcars or services and we cannot assure you that we will receive any revenues from ARL in the future. Our revenue from affiliates also has been and could continue to be generated from a purchasing and engineering services agreement and license with ACF, under which we provide purchasing support and engineering services to ACF in connection with ACF's manufacture and sale of certain tank railcars at its facility. Additionally, we have entered into a repair services and support agreement and license with ACF, under which we provide certain sales and administrative and technical services, materials and purchasing support and engineering services to ACF to provide repair and retrofit services. We also have entered into a parts purchasing and sale agreement and license with ACF, under which we from time to time, purchase from and sell to ACF certain parts for railcars. To the extent our relationships with Mr. Carl Icahn or companies affiliated with him change, our business, financial condition and results of operations could be materially adversely affected.

Mr. Carl Icahn exerts significant influence over us and his interests may conflict with the interests of our other stockholders.

Mr. Carl Icahn currently controls approximately 62% of the voting power of our common stock, through IELP, and is able to control or exert substantial influence over us, including controlling the election of our directors and most matters requiring board or stockholder approval, including business strategies, mergers, business combinations, acquisitions or dispositions of significant assets, issuances of common stock, incurrence of debt or other financing and the payment of dividends. The existence of a controlling stockholder may have the effect of making it difficult for, or may discourage or delay, a third party from seeking to acquire a majority of our outstanding common stock, or a significant amount of our assets, which could adversely affect the market price of our stock.

As disclosed by a Schedule 13D filed on August 14, 2015, Mr. Carl Icahn and the Reporting Persons listed therein do not intend to sell their respective shares pursuant to our Stock Repurchase Program and, accordingly, the percentage of our shares

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beneficially owned by the Reporting Persons has increased and may continue to increase during the Stock Repurchase Program, thus further increasing Mr. Carl Icahn's control and influence over us.

Mr. Carl Icahn owns, controls and has an interest in a wide array of companies, some of which, such as ACF and, prior to the ARL Sale, ARL, as described above, may compete directly or indirectly with us. As a result, his interests may not always be consistent with our interests or the interests of our other stockholders. For example, ACF has previously manufactured railcars for us and under a purchasing and engineering services agreement and license has been manufacturing and selling tank railcars with engineering, purchasing and design support from us. Mr. Carl Icahn and entities controlled by him may also pursue acquisitions or business opportunities that may be in competition with or complementary to our business. Our articles of incorporation allow Mr. Carl Icahn, entities controlled by him, and any director, officer, member, partner, stockholder or employee of Mr. Carl Icahn or entities controlled by him, to take advantage of such corporate opportunities without first presenting such opportunities to us, unless such opportunities are expressly offered to any such party solely in, and as a direct result of, his or her capacity as our director, officer or employee. As a result, corporate opportunities that may benefit us may not be available to us in a timely manner, or at all. To the extent that conflicts of interest may arise among us, Mr. Carl Icahn and his affiliates, those conflicts may be resolved in a manner adverse to us or you.

Our investment in our lease fleet may use significant amounts of cash, which may require us to secure additional capital and we may be unable to arrange capital on favorable terms, or at all.

We use existing cash and cash generated through lease fleet financings to manufacture railcars we lease to customers, while cash from lease revenues is received over the term of the applicable lease. Depending upon the number of railcars that we lease and the amount of cash used in other operations, our cash balances and our availability under any of our lease fleet financings could be depleted, requiring us to seek additional capital. We rely on banks and capital markets to fund our lease fleet financings. These markets may experience high levels of volatility and access to capital may be limited for extended periods of time. In addition to conditions in the capital markets, changes in our financial performance or credit ratings or ratings outlook, as determined by rating agencies, could cause us to incur increased borrowing costs or to have greater difficulty accessing public and private markets for debt. Further, changes in interest rates could make it more difficult for us to incur additional debt or could impact the costs of our current financing facilities. Our inability to secure additional capital, on commercially reasonable terms, or at all, may limit our ability to support operations, maintain or expand our existing business, or take advantage of new business opportunities. We could also experience defaults on leases that could further constrain cash, impact our ability to re-lease railcars, reduce our revenues, divert management's attention or limit our ability to further attract financing to add liquidity in the future.

Changes in railroad efficiency may adversely affect demand for our railcars.

Regulations and railroad infrastructure investments that increase the speed at which railroads can operate trains may reduce the number of railcars needed for railroads to haul the same amount of cargo. Conversely, speed restrictions imposed by regulations may also have an adverse impact on demand for tank railcars or other types of freight railcars as other forms of transportation may become more effective. While rail velocity is affected by many factors including general economic conditions, weather conditions, railroad mergers, and increases in rail traffic, and has increased since the adoption of regulations in 2015, in some circumstances these factors may significantly reduce overall velocity on congested rail networks. This in turn could lead to an increase in the cost of rail freight transportation and impact availability, making rail less competitive compared to alternative modes of freight transportation. In each case, these changes could lead to reduced demand for our products and negatively impact our revenues and results of operations.

Train derailments or other accidents involving our products could subject us to legal claims that may adversely impact our business, financial condition and results of operations.

We manufacture railcars for our customers to transport a variety of commodities, including railcars that transport hazardous materials such as crude oil and other petroleum products. We also manufacture railcar components, as well as industrial components for use in several markets, including the trucking, construction, mining and oil and gas exploration markets. We could be subject to various legal claims, including claims for negligence, personal injury, physical damage and product liability, as well as potential penalties and liability under environmental laws and regulations, in the event of a train derailment or other accident involving our products or services. If we become subject to any such claims and are unable to resolve them successfully, our business, financial condition and results of operations could be materially adversely affected.

Increasing insurance claims and expenses could lower profitability and increase business risk.

The nature of our business subjects us to product liability, property damage, and personal injury claims, especially in connection with the manufacture, repair or other servicing of products or components that are used in the transport or handling of hazardous, toxic, or volatile materials. We maintain reserves for reasonably estimable liability claims and liability insurance

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coverage at levels based upon commercial norms in the industries in which we operate and our historical claims experience. There is no guarantee that cost-effective insurance will consistently be available to us. Over the last several years, insurance carriers have raised premiums for many companies operating in our industries. Increased insurance premiums may further increase our insurance expense as coverages expire or cause us to raise our self-insured retention. If the number or severity of claims within our self-insured retention increases, we could suffer costs in excess of our reserves. An unusually large liability claim or a series of claims based on a failure repeated throughout our mass production process may exceed our insurance coverage or result in direct damages if we were unable or elected not to insure against certain hazards because of high premiums or other reasons. In addition, the availability of, and our ability to collect on, insurance coverage is often subject to factors beyond our control. Moreover, any accident or incident involving us, even if we are fully insured or not held to be liable, could negatively affect our reputation among customers and the public, thereby making it more difficult for us to compete effectively, and could materially adversely affect the cost and availability of insurance in the future.

Litigation claims could increase our costs and weaken our financial condition.

We are currently, and may from time to time be, involved in various claims or legal proceedings arising out of our operations. The nature of our businesses and assets expose us to the potential for claims and litigation related to personal injury, property damage, environmental claims, regulatory claims, contractual disputes and various other matters. In particular, railcars we manufacture and lease will be used in a variety of manners, which may include carrying hazardous, flammable, and/or corrosive materials. An accident involving a railcar carrying such materials could lead to litigation and subject us to significant liability, particularly where the accident involves serious personal injury or loss of life. Our railcars, as well as our railcar and industrial components, are subject to risks of breakdowns, malfunctions, casualty and other negative events and it is possible that claims for personal injury, loss of life, property damage, business losses and other liability arising out of these or other types of incidents will be made against us. Additionally, in our normal course of business from time to time we enter into contracts with third parties that may lead to contractual disputes. Our failure to manufacture and maintain railcars in compliance with governmental regulations and industry rules could also expose us to fines and claims. Adverse outcomes in some or all of these matters could result in judgments against us for significant monetary damages that could increase our costs and weaken our financial condition. We seek contractual recourse and indemnification in the ordinary course of business, maintain reserves for reasonably estimable liabilities, and purchase liability insurance at coverage levels based upon commercial norms in our industries in an effort to mitigate our liability exposure. Nevertheless, our reserves may be inadequate to cover the uninsured portion of claims or judgments. Any such claims or judgments could materially adversely affect our business, financial condition and results of operations.

Our relationships with our joint ventures could be unsuccessful, which could materially adversely affect our business.

We have entered into joint venture agreements with other companies to increase our sourcing alternatives and reduce costs. We also may seek to expand our relationships or enter into new agreements with other companies. In addition, we may experience managerial or other conflicts with our joint venture partners. If our joint venture partners are unable to fulfill their contractual obligations or if these relationships are otherwise not successful in the future, our manufacturing costs could increase, we could encounter production disruptions, growth opportunities could fail to materialize, or we could be required to fund such joint ventures in amounts significantly greater than initially anticipated, any of which could materially adversely affect our business, financial condition and results of operations. If any of our joint ventures generate significant losses, it could adversely affect our results of operations. For example, if our Axis joint venture is unable to operate as anticipated, incurs significant losses or otherwise is unable to honor its obligation to us under the Axis loan, our financial results or financial position could be materially adversely affected. In addition, any fluctuation in the price or availability of castings while the Ohio Castings plant is idled could materially adversely affect our business, financial condition and results of operations.

The success of our railcar leasing business is dependent, in part, on our lessees performing their obligations.

The ability of each lessee to perform its obligations under a lease will depend primarily on such lessee's financial condition, as well as various other factors. The financial condition of a lessee may be affected by numerous factors beyond our control, including, but not limited to, competition, operating costs, general economic conditions and environmental and other governmental regulation of or affecting the lessee's industry. High default rates on leases could increase the portion of railcars that may need to be remarketed after they are repossessed from defaulting lessees, impact our ability to re-lease railcars to lessees, reduce our revenues, divert management's attention or limit our ability to further attract financing to add liquidity in the future. There can be no assurance that the historical default experience with respect to our lease fleet will continue in the future.

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Our failure to comply with laws and regulations imposed by federal, state, local and foreign agencies could materially adversely affect our business, financial condition, results of operations and ability to access capital.

The industries in which we operate are subject to extensive regulation by governmental, regulatory and industry authorities and by federal, state, local and foreign agencies. The risks of substantial costs and liabilities related to compliance with these laws and regulations are an inherent part of our business. Despite our intention to comply with these laws and regulations, we cannot guarantee that we will be able to do so at all times and compliance may prove to be more costly and limiting than we currently anticipate and compliance requirements could increase in future years. These laws and regulations are complex, change frequently and may become more stringent over time, which could impact our business, financial condition, results of operations and ability to access capital. If we fail to comply with the requirements and regulations of these agencies that impact our manufacturing, other processes and reporting requirements, we may face sanctions and penalties that could materially adversely affect our business, financial condition, results of operations and ability to access capital.

We are subject to a variety of environmental, health and safety laws and regulations and the cost of complying, or our failure to comply, with such requirements could materially adversely affect our business, financial condition, results of operations.

We are subject to a variety of federal, state, local and foreign environmental laws and regulations relating to the release or discharge of materials into the environment; the management, use, processing, handling, storage, transport or disposal of hazardous materials; or otherwise relating to the protection of public and employee health, safety and the environment. These laws and regulations expose us to liability for the environmental condition of our current or formerly owned or operated facilities, and may expose us to liability for the conduct of others or for our actions that complied with all applicable laws at the time these actions were taken. They may also expose us to liability for claims of personal injury or property damage related to alleged exposure to hazardous or toxic materials on our properties or as a result of a spill or discharge of material from a railcar we own. Despite our intention to be in compliance, we cannot guarantee that we will at all times comply with such requirements. The cost of complying with these requirements may also increase substantially in future years. If we violate or fail to comply with these requirements, we could be fined or otherwise sanctioned by regulators. In addition, these requirements are complex, change frequently and may become more stringent over time, which could materially adversely affect our business, financial condition and results of operations.

Our failure to maintain and comply with environmental permits that we are required to maintain could result in fines, penalties or other sanctions and could materially adversely affect our business, financial condition and results of operations. Future events, such as new environmental regulations, changes in or modified interpretations of existing laws and regulations or enforcement policies, newly discovered information or further investigation or evaluation of the potential health hazards of products or business activities, may give rise to additional compliance and other costs that could materially adversely affect our business, financial condition and results of operations.

Uncertainty surrounding acceptance of our new product offerings by our customers, and costs associated with those new offerings, could materially adversely affect our business.

Our strategy depends in part on our continued development and sale of new products, particularly new railcar designs, in order to expand or maintain our market share in our current and new markets. Any new or modified product design that we develop may not gain widespread acceptance in the marketplace and any such product may not be able to compete successfully with existing or new product designs that our competitors may have. Furthermore, we may experience significant initial costs of production of new products, particularly railcar products, related to training, labor and operating inefficiencies. To the extent that the total costs of production significantly exceed our anticipated costs of production, we may incur losses on the sale of any new products.

Equipment failures, delays in deliveries or extensive damage to our facilities, particularly our railcar manufacturing plants in Paragould or Marmaduke, Arkansas, could lead to production or service curtailments or shutdowns.

An interruption in manufacturing capabilities at our railcar plants in Paragould or Marmaduke or at any of our manufacturing facilities, whether as a result of equipment failure or any other reason, could reduce, prevent or delay production of our railcars or railcar and industrial components, which could alter the scheduled delivery dates to our customers and affect our production schedule. This could result in the delay or termination of orders, the loss of future sales and a negative impact to our reputation with our customers and in the railcar industry, all of which could materially adversely affect our business, financial condition and results of operations.

All of our facilities and equipment are subject to the risk of catastrophic loss due to unanticipated events, such as fires, earthquakes, explosions, floods, tornados, hurricanes or weather conditions. If there is a natural disaster or other serious disruption at any of our facilities, we may experience plant shutdowns or periods of reduced production as a result of equipment failures, loss of power, delays in equipment deliveries, or extensive damage to any of our facilities, which could materially adversely affect our business, financial condition or results of operations.

Additionally, our insurance coverage may not adequately compensate us for losses incurred as a result of natural or other disasters.

Our mobile units and mini shop facilities may expose us to additional risks that may materially adversely affect our business.

Our mobile units and mini shop repair facilities are available to assist customers in quickly resolving railcar maintenance issues and services may be performed on a customer's property, thereby increasing our susceptibility to liability. Additionally, the resources available to employees to assist in providing services out of these facilities are less than what is available at a full repair facility. The effects of these risks may, individually or in the aggregate, materially adversely affect our business, financial condition and results of operations.

Our failure to complete capital expenditure projects on time and within budget, or the failure of these projects to operate as anticipated could materially adversely affect our business, financial condition and results of operations.

Our capital expenditure projects are subject to a number of risks and contingencies over which we may have little control and that may adversely affect the cost and timing of the completion of those projects, or the capacity or efficiencies of those projects once completed. If these capital expenditure projects do not achieve the results anticipated, we may not be able to satisfy our operational goals on a timely basis, if at all. If we are unable to complete such capital expenditure projects on time or within budget, or if those projects do not achieve the capacity or efficiencies anticipated, our business, financial condition and results of operations could be materially adversely affected.

The level of our reported railcar backlog may not necessarily indicate what our future revenues will be and our actual revenues may fall short of the estimated revenue value attributed to our railcar backlog.

We define backlog as the number of new railcars to which our customers have committed in writing to purchase or lease from us that have not been shipped. The estimated backlog value in dollars is the anticipated revenue on the railcars included in the backlog for purchase and the estimated fair market value of the railcars included in the backlog for lease, though actual revenues for these leases are recognized pursuant to the terms of each lease. Our competitors may not define railcar backlog in the same manner as we do, which could make comparisons of our railcar backlog with theirs misleading. Customer orders may be subject to requests for delays in deliveries, inspection rights and other customary industry terms and conditions, which could prevent or delay our railcar backlog from being converted into revenues. Further, especially during economic downturns or industry-specific downturns, some of our customers may attempt to cancel or modify their contracts even if not permitted to do so under the contract. Consequently, we may not be able to recover all revenue or earnings lost in the event of a breach of contract or if we agree to a customer accommodation. Our reported railcar backlog may not be converted into revenues in any particular period, if at all, and the actual revenues from such sales may not equal our reported estimates of railcar backlog value.

We may pursue strategic opportunities, including new joint ventures, acquisitions, new business endeavors or the sale of all or a portion of our business or assets, that involve inherent risks, any of which may cause us not to realize anticipated benefits and we may have difficulty integrating the operations of any joint ventures that we form, companies that we acquire or new business endeavors, which could materially adversely affect our results of operations.

We may not be able to successfully identify suitable joint venture, acquisition, business combination, new business endeavor or sale opportunities or complete any particular transaction on acceptable terms. Our identification of suitable joint venture opportunities, acquisition candidates, new business endeavors or buyers and the integration of new and acquired business operations involve risks inherent in assessing the values, strengths, weaknesses, risks and profitability of these opportunities. This includes their effects on our business, diversion of our management's attention and risks associated with unanticipated problems or unforeseen liabilities. These issues may require significant financial resources that could otherwise be used for the ongoing development of our current operations. The difficulties of integration may be increased by the necessity of coordinating geographically dispersed organizations, integrating personnel with disparate business backgrounds and combining different corporate cultures. These difficulties could be further increased to the extent we pursue opportunities internationally or in new markets where we do not have significant experience. In addition, we may not be effective in retaining key employees or customers of the combined businesses. We may face integration issues pertaining to the internal controls and operations functions of the acquired companies and we may not realize cost efficiencies or synergies that we anticipated when selecting our acquisition or sale candidates. Any of these items could adversely affect our results of operations.

Our failure to identify suitable joint ventures, acquisition opportunities, business combinations, new business endeavors or sales may restrict our ability to grow our business. If we are successful in pursuing such opportunities, we may be required to expend significant funds, incur additional debt, issue additional securities or sell our business or assets, which could materially adversely affect our results of operations and be dilutive to our stockholders. If we spend significant funds, incur additional debt or dispense with assets or stock, our ability to obtain financing for working capital or other purposes could decline and we may be more vulnerable to economic downturns and competitive pressures.

The price of our common stock is subject to volatility.

The market price for our common stock has varied between a high closing sales price of $57.72 per share and a low closing sales price of $33.56 per share in the past twenty-four months as of June 30, 2017. This volatility may affect the price at which our common stock could be sold. In addition, the broader stock market has experienced price and volume fluctuations. This volatility has affected the market prices of securities issued by many companies for reasons unrelated to their operating performance and may adversely affect the price of our common stock. The price for our common stock is likely to continue to be volatile and subject to price and volume fluctuations in response to market and other factors, including the other factors discussed in these risk factors.

In the past, following periods of volatility in the market price of their stock, many companies have been the subject of securities class action litigation. If we became involved in securities class action litigation in the future, it could result in substantial costs and diversion of our management's attention and resources and could harm our stock price, business, prospects, financial condition and results of operations.

Various other factors could cause the market price of our common stock to fluctuate substantially, including financial market and general economic changes, changes in governmental regulation, significant railcar industry announcements or developments, the introduction of new products or technologies by us or our competitors, our Stock Repurchase Program, and changes in other conditions or trends in our industry or in the markets of any of our significant customers.

Other factors that could cause our stock's price to fluctuate could be actual or anticipated variations in our or our competitors' quarterly or annual financial results or other significant press releases from us or our competitors, financial results failing to meet expectations of analysts or investors, including the level of our backlog and number of orders received during the period, changes in securities analysts' estimates of our future performance or of that of our competitors and the general health and outlook of our industry.

Our Stock Repurchase Program could affect the price of our common stock and increase volatility and may be suspended or terminated at any time, which may result in a decrease in the trading price of our common stock.

On July 28, 2015 our board of directors authorized the repurchase of up to $250 million of our outstanding common stock. The Stock Repurchase Program will end upon the earlier of the date on which it is terminated by the board or when all authorized repurchases are completed. The timing and amount of stock repurchases, if any, will be determined based upon our evaluation of market conditions and other factors. The Stock Repurchase Program may be suspended, modified or discontinued at any time and we have no obligation to repurchase any amount of our common stock under the Stock Repurchase Program.

Repurchases pursuant to our Stock Repurchase Program could affect our stock price and increase the volatility of our common stock. The existence of a stock repurchase program could also cause our stock price to be higher than it would be in the absence of such a program and could potentially reduce the market liquidity for our stock. Although our Stock Repurchase Program is intended to enhance long-term stockholder value, we cannot assure this will occur. Further, short-term stock price fluctuations could reduce the program's effectiveness. Under the Stock Repurchase Program, no repurchases were made during the first six months of 2017 and board authorization of $164.0 million remains available for further stock repurchases.

Repurchases pursuant to our Stock Repurchase Program could also impact the relative percentage interests of our stockholders and could cause a stockholder to become subject to additional reporting requirements under SEC rules and regulations or allow a stockholder to exert additional control over us.

Risks related to our activities or potential activities outside of the U.S. and any potential expansion into new geographic markets could adversely affect our results of operations.

Conducting business outside the U.S. subjects us to various risks, including changing economic, legal and political conditions, work stoppages, exchange controls, currency fluctuations, terrorist activities directed at U.S. companies, armed conflicts and unexpected changes in the U.S. and the laws of other countries relating to tariffs, trade restrictions, transportation regulations, foreign investments and taxation. Further, anti-corruption laws in the U.S. and in some foreign countries could conflict with certain local customs and practices and any failure to comply with laws governing international business practices may result in

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substantial penalties and fines. Some foreign countries in which we operate have regulatory authorities that regulate railroad safety, railcar design and railcar component part design, performance and manufacturing.

In addition, changes in regulatory requirements, tariffs and other trade barriers, more stringent rules relating to labor or the environment, adverse tax consequences and price exchange controls could make the manufacturing and distribution of our products internationally more difficult. The failure to comply with laws governing international business practices may result in substantial penalties and fines. Any international expansion or acquisition that we undertake could heighten these risks related to operating outside of the U.S.

If we lose any of our executive officers or key employees, our operations and ability to manage the day-to-day aspects of our business could be materially adversely affected.

Our future performance will substantially depend on our ability to retain and motivate our executive officers and key employees, both individually and as a group. If we lose any of our executive officers or key employees, who have many years of experience with our company and within the railcar industry and other manufacturing industries, or are unable to recruit qualified personnel, our ability to manage the day-to-day aspects of our business could be materially adversely affected. The loss of the services of one or more of our executive officers or key employees, who also have strong personal ties with customers and suppliers, could materially adversely affect our business, financial condition and results of operations. We do not currently maintain “key person” life insurance. Further, we do not have employment contracts with all of our executive officers and key employees.

Our integration of our new enterprise resource planning (ERP) system could negatively impact our business.

During the third quarter of 2015, we implemented an ERP system for our manufacturing, railcar leasing and corporate segments that supports substantially all of our operating and financial functions. We implemented this ERP system for our railcar services segment during the second quarter of 2016. We experienced delays with this project and have terminated and filed suit against a systems implementer we previously hired to implement this system. Although we hired a new systems implementer and the ERP system has been fully implemented, we could experience unforeseen issues, including compatibility issues, training requirements and other integration challenges and delays. Additionally, a significant problem with the integration with other systems or ongoing management of an ERP system and related systems could have an adverse effect on our ability to generate and interpret accurate management and financial reports and other information on a timely basis, which could have a material adverse effect on our financial reporting system and internal controls and adversely affect our ability to manage our business or comply with various regulations.

Some of our railcar services and component manufacturing employees belong to labor unions and strikes or work stoppages by them or unions formed by some or all of our other employees in the future could materially adversely affect our operations.

As of December 31, 2016, the employees at our sites that were party to collective bargaining agreements represent, in the aggregate, approximately 7.7% of our total workforce. Disputes with regard to the terms of these agreements or our potential inability to negotiate acceptable contracts with these unions in the future could result in, among other things, strikes, work stoppages or other slowdowns by the affected workers. We cannot guarantee that our relations with our union workforce will remain positive nor can we guarantee that union organizers will not succeed in future attempts to organize our railcar manufacturing employees or employees at our other facilities. If our workers were to engage in a strike, work stoppage or other slowdown, other employees were to become unionized or the terms and conditions in future labor agreements were renegotiated, we could experience a significant disruption of our operations and higher ongoing labor costs. In addition, we could face higher labor costs in the future as a result of severance or other charges associated with layoffs, shutdowns or reductions in the size and scope of our operations.

Our indebtedness could materially adversely affect our business, financial condition and results of operations and prevent us from fulfilling our indebtedness obligations.

As of June 30, 2017, our total debt was $558.4 million, net of unamortized debt issuance costs of $4.8 million, consisting of borrowings under our lease fleet financings. In February 2016, we repaid amounts outstanding under our revolving loan in full and as of the date of this report, we have borrowing availability of $200.0 million under this facility.

Our indebtedness could materially adversely affect our business, financial condition and results of operations. For example, it could:

- increase our vulnerability to general economic and industry conditions;
- require us to dedicate a substantial portion of our cash flow from operations to payments of our indebtedness, which

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would reduce the availability of our cash flow to fund working capital, capital expenditures, expansion efforts and other general corporate purposes;

- limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate, including by restricting our ability to manage our own lease fleet in connection with the ARL Sale;
- place us at a competitive disadvantage compared to our competitors that have less debt; and
- limit, among other things, our ability to borrow additional funds for working capital, capital expenditures, general corporate purposes or acquisitions.

Our inability to comply with covenants in place or our inability to make the required principal and interest payments may cause an event of default, which could have a substantial adverse impact to our business, financial condition and results of operation. In the event of a default on our lease fleet financings, the debtors may foreclose on all or a portion of the fleet of railcars and related leases used to secure the financing. Such foreclosure, if a significant number of railcars or related leases are affected, could result in the loss of a significant amount of our assets and adversely affect revenues.

Our wholly-owned subsidiary, Longtrain Leasing III, LLC's (LLIII), lease fleet financing is an obligation of LLIII, is generally non-recourse to ARI, and is secured by a first lien on the subject assets of LLIII consisting of railcars, railcar leases, receivables and related assets, subject to limited exceptions.

Despite our indebtedness, we may still be able to incur substantially more debt, as may our subsidiaries, which could further exacerbate the risks associated with our indebtedness.

Despite our indebtedness, we may be able to incur future indebtedness, including secured indebtedness, and this debt could be substantial. If new debt is added to our or our subsidiaries' current debt levels, the related risks that we or they now face could be magnified.

We may not be able to generate sufficient cash flow to service our obligations and we may not be able to refinance our indebtedness on commercially reasonable terms, or at all.

Our ability to make payments on and to refinance our indebtedness and to fund planned capital expenditures, strategic transactions, joint venture capital requirements or expansion efforts will depend on our ability to generate cash in the future. This, to a certain extent, is subject to economic, financial, competitive, legislative, regulatory and other factors that are beyond our control.

Our business may not be able to generate sufficient cash flow from operations and there can be no assurance that future borrowings will be available to us in amounts sufficient to enable us to pay our indebtedness as such indebtedness matures and to fund our other liquidity needs, or at all. If this is the case, we will need to refinance all or a portion of our indebtedness on or before maturity, and we cannot be certain that we will be able to refinance any of our indebtedness on commercially reasonable terms, or at all. We might have to adopt one or more alternatives, such as reducing or delaying planned expenses and capital expenditures, selling assets, restructuring debt, or obtaining additional equity or debt financing. These financing strategies may not be implemented on satisfactory terms, if at all. Our ability to refinance our indebtedness or obtain additional financing and to do so on commercially reasonable terms will depend on our financial condition at the time, restrictions in any agreements governing our indebtedness and other factors, including the condition of the financial markets and the railcar industry.

If we do not generate sufficient cash flow from operations and additional borrowings, refinancing or proceeds of asset sales are not available to us, we may not have sufficient cash to enable us to meet all of our obligations.

If ACF does not, or is unable to, honor its remedial or indemnity obligations to us regarding environmental matters, such environmental matters could materially adversely affect our business, financial condition and results of operations.

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Certain real properties we acquired from ACF in 1994 had been involved in investigation and remediation activities to address contamination both before and after their transfer to ARI. ACF is an affiliate of Mr. Carl Icahn, our principal beneficial stockholder through IELP. Substantially all of the issues identified with respect to these properties relate to the use of these properties prior to their transfer to us by ACF and for which ACF has retained liability for environmental contamination that may have existed at the time of transfer to us. ACF has also agreed to indemnify us for any cost that might be incurred with those existing issues. As of the date of this report, we do not believe we will incur material costs in connection with activities relating to these properties, but we cannot assure that this will be the case. If ACF fails to honor its obligations to us, we could be responsible for the cost of any additional investigation or remediation activities relating to these properties that may be required. These additional costs could be material or could interfere with the operation of our business. Any environmental liabilities we may incur that are not covered by adequate insurance or indemnification will also increase our costs and have a negative impact on our profitability.

If we are unable to protect our intellectual property and prevent its improper use by third parties, our ability to compete in the market may be harmed.

Various patent, copyright, trade secret and trademark laws afford only limited protection and may not prevent our competitors from duplicating our products or gaining access to our proprietary information and technology. These means also may not permit us to gain or maintain a competitive advantage. To the extent we expand internationally, we become subject to the risk that foreign intellectual property laws will not protect our intellectual property rights to the same extent as intellectual property laws in the U.S.

Any of our patents may be challenged, invalidated, circumvented or rendered unenforceable. We cannot guarantee that we will be successful should one or more of our patents be challenged for any reason. If our patent claims are rendered invalid or unenforceable, or narrowed in scope, the patent coverage afforded our products could be impaired, which could significantly impede our ability to market our products, negatively affect our competitive position and could materially adversely affect our business, financial condition and results of operations.

Our pending or future patent applications may not result in an issued patent and, if patents are issued to us, such patents may not provide meaningful protection against competitors or against competitive technologies. The U.S. federal courts may invalidate our patents or find them unenforceable. Competitors may also be able to design around our patents. Other parties may develop and obtain patent protection for more effective technologies, designs or methods. If these developments were to occur, it could have an adverse effect on our sales. If our intellectual property rights are not adequately protected we may not be able to commercialize our technologies, products or services and our competitors could commercialize our technologies, which could result in a decrease in our sales and market share and could materially adversely affect our business, financial condition and results of operations.

Our products could infringe the intellectual property rights of others, which may lead to litigation that could itself be costly, result in the payment of substantial damages or royalties, and prevent us from using technology that is essential to our products.

We cannot guarantee that our products, manufacturing processes or other methods do not infringe the patents or other intellectual property rights of third parties. Infringement and other intellectual property claims and proceedings brought against us, whether successful or not, could result in substantial costs and harm our reputation. Such claims and proceedings can also distract and divert our management and key personnel from other tasks important to the success of our business. In addition, intellectual property litigation or claims could force us to do one or more of the following:

- cease selling or using any of our products that incorporate the asserted intellectual property, which would adversely affect our revenues;
- pay substantial damages for past use of the asserted intellectual property;
- obtain a license from the holder of the asserted intellectual property, which license may not be available on reasonable terms, if at all; and
- redesign or rename, in the case of trademark claims, our products to avoid infringing the intellectual property rights of third parties, which may be costly and time-consuming, if possible at all.

In the event of an adverse determination in an intellectual property suit or proceeding, or our failure to license essential technology, our sales could be harmed and our costs could increase, which could materially adversely affect our business, financial condition and results of operations.

Our investment activities are subject to risks that could materially adversely affect our results of operations, liquidity and financial condition.

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From time to time, we may invest in marketable securities, or derivatives thereof, including higher risk equity securities and high yield debt instruments. These securities are subject to general credit, liquidity, and market risks and interest rate fluctuations that have affected various sectors of the financial markets and in the past have caused overall tightening of the credit markets and declines in the stock markets. The market risks associated with any investments we may make could materially adversely affect our business, financial condition, results of operations and liquidity.

Our investments at any given time also may become highly concentrated within a particular company, industry, asset category, trading style or financial or economic market. In that event, our investment portfolio will be more susceptible to fluctuations in value resulting from adverse economic conditions affecting the performance of that particular company, industry, asset category, trading style or economic market than a less concentrated portfolio would be. As a result, our investment portfolio could become concentrated and its aggregate return may be volatile and may be affected substantially by the performance of only one or a few holdings. For reasons not necessarily attributable to any of the risks set forth in this report (for example, supply/demand imbalances or other market forces), the prices of the securities in which we invest may decline substantially.

Changes in assumptions or investment performance related to pension plans that we sponsor could materially adversely affect our financial condition and results of operations.

We are responsible for making funding contributions to two frozen pension plans and are liable for any unfunded liabilities that may exist should any of our plans be terminated. Our liability and resulting costs for these plans may increase or decrease based upon a number of factors, including actuarial assumptions used, the discount rate used in calculating the present value of future liabilities, and investment performance, which could materially adversely affect our financial condition and results of operations. There is no assurance that interest rates will remain constant or that our pension fund assets can earn the expected rate of return, and our actual experience may be significantly different. Our pension expenses and funding may also be greater than we currently anticipate if our assumptions regarding plan earnings and expenses turn out to be incorrect.

We may be required to reduce the value of our inventory, long-lived assets and/or goodwill, which could materially adversely affect our business, financial condition and results of operations.

We may be required to reduce inventory carrying values using the lower of cost or market approach in the future due to a decline in market conditions in the industries in which we operate, which could materially adversely affect our business, financial condition and results of operations. Future events, such as a weak economic environment or challenging market conditions, new or modified laws and regulations affecting our railcars, and events related to particular customers or railcar types could cause us to conclude that impairment indicators exist and that goodwill associated with our acquired businesses is impaired. Any resulting impairment loss related to reductions in the value of our inventory, long-lived assets or our goodwill could materially adversely affect our business, financial condition and results of operations.

We review long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the long-lived assets may not be recoverable. As discussed in Note 3 and Note 8 of our consolidated financial statements to our Annual Report on Form 10-K for the year ended December 31, 2016, no triggering events occurred in 2016 to cause concern that our long-lived assets or goodwill would be impaired and thus no goodwill impairment loss was noted in 2016. We perform an annual goodwill impairment test each year. Assumptions used in our impairment tests regarding future operating results of our reporting units could prove to be inaccurate. This could cause an adverse change in our valuation and thus any of our long-lived assets or goodwill impairment tests may have been flawed. Any future impairment tests are subject to the same risks.

The use of railcars as a significant mode of transporting freight could decline, become more efficient over time, experience a shift in types of modal transportation, and/or certain railcar types could become obsolete.

As the freight transportation markets we serve continue to evolve and become more efficient, the use of railcars may decline in favor of other more economic modes of transportation. Features and functionality specific to certain railcar types could result in those railcars becoming obsolete as customer requirements for freight delivery change. Our operations may be adversely impacted by changes in the preferred method used by customers to ship their products or changes in demand for particular products. The industries in which our customers operate are driven by dynamic market forces and trends, which are in turn influenced by economic and political factors in the U.S. and abroad. Demand for our railcars may be significantly affected by changes in the markets in which our customers operate. A significant reduction in customer demand for transportation or manufacture of a particular product or change in the preferred method of transportation used by customers to ship their products could result in the economic obsolescence of our railcars, including those leased by our customers.

Our stock price may decline due to sales of shares beneficially owned by Mr. Carl Icahn through IELP.

Sales of substantial amounts of our common stock, or the perception that these sales may occur, may materially adversely affect the price of our common stock and impede our ability to raise capital through the issuance of equity securities in the future. Of

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our outstanding shares of common stock, currently approximately 62% are beneficially owned by Mr. Carl Icahn, our principal beneficial stockholder through IELP.

Certain stockholders are contractually entitled, subject to certain exceptions, to exercise their demand registration rights to register their shares under the Securities Act of 1933. If this right is exercised, holders of any of our common stock subject to these agreements will be entitled to participate in such registration. By exercising their registration rights, and selling a large number of shares, these holders could cause the price of our common stock to decline. Approximately 11.2 million shares of common stock are covered by such registration rights.

Changes in accounting standards or inaccurate estimates or assumptions in the application of accounting policies could materially adversely affect our financial condition and results of operations.

Our accounting policies and methods are fundamental to how we record and report our financial condition and results of operations. Some of these policies require use of estimates and assumptions that may affect the reported value of our assets or liabilities and financial results and are critical because they require management to make difficult, subjective, and complex judgments about matters that are inherently uncertain. Accounting standard setters and those who interpret the accounting standards, such as the Financial Accounting Standards Board and the SEC may amend or even reverse their previous interpretations or positions on how these standards should be applied. These changes can be hard to predict and can materially impact how we record and report our financial condition and results of operations. In some cases, we could be required to apply a new or revised standard retroactively, resulting in the restatement of prior period financial statements.

We are a “controlled company” within the meaning of the NASDAQ Global Select Market rules and therefore we are not subject to all of the NASDAQ Global Select Market corporate governance requirements.

As we are a “controlled company” within the meaning of the corporate governance standards of the NASDAQ Global Select Market, we have elected, as permitted by those rules, not to comply with certain corporate governance requirements. For example, our board of directors does not have a majority of independent directors and we do not have a nominating committee or compensation committee consisting of independent directors. As a result, our officers' compensation is not determined by our independent directors, and director nominees are not selected or recommended by a majority of independent directors.

Payments of cash dividends on our common stock may be made only at the discretion of our board of directors and may be restricted by North Dakota law.

Any decision to pay dividends will be at the discretion of our board of directors and will depend upon our operating results, strategic plans, capital requirements, financial condition, provisions of our borrowing arrangements and other factors our board of directors considers relevant. Furthermore, North Dakota law imposes restrictions on our ability to pay dividends. Accordingly, we may not be able to continue to pay dividends in any given amount in the future, or at all.

We are governed by the North Dakota Publicly Traded Corporations Act. Interpretation and application of this act is scarce and such lack of predictability could be detrimental to our stockholders.

The North Dakota Publicly Traded Corporations Act, which we are governed by, was enacted in 2007 and, to our knowledge, no other companies are yet subject to its provisions and interpretations of its likely application are scarce. Although the North Dakota Publicly Traded Corporations Act specifically provides that its provisions must be liberally construed to protect and enhance the rights of stockholders in publicly traded corporations, this lack of predictability could be detrimental to our stockholders.

Unanticipated changes in our tax provisions, exposure to additional tax liabilities, or contests with the Internal Revenue Service regarding tax positions we may take could affect our financial condition and profitability.

Judgement is required to determine our provision for income taxes. Changes in estimates of projected future operating results, loss of deductibility of items, or recapture of prior deductions could result in significant increases to our tax expense and liabilities that could adversely affect our financial condition and profitability.

Further, we may take tax positions that the Internal Revenue Service (IRS) or other tax authorities may contest. If the IRS or other tax authorities successfully contest a position that we take, we may be required to pay additional taxes, interest or fines and any payments could have an effect on our results of operations or financial position.

We may be affected by climate change or market or regulatory responses to climate change.

Changes in laws, rules, and regulations, or actions by authorities under existing laws, rules, or regulations, to address greenhouse gas emissions and climate change could negatively impact our customers and business. For example, restrictions on

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emissions could significantly increase costs for our customers whose production processes require significant amounts of energy. Customers' increased costs could reduce their demand to purchase or lease our railcars. In addition, railcars in our fleet that are used to carry fossil fuels, such as coal and petroleum, could see reduced demand if new government regulations mandate a reduction in fossil fuel consumption. Potential consequences of laws, rules, or regulations addressing climate change could have an adverse effect on our financial position, results of operations, and cash flows.

We are subject to cybersecurity risks and other cyber incidents resulting in disruption.

Threats to information technology systems associated with cybersecurity risks and cyber incidents or attacks continue to grow. We depend on information technology systems. In addition, we collect, process and retain sensitive and confidential employee and customer information in the normal course of business. Despite the security measures we have in place and any additional measures we may implement in the future, our facilities and systems, and those of our third-party service providers, could be vulnerable to security breaches, computer viruses, lost or misplaced data, programming errors, human errors, acts of vandalism or other events. Any disruption of our systems or security breach or event resulting in the misappropriation, loss or other unauthorized disclosure of confidential information, whether by us directly or our third-party service providers, could damage our reputation, expose us to the risks of litigation and liability, disrupt our business or otherwise affect our results of operations.

Terrorist attacks could negatively impact our operations and profitability and may expose us to liability.

Terrorist attacks may negatively affect our operations. Such attacks in the past have caused uncertainty in the global financial markets and economic instability in the U.S. and elsewhere, and further acts of terrorism, violence or war could similarly affect global financial markets and trade, as well as the industries in which we and our customers operate. In addition, terrorist attacks or hostilities may directly impact our physical facilities or those of our suppliers or customers, which could adversely impact our operations. These uncertainties could also adversely affect our ability to obtain additional financing on terms acceptable to us, or at all.

It is also possible that our products, particularly railcars we produce, could be involved in a terrorist attack. Although the terms of our lease agreements require lessees to indemnify us and others against a broad spectrum of damages arising out of the use of the railcars, and we currently carry insurance to potentially offset losses in the event that customer indemnifications prove to be insufficient, we may not be fully protected from liability arising from a terrorist attack that involves our railcars. In addition, any terrorist attack involving any of our railcars may cause reputational damage, or other losses, which could materially and adversely affect our business.

National and international political developments in response to a terrorist attack or uncertainties related to potential attacks may cause governments to enact legislation or regulations directed toward improving the security of railcars, could cause decreased demand for railcars and result in downturns in the industries in which we or our customers operate. Depending on the severity, scope, and duration of these circumstances, the impact on our financial position, results of operations and cash flows could be material.

Our internal controls over financial accounting and reporting may not detect all errors or omissions in our financial statements.

If we fail to maintain adequate internal controls over financial accounting, we may not be able to conclude on an ongoing basis that we have effective internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act of 2002 and related regulations. Effective internal and disclosure controls are necessary for us to provide reliable financial reports and effectively prevent fraud and to operate successfully as a public company. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results would be harmed. Although management has concluded that adequate internal control procedures are in place as of June 30, 2017, no system of internal control provides absolute assurance that the financial statements are accurate and free of error.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

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This table provides information with respect to purchases by us of shares of our Common Stock on the open market as part of the Stock Repurchase Program during the quarter ended June 30, 2017:

Period	Total Number of Shares Purchased (1)	Average Price Paid per Share	Total Number of Shares Purchased As Part of Publicly Announced Plans or Programs (2)	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Plan
April 1, 2017 through April 30, 2017	—	$ —	—	$163,975,779
May 1, 2017 through May 31, 2017	—	$ —	—	$163,975,779
June 1, 2017 through June 30, 2017	—	$ —	—	$163,975,779
Total	—		—	

(1) - There were no repurchases under the Stock Repurchase Program during the quarter ended June 30, 2017.

(2) - On July 28, 2015, our board of directors authorized the Stock Repurchase Program pursuant to which we may, from time to time, repurchase up to $250.0 million of our common stock. The Stock Repurchase Program will end upon the earlier of the date on which it is terminated by the board or when all authorized repurchases are completed.

ITEM 5. OTHER INFORMATION

We entered into substantially identical consulting services agreements (the RemainCo Consulting Agreements) with each RemainCo. The RemainCos collectively own approximately 4,600 railcars that, pursuant to the terms and conditions of the purchase agreement governing the ARL Sale, may be sold to Buyer over a period of three years after the ARL Closing Date. Under the RemainCo Consulting Agreements, we have agreed to provide to each RemainCo, upon each RemainCo's request, certain consulting services and facilitate communications among (i) each RemainCo, (ii) an unaffiliated, third party consultant engaged to assist each RemainCo to perform its duties regarding the inspection, testing and, if necessary, repair of railcars in accordance with the Revised Directive (the Directive Duties), (iii) ARL, as manager of each RemainCo's railcars (other than in respect of the Directive Duties), and (iv) other parties (collectively referred to as Services). In exchange for the Services to be performed under the RemainCo Consulting Agreements, each RemainCo will pay us a total weekly fee calculated based on employee hours worked multiplied by an agreed upon rate for the Services performed. In addition, each RemainCo will reimburse us for all reasonable and documented costs and expenses incurred in accordance with each RemainCo Consulting Agreement. Each RemainCo Consulting Agreement is terminable by us or the applicable RemainCo upon five business days' prior written notice with respect to any or all of the Services. On July 31, 2017, we and each RemainCo amended and restated the RemainCo Consulting Agreements to provide us additional flexibility related to which employees may provide the Services. The Amended and Restated RemainCo Consulting Agreements are effective as of June 1, 2017.

A copy of the amended and restated consulting agreement with AEPC RemainCo, LLC and a copy of the amended and restated consulting agreement with AEP Rail RemainCo, LLC are each filed respectively as Exhibit 10.4 and Exhibit 10.5 to this Form 10-Q and each are incorporated by reference into this Item 5. The description of the terms contained in the amended and restated RemainCo Consulting Agreements herein is qualified in its entirety by reference to the text of the amended and restated RemainCo Consulting Agreements.

ITEM 6. EXHIBITS

Exhibit No.	Description of Exhibit
10.1	Consulting Services Agreement, by and between American Railcar Industries, Inc. and AEPC RemainCo LLC, dated June 1, 2017 (incorporated by reference to Exhibit 10.1 to ARI’s Current Report on Form 8-K, filed with the SEC on June 7, 2017)
10.2	Consulting Services Agreement, by and between American Railcar Industries, Inc. and AEP Rail RemainCo LLC, dated June 1, 2017 (incorporated by reference to Exhibit 10.1 to ARI’s Current Report on Form 8-K, filed with the SEC on June 7, 2017)
10.3	Subcontractor Agreement, by and among American Railcar Industries, Inc., American Railcar Leasing LLC and solely for the purposes of Section 5 thereof, American Entertainment Properties Corp., dated June 1, 2017 (incorporated by reference to Exhibit 10.1 to ARI’s Current Report on Form 8-K, filed with the SEC on June 7, 2017)
10.4	Amended and Restated Consulting Services Agreement, by and between American Railcar Industries, Inc. and AEPC RemainCo LLC, effective as of June 1, 2017*
10.5	Amended and Restated Consulting Services Agreement, by and between American Railcar Industries, Inc. and AEP Rail RemainCo LLC, effective as of June 1, 2017*
31.1	Rule 13a-14(a), 15d-14(a) Certification of the Chief Executive Officer*
31.2	Rule 13a-14(a), 15d-14(a) Certification of the Chief Financial Officer*
32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**
101.INS	XBRL Instance Document*
101.SCH	XBRL Taxonomy Extension Schema Document*
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document*
101.LAB	XBRL Taxonomy Extension Label Linkbase Document*
101.PRE	XBRL Taxonomy Presentation Linkbase Document*
101.DEF	XBRL Taxonomy Definition Linkbase Document*

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* Filed herewith
** Furnished herewith
\# Indicates management contract or compensatory plan or arrangement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMERICAN RAILCAR INDUSTRIES, INC.

Date:	August 1, 2017	By:	/s/ Jeffrey S. Hollister
			Jeffrey S. Hollister, President and Chief Executive Officer
		By:	/s/ Luke M. Williams
			Luke M. Williams, Senior Vice President, Chief Financial Officer and Treasurer

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