ICAHN ENTERPRISES L.P.
Form 10-Q
August 05, 2014

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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended June 30, 2014

(Commission File Number)	(Exact Name of Registrant as Specified in Its Charter) (Address of Principal Executive Offices) (Zip Code) (Telephone Number)	(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification No.)
1-9516	ICAHN ENTERPRISES L.P. 767 Fifth Avenue, Suite 4700 New York, NY 10153 (212) 702-4300	Delaware	13-3398766
333-118021-01	ICAHN ENTERPRISES HOLDINGS L.P. 767 Fifth Avenue, Suite 4700 New York, NY 10153 (212) 702-4300	Delaware	13-3398767

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.
Icahn Enterprises L.P. Yes x No o Icahn Enterprises Holdings L.P. Yes x No o

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).
Icahn Enterprises L.P. Yes x No o Icahn Enterprises Holdings L.P. Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check One):

Icahn Enterprises L.P.		Icahn Enterprises Holdings L.P.	
Large Accelerated Filer x	Accelerated Filer o	Large Accelerated Filer o	Accelerated Filer o
Non-accelerated Filer o	Smaller Reporting Company o	Non-accelerated Filer x	Smaller Reporting Company o

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

As of August 4, 2014, there were 120,031,377 of Icahn Enterprises' depositary units outstanding.

ICAHN ENTERPRISES L.P.
ICAHN ENTERPRISES HOLDINGS L.P.
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EXPLANATORY NOTE

This Quarterly Report on Form 10-Q (this "Report") is a joint report being filed by Icahn Enterprises L.P. and Icahn Enterprises Holdings L.P. Each registrant hereto is filing on its own behalf all of the information contained in this Report that relates to such registrant. Each registrant hereto is not filing any information that does not relate to such registrant, and therefore makes no representation as to any such information.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(In millions, except unit amounts)

	June 30, 2014 (Unaudited)	December 31, 2013
ASSETS		
Cash and cash equivalents	$3,333	$3,262
Cash held at consolidated affiliated partnerships and restricted cash	1,285	396
Investments	17,227	12,261
Accounts receivable, net	1,918	1,750
Inventories, net	1,998	1,902
Property, plant and equipment, net	8,535	8,077
Goodwill	2,109	2,074
Intangible assets, net	1,140	1,113
Other assets	1,014	910
Total Assets	$38,559	$31,745
LIABILITIES AND EQUITY		
Accounts payable	$1,431	$1,353
Accrued expenses and other liabilities	3,218	2,196
Deferred tax liability	1,531	1,394
Securities sold, not yet purchased, at fair value	929	884
Due to brokers	4,318	2,203
Post-employment benefit liability	1,062	1,111
Debt	11,343	9,295
Total liabilities	23,832	18,436
Commitments and contingencies (Note 17)		
Equity:		
Limited partners: Depositary units: 120,031,377 and 115,900,309 units issued and outstanding at June 30, 2014 and December 31, 2013, respectively	6,836	6,308
General partner	(205)	(216)
Equity attributable to Icahn Enterprises	6,631	6,092
Equity attributable to non-controlling interests	8,096	7,217
Total equity	14,727	13,309
Total Liabilities and Equity	$38,559	$31,745

See notes to consolidated financial statements.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except per unit amounts)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Revenues:	(Unaudited)			
Net sales	$4,867	$4,497	$9,533	$9,071
Other revenues from operations	323	251	584	487
Net gain (loss) from investment activities	1,132	(228)	1,101	350
Interest and dividend income	44	54	103	80
Other income, net	13	96	48	51
	6,379	4,670	11,369	10,039
Expenses:				
Cost of goods sold	4,327	3,887	8,469	7,780
Other expenses from operations	163	126	292	248
Selling, general and administrative	456	317	816	688
Restructuring	30	9	38	17
Impairment	1	5	2	5
Interest expense	197	136	367	281
	5,174	4,480	9,984	9,019
Income before income tax expense	1,205	190	1,385	1,020
Income tax expense	(82)	(97)	(185)	(217)
Net income	1,123	93	1,200	803
Less: net income attributable to non-controlling interests	(634)	(39)	(740)	(472)
Net income attributable to Icahn Enterprises	$489	$54	$460	$331
Net income attributable to Icahn Enterprises allocable to:				
Limited partners	$479	$53	$451	$324
General partner	10	1	9	7
	$489	$54	$460	$331
Basic income per LP unit	$4.06	$0.48	$3.85	$3.00
Basic weighted average LP units outstanding	118	110	117	108
Diluted income per LP unit	$4.06	$0.48	$3.85	$2.99
Diluted weighted average LP units outstanding	118	111	117	109
Cash distributions declared per LP unit	$1.50	$1.00	$3.00	$2.00

See notes to consolidated financial statements.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(Unaudited)			
Net income	$1,123	$93	$1,200	$803
Other comprehensive income (loss), net of tax:				
Post-employment benefits	3	(7)	5	6
Hedge instruments	2	(3)	2	3
Translation adjustments and other	3	(40)	(2)	(81)
Other comprehensive income (loss), net of tax	8	(50)	5	(72)
Comprehensive income	1,131	43	1,205	731
Less: Comprehensive income attributable to non-controlling interests	(635)	(27)	(740)	(454)
Comprehensive income attributable to Icahn Enterprises	$496	$16	$465	$277
Comprehensive income attributable to Icahn Enterprises allocable to:				
Limited partners	$486	$15	$456	$271
General partner	10	1	9	6
	$496	$16	$465	$277

Accumulated other comprehensive loss was $800 million and $805 million at June 30, 2014 and December 31, 2013, respectively.

See notes to consolidated financial statements.

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ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(In millions, Unaudited)

	Equity Attributable to Icahn Enterprises				
	General Partner's (Deficit) Equity	Limited Partners' Equity	Total Partners' Equity	Non-controlling Interests	Total Equity
Balance, December 31, 2013	$(216)	$6,308	$6,092	$7,217	$13,309
Net income	9	451	460	740	1,200
Other comprehensive income	—	5	5	—	5
Partnership distributions	(1)	(71)	(72)	—	(72)
Investment segment contributions	—	—	—	500	500
Distributions to non-controlling interests in subsidiaries	—	—	—	(493)	(493)
Subsidiary equity offering	—	9	9	131	140
Changes in subsidiary equity and other	3	134	137	1	138
Balance, June 30, 2014	$(205)	$6,836	$6,631	$8,096	$14,727

	Equity Attributable to Icahn Enterprises				
	General Partner's (Deficit) Equity	Limited Partners' Equity	Total Partners' Equity	Non-controlling Interests	Total Equity
Balance, December 31, 2012	$(244)	$4,913	$4,669	$5,147	$9,816
Net income	7	324	331	472	803
Other comprehensive loss	(1)	(53)	(54)	(18)	(72)
Partnership distributions	(2)	(121)	(123)	—	(123)
Proceeds from equity offerings	6	311	317	—	317
Distributions to non-controlling interests in subsidiaries	—	—	—	(214)	(214)
Subsidiary equity offerings	2	87	89	902	991
Changes in subsidiary equity and other	—	27	27	(25)	2
Balance, June 30, 2013	$(232)	$5,488	$5,256	$6,264	$11,520

See notes to consolidated financial statements.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

	Six Months Ended June 30, 2014	2013
	(Unaudited)	
Cash flows from operating activities:		
Net income	$1,200	$803
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Net gain from securities transactions	(1,849)	(1,141)
Purchases of securities	(4,005)	(3,625)
Proceeds from sales of securities	1,074	794
Purchases to cover securities sold, not yet purchased	(83)	(1)
Proceeds from securities sold, not yet purchased	54	79
Changes in receivables and payables relating to securities transactions	2,299	2,495
Loss (gain) on extinguishment of debt	162	(5)
(Gain) loss on disposal of assets	(8)	50
Depreciation and amortization	395	360
Deferred taxes	90	64
Other, net	11	(11)
Changes in cash held at consolidated affiliated partnerships and restricted cash	(898)	384
Changes in other operating assets and liabilities	720	251
Net cash (used in) provided by operating activities	(838)	497
Cash flows from investing activities:		
Capital expenditures	(587)	(512)
Acquisitions of business, net of cash acquired	(402)	—
Net payments associated with business dispositions	—	(25)
Proceeds from sale of investments	—	13
Purchases of investments	(78)	(46)
Other, net	19	10
Net cash used in investing activities	(1,048)	(560)
Cash flows from financing activities:		
Investment segment contributions	500	45
Proceeds from equity offerings	—	317
Partnership distributions	(72)	(13)
Proceeds from offering of subsidiary equity	164	1,242
Distributions to non-controlling interests in subsidiaries	(493)	(259)
Proceeds from issuance of senior unsecured notes	4,991	—
Proceeds from other borrowings	4,242	146
Repayment of senior unsecured notes	(3,625)	—
Repayments of other borrowings	(3,730)	(493)
Change in restricted cash relating to variable rate note discharge	—	(600)
Other, net	(24)	(8)
Net cash provided by financing activities	1,953	377
Effect of exchange rate changes on cash and cash equivalents	4	(19)
Net increase in cash and cash equivalents	71	295
Cash and cash equivalents, beginning of period	3,262	3,108
Cash and cash equivalents, end of period	$3,333	$3,403

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Supplemental information:		
Cash payments for interest, net of amounts capitalized	$300	$270
Net cash payments for income taxes	$57	$86
Distribution payable to Icahn Enterprises unitholders	$—	$110
Construction in progress additions included in accounts payable	$24	$38
Changes in accounts payable related to construction in progress additions	$(9)	$(18)

See notes to consolidated financial statements.

ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(In millions)

	June 30, 2014	December 31, 2013
ASSETS	(Unaudited)	
Cash and cash equivalents	$3,333	$3,262
Cash held at consolidated affiliated partnerships and restricted cash	1,285	396
Investments	17,227	12,261
Accounts receivable, net	1,918	1,750
Inventories, net	1,998	1,902
Property, plant and equipment, net	8,535	8,077
Goodwill	2,109	2,074
Intangible assets, net	1,140	1,113
Other assets	1,037	926
Total Assets	$38,582	$31,761
LIABILITIES AND EQUITY		
Accounts payable	$1,431	$1,353
Accrued expenses and other liabilities	3,218	2,196
Deferred tax liability	1,531	1,394
Securities sold, not yet purchased, at fair value	929	884
Due to brokers	4,318	2,203
Post-employment benefit liability	1,062	1,111
Debt	11,343	9,289
Total liabilities	23,832	18,430
Commitments and contingencies (Note 17)		
Equity:		
Limited partner	6,928	6,393
General partner	(274)	(279)
Equity attributable to Icahn Enterprises Holdings	6,654	6,114
Equity attributable to non-controlling interests	8,096	7,217
Total equity	14,750	13,331
Total Liabilities and Equity	$38,582	$31,761

See notes to consolidated financial statements.

ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
Revenues:	(Unaudited)			
Net sales	$4,867	$4,497	$9,533	$9,071
Other revenues from operations	323	251	584	487
Net gain (loss) from investment activities	1,132	(228)	1,101	350
Interest and dividend income	44	54	103	80
Other income, net	13	96	48	51
	6,379	4,670	11,369	10,039
Expenses:				
Cost of goods sold	4,327	3,887	8,469	7,780
Other expenses from operations	163	126	292	248
Selling, general and administrative	456	317	816	688
Restructuring	30	9	38	17
Impairment	1	5	2	5
Interest expense	196	136	366	281
	5,173	4,480	9,983	9,019
Income before income tax expense	1,206	190	1,386	1,020
Income tax expense	(82)	(97)	(185)	(217)
Net income	1,124	93	1,201	803
Less: net income attributable to non-controlling interests	(634)	(39)	(740)	(472)
Net income attributable to Icahn Enterprises Holdings	$490	$54	$461	$331
Net income attributable to Icahn Enterprises Holdings allocable to:				
Limited partner	$485	$54	$456	$328
General partner	5	—	5	3
	$490	$54	$461	$331

See notes to consolidated financial statements.

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ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In millions)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(Unaudited)			
Net income	$1,124	$93	$1,201	$803
Other comprehensive income (loss), net of tax:				
Post-employment benefits	3	(7)	5	6
Hedge instruments	2	(3)	2	3
Translation adjustments and other	3	(40)	(2)	(81)
Other comprehensive income (loss), net of tax	8	(50)	5	(72)
Comprehensive income	1,132	43	1,206	731
Less: Comprehensive income attributable to non-controlling interests	(635)	(27)	(740)	(454)
Comprehensive income attributable to Icahn Enterprises Holdings	$497	$16	$466	$277
Comprehensive income attributable to Icahn Enterprises Holdings allocable to:				
Limited partner	$492	$17	$461	$275
General partner	5	(1)	5	2
	$497	$16	$466	$277

Accumulated other comprehensive loss was $800 million and $805 million at June 30, 2014 and December 31, 2013, respectively.

See notes to consolidated financial statements.

ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
(In millions, Unaudited)

	Equity Attributable to Icahn Enterprises Holdings				
	General Partner's Equity (Deficit)	Limited Partner's Equity	Total Partners' Equity	Non-controlling Interests	Total Equity
Balance, December 31, 2013	$(279)	$6,393	$6,114	$7,217	$13,331
Net income	5	456	461	740	1,201
Other comprehensive income	—	5	5	—	5
Partnership distributions	(1)	(71)	(72)	—	(72)
Investment segment contributions	—	—	—	500	500
Distributions to non-controlling interests in subsidiaries	—	—	—	(493)	(493)
Subsidiary equity offering	—	9	9	131	140
Changes in subsidiary equity and other	1	136	137	1	138
Balance, June 30, 2014	$(274)	$6,928	$6,654	$8,096	$14,750

	Equity Attributable to Icahn Enterprises Holdings				
	General Partner's Equity (Deficit)	Limited Partner's Equity	Total Partners' Equity	Non-controlling Interests	Total Equity
Balance, December 31, 2012	$(293)	$4,984	$4,691	$5,147	$9,838
Net income	3	328	331	472	803
Other comprehensive loss	(1)	(53)	(54)	(18)	(72)
Partnership distributions	(1)	(122)	(123)	—	(123)
Proceeds from equity offerings	6	311	317	—	317
Distributions to non-controlling interests in subsidiaries	—	—	—	(214)	(214)
Subsidiary equity offerings	1	88	89	902	991
Changes in subsidiary equity and other	—	27	27	(25)	2
Balance, June 30, 2013	$(285)	$5,563	$5,278	$6,264	$11,542

See notes to consolidated financial statements.

ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(In millions)

	Six Months Ended June 30,	
	2014	2013
	(Unaudited)	
Cash flows from operating activities:		
Net income	$1,201	$803
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Net gain from securities transactions	(1,849)	(1,141)
Purchases of securities	(4,005)	(3,625)
Proceeds from sales of securities	1,074	794
Purchases to cover securities sold, not yet purchased	(83)	(1)
Proceeds from securities sold, not yet purchased	54	79
Changes in receivables and payables relating to securities transactions	2,299	2,495
Loss (gain) on extinguishment of debt	162	(5)
Loss on disposal of assets	(8)	50
Depreciation and amortization	394	360
Deferred taxes	90	64
Other, net	11	(11)
Changes in cash held at consolidated affiliated partnerships and restricted cash	(898)	384
Changes in other operating assets and liabilities	720	251
Net cash (used in) provided by operating activities	(838)	497
Cash flows from investing activities:		
Capital expenditures	(587)	(512)
Acquisitions of business, net of cash acquired	(402)	—
Net payments associated with business dispositions	—	(25)
Proceeds from sale of investments	—	13
Purchases of investments	(78)	(46)
Other, net	19	10
Net cash used in investing activities	(1,048)	(560)
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Proceeds from issuance of senior unsecured notes	4,991	—
Proceeds from other borrowings	4,242	146
Repayment of senior unsecured notes	(3,625)	—
Repayments of other borrowings	(3,730)	(493)
Change in restricted cash relating to variable rate note discharge	—	(600)
Other, net	(24)	(8)
Net cash provided by financing activities	1,953	377
Effect of exchange rate changes on cash and cash equivalents	4	(19)
Net increase in cash and cash equivalents	71	295
Cash and cash equivalents, beginning of period	3,262	3,108
Cash and cash equivalents, end of period	$3,333	$3,403

Supplemental information:		
Cash payments for interest, net of amounts capitalized	$300	$270
Net cash payments for income taxes	$57	$86
Distribution payable to Icahn Enterprises unitholders	$—	$110
Construction in progress additions included in accounts payable	$24	$38
Changes in accounts payable related to construction in progress additions	$(9)	$(18)

See notes to consolidated financial statements.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
June 30, 2014 (Unaudited)

1. Description of Business and Basis of Presentation.

General

Icahn Enterprises L.P. ("Icahn Enterprises") is a master limited partnership formed in Delaware on February 17, 1987. Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings") is a limited partnership formed in Delaware on February 17, 1987. References to "we," "our" or "us" herein include both Icahn Enterprises and Icahn Enterprises Holdings and their subsidiaries, unless the context otherwise requires.

Icahn Enterprises owns a 99% limited partner interest in Icahn Enterprises Holdings. Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is owned and controlled by Mr. Carl C. Icahn, owns a 1% general partner interest in each of Icahn Enterprises and Icahn Enterprises Holdings as of June 30, 2014. Icahn Enterprises Holdings and its subsidiaries own substantially all of our assets and liabilities and conduct substantially all of our operations. Therefore, the financial results of Icahn Enterprises and Icahn Enterprises Holdings are substantially the same, with differences relating primarily to debt, as discussed further in Note 10, "Debt," and to the allocation of the general partner interest, which is reflected as an aggregate 1.99% general partner interest in the financial statements of Icahn Enterprises. In addition to the above, Mr. Icahn and his affiliates owned 105,842,441, or approximately 88.2%, of Icahn Enterprises' outstanding depositary units as of June 30, 2014.

We are a diversified holding company owning subsidiaries currently engaged in the following continuing operating businesses: Investment, Automotive, Energy, Metals, Railcar, Gaming, Food Packaging, Real Estate and Home Fashion. We also report the results of our Holding Company, which includes the results of certain subsidiaries of Icahn Enterprises and Icahn Enterprises Holdings (unless otherwise noted), and investment activity and expenses associated with the Holding Company. Further information regarding our continuing reportable segments is contained in Note 2, "Operating Units," and Note 13, "Segment Reporting."

We conduct and plan to continue to conduct our activities in such a manner as not to be deemed an investment company under the Investment Company Act of 1940, as amended (the "'40 Act"). Therefore, no more than 40% of our total assets can be invested in investment securities, as such term is defined in the '40 Act. In addition, we do not invest or intend to invest in securities as our primary business. We intend to structure our investments to continue to be taxed as a partnership rather than as a corporation under the applicable publicly traded partnership rules of the Internal Revenue Code, as amended (the "Code").

The accompanying consolidated financial statements and related notes should be read in conjunction with our consolidated financial statements and related notes contained in our Annual Report on Form 10-K for the year ended December 31, 2013. The consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC") related to interim financial statements. Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") have been condensed or omitted pursuant to such rules and regulations. The financial information contained herein is unaudited; however, management believes all adjustments have been made that are necessary to present fairly the results for the interim periods. All such adjustments are of a normal and recurring nature.

Reclassifications

Certain reclassifications from the prior year presentation have been made to conform to the current year presentation.

Principles of Consolidation

Our consolidated financial statements include the accounts of (i) Icahn Enterprises and Icahn Enterprises Holdings and (ii) the wholly and majority owned subsidiaries of Icahn Enterprises and Icahn Enterprises Holdings, in addition to those entities in which we have a controlling interest as a general partner interest. In evaluating whether we have a controlling financial interest in entities that we consolidate, we consider the following: (1) for voting interest entities, we consolidate these entities in which we own a majority of the voting interests; and (2) for limited partnership entities, we consolidate these entities if we are the general partner of such entities and for which no substantive kick-out rights (the rights underlying the limited partners' ability to dissolve the limited partnership or otherwise remove the general partners are collectively referred to as “kick-out” rights) or participating rights exist. All material intercompany accounts and transactions have been eliminated in consolidation.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES
Notes to Consolidated Financial Statements
June 30, 2014 (Unaudited)

Fair Value of Financial Instruments

The carrying values of cash and cash equivalents, cash held at consolidated affiliated partnerships and restricted cash, accounts receivable, due to/from brokers, accounts payable, accrued expenses and other liabilities are deemed to be reasonable estimates of their fair values because of their short-term nature. See Note 4, “Investments and Related Matters,” and Note 5, “Fair Value Measurements,” for a detailed discussion of our investments.

The fair value of our long-term debt is based on the quoted market prices for the same or similar issues or on the current rates offered to us for debt of the same remaining maturities. The carrying value and estimated fair value of our long-term debt as of June 30, 2014 was approximately $11.3 billion and $11.6 billion, respectively. The carrying value and estimated fair value of our long-term debt as of December 31, 2013 was approximately $9.3 billion and $9.4 billion, respectively.

Restricted Cash

Our restricted cash balance was $1,250 million and $330 million as of June 30, 2014 and December 31, 2013, respectively.

Adoption of New Accounting Standards

In February 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2013-04, which amends FASB ASC Topic 405, Liabilities. This ASU requires the measurement of obligations resulting from joint and several liability arrangements for which the total amount of the obligation is fixed at the reporting date as the sum of (1) the amount the reporting entity agreed to pay on the basis of its arrangement among its co-obligors and (2) any additional amount the reporting entity expects to pay on behalf of its co-obligors. This guidance also requires the disclosure of the nature and amount of the obligation as well as other information about those obligations. The guidance is effective for interim and annual periods beginning after December 15, 2013. The adoption of this guidance during the first quarter of 2014 did not have a material impact on our consolidated financial position, results of operations or cash flows.

In March 2013, the FASB issued ASU No. 2013-05, which amends FASB ASC Topic 830, Foreign Currency Matters. This ASU resolves the accounting for certain foreign currency matters with respect to the release of cumulative translation adjustment into net income within a foreign entity under certain circumstances. This ASU is effective prospectively for fiscal years (and interim reporting periods within those years) beginning after December 15, 2013. This ASU should be applied prospectively to derecognition events occurring after the effective date. The adoption of this guidance during the first quarter of 2014 did not have a material impact on our consolidated financial position, results of operations or cash flows.

In July 2013, the FASB issued ASU No. 2013-11, which amends FASB ASC Topic 740, Income Taxes. This ASU requires that unrecognized tax benefit, or a portion of an unrecognized tax benefit, should be presented in the financial statements as a reduction to a deferred tax asset for a net operation loss carryforward, a similar tax loss, or a tax credit carryforward, except in certain cases. This ASU is effective for fiscal years (and interim reporting periods within those years) beginning after December 15, 2013. The adoption of this guidance during the first quarter of 2014 did not have a material impact on our consolidated financial position, results of operations or cash flows.

Recently Issued Accounting Standards

In April 2014, the FASB issued ASU No. 2014-08, which amends FASB ASC Topic 205, Presentation of Financial Statements and FASB ASC Topic 360, Property, Plant, and Equipment. This ASU is effective on a prospective basis applicable to activities that occur within annual periods beginning on or after December 15, 2014, and interim periods within those years, and changes the requirements for reporting discontinued operations. Early adoption is permitted, but only for disposals that have not been reported in financial statements previously issued or available for issuance. We believe that ASU No. 2014-08 will reduce the number of dispositions that would qualify for discontinued operations at our parent company level, thereby reducing the complexity associated with the reporting and disclosure requirements of discontinued operations that would have been otherwise required previously.

In May 2014, the FASB issued ASU No. 2014-09, creating a new topic, FASB ASC Topic, 606, Revenue from Contracts with Customers, superseding revenue recognition requirements in FASB ASC Topic 605, Revenue Recognition. This ASU requires that an entity recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. In addition, an entity is required to disclose sufficient information to enable users of financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. This ASU is effective for fiscal years,

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and interim reporting periods within those years, beginning after December 15, 2016, using one of two retrospective application methods. We are currently evaluating the impact that the adoption of this guidance will have on our consolidated financial position, results of operations, cash flows and disclosures.

Filing Status of Subsidiaries

Federal-Mogul Holdings Corporation ("Federal-Mogul"), CVR Energy, Inc. ("CVR"), American Railcar Industries, Inc. ("ARI") and Tropicana Entertainment Inc. ("Tropicana") are each a public reporting entity under the Securities Exchange Act of 1934, as amended, and file annual, quarterly and current reports and proxy and information statements with the SEC. Each of these reports is publicly available at www.sec.gov.

2. Operating Units.

Investment

Our Investment segment is comprised of various private investment funds, including Icahn Partners L.P. ("Icahn Partners"), Icahn Partners Master Fund LP, Icahn Partners Master Fund II LP and Icahn Partners Master Fund III LP (collectively, the "Master Funds," and together with Icahn Partners, the "Investment Funds"), through which we invest our proprietary capital. We and certain of Mr. Icahn's wholly owned affiliates are the sole investors in the Investment Funds. Icahn Onshore LP and Icahn Offshore LP (together, the "General Partners") act as the general partner of Icahn Partners and the Master Funds, respectively. The General Partners provide investment advisory and certain administrative and back office services to the Investment Funds but do not provide such services to any other entities, individuals or accounts. Interests in the Investment Funds are not offered to outside investors.

Effective January 1, 2014, Icahn Partners Master Fund II LP and Icahn Partners Master Fund III LP were merged with and into Icahn Partners. As a result, the Investment Funds now consist solely of Icahn Partners and Icahn Partners Master Fund LP. Other than this merger, no other organizational or policy changes were made within our Investment segment.

We had interests in the Investment Funds with a fair value of approximately $5.1 billion and $3.7 billion as of June 30, 2014 and December 31, 2013, respectively. Mr. Icahn and his affiliates (excluding Icahn Enterprises and Icahn Enterprises Holdings) had direct investments in the Investment Funds of approximately $5.7 billion and $4.7 billion as of June 30, 2014 and December 31, 2013, respectively.

Automotive

We conduct our Automotive segment through our majority ownership in Federal-Mogul. Federal-Mogul is a leading global supplier of a broad range of components, accessories and systems to the automotive, small engine, heavy-duty, marine, railroad, agricultural, off-road, aerospace and energy, industrial and transport markets, including customers in both the original equipment manufacturers and servicers ("OE") market and the replacement market ("aftermarket"). Federal-Mogul's customers include the world's largest automotive OEs and major distributors and retailers in the independent aftermarket.

Federal-Mogul operates with two end-customer focused business segments. The Powertrain business unit focuses on original equipment products for automotive, heavy duty and industrial applications. The Motorparts business unit sells and distributes a broad portfolio of products in the global aftermarket, while also serving original equipment manufacturers with products including braking, chassis, wipers and other vehicle components. This dual organizational model allows for a strong product line focus benefitting both original equipment and aftermarket customers and enables the global Federal-Mogul teams to be responsive to customers' needs for superior products and to promote greater identification with Federal-Mogul premium brands. Additionally, this organizational model enhances management's focus to capitalize on opportunities for organic or acquisition growth, profit improvement, resource utilization and business model optimization in line with the unique requirements of the two different customer bases.

As of June 30, 2014, we owned approximately 80.7% of the total outstanding common stock of Federal-Mogul.

Reorganization

On April 15, 2014, Federal-Mogul Corporation completed a holding company reorganization (the “Federal-Mogul Reorganization”). As a result of the Federal-Mogul Reorganization, the outstanding shares of Federal-Mogul Corporation common stock were automatically converted on a one-for-one basis into shares of Federal-Mogul Holdings Corporation common stock, and all of the stockholders of Federal-Mogul Corporation immediately prior to the Federal-Mogul

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Reorganization automatically became stockholders of Federal-Mogul Holdings Corporation. The rights of stockholders of Federal-Mogul Holdings Corporation are generally governed by Delaware law and Federal-Mogul Holdings Corporation’s certificate of incorporation and bylaws, which are the same in all material respects as those of Federal-Mogul Corporation immediately prior to the Federal-Mogul Reorganization. References herein to Federal-Mogul refer to Federal-Mogul Corporation for the period prior to the effective time of the Federal-Mogul Reorganization on April 15, 2014 and to Federal-Mogul Holdings Corporation for the period after the effective time of the Federal-Mogul Reorganization.

Acquisitions

On May 1, 2014, Federal-Mogul completed the Affinia Group Inc. ("Affinia") chassis business acquisition (the "Affinia Acquisition"). The acquisition of this business, which serves leading U.S. aftermarket customers with private label chassis product lines allows Federal-Mogul to broaden its product offering, provide operational synergies and better service customers globally. The purchase price was $150 million, subject to certain customary post-closing adjustments, net of acquired cash. Federal-Mogul paid $140 million of the purchase price in the second quarter of 2014 with the remaining balance of $10 million recorded as a contingent consideration and is expected to be paid in the third quarter of 2014.

With respect to the Affinia Acquisition, in accordance with FASB ASC Topic 805, Business Combinations, Federal-Mogul allocated $70 million to tangible net assets, $27 million to goodwill and $53 million to other intangible assets based on the fair values of the net assets acquired as of the acquisition date with the assistance of third-party valuation specialists. The preliminary allocation of the fair value of the net assets acquired is subject to additional adjustment to provide Federal-Mogul with adequate time to complete the valuation of its Affinia Acquisition.

On July 11, 2014, Federal-Mogul completed the purchase of certain business assets of Honeywell International Inc.'s ("Honeywell") automotive and industrial brake friction business, including two recently established manufacturing facilities in China and Romania. The business was acquired through a combination of asset and stock purchases for a base purchase price of $169 million, subject to certain customary closing and post-closing adjustments. The assets acquired and liabilities assumed will be recorded at fair value as of the acquisition date in accordance with FASB ASC Topic 805. The preliminary purchase price allocation will be made in the third quarter of 2014. The purchase of Honeywell's friction business substantially strengthens the manufacturing and engineering component of Federal-Mogul's current global braking portfolio.

Accounts Receivable, net

Federal-Mogul's subsidiaries in Brazil, France, Germany, Italy and the United States are party to accounts receivable factoring and securitization facilities. Gross accounts receivable transferred under these facilities were $336 million and $271 million as of June 30, 2014 and December 31, 2013, respectively. Of those gross amounts, $318 million and $258 million, respectively, qualify as sales as defined in FASB ASC Topic 860, Transfers and Servicing. The remaining transferred receivables were pledged as collateral and accounted for as secured borrowings and recorded in the consolidated balance sheets within accounts receivable, net and debt. Under the terms of these facilities, Federal-Mogul is not obligated to draw cash immediately upon the transfer of accounts receivable. As of June 30, 2014, Federal-Mogul had $1 million of undrawn cash related to such transferred receivables. As of December 31, 2013, Federal-Mogul had withdrawn all cash related to such transferred receivables. Proceeds from the transfers of accounts receivable qualifying as sales were $445 million and $364 million for the three months ended June 30, 2014 and 2013, respectively, and $855 million and $697 million for the six months ended June 30, 2014 and 2013, respectively.

For each of three months ended June 30, 2014 and 2013, expenses associated with transfers of receivables were $2 million, and $3 million for each of the six months ended June 30, 2014 and 2013. Such expenses were recorded in the consolidated statements of operations within other income, net. Where Federal-Mogul receives a fee to service and monitor these transferred receivables, such fees are sufficient to offset the costs and as such, a servicing asset or liability is not incurred as a result of such activities.

Certain of the facilities contain terms that require Federal-Mogul to share in the credit risk of the sold receivables. The maximum exposure to Federal-Mogul associated with certain of these facilities' terms was $26 million and $21 million as June 30, 2014 and December 31, 2013, respectively. Based on Federal-Mogul's analysis of the creditworthiness of its customers to whom such receivables were sold and outstanding as of both June 30, 2014 and December 31, 2013, Federal-Mogul estimated the loss to be immaterial.

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Restructuring

In February 2013, Federal-Mogul's Board of Directors approved the evaluation of restructuring opportunities in order to improve operating performance. As such, Federal-Mogul has initiated several programs (collectively, the "Restructuring Programs") and will continue to evaluate alternatives to align its business with executive management's strategy. The Restructuring Programs are intended to take place between 2013 and 2015 with an expected total cost of $126 million, of which $121 million and $5 million pertains to employee costs and facility costs, respectively. Federal-Mogul expects to incur an additional $49 million with respect to the Restructuring Programs. In connection with the Restructuring Programs, Federal-Mogul recorded $30 million and $8 million in restructuring charges for the three months ended June 30, 2014 and 2013, respectively, and $38 million and $16 million for the six months ended June 30, 2014 and 2013, respectively, substantially all of which pertain to employee costs.

During the second quarter of 2014, Federal-Mogul continued consultation with works council for one of its French facilities to potentially cease operations and has recorded a restructuring charge in connection with this matter. Federal-Mogul continues to evaluate restructuring opportunities throughout its operations and will continue to record restructuring charges based on information available at the time such charges are recorded pursuant to FASB ASC Topics 712 and 420.

Energy

We conduct our Energy segment through our majority ownership in CVR. CVR is a diversified holding company primarily engaged in the petroleum refining and nitrogen fertilizer manufacturing industries through its holdings in CVR Refining, LP (“CVR Refining”) and CVR Partners, LP (“CVR Partners”), respectively. CVR Refining is an independent petroleum refiner and marketer of high value transportation fuels. CVR Partners produces nitrogen fertilizers in the form of urea ammonium nitrate ("UAN") and ammonia. As of June 30, 2014, CVR owned 100% of the general partners of CVR Refining and CVR Partners and approximately 67% of the common units of CVR Refining and approximately 53% of the common units of CVR Partners.

As of June 30, 2014, we owned approximately 82.0% of the total outstanding common stock of CVR. In addition, as of June 30, 2014, we owned approximately 4.0% of the total outstanding common units of CVR Refining directly.

Equity Offerings

On January 23, 2013, CVR Refining completed its initial public offering (the "CVR Refining IPO") of its common units representing limited partner interests, resulting in gross proceeds of $600 million, before giving effect to underwriting discounts and other offering expenses. Included in these proceeds is $100 million paid by Icahn Enterprises and Icahn Enterprises Holdings for the purchase of common units of CVR Refining in connection with the CVR Refining IPO. On January 30, 2013, additional common units of CVR Refining were issued pursuant to the underwriters' exercise of their overallotment option, resulting in gross proceeds of $90 million, before giving effect to underwriting discounts and other offering costs.

On May 20, 2013, CVR Refining completed an underwritten offering of its common units representing limited partner interests, and on June 10, 2013 issued additional common units pursuant to the underwriters' exercise of their overallotment option, resulting in gross proceeds of $406 million before giving effect to underwriting discounts and offering expenses. In addition, Icahn Enterprises and Icahn Enterprises Holdings purchased approximately $62 million of common units of CVR Refining in a privately negotiated transaction with CVR. CVR Refining did not receive any of the proceeds from the sale of common units of CVR Refining to us.

On May 28, 2013, Coffeyville Resources, LLC (“CRLLC”), a wholly owned subsidiary of CVR, completed a secondary offering of common units of CVR Partners. The underwriters were granted an option to purchase additional units at the public offering price, which expired unexercised at the end of the option period. The gross proceeds to CRLLC from this secondary offering were $302 million before giving effect to underwriting discounts and offering expenses. CVR Partners did not receive any of the proceeds from the sale of common units by CRLLC.

As a result of various equity offerings during the six months ended June 30, 2013, our consolidated equity increased by an aggregate of $990 million, of which $902 million was attributable to non-affiliated non-controlling interests and $88 million was attributable to both Icahn Enterprises and Icahn Enterprises Holdings. These offerings are reflected in the caption entitled "Subsidiary equity offerings," within the consolidated statement of equity changes.

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On June 30, 2014, CVR Refining completed an underwritten offering (the “Follow-on Offering”), resulting in gross proceeds of $170 million before giving effect to underwriting discounts and other offering expenses. On July 24, 2014, the underwriters exercised their option to purchase additional common units of CVR Refining, resulting in gross proceeds of $15 million. CVR Refining used this $15 million in gross proceeds to redeem an equal amount of common units from CVR Refining Holdings. Additionally, on July 24, 2014, CVR Refining Holdings sold common units to the public in connection with the underwriters' exercise of their remaining option to purchase additional common units, resulting in net proceeds of $10 million. As of July 24, 2014, public security holders held approximately 34% of CVR Refining's common units (including units owned by Icahn Enterprises and Icahn Enterprises Holdings, which represents 4% of CVR Refining's common units), and CVR Refining Holdings held approximately 66% of CVR Refining common units.

As a result of the Follow-on Offering during the six months ended June 30, 2014, our consolidated equity increased by an aggregate of $140 million, of which $131 million was attributable to non-affiliated non-controlling interests and $9 million was attributable to both Icahn Enterprises and Icahn Enterprises Holdings. These offerings are reflected in the caption entitled "Subsidiary equity offering," within the consolidated statement of equity changes.

Petroleum Business

CVR Refining's petroleum business includes a 115,000 barrels per calendar day ("bpcd") rated capacity complex full coking medium-sour crude oil refinery in Coffeyville, Kansas and a 70,000 bpcd rated capacity medium complexity crude oil unit refinery in Wynnewood, Oklahoma. The combined production capacity of these refineries represents approximately 22% of the region's refining capacity. The Coffeyville refinery is situated on approximately 440 acres in southeast Kansas, approximately 100 miles from Cushing, Oklahoma, a major crude oil trading and storage hub. The Wynnewood refinery is situated on approximately 400 acres located approximately 65 miles south of Oklahoma City, Oklahoma and approximately 130 miles from Cushing, Oklahoma.

In addition to the refineries, CVR's petroleum business owns and operates the following: (1) a crude oil gathering system with a gathering capacity of approximately 55,000 bpd serving Kansas, Oklahoma, Missouri, Nebraska and Texas, (2) a rack marketing division supplying product through tanker trucks directly to customers located in close geographic proximity to Coffeyville, Kansas and Wynnewood, Oklahoma and at throughput terminals on Magellan and NuStar Energy, LP's ("NuStar") refined products distribution systems, (3) a 145,000 bpd pipeline system (supported by approximately 336 miles of CVR's owned and leased pipeline) that transports crude oil to its Coffeyville refinery from its Broome Station tank farm and associated crude oil storage tanks with a capacity of 1.2 million barrels, (4) crude oil storage tanks with a capacity of 0.5 million barrels in Wynnewood, Oklahoma, (5) an additional 3.3 million barrels of leased storage capacity located in Cushing, Oklahoma and other locations, (6) 1.0 million barrels of company owned crude oil storage in Cushing, Oklahoma and (7) approximately 4.5 million barrels of combined refinery related storage capacity.

Nitrogen Fertilizer Business

CVR Partners' nitrogen fertilizer business consists of a nitrogen fertilizer manufacturing facility that utilizes a petroleum coke, or pet coke, gasification process to produce nitrogen fertilizer. The facility includes a 1,225 ton-per-day ammonia unit, a 3,000 ton-per-day UAN unit and a gasifier complex having a capacity of 84 million standard cubic feet per day of hydrogen. The gasifier is a dual-train facility, with each gasifier able to function independently of the other, thereby providing redundancy and improving reliability.

Metals

We conduct our Metals segment through our indirect wholly owned subsidiary, PSC Metals, Inc. (“PSC Metals”). PSC Metals collects industrial and obsolete scrap metal, processes it into reusable forms and supplies the recycled metals to its customers, including electric-arc furnace mills, integrated steel mills, foundries, secondary smelters and metals brokers. PSC Metals' ferrous products include busheling, plate and structural, shredded, sheared and bundled scrap metal and other purchased scrap metal such as turnings (steel machining fragments), cast furnace iron and broken furnace iron. PSC Metals processes the scrap into a size, density and purity required by customers to meet their production needs. PSC Metals also processes non-ferrous metals, including aluminum, copper, brass, stainless steel and nickel-bearing metals. Non-ferrous products are a significant raw material in the production of aluminum and copper alloys used in manufacturing. PSC Metals also operates a steel products business that includes the supply of secondary plate and structural grade pipe that is sold into niche markets for counterweights, piling and foundations, construction materials and infrastructure end-markets.

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Railcar
We conduct our Railcar segment through our majority ownership interests in ARI and American Railcar Leasing, LLC ("ARL"). Pursuant to a contribution agreement dated September 20, 2013 (the "ARL Contribution Agreement"), we acquired a 75% economic interest in ARL in October 2013. Pursuant to the ARL Contribution Agreement, on January 1, 2014, we contributed AEP Leasing, LLC, a wholly owned indirect subsidiary of ours, to ARL.
ARI manufactures railcars that are offered for sale or lease, custom designed railcar parts and other industrial products, primarily aluminum and special alloy steel castings. These products are sold to various types of companies including leasing companies, industrial companies, shippers and Class I railroads. ARI leases railcars that it manufactures to certain markets. ARI provides railcar repair services provided through its various repair facilities, including mini-shops and mobile units, offering a range of services from full to light repair.
ARL is engaged in the business of leasing railcars to customers with specific requirements whose products require specialized railcars dedicated to transporting, storing, and preserving the integrity of their products. These products are primarily in the energy, food and agriculture, chemical, minerals and petrochemical industries.
Transactions between ARI and ARL have been eliminated in consolidation.
As of June 30, 2014, we owned approximately 55.6% of the total outstanding common stock of ARI.
Gaming
We conduct our Gaming segment through our majority ownership in Tropicana. Tropicana currently owns and operates a diversified, multi-jurisdictional collection of casino gaming properties. The nine casino facilities it operates feature approximately 447,000 square feet of gaming space with 8,500 slot machines, 275 table games and 6,500 hotel rooms with three casino facilities located in Nevada and one in each of Missouri, Mississippi, Indiana, Louisiana, New Jersey and Aruba.
On July 1, 2014, Tropicana sold its River Palms Hotel and Casino ("River Palms") to Nevada Restaurant Services, Inc. and its affiliate, Laughlin Hotel, LLC. Pursuant to the terms of the asset purchase agreement, substantially all of the assets associated with the operation of River Palms were sold for $7 million in cash. Concurrently with the sale, Tropicana leased back River Palms for a period of up to 90 days, subject to an additional 30-day extension, and further subject to earlier termination rights. Tropicana intends to terminate the lease and discontinue its operation of River Palms in September 2014.
As of June 30, 2014, we owned approximately 67.9% of the total outstanding common stock of Tropicana.
Acquisition
On April 1, 2014, a wholly owned subsidiary of Tropicana acquired the Lumière Place Casino, HoteLumière, the Four Seasons Hotel St. Louis and related excess land parcels in St. Louis, Missouri (collectively, "Lumière") for a preliminary cash purchase price of $263 million, which is subject to change for the finalization of certain net working capital adjustments as of the acquisition date.
A preliminary valuation of the assets of Lumière resulted in $252 million allocated to tangible net assets and $11 million allocated to other intangible assets based on estimated fair values as of the acquisition date with the assistance of a third-party valuation specialist. The preliminary allocation of the fair value of the assets acquired is subject to additional adjustment to provide Tropicana with adequate time to complete the valuation of its Lumière acquisition.
Food Packaging
We conduct our Food Packaging segment through our majority ownership in Viskase Companies, Inc. ("Viskase"). Viskase is a worldwide leader in the production and sale of cellulosic, fibrous and plastic casings for the processed meat and poultry industry. Viskase currently operates nine manufacturing facilities and nine distribution and service centers throughout North America, Europe, South America and Asia and derives approximately 72% of its total net sales from customers located outside the United States.
As of June 30, 2014, we owned approximately 73.5% of the total outstanding common stock of Viskase.
Real Estate

Our Real Estate segment consists of rental real estate, property development and resort activities.

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As of June 30, 2014, we owned 29 commercial rental real estate properties. Our property development operations are run primarily through Bayswater Development LLC, a real estate investment, management and development subsidiary that focuses primarily on the construction and sale of single-family and multi-family homes, lots in subdivisions and planned communities and raw land for residential development. Our New Seabury development property in Cape Cod, Massachusetts and our Grand Harbor and Oak Harbor development property in Vero Beach, Florida include land for future residential development of approximately 271 and 1,325 units of residential housing, respectively. Both developments include golf and resort operations in addition to residences. In addition, our Real Estate segment owns an unfinished development property which is located on approximately 23 acres in Las Vegas, Nevada.

As of June 30, 2014 and December 31, 2013, $55 million and $56 million, respectively, of the net investment in financing leases and net real estate leased to others which is included in property, plant and equipment, net, were pledged to collateralize the payment of nonrecourse mortgages payable.

Home Fashion

We conduct our Home Fashion segment through our indirect wholly owned subsidiary, WestPoint Home LLC (“WPH”), a manufacturer and distributor of home fashion consumer products. WPH is engaged in the business of designing, marketing, manufacturing, sourcing, distributing and selling home fashion consumer products. WPH markets a broad range of manufactured and sourced bed, bath, basic bedding, and other textile products, including sheets, pillowcases, bedspreads, quilts, comforters and duvet covers, bath and beach towels, bath accessories, bed skirts, bed pillows, flocked blankets, woven blankets, throws and mattress pads. WPH recognizes revenue primarily through the sale of home fashion products to a variety of retail and institutional customers. In addition, WPH receives a small portion of its revenues through the licensing of its trademarks.

3. Related Party Transactions.

Our amended and restated agreement of limited partnership expressly permits us to enter into transactions with our general partner or any of its affiliates, including, without limitation, buying or selling properties from or to our general partner and any of its affiliates and borrowing and lending money from or to our general partner and any of its affiliates, subject to limitations contained in our partnership agreement and the Delaware Revised Uniform Limited Partnership Act. The indentures governing our indebtedness contain certain covenants applicable to transactions with affiliates.

Investment

Mr. Icahn, along with his affiliates (excluding Icahn Enterprises and Icahn Enterprises Holdings), makes investments in the Investment Funds. During the second quarter of 2014, an affiliate of Mr. Icahn invested $500 million in the Investment Funds. As of June 30, 2014 and December 31, 2013, the total fair market value of investments in the Investment Funds made by Mr. Icahn and his affiliates (excluding Icahn Enterprises and Icahn Enterprises Holdings) was approximately $5.7 billion and $4.7 billion, respectively, representing approximately 53% and 56%, respectively, of the Investment Funds' asset under management.

Icahn Capital LP ("Icahn Capital") is a wholly owned indirect subsidiary of ours that owns the general partners of the Investment Funds. Effective April 1, 2011, based on an expense-sharing arrangement, certain expenses borne by Icahn Capital are reimbursed by the Investment Funds, generally at the time such expenses are paid. Such expenses relate to the operation, administration and investment activities of Icahn Capital for the benefit of the Investment Funds (including salaries, benefits and rent) and are allocated pro rata in accordance with each investor's capital accounts in the Investment Funds. For the three months ended June 30, 2014 and 2013, $86 million and $13 million, respectively, and $102 million and $40 million, for the six months ended June 30, 2014 and 2013, respectively, was allocated to the Investment Funds based on this expense-sharing arrangement.

Automotive

On December 6, 2013, Federal-Mogul entered into a backstop commitment letter ("Backstop Commitment") with High River Limited Partnership ("High River"), an affiliate of Mr. Icahn, in favor of Federal-Mogul with respect to its existing Tranche B term loan. The Backstop Commitment provided that if Federal-Mogul was unable to refinance its Tranche B term loan on or prior to September 27, 2014, High River, or an affiliate thereof with at least the same net worth, would provide loan financing of up to $1.6 billion to Federal-Mogul and its subsidiaries on arms-length terms to provide the funding necessary to repay the Tranche B term loan. As described in Note 10, "Debt - Automotive," the Backstop Commitment was terminated in connection with an amendment to Federal-Mogul's credit agreement on April 15, 2014.

Railcar

Agreements with ACF Industries LLC

In January 2013, ARI entered into a purchasing and engineering services agreement and license with ACF Industries LLC ("ACF"), an affiliate of Mr. Icahn. The agreement was unanimously approved by the independent directors of ARI's and Icahn Enterprises' audit committees on the basis that the terms of the agreement were not materially less favorable to ARI than those that could have been obtained in a comparable transaction with an unrelated person. Under this agreement, ARI provides purchasing support and engineering services to ACF in connection with ACF's manufacture and sale of certain tank railcars at its facility in Milton, Pennsylvania. Additionally, ARI has granted ACF a nonexclusive, non-assignable license to certain of ARI's intellectual property, including certain designs, specifications, processes and manufacturing know-how required to manufacture and sell such tank railcars during the term of the agreement. Subject to certain early termination events, the agreement will terminate on December 31, 2014.

In consideration for 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 ("ACF Profits") earned on each railcar manufactured and sold by ACF under the agreement, in an aggregate amount equal to 30 percent of such ACF Profits, as calculated under the agreement. ACF Profits are net of certain of ACF's start-up and shutdown expenses and certain maintenance capital expenditures. If no ACF 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 shall be 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 such tank railcars for any new orders scheduled for delivery after that date and through December 31, 2014. 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.

ARI's revenues under this agreement were $6 million and $3 million for the three months ended June 30, 2014 and 2013, respectively, and $12 million and $3 million for the six months ended June 30, 2014 and 2013, respectively, and were recorded for sales of railcar components to ACF and for royalties and profits on railcars sold by ACF.

In April 2013, AEP Leasing entered into an agreement (the "ACF Agreement") with ACF whereby AEP Leasing will purchase a total of 1,050 railcars from ACF in 2013 and 2014 for an aggregate purchase price of approximately $150 million. Additionally, AEP Leasing has an option that can be exercised any time prior to September 1, 2014 to purchase an additional 500 railcars for an aggregate purchase price of approximately $70 million. During the second quarter of 2014, AEP Leasing exercised its option to purchase an additional 296 railcars for aggregate purchase price of $43 million.

The ACF Agreement was assumed by ARL in connection with our purchase of a 75% economic interest in ARL. The ACF Agreement was unanimously approved by Icahn Enterprises' audit committee consisting of independent directors, who were advised by independent counsel and an independent financial advisor on the basis that the terms were not less favorable than those terms that could have been obtained in a comparable transaction with an unaffiliated third party. Under this agreement, purchases of railcars from ACF were $36 million and $3 million for the three months ended June 30, 2014 and 2013, respectively, and $63 million and $3 million for the six months ended June 30, 2014 and 2013, respectively.

Insight Portfolio Group LLC (formerly known as Icahn Sourcing, LLC)

Icahn Sourcing, LLC ("Icahn Sourcing") is an entity formed and controlled by Mr. Icahn in order to maximize the potential buying power of a group of entities with which Mr. Icahn has a relationship in negotiating with a wide range of suppliers of goods, services and tangible and intangible property at negotiated rates. Icahn Enterprises was a member of the buying group in 2012. Prior to December 31, 2012 Icahn Enterprises did not pay Icahn Sourcing any fees or other amounts with respect to the buying group arrangement.

In December 2012, Icahn Sourcing advised Icahn Enterprises that effective January 1, 2013 it would restructure its ownership and change its name to Insight Portfolio Group LLC ("Insight Portfolio Group"). In connection with the restructuring, Icahn Enterprises Holdings acquired a minority equity interest in Insight Portfolio Group and agreed to pay a

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portion of Insight Portfolio Group's operating expenses. In addition to the minority equity interest held by Icahn Enterprises Holdings, certain subsidiaries of Icahn Enterprises Holdings, including Federal-Mogul, CVR, Tropicana, ARI, ARL, Viskase, PSC Metals and WPH also acquired minority equity interests in Insight Portfolio Group and agreed to pay a portion of Insight Portfolio Group's operating expenses. In addition, a number of other entities with which Mr. Icahn has a relationship, other than our subsidiaries listed above, also acquired equity interests in Insight Portfolio Group and agreed to pay certain of Insight Portfolio Group's operating expenses, which amounts are immaterial for each of the three and six months ended June 30, 2014 and 2013.

4. Investments and Related Matters.

Investment

Investments, and securities sold, not yet purchased consist of equities, bonds, bank debt and other corporate obligations, and derivatives, all of which are reported at fair value in our consolidated balance sheets. See Note 5, "Fair Value Measurements - Investment," for details of the investments for our Investment segment.

Our Investment segment assesses the applicability of equity method accounting with respect to their investments based on a combination of qualitative and quantitative factors, including overall stock ownership of the Investment Funds combined with those of our affiliates along with board of directors representation.

Our Investment segment applied the fair value option to certain of its investments that would have otherwise been subject to the equity method of accounting. As of both June 30, 2014 and December 31, 2013, the fair value of these investments was less than $1 million. During the three months ended June 30, 2014 and 2013, our Investment segment recorded losses of less than $1 million and gains of $22 million, respectively, associated with these investments. During the six months ended June 30, 2014 and 2013, our Investment segment recorded gains of less than $1 million and $62 million, respectively, associated with these investments. Such amounts are included in net (loss) gain from investment activities in our consolidated statements of operations.

We believe that these investments to which we applied the fair value option are not material, individually or in the aggregate, to our consolidated financial statements.

Other Segments

The carrying value of investments held by our Automotive, Energy, Railcar, Gaming and Home Fashion segments and our Holding Company consist of the following:

	June 30, 2014	December 31, 2013
	(in millions)	
Equity method investments	$318	$284
Other investments	324	151
	$642	$435

Our Holding Company applies the fair value option to its investments that would otherwise be subject to the equity method of accounting. We record unrealized gains and losses for the change in fair value of such investments as a component of net (loss) gain from investment activities in the consolidated statements of operations.

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5. Fair Value Measurements.
U.S. GAAP requires enhanced disclosures about investments and non-recurring non-financial assets and non-financial liabilities that are measured and reported at fair value and has established a hierarchal disclosure framework that prioritizes and ranks the level of market price observability used in measuring investments or non-financial assets and liabilities at fair value. Market price observability is impacted by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.
Investments and non-financial assets and/or liabilities measured and reported at fair value are classified and disclosed in one of the following categories:
Level 1 - Quoted prices are available in active markets for identical investments as of the reporting date. The types of investments included in Level 1 include listed equities and listed derivatives. We do not adjust the quoted price for these investments, even in situations where we hold a large position.
Level 2 - Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies. Investments that are generally included in this category include corporate bonds and loans, less liquid and restricted equity securities and certain over-the-counter derivatives. The inputs and assumptions of our Level 2 investments are derived from market observable sources including reported trades, broker/dealer quotes and other pertinent data.
Level 3 - Pricing inputs are unobservable for the investment and non-financial asset and/or liability and include situations where there is little, if any, market activity for the investment or non-financial asset and/or liability. The inputs into the determination of fair value require significant management judgment or estimation. Fair value is determined using comparable market transactions and other valuation methodologies, adjusted as appropriate for liquidity, credit, market and/or other risk factors.
In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and consideration of factors specific to the investment. Significant transfers, if any, between the levels within the fair value hierarchy are recognized at the beginning of the reporting period when changes in circumstances require such transfers.

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Investment

The following table summarizes the valuation of the Investment Funds' investments and derivative contracts by the above fair value hierarchy levels as of June 30, 2014 and December 31, 2013:

	June 30, 2014				December 31, 2013			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets	(in millions)							
Investments:								
Equity securities:								
Communications	$1,924	$22	$—	$1,946	$820	$—	$—	$820
Consumer, non-cyclical	4,147	93	—	4,240	3,344	178	—	3,522
Consumer, cyclical	1,150	212	—	1,362	414	—	—	414
Diversified	26	—	—	26	29	—	—	29
Energy	3,071	—	—	3,071	3,050	—	—	3,050
Financial	485	—	—	485	300	—	—	300
Funds	—	—	—	—	—	6	—	6
Technology	5,115	—	—	5,115	3,173	—	—	3,173
	15,918	327	—	16,245	11,130	184	—	11,314
Corporate debt:								
Consumer, cyclical	—	—	110	110	—	—	287	287
Financial	—	11	—	11	—	11	—	11
Sovereign debt	—	5	—	5	—	5	—	5
Utilities	—	36	—	36	—	29	—	29
	—	52	110	162	—	45	287	332
Mortgage-backed securities:								
Financial	—	178	—	178	—	180	—	180
	15,918	557	110	16,585	11,130	409	287	11,826
Derivative contracts, at fair value[1]	—	2	—	2	—	—	—	—
	$15,918	$559	$110	$16,587	$11,130	$409	$287	$11,826
Liabilities								
Securities sold, not yet purchased, at fair value:								
Equity securities:								
Communications	$9	$—	$—	$9	$—	$—	$—	$—
Consumer, non-cyclical	—	—	—	—	44	—	—	44
Consumer, cyclical	891	—	—	891	787	—	—	787
Financial	—	—	—	—	45	—	—	45
Funds[2]	—	29	—	29	—	8	—	8
	900	29	—	929	876	8	—	884
Derivative contracts, at fair value[3]	—	1,420	—	1,420	—	639	—	639

$900	$1,449	$—	$2,349	$876	$647	$—	$1,523

(1) Included in other assets in our consolidated balance sheets.
(2) Includes $1 million of debt related securities as of June 30, 2014.
(3) Included in accrued expenses and other liabilities in our consolidated balance sheets.

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The changes in investments measured at fair value for which our Investment segment has used Level 3 input to determine fair value are as follows:

	Six Months Ended June 30,	
	2014	2013
	(in millions)	
Balance at January 1	$287	$288
Gross realized and unrealized losses	(65)	4
Gross proceeds	(2)	(3)
Distribution-in-kind	(110)	—
Balance at June 30	$110	$289

Unrealized losses of $33 million are included in earnings related to Level 3 investments still held at June 30, 2014 by our Investment segment. Total realized and unrealized gains and losses recorded for Level 3 investments, if any, are reported in net (loss) gain from investment activities in our consolidated statements of operations.

The Investment Funds held one Level 3 corporate debt investment at June 30, 2014. In prior periods, in determining the fair value of this investment, we performed a yield analysis of comparable loans to which we applied a risk premium. As a result of the underlying company's performance in the second quarter of 2014, however, we determined that it was more appropriate to measure the fair value of our debt investment through an enterprise value analysis. This resulted in a lower valuation at the end of the second quarter of 2014. In addition, on June 30, 2014, the Investment Funds made a distribution-in-kind of of this corporate debt investment in the amount of $110 million to the Holding Company.

Other Segments and Holding Company

The following table summarizes the valuation of our Automotive and Energy segments and our Holding Company investments, derivative contracts and other liabilities by the above fair value hierarchy levels as of June 30, 2014 and December 31, 2013:

	June 30, 2014				December 31, 2013			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Assets	(in millions)							
Marketable equity and debt securities	$78	$3	$110	$191	$1	$—	$—	$1
Trading securities	—	—	101	101	—	—	116	116
Derivative contracts, at fair value[1]	—	74	—	74	—	1	—	1
	$78	$77	$211	$366	$1	$1	$116	$118
Liabilities								
Other liabilities	$—	$30	$—	$30	$—	$16	$—	$16
Derivative contracts, at fair value[2]	—	48	—	48	—	35	—	35
	$—	$78	$—	$78	$—	$51	$—	$51

(1) Amounts are classified within other assets in our consolidated balance sheets.
(2) Amounts are classified within accrued expenses and other liabilities in our consolidated balance sheets.

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The changes in trading securities measured at fair value for which our Holding Company have used Level 3 inputs to determine fair value are as follows:

	Six Months Ended June 30,	
	2014	2013
	(in millions)	
Balance at January 1	$116	$81
Distribution-in-kind	110	46
Gross unrealized losses	(15)	(13)
Balance at June 30	$211	$114

Unrealized losses of $15 million are included in earnings related to Level 3 investments still held at June 30, 2014 by our Holding Company. Total realized and unrealized gains and losses recorded for Level 3 investments, if any, are reported in net (loss) gain from investment activities in our consolidated statements of operations.
As discussed above, on June 30, 2014, the Investment Funds made a distribution-in-kind of a certain Level 3 corporate debt investment in the amount of $110 million to the Holding Company. The fair value of this investment was determined through an enterprise value analysis. In addition, as of June 30, 2014, the Holding Company held a certain security which lacked observable market data due to limited market activity for that security, and accordingly, was valued based on trading EBITDA multiples and enterprise value to resource ratios of market comparables.
Assets measured at fair value on a nonrecurring basis during the six months ended June 30, 2014 and 2013 are set forth in the table below:

	June 30,			
	2014		2013	
Category	Fair Value of Level 3 Asset	Recognized Impairment	Fair Value of Level 3 Asset	Recognized Impairment
	(in millions)			
Property, plant and equipment	$2	$2	$23	$5

We determined the fair value of property, plant and equipment by applying probability weighted, expected present value techniques to the estimated future cash flows using assumptions a market participant would utilize.

6. Financial Instruments.
Certain derivative contracts executed by the Investment Funds with a single counterparty, by our Automotive segment with a single counterparty or by our Energy segment with a single counterparty, or by our Holding Company with a single counterparty are reported on a net-by-counterparty basis where a legal right of offset exists under an enforceable netting agreement. Values for the derivative financial instruments, principally swaps, forwards, over-the-counter options and other conditional and exchange contracts, are reported on a net-by-counterparty basis. As a result, the net exposure to counterparties is reported in either other assets or accrued expenses and other liabilities in our consolidated balance sheets.
Investment Segment and Holding Company
The Investment Funds currently maintain cash deposits and cash equivalents with financial institutions. Certain account balances may not be covered by the Federal Deposit Insurance Corporation, while other accounts may exceed federally insured limits. The Investment Funds have prime broker arrangements in place with multiple prime brokers as well as a custodian bank. The Investment Funds also have relationships with several financial institutions with which they trade derivative and other financial instruments.
In the normal course of business, the Investment Funds and the Holding Company may trade various financial instruments and enter into certain investment activities, which may give rise to off-balance-sheet risks, with the objective of capital appreciation or as economic hedges against other securities or the market as a whole. The

Investment Funds' and the Holding Company's investments may include futures, options, swaps and securities sold, not yet purchased. These financial instruments represent future commitments to purchase or sell other financial instruments or to exchange an amount of cash based on the change in an underlying instrument at specific terms at specified future dates. Risks arise with these financial instruments from potential counterparty non-performance and from changes in the market values of underlying instruments.

Securities sold, not yet purchased, at fair value represent obligations to deliver the specified security, thereby creating a liability to repurchase the security in the market at prevailing prices. Accordingly, these transactions result in off-balance-sheet risk, as the satisfaction of the obligations may exceed the amount recognized in our consolidated balance sheets. Our investments in securities and amounts due from brokers are partially restricted until we satisfy the obligation to deliver the securities sold, not yet purchased.

The Investment Funds and the Holding Company may enter into derivative contracts, including swap contracts, futures contracts and option contracts. The Investment Funds may also enter into foreign currency derivative contracts with the objective of capital appreciation or to economically hedge against foreign currency exchange rate risks on all or a portion of their non-U.S. dollar denominated investments.

The Investment Funds and the Holding Company have entered into various types of swap contracts with other counterparties. These agreements provide that they are entitled to receive or are obligated to pay in cash an amount equal to the increase or decrease, respectively, in the value of the underlying shares, debt and other instruments that are the subject of the contracts, during the period from inception of the applicable agreement to its expiration. In addition, pursuant to the terms of such agreements, they are entitled to receive or obligated to pay other amounts, including interest, dividends and other distributions made in respect of the underlying shares, debt and other instruments during the specified time frame. They are also required to pay to the counterparty a floating interest rate equal to the product of the notional amount multiplied by an agreed-upon rate, and they receive interest on any cash collateral that they post to the counterparty at the federal funds or LIBOR rate in effect for such period.

The Investment Funds and the Holding Company may trade futures contracts. A futures contract is a firm commitment to buy or sell a specified quantity of a standardized amount of a deliverable grade commodity, security, currency or cash at a specified price and specified future date unless the contract is closed before the delivery date. Payments (or variation margin) are made or received by the Investment Funds and the Holding Company each day, depending on the daily fluctuations in the value of the contract, and the whole value change is recorded as an unrealized gain or loss by the Investment Funds and the Holding Company. When the contract is closed, the Investment Funds and the Holding Company record a realized gain or loss equal to the difference between the value of the contract at the time it was opened and the value at the time it was closed.

The Investment Funds and the Holding Company may utilize forward contracts to seek to protect their assets denominated in foreign currencies and precious metals holdings from losses due to fluctuations in foreign exchange rates and spot rates. The Investment Funds' and the Holding Company's exposure to credit risk associated with non-performance of such forward contracts is limited to the unrealized gains or losses inherent in such contracts, which are recognized in other assets and accrued expenses and other liabilities in our consolidated balance sheets.

The Investment Funds may also enter into foreign currency contracts for purposes other than hedging denominated securities. When entering into a foreign currency forward contract, the Investment Funds agree to receive or deliver a fixed quantity of foreign currency for an agreed-upon price on an agreed-upon future date unless the contract is closed before such date. The Investment Funds record unrealized gains or losses on the contracts as measured by the difference between the forward foreign exchange rates at the dates of entry into such contracts and the forward rates at the reporting date.

The Investment Funds were parties to swap agreements (“Swaps”) with respect to shares of SPDR S&P 500 ETF Trust ("SPDR"). In August 2013, certain of the Investment Funds assigned their rights and obligations under certain of the Swaps to IEH Investments I LLC (“IEH Investments”), a wholly owned subsidiary of ours, and Koala Holding LP ("Koala"), an affiliate of Mr. Icahn's. Certain of the Investment Funds assigned swaps referencing an aggregate of 9.7

million SPDR shares to IEH Investments and swaps referencing an aggregate of 7.7 million SPDR shares to Koala. In addition, the Investment Funds distributed an aggregate of $234 million to IEH Investments and an aggregate of $185 million to Koala, amounts equal to the underlying obligations under the assigned Swaps. As of June 30, 2014 and December 31, 2013, there were unrealized losses of $45 million and $14 million, respectively, with respect to these Swaps.

The Investment Funds may also purchase and write option contracts. As a writer of option contracts, the Investment Funds receive a premium at the outset and then bear the market risk of unfavorable changes in the price of the underlying financial instrument. As a result of writing option contracts, the Investment Funds are obligated to purchase or sell, at the holder's option, the underlying financial instrument. Accordingly, these transactions result in off-balance-sheet risk, as the

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Investment Funds' satisfaction of the obligations may exceed the amount recognized in our consolidated balance sheets. At June 30, 2014, the maximum payout amounts relating to certain put options written by the Investment Funds were $4.6 billion, of which approximately $4.1 billion related to covered put options on existing short positions on certain stock and credit indices. At December 31, 2013, the maximum payout amounts relating to certain put options written by the Investment Funds were $8.0 billion, all of which related to covered put options on existing short positions on a certain stock index. As of June 30, 2014 and December 31, 2013, there were unrealized gains of $20 million and $131 million, respectively, with respect to these put options. In addition, the Investment Funds wrote certain call options on a certain stock index. As of June 30, 2014, there were unrealized losses of $8 million on these positions. There was no stated maximum payout under these options. The Investment Funds did not hold these positions as of December 31, 2013.

Certain terms of the Investment Funds' contracts with derivative counterparties, which are standard and customary to such contracts, contain certain triggering events that would give the counterparties the right to terminate the derivative instruments. In such events, the counterparties to the derivative instruments could request immediate payment on derivative instruments in net liability positions. The aggregate fair value of all of the Investment Funds' derivative instruments with credit-risk-related contingent features that are in a liability position at June 30, 2014 and December 31, 2013 was approximately $1.4 billion and $639 million, respectively.

At June 30, 2014 and December 31, 2013, the Investment Funds had approximately $1.2 billion and $255 million, respectively, posted as collateral for derivative positions, including those derivative instruments with credit-risk-related contingent features; these amounts are included in cash held at consolidated affiliated partnerships and restricted cash in our consolidated balance sheets.

U.S. GAAP requires the disclosure of information about obligations under certain guarantee arrangements. Such guarantee arrangements requiring disclosure include contracts that contingently require the guarantor to make payments to the guaranteed party based on another entity's failure to perform under an agreement as well as indirect guarantees of the indebtedness of others.

Each Investment Fund's assets may be held in one or more accounts maintained for the Investment Fund by its prime broker or at other brokers or custodian banks, which may be located in various jurisdictions. The prime broker and custodian banks are subject to various laws and regulations in the relevant jurisdictions in the event of their insolvency. Accordingly, the practical effect of these laws and their application to the Investment Funds' assets may be subject to substantial variations, limitations and uncertainties. The insolvency of any of the prime brokers, custodian banks or clearing corporations may result in the loss of all or a substantial portion of the Investment Funds' assets or in a significant delay in the Investment Funds' having access to those assets.

Credit concentrations may arise from investment activities and may be impacted by changes in economic, industry or political factors. The Investment Funds and the Holding Company routinely execute transactions with counterparties in the financial services industry, resulting in credit concentration with respect to this industry. In the ordinary course of business, the Investment Funds and the Holding Company may also be subject to a concentration of credit risk to a particular counterparty.

The Investment Funds and the Holding Company seek to mitigate these risks by actively monitoring exposures, collateral requirements and the creditworthiness of our counterparties.

Automotive

Commodity Price Risk

Federal-Mogul's production processes are dependent upon the supply of certain raw materials that are exposed to price fluctuations on the open market. The primary purpose of Federal-Mogul's commodity price forward contract activity is to manage the volatility associated with forecasted purchases. Federal-Mogul monitors its commodity price risk exposures regularly to maximize the overall effectiveness of its commodity forward contracts. Principal raw materials hedged include natural gas, copper, nickel, tin, zinc, high-grade aluminum and aluminum alloy. Forward contracts are used to mitigate commodity price risk associated with raw materials, generally related to purchases forecast for up to 15 months in the future.

Federal-Mogul had commodity price hedge contracts outstanding with combined notional values of $48 million and $51 million at June 30, 2014 and December 31, 2013, respectively, substantially all of which mature within one year in each of the respective periods and all of which were designated as hedging instruments for accounting purposes. Unrealized net gains of $1 million and net losses of $1 million were recorded in accumulated other comprehensive loss as of June 30, 2014 and December 31, 2013, respectively.

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During 2013, foreign currency contracts not designated as hedging instruments were entered into by Federal-Mogul in order to offset fluctuations in earnings caused by changes in currency rates used to translate earnings at its foreign subsidiaries into U.S. dollars. These contracts were not designated as hedging instruments for accounting purposes and were marked to market through the statements of operations.

Foreign Currency Risk

Federal-Mogul manufactures and sells its products in North America, South America, Asia, Europe and Africa. As a result, Federal-Mogul's financial results can be significantly affected by factors such as changes in foreign currency exchange rates or weak economic conditions in foreign markets in which Federal-Mogul manufactures and sells its products. Federal-Mogul's operating results are primarily exposed to changes in exchange rates between the U.S. dollar and European currencies.

Federal-Mogul generally tries to use natural hedges within its foreign currency activities, including the matching of revenues and costs, to minimize foreign currency risk. Where natural hedges are not in place, Federal-Mogul considers managing certain aspects of its foreign currency activities and larger transactions through the use of foreign currency options or forward contracts. Principal currencies hedged have historically included the euro, British pound and Polish zloty. Foreign currency forwards are also used in conjunction with Federal-Mogul's commodity hedging program. As part of its hedging program, Federal-Mogul attempts to limit hedge ineffectiveness by matching terms of the commodity purchases with the hedging instrument. Federal-Mogul had notional values of $5 million and $12 million of foreign currency hedge contracts outstanding at June 30, 2014 and December 31, 2013, respectively, all of which were designated as hedging instruments for accounting purposes. Unrealized net losses of zero and $1 million were recorded in accumulated other comprehensive loss as of June 30, 2014 and December 31, 2013, respectively, for these foreign currency contracts.

Concentrations of Credit Risk

Financial instruments, which potentially subject Federal-Mogul to concentrations of credit risk, consist primarily of accounts receivable and cash investments. Federal-Mogul's customer base includes virtually every significant global light and commercial vehicle manufacturer and a large number of distributors, installers and retailers of automotive aftermarket parts. Federal-Mogul's credit evaluation process and the geographical dispersion of sales transactions help to mitigate credit risk concentration. No individual customer accounted for more than 6% of Federal-Mogul's direct sales during the three months ended June 30, 2014. Federal-Mogul had two Motorparts customers that accounted for 16% of its net accounts receivable balance as of June 30, 2014. Federal-Mogul requires placement of cash in financial institutions evaluated as highly creditworthy.

Energy

CVR is subject to price fluctuations caused by supply conditions, weather, economic conditions, interest rate fluctuations and other factors. To manage price risk on crude oil and other inventories and to fix margins on certain future production, CVR from time to time enters into various commodity derivative transactions.

CVR has adopted accounting standards that impose extensive record-keeping requirements in order to designate a derivative financial instrument as a hedge. CVR holds derivative instruments, such as exchange-traded crude oil futures and certain over-the-counter forward swap agreements, which it believes provide an economic hedge on future transactions, but such instruments are not designated as hedges for GAAP purposes. Gains or losses related to the change in fair value and periodic settlements of these derivative instruments are included in other income (loss), net in the consolidated statements of operations.

CVR maintains a margin account to facilitate other commodity derivative activities. A portion of this account may include funds available for withdrawal. These funds are included in cash and cash equivalents within the consolidated balance sheets. The maintenance margin balance is included within other assets within consolidated balance sheets. Depending upon the position of the open commodity derivatives as of the reporting date, the amounts are classified either as an asset or liability within the consolidated balance sheets. From time to time, CVR may be required to deposit additional funds into this margin account. There were no open commodity positions at June 30, 2014. The fair value of the open commodity positions as of December 31, 2013 was a net loss of less than $1 million which is included in accrued expenses and other liabilities in the consolidated balance sheets. For each of the three months ended June 30, 2014 and 2013, CVR recognized a net realized and unrealized loss of less than $1 million, which is included in other income (loss), net in the consolidated statements of operations. For the six months ended June 30, 2014 and 2013, CVR recognized a net realized and unrealized loss of less than $1 million and $2 million, respectively.

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Commodity Swaps
CVR Refining enters into commodity swap contracts in order to fix the margin on a portion of future production. The physical volumes are not exchanged and these contracts are net settled with cash. The contract fair value of the commodity swaps is reflected on the consolidated balance sheets with changes in fair value currently recognized in the consolidated statement of operations. Quoted prices for similar assets or liabilities in active markets (Level 2) are considered to determine the fair values for the purpose of marking to market the hedging instruments at each period end. As of June 30, 2014 and December 31, 2013, CVR had open commodity hedging instruments consisting of 15.8 million and 23.3 million barrels of crack spreads, respectively, primarily to fix the margin on a portion of its future gasoline and distillate production. The fair value of the outstanding contracts at June 30, 2014 and December 31, 2013 was a net asset of $74 million and liability of $16 million, respectively. For the three months ended June 30, 2014 and 2013, CVR recognized net realized and unrealized gains of $36 million and $121 million, respectively, which are included in other income (loss), net in the consolidated statements of operations. For the six months ended June 30, 2014 and 2013, CVR recognized net realized and unrealized gains of $145 million and $103 million, respectively,
Interest Rate Swaps
Coffeyville Resources Nitrogen Fertilizers, LLC ("CRNF") is subject to two floating-to-fixed interest rate swap agreements for the purpose of hedging the interest rate risk associated with a portion of its $125 million floating rate term debt, which matures in April 2016. The aggregate notional amount covered under these agreements totals $63 million (split evenly between the two agreement dates) and commenced on August 12, 2011 and expires on February 12, 2016. Under the terms of the interest rate swap agreement entered into on June 30, 2011, CRNF will receive a floating rate based on three-month LIBOR and pay a fixed rate of 1.94%. Under the terms of the interest rate swap agreement entered into on July 1, 2011, CRNF will receive a floating rate based on three-month LIBOR and pay a fixed rate of 1.975%. Both swap agreements are settled every 90 days. The effect of these swap agreements is to lock in a fixed rate of interest of approximately 1.96% plus the applicable margin paid to lenders over three-month LIBOR as governed by the CRNF credit facility. As of both June 30, 2014 and December 31, 2013, the effective rate was approximately 4.6%. The agreements were designated as cash flow hedges at inception and accordingly, the effective portion of the gain or loss on the swap is reported as a component of accumulated other comprehensive income (loss) and will be reclassified into interest expense when the interest rate swap transaction affects earnings. The ineffective portion of the gain or loss will be recognized immediately in interest expense in the consolidated statements of operations. The realized losses on the interest rate swaps reclassified from accumulated other comprehensive loss into interest expense were less than $1 million for each of the three and six months ended June 30, 2014 and 2013.
Consolidated Derivative Information
At June 30, 2014, the volume of our derivative activities based on their notional exposure, categorized by primary underlying risk, are as follows:

Primary underlying risk:	Long Notional Exposure (in millions)	Short Notional Exposure
Credit swaps	$414	$808
Equity swaps	1	11,144
Foreign currency forwards	5	1,740
Interest rate swap contracts	—	63
Commodity contracts	48	440

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The following table presents the consolidated fair values of our derivatives that are not designated as hedging instruments:

Derivatives Not Designated as Hedging Instruments	Asset Derivatives[1] June 30, 2014	December 31, 2013	Liability Derivatives[2] June 30, 2014	December 31, 2013
	(in millions)			
Equity contracts	$—	$—	$1,377	$654
Foreign exchange contracts	—	1	14	—
Credit contracts	2	—	74	—
Commodity contracts	77	17	3	33
Sub-total	79	18	1,468	687
Netting across contract types[3]	(3)	(17)	(3)	(17)
Total[3]	$76	$1	$1,465	$670

(1) Net asset derivatives are located within other assets in our consolidated balance sheets.
(2) Net liability derivatives are located within accrued expenses and other liabilities in our consolidated balance sheets.
(3) Excludes netting of cash collateral received and posted. The total collateral posted at June 30, 2014 and December 31, 2013 was $1.2 billion and $255 million, respectively, across all counterparties.

The following table presents the effects of our derivative instruments not designated as hedging instruments on the statements of operations for each of the three and six months ended June 30, 2014 and 2013:

Derivatives Not Designated as Hedging Instruments	Gain (Loss) Recognized in Income[1] Three Months Ended June 30, 2014	2013	Six Months Ended June 30, 2014	2013
	(in millions)			
Equity contracts	$(546)	$(179)	$(722)	$(824)
Foreign exchange contracts	3	(38)	3	30
Credit contracts	(24)	—	(30)	—
Commodity contracts	36	121	145	101
	$(531)	$(96)	$(604)	$(693)

(1) Gains (losses) recognized on derivatives are classified in net (loss) gain from investment activities in our consolidated statements of operations for our Investment segment and are included in other income (loss), net for all other segments.

The following table presents the consolidated fair values of our derivative instruments that are designated as cash flow hedging instruments:

Derivatives Designated as Cash Flow Hedging Instruments	Asset Derivatives[1] June 30, 2014	December 31, 2013	Liability Derivatives[2] June 30, 2014	December 31, 2013
	(in millions)			
Interest rate swap contracts	$—	$—	$2	$2
Foreign exchange contracts	—	—	—	1
Commodity contracts	2	1	1	2
Sub-total	2	1	3	5
Netting across contract types	—	(1)	—	(1)
Total	$2	$—	$3	$4

(1) Located within other assets in our consolidated balance sheets.

(2) Located within accrued expenses and other liabilities in our consolidated balance sheets.

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The following tables present the effect of our derivative instruments that are designated as cash flow hedging instruments on our consolidated financial statements for each of the three and six months ended June 30, 2014 and 2013:

Three Months Ended June 30, 2014

Derivatives Designated as Hedging Instruments	Amount of (Loss) Gain Recognized in OCI on Derivatives (Effective Portion)	Amount of (Loss) Gain Reclassified from AOCI into Income (Effective Portion)	Location of (Loss) Gain Reclassified from AOCI into Income (Effective Portion)
	(in millions)	(in millions)	
Interest rate swap contracts	$—	$—	Interest expense
Commodity contracts	3	—	Cost of goods sold
Foreign currency contracts	—	—	Cost of goods sold
	$3	$—	

Three Months Ended June 30, 2013

Derivatives Designated as Hedging Instruments	Amount of (Loss) Gain Recognized in OCI on Derivatives (Effective Portion)	Amount of (Loss) Gain Reclassified from AOCI into Income (Effective Portion)	Location of (Loss) Gain Reclassified from AOCI into Income (Effective Portion)
	(in millions)	(in millions)	
Interest rate swap contracts	$—	$(1)	Interest expense
Commodity contracts	(6)	(1)	Cost of goods sold
Foreign currency contracts	—	—	Cost of goods sold
	$(6)	$(2)	

Six Months Ended June 30, 2014

Derivatives Designated as Hedging Instruments	Amount of (Loss) Gain Recognized in OCI on Derivatives (Effective Portion)	Amount of (Loss) Gain Reclassified from AOCI into Income (Effective Portion)	Location of (Loss) Gain Reclassified from AOCI into Income (Effective Portion)
	(in millions)	(in millions)	
Interest rate swap contracts	$—	$—	Interest expense
Commodity contracts	1	(1)	Cost of goods sold
Foreign currency contracts	—	(1)	Cost of goods sold
	$1	$(2)	

Six Months Ended June 30, 2013

Derivatives Designated as Hedging Instruments	Amount of (Loss) Gain Recognized in OCI on Derivatives (Effective Portion)	Amount of (Loss) Gain Reclassified from AOCI into Income (Effective Portion)	Location of (Loss) Gain Reclassified from AOCI into Income (Effective Portion)
	(in millions)	(in millions)	

Interest rate swap contracts	$1	$(8)	Interest expense
Commodity contracts	(8)	(1)	Cost of goods sold
Foreign currency contracts	—	—	Cost of goods sold
	$(7)	$(9)	

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7. Inventories, Net.
Inventories, net consists of the following:

	June 30, 2014	December 31, 2013
	(in millions)	
Raw materials	$486	$499
Work in process	273	252
Finished goods	1,239	1,151
	$1,998	$1,902

8. Goodwill and Intangible Assets, Net.
Goodwill consists of the following:

	June 30, 2014			December 31, 2013		
	Gross Carrying Amount	Accumulated Impairment	Net Carrying Value	Gross Carrying Amount	Accumulated Impairment	Net Carrying Value
	(in millions)					
Automotive	$1,395	$(226)	$1,169	$1,360	$(226)	$1,134
Energy	930	—	930	930	—	930
Railcar	7	—	7	7	—	7
Food Packaging	3	—	3	3	—	3
	$2,335	$(226)	$2,109	$2,300	$(226)	$2,074

Intangible assets, net consists of the following:

	June 30, 2014			December 31, 2013		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
	(in millions)					
Definite-lived intangible assets:						
Customer relationships	$965	$(318)	$647	$914	$(291)	$623
Developed technology	120	(72)	48	120	(67)	53
In-place leases	121	(58)	63	121	(53)	68
Gasification technology license	60	(5)	55	60	(4)	56
Other	47	(18)	29	47	(18)	29
	$1,313	$(471)	$842	$1,262	$(433)	$829
Indefinite-lived intangible assets:						
Trademarks and brand names			$258			$255
Gaming licenses			40			29
			298			284
Intangible assets, net			$1,140			$1,113

Amortization expense associated with definite-lived intangible assets for the three months ended June 30, 2014 and 2013 was $20 million and $20 million, respectively, and $40 million and $41 million for the six months ended June 30, 2014 and 2013, respectively. We utilize the straight-line method of amortization, recognized over the estimated useful lives of the assets.

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Automotive
During the first quarter of 2014, our Automotive segment acquired Dimitrovgradskiy Zavod Vkladishey, a Russian bearings manufacturer, for $17 million in cash and allocated $8 million to goodwill, $2 million to customer relationships and $2 million to trademarks and brand names.
As further discussed in Note 2, "Operating Units - Automotive," during the second quarter of 2014, our Automotive segment consummated its Affinia Acquisition, recording $27 million in goodwill, $1 million of brand names and $52 million of customer relationships based on fair values as of the acquisition date with the assistance of third party valuation specialists. Fair values were determined using a combination of cost, income and market approaches. The preliminary allocation of the fair value of the assets acquired is subject to additional adjustment to provide Federal-Mogul with adequate time to complete the valuation of its Affinia Acquisition. The Affinia and Lumière (as discussed below) acquisitions are not material to our consolidated financial statements, either individually or in the aggregate.
Energy
We are currently performing the annual goodwill impairment test for our Energy segment which will be finalized during the third quarter of 2014. Based on the preliminary results of our annual goodwill impairment test for our Energy segment, the fair market values of our Energy segment's reporting units are substantially in excess of their carrying values.
Railcar
We perform the annual goodwill impairment test as of March 1 of each year for our Railcar segment. For purposes of goodwill impairment testing, our Railcar segment's manufacturing reporting unit is the only reporting unit with allocated goodwill. We assess qualitative factors to determine whether it is more likely than not that the fair value of the reporting unit is greater than its carrying amount. If, however, we had determined that it was more likely than not that the fair value of the reporting unit was less than its carrying amount, then we would perform the first step of the two-step goodwill impairment test. In evaluating whether it is more likely than not that the fair value of the reporting unit is greater than its carrying amount, we considered various qualitative and quantitative factors, including macroeconomic conditions, railcar industry trends and the fact that our Railcar segment's manufacturing reporting unit has historical positive operating cash flows that we anticipate will continue. After assessing these factors, we determined that it was more likely than not the fair value of our Railcar segment's manufacturing reporting unit was greater than its carrying amount, and therefore no further testing was necessary.
Gaming
As discussed in Note 2, "Operating Units - Gaming," on April 1, 2014, Tropicana consummated its previously announced acquisition of Lumière. A preliminary valuation of the assets of Lumière resulted in $252 million allocated to tangible net assets and $11 million allocated to other intangible assets based on the fair values of net assets acquired as of the acquisition date with the assistance of a third party valuation specialist. The preliminary allocation of the fair value of the net assets acquired is subject to additional adjustment to provide Tropicana with adequate time to complete the valuation of its Lumière acquisition. The Affinia (as discussed above) and Lumière acquisitions are not material to our consolidated financial statements, either individually or in the aggregate.
The gaming license is valued based on the Greenfield method, which takes into account the cost to build a new casino operation, build-out period, projected cash flows attributed to the business once operational and a discount rate. The projected cash flows assumed a revenue growth rate of 2.0% and an effective tax rate of 38.1%. The discount rate assumed was 12.0%, based on the weighted average cost of capital plus a premium to reflect the risk of construction costs and timing.

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9. Property, Plant and Equipment, Net.
Property, plant and equipment, net consists of the following:

	Useful Life (in years)	June 30, 2014 (in millions)	December 31, 2013
Land		$501	$465
Buildings and improvements	4 - 40	2,318	2,107
Machinery, equipment and furniture	1 - 30	5,226	5,068
Assets leased to others	15 - 39	3,250	3,017
Construction in progress		698	632
		11,993	11,289
Less: Accumulated depreciation and amortization		(3,458)	(3,212)
Property, plant and equipment, net		$8,535	$8,077

Depreciation and amortization expense related to property, plant and equipment for the three months ended June 30, 2014 and 2013 was $175 million and $153 million, respectively and $342 million and $302 million for the six months ended June 30, 2014 and 2013, respectively.

10. Debt.
Debt consists of the following:

	Icahn Enterprises		Icahn Enterprises Holdings	
	June 30, 2014 (in millions)	December 31, 2013	June 30, 2014 (in millions)	December 31, 2013
5.875% senior unsecured notes due 2022 - Icahn Enterprises/Icahn Enterprises Holdings	$1,337	$—	$1,337	$—
6.00% senior unsecured notes due 2020 - Icahn Enterprises/Icahn Enterprises Holdings	1,709	493	1,709	493
4.875% senior unsecured notes due 2019 - Icahn Enterprises/Icahn Enterprises Holdings	1,269	—	1,269	—
8.00% senior unsecured notes due 2018 - Icahn Enterprises/Icahn Enterprises Holdings	—	2,473	—	2,470
3.50% senior unsecured notes due 2017 - Icahn Enterprises/Icahn Enterprises Holdings	1,170	—	1,170	—
7.75% senior unsecured notes due 2016 - Icahn Enterprises/Icahn Enterprises Holdings	—	1,050	—	1,047
Debt facilities - Automotive	2,589	2,494	2,589	2,494
Debt facilities - Energy	500	500	500	500
Credit facilities - Energy	125	125	125	125
Debt and credit facilities - Railcar	1,878	1,448	1,878	1,448
Credit facilities - Gaming	296	298	296	298
Senior secured notes and revolving credit facility - Food Packaging	273	215	273	215
Mortgages payable - Real Estate	38	49	38	49
Other	159	150	159	150
	$11,343	$9,295	$11,343	$9,289

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Senior Unsecured Notes - Icahn Enterprises and Icahn Enterprises Holdings
5.875% Senior Unsecured Notes Due 2022
On January 29, 2014, we and Icahn Enterprises Finance Corp. (“Icahn Enterprises Finance”) (collectively, the “Issuers”) issued $1.350 billion in aggregate principal amount of 5.875% Senior Notes due 2022 (the “2022 Notes”) pursuant to the purchase agreement, dated January 22, 2014 (the “2022 Notes Purchase Agreement”), by and among the Issuers, Icahn Enterprises Holdings, as guarantor, and Jefferies LLC, as initial purchaser (the “2022 Notes Purchaser”). The 2022 Notes were priced at 100.000% of their face amount. The net proceeds from the sale of the 2022 Notes were approximately $1.340 billion after deducting the initial purchaser’s discount and commission and estimated fees and expenses related to the offering. Interest on the 2022 Notes will be payable on February 1 and August 1 of each year, commencing August 1, 2014. The 2022 Notes Purchase Agreement contains customary representations, warranties and covenants of the parties and indemnification and contribution provisions whereby the Issuers and the Guarantor, on the one hand, and the 2022 Notes Purchaser, on the other, have agreed to indemnify each other against certain liabilities.
The Issuers issued the 2022 Notes under the indenture dated as of January 29, 2014 (the “2022 Indenture”), among the Issuers, Icahn Enterprises Holdings, as guarantor (the “Guarantor”), and Wilmington Trust Company, as trustee. The 2022 Indenture contains customary events of defaults and covenants relating to, among other things, the incurrence of debt, affiliate transactions, liens and restricted payments. On or after August 1, 2017 and prior to February 1, 2018, the Issuers may redeem all of the 2022 Notes at a price equal to 104.406% of the principal amount of the 2022 Notes, plus accrued and unpaid interest, with such optional redemption prices decreasing to 102.938% on and after February 1, 2018, 101.469% on or after February 1, 2019 and 100.000% on and after February 1, 2020. Before August 1, 2017, the Issuers may redeem the 2022 Notes upon repayment of a make-whole premium. Before February 1, 2017, the Issuers may redeem up to 35% of the aggregate principal amount of 2022 Notes with the net proceeds of certain equity offerings at a price equal to 105.875% of the aggregate principal amount thereof, plus accrued and unpaid interest to the date of redemption, provided that at least 65% of the aggregate principal amount of the 2022 Notes originally issued remains outstanding immediately after such redemption. If the Issuers experience a change of control, the Issuers must offer to purchase for cash all or any part of each holder’s 2022 Notes at a purchase price equal to 101% of the principal amount of the 2022 Notes, plus accrued and unpaid interest.
The 2022 Notes and the related guarantee are the senior unsecured obligations of the Issuers and rank equally with all of the Issuers’ and the Guarantor’s existing and future senior unsecured indebtedness and senior to all of the Issuers’ and the Guarantor’s existing and future subordinated indebtedness. The 2022 Notes and the related guarantee are effectively subordinated to the Issuers’ and the Guarantor’s existing and future secured indebtedness to the extent of the collateral securing such indebtedness. The 2022 Notes and the related guarantee are also effectively subordinated to all indebtedness and other liabilities of the Issuers’ subsidiaries other than the Guarantor.
In connection with the sale of the 2022 Notes, the Issuers and the Guarantor entered into a certain registration rights agreement dated January 29, 2014. See below for further discussion of this registration rights agreement.
6.00% Senior Unsecured Notes Due 2020
On August 1, 2013, the Issuers issued $500 million aggregate principal amount of 6% Senior Notes due 2020 (the “Initial 2020 Notes”) pursuant to the purchase agreement, dated July 29, 2013, by and among the Issuers, Icahn Enterprises Holdings, as guarantor, and Jefferies & Company, Inc., as initial purchaser. In addition, as described below, on January 21, 2014, the Issuers issued $1.200 billion in aggregate principal amount of 6% Senior Notes due 2020 (the "Additional 2020 Notes" and together with the Initial 2020 Notes, the "2020 Notes") pursuant to the purchase agreement, dated January 8, 2014, by and among the Issuers, the Guarantor, and Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Morgan Stanley & Co. LLC, Jefferies LLC and UBS Securities LLC, as initial purchasers. The net proceeds from the sale of the Initial 2020 Notes and the Additional 2020 Notes were $493 million and approximately $1.217 billion, respectively, after deducting the initial purchasers' discount and commission

and estimated fees and expenses related to the offerings. The Additional 2020 Notes constitute the same series of securities of the 2020 Notes for purposes of the indenture governing the notes and vote together on all matters with such series. The Additional 2020 Notes have substantially identical terms as the Initial 2020 Notes. Interest on the 2020 Notes is payable on February 1 and August 1 of each year, commencing February 1, 2014.

The 2020 Notes were issued under and are governed by an indenture, dated August 1, 2013 (the "2020 Indenture"), among the Issuers, the Guarantor and Wilmington Trust Company, as trustee. The 2020 Indenture contains customary events of defaults and covenants relating to, among other things, the incurrence of debt, affiliate transactions, liens and restricted payments. On or after February 1, 2017, the Issuers may redeem all of the 2020 Notes at a price equal to 104.5% of the

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principal amount of the 2020 Notes, plus accrued and unpaid interest, with such option redemption prices decreasing to 103.0% on and after August 1, 2017, 101.5% on or after August 1, 2018 and 100% on and after August 1, 2019. Before August 1, 2016, the Issuers may redeem up to 35% of the aggregate principal amount of the 2020 Notes with the net proceeds of certain equity offerings at a price equal to 106.0% of the aggregate principal amount thereof, plus accrued and unpaid interest to the date of redemption, provided that at least 65% of the aggregate principal amount of the 2020 Notes, as the case may be, originally issued remains outstanding immediately after such redemption. In addition, the 2020 Notes are redeemable prior to February 1, 2017 by paying a “make whole” premium. If the Issuers experience a change of control, the Issuers must offer to purchase for cash all or any part of each holder's notes at a purchase price equal to 101% of the principal amount of the notes, plus accrued and unpaid interest.

The 2020 Notes and the related guarantee are the senior unsecured obligations of the Issuers and the Guarantor and rank equally with all of the Issuers' and the Guarantor's existing and future senior unsecured indebtedness and rank senior to all of the Issuers' and the Guarantor's existing and future subordinated indebtedness. The series of notes constituting the 2020 Notes and the related guarantee are effectively subordinated to the Issuers' and the Guarantor's existing and future secured indebtedness to the extent of the collateral securing such indebtedness. The series of notes constituting the 2020 Notes and the related guarantee are also effectively subordinated to all indebtedness and other liabilities of the Issuers' subsidiaries other than the Guarantor.

In connection with the issuance of the Initial 2020 Notes on August 1, 2013, the Issuers and the Guarantor entered into a registration rights agreement dated August 1, 2013. On September 26, 2013, we filed an initial registration statement on Form S-4 with respect to the Initial 2020 Notes for the sole purpose of exchanging the unregistered Initial 2020 Notes for notes that are registered with the SEC ("Exchange Notes"). The exchange offer registration statement on Form S-4 with respect to the Initial 2020 Notes was declared effective on December 9, 2013. Pursuant to the registration rights agreement dated August 1, 2013, we subsequently commenced the exchange offer to exchange the Initial 2020 Notes for Exchange Notes which exchange offer expired on January 15, 2014. All of the Initial 2020 Notes were properly tendered in the exchange offer and accepted by us in exchange for the Exchange Notes.

In connection with the sale of the Additional 2020 Notes, the Issuers and the Guarantor entered into a certain registration rights agreement dated January 29, 2014. See below for further discussion of this registration rights agreement.

4.875% Senior Unsecured Notes Due 2019 and 3.50% Senior Notes due 2017

On January 21, 2014, the Issuers issued $1.275 billion in aggregate principal amount of our 4.875% Senior Notes due 2019 (the “2019 Notes”) and $1.175 billion in aggregate principal amount of our 3.500% Senior Notes due 2017 (the “2017 Notes”) pursuant to the purchase agreement, dated January 8, 2014, by and among the Issuers, Icahn Enterprises Holdings, as guarantor, and Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Morgan Stanley & Co. LLC, Jefferies LLC and UBS Securities LLC, as initial purchasers (the “New Notes Purchasers”). The net proceeds from the sale of the 2019 Notes and the 2017 Notes were approximately $1.269 billion and $1.169 billion, respectively, after deducting the initial purchasers' discount and commission and estimated fees and expenses related to the offering.

We used the proceeds from the issuance of the Additional 2020 Notes, the 2019 Notes, and the 2017 Notes to refinance our 2010-2012 Notes (as defined below). As a result of this refinancing, we purchased $3.500 billion aggregate principal of the 2010-2012 Notes and recognized a loss of $108 million on extinguishment of debt during the first quarter of 2014, and is reflected in other income (loss), net in the consolidated statements of operations. The 2016 Notes (as defined below) and the 2018 Notes (as defined below) comprising the 2010-2012 Notes were discharged in full on February 6, 2014.

The Issuers issued the 2019 Notes and the 2017 Notes under an indenture dated as of January 21, 2014 (the “2017 and 2019 Indenture”), among the Issuers, Icahn Enterprises Holdings, as guarantor, and Wilmington Trust Company, as trustee. The 2017 and 2019 Indenture contains customary events of defaults and covenants relating to, among other things, the incurrence of debt, affiliate transactions, liens and restricted payments. On or after July 15, 2016 and prior to January 15, 2017, the Issuers may redeem all or part of the 2019 Notes at a price equal to 103.6563% of the principal amount of the 2019 Notes, plus accrued and unpaid interest, with such optional redemption prices decreasing to 102.4375% on and after January 15, 2017 and 100.000% on and after January 15, 2018. Before July 15, 2016, the Issuers may redeem the 2019 Notes upon repayment of a make-whole premium. Before July 15, 2016, the Issuers may redeem up to 35% of the aggregate principal amount of the 2019 Notes with the net proceeds of certain equity offerings at a price equal to 104.8750% of the aggregate principal amount thereof, plus accrued and unpaid interest to the date of redemption, provided that at least 65% of the aggregate principal amount of the 2019 Notes originally issued remains outstanding immediately after such redemption. On or after February 15, 2017, the

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Issuers may redeem some or all of the 2017 Notes at a price equal to 100.000% of the principal amount of the 2017 Notes, plus accrued and unpaid interest. If the Issuers experience a change of control, the Issuers must offer to purchase for cash all or any part of each holder’s 2019 Notes and 2017 Notes at a purchase price equal to 101% of the principal amount of 2019 Notes and 2017 Notes, plus accrued and unpaid interest.

In connection with the sale of the Additional 2020 Notes, the 2019 Notes and the 2017 Notes (collectively, the "New Notes") and the 2022 Notes, the Issuers and the Guarantor entered into two registration rights agreements, one dated January 21, 2014 and the other January 29, 2014 (the “Registration Rights Agreements”), with the New Notes Purchasers and the 2022 Notes Purchaser, respectively. Pursuant to the Registration Rights Agreements, on March 28, 2014, we filed an initial Form S-4 with respect to the New Notes and 2022 Notes for the sole purpose of exchanging the unregistered New Notes and the 2022 Notes for Exchange Notes. The exchange offer registration statement on Form S-4 with respect to the New Notes and the 2022 Notes was declared effective on April 24, 2014. Pursuant to the Registration Rights Agreements, we subsequently commenced the exchange offer to exchange the New Notes and the 2022 Notes for Exchange Notes which exchange offer expired on May 23, 2014. Substantially all of the New Notes and 2022 Notes were properly tendered in the exchange offer and accepted by us in exchange for registered Exchange Notes.

8.00% Senior Unsecured Notes Due 2018 and 7.75% Senior Unsecured Notes Due 2016

On January 15, 2010, the Issuers issued $850 million aggregate principal amount of 7.75% Senior Unsecured Notes due 2016 (the “2016 Notes”) and $1.150 billion aggregate principal amount of 8% Senior Unsecured Notes due 2018 (the “2018 Notes” and, together with the 2016 Notes, the “Initial Notes”) pursuant to the purchase agreement, dated January 12, 2010, by and among the Issuers, Icahn Enterprises Holdings, as guarantor, and Jefferies & Company, Inc., as initial purchaser. The gross proceeds from the sale of the Initial Notes were $1.987 billion, a portion of which was used to retire certain notes during 2010. Interest on the Initial Notes was payable on January 15 and July 15 of each year, commencing July 15, 2010.

On November 12, 2010, the Issuers issued an additional $200 million aggregate principal amount of the 2016 Notes and $300 million aggregate principal amount of the 2018 Notes (such notes are collectively referred to as the “2010 Additional Notes”), pursuant to the purchase agreement, dated November 8, 2010, by and among the Issuers, Icahn Enterprises Holdings, as guarantor, and Jefferies & Company, Inc., as initial purchaser. The gross proceeds from the sale of the 2010 Additional Notes were $512 million. On January 17, 2012, February 6, 2012 and July 12, 2012, the Issuers issued an additional $1.000 billion aggregate principal amount of the 2018 Notes (such notes are collectively referred to as the “2012 Additional Notes”), pursuant to respective purchase agreements, by and among the Issuers, Icahn Enterprises Holdings, as guarantor, and Jefferies & Company, Inc., as initial purchaser. The 2010 Additional Notes and 2012 Additional Notes constituted the same series of securities as the Initial Notes for purposes of the indenture governing the notes and voted together on all matters with such series. The 2010 Additional Notes and the 2012 Additional Notes had substantially identical terms as the Initial Notes.

The Initial Notes, the 2010 Additional Notes and the 2012 Additional Notes (referred to collectively as the "2010-2012 Notes") were issued under and are governed by an indenture, dated January 15, 2010 (the “2016 and 2018 Indenture”), among the Issuers, the Guarantor and Wilmington Trust Company, as trustee. The 2016 and 2018 Indenture contains customary events of defaults and covenants relating to, among other things, the incurrence of debt, affiliate transactions, liens and restricted payments. On or after January 15, 2013, the Issuers were able to redeem all of the 2016 Notes at a price equal to 103.875% of the principal amount of the 2016 Notes, plus accrued and unpaid interest, with such optional redemption prices decreasing to 101.938% on and after January 15, 2014 and 100% on and after January 15, 2015. On or after January 15, 2014, the Issuers were able to redeem all of the 2018 Notes at a price equal to 104.000% of the principal amount of the 2018 Notes, plus accrued and unpaid interest, with such optional redemption prices decreasing to 102.000% on and after January 15, 2015 and 100% on and after January 15, 2016. Before January 15, 2013, the Issuers were able to redeem up to 35% of the aggregate principal amount of each of the

2016 Notes and 2018 Notes with the net proceeds of certain equity offerings at a price equal to 107.750% and 108.000%, respectively, of the aggregate principal amount thereof, plus accrued and unpaid interest to the date of redemption, provided that at least 65% of the aggregate principal amount of the 2016 Notes or 2018 Notes, as the case may be, originally issued remained outstanding immediately after such redemption. If the Issuers experienced a change of control, the Issuers were required to purchase for cash all or any part of each holder's notes at a purchase price equal to 101% of the principal amount of the notes, plus accrued and unpaid interest.

As discussed above, we used the proceeds from the issuance of New Notes and 2022 Notes on January 21, 2014 and January 29, 2014, respectively, to refinance our 2010-2012 Notes.

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Senior Unsecured Notes Restrictions and Covenants

The indentures governing both the New Notes and the 2022 Notes restrict the payment of cash distributions, the purchase of equity interests or the purchase, redemption, defeasance or acquisition of debt subordinated to the senior unsecured notes. The indentures also restrict the incurrence of debt or the issuance of disqualified stock, as defined in the indentures, with certain exceptions. In addition, the indentures require that on each quarterly determination date we and the guarantor of the notes (currently only Icahn Enterprises Holdings) maintain certain minimum financial ratios, as defined therein. The indentures also restrict the creation of liens, mergers, consolidations and sales of substantially all of our assets, and transactions with affiliates.

As of June 30, 2014 and December 31, 2013, we were in compliance with all covenants, including maintaining certain minimum financial ratios, as defined in the indentures. Additionally, as of June 30, 2014, based on covenants in the indentures governing our senior unsecured notes, we are permitted to incur approximately $2.4 billion in additional indebtedness.

Debt Facilities - Automotive

On December 6, 2013, Federal-Mogul entered into an amendment (the “Federal-Mogul Revolver Amendment”) of its Term Loan and Revolving Credit Agreement dated as of December 27, 2007 (as amended, the “Federal-Mogul Credit Agreement”), among Federal-Mogul, the lenders party thereto, Citicorp USA, Inc., as Administrative Agent, JPMorgan Chase Bank, N.A., as Syndication Agent, and Wachovia Capital Finance Corporation and Wells Fargo Foothill, LLC, as Co-Documentation Agents, to amend its existing revolving credit facility to provide for a replacement revolving credit facility (the “Federal-Mogul Replacement Revolving Facility”). The Federal-Mogul Revolver Amendment, among other things, (i) increased the aggregate commitments available under the Federal-Mogul Replacement Revolving Facility from $540 million to $550 million, (ii) extended the maturity date of the Federal-Mogul Replacement Revolving Facility to December 6, 2018, subject to certain limited exceptions described below, and (iii) amended Federal-Mogul’s borrowing base to provide it with additional liquidity.

Advances under the Federal-Mogul Replacement Revolving Facility generally bear interest at a variable rate per annum equal to (i) the Alternate Base Rate (as defined in the Federal-Mogul Credit Agreement) plus an adjustable margin of 0.50% to 1.00% based on the average monthly availability under the Federal-Mogul Replacement Revolving Facility or (ii) Adjusted LIBOR Rate (as defined in the Federal-Mogul Credit Agreement) plus a margin of 1.50% to 2.00% based on the average monthly availability under the Federal-Mogul Replacement Revolving Facility. An unused commitment fee of 0.375% also is payable under the terms of the Federal-Mogul Replacement Revolving Facility.

Amendment to Credit Agreement

On April 15, 2014, Federal-Mogul Holdings Corporation entered into a new tranche B term loan facility (the “New Tranche B Facility”) and a new tranche C term loan facility (the “New Tranche C Facility,” and together with the New Tranche B Facility, the “New Federal-Mogul Term Facilities”), which were arranged by Citigroup Global Markets Inc. and Credit Suisse Securities (USA) LLC (the "Term Arrangers"), and assumed all of the obligations of Federal-Mogul Corporation with respect to the Federal-Mogul Replacement Revolving Facility. The New Federal-Mogul Term Facilities were entered into, and the Federal-Mogul Replacement Revolving Facility was assumed, by Federal-Mogul Holdings Corporation, pursuant to an amendment dated as of April 15, 2014 to the previously existing Term Loan and Federal-Mogul Credit Agreement dated December 27, 2007 among Federal-Mogul Corporation, the lenders party thereto (listed below), Citibank, N.A., as Revolving Administrative Agent, Citibank, N.A., as Tranche B Term Administrative Agent, Credit Suisse AG, as Tranche C Term Administrative Agent, Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC and Wells Fargo Bank, N.A., as Joint Lead Arrangers and Joint Bookrunners with respect to the Federal-Mogul Credit Agreement and Wells Fargo Bank, N.A., as sole Documentation Agent with respect to the Federal-Mogul Credit Agreement. Immediately following the closing of the New Federal-Mogul Term Facilities, Federal-Mogul Holdings Corporation contributed all of the net proceeds from the New Facilities to

Federal-Mogul Corporation, and Federal-Mogul Corporation repaid its existing outstanding indebtedness as a borrower under the tranche B and tranche C term loan facilities. In connection with this debt refinancing, our Automotive segment recognized a non-cash loss on debt extinguishment of approximately $36 million during the second quarter of 2014, which was primarily attributable to the write-off of debt discounts, and is reflected in other income, net in the consolidated statements of operations.
The New Federal-Mogul Term Facilities, among other things, (i) provide for aggregate commitments under the New Tranche B Facility of $700 million with a maturity date of April 15, 2018, (ii) provide for aggregate commitments under the

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New Tranche C Facility of approximately $1.9 billion with a maturity date of April 15, 2021, (iii) increase the interest rates applicable to the New Federal-Mogul Facilities as described below, (iv) provide that for all outstanding letters of credit there is a corresponding decrease in borrowings available under the Federal-Mogul Replacement Revolving Facility, (v) provide that in the event that as of a particular determination date more than $700 million aggregate principal amount of existing term loans and certain related refinancing indebtedness will become due within 91 days of such determination date, the Federal-Mogul Replacement Revolving Facility will mature on such determination date, (vi) provide for additional incremental indebtedness, secured on a pari passu basis, of an unlimited amount of additional indebtedness if Federal-Mogul meets a financial covenant incurrence test, and (vii) amend certain other restrictive covenants. Pursuant to the New Federal-Mogul Term Facilities, Federal-Mogul Holdings Corporation assumed all of the obligations of Federal-Mogul Corporation with respect to the Federal-Mogul Replacement Revolving Facility.

Advances under the New Tranche B Facility generally bear interest at a variable rate per annum equal to (i) the Alternate Base Rate plus a margin of 2.00% or (ii) the Adjusted LIBOR Rate plus a margin of 3.00%, subject, in each case, to a minimum rate of 1.00% plus the applicable margin. Advances under the New Tranche C Facility generally bear interest at a variable rate per annum equal to (i) the Alternate Base Rate plus a margin of 2.75% or (ii) the Adjusted LIBOR Rate plus a margin of 3.75%, subject, in each case, to a minimum rate of 1.00% plus the applicable margin. Due to the refinancing of Federal-Mogul's term loans, the backstop commitment letter provided to Federal-Mogul on December 6, 2013 from High River Limited Partnership, an affiliate of Mr. Carl C. Icahn, was terminated.

The obligations of Federal-Mogul under the Federal-Mogul Credit Agreement are guaranteed by substantially all of its domestic subsidiaries and certain foreign subsidiaries, and are secured by substantially all personal property and certain real property of Federal-Mogul and such guarantors, subject to certain limitations. The liens granted to secure these obligations and certain cash management and hedging obligations have first priority.

The Federal-Mogul Credit Agreement contains certain affirmative and negative covenants and events of default, including, subject to certain exceptions, restrictions on incurring additional indebtedness, mandatory prepayment provisions associated with specified asset sales and dispositions, and limitations on: i) investments; ii) certain acquisitions, mergers or consolidations; iii) sale and leaseback transactions; iv) certain transactions with affiliates; and v) dividends and other payments in respect of capital stock. Pursuant to the terms of the credit facility, $50 million of the tranche C term loan proceeds were deposited in a term letter of credit account. At June 30, 2014 and December 31, 2013, Federal-Mogul was in compliance with all debt covenants.

As June 30, 2014 and December 31, 2013, the borrowing availability under the Federal-Mogul Replacement Revolving Facility was $512 million and $550 million, respectively. Federal-Mogul had $38 million and $39 million of letters of credit outstanding as June 30, 2014 and December 31, 2013, respectively, pertaining to Federal-Mogul's term loan credit facility. To the extent letters of credit associated with the Federal-Mogul Replacement Revolving Facility are issued, there is a corresponding decrease in borrowings available under this facility.

Debt and Credit Facilities - Energy

Senior Notes

On January 23, 2013, a portion of the proceeds from CVR Refining's IPO were utilized to satisfy and discharge the indenture governing the CVR Second Lien Secured Notes due 2017 ("CVR Second Lien Notes"). As a result, all of the outstanding CVR Second Lien Notes were redeemed on January 23, 2013 resulting in a gain on extinguishment of debt of $5 million for our Energy segment in the first quarter of 2013.

On October 23, 2012, CVR Refining LLC (“Refining LLC”) and its wholly owned subsidiary, Coffeyville Finance Inc., completed a private offering of $500 million in aggregate principal amount of 6.50% Senior Notes due 2022 (the "CVR 2022 Notes"). The CVR 2022 Notes were issued at par. Refining LLC received $493 million of cash proceeds, net of underwriting fees. The CVR 2022 Notes are fully and unconditionally guaranteed by CVR Refining and each of

CVR Refining's existing domestic subsidiaries on a joint and several basis. The CVR 2022 Notes mature on November 1, 2022, unless earlier redeemed or repurchased by the issuers. Interest is payable on the CVR 2022 Notes semi-annually on May 1 and November 1 of each year, commencing on May 1, 2013.

The CVR 2022 Notes contain customary covenants for a financing of this type that limit, subject to certain exceptions, the incurrence of additional indebtedness or guarantees, the creation of liens on assets, the ability to dispose of assets, the ability to make certain payments on contractually subordinated debt, the ability to merge, consolidate with or into another entity and the ability to enter into certain affiliate transactions. The CVR 2022 Notes provide that CVR Refining can make distributions to holders of its common units provided, among other things, it has a minimum fixed charge coverage ratio and there is no default or event of default under the CVR 2022 Notes. As of June 30, 2014, CVR Refining was in compliance with the covenants contained in the CVR 2022 Notes.

Amended and Restated Asset Based (ABL) Credit Facility

CVR Refining has a senior secured asset based revolving credit facility (the "Amended and Restated ABL Credit Facility") with a group of lenders and Wells Fargo Bank, National Association (“Wells Fargo”), as administrative agent and collateral agent. The Amended and Restated ABL Credit Facility has an aggregate principal amount of up to $400 million with an incremental facility, which permits an increase in borrowings of up to $200 million subject to receipt of additional lender commitments and certain other conditions. The proceeds of the loans may be used for capital expenditures and working capital and general corporate purposes of CVR Refining and its subsidiaries. The Amended and Restated ABL Credit Facility provides for loans and letters of credit in an amount up to the aggregate availability under the facility, subject to meeting certain borrowing base conditions, with sub-limits of 10% of the total facility commitment for swingline loans and 90% of the total facility commitment for letters of credit. The Amended and Restated ABL Credit Facility is scheduled to mature on December 20, 2017.

Borrowings under the Amended and Restated ABL Credit Facility bear interest at either a base rate or LIBOR plus an applicable margin. The applicable margin is (i) (a) 1.75% for LIBOR borrowings and (b) 0.75% for prime rate borrowings, in each case if quarterly average excess availability exceeds 50% of the lesser of the borrowing base and the total commitments and (ii) (a) 2.00% for LIBOR borrowings and (b) 1.00% for prime rate borrowings, in each case if quarterly average excess availability is less than or equal to 50% of the lesser of the borrowing base and the total commitments. The Amended and Restated ABL Credit Facility also requires the payment of customary fees, including an unused line fee of (i) 0.40% if the daily average amount of loans and letters of credit outstanding is less than 50% of the lesser of the borrowing base and the total commitments and (ii) 0.30% if the daily average amount of loans and letters of credit outstanding is equal to or greater than 50% of the lesser of the borrowing base and the total commitments. CVR Refining will also be required to pay customary letter of credit fees equal to, for standby letters of credit, the applicable margin on LIBOR loans on the maximum amount available to be drawn under and, for commercial letters of credit, the applicable margin on LIBOR loans less 0.50% on the maximum amount available to be drawn under, and customary facing fees equal to 0.125% of the face amount of, each letter of credit.

The Amended and Restated ABL Credit Facility also contains customary covenants for a financing of this type that limit the ability of CVR Refining and its respective subsidiaries to, among other things, incur liens, engage in a consolidation, merger, purchase or sale of assets, pay dividends, incur indebtedness, make advances, investments and loans, enter into affiliate transactions, issue equity interests, or create subsidiaries and unrestricted subsidiaries. The amended and restated facility also contains a fixed charge coverage ratio financial covenant, as defined therein. CVR Refining was in compliance with the covenants of the Amended and Restated ABL Credit Facility as of June 30, 2014.

As of June 30, 2014, CVR Refining and its subsidiaries had availability under the Amended and Restated ABL Credit Facility of $373 million and had letters of credit outstanding of $27 million. There were no borrowings outstanding under the Amended and Restated ABL Credit Facility as of June 30, 2014.

CVR Partners Credit Facility

On April 13, 2011, CRNF, as borrower, and CVR Partners, as guarantor, entered into a new credit facility with a group of lenders including Goldman Sachs Lending Partners LLC, as administrative and collateral agent. The credit facility includes a term loan facility of $125 million and a revolving credit facility of $25 million, which was undrawn as of June 30, 2014, with an uncommitted incremental facility of up to $50 million. No amounts were outstanding under the revolving credit facility at June 30, 2014. There is no scheduled amortization of the credit facility, which matures in April 2016.

Borrowings under the credit facility bear interest based on a pricing grid determined by the trailing four quarter leverage ratio. The initial pricing for Eurodollar rate loans under the credit facility is the Eurodollar rate plus a margin of 3.50% or, for base rate loans, the prime rate plus 2.50%. Under its terms, the lenders under the credit facility were granted a first priority security interest (subject to certain customary exceptions) in substantially all of the assets of CRNF and CVR Partners.

The credit facility requires CVR Partners to maintain a minimum interest coverage ratio and a maximum leverage ratio and contains customary covenants for a financing of this type that limit, subject to certain exceptions, the incurrence of additional indebtedness or guarantees, the creation of liens on assets and the ability of CVR Partners to dispose of assets, to

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make restricted payments, investments and acquisitions, and the ability to enter into sale-leaseback transactions or affiliate transactions. The credit facility provides that CVR Partners can make distributions to holders of its common units provided, among other things, it is in compliance with the leverage ratio and interest coverage ratio on a pro forma basis after giving effect to any distribution and there is no default or event of default under the credit facility. As of June 30, 2014, CRNF was in compliance with the covenants contained in the credit facility.

Debt and Credit Facilities - Railcar

ARI

2007 Senior Unsecured Notes

In February 2007, ARI issued $275 million senior unsecured fixed rate notes that were subsequently exchanged for registered notes in March 2007 (the “ARI Notes”). In September 2012, ARI voluntarily redeemed $100 million of its ARI Notes utilizing cash on hand. On March 1, 2013, ARI voluntarily redeemed the remaining $175 million of its ARI Notes outstanding. In connection with these redemptions, ARI recorded a loss on extinguishment of debt of less than $1 million in the first quarter of 2013, which is reflected in other income (loss), net in our consolidated statements of operations.

2012 Lease Fleet Financing

In December 2012, ARI, through its wholly owned subsidiary (the "ARI Subsidiary"), entered into a senior secured delayed draw term loan facility ("Original ARI Term Loan") that is secured by a portfolio of railcars, railcar leases, the receivables associated with those railcars and leases and certain other related assets of the ARI Subsidiary. The Original ARI Term Loan provided for an initial draw at closing and allowed for up to two additional draws. Upon closing, the initial draw was $98 million, net of fees and expenses. During the first half of 2013, ARI made two additional draws that resulted in aggregate net proceeds of $100 million, fully utilizing the capacity of the ARI Term Loan. As December 31, 2013, the outstanding principal balance on the Original ARI Term Loan was $195 million. The Original ARI Term Loan, which had a maturity date of February 27, 2018, bore interest at one-month LIBOR plus 2.5%, for a rate of 2.7% as of December 31, 2013. The Original ARI Term Loan was paid in full during the first quarter of 2014 in connection with the refinancing transaction discussed below.

2014 Lease Fleet Financing

In January 2014, the ARI Subsidiary refinanced its Original ARI Term Loan under an amended and restated credit agreement (the "ARI Amended and Restated Credit Agreement") to, among other things, increase the aggregate borrowings available thereunder. In connection with the refinancing, the ARI Subsidiary received borrowings of $316 million, net of fees and expenses. Of this amount, $194 million was used to refinance the Original ARI Term Loan, resulting in net proceeds of $122 million. In conjunction with the refinancing, ARI incurred a $2 million loss on extinguishment of debt, which is reflected in other income (loss), net in our consolidated statements of operations. The terms of the ARI Amended and Restated Credit Agreement also provide ARI Subsidiary with the right, but not the obligation, to increase the amount of the facility in an aggregate additional amount not to exceed $100 million subject to the conditions set forth in the ARI Amended and Restated Credit Agreement. The new facility, which matures in January 2020, accrues interest at a rate per annum equal to the 1-month LIBOR rate plus 2.0%, for a rate of 2.2% as of June 30, 2014, subject to an alternative rate as set forth in the ARI Amended and Restated Credit Agreement, and is payable on the 15th of each month ("Payment Date"). The interest rate increases by 2.0% following certain events of default.

Pursuant to the terms of the Original ARI Term Loan and the ARI Amended and Restated Credit Agreement, ARI is required to maintain deposits in an interest reserve bank account equal to nine and seven months, respectively, of interest payments. As of both June 30, 2014 and December 31, 2013, the interest reserve amount was $4 million. ARI is required to pay principal at an annual rate of 3.33% of the borrowed amount via monthly payments that are due on the Payment Date, which commenced on February 17, 2014 in relation to the ARI Amended and Restated Credit Agreement with any remaining balance payable on the final scheduled maturity date. The ARI Amended and Restated

Credit Agreement may be prepaid at any time without premium or penalty, other than customary LIBOR breakage fees. ARI Subsidiary is required to maintain a loan to value ratio of at least 80% of the Net Aggregate Equipment Value, as defined in the ARI Amended and Restated Credit Agreement.

The ARI Amended and Restated Credit Agreement contains certain representations, warranties, and affirmative and negative covenants applicable to ARI and/or the ARI Subsidiary. Key covenants include limitations on the ARI Subsidiary's indebtedness, liens, investments, acquisitions, asset sales, redemption payments, and affiliate and extraordinary transactions; full cash sweep; covenants relating to the maintenance of the ARI Subsidiary as a separate legal entity; financial and other reporting and periodic appraisals; maintenance of railcars, leases, and other assets; and the ARI Subsidiary's compliance with a Debt Service Coverage Ratio (as defined in the Amended and Restated Credit Agreement) of 1.05:1.00, measured quarterly on a nine-month trailing basis, and subject to up to a 75-135 day cure period.

The ARI Amended and Restated Credit Agreement also obligates the ARI Subsidiary and ARI to maintain ARI's separateness and to ensure that the collections from the railcar leases along with the railcars that secure the ARI Amended and Restated Credit Agreement are managed in accordance with the credit agreement. Additionally, ARI is obligated to make any selections of transfers of railcars, railcar leases, receivables and related assets to be conveyed to the ARI Subsidiary in good faith and without any adverse selection, to cause ARL, as the manager, to maintain, lease, and re-lease the ARI Subsidiary's equipment no less favorably than similar portfolios serviced by ARL, and to repurchase or replace railcars that are reported as Eligible Units (as defined in the credit agreement) when they are not Eligible Units, subject to limitations on liability set forth in the credit agreement. ARI was in compliance with all of its covenants under the ARI Amended and Restated Credit Agreement as of June 30, 2014.

The ARI Amended and Restated Credit Agreement and the Original ARI Term Loan are secured by a first lien on substantially all assets of ARI Subsidiary, consisting of railcars, railcar leases, receivables and related assets, subject to borrowing base calculations and limited exceptions. As of June 30, 2014 and December 31, 2013, the net book value of the railcars that were pledged as part of the ARI Amended and Restated Credit Agreement and the Original ARI Term Loan were $309 million and $217 million, respectively.

ARL

Revolving Credit Facilities

On January 14, 2011 ARL closed on the refinancing of a revolving credit agreement (the "ARL Sovereign Revolver") with Sovereign Bank as the administrative agent, along with several other participating banks. The available capacity of the original ARL Sovereign Revolver was $40 million. The refinanced facility increased the ARL Sovereign Revolver's availability to $110 million. On June 8, 2011 ARL entered into an Amendment No. 1 to the revolving credit agreement whereby an additional bank participated, increasing the available capacity of the ARL Sovereign Revolver to $130 million. On July 12, 2013 ARL entered into an Amendment No. 2 which reduced the availability capacity to $120 million and extended the maturity date to July 14, 2014. On July 9, 2014, ARL entered into an Amendment No. 3 which extended the maturity date to January 14, 2015.

The obligations under the ARL Sovereign Revolver bear interest at a variable rate based on LIBOR plus an applicable margin and are secured by railcars and related leases and lease receivables and are subject to certain covenants, including maintenance of certain financial ratios related to net worth, utilization and loan to value. As of June 30, 2014, ARL was in compliance with all debt covenants with respect to the Sovereign Revolver.

As of June 30, 2014, ARL had availability under the ARL Sovereign Revolver of $33 million and had outstanding borrowings of $87 million. As of December 31, 2013, ARL had availability under the ARL Sovereign Revolver of $73 million and had outstanding borrowings of $47 million.

Term Note

ARL and its wholly owned subsidiaries have various term loans, all of which are non-recourse to us, some of which bear interest at variable rates based on LIBOR and have maturities between July 14, 2014 and July 16, 2019, and the rest bear interest at rates between 3.35% and 6.95% and have maturities between July 28, 2014 and February 25, 2020. Substantially all of the term loans are secured by railcars and related leases and lease receivables and are subject to certain covenants, including maintenance of certain financial ratios related to net worth, utilization and loan to value.

On February 21, 2014, NCF I, LLC, a subsidiary of ARL entered into a new $250 million term loan (the "NCF I Term Loan") with Key Equipment Finance, a division of KeyBank National Association. The NCF I Term Loan matures on February 21, 2019. Interest shall accrue on the principal balance at the rate of 30-day LIBOR plus 2.0%, with the rate to reset monthly that is payable monthly, commencing on March 20, 2014.

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On February 25, 2014, NCF II, LLC, a subsidiary of ARL entered into a new $135 million term loan (the “NCF II Term Loan”) with AIG Commercial Asset Finance. The NCF II Term Loan matures on February 25, 2020. Interest shall accrue on the principal balance at the rate of 3.7% that is payable monthly, commencing on March 25, 2014.

The NCF I Term Loan and NCF II Term Loan are each subject to a maximum 80% loan to value ratio, to be measured monthly and verified annually by collateral appraisal. Both of the NCF I Term Loan and the NCF II Term Loan are secured by railcar assets and guaranteed by an affiliated company and includes a tangible net worth covenant for the guarantor, among other covenants.

As required by the ARL Contribution Agreement, the NCF I Term Loan and the NCF II Term Loans were incurred to finance ARL’s distribution of $381 million of cash to IRL Holding LLC, an affiliate of Mr. Icahn, which occurred on February 26, 2014.

On March 27, 2014, RCF 2014, LLC, a subsidiary of ARL entered into a $300 million term loan (the “RCF Term Loan”) with the Royal Bank of Scotland PLC. Proceeds of the RCF Term Loan, along with $256 million in cash, were used to pay off a certain term note that matured in March 2014 with a certain subsidiary of ARL. The RCF Term Loan matures on September 27, 2014. Interest shall accrue on the principal balance at the rate of 30-day LIBOR plus 1.45%, with the rate to reset monthly and is payable monthly, commencing on April 15, 2014. The RCF Term Loan is secured by railcars and related leases and lease receivables and is subject to certain covenants, including maintenance of certain financial ratios related to net worth, utilization and loan to value.

On June 23, 2014, ARL entered into a $12 million term loan with Heartland Bank (the “Heartland Bank Term Loan”). The Heartland Bank Term Loan matures on July 1, 2015. Interest accrues on the principal balance at the rate of 30-day LIBOR plus 2.0%, with the rate to reset monthly, and is payable monthly, commencing on August 1, 2014. The Heartland Bank Term Loan is subject to a maximum 85% loan to value ratio and is secured by railcar assets.

As of both June 30, 2014 and December 31, 2013, ARL and its wholly owned subsidiaries were in compliance with all debt covenants with respect to all of their term loans.

Bond Securitizations

On December 12, 2012, a subsidiary of ARL entered into a bond securitization transaction with RBS Securities, Inc. ("RBS") as the initial purchaser of the $110 million principal amount of the Floating Secured Railcar Equipment Notes, Class A-1 ("ARL 2012 Class A-1 Notes"), and the $106 million principal amount of the Fixed Rate Secured Railcar Equipment Notes, Class A-2 ("ARL 2012 Class A-2 Notes") and, together with the ARL Class A-1 Notes, collectively referred to herein as the "ARL 2012 Bond Securitization Notes"). The ARL 2012 Class A-1 Notes bear interest of LIBOR plus 1.75%; the ARL 2012 Class A-2 Notes bear a fixed interest rate of 3.81%. Interest on each of the ARL 2012 Bond Securitization Notes are payable on the 15th calendar day of each month starting on January 15, 2013. The expected principal repayment date for the ARL 2012 Bond Securitization Notes is December 15, 2022 and the legal final maturity date for the ARL 2012 Bond Securitization Notes is December 15, 2042.

On June 25, 2014, a certain subsidiary of ARL entered into a bond securitization transaction with RBS as the initial purchaser of the $175 million principal amount of the Fixed Secured Railcar Equipment Notes, Class A-1 ("ARL 2014 Class A-1 Notes"), and the $150 million principal amount of the Fixed Rate Secured Railcar Equipment Notes, Class A-2 ("ARL 2014 Class A-2 Notes" and, together with the ARL 2014 Class A-1 Notes, collectively referred to herein as the "ARL 2014 Bond Securitization Notes"). Approximately $156 million of the proceeds from the ARL 2014 Bond Securitization Notes were used to pay down the RCF Term Loan. The ARL 2014 Class A-1 Notes bear a fixed interest rate of 2.92%; the ARL 2014 Class A-2 Notes bear a fixed interest rate of 3.97%. Interest on each of the ARL 2014 Bond Securitization Notes are payable on the 15th calendar day of each month starting on July 15, 2014. The expected principal repayment date for the ARL 2014 Bond Securitization Notes is June 15, 2024 and the legal final maturity date for the ARL 2014 Bond Securitization Notes is June 15, 2044.

Each of the ARL 2012 Bond Securitization Notes and ARL 2014 Bond Securitization Notes is subject to certain covenants, including the maintenance of certain financial ratios related to net worth, utilization and debt service

coverage. As of both June 30, 2014 and December 31, 2013, ARL was in compliance with all debt covenants with respect to the ARL 2012 Bond Securitization Notes and ARL 2014 Bond Securitization Notes.
The LIBOR rate was 0.15% and 0.17% at June 30, 2014 and December 31, 2013, respectively.

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Credit Facilities - Gaming
New Credit Facilities
On November 27, 2013, Tropicana entered into (i) a senior secured first lien term loan facility in an aggregate principal amount of $300 million, issued at a discount of 0.5% (the “Tropicana New Term Loan Facility”) and (ii) a senior secured first lien revolving credit facility in an aggregate principal amount of $15 million (the “Tropicana Revolving Facility” and, together with the Tropicana New Term Loan Facility, the “Tropicana New Credit Facilities”). Commencing on December 31, 2013, the Tropicana New Term Loan Facility will amortize in equal quarterly installments in an amount of $750,000, with any remaining balance payable on the final maturity date of the Tropicana New Term Loan Facility, which is November 27, 2020. Amounts under the Tropicana Revolving Facility are available to be borrowed and re-borrowed until its termination on November 27, 2018.
Net proceeds of $172 million from the Tropicana New Credit Facilities were used to repay in full the principal amounts outstanding under the Tropicana's prior credit facilities. Tropicana's prior credit facilities were terminated effective as of November 27, 2013. Our Gaming segment recognized a loss on extinguishment of debt of $5 million which related to the write-off of unamortized debt issuance costs and discounts during the fourth quarter of 2013. A portion of the proceeds from the Tropicana New Credit Facilities was used to finance Tropicana's acquisition of the Lumière as further described in Note 2, "Operating Units - Gaming."
The Tropicana New Term Loan Facility accrues interest, at Tropicana's option, at a per annum rate equal to either (i) the LIBO Rate (as defined in the Credit Agreement) (subject to a 1.00% floor) plus an applicable margin equal to 3.00%, or (ii) the alternate base rate (as defined in the Credit Agreement) (subject to a 2.00% floor) plus an applicable margin equal to 2.00%; such that in either case, the applicable interest rate shall not be less than 4.0%. The Tropicana Revolving Facility accrues interest, at Tropicana's option, at a per annum rate equal to either (i) the LIBO Rate plus an applicable margin ranging from 2.00% (if the total net leverage ratio is less than 2.50:1.00) to 2.50% (if the total net leverage ratio is greater than or equal to 3.00:1.00); or (ii) the alternate base rate plus an applicable margin ranging from 1.00% (if the total net leverage ratio is less than 2.50:1.00) to 1.50% (if the total net leverage ratio is greater than or equal to 3.00:1.00). The interest rate increases by 2.00% following certain defaults. As of June 30, 2014, the interest rate on the Tropicana New Term Loan Facility was 4.0% and the Tropicana Revolving Facility was undrawn and had $15 million of availability.
The Tropicana New Credit Facilities are guaranteed by all of Tropicana's domestic subsidiaries, subject to limited exceptions where gaming approval is being sought, and additional subsidiaries may be required to provide guarantees, subject to limited exceptions. The Tropicana New Credit Facilities are secured by a first lien on substantially all assets of Tropicana and the domestic subsidiaries that are guarantors, with certain limited exceptions. Subsidiaries that become guarantors will be required, with certain limited exceptions, to provide first liens and security interests in substantially all their assets to secure the Tropicana New Credit Facilities.
At the election of Tropicana and subject to certain conditions, including a maximum senior secured net leverage ratio of 3.25:1.00, the amount available under the Tropicana New Credit Facilities may be increased, which increased amount may be comprised of additional term loans and revolving loans.
The Tropicana New Term Loan Facility may be prepaid at the option of Tropicana at any time without penalty (other than customary LIBO Rate breakage fees), except that a 1% re-pricing premium will apply in certain circumstances if any term loans under the Tropicana New Term Loan Facility are prepaid prior to May 27, 2014. Tropicana is required to make mandatory payments of the Tropicana New Credit Facilities with (i) net cash proceeds of certain asset sales (subject to reinvestment rights), (ii) net cash proceeds from certain issuances of debt and equity (with certain exceptions), (iii) up to 50% of annual excess cash flow (as low as 0% if Tropicana's total leverage ratio is below 2.75:1.00), and (iv) certain casualty proceeds and condemnation awards (subject to reinvestment rights).
Key covenants binding Tropicana and its subsidiaries include (i) limitations on indebtedness, liens, investments, acquisitions, asset sales, dividends and other restricted payments, and affiliate and extraordinary transactions, and (ii)

if, as of the last day of any fiscal quarter, the amount of outstanding revolving loans exceed 35% of the permitted borrowing under the Tropicana Revolving Facility, compliance with a maximum senior secured net leverage ratio test of 3.25:1.00. Key default provisions include (i) failure to repay principal, interest, fees and other amounts owing under the facility, (ii) cross default to certain other indebtedness, (iii) the rendering of certain judgments against Tropicana or its subsidiaries, (iv) failure of security documents to create valid liens on property securing the Tropicana New Credit Facilities and to perfect such liens, (v) revocation of casino, gambling, or gaming licenses, (vi) Tropicana's or its material subsidiaries' bankruptcy or insolvency; and

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(vii) the occurrence of a Change of Control (as defined in the Credit Agreement). Many defaults are also subject to cure periods prior to such default giving rise to the right of the lenders to accelerate the loans and to exercise remedies. Tropicana was in compliance with the covenants of the Tropicana New Term Loan Facility at June 30, 2014.

Senior secured Notes and Revolving Credit Facility - Food Packaging

New Credit Facility

In connection with certain financing transactions, on January 30, 2014, Viskase entered into a credit agreement with UBS AG, Stamford Branch, as Administrative Agent and Collateral Agent, and the Lenders parties thereto, providing for a $275 million senior secured covenant lite term loan facility (“Viskase Term Loan”). A portion of the proceeds from the Viskase Term Loan was used to satisfy and discharge all of the existing Viskase 9.875% Notes and Viskase recorded a loss of $16 million on debt extinguishment during the first quarter of 2014, which is reflected in other income (loss), net in the consolidated statements of operations.

The Viskase Term Loan bears interest at a LIBO Rate plus 3.25% (with the LIBO Rate carrying a 1.00% floor), or at a Base Rate equal to the sum of (1) the greatest of (a) the Prime Rate, (b) the Federal Funds Effective Rate plus 0.50%, (c) one-month LIBOR plus 1.0%, or (d) 2.0%, plus (2) 2.25%. The Viskase Term Loan has a 1% per annum amortization with a maturity date of January 30, 2021. The Viskase Term Loan is subject to certain additional mandatory prepayments upon asset sales, incurrence of indebtedness not otherwise permitted, and based upon a percentage of excess cash flow. Prepayments on the Viskase Term Loan may be made at any time, subject to a prepayment premium of 1% for certain prepayments during the first six months of the term.

Indebtedness under the Viskase Term Loan is secured by liens on substantially all of Viskase’s domestic and Mexican assets, with liens on (i) the Fixed Asset Priority Collateral, to be contractually senior to the liens securing the Revolving Credit Facility pursuant to the intercreditor agreement, (ii) the ABL Priority Collateral, to be contractually subordinate to the liens securing the Revolving Credit Facility pursuant to the intercreditor agreement, and (iii) all other assets, to be contractually pari passu with the liens securing the Revolving Credit Facility pursuant to the intercreditor agreement. Viskase's future direct or indirect material domestic subsidiaries are required to guarantee the obligations under the Viskase Term Loan, and to provide security by liens on their assets as described above.

Prior Credit Facility

In December 2009, Viskase issued $175 million of 9.875% Senior Secured Notes due 2018 (the “Viskase 2018 Notes”). The Viskase 2018 Notes bore interest at a rate of 9.875% per annum, payable semi-annually in cash on January 15 and July 15, commencing on July 15, 2010. In May 2010, Viskase issued an additional $40 million aggregate principal amount of Viskase 2018 Notes under the indenture governing the Viskase 2018 Notes. The Viskase 2018 Notes had a maturity date of January 15, 2018. As discussed above, in connection with certain financing transactions, the Viskase 2018 Notes were paid off in full on January 30, 2014 and our Food Packaging segment recorded a loss on debt extinguishment of $16 million during the first quarter of 2014.

Other

In its foreign operations, Viskase has unsecured lines of credit with various banks providing approximately $8 million of availability as of June 30, 2014. There were $2 million and $2 million borrowings under the lines of credit at June 30, 2014 and December 31, 2013, respectively.

Letters of credit in the amount of $1 million were outstanding under facilities with a commercial bank, and were cash collateralized at each of June 30, 2014 and December 31, 2013.

Mortgages Payable - Real Estate

Mortgages payable, all of which are non-recourse to us, bear interest at rates between 4.97% and 7.99% and have maturities between September 30, 2014 and October 31, 2028.

Other

Secured Revolving Credit Agreement - Home Fashion

On October 15, 2012, upon the expiration of a certain senior secured revolving credit facility of WPH, WPH entered into a new letter of credit facility (the "LC Facility"), with a nationally recognized bank (the "LC Issuer"). This one-year LC Facility, which was renewed on October 15, 2013, has a $10 million credit line. The letters of credit under the LC Facility are

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subject to 0.50% annual fee on the outstanding face amount of the letters of credit issued under the LC Facility, which face amount as of June 30, 2014 was $6 million. Obligations under the LC Facility are secured by a cash collateral account pledged by WPH to the LC Issuer. The LC Facility does not contain any financial covenants.

11. Pension, Other Post-employment Benefits and Employee Benefit Plans.

Federal-Mogul, ARI and Viskase each sponsor several defined benefit pension plans (the "Pension Benefits") (and, in the case of Viskase, its pension plans include defined contribution plans). Additionally, Federal-Mogul and Viskase each sponsors health care and life insurance benefits ("Other Post-Employment Benefits" or "OPEB") for certain employees and retirees around the world. ARI also previously sponsored a post-employment medical benefit plan that provided access to healthcare for certain retired employees; this plan was terminated effective December 31, 2013.
The Pension Benefits are funded based on the funding requirements of federal and international laws and regulations, as applicable, in advance of benefit payments and the Other Post-Employment Benefits. As prescribed by applicable U.S. GAAP, Federal-Mogul, ARI and Viskase each uses, as applicable, appropriate actuarial methods and assumptions in accounting for its defined benefit pension plans, non-pension post-employment benefits, and disability, early retirement and other post-employment benefits. The measurement date for all defined benefit plans is December 31 of each year.
Components of net periodic benefit cost for the three and six months ended June 30, 2014 and 2013 are as follows:

	Pension Benefits		OPEB	
	Three Months Ended June 30,		Three Months Ended June 30,	
	2014	2013	2014	2013
	(in millions)			
Service cost	$4	$4	$—	$—
Interest cost	19	17	5	4
Expected return on plan assets	(19)	(18)	—	—
Amortization of actuarial losses	4	7	—	1
Amortization of prior service credit	—	—	(1)	(3)
Curtailment gain	—	—	—	(19)
	$8	$10	$4	$(17)

	Pension Benefits		OPEB	
	Six Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in millions)			
Service cost	$8	$8	$—	$—
Interest cost	38	35	8	8
Expected return on plan assets	(37)	(35)	—	—
Amortization of actuarial losses	6	13	1	3
Amortization of prior service credit	—	—	(2)	(6)
Curtailment gain	—	—	—	(19)
	$15	$21	$7	$(14)

During the second quarter of 2013, Federal-Mogul ceased operations at one of its U.S. manufacturing locations. The resulting reduction in the average remaining future service period to the full eligibility date of the remaining active plan participants in Federal-Mogul’s U.S. Welfare Benefit Plan triggered the recognition of a $19 million OPEB curtailment gain, which was recognized in the consolidated statements of operations during the three and six months ended June 30, 2013.

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12. Net Income Per LP Unit.
The following table sets forth the allocation of net income attributable to Icahn Enterprises allocable to limited partners and the computation of basic and diluted income per LP unit of Icahn Enterprises for the three and six months ended June 30, 2014 and 2013 are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in millions, except per unit data)			
Net income attributable to Icahn Enterprises	$489	$54	$460	$331
Net income attributable to Icahn Enterprises allocable to limited partners (98.01% allocation)	$479	$53	$451	$324
Basic income per LP unit	$4.06	$0.48	$3.85	$3.00
Basic weighted average LP units outstanding	118	110	117	108
Dilutive effect of variable rate convertible notes:				
Income				$2
Units				1
Dilutive effect of unit distribution declared:				
Income		$—		$—
Units		1		—
Diluted income per LP unit	$4.06	$0.48	$3.85	$2.99
Diluted weighted average LP units outstanding	118	111	117	109

Equity Offering
On February 28, 2013, Icahn Enterprises entered into an underwriting agreement (the “February 2013 Underwriting Agreement”) with Jefferies & Company, Inc., providing for the issuance and purchase of an aggregate of 3,174,604 depositary units representing limited partner interests in Icahn Enterprises at a price to the public of $63.00 per depositary unit. The depositary units were delivered to the unitholders on March 6, 2013. Pursuant to the February 2013 Underwriting Agreement, Icahn Enterprises also granted Jefferies & Company, Inc. a 30-day option to purchase up to 476,191 additional depositary units at the same public offering price, which expired unexercised.
Net proceeds from this equity offering were $194 million during the six months ended June 30, 2013 after deducting underwriting discounts, commissions and other offering related fees and expenses. Additionally, in connection with this equity offering, our general partner made aggregate contributions of $4 million to Icahn Enterprises and Icahn Enterprises Holdings during the six months ended June 30, 2013 in order to maintain its 1% general partner interest in each of Icahn Enterprises and Icahn Enterprises Holdings.
The issuance and sale of the depositary units in connection with this equity offering is registered under the Securities Act of 1933, as amended, pursuant to a shelf registration statement on Form S-3 (File No. 333-158705) filed with the SEC by Icahn Enterprises on April 22, 2009 and declared effective by the SEC on May 17, 2010.
Unit Distribution
On February 25, 2014, Icahn Enterprises declared a quarterly distribution in the amount of $1.50 per depositary unit in which each depositary unit holder had the option to make an election to receive either cash or additional depositary units. As a result, on April 22, 2014, Icahn Enterprises distributed an aggregate 1,574,448 depositary units to unit holders electing to receive depositary units in connection with this distribution.

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On May 5, 2014, Icahn Enterprises declared a quarterly distribution in the amount of $1.50 per depositary unit in which each depositary unit holder had the option to make an election to receive either cash or additional depositary units. As a result, on June 30, 2014, Icahn Enterprises distributed an aggregate 1,555,003 depositary units to unit holders electing to receive depositary units in connection with this distribution.
Mr. Icahn and his affiliates elected to receive a majority of their proportionate share of these distributions in depositary units. As of August 4, 2014, Mr. Icahn and his affiliates owned 88.2% of Icahn Enterprises outstanding depositary units.

13. Segment Reporting.
As of June 30, 2014, our nine operating segments, which also constitute our reporting segments, are: (1) Investment; (2) Automotive; (3) Energy; (4) Metals; (5) Railcar; (6) Gaming; (7) Food Packaging; (8) Real Estate; and (9) Home Fashion. Our determination of what constitutes an operating segment is based on the various industries in which our businesses operate and how we manage those businesses in accordance with our investment strategy. We assess and measure segment operating results based on net income from continuing operations attributable to Icahn Enterprises and Icahn Enterprises Holdings, as disclosed below. In addition to our nine reporting segments, we present the results of the Holding Company, which includes the unconsolidated results of Icahn Enterprises and Icahn Enterprises Holdings, and investment activity and expenses associated with the activities of the Holding Company. See Note 2, “Operating Units,” for a detailed description of each of our reporting segments.
Icahn Enterprises
Icahn Enterprises' condensed statements of operations by reporting segment for the three and six months ended June 30, 2014 and 2013 are presented below:

	Three Months Ended June 30, 2014										
	Investment	Automotive	Energy	Metals	Railcar	Gaming	Food Packaging	Real Estate	Home Fashion	Holding Company	Consolidated
	(in millions)										
Revenues:											
Net sales	$—	$ 1,872	$2,541	$188	$122	$—	$ 93	$5	$46	$—	$ 4,867
Other revenues from operations	—	—	—	—	101	202	—	20	—	—	323
Net gain (loss) from investment activities	1,159	—	(3)	—	—	—	—	—	—	(24)	1,132
Interest and dividend income	41	1	1	—	—	—	—	—	—	1	44
Other income (loss), net	1	(28)	36	(1)	2	1	—	1	—	1	13
	1,201	1,845	2,575	187	225	203	93	26	46	(22)	6,379
Expenses:											
Cost of goods sold	—	1,574	2,358	191	94	—	69	3	38	—	4,327
Other expenses from operations	—	—	—	—	44	106	—	13	—	—	163
Selling, general and administrative	88	207	35	6	10	85	11	3	8	3	456
Restructuring	—	30	—	—	—	—	—	—	—	—	30
Impairment	—	1	—	—	—	—	—	—	—	—	1
Interest expense	63	32	8	—	15	3	3	1	—	72	197

	151	1,844	2,401	197	163	194	83	20	46	75	5,174
Income (loss) before income tax (expense) benefit	1,050	1	174	(10)	62	9	10	6	—	(97)	1,205
Income tax (expense) benefit	—	(12)	(39)	5	(15)	(3)	(4)	—	—	(14)	(82)
Net income (loss)	1,050	(11)	135	(5)	47	6	6	6	—	(111)	1,123
Less: net income attributable to non-controlling interests	(549)	(1)	(63)	—	(17)	(2)	(2)	—	—	—	(634)
Net income (loss) attributable to Icahn Enterprises	$501	$ (12)	$72	$(5)	$30	$4	$ 4	$ 6	$ —	$ (111)	$ 489
Supplemental information:											
Capital expenditures	$—	$ 77	$53	$3	$148	$17	$ 5	$ 1	$ 1	$ —	$ 305
Depreciation and amortization(1)	$—	$ 83	$55	$6	$25	$13	$ 6	$ 5	$ 2	$ —	$ 195

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	Three Months Ended June 30, 2013										
	Investment	Automotive	Energy	Metals	Railcar	Gaming	Food Packaging	Real Estate	Home Fashion	Holding Company	Consolidated
	(in millions)										
Revenues:											
Net sales	$—	$ 1,786	$2,221	$230	$116	$—	$ 93	$ 1	$ 50	$ —	$ 4,497
Other revenues from operations	—	—	—	—	82	149	—	20	—	—	251
Net gain (loss) from investment activities	(217)	—	—	—	—	—	—	—	—	(11)	(228)
Interest and dividend income	49	1	1	—	2	—	—	—	—	1	54
Other income (loss), net	—	—	119	—	1	—	(24)	—	1	(1)	96
	(168)	1,787	2,341	230	201	149	69	21	51	(11)	4,670
Expenses:											
Cost of goods sold	—	1,506	1,939	236	90	—	70	1	45	—	3,887
Other expenses from operations	—	—	—	—	40	73	—	13	—	—	126
Selling, general and administrative	12	175	34	6	8	56	12	2	8	4	317
Restructuring	—	8	—	—	—	—	—	—	1	—	9
Impairment	—	2	—	—	—	2	—	1	—	—	5
Interest expense	2	27	12	—	11	3	6	1	—	74	136
	14	1,718	1,985	242	149	134	88	18	54	78	4,480
Income (loss) before income tax (expense) benefit	(182)	69	356	(12)	52	15	(19)	3	(3)	(89)	190
Income tax (expense) benefit	—	(13)	(94)	5	(14)	1	2	—	—	16	(97)
Net income (loss)	(182)	56	262	(7)	38	16	(17)	3	(3)	(73)	93
Less: net (income) loss attributable to non-controlling interests	110	(14)	(106)	—	(28)	(6)	5	—	—	—	(39)
Net income (loss) attributable to Icahn Enterprises	$(72)	$ 42	$156	$(7)	$10	$ 10	$ (12)	$ 3	$ (3)	$ (73)	$ 54
Supplemental information:											
Capital expenditures	$—	$ 93	$51	$3	$57	$ 23	$ 4	$ 1	$ 1	$ —	$ 233
Depreciation and amortization[1]	$—	$ 73	$51	$6	$22	$ 8	$ 6	$ 5	$ 2	$ —	$ 173

	Six Months Ended June 30, 2014										
	Investment	Automotive	Energy	Metals	Railcar	Gaming	Food Packaging	Real Estate	Home Fashion	Holding Company	Consolidated
	(in millions)										
Revenues:											
Net sales	$—	$ 3,651	$4,988	$377	$240	$ —	$ 181	$ 8	$ 88	$ —	$ 9,533
Other revenues from operations	—	—	—	—	194	351	—	39	—	—	584
Net gain (loss) from investment activities	1,149	—	(3)	—	—	—	—	—	—	(45)	1,101
Interest and dividend income	96	2	1	—	1	1	—	—	—	2	103
Other income (loss), net	2	(19)	145	—	(3)	38	(15)	3	1	(104)	48
	1,247	3,634	5,131	377	432	390	166	50	89	(147)	11,369
Expenses:											
Cost of goods sold	—	3,080	4,605	383	187	—	135	4	75	—	8,469
Other expenses from operations	—	—	—	—	87	180	—	25	—	—	292
Selling, general and administrative	110	400	67	12	22	152	22	6	15	10	816
Restructuring	—	38	—	—	—	—	—	—	—	—	38
Impairment	—	2	—	—	—	—	—	—	—	—	2
Interest expense	102	57	18	—	27	6	8	2	—	147	367
	212	3,577	4,690	395	323	338	165	37	90	157	9,984
Income (loss) before income tax (expense) benefit	1,035	57	441	(18)	109	52	1	13	(1)	(304)	1,385
Income tax (expense) benefit	—	(28)	(102)	8	(26)	(13)	(1)	—	—	(23)	(185)
Net income (loss)	1,035	29	339	(10)	83	39	—	13	(1)	(327)	1,200
Less: net income attributable to non-controlling interests	(529)	(10)	(157)	—	(32)	(12)	—	—	—	—	(740)
Net income (loss) attributable to Icahn Enterprises	$506	$ 19	$182	$(10)	$51	$ 27	$ —	$ 13	$ (1)	$ (327)	$ 460
Supplemental information:											
Capital expenditures	$—	$ 173	$115	$7	$250	$ 29	$ 10	$ 1	$ 2	$ —	$ 587
Depreciation and amortization[(1)]	$—	$ 163	$108	$12	$51	$ 22	$ 11	$ 11	$ 4	$ —	$ 382

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	Six Months Ended June 30, 2013										
	Investment	Automotive	Energy	Metals	Railcar	Gaming	Food Packaging	Real Estate	Home Fashion	Holding Company	Consolidated
	(in millions)										
Revenues:											
Net sales	$—	$ 3,499	$4,573	$494	$226	$—	$ 181	$2	$96	$—	$ 9,071
Other revenues from operations	—	—	—	—	155	292	—	40	—	—	487
Net gain (loss) from investment activities	361	—	—	—	2	—	—	—	—	(13)	350
Interest and dividend income	72	1	1	—	5	—	—	—	—	1	80
Other income (loss), net	2	(33)	105	—	1	—	(24)	—	1	(1)	51
	435	3,467	4,679	494	389	292	157	42	97	(13)	10,039
Expenses:											
Cost of goods sold	—	2,971	3,906	503	176	—	137	1	86	—	7,780
Other expenses from operations	—	—	—	—	79	145	—	24	—	—	248
Selling, general and administrative	40	374	68	14	21	117	23	6	16	9	688
Restructuring	—	16	—	—	—	—	—	—	1	—	17
Impairment	—	2	—	—	—	2	—	1	—	—	5
Interest expense	2	58	27	—	25	7	11	2	—	149	281
	42	3,421	4,001	517	301	271	171	34	103	158	9,019
Income (loss) before income tax (expense) benefit	393	46	678	(23)	88	21	(14)	8	(6)	(171)	1,020
Income tax (expense) benefit	—	(24)	(194)	10	(26)	(1)	—	—	—	18	(217)
Net income (loss)	393	22	484	(13)	62	20	(14)	8	(6)	(153)	803
Less: net (income) loss attributable to non-controlling interests	(232)	(9)	(177)	—	(51)	(7)	4	—	—	—	(472)
Net income (loss) attributable to Icahn Enterprises	$161	$ 13	$307	$(13)	$11	$ 13	$ (10)	$8	$(6)	$ (153)	$ 331
Supplemental information:											
Capital expenditures	$—	$ 186	$115	$6	$159	$35	$9	$1	$1	$—	$ 512
Depreciation and amortization(1)	$—	$ 144	$101	$12	$44	$16	$ 11	$11	$4	$—	$ 343

(1) Excludes amounts related to the amortization of deferred financing costs and debt discounts and premiums included in interest expense in the amounts of $3 million and $7 million for the three months ended June 30, 2014 and 2013, respectively, and $13 million and $17 million for the six months ended June 30, 2014 and 2013, respectively.

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Icahn Enterprises' condensed balance sheets by reporting segment as of June 30, 2014 and December 31, 2013 are presented below:

	June 30, 2014										
	Investment	Automotive	Energy	Metals	Railcar	Gaming	Food Packaging	Real Estate	Home Fashion	Holding Company	Consolidated
	(in millions)										
ASSETS											
Cash and cash equivalents	$5	$ 628	$999	$15	$335	$160	$ 31	$52	$9	$ 1,099	$ 3,333
Cash held at consolidated affiliated partnerships and restricted cash	1,219	—	—	3	35	16	1	2	6	3	1,285
Investments	16,585	289	79	—	29	32	—	—	—	213	17,227
Accounts receivable, net	—	1,439	249	71	41	13	69	3	33	—	1,918
Inventories, net	—	1,146	529	76	92	—	80	—	75	—	1,998
Property, plant and equipment, net	—	2,054	2,692	125	2,081	700	157	648	75	3	8,535
Goodwill and intangible assets, net	—	1,782	1,297	9	7	78	10	63	3	—	3,249
Other assets	34	449	185	22	64	62	89	17	22	70	1,014
Total assets	$17,843	$ 7,787	$6,030	$321	$2,684	$1,061	$ 437	$785	$223	$ 1,388	$ 38,559
LIABILITIES AND EQUITY											
Accounts payable, accrued expenses and other liabilities	$1,818	$ 1,911	$1,544	$62	$202	$160	$ 70	$19	$33	$361	$ 6,180
Securities sold, not yet purchased, at fair value	929	—	—	—	—	—	—	—	—	—	929
Due to brokers	4,318	—	—	—	—	—	—	—	—	—	4,318
Post-employment benefit liability	—	1,028	—	1	4	—	29	—	—	—	1,062
Debt	—	2,689	676	3	1,878	296	276	40	—	5,485	11,343
Total liabilities	7,065	5,628	2,220	66	2,084	456	375	59	33	5,846	23,832
Equity attributable to Icahn Enterprises	5,092	1,684	2,029	255	652	419	42	726	190	(4,458)	6,631
Equity attributable to non-controlling interests	5,686	475	1,781	—	(52)	186	20	—	—	—	8,096
Total equity	10,778	2,159	3,810	255	600	605	62	726	190	(4,458)	14,727
Total liabilities and equity	$17,843	$ 7,787	$6,030	$321	$2,684	$1,061	$ 437	$785	$223	$ 1,388	$ 38,559

	December 31, 2013										
	Investment	Automotive	Energy	Metals	Railcar	Gaming	Food Packaging	Real Estate	Home Fashion	Holding Company	Consolidated
	(in millions)										
ASSETS											
Cash and cash equivalents	$3	$ 761	$842	$31	$417	$ 359	$ 19	$32	$ 16	$ 782	$ 3,262
Cash held at consolidated affiliated partnerships and restricted cash	321	—	—	4	27	31	1	3	6	3	396
Investments	11,826	253	—	—	31	34	—	—	—	117	12,261
Accounts receivable, net	—	1,297	242	62	34	10	67	3	35	—	1,750
Inventories, net	—	1,068	527	85	90	—	72	—	60	—	1,902
Property, plant and equipment, net	—	2,038	2,684	129	1,889	444	156	656	78	3	8,077
Goodwill and intangible assets, net	—	1,715	1,307	9	7	67	11	68	3	—	3,187
Other assets	47	413	146	14	52	51	79	18	24	66	910
Total assets	$12,197	$ 7,545	$5,748	$334	$2,547	$ 996	$ 405	$780	$ 222	$ 971	$ 31,745
LIABILITIES AND EQUITY											
Accounts payable, accrued expenses and other liabilities	$757	$ 1,763	$1,550	$57	$204	$ 132	$ 80	$18	$ 31	$ 351	$ 4,943
Securities sold, not yet purchased, at fair value	884	—	—	—	—	—	—	—	—	—	884
Due to brokers	2,203	—	—	—	—	—	—	—	—	—	2,203
Post-employment benefit liability	—	1,072	—	1	5	—	33	—	—	—	1,111
Debt	—	2,586	676	3	1,448	298	217	51	—	4,016	9,295
Total liabilities	3,844	5,421	2,226	61	1,657	430	330	69	31	4,367	18,436
Equity attributable to Icahn Enterprises	3,696	1,660	1,926	273	591	392	55	711	191	(3,403)	6,092
Equity attributable to non-controlling interests	4,657	464	1,596	—	299	174	20	—	—	7	7,217
Total equity	8,353	2,124	3,522	273	890	566	75	711	191	(3,396)	13,309
Total liabilities and equity	$12,197	$ 7,545	$5,748	$334	$2,547	$ 996	$ 405	$780	$ 222	$ 971	$ 31,745

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Icahn Enterprises Holdings
Due to the structure of our business, the consolidated results of operations for Icahn Enterprises and Icahn Enterprises Holdings are substantially the same. Differences primarily relate to debt, deferred financing costs and amortization of debt discounts and premiums, which are only reflected in the results of operations for the Holding Company. See Note 10, "Debt," for additional information. Segment information for Icahn Enterprises Holdings is presented below for significant financial statement line items affected by these differences.

	Three Months Ended June 30,						June 30,	December 31,
	2014			2013			2014	2013
	Interest Expense	Net Income (Loss)	Net Income (Loss) Attributable to Icahn Enterprises Holdings	Interest Expense	Net Income (Loss)	Net Income (Loss) Attributable to Icahn Enterprises Holdings	Total Assets	Total Assets
	(in millions)						(in millions)	
Investment	$63	$1,050	$ 501	$2	$(182)	$ (72)	$17,843	$12,197
Automotive	32	(11)	(12)	27	56	42	7,787	7,545
Energy	8	135	72	12	262	156	6,030	5,748
Metals	—	(5)	(5)	—	(7)	(7)	321	334
Railcar	15	47	30	11	38	10	2,684	2,547
Gaming	3	6	4	3	16	10	1,061	996
Food Packaging	3	6	4	6	(17)	(12)	437	405
Real Estate	1	6	6	1	3	3	785	780
Home Fashion	—	—	—	—	(3)	(3)	223	222
Holding Company	71	(110)	(110)	74	(73)	(73)	1,411	987
Consolidated	$196	$1,124	$ 490	$136	$93	$ 54	$38,582	$31,761

	Six Months Ended June 30,					
	2014			2013		
	Interest Expense	Net Income (Loss)	Net Income (Loss) Attributable to Icahn Enterprises Holdings	Interest Expense	Net Income (Loss)	Net Income (Loss) Attributable to Icahn Enterprises Holdings
	(in millions)					
Investment	$102	$1,035	$506	$2	$393	$161
Automotive	57	29	19	58	22	13
Energy	18	339	182	27	484	307
Metals	—	(10)	(10)	—	(13)	(13)
Railcar	27	83	51	25	62	11
Gaming	6	39	27	7	20	13
Food Packaging	8	—	—	11	(14)	(10)
Real Estate	2	13	13	2	8	8
Home Fashion	—	(1)	(1)	—	(6)	(6)

Holding Company	146	(326)	(326)	149	(153)	(153)
Consolidated	$366	$1,201	$461	$281	$803	$331

Amounts related to the amortization of debt discounts and premiums included in interest expense for the consolidated results of Icahn Enterprises Holdings were $2 million and $7 million for the three months ended June 30, 2014 and 2013, respectively, and $12 million and $17 million for the six months ended June 30, 2014 and 2013, respectively.

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14. Income Taxes.

For the three months ended June 30, 2014, both Icahn Enterprises and Icahn Enterprises Holdings recorded an income tax expense of $82 million on pre-tax income of $1,205 million compared to an income tax expense of $97 million on pre-tax income of $190 million for the three months ended June 30, 2013. Our effective income tax rate was 6.8% and 51.1% for the three months ended June 30, 2014 and 2013, respectively.

For the three months ended June 30, 2014, the difference between the effective tax rate and statutory federal rate of 35% is primarily due to partnership income not subject to taxation, as such taxes are the responsibility of the partners. For the three months ended June 30, 2013, the difference between the effective tax rate and the statutory federal rate of 35% is primarily due to partnership income not subject to taxation, as such taxes are the responsibility of the partners.

For the six months ended June 30, 2014, both Icahn Enterprises and Icahn Enterprises Holdings recorded an income tax expense of $185 million on pre-tax income of $1,385 million compared to an income tax expense of $217 million on pre-tax income of $1,020 million for the six months ended June 30, 2013. Our effective income tax rate was 13.4% and 21.3% for the six months ended June 30, 2014 and 2013, respectively.

For the six months ended June 30, 2014, the difference between the effective tax rate and statutory federal rate of 35% is primarily due to partnership income not subject to taxation, as such taxes are the responsibility of the partners. For the six months ended June 30, 2013, the difference between the effective tax rate and the statutory federal rate of 35% is primarily due to partnership income not subject to taxation, as such taxes are the responsibility of the partners.

15. Changes in Accumulated Other Comprehensive Loss.

Changes in accumulated other comprehensive loss consists of the following:

	Post-Employment Benefits, Net of Tax	Hedge Instruments, Net of Tax	Translation Adjustments and Other, Net of Tax	Total
	(in millions)			
Balance, December 31, 2013	$(464)	$(26)	$(315)	$(805)
Other comprehensive income (loss) before reclassifications, net of tax	—	1	(1)	—
Reclassifications from accumulated other comprehensive loss to earnings[(1)]	5	1	(1)	5
Other comprehensive income (loss), net of tax	5	2	(2)	5
Balance, June 30, 2014	$(459)	$(24)	$(317)	$(800)

[(1)] See Note 11, "Pension, Other Post-employment Benefits and Employee Benefit Plans," and Note 6, "Financial Instruments," for additional information with respect to reclassifications from accumulated other comprehensive loss to earnings relating to post-employment benefits, net of tax and hedge instruments, net of tax, respectively. Such items do not represent reclassifications in their entirety.

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16. Other Income, Net.
Other income, net consists of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in millions)			
Realized and unrealized gain on derivatives, net	$36	$120	$145	$100
Gain (loss) on disposition of assets	3	(3)	8	(50)
(Loss) gain on extinguishment of debt	(36)	—	(162)	5
Tax settlement (loss) gain	—	(23)	32	(23)
Equity earnings from non-consolidated affiliates	13	9	26	17
Foreign currency translation loss	(2)	(4)	(5)	(2)
Other	(1)	(3)	4	4
	$13	$96	$48	$51

As further described in Note 10, "Debt," during the three and six months ended June 30, 2014, we had various debt refinancing transactions and recorded an aggregate loss on extinguishment of debt of $36 million and $162 million, respectively.
As further described in Note 17, "Commitments and Contingencies - Gaming," during the first quarter of 2014, our Gaming segment received approximately $32 million in cash as payment to satisfy future credits in connection with a certain negotiated tax settlement.
During the first quarter of 2013, our Automotive segment recorded a loss on disposal of assets of $47 million related to the disposal of its sintered components operations located in France. Because the financial results from the disposal of this business were not material, individually or in the aggregate, to our consolidated financial statements, we did not reflect the dispositions of these businesses as discontinued operations in the first quarter of 2013 or on a retrospective basis.
During the second quarter of 2013, our Food Packaging segment recorded a loss of $23 million related to the settlement of a certain tax matter. See Note 17, "Commitments and Contingencies - Food Packaging," for further discussion.

17. Commitments and Contingencies.
Investment
Dynegy Inc.
On March 28, 2012 an action was filed in the U.S. District Court, Southern District of New York (the "Court"), entitled Silsby v. Icahn et. al. Defendants include Carl C. Icahn and two officers of Dynegy Inc. ("Dynegy") and certain of its directors. As initially filed, the action purports to be brought as a class action on behalf of Dynegy shareholders who acquired their shares between September 2011 and March 2012. The complaint alleges violations of the federal securities laws by defendants' allegedly making false and misleading statements in securities filings which statements artificially inflated the price of Dynegy stock. The individual defendants are alleged to have been controlling persons of Dynegy. Plaintiff is seeking damages in an unspecified amount. Subsequent to the filing of this action, Dynegy filed for bankruptcy, and a U.S. bankruptcy court has approved a Plan of Reorganization. Plaintiff is proceeding with the action and has filed an amended complaint that purports to be a class action on behalf of Dynegy shareholders who acquired their securities between July 10, 2011 and March 9, 2012. We believe that we have meritorious defenses to the claims and filed a motion to dismiss on July 19, 2013. On April 30, 2014, the Court granted defendants' motion to dismiss and the case was dismissed with prejudice. On May 30, 2014, the Plaintiff filed an appeal, which is currently pending.
Automotive

Environmental Matters

Federal-Mogul is a defendant in lawsuits filed, or the recipient of administrative orders issued or demand letters received, in various jurisdictions pursuant to the Federal Comprehensive Environmental Response Compensation and Liability Act of

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1980 (“CERCLA”) or other similar national, provincial or state environmental remedial laws. These laws provide that responsible parties may be liable to pay for remediating contamination resulting from hazardous substances that were discharged into the environment by them, by prior owners or occupants of property they currently own or operate, or by others to whom they sent such substances for treatment or other disposition at third party locations. Federal-Mogul has been notified by the United States Environmental Protection Agency, other national environmental agencies, and various provincial and state agencies that it may be a potentially responsible party (“PRP”) under such laws for the cost of remediating hazardous substances pursuant to CERCLA and other national and state or provincial environmental laws. PRP designation often results in the funding of site investigations and subsequent remedial activities.

Many of the sites that are likely to be the costliest to remediate are often current or former commercial waste disposal facilities to which numerous companies sent wastes. Despite the potential joint and several liability that might be imposed on Federal-Mogul under CERCLA and some of the other laws pertaining to these sites, its share of the total waste sent to these sites has generally been small. Federal-Mogul believes its exposure for liability at these sites is limited.

Federal-Mogul has also identified certain other present and former properties at which it may be responsible for cleaning up or addressing environmental contamination, in some cases as a result of contractual commitments and/or federal or state environmental laws. Federal-Mogul is actively seeking to resolve these actual and potential statutory, regulatory and contractual obligations. Although difficult to quantify based on the complexity of the issues, Federal-Mogul has accrued amounts corresponding to its best estimate of the costs associated with such regulatory and contractual obligations on the basis of available information from site investigations and best professional judgment of consultants.

Total environmental liabilities, determined on an undiscounted basis, were $14 million and $14 million as of June 30, 2014 and December 31, 2013, respectively and are included in accrued expenses and other liabilities in our consolidated balance sheets.

Federal-Mogul believes that recorded environmental liabilities will be adequate to cover its estimated liability for its exposure in respect to such matters. In the event that such liabilities were to significantly exceed the amounts recorded by Federal-Mogul, our Automotive segment's results of operations could be materially affected. At June 30, 2014, Federal-Mogul estimates reasonably possible material additional losses, above and beyond its best estimate of required remediation costs as recorded, to approximate $44 million.

Asset Retirement Obligations

Federal-Mogul has identified sites with contractual obligations and several sites that are closed or expected to be closed and sold. In connection with these sites, Federal-Mogul has accrued $26 million and $26 million as of June 30, 2014 and December 31, 2013, respectively, for asset retirement obligations ("ARO"), primarily related to anticipated costs of removing hazardous building materials at its facilities, and has considered impairment issues that may result from capitalization of these ARO amounts.

Federal-Mogul has conditional asset retirement obligations ("CARO"), primarily related to removal costs of hazardous materials in buildings, for which it believes reasonable cost estimates cannot be made at this time because it does not believe it has a reasonable basis to assign probabilities to a range of potential settlement dates for these retirement obligations. Accordingly, Federal-Mogul is currently unable to determine amounts to accrue for CARO at such sites.

Energy

Unconditional Purchase Obligations

CVR has minimum required payments for unconditional purchase obligations of approximately $1.4 billion. This amount includes $944 million payable ratably over 17 years pursuant to petroleum transportation service agreements between CRRM and each of TransCanada Keystone Pipeline Limited Partnership and TransCanada Keystone Pipeline, LP (together, "TransCanada"). Under the agreements, CRRM receives transportation for at least 25,000 barrels per day of crude oil with a delivery point at Cushing, Oklahoma for a term of 20 years on TransCanada's

Keystone pipeline system.

CVR leases various equipment, including railcars, and real properties under long-term operating leases expiring at various dates. For each of the three months ended June 30, 2014 and 2013 lease expense was $2 million. For each of the six months ended June 30, 2014 and 2013 lease expense was $5 million. The lease agreements have various remaining terms. Some agreements are renewable, at CVR's option, for additional periods. It is expected, in the ordinary course of business, that leases

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will be renewed or replaced as they expire. Additionally, in the normal course of business, CVR has long-term commitments to purchase oxygen, nitrogen, electricity, storage capacity and pipeline transportation services.

Crude Oil Supply Agreement

On August 31, 2012, CRRM and Vitol Inc. ("Vitol") entered into an Amended and Restated Crude Oil Supply Agreement (the "Vitol Agreement"). Under the Vitol Agreement, Vitol supplies the petroleum business with crude oil and intermediation logistics, which helps to reduce CVR Refining's inventory position and mitigate crude oil pricing risk. The Vitol Agreement has an initial term commencing on August 31, 2012 and extending through December 31, 2014 (the "Initial Term"). Following the Initial Term, the Vitol Agreement will automatically renew for successive one-year terms (each such term, a "Renewal Term") unless either party provides the other with notice of nonrenewal at least 180 days prior to the expiration of the Initial Term or any Renewal Term. The Vitol Agreement was extended for a one-year Renewal Term through December 31, 2015.

Litigation

From time to time, CVR is involved in various lawsuits arising in the normal course of business, including matters such as those described below under "Environmental, Health and Safety Matters." Liabilities related to such litigation are recognized when the related costs are probable and can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular case. It is possible that management’s estimates of the outcomes will change due to uncertainties inherent in litigation and settlement negotiations. Except as described below for our Energy segment, there were no new proceedings or material developments in proceedings that we previously reported in our annual report on Form 10-K for the year ended December 31, 2013 and filings of quarterly reports on Form 10-Q during 2014 (the "2014 Form 10-Qs"). In the opinion of CVR's management, the ultimate resolution of any other litigation matters is not expected to have a material adverse effect on the accompanying consolidated financial statements. There can be no assurance that management’s beliefs or opinions with respect to liability for potential litigation matters are accurate.

Environmental, Health and Safety Matters

The petroleum and nitrogen fertilizer businesses are subject to various stringent federal, state, and local Environmental, Health and Safety ("EHS") rules and regulations. Liabilities related to EHS matters are recognized when the related costs are probable and can be reasonably estimated. Estimates of these costs are based upon currently available facts, existing technology, site-specific costs and currently enacted laws and regulations. In reporting EHS liabilities, no offset is made for potential recoveries.

CRRM, CRNF, Coffeyville Resources Crude Transportation, LLC (“CRCT”), Wynnewood Refining Company, LLC (“WRC”) and Coffeyville Resources Terminal, LLC (“CRT”) own and/or operate manufacturing and ancillary operations at various locations directly related to petroleum refining and distribution and nitrogen fertilizer manufacturing. Therefore, CRRM, CRNF, CRCT, WRC and CRT have exposure to potential EHS liabilities related to past and present EHS conditions at these locations. Under the Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA"), the Resource Conservation and Recovery Act ("RCRA"), and related state laws, certain persons may be liable for the release or threatened release of hazardous substances. These persons can include the current owner or operator of property where a release or threatened release occurred, any persons who owned or operated the property when the release occurred, and any persons who disposed of, or arranged for the transportation or disposal of, hazardous substances at a contaminated property. Liability under CERCLA is strict, and under certain circumstances, joint and several, so that any responsible party may be held liable for the entire cost of investigating and remediating the release of hazardous substances. Similarly, the Oil Pollution Act generally subjects owners and operators of facilities to strict, joint and several liability for all containment and clean-up costs, natural resource damages, and potential governmental oversight costs arising from oil spills into waters of the United States, which has been broadly interpreted to include most water bodies including intermittent streams.

CRRM, CRNF, CRCT, WRC and CRT are subject to extensive and frequently changing federal, state and local environmental and health and safety laws and regulations governing the emission and release of hazardous substances into the environment, the treatment and discharge of waste water, and the storage, handling, use and transportation of petroleum and nitrogen products, and the characteristics and composition of gasoline and diesel fuels. The ultimate impact of complying with evolving laws and regulations is not always clearly known or determinable due in part to the fact that our operations may change over time and certain implementing regulations for laws, such as the federal Clean Air Act, have not yet been finalized, are under governmental or judicial review or are being revised. These laws and regulations could result in increased capital, operating and compliance costs.

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As previously reported, CVR's petroleum and nitrogen fertilizer businesses are party to, or otherwise subject to administrative orders and consent decrees with federal, state and local environmental authorities, as applicable, addressing corrective actions under RCRA, the Clean Air Act and the Clean Water Act. The petroleum business is also subject to (i) the Mobile Source Air Toxic II ("MSAT II") rule which requires reductions of benzene in gasoline; (ii) the Renewable Fuel Standard ("RFS"), which requires refiners to blend "renewable fuels" in with their transportation fuels or purchase renewable fuel credits, known as RINs, in lieu of blending; and (iii) "Tier 3" gasoline sulfur standards. Except as otherwise described below, there have been no new developments or material changes to the environmental accruals or expected capital expenditures related to compliance with the foregoing environmental matters from those provided in our annual report on Form 10-K for the year ended December 31, 2013 and 2014 Form 10-Qs. CRRM, CRNF, CRCT, WRC and CRT each believes it is in substantial compliance with existing EHS rules and regulations. There can be no assurance that the EHS matters described or referenced herein or other EHS matters which may develop in the future will not have a material adverse effect on CVR's business, financial condition, or results of operations.

As of June 30, 2014 and December 31, 2013, our Energy segment had environmental accruals of $1 million and $2 million, respectively. CVR's management periodically reviews and, as appropriate, revises its environmental accruals. Based on current information and regulatory requirements, CVR's management believes that the accruals established for environmental expenditures are adequate.

Environmental expenditures are capitalized when such expenditures are expected to result in future economic benefits. For the three months ended June 30, 2014 and 2013, capital expenditures were $26 million and $16 million, respectively, and were incurred for environmental compliance and efficiency of the operations. For the six months ended June 30, 2014 and 2013, capital expenditures were $60 million and $38 million, respectively.

The cost of RINs for the three months ended June 30, 2014 and 2013 was $29 million and $66 million, respectively. The cost of RINs for the six months ended June 30, 2014 and 2013 was $64 million and $98 million, respectively. As of June 30, 2014 and December 31, 2013, the petroleum business' biofuel blending obligation was $40 million and $17 million, respectively, which was recorded in accrued expenses and other liabilities on the consolidated balance sheets.

From time to time, the Oklahoma Department of Environmental Quality ("ODEQ") conducts inspections of the Wynnewood refinery and pursues enforcement related to any alleged non-compliance with the Clean Air Act seeking civil penalties and injunctive relief, which may necessitate the installation of controls. In January 2014, ODEQ issued a full compliance evaluation ("FCE") report covering the period from December 2010 through June 2013, which covered periods of the previous owner's ownership and operation and, in some cases, continued into CVR Refining's ownership of the Wynnewood refinery. ODEQ has indicated that it will pursue enforcement related to the alleged non-compliance and that it expects to enter into a consent order with WRC to resolve its claims, which would necessitate the payment of a civil penalty and the implementation of injunctive relief to address the alleged non-compliance. In addition, on April 11, 2014, WRC received a partial compliance evaluation ("PCE") report from ODEQ alleging additional violations of the Clean Air Act. ODEQ conducted a follow-up inspection on June 30, 2014. The costs of any enforcement that may arise as a result of the FCE or the PCE cannot be predicted at this time. However, based on its experience related to Clean Air Act enforcement and control requirements, CVR does not anticipate that the costs of any civil penalties, required additional controls or operational changes would be material.

Metals

Environmental Matters

Certain of PSC Metals' facilities are environmentally impaired in part as a result of operating practices at the sites prior to their acquisition by PSC Metals and as a result of PSC Metals' operations. PSC Metals has established procedures to periodically evaluate these sites, giving consideration to the nature and extent of the contamination. PSC Metals has provided for the remediation of these sites based upon management's judgment and prior experience. PSC

Metals has estimated the liability to remediate these sites to be $28 million and $29 million at June 30, 2014 and December 31, 2013, respectively. PSC Metals believes, based on past experience, that the vast majority of these environmental liabilities and costs will be assessed and paid over an extended period of time. PSC Metals believes that it will be able to fund such costs in the ordinary course of business.

Estimates of PSC Metals' liability for remediation of a particular site and the method and ultimate cost of remediation require a number of assumptions that are inherently difficult to make, and the ultimate outcome may be materially different from current estimates. Moreover, because PSC Metals has disposed of waste materials at numerous third-party disposal facilities, it is possible that PSC Metals will be identified as a PRP at additional sites. The impact of such future events cannot be estimated at the current time.

PSC Metals has been designated as a PRP under U.S. federal and state superfund laws with respect to certain sites with which PSC Metals may have had a direct or indirect involvement. It is alleged that PSC Metals and its subsidiaries or their predecessors transported waste to the sites, disposed of waste at the sites or operated the sites in question. In addition, PSC Metals recently learned that its Knoxville location was the subject of investigations by the State of Tennessee under the federal Superfund law. These investigations were performed by the State of Tennessee pursuant to a contract with the EPA. Currently, PSC Metals cannot assess the impact of any cost or liability associated with these investigations. With respect to all other matters in which PSC Metals has been designated as a PRP under U.S. federal and state superfund laws, PSC Metals has reviewed the nature and extent of the allegations, the number, connection and financial ability of other named and unnamed PRPs and the nature and estimated cost of the likely remedy. Based on reviewing the nature and extent of the allegations, PSC Metals has estimated its liability to remediate these sites to be immaterial at each of June 30, 2014 and December 31, 2013. If it is determined that PSC Metals has liability to remediate those sites and that more expensive remediation approaches are required in the future, PSC Metals could incur additional obligations, which could be material.

In November and December of 2011, PSC Metals received three notices of violation ("NOV") from the Missouri Department of Natural Resources (“MDNR”) for hazardous waste and water violations related to its Festus, Missouri location. PSC Metals has entered into a settlement with MDNR that resolves these NOVs. Currently, PSC Metals believes that it has established adequate reserves for the cost of this settlement. In addition, PSC Metals believes that it has a claim for indemnification against the prior owner of the facility associated with the above-referenced notices of violation. MDNR and PSC Metals, as part of the resolution of MDNR's NOVs, have undertaken sampling for lead at residences near PSC Metals' Festus yard. Approximately 67 residences were sampled and tested, and of those, approximately 15 tested above residential standards for lead contamination. PSC Metals has entered into a settlement agreement with MDNR which resolves MNDR’s claims and requires limited soil remediation at the 15 residences. Currently, PSC Metals believes that it has adequately reserved for the cost of remediation associated with its Festus yard and the residential areas near the yard. However, PSC Metals cannot assess its liability with certainty at this time. Additionally, PSC Metals believes that liability for off-site contamination was retained by the prior owner of the Festus yard and accordingly, it would have a claim for indemnification against the prior owner.

In 2011, PSC Metals entered into a consent decree with the EPA regarding PSC Metals' scrap processing facility located in Cleveland, Ohio. The EPA alleged that PSC Metals violated the requirements of Section 608 of the Clean Air Act, 42 USC Section 761, which requires scrap processors to either recover refrigerants from appliances in accordance with the procedures described in the applicable federal regulations or verify through certifications that refrigerants have previously been evacuated. The consent decree includes injunctive relief that, among other things, will require PSC Metals to offer refrigerant extraction services at 11 of its scrap processing facilities through October 2015. PSC Metals estimates that the total cost associated with the required injunctive relief will range from $0.8 million to $1.7 million, exclusive of a civil penalty of $199,000 assessed in connection with the consent decree which PSC Metals paid in 2011.

On April 3, 2013, two citizen groups filed a citizen suit under the Clean Water Act (the “CWA”) for alleged storm water and process water discharges at PSC Metals' Nashville, TN facility that the citizen groups allege violate the CWA and PSC Metals' storm water discharge permit. The CWA requires that to maintain a citizen suit, the citizen plaintiff must be able to show that the violations are on-going or are reasonably likely to reoccur. PSC Metals believes, based on its investigation to date, that the citizen plaintiffs cannot meet this burden. PSC Metals is currently exploring a potential settlement of the matter that would require, among other things, improvements to its Nashville facility in order to improve the quality of storm water discharges, requiring more frequent storm water testing than what is currently required. PSC Metals received a subpoena from the Department of Justice (the "DOJ") regarding potential criminal violations of the CWA at PSC Metals' Nashville facility. In February 2014, after reviewing the materials that PSC Metals provided and interviewing PSC Metals' employees, the DOJ indicated that they will not pursue any further action in this matter.

Gaming

Aztar v. Marsh

As further described below, the Petition for Certification that Aztar Corporation ("Aztar") filed with the New Jersey Supreme Court was denied in February 2014, thereby concluding the litigation.

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June 30, 2014 (Unaudited)

Aztar filed a broker malpractice and breach of contract action in the Superior Court of New Jersey, Atlantic County, Law Division (the “Court”) on August 12, 2010, against Marsh & McLennan Companies, Marsh, Inc., Marsh USA, Inc. and various fictitious Marsh entities (together, the "Marsh Defendants"). The claim seeks $100 million or more in compensatory damages against the Marsh Defendants, Aztar's risk management and insurance brokers at the time of a 2002 expansion of Tropicana AC by Aztar, including, but not limited to, lost profits, expenses arising from the interruption of operations, attorneys' fees, loss of the use of the insurance proceeds at issue, and litigation expenses resulting from the Marsh Defendants' failure to secure for Aztar business interruption and property damage coverage covering losses sustained by Aztar from the collapse of a parking garage that occurred at Tropicana AC on October 30, 2003.

The Marsh Defendants filed an answer on October 20, 2010 denying the material allegations of the complaint and subsequently filed a Motion to Dismiss for Forum Non Conveniens in December 2010, which motion was denied by the Court on April 12, 2011. On August 18, 2011 the Marsh Defendants filed a Motion for Summary Judgment arguing that the Court should apply the Arizona Statue of Limitations to the action. Aztar filed an objection to the Marsh Defendants' motion on September 23, 2011 arguing, inter alia, that the New Jersey Statute of Limitations applies to the action. The Marsh Defendants filed its Reply on October 3, 2011. The motion was argued in January 2012. In April 2012, the Court granted the Marsh Defendants' Motion for Summary Judgment dismissing Aztar's complaint with prejudice. Aztar subsequently filed a Motion for Reconsideration with the Court, which was denied. In September 2012, Aztar filed an appeal of the Court's decision to dismiss the case with the Superior Court of New Jersey, Appellate Division. In September 2013, the Superior Court of New Jersey, Appellate Division denied Aztar’s appeal substantially for the reasons set forth in the Court’s decision. Aztar has filed a Petition for Certification to the New Jersey Supreme Court, which petition was denied by the New Jersey Supreme Court in February 2014, thereby concluding the litigation.

Tropicana AC Tax Appeal Settlement

In January 2013 we settled outstanding real estate tax appeals involving our Tropicana AC property with the City of Atlantic City. The settlement involves the tax years 2008 through 2012 and also covers negotiated real estate assessments for 2013 and 2014. Under the terms of the settlement, Tropicana AC will receive a refund of approximately $50 million in the form of credits against future year real estate tax bills beginning in 2013 and ending in 2017. The credits were to be front-loaded in 2013 and 2014 so that after the credits were applied, Tropicana AC paid $2 million in taxes in 2013. Tropicana utilized $16 million of credits as a reduction to operating expenses in the year ended December 31, 2013. In addition, Tropicana expensed $4 million in professional fees related to this settlement in the year ended December 31, 2013. In January 2014, Tropicana received $32 million in cash as payment to satisfy future credits which amount is included in other income (loss), net in the consolidated statements of operations.

Food Packaging

Tax Matter

During 2005, Viskase Brasil Embalagens Ltda. (“Viskase Brazil”) received three tax assessments by São Paulo tax authorities with respect to Viskase Brazil's alleged failure to pay value added and sales and services tax (“ICMS”) levied on the importation of raw materials, and sales of goods in and out of the State of São Paulo, and alleged improper credits taken, from 2000 through 2005. In late December 2012, São Paulo issued a decree announcing a special settlement program (“Settlement Program”) for eligible companies that wish to settle alleged ICMS liabilities arising prior to July 31, 2012. The Settlement Program offers significant reductions in interest and penalties to companies that choose to participate.

On May 29, 2013, after consulting with its legal and tax advisors and considering the inherent uncertainty surrounding the outcome of the ongoing litigation, Viskase Brazil accepted participation in the Settlement Program, which allowed it to satisfy all of its remaining ICMS liabilities and related costs for $23 million.

Home Fashion

Environmental Matters

WPH is subject to various federal, state and local environmental laws and regulations governing, among other things, the discharge, storage, handling and disposal of a variety of hazardous and nonhazardous substances and wastes used in or resulting from its operations and potential remediation obligations. WPH's operations are also governed by U.S. federal, state, local and foreign laws, rules and regulations relating to employee safety and health which, among other things, establish exposure limitation for cotton dust, formaldehyde, asbestos and noise, and which regulate chemical, physical and ergonomic hazards in the workplace. WPH estimated its environmental accruals to be approximately $1 million as of both June 30, 2014 and December 31, 2013.

Other Matters

Mr. Icahn, through certain affiliates, owns 100% of Icahn Enterprises GP and approximately 88.2% of Icahn Enterprises' outstanding depositary units as of June 30, 2014. Applicable pension and tax laws make each member of a “controlled group” of entities, generally defined as entities in which there is at least an 80% common ownership interest, jointly and severally liable for certain pension plan obligations of any member of the controlled group. These pension obligations include ongoing contributions to fund the plan, as well as liability for any unfunded liabilities that may exist at the time the plan is terminated. In addition, the failure to pay these pension obligations when due may result in the creation of liens in favor of the pension plan or the Pension Benefit Guaranty Corporation ("PBGC") against the assets of each member of the controlled group.

As a result of the more than 80% ownership interest in us by Mr. Icahn’s affiliates, we and our subsidiaries are subject to the pension liabilities of entities in which Mr. Icahn has a direct or indirect ownership interest of at least 80%. As a result of our ownership of more than 80% in our subsidiaries, we and our subsidiaries are subject to the pension liabilities of all entities in which Mr. Icahn has a direct or indirect ownership interest of at least 80%. ACF and Federal-Mogul, are the sponsors of several pension plans. All the minimum funding requirements of the Code and the Employee Retirement Income Security Act of 1974, as amended by the Pension Protection Act of 2006, for these plans have been met as of June 30, 2014 and December 31, 2013. If the plans were voluntarily terminated, they would be underfunded by approximately $450 million and $592 million as of June 30, 2014 and December 31, 2013, respectively. These results are based on the most recent information provided by the plans’ actuaries. These liabilities could increase or decrease, depending on a number of factors, including future changes in benefits, investment returns, and the assumptions used to calculate the liability. As members of the controlled group, we would be liable for any failure of ACF and Federal-Mogul to make ongoing pension contributions or to pay the unfunded liabilities upon a termination of the pension plans of ACF and Federal-Mogul. In addition, other entities now or in the future within the controlled group in which we are included may have pension plan obligations that are, or may become, underfunded and we would be liable for any failure of such entities to make ongoing pension contributions or to pay the unfunded liabilities upon termination of such plans.

The current underfunded status of the pension plans of ACF and Federal-Mogul requires them to notify the PBGC of certain “reportable events,” such as if we cease to be a member of the ACF and Federal-Mogul controlled group, or if we make certain extraordinary dividends or stock redemptions. The obligation to report could cause us to seek to delay or reconsider the occurrence of such reportable events.

Starfire Holding Corporation ("Starfire") which is 99.4% owned by Mr. Icahn, has undertaken to indemnify us and our subsidiaries from losses resulting from any imposition of certain pension funding or termination liabilities that may be imposed on us and our subsidiaries or our assets as a result of being a member of the Icahn controlled group. The Starfire indemnity (which does not extend to pension liabilities of our subsidiaries that would be imposed on us as a result of our interest in these subsidiaries and not as a result of Mr. Icahn and his affiliates holding more than an 80% ownership interest in us, and as such would not extend to the unfunded pension termination liability for Federal-Mogul) provides, among other things, that so long as such contingent liabilities exist and could be imposed on us, Starfire will not make any distributions to its stockholders that would reduce its net worth to below $250 million. Nonetheless, Starfire may not be able to fund its indemnification obligations to us.

18. Subsequent Events.

Icahn Enterprises

On July 31, 2014, the Board of Directors of the general partner of Icahn Enterprises declared a quarterly distribution in the amount of $1.50 per depositary unit. The quarterly distribution is payable in either cash or additional depositary units, at the election of each depositary unit holder and will be paid on or about September 25, 2014 to depositary unit holders of record at the close of business on August 18, 2014. Depositary unit holders have until September 9, 2014 to make an election to receive either cash or additional depositary units; if a holder does not make an election, it will automatically be deemed to have elected to receive the dividend in cash. Depositary unit holders who elect to receive additional depositary units will receive units valued at the volume weighted average trading price of the units on NASDAQ during the 10 consecutive trading days ending September 23, 2014. No fractional depositary units will be issued pursuant to the dividend payment. Icahn Enterprises will make a cash payment in lieu of issuing fractional depositary units to any holders electing to receive depositary units. Any holders that would only be eligible to receive a fraction of a depositary unit based on the above calculation will receive a cash payment.

Energy

On July 29, 2014, CVR's Coffeyville refinery experienced a fire at its isomerization unit. Four employees were injured in the fire. The fire was extinguished, and the refinery was subsequently shut down due to a failure of its distributed control system, which was directly caused by the fire. CVR is currently evaluating the resulting damage and estimated cost of repairs. Based upon CVR's preliminary assessment of the damage, it is currently anticipated that the refinery will be down approximately four weeks. CVR maintains property damage insurance policies which have an associated deductible of $5.0 million for its Coffeyville refinery. CVR anticipates that if the cost of repairs exceeds the $5.0 million deductible, such amounts in excess of $5.0 million should be recoverable under the property insurance policies. While CVR maintains business interruption insurance with a 45 day waiting period, it is not currently anticipated that business interruption will be triggered. CVR also maintains workers' compensation with a $0.5 million accident deductible.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion is intended to assist you in understanding our present business and the results of operations together with our present financial condition. This section should be read in conjunction with our Consolidated Financial Statements and the accompanying notes contained in this Quarterly Report on Form 10-Q for the period ended June 30, 2014 (this "Report").

Overview

Introduction

Icahn Enterprises L.P. (“Icahn Enterprises”) is a master limited partnership formed in Delaware on February 17, 1987. Icahn Enterprises Holdings L.P. (“Icahn Enterprises Holdings”) is a limited partnership formed in Delaware on February 17, 1987. References to "we," "our" or "us" herein include both Icahn Enterprises and Icahn Enterprises Holdings and their subsidiaries, unless the context otherwise requires.

Icahn Enterprises owns a 99% limited partner interest in Icahn Enterprises Holdings. Icahn Enterprises G.P. Inc. (“Icahn Enterprises GP”), which is owned and controlled by Mr. Carl C. Icahn, owns a 1% general partner interest in each of Icahn Enterprises and Icahn Enterprises Holdings as of June 30, 2014. Icahn Enterprises Holdings and its subsidiaries own substantially all of our assets and liabilities and conduct substantially all of our operations. Therefore, the financial results of Icahn Enterprises and Icahn Enterprises Holdings are substantially the same, with differences relating primarily to debt, as discussed further in Note 10, "Debt," to the consolidated financial statements, and to the allocation of the general partner interest, which is reflected as an aggregate 1.99% general partner interest in the financial statements of Icahn Enterprises. In addition to the above, Mr. Icahn and his affiliates owned 105,842,441, or approximately 88.2%, of Icahn Enterprises' outstanding depositary units as of June 30, 2014.

We are a diversified holding company owning subsidiaries currently engaged in the following continuing operating businesses: Investment, Automotive, Energy, Metals, Railcar, Gaming, Food Packaging, Real Estate and Home Fashion. We also report the results of our Holding Company, which includes the results of certain subsidiaries of Icahn Enterprises and Icahn Enterprises Holdings (unless otherwise noted), and investment activity and expenses associated with the Holding Company.

Debt Offerings

On January 21, 2014, we and Icahn Enterprises Finance Corp. (“Icahn Enterprises Finance”) (collectively, the “Issuers”) issued $1.200 billion in aggregate principal amount of our 6% Senior Notes due 2020 (the “Additional 2020 Notes”), $1.275 billion in aggregate principal amount of our 4.875% Senior Notes due 2019 (the “2019 Notes”) and $1.175 billion in aggregate principal amount of our 3.500% Senior Notes due 2017 (the “2017 Notes” and together with the Additional 2020 Notes and the 2019 Notes, the “New Notes”) pursuant to the purchase agreement, dated January 8, 2014, by and among the Issuers, Icahn Enterprises Holdings, as guarantor, and Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Morgan Stanley & Co. LLC, Jefferies LLC and UBS Securities LLC, as initial purchasers. The Additional 2020 Notes were priced at 102.000% of their face amount plus interest accrued from August 1, 2013 and each of the 2019 and the 2017 Notes were priced at 100.000% of their face amount. The net proceeds of the New Notes were approximately $3.650 billion, after deducting the initial purchasers' discount and commission and estimated fees and expenses related to the offering.

We used the proceeds from the issuance of the New Notes to refinance our 2010-2012 Notes. As a result of this refinancing, we purchased $3,500 million aggregate principal of the 2010-2012 Notes and recognized a loss of $108 million on extinguishment of debt during the first quarter of 2014. The 2016 Notes and 2018 Notes comprising the 2010-2012 Notes were discharged in full on February 6, 2014.

On January 29, 2014, the Issuers issued $1.350 billion aggregate principal amount of 5.875% Senior Notes due 2022 (the “2022 Notes”) pursuant to the purchase agreement, dated January 22, 2014, by and among the Issuers, Icahn Enterprises Holdings, as guarantor, and Jefferies LLC, as initial purchaser. The 2022 Notes were priced at 100.000% of their face amount. The net proceeds from the sale of the 2022 Notes were approximately $1.340 billion after deducting the initial purchaser’s discount and commission and estimated fees and expenses related to the offering. Interest on the 2022 Notes will be payable on February 1 and August 1 of each year, commencing August 1, 2014. The 2022 Notes Purchase Agreement contains customary representations, warranties and covenants of the parties and indemnification and contribution provisions whereby the Issuers and the Guarantor, on the one hand, and the 2022 Notes Purchaser, on the other, have agreed to indemnify each other against certain liabilities.

See Note 10, "Debt," to the consolidated financial statements for further discussion regarding these notes offerings.

Results of Operations
Consolidated Financial Results
Our operating businesses are managed on a decentralized basis. Due to the structure of our business, we discuss the results of operations below by individual reporting segments. See Note 2, “Operating Units,” to the consolidated financial statements for a description of each of our operating segments and Note 13, "Segment Reporting," for a reconciliation of each of our reporting segment's results of operations to our consolidated results.
The following table summarizes total revenues, net income (loss) and net income (loss) attributable to Icahn Enterprises for each of our reporting segments and the Holding Company for the three and six months ended June 30, 2014 and 2013.

	Revenues		Net Income (Loss)		Net Income (Loss) Attributable to Icahn Enterprises	
	Three Months Ended June 30,		Three Months Ended June 30,		Three Months Ended June 30,	
	2014	2013	2014	2013	2014	2013
	(in millions)					
Investment	$1,201	$(168)	$1,050	$(182)	$501	$(72)
Automotive	1,845	1,787	(11)	56	(12)	42
Energy	2,575	2,341	135	262	72	156
Metals	187	230	(5)	(7)	(5)	(7)
Railcar	225	201	47	38	30	10
Gaming	203	149	6	16	4	10
Food Packaging	93	69	6	(17)	4	(12)
Real Estate	26	21	6	3	6	3
Home Fashion	46	51	—	(3)	—	(3)
Holding Company	(22)	(11)	(111)	(73)	(111)	(73)
	$6,379	$4,670	$1,123	$93	$489	$54

	Revenues		Net Income (Loss)		Net Income (Loss) Attributable to Icahn Enterprises	
	Six Months Ended June 30,		Six Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013	2014	2013
	(in millions)					
Investment	$1,247	$435	$1,035	$393	$506	$161
Automotive	3,634	3,467	29	22	19	13
Energy	5,131	4,679	339	484	182	307
Metals	377	494	(10)	(13)	(10)	(13)
Railcar	432	389	83	62	51	11
Gaming	390	292	39	20	27	13
Food Packaging	166	157	—	(14)	—	(10)
Real Estate	50	42	13	8	13	8
Home Fashion	89	97	(1)	(6)	(1)	(6)
Holding Company	(147)	(13)	(327)	(153)	(327)	(153)
	$11,369	$10,039	$1,200	$803	$460	$331

Icahn Enterprises Holdings
Due to the structure of our business, the consolidated results of operations for Icahn Enterprises and Icahn Enterprises Holdings are substantially the same with minor differences primarily related to non-cash portions of interest expense that are only reflected in the results of operations for our Holding Company.

Investment

Our Investment segment is comprised of various private investment funds, including Icahn Partners L.P. ("Icahn Partners"), Icahn Partners Master Fund LP, Icahn Partners Master Fund II LP and Icahn Partners Master Fund III LP (collectively, the "Master Funds", and together with Icahn Partners, the "Investment Funds"), through which we invest our proprietary capital. We and certain of Mr. Icahn's wholly owned affiliates are the sole investors in the Investment Funds. Icahn Onshore LP and Icahn Offshore LP (together, the "General Partners") act as the general partner of Icahn Partners and the Master Funds, respectively. The General Partners provide investment advisory and certain administrative and back office services to the Investment Funds but do not provide such services to any other entities, individuals or accounts. Interests in the Investment Funds are not offered to outside investors.

Effective January 1, 2014, Icahn Partners Master Fund II LP and Icahn Partners Master Fund III LP were merged with and into Icahn Partners. As a result, the Investment Funds now consist solely of Icahn Partners LP and Icahn Partners Master Fund LP. Other than this merger, no other organizational or policy changes were made within our Investment segment.

Mr. Icahn, along with his affiliates (excluding Icahn Enterprises and Icahn Enterprises Holdings), makes investments in the Investment Funds. As of June 30, 2014 and December 31, 2013, the total fair market value of investments in the Investment Funds made by Mr. Icahn and his affiliates was approximately $5.7 billion and $4.7 billion, respectively, representing approximately 53% and 56%, respectively, of the Investment Funds' asset under management.

Our Interests in the Investment Funds

As of June 30, 2014 and December 31, 2013, we had investments with a fair market value of approximately $5.1 billion and $3.7 billion, respectively, in the Investment Funds.

Our share of the Investment Funds' net income (loss) through our interests in the Investment Funds was $501 million and $(72) million for the three months ended June 30, 2014 and 2013, respectively, and $506 million and $161 million for the six months ended June 30, 2014 and 2013, respectively.

Returns

The following table sets forth performance information for the Investment Funds for the comparative periods presented. These returns represent a weighted-average composite of the average returns, net of expenses for the Investment Funds.

	Returns							
	Three Months Ended June 30,				Six Months Ended June 30,			
	2014		2013		2014		2013	
Investment Funds	10.7	%	-2.8	%	10.2	%	6.7	%

Performance Attribution

The following table sets forth the performance attribution for the Investment Funds for the comparative periods presented.

	Performance Attribution							
	Three Months Ended June 30,				Six Months Ended June 30,			
	2014		2013		2014		2013	
Long positions	16.8	%	1.2	%	19.8	%	19.4	%
Short positions	-5.3	%	-3.4	%	-8.6	%	-11.6	%
Other	-0.8	%	0.6	%	-1.0	%	-1.1	%
	10.7	%	-2.8	%	10.2	%	6.7	%

The Investment Funds' aggregate return was 10.7% for the three months ended June 30, 2014. During the second quarter of 2014, the Investment Funds' performance was driven by their long equity positions, primarily in a few of their largest core holdings. These gains were partially offset by the Investment Funds' losses in their short equity exposure, including broad market hedges, as the markets rallied.

The Investment Funds' aggregate return was -2.8% for the three months ended June 30, 2013. During the second quarter of 2013, the Investment Funds' performance was driven by losses in their short equity exposure, including broad market hedges, as the markets rallied. These losses were partially offset by the Investment Funds' long equity positions, primarily in a few of its largest core holdings.

The Investment Funds' aggregate return was 10.2% for the six months ended June 30, 2014. During the first six months of 2014, the Investment Funds' performance was driven by their long equity positions, primarily in a few of their largest core holdings. The gains for the six months ended June 30, 2014 were principally the result of the Investment Funds' performance during the second quarter of 2014, partially offset by the Investment Funds' losses in their short equity exposure, including broad market hedges, as the markets rallied.
The Investment Funds' aggregate return was 6.7% for the six months ended June 30, 2013. During the first six months of 2013, the Investment Funds' performance was driven by gains in long equity positions, primarily in a few of its largest core holdings. The Investment Funds' short equity exposure, including broad market hedges, was a negative contributor to performance as equity markets rallied in the first six months of 2013.
From inception in November 2004 through June 30, 2014, the Investment Funds' return was approximately 293%, representing an annualized rate of return of approximately 15%.

Automotive

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in millions)			
Net sales	$1,872	$1,786	$3,651	$3,499
Cost of goods sold	1,574	1,506	3,080	2,971
Gross margin	$298	$280	$571	$528

Federal-Mogul Holdings Corporation's ("Federal-Mogul") Annual Report on Form 10-K and Quarterly Reports on Form 10-Q contain a detailed description of its business, products, industry, operating strategy and associated risks. Federal-Mogul's filings with the SEC are available on the SEC's website at www.sec.gov.
Federal-Mogul is a leading global supplier of technology and innovation in vehicle and industrial products for fuel economy, emissions reduction, alternative energies, environment and safety systems. Federal-Mogul serves the world's foremost original equipment manufacturers (“OEM”) and servicers (“OES”) (collectively, “OE”) of automotive, light, medium and heavy-duty commercial vehicles, off-road, agricultural, marine, rail, aerospace, power generation and industrial equipment, as well as the worldwide aftermarket. Federal-Mogul seeks to participate in both of these markets by leveraging its original equipment product engineering and development capability, manufacturing know-how, and expertise in managing a broad and deep range of replacement parts to service the aftermarket. Federal-Mogul believes that it is uniquely positioned to effectively manage the life cycle of a broad range of products to a diverse customer base.
Geographically, Federal-Mogul derived 37% of its net sales in the United States and 63% internationally during the six months ended June 30, 2014. Federal-Mogul has operations in established markets including Australia, Belgium, France, Germany, Italy, Japan, Spain, Sweden, the United Kingdom and the United States, and emerging markets including Argentina, Brazil, China, Czech Republic, Hungary, India, Korea, Mexico, Morocco, Poland, Russia, South Africa and Thailand. The attendant risks of Federal-Mogul's international operations are primarily related to currency fluctuations, changes in local economic and political conditions, and changes in laws and regulations.
Federal-Mogul operates with two end-customer focused business segments. The Powertrain business focuses on original equipment products for automotive, heavy duty and industrial applications. The Motorparts business sells and distributes a broad portfolio of products in the global aftermarket, while also serving original equipment manufacturers with products including braking, chassis, wipers and other vehicle components. This organizational model allows for a strong product line focus benefitting both original equipment and aftermarket customers and enables the global Federal-Mogul teams to be responsive to customers’ needs for superior products and to promote greater identification with Federal-Mogul premium brands. Additionally, this organizational model enhances management focus to capitalize on opportunities for organic or acquisition growth, profit improvement, resource utilization and business model optimization in line with the unique requirements of the two different customer bases.
The Powertrain business primarily represents Federal-Mogul’s OE business. Approximately 94% of Powertrain’s sales is to OEM customers, with the remaining 6% of its sales being sold directly to Motorparts business for eventual distribution, by Motorparts, to customers in the independent aftermarket. Discussions about Federal-Mogul’s Powertrain business or its OE business should be seen as analogous. The performance of Powertrain business is

therefore highly correlated to changes in regional OEM light and commercial vehicle production, together with the changes in the mix of technologies (such as between light vehicle gasoline and light vehicle diesel), and changes in demand for non-automotive and industrial applications. These drivers are enhanced by the rate at which Federal-Mogul gains new programs, which is itself affected by the rate at which the OEM’s make improvements to emissions and fuel economy - some in response to regional regulations.

The Motorparts business primarily represents Federal-Mogul’s aftermarket business. Approximately 75% of Motorparts' sales is to the customers in the independent aftermarket. The remaining 25% of the Motorparts business is to OEM or tier 1 suppliers to OEM, and the OES market, essentially, dealer supplied replacement parts - a feature more prevalent in Europe than in North America. The OES market is subject to the same general commercial patterns as the aftermarket business. The performance of Motorparts business is therefore highly correlated to the factors that variously influence the different regional replacement parts markets around the world, such as vehicle miles driven, the average age of vehicles on the road, the size of the regional vehicle parcs and levels of consumer confidence. These drivers are enhanced by the relative strength of the aftermarket brands and the breadth of the portfolio offered relative to the changing needs of the local markets.

On May 1, 2014, Federal-Mogul completed the Affinia chassis business acquisition (the "Affinia Acquisition"). The acquisition of this business, which serves leading U.S. aftermarket customers with private label chassis product lines, will allow Federal-Mogul to broaden its product offering, provide operational synergies and better service customers globally. The purchase price was $150 million, subject to certain customary post-closing adjustments, net of acquired cash. Federal-Mogul paid $140 million in the second quarter of 2014 with the remaining balance of $10 million recorded as a contingent consideration and is expected to be paid in the third quarter of 2014.

On July 11, 2014, Federal-Mogul completed the purchase of certain business assets of Honeywell International Inc.'s ("Honeywell") automotive and industrial brake friction business including two recently established manufacturing facilities in China and Romania. The business was acquired through a combination of asset as stock purchases for a base purchase price of $169 million, subject to certain customary closing and post-closing adjustments. The purchase of Honewell's friction business substantially strengthens the manufacturing and engineering component of Federal-Mogul's current global braking portfolio.

Three Months Ended June 30, 2014 and 2013

Net sales for the three months ended June 30, 2014 as compared to the comparable prior year period increased by $86 million (5%). Excluding sales directly related to the acquisition of the Dimitrovgradskiy Zavod Vkladishey ("DZV"), a Russian bearings manufacturer, of $5 million and sales from the Affinia Acquisition of $32 million, dispositions of $42 million, foreign currency impact of $20 million, sales organically increased by $71 million, which is net of customer price deductions of $7 million. This organic growth is comprised of Powertrain sales increases of $79 million (7%), partly offset by Motorparts sales decreases of $8 million. By region, this organic growth is comprised of flat sales in Europe, a 6% increase in sales in North America and a 10% increase in sales in the rest of the world ("ROW").

Federal-Mogul's organic sales growth of $71 million is driven by an increase in Powertrain's external sales volumes of $79 million, net of customer price deductions. This increase is driven by higher sales volumes and market share gains in all regions. In Europe, Powertrain sales increased by 4%, compared to an increase in European light vehicle production of 1% and a decrease in commercial vehicle production of 6%. In North America, Powertrain sales increased by 12% as compared to flat light vehicle production and an increase in commercial vehicle production of 5%. In ROW, as the Powertrain business presence in the Asian light vehicle market continued to grow, Powertrain sales increased by 11% as compared to an increase in light vehicle production of 3% and flat commercial vehicle production in the region. When taking into account this regional and market mix of Powertrain sales, its sales therefore grew in excess of underlying market demand.

Cost of goods sold for the three months ended June 30, 2014 as compared to the comparable prior year period increased by $68 million (5%). The increase in cost of goods sold was due to an increase in material, labor and overheads as a direct result of the increase in external sales volumes/mix of $62 million, unfavorable impact from currency of $19 million, unfavorable productivity of $8 million, an increase in depreciation of $5 million, and an increase in inter-segment sales volumes of $1 million, partially offset by savings in material costs of $16 million and $11 million of costs directly related to acquisitions/dispositions.

Gross margin for the three months ended June 30, 2014 increased by $18 million (6%) as compared to the comparable prior year period. Gross margin was 16% of net sales for the each of three months ended June 30, 2014 and 2013. The favorable impact on margins due to an increase in external sales volumes was $16 million. Other factors contributing to the increased margin were favorable materials and services sourcing of $16 million, increased margins directly related to acquisitions/dispositions of $6 million, and favorable currency impacts of $1 million. These increases were partially offset by unfavorable customer pricing of $7 million, unfavorable productivity of $8 million, increased depreciation of $5 million, and unabsorbed fixed costs on inter-segment sales of $1 million.

Six Months Ended June 30, 2014 and 2013

Net sales for the six months ended June 30, 2014 as compared to the comparable prior year period increased by $152 million (4%). Excluding sales directly related to the acquisitions of DZV of $9 million and the Affinia Acquisition of $32 million, foreign currency impact of $26 million and dispositions of $96 million, sales organically increased by $181 million , which is net of customer price deductions of $21 million. This organic growth is comprised of an increase in Powertrain sales of $185 million, which is net of customer price deductions of $15 million, offset in part by a decrease in Motorparts sales of $4 million, which is net of customer price deductions of $6 million. By region, this organic growth is comprised of a 3% increase in sales in Europe, a 6% increase in sales in North America and a 12% increase in sales in ROW.

Federal-Mogul's organic sales growth of $181 million is driven by an increase in Powertrain's external sales volumes of $185 million, net of customer price decreases. This increase is driven by higher sales volumes and market share gain in all regions. In Europe, Powertrain sales increased by 6% as compared to an increase in European light vehicle of 4% and a decrease in commercial vehicle production of 3%. In North America, Powertrain sales increased by 12% as compared to an increase in both light vehicle and commercial vehicle production of 2% and 11%, respectively. In ROW, as Powertrain's presence in the emerging light vehicle market continued to grow, Powertrain sales increased by 13% as compared to an increase in both light vehicle and commercial vehicle production of 4% and 5%, respectively. When taking into account this regional and market mix of Powertrain sales, its sales therefore grew in excess of underlying market demand.

Cost of goods sold for the six months ended June 30, 2014 as compared to the comparable prior year period increased by $109 million (4%). The increase in cost of goods sold was due to an increase in materials, labor and overhead as a direct result of external sales volumes/mix of $141 million, unfavorable impact from foreign currency of $25 million, unfavorable productivity of $18 million, an increase in depreciation of $11 million, and a decline in inter-segment sales volumes of $2 million. The increase in cost of goods sold was partially offset by savings in material costs of $26 million and acquisitions and dispositions of $62 million.

Gross margin for the six months ended June 30, 2014 increased by $43 million (8.1%) as compared to the comparable prior year period. Gross margin was 16% and 15% of net sales for the six months ended June 30, 2014 and 2013, respectively. The favorable impact on margins due to external sales volumes/mix was $61 million, representing a conversion of 30% on the incremental sales. Gross margin was impacted by an unfavorable customer pricing of $21 million, unfavorable productivity of $18 million, increased depreciation of $11 million, and unabsorbed fixed costs on inter-segment sales of $2 million, offset in part by favorable materials and services sourcing savings of $26 million, increased margin of $7 million directly related to acquisitions/dispositions, and currency impacts of $1 million.

Energy

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in millions)			
Net Sales:				
Petroleum	$2,466	$2,138	$4,842	$4,412
Fertilizer	78	90	157	171
Eliminations	(3)	(7)	(11)	(10)
	$2,541	$2,221	$4,988	$4,573
Cost of Goods Sold:				
Petroleum	$2,304	$1,897	$4,504	$3,824
Fertilizer	57	49	112	91
Eliminations	(3)	(7)	(11)	(9)
	$2,358	$1,939	$4,605	$3,906
Gross Margin:				
Petroleum	$162	$241	$338	$588
Fertilizer	21	41	45	80
Eliminations	—	—	—	(1)
	$183	$282	$383	$667

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The following table provides a reconciliation of our Energy segment's petroleum business' gross margin to refining margin and refining margin adjusted for FIFO impacts for the periods indicated:

	Three Months Ended June 30, 2014	Three Months Ended June 30, 2013	Six Months Ended June 30, 2014	Six Months Ended June 30, 2013
	(in millions, except barrels metrics)			
Net sales	$2,466	$2,138	$4,842	$4,412
Cost of goods sold	2,304	1,897	4,504	3,824
Gross margin	162	241	338	588
Add back:				
Direct operating expenses	93	84	192	170
Depreciation and amortization	39	36	76	72
Refining margin	294	361	606	830
FIFO impacts (favorable) unfavorable	(24)	(24)	(46)	(29)
Refining margin adjusted for FIFO impacts	$270	$337	$560	$801
Gross margin per barrel	$8.40	$13.71	$9.02	$16.75
Refining margin per barrel	15.22	20.56	16.17	23.63
Refining margin per barrel adjusted for FIFO impacts	13.96	19.18	14.95	22.80
Total crude oil throughput (barrels per day)	212,047	193,201	207,004	194,003

CVR Energy, Inc.'s ("CVR") Annual Report on Form 10-K and Quarterly Reports on Form 10-Q contain a detailed description of its business, products, industry, operating strategy and associated risks. CVR's filings with the SEC are available on the SEC's website at www.sec.gov.

As of June 30, 2014, we owned 82% of the total outstanding common stock of CVR. In addition, as of June 30, 2014, we owned approximately 4% of the total outstanding common stock of CVR Refining, LP ("CVR Refining").

CVR is a diversified holding company primarily engaged in the petroleum refining and nitrogen fertilizer manufacturing industries through its holdings in CVR Refining and CVR Partners, LP (“CVR Partners”), respectively. CVR Refining is an independent petroleum refiner and marketer of high value transportation fuels. CVR Partners produces nitrogen fertilizers in the form of urea ammonium nitrate ("UAN") and ammonia.

Major Influences on Results of Operations

Our Energy segment's earnings and cash flows from its petroleum operations are primarily affected by the relationship between refined product prices and the prices for crude oil and other feedstocks. In the nitrogen fertilizer business, earnings and cash flows from operations are primarily affected by the relationship among nitrogen fertilizer product prices, on-stream factors and direct operating expenses.

The earnings and cash flows of the petroleum business are primarily affected by the relationship between refined product prices and the prices for crude oil and other feedstocks that are processed and blended into refined products. The cost to acquire crude oil and other feedstocks and the price for which refined products are ultimately sold depend on factors beyond its control, including the supply of and demand for crude oil, as well as gasoline and other refined products which, in turn, depend on, among other factors, changes in domestic and foreign economies, weather conditions, domestic and foreign political affairs, production levels, the availability of imports, the marketing of competitive fuels and the extent of government regulation. Because the petroleum business applies first-in, first-out (“FIFO”) accounting to value its inventory, crude oil price movements may impact net income in the short term because of changes in the value of its unhedged on-hand inventory. The effect of changes in crude oil prices on our results of operations is influenced by the rate at which the prices of refined products adjust to reflect these changes.

The prices of crude oil and other feedstocks and refined product prices are also affected by other factors, such as product pipeline capacity, local market conditions and the operating levels of competing refineries. Crude oil costs and the prices of refined products have historically been subject to wide fluctuations. Widespread expansion or upgrades of competitors' facilities, price volatility, international political and economic developments and other factors are likely to continue to play an important role in refining industry economics. These factors can impact, among other things, the level of inventories in the market, resulting in price volatility and a reduction in product margins. Moreover, the refining industry typically experiences seasonal fluctuations in demand for refined products, such as increases in the demand for gasoline during the summer driving season and for home heating oil during the winter, primarily in the Northeast. In addition to current market conditions, there are long-term factors that may impact the demand for refined products. These factors include mandated renewable fuels standards, proposed climate change laws and regulations, and increased mileage standards for vehicles. The petroleum business is also subject to the EPA's Renewable Fuel Standard ("RFS"), which requires it to blend "renewable fuels" in with its transportation fuels or purchase renewable fuel credits, known as renewable identification numbers ("RINs"), in lieu of blending.

The EPA is required to determine and publish the applicable annual renewable fuel percentage standards for each compliance year by November 30 for the forthcoming year. The percentage standards represent the ratio of renewable fuel volume to gasoline and diesel volume. In 2013, the Wynnewood refinery was subject to the RFS for the first time. However, because the cost of purchasing RINs has been extremely volatile and has significantly increased over the last year, the Wynnewood refinery has petitioned the EPA as a "small refinery" for hardship relief from the RFS requirements in 2013 based on the "disproportionate economic hardship" of the rule on the Wynnewood refinery. The Wynnewood refinery is awaiting the EPA's decision. During 2013, the cost of RINs became extremely volatile as the EPA's proposed renewable fuel volume mandates approached the "blend wall." The blend wall refers to the point at which refiners are required to blend more ethanol into the transportation fuel supply than can be supported by the demand for E10 gasoline (gasoline containing 10 percent ethanol by volume). In November 2013, the EPA published the proposed volume mandates for 2014, which acknowledge the blend wall and are generally lower than the volumes for 2013 and lower than statutory mandates. The price of RINs decreased significantly after the 2014 proposed mandate was published; however, RIN prices have remained volatile and have increased in 2014. In May 2014, the EPA lowered the 2013 cellulosic biofuel standard to 0.0005%, and, in June 2014, the EPA extended the compliance demonstration deadline for the 2013 RFS to September 30, 2014. On July 31, 2014, the EPA further extended the compliance demonstration deadline for the 2013 RFS to 30 days following publication of the 2014 mandates.

The cost of RINs for the three months ended June 30, 2014 and 2013 was approximately $29 million and $66 million, respectively. The cost of RINs for the six months ended June 30, 2014 and 2013 was approximately $64 million and $98 million, respectively. The future cost of RINs for the petroleum business is difficult to estimate. In particular, the cost of RINs is dependent upon a variety of factors, which include the price at which RINs can be purchased, transportation fuel production levels, the mix of the petroleum business' petroleum products, as well as the fuel blending performed at its refineries, all of which can vary significantly from quarter to quarter. Based upon recent market prices of RINs and current estimates related to the other variable factors, the petroleum business estimates that the total cost of RINs will be approximately $100 million to $150 million for the year ending December 31, 2014.

Refining margin per crude oil throughput barrel is a measurement calculated as the difference between net sales and cost of goods sold (exclusive of depreciation and amortization, direct operating expenses and fair value inventory adjustments) and refining margin per crude oil throughput barrel adjusted for FIFO impact is a measurement calculated as the difference between net sales and cost of goods sold (exclusive of depreciation and amortization, direct operating expenses and fair value inventory adjustments) adjusted for FIFO impacts. Refining margin and refining margin adjusted for FIFO impact are non-GAAP measures that we believe are important to investors in evaluating our Energy segment refineries' performance as a general indication of the amount above our Energy segment's cost of goods sold (taking into account the impact of utilization of FIFO) they are able to sell refined products. We believe that refining margin and refining margin per crude oil throughput barrel is important to enable investors to better understand and evaluate our Energy segment's ongoing operating results and allow for greater

transparency in the review of our overall financial, operational and economic performance. In addition, we believe that presenting refining margin per crude oil throughput barrel adjusted for FIFO impact is useful to investors because this measure more accurately reflects the current operating environment.
In order to derive the refining margin per crude oil throughput barrel, our Energy segment utilizes the total dollar figures for refining margin, as derived above, and divides that by the applicable number of crude oil throughput barrels for the period. Our Energy segment's calculation of refining margin and refining margin adjusted for FIFO impact may differ from calculations of other companies in the industry, thereby limiting its usefulness as a comparative measure. Under our Energy segment's FIFO accounting method, changes in crude oil prices can cause fluctuations in the inventory valuation of our Energy segment's crude

oil, work in process and finished goods, thereby resulting in favorable FIFO impacts when crude oil prices increase and unfavorable FIFO impacts when crude oil prices decrease.

In assessing the operating performance of the nitrogen fertilizer business, CVR calculates product pricing at gate to determine its operating margin. Product pricing at gate per ton represents net sales less freight revenue divided by product sales volume in tons. CVR believes product pricing at gate is meaningful because it sells products both at its plant gate (sold plant) and delivered to the customer's designated delivery site (sold delivered) and the percentage of sold plant versus sold delivered can change month-to-month or quarter-to-quarter.

Three Months Ended June 30, 2014 and 2013

Net sales for the petroleum business, before eliminations, for the three months ended June 30, 2014 as compared to the prior year period increased by approximately $328 million (15%). The increase in net sales for the petroleum business was the result of higher overall sales volume, which increased by approximately 14% in the three months ended June 30, 2014 as compared to the corresponding prior year period. For the three months ended June 30, 2014, CVR's petroleum business sold approximately 10.4 million and 8.9 million barrels of gasoline and distillate, respectively, with an average sales price per gallon for gasoline and distillate of $2.87 and $2.97, respectively. For the three months ended June 30, 2013, CVR's petroleum business sold approximately 9.2 million and 7.4 million barrels of gasoline and distillate, respectively, with an average sales price per gallon for gasoline and distillate of $2.88 and $2.95, respectively.

Net sales for the fertilizer business, before eliminations, for the three months ended June 30, 2014 as compared to the corresponding prior year period decreased by $12 million (13%), primarily due to lower UAN sales prices. For the three months ended June 30, 2014, CVR sold 239,216 and 2,854 tons of UAN and ammonia, respectively, with an average product pricing at gate per ton of $283 and $521, respectively. For the three months ended June 30, 2013, CVR sold 217,287 and 7,068 tons of UAN and ammonia, respectively, with an average product pricing at gate per ton of $331 and $688, respectively. On-stream factors (total number of hours operated divided by total hours in the reporting period) for the gasification, ammonia and UAN units were 94.2%, 88.1% and 85.9%, respectively, for the three months ended June 30, 2014 and 91.6%, 89.1% and 86.5% for the three months ended June 30, 2013.

Cost of goods sold for the petroleum business, before eliminations, for the three months ended June 30, 2014 as compared to corresponding prior year period increased by $407 million (21%), primarily due to an increase in cost of consumed oil. The average cost per barrel of crude oil consumed for the three months ended June 30, 2014 was $101.82 compared to $91.32 for the comparable period of 2013, an increase of approximately 12%. Sales volume of refined fuels increased by approximately 14%.

Cost of goods sold for the petroleum business includes cost of crude oil, other feedstocks and blendstocks, purchased products for resale, RINs, transportation distribution costs, costs associated with the actual operations of CVR's refineries (such costs are collectively referred to as "direct operating expenses") such as energy and utility costs, property taxes, catalyst and chemical costs, repairs and maintenance and labor and environmental compliance costs. In addition, cost of goods sold includes depreciation and amortization.

Refining margin per barrel of crude oil throughput decreased to $15.22 for the three months ended June 30, 2014 from $20.56 for the three months ended June 30, 2013. Refining margin adjusted for FIFO impact was $13.96 per crude oil throughput barrel for the three months ended June 30, 2014 as compared to $19.18 per crude oil throughput barrel for the three months ended June 30, 2013. Gross margin per barrel decreased to $8.40 for the three months ended June 30, 2014 as compared to gross margin per barrel of $13.71 in the corresponding prior year period. The decrease in refining margin and gross margin per barrel was due to a decrease in sales prices of gasoline and distillates and an increase in our Energy segment's petroleum business' per barrel cost of consumed crude oil.

The fertilizer business' cost of goods sold, before eliminations, for the three months ended June 30, 2014 as compared to the corresponding prior year period increased by $8 million (16%), primarily due to higher costs from railcar repairs and inspections. Cost of goods sold for the fertilizer business is primarily comprised of pet coke expense, freight expense, distribution expense, direct operating expenses and depreciation and amortization.

Six Months Ended June 30, 2014 and 2013

Net sales for the petroleum business, before eliminations, for the six months ended June 30, 2014 as compared to the corresponding prior year period increased by $430 million (10%), primarily due to higher overall sales volume, offset in part by lower product prices. Sales volume increased by approximately 11% in the six months ended June 30, 2014 as compared to the corresponding prior year period. For the six months ended June 30, 2014, CVR's petroleum business sold approximately 20.3 million and 18.1 million barrels of gasoline and distillate, respectively, with an average sales price per gallon for gasoline and distillate of $2.77 and $2.98, respectively. For the six months ended June 30, 2013, CVR's petroleum business sold approximately 18.8 million and 15.3 million barrels of gasoline and distillate, respectively, with an average sales price per gallon for gasoline and distillate of $2.85 and $3.03, respectively.

Net sales for the fertilizer business, before eliminations, for the six months ended June 30, 2014 as compared to the corresponding prior year period decreased by $14 million (8%), primarily due to lower UAN sales prices and ammonia sales volumes, partially offset by higher UAN sales volumes. For the six months ended June 30, 2014, CVR sold 493,886 and 8,301 tons of UAN and ammonia, respectively, with an average product pricing at gate per ton of $267 and $493, respectively. For the six months ended June 30, 2013, CVR sold 411,428 and 34,640 tons of UAN and ammonia, respectively, with an average product pricing at gate per ton of $314 and $668, respectively. On-stream factors (total number of hours operated divided by total hours in the reporting period) for the gasification, ammonia and UAN units were 96.5%, 90.1% and 91.4%, respectively, for the six months ended June 30, 2014 and 95.5%, 93.9% and 89.7% for the six months ended June 30, 2013.

Cost of goods sold for the petroleum business, before eliminations, for the six months ended June 30, 2014 as compared to the corresponding prior year period increased by $680 million (18%), primarily due to an increase in cost of consumed oil. The average cost per barrel of crude oil consumed for the three months ended June 30, 2014 was $98.96 compared to $90.33 for the comparable period of 2013, an increase of approximately 10%. Sales volume of refined fuels increased by approximately 11%. The impact of FIFO accounting also impacted cost of product sold during the comparable periods. Under the FIFO accounting method, changes in crude oil prices can cause fluctuations in the inventory valuation of crude oil, work in process and finished goods, thereby resulting in a favorable FIFO inventory impact when crude oil prices increase and an unfavorable FIFO inventory impact when crude oil prices decrease. For the six months ended June 30, 2014 and 2013, the petroleum business had a favorable FIFO inventory impact of $46 million and $29 million, respectively.

Cost of goods sold for the petroleum business includes cost of crude oil, other feedstocks and blendstocks, purchased products for resale, RINs, transportation distribution costs, costs associated with the actual operations of CVR's refineries (such costs are collectively referred to as "direct operating expenses") such as energy and utility costs, property taxes, catalyst and chemical costs, repairs and maintenance and labor and environmental compliance costs. In addition, cost of goods sold includes depreciation and amortization.

Refining margin per barrel of crude oil throughput decreased to $16.17 for the six months ended June 30, 2014 from $23.63 for the six months ended June 30, 2013. Refining margin adjusted for FIFO impact was $14.95 per crude oil throughput barrel for the six months ended June 30, 2014 as compared to $22.80 per crude oil throughput barrel for the six months ended June 30, 2013. Gross margin per barrel decreased to $9.02 for the six months ended June 30, 2014 as compared to gross margin per barrel of $16.75 in the corresponding prior year period. The decrease in refining margin and gross margin per barrel was due to a decrease in sales prices of gasoline and distillates and an increase in our Energy segment's petroleum business' per barrel cost of consumed crude oil.

The fertilizer business' cost of goods sold, before eliminations, for the six months ended June 30, 2014 as compared to the corresponding prior year period increased by $21 million (23%), primarily due to increased ammonia purchases, railcar repairs and inspections. Cost of goods sold for the fertilizer business is primarily comprised of pet coke expense, freight expense, distribution expense, direct operating expenses and depreciation and amortization.

Metals

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in millions)			
Net sales	$188	$230	$377	$494
Cost of goods sold	191	236	383	503
Gross margin	$(3)	$(6)	$(6)	$(9)

Summarized ferrous tons and non-ferrous pounds sold for the three and six months ended June 30, 2014 and 2013 are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in 000s)			

Ferrous tons sold	321	358	616	734
Non-ferrous pounds sold	36,421	59,721	77,222	127,356

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The scrap metals business is highly cyclical and is substantially dependent upon the overall economic conditions in the U.S. and other global markets. Ferrous and non-ferrous scrap have been historically vulnerable to significant declines in consumption and product pricing during prolonged periods of economic downturn or stagnation.

Three Months Ended June 30, 2014 and 2013

Net sales for the three months ended June 30, 2014 decreased by $42 million (18%) compared to the comparable prior year period. The decrease was primarily due to lower shipment volumes of ferrous and non-ferrous for the three months ended June 30, 2014 as compared to the corresponding prior year period. In addition, a decision to suspend low margin non-ferrous brokerage business in the second quarter of 2013 and lower secondary pipe shipments in 2014 also contributed to the sales decrease for the three months ended June 30, 2014 as compared to the comparable prior year period.

Ferrous shipments decreased by 37,000 gross tons (10%) while the average price increased by $18 per gross ton (5%) during the three months ended June 30, 2014 as compared to the comparable prior year period. The decrease in ferrous shipment volume was largely driven by raw material supply constraints and competition for shredder feedstock. Shredder outages in June 2014 also delayed some shipments until the third quarter of 2014.

Non-ferrous shipment volumes decreased by 23 million pounds (39%) and average selling prices for non-ferrous decreased $0.06 per pound (7%) during the three months ended June 30, 2014 as compared. A large part of the decrease was attributed to the shut-down of ingot tolling operations at the end of March 2014, to re-focusing aluminum shredding capacity to more profitable business, and to a general scarcity of supply of non-ferrous material.

Cost of goods sold for the three months ended June 30, 2014 decreased by $45 million (19%) compared to the comparable prior year period. The decrease was primarily due to lower shipment volumes and lower processing costs. Gross margin as a percentage of net sales was a loss of 2% for the three months ended June 30, 2014 and as compared to a 3% loss in the comparable prior year period.

Six Months Ended June 30, 2014 and 2013

Net sales for the six months ended June 30, 2014 decreased by $117 million (24)% compared to the comparable prior year period. The decrease was primarily due to lower shipment volumes of ferrous and non-ferrous for the six months ended June 30, 2014 as compared to the corresponding prior year period. In addition, a decision to suspend low margin non-ferrous brokerage business in the second quarter of 2013 and lower secondary pipe shipments in 2014 also contributed to the sales decrease for the six months ended June 30, 2014 as compared to the comparable prior year period.

Ferrous shipments decreased by 118,000 gross tons (16)% while the average price increased by $22 per gross ton (6%) during the six months ended June 30, 2014 as compared to the comparable prior year period. The shipment decrease was primarily due to raw material shortages and transportation problems attributed to extremely severe weather conditions in the first quarter of 2014, to on-going competitive pressure on shredder feedstock, and to shredder outages that delayed shipments into the third quarter of 2014.

Non-ferrous shipment volumes decreased by 50 million pounds (39)% and average selling prices for non-ferrous decreased $0.09 per pound (9%) during the six months ended June 30, 2014 as compared to the prior year period. The shipment decrease was primarily attributable to severe weather and weak market conditions in the first quarter of 2014 and to the previously mentioned exit from aluminum ingot tolling at the end of the first quarter of 2014, the re-focus of aluminum shredding capacity in 2014, and a general scarcity of non-ferrous material.

Cost of goods sold for the six months ended June 30, 2014 decreased by $120 million (24)% compared to the comparable prior year period. The decrease was primarily due to lower shipment volumes and lower processing costs. Gross margin as a percentage of net sales was a loss of 2% for each of the six months ended June 30, 2014 and 2013.

Railcar

	Three Months Ended June 30,		Six Months Ended June 30,	
	2014	2013	2014	2013
	(in millions)			
Net Sales/Other Revenues From Operations:				
Manufacturing	$268	$178	$486	$406
Railcar Leasing	90	68	172	130
Railcar Services	18	19	34	35
Eliminations	(153)	(67)	(258)	(190)
	$223	$198	$434	$381
Cost of Goods Sold/Other Expenses From Operations:				
Manufacturing	$203	$134	$365	$316
Railcar Leasing	38	33	75	65
Railcar Services	14	14	27	27
Eliminations	(117)	(51)	(193)	(153)
	$138	$130	$274	$255
Gross Margin:				
Manufacturing	$65	$44	$121	$90
Railcar Leasing	52	35	97	65
Railcar Services	4	5	7	8
Eliminations	(36)	(16)	(65)	(37)
	$85	$68	$160	$126

Our Railcar segment includes the results of American Railcar Industries, Inc. ("ARI") and American Railcar Leasing, LLC ("ARL"). Manufacturing net sales and cost of goods sold above include intra-segment net sales and related cost of goods sold for railcars sold by our Railcar segment to its railcar leasing business. Elimination amounts represent eliminations of intra-segment net sales and related cost of goods sold and gross margin for our Railcar segment.

ARI's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q contain a detailed description of its business, products, industry, operating strategy and associated risks. ARI's filings with the SEC are available on the SEC's website at www.sec.gov.

The North American railcar market has been, and our Railcar segment expects it to continue to be, highly cyclical. Demand for hopper railcars is on the rise as the market has strengthened. Consistent with industry expectations, our Railcar segment believes strong demand for hopper railcars will continue for the next several quarters. Additionally, tank railcar deliveries continue at strong levels. Potential regulations related to tank railcars in the U.S. would likely impact future new railcar production rates and orders from our Railcar segment's customers, as well as require retrofit and maintenance work to existing railcars in our Railcar segment's lease fleets. Our Railcar segment cannot assure you that hopper or tank railcar demand will continue at strong levels, that demand for any railcar types will improve, or that its railcar orders and shipments will track industry-wide trends. Similarly, our Railcar segment cannot assure you of the scope, timing or impact of any potential regulatory change affecting the North Amercan railcar industry.

Railcar shipments for the three months ended June 30, 2014 were approximately 2,140 railcars, including approximately 1,020 railcars to leasing customers, as compared to approximately 1,310 railcars for the comparable prior year period, including approximately 520 railcars to leasing customers.

Railcar shipments for the six months ended June 30, 2014 were approximately 3,750 railcars, including approximately 1,720 railcars to leasing customers, as compared to approximately 3,210 railcars for the comparable prior year period, including approximately 1,550 railcars to leasing customers.

As of June 30, 2014, our Railcar segment had a backlog of approximately 9,530 railcars, including approximately 4,850 railcars for lease customers. In response to changes in customer demand, our Railcar segment continues to adjust production rates at its railcar manufacturing facilities.

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Three Months Ended June 30, 2014 and 2013

Total manufacturing revenues, before elimination of estimated railcar sales to our Railcar segment's leasing business, for the three months ended June 30, 2014 increased by $90 million (51%) over the comparable prior year period. The increase was primarily due to increased hopper railcar shipments and strong market conditions for tank railcars.

Gross margin from manufacturing operations, before eliminations relating to railcar sales to our Railcar segment's leasing business, for the three months ended June 30, 2014 was $65 million compared to $44 million for the comparable prior year period. Gross margin from manufacturing operations as a percentage of manufacturing revenues was 24% for the three months ended June 30, 2014 compared to 25% for the comparable prior year period. The decrease in gross margin percentage over the respective period was primarily due to a shift in the sales mix to a higher mix of hopper railcar shipments, which typically have lower margins than tank railcars.

Railcar leasing revenues increased for the three months ended June 30, 2014 as compared to the corresponding prior year period due to an increase in number of railcars leased to customers and an increase in the average lease rate. The lease fleet grew from approximately 31,970 railcars at June 30, 2013 to approximately 37,070 railcars at June 30, 2014.

Six Months Ended June 30, 2014 and 2013

Total manufacturing revenues, before elimination of estimated railcar sales to our Railcar segment's leasing business, for the six months ended June 30, 2014 increased by $80 million (20%) over the comparable prior year period. The increase was primarily due to increased hopper railcar shipments and strong market conditions for tank railcars.

Gross margin from manufacturing operations, before eliminations relating to railcar sales to our Railcar segment's leasing business, for the six months ended June 30, 2014 was $121 million compared to $90 million for the comparable prior year period. Gross margin from manufacturing operations as a percentage of manufacturing revenues was 25% for the six months ended June 30, 2014 compared to 22% for the comparable prior year period. This increase was due to ramped up production levels at ARI’s hopper railcar manufacturing facility that created operating efficiencies and leveraged overhead costs. This is in addition to efficiencies that ARI continues to generate at its tank railcar manufacturing facility due to continued high production volumes.

Railcar leasing revenues increased for the six months ended June 30, 2014 as compared to the corresponding prior year period due to an increase in number of railcars leased to customers and an increase in the average lease rate. The lease fleet grew from approximately 31,970 railcars at June 30, 2013 to approximately 37,070 railcars at June 30, 2014.

Other Segments

Gaming

Gaming revenues and expenses are classified in other revenues from operations and other expenses from operations, respectively, in our consolidated financial statements.

Tropicana's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q contain a detailed description of its business, products, industry, operating strategy and associated risks. Tropicana's filings with the SEC are available on the SEC's website at www.sec.gov.

On April 1, 2014, a wholly-owned subsidiary of Tropicana acquired the Lumière Place Casino, HoteLumière, the Four Seasons Hotel St. Louis and related excess land parcels in St. Louis, Missouri (collectively, "Lumière") for a preliminary cash purchase price of $263 million, which is subject to change for the finalization of certain net working capital adjustments as of the acquisition date.

Casino revenues are one of Tropicana's main performance indicators and account for a significant portion of its net revenues. The increase in casino revenues for the three and six months ended June 30, 2014 as compared to the comparable prior year period was primarily due to a 37.3% and 18.7% increase in consolidated gaming volumes, respectively, primarily due to the Lumière acquisition effective April 1, 2014, coupled with higher gaming volumes at Tropicana Casino and Resort, Atlantic City ("Tropicana AC"). Tropicana's consolidated gaming hold percentage was 10.1% and 10.2% for the three months ended June 30, 2014 and 2013, respectively, and 10.2% and 10.1% for the six months ended June 30, 2014 and 2013, respectively.

Net revenues from Tropicana AC comprise approximately 39% and 45% of our Gaming segment's net revenues for the three months ended June 30, 2014 and 2013, respectively, and 40% and 42% for the six months ended June 30, 2014, respectively. Based on market data, the Atlantic City market experienced year over year declines in casino win of 5.3% and 6.4% for the three and six months ended June 30, 2014, respectively. Tropicana AC casino revenues increased for each of the three and six months ended June 30, 2014 as compared to the corresponding prior year period as a result of increased customer volumes due, in part, to the closure of one of Tropicana AC's competitors in Atlantic City in January 2014. In addition, Tropicana AC's revenues increased due to the inclusion of revenues from Internet gaming which commenced in November 2013 for each of the three and six months ended June 30, 2014, coupled with 26.4% and 16.5% higher slot volumes, partially offset by 13.8% and 18.0% lower table game volumes for the three and six months June 30, 2014 as compared to the corresponding prior year period, respectively, including lower volumes of high-end play for each of the three and six months ended June 30, 2014 as compared to the corresponding prior year period.

Revenues from rooms increased for each of the three and six months ended June 30, 2014 as compared to the corresponding prior year period, primarily due to the acquisition of the Lumière in April 2014. The average daily room rate and occupancy across all of Tropicana's gaming properties were $81 and 66%, respectively, for the three months ended June 30, 2014 as compared to $67 and 61%, respectively, for the comparable prior year period. The average daily room rate and occupancy across all of Tropicana's gaming properties were $74 and 62%, respectively, for the six months ended June 30, 2014 as compared to $66 and 58%, respectively, for the comparable prior year period.

Food Packaging

Viskase Companies, Inc. ("Viskase") currently operates nine manufacturing facilities and nine distribution centers throughout North America, Europe, South America and Asia and derives approximately 72% of total net sales from customers located outside the United States.

Net sales for the three months ended June 30, 2014 was flat at $93 million as compared to the comparable prior year period, with a $1 million increase due to price and product mix and $1 million from foreign currency translation, offset in part by a $2 million decrease due to sales volume. Cost of goods sold for the three months ended June 30, 2014 decreased by $1 million (1%) as compared to the comparable prior year period. Gross margin as a percent of net sales was 26% and 25% for the three months ended June 30, 2014 and 2013, respectively. The improvement in the gross margin as a percent of net sales over the comparable period was due to improved plant performance.

Net sales for the six months ended June 30, 2014 was flat at $181 million as compared to the comparable prior year period, with a $3 million due to price and product mix, offset in part by $3 million from lower volumes. Cost of goods sold for the six months ended June 30, 2014 decreased by $2 million (1)% as compared to the comparable prior year period. Gross margin as a percent of net sales was 25% and 24% for the six months ended June 30, 2014 and 2013, respectively. The improvement in the gross margin as a percent of net sales over the comparable period was due to improved plant performance.

Real Estate

Real Estate revenues and expenses include results from resort operations, sales of residential units and rental income and expenses, including income from financing leases. Sales of residential units are included in net sales in our consolidated financial statements. Results from resort and rental operations, including financing lease income, are included in other revenues from operations in our consolidated financial statements.

Revenue from our real estate operations for each of the three and six months ended June 30, 2014 and 2013 were substantially derived from our resort and rental operations. Revenue from sales of residential units in our real estate development operations represent 20% and 5% of total Real Estate revenues for the three months ended June 30, 2014 and 2013, respectively, and 17% and 5% for the six months ended June 30, 2014 and 2013, respectively.

Home Fashion

The business of WestPoint Home LLC ("WPH") is significantly influenced by the overall economic environment, including consumer spending, at the retail level, for home textile products. Many of the larger retailers are customers of WPH. WPH will continue to realign its manufacturing operations and streamline its merchandising, sales and customer service divisions to improve its cost structure and better serve its customers. Given the uncertainty and volatility in the macroeconomic conditions, we cannot predict if WPH's financial performance will continue to improve.

Net sales for the three months ended June 30, 2014 decreased by $4 million (8%) compared to the comparable prior year period. The decrease was primarily due to reduction in sales volume in certain low margin programs. Cost of goods sold for the three months ended June 30, 2014 decreased by $7 million (16%) compared to the comparable prior year period. The decrease was primarily due to lower sales volume. Gross margin as a percentage of net sales was 16% for the three months ended June 30, 2014 as compared to 10% for the comparable prior year period. The increase was primarily due to higher margins on more profitable programs and customers.

Net sales for the six months ended June 30, 2014 decreased by $8 million (8)% compared to the comparable prior year period. The decrease was primarily due to reduction in sales volume in certain low margin programs. Cost of goods sold for the six months ended June 30, 2014 decreased by $11 million (13)% compared to the comparable prior year period. The decrease was primarily due to lower sales volume. Gross margin as a percentage of net sales was 15% for the six months ended June 30, 2014 as compared to 10% for the comparable prior year period. The increase was primarily due to higher margins on more profitable programs and customers.

Holding Company

Net loss from investment activities were $24 million for the three months ended June 30, 2014 as compared to $11 million in the comparable prior year period. The net loss from investment activity during the second quarter of 2014 include unrealized losses from certain swaps that were assigned to the Holding Company from our Investment segment during August 2013. See Note 6, "Financial Instruments - Investment Segment and Holding Company," to the consolidated financial statements for further discussion regarding these swaps.

Net loss from investment activities were $45 million for the six months ended June 30, 2014 as compared to $13 million in the comparable prior year period. The net loss from investment activity during the first six months of 2014 include unrealized losses from certain swaps that were assigned to the Holding Company from our Investment segment during August 2013. See Note 6, "Financial Instruments - Investment Segment and Holding Company," to the consolidated financial statements for further discussion regarding these swaps. In addition, there were unrealized losses related to other securities held by the Holding Company.

Other Consolidated Results of Operations

Other Income, Net

Our consolidated other income, net for the three months ended June 30, 2014 and 2013 was $13 million and $96 million, respectively. During the three months ended June 30, 2014 and 2013, our Energy segment recorded gains on certain derivative contracts of $36 million and $120 million, respectively. In addition, during the three months ended June 30, 2014, our Automotive segment had a debt refinancing transaction and recorded a loss on extinguishment of debt of $36 million. See Note 6, "Financial Instruments," and Note 16, "Other Income, Net," to the consolidated financial statements for further discussion.

Our consolidated other income, net for the six months ended June 30, 2014 and 2013 was $48 million and $51 million, respectively. During the six months ended June 30, 2014 and 2013, our Energy segment recorded gains on certain derivative contracts of $145 million and $100 million, respectively. During the six months ended June 30, 2014, our Gaming segment received $32 million in cash as payment to satisfy future credits in connection with a certain negotiated tax settlement. In addition, during the six months ended June 30, 2014, we had various debt refinancing transactions and recorded an aggregate loss on extinguishment of debt of $162 million. See Note 6, "Financial Instruments," and Note 16, "Other Income, Net," to the consolidated financial statements for further discussion.

Selling, General and Administrative

Our consolidated selling, general and administrative ("SG&A") for the three months ended June 30, 2014 increased by $139 million (44%) as compared to the comparable prior year period. The increase was primarily due to an increase of $76 million from our Investment segment due to higher compensation expense attributable to a certain fund performance, an increase of $32 million from our Automotive segment primarily due to the recognition of an OPEB curtailment gain during the second quarter of 2013 and the inclusion of the Affinia Acquisition during the second quarter of 2014, and an increase of $29 million from our Gaming segment primarily due to the inclusion of the Lumière acquisition during the second quarter of 2014.

Our consolidated SG&A for the six months ended June 30, 2014 increased by $128 million (19%) as compared to the comparable prior year period. The increase was primarily due to an increase of $70 million from our Investment segment due to higher compensation expense attributable to a certain fund performance, $26 million from our Automotive segment primarily due to the recognition of an OPEB curtailment gain during the second quarter of 2013 and the inclusion of the Affinia Acquisition during the second quarter of 2014, and an increase of $35 million from our Gaming segment primarily due to inclusion of the Lumière acquisition during the second quarter of 2014.

Restructuring

Our consolidated restructuring costs were $30 million and $9 million for the three months ended June 30, 2014 and 2013, respectively, and $38 million and $17 million for the six months ended June 30, 2014, respectively, which was primarily attributable to our Automotive segment.

In February 2013, Federal-Mogul's Board of Directors approved the evaluation of restructuring opportunities in order to improve operating performance. As such, Federal-Mogul has initiated several programs (collectively, the "Restructuring Programs") and will continue to evaluate alternatives to align its business with executive management's strategy. The Restructuring Programs are intended to take place between 2013 and 2015 with an expected total cost of

$126 million, of which $121 million and $5 million pertains to employee costs and facility costs, respectively. Federal-Mogul expects to incur an additional $49 million with respect to the Restructuring Programs. In connection with the Restructuring Programs, Federal-Mogul recorded $30 million and $8 million in restructuring charges for the three months ended June 30, 2014 and 2013, respectively, and $38 million and $16 million for the six months ended June 30, 2014 and 2013, respectively, substantially all of which pertain to employee costs.

During the second quarter of 2014, Federal-Mogul continued consultation with works council for one of its French facilities to potentially cease operations and has recorded a restructuring charge in connection with this matter. Federal-Mogul continues to evaluate restructuring opportunities throughout its operations and will continue to record restructuring charges based on information available at the time such charges are recorded pursuant to FASB ASC Topics 712 and 420.

Interest Expense

Interest expense during the three months ended June 30, 2014 increased by $61 million (45%) as compared the corresponding prior year period. The increase was primarily due to higher interest expense from our Investment segment attributable to due to broker balances, higher interest expense from our Automotive segment due to refinancing of its term loans in April 2014, higher interest expense from our Railcar segment due to higher average outstanding debt balances over the respective periods, offset in part by lower interest expense from our Energy segment due to higher capitalized interest and our Food Packaging segment due to lower interest rate on outstanding debt balances.

Interest expense during the six months ended June 30, 2014 increased by $86 million (31%) as compared to the corresponding prior year period. The increase was primarily due to higher interest expense from our Investment segment attributable to due to broker balances, higher interest expense from our Railcar segment due to higher debt balances over the respective periods, offset in part by lower interest expense from our Energy segment due to overall lower interest rate on outstanding debt balances and higher capitalized interest over the respective periods, and lower interest expense from our Food Packaging segment due to lower interest rate on outstanding debt balances.

Income Tax Expense

For the three months ended June 30, 2014, both Icahn Enterprises and Icahn Enterprises Holdings recorded an income tax expense of $82 million on pre-tax income of $1,205 million compared to an income tax expense of $97 million on pre-tax income of $190 million for the three months ended June 30, 2013. Our effective income tax rate was 6.8% and 51.1% for the three months ended June 30, 2014 and 2013, respectively.

For the three months ended June 30, 2014, the difference between the effective tax rate and statutory federal rate of 35% is primarily due to partnership income not subject to taxation, as such taxes are the responsibility of the partners. For the three months ended June 30, 2013, the difference between the effective tax rate and the statutory federal rate of 35% is primarily due to changes in valuation allowances and partnership income not subject to taxation, as such taxes are the responsibility of the partners.

For the six months ended June 30, 2014, both Icahn Enterprises and Icahn Enterprises Holdings recorded an income tax expense of $185 million on pre-tax income of $1,385 million compared to an income tax expense of $217 million on pre-tax income of $1,020 million for the six months ended June 30, 2013. Our effective income tax rate was 13.4% and 21.3% for the six months ended June 30, 2014 and 2013, respectively.

For the six months ended June 30, 2014, the difference between the effective tax rate and statutory federal rate of 35% is primarily due to partnership income not subject to taxation, as such taxes are the responsibility of the partners. For the six months ended June 30, 2013, the difference between the effective tax rate and the statutory federal rate of 35% is primarily due to partnership income not subject to taxation, as such taxes are the responsibility of the partners.

Liquidity and Capital Resources

Holding Company

As of June 30, 2014, the Holding Company had investments in the Investment Funds with a total fair market value of approximately $5.1 billion. As of June 30, 2014, our Holding Company had cash and cash equivalents of approximately $1.1 billion and total debt of approximately $5.5 billion.

We are a holding company. Our cash flow and our ability to meet our debt service obligations and make distributions with respect to depositary units likely will depend on the cash flow resulting from divestitures, equity and debt financings, interest income, returns on our interests in the Investment Funds and the payment of funds to us by our subsidiaries in the form of loans, dividends and distributions. We may pursue various means to raise cash from our subsidiaries. To date, such means include receipt of dividends from subsidiaries, obtaining loans or other financings based on the asset values of subsidiaries or selling debt or equity securities of subsidiaries through capital market transactions. To the degree any distributions and transfers are impaired or prohibited, our ability to make payments on our debt or distributions on our depositary units could be limited. The operating results of our subsidiaries may not be sufficient for them to make distributions to us. In addition, our subsidiaries are not obligated to make funds available to us, and distributions and intercompany transfers from our subsidiaries to us may be restricted by applicable law or covenants contained in debt agreements and other agreements.

As of June 30, 2014 based on covenants in the indenture governing our senior notes, we could incur approximately $2.4 billion in additional indebtedness. See Note 10, “Debt,” to the consolidated financial statements for additional information concerning credit facilities for us and our subsidiaries.

We have from time to time considered and continue to explore the possibility of seeding one or more private investment fund managers and investing some of our proprietary capital in their funds. There can be no assurance that any such transactions will be completed.

Distributions on Depositary Units

On March 3, 2014, the board of directors of our general partner announced an increase in our annualized distribution from $5.00 per depositary unit to $6.00 per depositary unit.

On each of February 25, 2014 and May 5, 2014, Icahn Enterprises declared a quarterly distribution in the amount of $1.50 per depositary unit in which each depositary unit holder had the option to make an election to receive either cash or additional depositary units. As a result, on April 22, 2014 and June 30, 2014, Icahn Enterprises distributed an aggregate 1,574,448 and 1,555,003 depositary units, respectively, to unit holders electing to receive depositary units in connection with these distributions.

On July 31, 2014, the Board of Directors of the general partner of Icahn Enterprises declared a quarterly distribution in the amount of $1.50 per depositary unit, which will be paid on or about September 25, 2014 to depositary unit holders of record at the close of business on August 18, 2014. Depositary unit holders have until September 9, 2014 to make an election to receive either cash or additional depositary units; if a holder does not make an election, it will automatically be deemed to have elected to receive the dividend in cash. Depositary unit holders who elect to receive additional depositary units will receive units valued at the volume weighted average trading price of the units on NASDAQ during the 10 consecutive trading days ending September 23, 2014. No fractional depositary units will be issued pursuant to the dividend payment. Icahn Enterprises will make a cash payment in lieu of issuing fractional depositary units to any holders electing to receive depositary units. Any holders that would only be eligible to receive a fraction of a depositary unit based on the above calculation will receive a cash payment.

Debt Offerings

As discussed elsewhere in this Report, on January 21, 2014, we issued $1.200 billion in aggregate principal of the Additional 2020 Notes, $1.275 billion in aggregate principal of the 2019 Notes and $1.175 billion in aggregate principal amount of the 2017 Notes. The net proceeds of the New Notes were approximately $3.650 billion, after deducting the initial purchasers' discount and commission and estimated fees and expenses related to the offerings. We used the proceeds from the issuance of the New Notes to refinance our 2010-2012 Notes. As a result of this refinancing, we purchased $3,500 million aggregate principal of the 2010-2012 Notes and recognized a loss of $108 million on extinguishment of debt during the first quarter of 2014. The 2016 Notes and 2018 Notes comprising the 2010-2012 Notes were discharged in full on February 6, 2014.

In addition, on January 29, 2014, the Issuers issued $1.350 billion aggregate principal amount of the 2022 Notes. The 2022 Notes were priced at 100.000% of their face amount. The net proceeds from the sale of the 2022 Notes were approximately $1.340 billion, after deducting the initial purchaser’s discount and commission and estimated fees and expenses related to the offering.

In January 2014, a subsidiary of ARI (the "ARI Subsidiary") refinanced its Original ARI Term Loan under an amended and restated credit agreement to, among other things; increase the aggregate borrowings available thereunder. In connection with the refinancing, ARI Subsidiary received borrowings of $316 million, net of fees and expenses. Of this amount, $194 million was used to refinance the Original ARI Term Loan, resulting in net proceeds of $122 million. In conjunction with the refinancing, ARI incurred a $2 million loss on extinguishment of debt, which is reflected in other income (loss), net in our consolidated statements of operations.

On March 27, 2014, a certain subsidiary of ARL entered into a new $300 million term loan (the “RCF Term Loan”). Proceeds of the RCF Term Loan, along with $256 million in cash, were used to pay off a certain term note that matured in March 2014 with a certain subsidiary of ARL.

On June 25, 2014, a certain subsidiary of ARL entered into a bond securitization transaction with RBS Securities, Inc. with an aggregate $325 million principal amount ("ARL 2014 Bond Securitization Notes"). Approximately $156 million of the proceeds from the ARL 2014 Bond Securitization Notes were used to pay down the RCF Term Loan. The expected principal repayment date for the ARL 2014 Bond Securitization Notes is June 15, 2024 and the legal final maturity date for the ARL 2014 Bond Securitization Notes is June 15, 2044.

See Note 10, “Debt,” to the consolidated financial statements for further discussion regarding these financing transactions detailed above.

Borrowings

Debt consists of the following:

	Icahn Enterprises		Icahn Enterprises Holdings	
	June 30, 2014	December 31, 2013	June 30, 2014	December 31, 2013
	(in millions)		(in millions)	
5.875% senior unsecured notes due 2022 - Icahn Enterprises/Icahn Enterprises Holdings	$1,337	$—	$1,337	$—
6.00% senior unsecured notes due 2020 - Icahn Enterprises/Icahn Enterprises Holdings	1,709	493	1,709	493
4.875% senior unsecured notes due 2019 - Icahn Enterprises/Icahn Enterprises Holdings	1,269	—	1,269	—
8.00% senior unsecured notes due 2018 - Icahn Enterprises/Icahn Enterprises Holdings	—	2,473	—	2,470
3.50% senior unsecured notes due 2017 - Icahn Enterprises/Icahn Enterprises Holdings	1,170	—	1,170	—
7.75% senior unsecured notes due 2016 - Icahn Enterprises/Icahn Enterprises Holdings	—	1,050	—	1,047
Debt facilities - Automotive	2,589	2,494	2,589	2,494
Debt facilities - Energy	500	500	500	500
Credit facilities - Energy	125	125	125	125
Debt and credit facilities - Railcar	1,878	1,448	1,878	1,448
Credit facilities - Gaming	296	298	296	298
Senior secured notes and revolving credit facility - Food Packaging	273	215	273	215
Mortgages payable - Real Estate	38	49	38	49
Other	159	150	159	150
	$11,343	$9,295	$11,343	$9,289

See Note 10, “Debt,” to the consolidated financial statements for additional information concerning terms, restrictions and covenants of our debt. As of June 30, 2014, we are in compliance with all debt covenants.

Contractual Commitments and Contingencies

Other than the financing transactions discussed above, there have been no material changes to our contractual commitments and contingencies as compared to those reported in our Annual Report on Form 10-K for the year ended December 31, 2013.

Off-Balance Sheet Arrangements

We have off-balance sheet risk related to investment activities associated with certain financial instruments, including futures, options, credit swaps and securities sold, not yet purchased. For additional information regarding these arrangements, see Note 6, “Financial Instruments,” to the consolidated financial statements.

Consolidated Cash Flows

The following table summarizes cash flow information for the six months ended June 30, 2014 and cash and cash equivalents as of June 30, 2014 for Icahn Enterprises' operating segments and the Holding Company:

	Six Months Ended June 30, 2014			June 30, 2014
	Net Cash Provided By (Used In)			
	Operating Activities	Investing Activities	Financing Activities	Cash and Cash Equivalents
	(in millions)			
Investment	$(1,499)	$—	$500	$5
Automotive	161	(335)	37	628
Energy	378	(193)	59	999
Metals	(1)	(7)	—	15
Railcar	108	(244)	33	335
Gaming	60	(257)	(2)	160
Food Packaging	(9)	(10)	43	31
Real Estate	29	—	(11)	52
Home Fashion	(5)	(2)	—	9
Holding Company	(60)	—	1,294	1,099
	$(838)	$(1,048)	$1,953	$3,333

The consolidated cash flows of Icahn Enterprises and Icahn Enterprises Holdings are substantially the same. The immaterial differences between Icahn Enterprises' and Icahn Enterprises Holdings' consolidated statements of cash flows primarily relate to non-cash charges for interest expense which is included in net cash provided by operating activities. Therefore, we discuss only the consolidated cash flows of Icahn Enterprises below.

Operating Activities

Cash used in operating activities during the six months ended June 30, 2014 was $838 million, primarily attributable to our Investment segment due to net cash used in investment transactions. Additionally, the Holding Company had net cash used in operating activities primarily due to interest payments on our senior unsecured notes. Our Automotive, Energy, Railcar, Gaming and Real Estate segments had net cash provided from operating activities primarily due to earnings during the six months ended June 30, 2014.

Investing Activities

Cash used in investing activities during the six months ended June 30, 2014 was approximately $1.0 billion, primarily attributable to capital expenditures at our subsidiaries and the certain acquisitions made by our Gaming and Automotive segments. Our Railcar segment had capital expenditures of $250 million, of which $243 million was for the manufacture or purchase of railcars for its leasing operations. Additionally, our Automotive and Energy segments had capital expenditures of $173 million and $115 million, respectively. During the second quarter, our Gaming segment acquired Lumière for $237 million, net of cash acquired, and our Automotive segment had several acquisitions of businesses, including the Affinia Acquisition, for an aggregate of $165 million, net of cash acquired.

Financing Activities

Cash provided from financing activities during the six months ended June 30, 2014 was approximately $2.0 billion, primarily attributable to certain debt refinancing activities of the Holding Company, resulting in net proceeds of approximately $1.4 billion, coupled with net cash proceeds from certain debt refinancing of $516 million, principally from our Railcar, Automotive and Food Packaging segments. In addition, an affiliate of Mr. Icahn invested $500 million in the Investment Funds. These were offset in part by $381 million paid to an affiliate of Mr. Icahn in connection with our purchase of a 75% economic interest in ARL.

Discussion of Segment Liquidity and Capital Resources

Investment

As of June 30, 2014, the Investment Funds' net notional exposure was 39%. The Investment Funds' long exposure was 162% (155% long equity and 7% long credit) and the Investment Funds' short exposure was 123% (116% short equity and 7% short credit). The Investment Funds historically have had access to significant amounts of cash from prime brokers, subject to customary terms and market conditions.

Automotive

As of June 30, 2014 and December 31, 2013, the borrowing availability under the Federal-Mogul Replacement Revolving Facility was $512 million and $550 million, respectively. Federal-Mogul had $38 million and $39 million of letters of credit outstanding as of June 30, 2014 and December 31, 2013, respectively, pertaining to its term loan credit facility. To the extent letters of credit associated with the Federal-Mogul Replacement Facility are issued, there is a corresponding decrease in borrowings available under this facility. See Note 10, "Debt - Automotive," to the consolidated financial statements for additional discussion regarding Federal-Mogul's debt facilities.

Federal-Mogul's subsidiaries in Brazil, France, Germany, Italy and the United States are party to accounts receivable factoring and securitization facilities. Gross accounts receivable transferred under these facilities were $336 million and $271 million as of June 30, 2014 and December 31, 2013, respectively. Of those gross amounts, $318 million and $258 million, respectively, qualify as sales as defined in FASB ASC Topic 860, Transfers and Servicing. The remaining transferred receivables were pledged as collateral and accounted for as secured borrowings and recorded in the consolidated balance sheets within accounts receivable, net and debt. Under the terms of these facilities, Federal-Mogul is not obligated to draw cash immediately upon the transfer of accounts receivable. As of June 30, 2014, Federal-Mogul had $1 million of undrawn cash related to such transferred receivables. As of December 31, 2013, Federal-Mogul had withdrawn all cash related to such transferred receivables. Proceeds from the transfers of accounts receivable qualifying as sales were $445 million and $364 million for the three months ended June 30, 2014 and 2013, respectively, and $855 million and $697 million for the six months ended June 30, 2014 and 2013, respectively.

On April 15, 2014, Federal-Mogul, as the new borrower, entered into an amendment (the “Amendment”) of the Federal-Mogul Credit Agreement, among Federal-Mogul Corporation, the lenders party thereto, Citicorp USA, Inc., as Administrative Agent, JPMorgan Chase Bank, N.A., as Syndication Agent, and Wachovia Capital Finance Corporation and Wells Fargo Foothill, LLC, as Co-Documentation Agents, with respect to a new tranche B term loan facility (the “New Tranche B Facility”) and a new tranche C term loan facility (the “New Tranche C Facility,” and together with the New Tranche B Facility, the “New Federal-Mogul Facilities”). Immediately following the closing of the transactions contemplated by the Amendment, Federal-Mogul Holdings Corporation contributed all of the net proceeds from the New Federal-Mogul Facilities to Federal-Mogul Corporation, and Federal-Mogul Corporation repaid its existing outstanding indebtedness as a borrower under the tranche B and tranche C term loan facilities. In connection with this debt refinancing, our Automotive segment recognized a non-cash loss on debt extinguishment of approximately $36 million during the quarter ending June 30, 2014, which was primarily attributable to the write-off of debt discounts.

The Amendment, among other things, (i) provides for aggregate commitments under the New Tranche B Facility of $700 million with a maturity date of April 15, 2018, (ii) provides for aggregate commitments under the New Tranche C Facility of approximately $1.9 billion with a maturity date of April 15, 2021, (iii) increases the interest rates applicable to the New Federal-Mogul Facilities as described below, (iv) provides that for all outstanding letters of credit there is a corresponding decrease in borrowings available under the Federal-Mogul Replacement Revolving Facility, (v) provides that in the event that as of a particular determination date more than $700 million aggregate principal amount of existing term loans and certain related refinancing indebtedness will become due within 91 days of such determination date, the Federal-Mogul Replacement Revolving Facility will mature on such determination date, (vi) provides for additional incremental indebtedness, secured on a pari passu basis, of an unlimited amount of additional indebtedness if Federal-Mogul meets a financial covenant incurrence test, and (vii) amends certain other restrictive covenants. Pursuant to the Amendment, Federal-Mogul Holdings Corporation assumed all of the obligations of Federal-Mogul Corporation with respect to the Federal-Mogul Replacement Revolving Facility under the Federal-Mogul Credit Agreement.

Federal-Mogul estimates its 2014 capital expenditures to be in the range of $370 million to $420 million.

Energy

As of June 30, 2014, CRLLC had availability under the Amended and Restated ABL Credit Facility of $373 million and had letters of credit outstanding of $27 million. There were no borrowings outstanding under the ABL Credit Facility as of June 30, 2014. In addition, as of June 30, 2014, CVR Partners had $25 million availability under its revolving credit facility, with an uncommitted incremental facility of up to $50 million.

See Note 10, "Debt - Energy," to the consolidated financial statements for further discussion regarding CVR's credit facilities, including the Amended and Restated ABL Credit Facility.

CVR Refining and CVR Partners have a distribution policy in which they will generally distribute all of their available cash each quarter, within 60 days after the end of each quarter. CVR Refining's distributions began with the quarter ended June 30, 2013 and have been adjusted to exclude the period prior to the CVR Refining IPO from January 1, 2013 through January 22, 2013. The distributions will be made to all common unitholders. CVR currently holds approximately 66% and 53% of CVR Refining's and CVR Partner's common units outstanding, respectively. The amount of each distribution will be determined pursuant to each general partner's calculation of available cash for the applicable quarter. The general partner of each partnership, as a non-economic interest holder, is not entitled to receive cash distributions. As a result of each general partner's distribution policy, funds held by CVR Refining and CVR Partners will not be available for CVR's use, and CVR as a unitholder will receive its applicable percentage of the distribution of funds within 60 days, respectively, following each quarter. CVR Refining and CVR Partners do not have a legal obligation to pay distributions and there is no guarantee that they will pay any distributions on the units in any quarter.

On January 24, 2013, the board of directors of CVR adopted a quarterly cash dividend policy. Subject to declaration by its board of directors, CVR's quarterly dividend is currently $0.75 per share, or $3.00 per share on annualized basis. Additionally, CVR declared and paid two special cash dividends during the year ended December 31, 2013. CVR paid an aggregate total of approximately $130 million in dividends during the six months ended June 30, 2014, of which $107 million was paid to Icahn Enterprises and Icahn Enterprises Holdings.

On July 17, 2014, the board of directors of CVR declared a special cash dividend to CVR's stockholders of record of $2.00 per share, or $174 million in aggregate, of which approximately $143 million will be paid to Icahn Enterprises and Icahn Enterprises Holdings during the third quarter of 2014.

On July 30, 2014, the board of directors of CVR declared a dividend for the second quarter of 2014 of $0.75 per share, or $65 million in aggregate, of which approximately $53 million will be paid to Icahn Enterprises and Icahn Enterprises Holdings during the third quarter of 2014.

CVR divides the petroleum business and the nitrogen fertilizer business' capital spending needs into two categories: maintenance and growth. Maintenance capital spending includes only non-discretionary maintenance projects and projects required to comply with environmental, health and safety regulations. CVR undertakes discretionary capital spending based on the expected return on incremental capital employed. Discretionary capital projects generally involve an expansion of existing capacity, improvement in product yields, and/or a reduction in direct operating expenses. Major scheduled turnaround expenses are expensed when incurred.

CVR estimates that the total capital spending for 2014 to be approximately $275 million to $300 million.

The petroleum business and the nitrogen fertilizer business' estimated capital expenditures are subject to change due to unanticipated increases in the cost, scope and completion time for our capital projects. For example, CVR may experience increases in labor or equipment costs necessary to comply with government regulations or to complete projects that sustain or improve the profitability of the refineries or nitrogen fertilizer plant. Capital spending for the Nitrogen Fertilizer Partnership's nitrogen fertilizer business has been and will be determined by the board of directors of its general partner. Capital spending for CVR's petroleum business will be determined by the board of directors of its general partner.

Critical Accounting Policies and Estimates

There have been no material changes to our critical accounting policies and estimates during the six months ended June 30, 2014 as compared to those reported in our Annual Report on Form 10-K for the year ended December 31, 2013.

Recently Issued Accounting Standards

In April 2014, the FASB issued ASU No. 2014-08, which amends FASB ASC Topic 205, Presentation of Financial Statements and FASB ASC Topic 360, Property, Plant, and Equipment. This ASU is effective on a prospective basis applicable to activities that occur within annual periods beginning on or after December 15, 2014, and interim periods within those years, and changes the requirements for reporting discontinued operations. Early adoption is permitted, but only for disposals that have not been reported in financial statements previously issued or available for issuance. We believe that ASU No. 2014-08 will reduce the number of dispositions that would qualify for discontinued operations at our parent company level, thereby reducing the complexity associated with the reporting and disclosure requirements of discontinued operations that would have been otherwise required previously.

In May 2014, the FASB issued ASU No. 2014-09, creating a new topic, FASB ASC Topic, 606, Revenue from Contracts with Customers, superseding revenue recognition requirements in FASB ASC Topic 605, Revenue Recognition. This ASU requires that an entity recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. In addition, an entity is required to disclose sufficient information to enable users of financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. This ASU is effective for fiscal years, and interim reporting periods within those years, beginning after December 15, 2016, using one of two retrospective application methods. We are currently evaluating the impact that the adoption of this guidance will have on our consolidated financial position, results of operations, cash flows and disclosures.

Forward-Looking Statements

Statements included in “Management's Discussion and Analysis of Financial Condition and Results of Operations” which are not historical in nature are intended to be, and are hereby identified as, “forward-looking statements” for purposes of the safe harbor provided by Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, or by Public Law 104-67.

Forward-looking statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties that may cause actual results to differ materially from trends, plans, or expectations set forth in the forward-looking statements. These risks and uncertainties may include the risks and uncertainties described in our Annual Report on Form 10-K for the year ended December 31, 2013 and those set forth in this Report.

Item 3. Quantitative and Qualitative Disclosures About Market Risk.

Investment

Our predominant exposure to market risk is related to our Investment segment and the sensitivities to movements in the fair value of the Investment Funds' investments.

The fair value of the financial assets and liabilities of the Investment Funds primarily fluctuates in response to changes in the value of securities. The net effect of these fair value changes impacts the net gains from investment activities in our consolidated statements of operations. The Investment Funds' risk is regularly evaluated and is managed on a position basis as well as on a portfolio basis. Senior members of our investment team meet on a regular basis to assess and review certain risks, including concentration risk, correlation risk and credit risk for significant positions. Certain risk metrics and other analytical tools are used in the normal course of business by the General Partners.

Market Risk

The Investment Funds hold investments that are reported at fair value as of the reporting date, which include securities owned, securities sold, not yet purchased and derivatives as reported on our consolidated balance sheets. Based on their respective balances as of June 30, 2014, we estimate that in the event of a 10% adverse change in the fair value of these investments, the fair values of securities owned, securities sold, not yet purchased and derivatives would decrease by $1.7 billion, $93 million and $1.9 billion, respectively. However, as of June 30, 2014, we estimate that the impact to our share of the net (loss) gain from investment activities reported in our consolidated statement of operations would be less than the change in fair value since we have an investment of approximately 47% in these Investment Funds, and the non-controlling interests in income would correspondingly offset approximately 53% of the change in fair value.

Credit Risk

We and certain of our consolidated Investment Funds are subject to certain inherent risks through our investments.

Our entities typically invest excess cash in large money market funds. The money market funds primarily invest in government securities and other short-term, highly liquid instruments with a low risk of loss. The Investment Funds also maintain free credit balances with their prime brokers and in interest bearing accounts at major banking institutions. We seek to diversify our cash investments across several accounts and institutions and we monitor performance and counterparty risk.

The Investment Funds and, to a lesser extent, other entities hold derivative instruments that are subject to credit risk in the event that the counterparties are unable to meet the terms of such agreements. When the Investment Funds make such investments or enter into other arrangements where they might suffer a significant loss through the default or insolvency of a counterparty, the General Partners monitor the credit quality of such counterparty and seek to do business with creditworthy counterparties. Counterparty risk is monitored by obtaining and reviewing public information filed by the counterparties and others.

Automotive

See Note 6, "Financial Instruments-Automotive," to the consolidated financial statements for discussion regarding our Automotive segment's interest rate risk, commodity price risk and foreign currency risk.

The translated values of revenue and expense from our Automotive segment's international operations are subject to fluctuations due to changes in currency exchange rates. During the six months ended June 30, 2014, our Automotive segment derived 37% of its sales in the United States and 63% internationally. Of these international sales, 57% were denominated in the euro, with no other single currency representing more than 10% of international sales. To minimize foreign currency risk, our Automotive segment generally maintains natural hedges within its non-U.S. activities, including the matching of operational revenues and costs. Where natural hedges are not in place, our Automotive segment manages certain aspects of its foreign currency activities and larger transactions through the use of foreign currency options or forward contracts. Our Automotive segment estimates that a hypothetical 10% adverse movement of all foreign currencies in the same direction against the U.S. dollar over the six months ended June 30, 2014 would have decreased net income attributable to Icahn Enterprises for our Automotive segment by approximately $9 million.

Energy

The risk inherent in our Energy segment's market risk sensitive instruments and positions is the potential loss from adverse changes in commodity prices and interest rates. Our Energy segment is exposed to market pricing for all of the products sold in the future both at its petroleum business and the nitrogen fertilizer business, as all of the products manufactured in both businesses are commodities.

Our Energy segment's earnings and cash flows and estimates of future cash flows are sensitive to changes in energy prices. The prices of crude oil and refined products have fluctuated substantially in recent years. These prices depend on many factors, including the overall demand for crude oil and refined products, which in turn depends, among other factors, general economic conditions, the level of foreign and domestic production of crude oil and refined products, the availability of imports of crude oil and refined products, the marketing of alternative and competing fuels, the extent of government regulations and global market dynamics. The prices our Energy segment receives for refined products are also affected by factors such as local market conditions and the level of operations of other refineries in our markets. The prices at which our Energy segment can sell gasoline and other refined products are strongly influenced by the price of crude oil. Generally, an increase or decrease in the price of crude oil results in a corresponding increase or decrease in the price of gasoline and other refined products. The timing of the relative movement of the prices, however, can impact profit margins, which could significantly affect our Energy segment's earnings and cash flows.

Commodity Price Risk

At June 30, 2014, CVR Refining had open commodity hedging instruments consisting of 15.8 million barrels of crack spreads primarily to fix the margin on a portion of our future gasoline and distillate production. The fair value of the outstanding contracts at June 30, 2014 was a net unrealized gain of $74 million. A change of $1.00 per barrel in the fair value of the crack spread swaps would result in an increase or decrease in the related fair values of commodity hedging instruments of approximately $16 million.

Interest Rate Risk

On June 30 and July 1, 2011, Coffeyville Resources Nitrogen Fertilizers, LLC ("CRNF") entered into two floating-to-fixed interest rate swap agreements for the purpose of hedging the interest rate risk associated with a portion of CVR Partner's $125 million floating rate term debt which matures in April 2016. The aggregate notional amount covered under these agreements, which commenced on August 12, 2011 and expires on February 12, 2016, totals $62.5 million (split evenly between the two agreement dates). Under the terms of the interest rate swap agreement entered into on June 30, 2011, CRNF receives a floating rate based on three month LIBOR and pays a fixed rate of 1.94%. Under the terms of the interest rate swap

agreement entered into on July 1, 2011, CRNF receives a floating rate based on three month LIBOR and pays a fixed rate of 1.975%. Both swap agreements will be settled every 90 days. The effect of these swap agreements is to lock in a fixed rate of interest of approximately 1.96% plus the applicable margin paid to lenders over three month LIBOR as governed by the CRNF credit facility. The agreements were designated as cash flow hedges at inception and accordingly, the effective portion of the gain or loss on the swap is reported as a component of accumulated other comprehensive loss and will be reclassified into interest expense when the interest rate swap transaction affects earnings. The ineffective portion of the gain or loss will be recognized immediately in current interest expense.
CVR Partners has exposure to interest rate risk on 50% of its $125 million floating rate term debt. A 1.0% increase over the Eurodollar floor spread of 3.5%, as specified in the credit facility, would increase interest cost to CVR Partners by less than $1 million on an annualized basis, thus decreasing CVR Partner's net income by the same amount.

Railcar

Our Railcar segment is exposed to price risks associated with the purchase of raw materials, especially steel and heavy castings. The cost of steel, heavy castings and all other materials used in the production of railcars represents more than half of the direct manufacturing costs per railcar. Given the significant volatility in the price of raw materials, this exposure can affect the costs of production. Our Railcar segment believes that the risk to its margins and profitability has been somewhat reduced by the variable pricing provisions generally included in its railcar sales contracts. These provisions adjust the purchase prices of the railcars to reflect fluctuations in the cost of certain raw materials and components on a dollar for dollar basis and, as a result, our Railcar segment is generally able to pass on to its customers most increases in raw material and component costs with respect to the railcars it plans to produce and deliver to them. Our Railcar segment believes that it currently has good supplier relationships and does not currently anticipate that material constraints will limit its production capacity. Such constraints may exist if railcar production were to increase beyond current levels, or other economic changes were to occur that affect the availability of certain raw materials.
Our Railcar segment's financial results could be affected by changes in interest rates due to the impact those changes have on its variable rate debt obligation as of June 30, 2014. A one percentage point increase in the rate would have had a $9 million impact on our Railcar segment's interest expense.

Gaming

Interest Rate Risk

Tropicana's primary exposure to market risk is interest rate risk associated with its Tropicana New Term Loan Facility that bears interest based on floating rates. Based on Tropicana's borrowings as of June 30, 2014, assuming a 1% increase over the 4% floor specified in its Tropicana New Term Loan Facility, Tropicana's annual interest cost would change by approximately $3 million.

Holding Company

Interest Rate Risk

The fair values of our long-term debt and other borrowings will fluctuate in response to changes in market interest rates. Increases and decreases in prevailing interest rates generally translate into decreases and increases in fair values of those instruments. Additionally, fair values of interest rate sensitive instruments may be affected by the creditworthiness of the issuer, relative values of alternative investments, the liquidity of the instrument and other general market conditions. Historically, the Holding Company does not invest in derivative financial instruments, interest rate swaps or other investments that alter interest rate exposure. The Holding Company has predominately long-term fixed interest rate debt. Generally, the fair market value of debt securities with a fixed interest rate will increase as interest rates fall, and the fair market value will decrease as interest rates rise. At June 30, 2014, the impact of a 100 basis point increase or decrease in interest rates on fixed rate debt would have no impact on our consolidated financial statements.

Market Risk

The carrying values of investments subject to market risks are based on quoted market prices or management's estimates of fair value as of the balance sheet dates. Market prices are subject to fluctuation and, consequently, the amount realized in the subsequent sale of an investment may significantly differ from the reported market value. Fluctuation in the market prices investments may result from perceived changes in the underlying economic characteristics of the investee, the relative price of alternative investments and general market conditions.

Based on sensitivity analysis for our equity price risks as of June 30, 2014, the effects of a 10% adverse change in the fair value of these investments would result in loss of approximately $70 million.

Item 4. Controls and Procedures.

As of June 30, 2014, our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of Icahn Enterprises' and Icahn Enterprises Holdings' and subsidiaries' disclosure controls and procedures pursuant to the Rule 13a-15(e) and 15d-15(e) promulgated under the Exchange Act. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by us in such reports is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the quarter ended June 30, 2014 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.
See Note 17, “Commitments and Contingencies” to the 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 and environmental matters.

Item 1A. Risk Factors.
Other than changes for our Automotive segment as discussed below, there were no other material changes to our risk factors during the six months ended June 30, 2014 as compared to those reported in our Annual Report on Form 10-K for the year ended December 31, 2013.
Automotive
Federal-Mogul has substantial indebtedness, which could restrict its business activities and could subject it to significant interest rate risk.
Federal-Mogul has substantial indebtedness, which could restrict its business activities and could subject it to significant interest rate risk. As of June 30, 2014, our Automotive segment had approximately $2.7 billion of outstanding indebtedness. Federal-Mogul is permitted by the terms of its debt instruments to incur substantial additional indebtedness, subject to the restrictions therein. Federal-Mogul’s inability to generate sufficient cash flow to satisfy its debt obligations, or to refinance its debt obligations on commercially reasonable terms, would have a material adverse effect on its business, financial condition and results of operations. Federal-Mogul's indebtedness could:

- limit its ability to borrow money for working capital, capital expenditures, debt service requirements or other corporate purposes;
- require it to dedicate a substantial portion of its cash flow to payments on indebtedness, which would reduce the amount of cash flow available to fund working capital, capital expenditures, product development and other corporate requirements;
- increase its vulnerability to general adverse economic and industry conditions; and
- limit its ability to respond to business opportunities.

A significant portion of Federal-Mogul’s indebtedness accrues interest at variable rates. To the extent market interest rates rise, the cost of Federal-Mogul’s debt would increase, adversely affecting our Automotive segment's financial condition, results of operations, and cash flows.
On April 15, 2014, Federal-Mogul Holdings Corporation, as the new borrower, entered into the New Term Loan Facilities and assumed the Federal-Mogul Replacement Revolving Facility, which among other things, (i) provides for aggregate commitments under a new tranche B loan facility of $700 million with a maturity date of April 15, 2018 and (ii) provides for aggregate commitments under a new tranche C loan facility of $1.9 billion with a maturity date of April 15, 2021. See Note 10, "Debt - Automotive," to the consolidated financial statements for a further discussion. Although the New Federal-Mogul Term Loan Facilities extended the maturity of our Automotive segment's outstanding indebtedness, Federal-Mogul may need to borrow additional funds or refinance its existing indebtedness in the future, and there are no assurances that it will be able to do so on commercially reasonable terms or at all.

Item 6. Exhibits.

Exhibit No.	Description
31.1	Certification of Chief Executive Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 and Rule 13a-14(a) of the Securities Exchange Act of 1934.
31.2	Certification of Chief Financial Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 and Rule 13a-14(a) of the Securities Exchange Act of 1934.
31.3	Certification of Chief Executive Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 and Rule 13a-14(a) of the Securities Exchange Act of 1934.
31.4	Certification of Chief Financial Officer pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002 and Rule 13a-14(a) of the Securities Exchange Act of 1934.
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350) and Rule 13a-14(b) of the Securities Exchange Act of 1934.
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350) and Rule 13a-14(b) of the Securities Exchange Act of 1934.
32.3	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350) and Rule 13a-14(b) of the Securities Exchange Act of 1934.
32.4	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C. 1350) and Rule 13a-14(b) of the Securities Exchange Act of 1934.
Exhibit 101[(1)]	The following financial information from Icahn Enterprises' and Icahn Enterprises Holdings' Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2014, formatted in XBRL (Extensible Business Reporting Language) includes: (i) the Consolidated Balance Sheets as of June 30, 2014 and December 31, 2013, (ii) the Consolidated Statements of Operations for the three and six months ended June 30, 2014 and 2013, (iii) the Consolidated Statements of Comprehensive Income for the three and six months ended June 30, 2014 and 2013, (iv) the Consolidated Statements of Changes in Equity for the six months ended June 30, 2014 and 2013, (v) the Consolidated Statements of Cash Flows for the six months ended June 30, 2014 and 2013 and (vi) the Notes to the Consolidated Financial Statements.

(1) Pursuant to Rule 406T of Regulation S-T, the Interactive Data Files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, or deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and otherwise are not subject to liability under those sections.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

Icahn Enterprises L.P.

By: Icahn Enterprises G.P. Inc., its general partner

By: /s/SungHwan Cho
SungHwan Cho,
Chief Financial Officer and Director

By: Icahn Enterprises G.P. Inc., its general partner

By: /s/Peter Reck
Peter Reck,
Chief Accounting Officer

Date: August 5, 2014

Icahn Enterprises Holdings L.P.

By: Icahn Enterprises G.P. Inc., its general partner

By: /s/SungHwan Cho
SungHwan Cho,
Chief Financial Officer and Director

By: Icahn Enterprises G.P. Inc., its general partner

By: /s/Peter Reck
Peter Reck,
Chief Accounting Officer

Date: August 5, 2014