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

FORM 10-Q

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

For the Quarterly Period Ended June 30, 2021

OR

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

For the Transition Period from to

(Commission File 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.**	**Delaware**	**13-3398766**
	16690 Collins Avenue, PH-1 **Sunny Isles Beach, FL 33160** **(305) 422-4100**		
333-118021-01	**ICAHN ENTERPRISES HOLDINGS L.P.**	**Delaware**	**13-3398767**
	16690 Collins Avenue, PH-1 **Sunny Isles Beach, FL 33160** **(305) 422-4100**		

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Depositary Units of Icahn Enterprises L.P. Representing Limited Partner Interests	IEP	Nasdaq Global Select Market

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 ☒ No ☐ Icahn Enterprises Holdings L.P. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted 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 such files).

Icahn Enterprises L.P. Yes ☒ No ☐ Icahn Enterprises Holdings L.P. Yes ☒ No ☐

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

Icahn Enterprises L.P.		Icahn Enterprises Holdings L.P.	
Large Accelerated Filer ☒	Accelerated Filer ☐	Large Accelerated Filer ☐	Accelerated Filer ☐
Non-accelerated Filer ☐	Smaller Reporting Company ☐	Non-accelerated Filer ☒	Smaller Reporting Company ☐
Emerging Growth Company ☐		Emerging Growth Company ☐	

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

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Icahn Enterprises L.P. Yes ☐ No ☒ Icahn Enterprises Holdings L.P. Yes ☐ No ☒

As of August 6, 2021, there were 264,531,252 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.

FORWARD-LOOKING STATEMENTS

This Report contains certain statements that are, or may be deemed to be, “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or by Public Law 104-67. All statements included in this Report, other than statements that relate solely to historical fact, are “forward-looking statements.” Such statements include, but are not limited to, any statement that may predict, forecast, indicate or imply future results, performance, achievements or events, including the impact of the COVID-19 pandemic, or any statement that may relate to strategies, plans or objectives for, or potential results of, future operations, financial results, financial condition, business prospects, growth strategy or liquidity, and are based upon management’s current plans and beliefs or current estimates of future results or trends. Forward-looking statements can generally be identified by phrases such as “believes,” “expects,” “potential,” “continues,” “may,” “should,” “seeks,” “predicts,” “anticipates,” “intends,” “projects,” “estimates,” “plans,” “could,” “designed,” “should be” and other similar expressions that denote expectations of future or conditional events rather than statements of fact.

Forward-looking statements include certain statements made under the caption, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” under Part I, Item 2 of this Report, but also forward-looking statements that appear in other parts of this Report. Forward-looking statements reflect our current views with respect to future events and are based on certain assumptions and are subject to risks and uncertainties that could cause our actual results to differ materially from trends, plans, or expectations set forth in the forward-looking statements. These include risks related to economic downturns, substantial competition and rising operating costs; risks related to the severity, magnitude and duration of the COVID-19 pandemic and its impact on the global economy, financial markets and industries in which our subsidiaries operate; risks related to our investment activities, including the nature of the investments made by the private funds in which we invest, declines in the fair value of our investments as a result of the COVID-19 pandemic, losses in the private funds and loss of key employees; risks related to our ability to continue to conduct our activities in a manner so as to not be deemed an investment company under the Investment Company Act of 1940, as amended; risks related to our energy business, including the volatility and availability of crude oil, declines in global demand for crude oil, refined products and liquid transportation fuels as result of the COVID-19 pandemic, other feed stocks and refined products, unfavorable refining margin (crack spread), interrupted access to pipelines, significant fluctuations in nitrogen fertilizer demand in the agricultural industry and seasonality of results; risks related to our automotive activities and exposure to adverse conditions in the automotive industry, including as a result of the COVID-19 pandemic; risks related to our food packaging activities, including competition from better capitalized competitors, inability of its suppliers to timely deliver raw materials, and the failure to effectively respond to industry changes in casings technology; risks related to our scrap metals activities, including potential environmental exposure; risks related to our real estate activities, including the extent of any tenant bankruptcies and insolvencies; risks related to our home fashion operations, including changes in the availability and price of raw materials, and changes in transportation costs and delivery times. These risks and uncertainties also include the risks and uncertainties described in our Annual Report on Form 10-K for the year ended December 31, 2020 and those set forth in this Report, including under the caption “Risk Factors,” under Part II, Item 1A of this Report. Additionally, there may be other factors not presently known to us or which we currently consider to be immaterial that may cause our actual results to differ materially from the forward-looking statements.

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	June 30, 2021	December 31, 2020
	(in millions, except unit amounts)	
ASSETS		
Cash and cash equivalents	$ 2,194	$ 1,679
Cash held at consolidated affiliated partnerships and restricted cash	1,269	1,612
Investments	10,903	8,913
Due from brokers	4,358	3,437
Accounts receivable, net	596	501
Inventories, net	1,568	1,580
Property, plant and equipment, net	4,235	4,228
Derivative assets, net	683	785
Goodwill	294	294
Intangible assets, net	630	660
Other assets	1,171	1,300
Total Assets	$ 27,901	$ 24,989
LIABILITIES AND EQUITY		
Accounts payable	$ 858	$ 738
Accrued expenses and other liabilities	1,847	1,588
Deferred tax liabilities	593	568
Derivative liabilities, net	754	639
Securities sold, not yet purchased, at fair value	4,231	2,521
Due to brokers	1,528	1,618
Debt	8,065	8,059
Total liabilities	17,876	15,731
Commitments and contingencies (Note 16)		
Equity:		
Limited partners: Depositary units: 264,531,252 units issued and outstanding at June 30, 2021 and 241,338,835 units issued and outstanding at December 31, 2020	4,581	4,236
General partner	(846)	(853)
Equity attributable to Icahn Enterprises	3,735	3,383
Equity attributable to non-controlling interests	6,290	5,875
Total equity	10,025	9,258
Total Liabilities and Equity	$ 27,901	$ 24,989

See notes to condensed consolidated financial statements.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
	(in millions, except per unit amounts)			
Revenues:				
Net sales	$ 2,612	$ 1,326	$ 4,830	$ 3,187
Other revenues from operations	164	136	316	297
Net gain (loss) from investment activities	206	1,235	1,212	(893)
Interest and dividend income	34	26	60	89
Other loss, net	(28)	(14)	(46)	(31)
	2,988	2,709	6,372	2,649
Expenses:				
Cost of goods sold	2,398	1,135	4,537	2,944
Other expenses from operations	126	108	244	243
Selling, general and administrative	304	290	620	598
Restructuring, net	5	5	5	7
Impairment	—	5	—	5
Interest expense	158	174	353	346
	2,991	1,717	5,759	4,143
(Loss) income before income tax (expense) benefit	(3)	992	613	(1,494)
Income tax (expense) benefit	(59)	(128)	(76)	52
Net (loss) income	(62)	864	537	(1,442)
Less: net income (loss) attributable to non-controlling interests	74	565	511	(357)
Net (loss) income attributable to Icahn Enterprises	$ (136)	$ 299	$ 26	$ (1,085)
Net (loss) income attributable to Icahn Enterprises allocated to:				
Limited partners	$ (134)	$ 293	$ 25	$ (1,063)
General partner	(2)	6	1	(22)
	$ (136)	$ 299	$ 26	$ (1,085)
Basic and diluted (loss) income per LP unit	$ (0.53)	$ 1.36	$ 0.10	$ (4.97)
Basic and diluted weighted average LP units outstanding	251	215	247	214
Cash distributions declared per LP unit	$ 2.00	$ 2.00	$ 4.00	$ 4.00

See notes to condensed consolidated financial statements.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
	(in millions)			
Net (loss) income	$ (62)	$ 864	$ 537	$ (1,442)
Other comprehensive income (loss), net of tax:				
Translation adjustments	2	2	1	(1)
Post-retirement benefits and other	1	—	1	—
Other comprehensive income (loss), net of tax	3	2	2	(1)
Comprehensive (loss) income	(59)	866	539	(1,443)
Less: Comprehensive income (loss) attributable to non-controlling interests	75	566	512	(356)
Comprehensive (loss) income attributable to Icahn Enterprises	$ (134)	$ 300	$ 27	$ (1,087)
Comprehensive (loss) income attributable to Icahn Enterprises allocated to:				
Limited partners	$ (132)	$ 294	$ 26	$ (1,065)
General partner	(2)	6	1	(22)
	$ (134)	$ 300	$ 27	$ (1,087)

See notes to condensed consolidated financial statements.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)

	Equity Attributable to Icahn Enterprises				
	General Partner's (Deficit) Equity	Limited Partners' Equity	Total Partners' Equity	Non-controlling Interests	Total Equity
			(in millions)		
Balance, December 31, 2020	$ (853)	$ 4,236	$ 3,383	$ 5,875	$ 9,258
Net income	3	159	162	437	599
Other comprehensive loss	—	(1)	(1)	—	(1)
Partnership distributions payable	(10)	(489)	(499)	—	(499)
Partnership contributions	4	182	186	—	186
Investment segment contributions from non-controlling interests	—	—	—	40	40
Changes in subsidiary equity and other	—	(1)	(1)	—	(1)
Balance, March 31, 2021	(856)	4,086	3,230	6,352	9,582
Net (loss) income	(2)	(134)	(136)	74	(62)
Other comprehensive income	—	2	2	1	3
Partnership distributions payable reversal	10	489	499	—	499
Partnership distributions	(1)	(56)	(57)	—	(57)
Partnership contributions	4	198	202	—	202
Investment segment contributions from non-controlling interests	—	—	—	6	6
Dividends and distributions to non-controlling interests in subsidiaries	—	—	—	(144)	(144)
Changes in subsidiary equity and other	(1)	(4)	(5)	1	(4)
Balance, June 30, 2021	**$ (846)**	**$ 4,581**	**$ 3,735**	**$ 6,290**	**$ 10,025**

	Equity Attributable to Icahn Enterprises				
	General Partner's (Deficit) Equity	Limited Partners' Equity	Total Partners' Equity	Non-controlling Interests	Total Equity
			(in millions)		
Balance, December 31, 2019	$ (812)	$ 6,268	$ 5,456	$ 5,486	$ 10,942
Net loss	(28)	(1,356)	(1,384)	(922)	(2,306)
Other comprehensive loss	—	(3)	(3)	—	(3)
Partnership distributions payable	(9)	(428)	(437)	—	(437)
Partnership contributions	—	7	7	—	7
Investment segment contributions from non-controlling interests	—	—	—	1,241	1,241
Dividends and distributions to non-controlling interests in subsidiaries	—	—	—	(23)	(23)
Changes in subsidiary equity and other	—	(4)	(4)	—	(4)
Balance, March 31, 2020	(849)	4,484	3,635	5,782	9,417
Net income	6	293	299	565	864
Other comprehensive income	—	1	1	1	2
Partnership distributions payable reversal	9	428	437	—	437
Partnership distributions	(9)	(452)	(461)	—	(461)
Partnership contributions	—	19	19	—	19
Dividends and distributions to non-controlling interests in subsidiaries	—	—	—	(13)	(13)
Changes in subsidiary equity and other	1	1	2	(2)	—
Balance, June 30, 2020	**$ (842)**	**$ 4,774**	**$ 3,932**	**$ 6,333**	**$ 10,265**

See notes to condensed consolidated financial statements.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
	(in millions)	
Cash flows from operating activities:		
Net income (loss)	$ 537	$ (1,442)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Net (gain) loss from securities transactions	(1,848)	2,054
Purchases of securities	(1,784)	(1,299)
Proceeds from sales of securities	2,236	1,387
Payments to cover securities sold, not yet purchased	(2,313)	(880)
Proceeds from securities sold, not yet purchased	2,957	1,299
Changes in receivables and payables relating to securities transactions	(947)	308
Changes in derivative assets and liabilities	217	(2,827)
Depreciation and amortization	259	253
Deferred taxes	26	(8)
Other, net	31	83
Changes in other operating assets and liabilities	265	(66)
Net cash used in operating activities	(364)	(1,138)
Cash flows from investing activities:		
Capital expenditures	(158)	(115)
Turnaround expenditures	(2)	(147)
Acquisition of businesses, net of cash acquired	(20)	(1)
Purchases of investments	—	(254)
Proceeds from sale of investments	392	—
Proceeds from disposition of businesses and assets	34	8
Other, net	—	3
Net cash provided by (used in) investing activities	246	(506)
Cash flows from financing activities:		
Investment segment contributions from non-controlling interests	46	1
Partnership contributions	373	26
Partnership distributions	(57)	(461)
Dividends and distributions to non-controlling interests in subsidiaries	(70)	(36)
Proceeds from Holding Company senior unsecured notes	1,214	866
Repayments of Holding Company senior unsecured notes	(1,205)	(1,350)
Proceeds from subsidiary borrowings	965	1,535
Repayments of subsidiary borrowings	(971)	(1,095)
Other, net	(11)	(18)
Net cash provided by (used in) financing activities	284	(532)
Effect of exchange rate changes on cash and cash equivalents and restricted cash and restricted cash equivalents	6	2
Net increase (decrease) in cash and cash equivalents and restricted cash and restricted cash equivalents	172	(2,174)
Cash and cash equivalents and restricted cash and restricted cash equivalents, beginning of period	3,291	4,945
Cash and cash equivalents and restricted cash and restricted cash equivalents, end of period	$ 3,463	$ 2,771

See notes to condensed consolidated financial statements.

ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	June 30, 2021	December 31, 2020
	(in millions)	
ASSETS		
Cash and cash equivalents	$ 2,194	$ 1,679
Cash held at consolidated affiliated partnerships and restricted cash	1,269	1,612
Investments	10,903	8,913
Due from brokers	4,358	3,437
Accounts receivable, net	596	501
Inventories, net	1,568	1,580
Property, plant and equipment, net	4,235	4,228
Derivative assets, net	683	785
Goodwill	294	294
Intangible assets, net	630	660
Other assets	1,171	1,300
Total Assets	$ 27,901	$ 24,989
LIABILITIES AND EQUITY		
Accounts payable	$ 858	$ 738
Accrued expenses and other liabilities	1,847	1,588
Deferred tax liabilities	593	568
Derivative liabilities, net	754	639
Securities sold, not yet purchased, at fair value	4,231	2,521
Due to brokers	1,528	1,618
Debt	8,066	8,061
Total liabilities	17,877	15,733
Commitments and contingencies (Note 16)		
Equity:		
Limited partner	4,627	4,277
General partner	(893)	(896)
Equity attributable to Icahn Enterprises Holdings	3,734	3,381
Equity attributable to non-controlling interests	6,290	5,875
Total equity	10,024	9,256
Total Liabilities and Equity	$ 27,901	$ 24,989

See notes to condensed consolidated financial statements.

ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
	(in millions)			
Revenues:				
Net sales	$ 2,612	$ 1,326	$ 4,830	$ 3,187
Other revenues from operations	164	136	316	297
Net gain (loss) from investment activities	206	1,235	1,212	(893)
Interest and dividend income	34	26	60	89
Other loss, net	(27)	(14)	(45)	(31)
	2,989	2,709	6,373	2,649
Expenses:				
Cost of goods sold	2,398	1,135	4,537	2,944
Other expenses from operations	126	108	244	243
Selling, general and administrative	304	290	620	598
Restructuring, net	5	5	5	7
Impairment	—	5	—	5
Interest expense	158	174	353	346
	2,991	1,717	5,759	4,143
(Loss) income before income tax (expense) benefit	(2)	992	614	(1,494)
Income tax (expense) benefit	(59)	(128)	(76)	52
Net (loss) income	(61)	864	538	(1,442)
Less: net income (loss) attributable to non-controlling interests	74	565	511	(357)
Net (loss) income attributable to Icahn Enterprises Holdings	$ (135)	$ 299	$ 27	$ (1,085)
Net (loss) income attributable to Icahn Enterprises Holdings allocated to:				
Limited partner	$ (133)	$ 296	$ 27	$ (1,074)
General partner	(2)	3	—	(11)
	$ (135)	$ 299	$ 27	$ (1,085)

See notes to condensed consolidated financial statements.

ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
	(in millions)			
Net (loss) income	$ (61)	$ 864	$ 538	$ (1,442)
Other comprehensive income (loss), net of tax:				
Translation adjustments	2	2	1	(1)
Post-retirement benefits and other	1	—	1	—
Other comprehensive income (loss), net of tax	3	2	2	(1)
Comprehensive (loss) income	(58)	866	540	(1,443)
Less: Comprehensive income (loss) attributable to non-controlling interests	75	566	512	(356)
Comprehensive (loss) income attributable to Icahn Enterprises Holdings	$ (133)	$ 300	$ 28	$ (1,087)
Comprehensive (loss) income attributable to Icahn Enterprises Holdings allocated to:				
Limited partner	$ (131)	$ 297	$ 28	$ (1,076)
General partner	(2)	3	—	(11)
	$ (133)	$ 300	$ 28	$ (1,087)

See notes to condensed consolidated financial statements.

ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY (UNAUDITED)

	Equity Attributable to Icahn Enterprises Holdings				
	General Partner's (Deficit) Equity	Limited Partner's Equity	Total Partners' Equity	Non-controlling Interests	Total Equity
			(in millions)		
Balance, December 31, 2020	$ (896)	$ 4,277	$ 3,381	$ 5,875	$ 9,256
Net income	2	160	162	437	599
Other comprehensive loss	—	(1)	(1)	—	(1)
Partnership distributions payable	(5)	(494)	(499)	—	(499)
Partnership contributions	2	184	186	—	186
Investment segment contributions from non-controlling interests	—	—	—	40	40
Changes in subsidiary equity and other	—	(1)	(1)	—	(1)
Balance, March 31, 2021	(897)	4,125	3,228	6,352	9,580
Net (loss) income	(2)	(133)	(135)	74	(61)
Other comprehensive income	—	2	2	1	3
Partnership distributions payable reversal	5	494	499	—	499
Partnership distributions	(1)	(56)	(57)	—	(57)
Partnership contributions	2	200	202	—	202
Investment segment contributions from non-controlling interests	—	—	—	6	6
Dividends and distributions to non-controlling interests in subsidiaries	—	—	—	(144)	(144)
Changes in subsidiary equity and other	—	(5)	(5)	1	(4)
Balance, June 30, 2021	**$ (893)**	**$ 4,627**	**$ 3,734**	**$ 6,290**	**$ 10,024**

	Equity Attributable to Icahn Enterprises Holdings				
	General Partner's (Deficit) Equity	Limited Partner's Equity	Total Partners' Equity	Non-controlling Interests	Total Equity
			(in millions)		
Balance, December 31, 2019	$ (875)	$ 6,328	$ 5,453	$ 5,486	$ 10,939
Net loss	(14)	(1,370)	(1,384)	(922)	(2,306)
Other comprehensive loss	—	(3)	(3)	—	(3)
Partnership distributions payable	(4)	(433)	(437)	—	(437)
Partnership contributions	—	7	7	—	7
Investment segment contributions from non-controlling interests	—	—	—	1,241	1,241
Dividends and distributions to non-controlling interests in subsidiaries	—	—	—	(23)	(23)
Changes in subsidiary equity and other	—	(4)	(4)	—	(4)
Balance, March 31, 2020	(893)	4,525	3,632	5,782	9,414
Net income	3	296	299	565	864
Other comprehensive income	—	1	1	1	2
Partnership distributions payable reversal	4	433	437	—	437
Partnership distributions	(5)	(456)	(461)	—	(461)
Partnership contributions	—	19	19	—	19
Dividends and distributions to non-controlling interests in subsidiaries	—	—	—	(13)	(13)
Changes in subsidiary equity and other	1	1	2	(2)	—
Balance, June 30, 2020	**$ (890)**	**$ 4,819**	**$ 3,929**	**$ 6,333**	**$ 10,262**

See notes to condensed consolidated financial statements.

ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)

	Six Months Ended June 30, 2021	Six Months Ended June 30, 2020
	(in millions)	
Cash flows from operating activities:		
Net income (loss)	$ 538	$ (1,442)
Adjustments to reconcile net income (loss) to net cash used in operating activities:		
Net (gain) loss from securities transactions	(1,848)	2,054
Purchases of securities	(1,784)	(1,299)
Proceeds from sales of securities	2,236	1,387
Payments to cover securities sold, not yet purchased	(2,313)	(880)
Proceeds from securities sold, not yet purchased	2,957	1,299
Changes in receivables and payables relating to securities transactions	(947)	308
Changes in derivative assets and liabilities	217	(2,827)
Depreciation and amortization	259	253
Deferred taxes	26	(8)
Other, net	30	83
Changes in other operating assets and liabilities	265	(66)
Net cash used in operating activities	(364)	(1,138)
Cash flows from investing activities:		
Capital expenditures	(158)	(115)
Turnaround expenditures	(2)	(147)
Acquisition of businesses, net of cash acquired	(20)	(1)
Purchases of investments	—	(254)
Proceeds from sale of investments	392	—
Proceeds from disposition of businesses and assets	34	8
Other, net	—	3
Net cash provided by (used in) investing activities	246	(506)
Cash flows from financing activities:		
Investment segment contributions from non-controlling interests	46	1
Partnership contributions	373	26
Partnership distributions	(57)	(461)
Dividends and distributions to non-controlling interests in subsidiaries	(70)	(36)
Proceeds from Holding Company senior unsecured notes	1,214	866
Repayments of Holding Company senior unsecured notes	(1,205)	(1,350)
Proceeds from subsidiary borrowings	965	1,535
Repayments of subsidiary borrowings	(971)	(1,095)
Other, net	(11)	(18)
Net cash provided by (used in) financing activities	284	(532)
Effect of exchange rate changes on cash and cash equivalents and restricted cash and restricted cash equivalents	6	2
Net increase (decrease) in cash and cash equivalents and restricted cash and restricted cash equivalents	172	(2,174)
Cash and cash equivalents and restricted cash and restricted cash equivalents, beginning of period	3,291	4,945
Cash and cash equivalents and restricted cash and restricted cash equivalents, end of period	$ 3,463	$ 2,771

See notes to condensed consolidated financial statements.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements (Unaudited)

1. Description of Business

Overview

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, 2021. 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 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 approximately 90% of Icahn Enterprises' outstanding depositary units as of June 30, 2021.

Description of Continuing Operating Businesses

We are a diversified holding company owning subsidiaries currently engaged in the following continuing operating businesses: Investment, Energy, Automotive, Food Packaging, Metals, Real Estate, Home Fashion and Pharma. 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 our Holding Company. See Note 12, "Segment Reporting," for a reconciliation of each of our reporting segment's results of operations to our consolidated results. Certain additional information with respect to our segments is discussed below.

Investment

Our Investment segment is comprised of various private investment funds ("Investment Funds") in which we have general partner interests and through which we invest our proprietary capital. As general partner, we 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. We and certain of Mr. Icahn's family members and affiliates are the only investors in the Investment Funds. Interests in the Investment Funds are not offered to outside investors. We had interests in the Investment Funds with a fair value of approximately $4.7 billion and $4.3 billion as of June 30, 2021 and December 31, 2020, respectively.

Energy

We conduct our Energy segment through our majority owned subsidiary, CVR Energy, Inc. ("CVR Energy"). CVR Energy is a diversified holding company primarily engaged in the petroleum refining and nitrogen fertilizer manufacturing businesses 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 and markets nitrogen fertilizers in the form of urea ammonium nitrate and ammonia. CVR Energy has a general partner interest in each of CVR Refining and CVR Partners. In addition, CVR Energy is the sole limited partner of CVR Refining and owns approximately 36% of the outstanding common units of CVR Partners as of June 30, 2021. As of June 30, 2021, we owned approximately 71% of the total outstanding common stock of CVR Energy.

Automotive

We conduct our Automotive segment through our wholly owned subsidiary, Icahn Automotive Group LLC ("Icahn Automotive"). Icahn Automotive is engaged in the retail and wholesale distribution of automotive parts in the aftermarket ("aftermarket parts") as well as providing automotive repair and maintenance services ("automotive services") to its customers. Icahn Automotive's aftermarket parts and automotive services businesses serve different customer channels and have distinct strategies, opportunities and requirements and therefore are operated as two independent operating companies, each with its own Chief Executive Officer and management teams, and both of which are supported by a central shared service group. Our Automotive segment also includes our separate investment in 767 Auto Leasing LLC ("767 Leasing"), a joint venture created by us to purchase vehicles for lease, as described further in Note 3, "Related Party Transactions." Our investment in 767 Leasing is included as a component of our Automotive segment due to the nature of the joint venture activities.

Food Packaging

We conduct our Food Packaging segment through our majority owned subsidiary, Viskase Companies, Inc. ("Viskase"). Viskase is a producer of cellulosic, fibrous and plastic casings used to prepare and package processed meat products. As of June 30, 2021, we owned approximately 89% of the total outstanding common stock of Viskase.

Metals

We conduct our Metals segment through our wholly owned subsidiary, PSC Metals LLC ("PSC Metals"). PSC Metals is principally engaged in the business of collecting, processing and selling ferrous and non-ferrous metals, as well as the processing and distribution of steel pipe and plate products. PSC Metals collects industrial and obsolete scrap metal, processes it into reusable forms and supplies the recycled metals to its customers.

Real Estate

Our Real Estate segment consists primarily of investment properties, the development and sale of single-family homes and the management of a country club.

Home Fashion

We conduct our Home Fashion segment through our wholly owned subsidiary, WestPoint Home LLC ("WPH"). WPH's business consists of manufacturing, sourcing, marketing, distributing and selling home fashion consumer products.

Pharma

We conduct our Pharma segment through our wholly owned subsidiary, Vivus LLC, formerly Vivus, Inc. ("Vivus"). We acquired all of the outstanding common stock of Vivus in December 2020 upon its emergence from bankruptcy. Vivus is a specialty pharmaceutical company with two approved therapies and one product candidate in active clinical development.

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2. Basis of Presentation and Summary of Significant Accounting Policies

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 “Investment Company Act”). Therefore, no more than 40% of our total assets can be invested in investment securities, as such term is defined in the Investment Company 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.

Events beyond our control, including significant appreciation or depreciation in the market value of certain of our publicly traded holdings or adverse developments with respect to our ownership of certain of our subsidiaries, could result in our inadvertently becoming an investment company that is required to register under the Investment Company Act. Our sales of Federal-Mogul LLC, Tropicana Entertainment Inc., American Railcar Industries, Inc. and Ferrous Resources Ltd. in recent years did not result in our being considered an investment company. However, additional transactions involving the sale of certain assets could result in our being considered an investment company. Following such events or transactions, an exemption under the Investment Company Act would provide us up to one year to take steps to avoid becoming classified as an investment company. We expect to take steps to avoid becoming classified as an investment company, but no assurance can be made that we will successfully be able to take the steps necessary to avoid becoming classified as an investment company.

The accompanying condensed 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, 2020. The condensed 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.

Principles of Consolidation

Our condensed 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 variable interest entities (“VIEs”) in which we are the primary beneficiary. In evaluating whether we have a controlling financial interest in entities that we consolidate, we consider the following: (1) for voting interest entities, including limited partnerships and similar entities that are not VIEs, we consolidate these entities in which we own a majority of the voting interests; and (2) for VIEs, we consolidate these entities in which we are the primary beneficiary. See below for a discussion of our VIEs. Kick-out rights, which are the rights underlying the limited partners’ ability to dissolve the limited partnership or otherwise remove the general partners, held through voting interests of partnerships and similar entities that are not VIEs are considered the equivalent of the equity interests of corporations that are not VIEs.

Except for our Investment segment and Holding Company, for equity investments in which we own 50% or less but greater than 20%, we generally account for such investments using the equity method. All other equity investments are accounted for at fair value.

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Reclassifications

Certain reclassifications from the prior year presentation have been made to conform to the current year presentation, which did not have an impact on previously reported net income and equity and are not deemed material.

Consolidated Variable Interest Entities

The following is a discussion of variable interest entities in which we are deemed to be the primary beneficiary and we therefore consolidate.

Icahn Enterprises Holdings

We determined that Icahn Enterprises Holdings is a VIE because it is a limited partnership that lacks both substantive kick-out and participating rights. Although Icahn Enterprises is not the general partner of Icahn Enterprises Holdings, Icahn Enterprises is deemed to be the primary beneficiary of Icahn Enterprises Holdings principally based on its 99% limited partner interest in Icahn Enterprises Holdings, as well as our related party relationship with the general partner, and therefore continues to consolidate Icahn Enterprises Holdings. The condensed consolidated financial statements of Icahn Enterprises Holdings are included in this Report. The balances with respect to Icahn Enterprises Holdings' consolidated VIEs are discussed below, comprising the Investment Funds, CVR Partners and Viskase's joint venture.

Investment

We determined that each of the Investment Funds are considered VIEs because these limited partnerships lack both substantive kick-out and participating rights. Because we have a general partner interest in each of the Investment Funds and have significant limited partner interests in each of the Investment Funds, coupled with our significant exposure to losses and benefits in each of the Investment Funds, we are the primary beneficiary of each of the Investment Funds and therefore continue to consolidate each of the Investment Funds.

Energy

CVR Partners is considered a VIE because it is a limited partnership that lacks both substantive kick-out and participating rights. In addition, CVR Energy also concluded that, based upon its general partner's roles and rights in CVR Partners as afforded by CVR Partners' partnership agreement, coupled with its exposure to losses and benefits in CVR Partners through its significant limited partner interest, intercompany credit facilities and services agreements, it is the primary beneficiary of CVR Partners.

Food Packaging

Viskase holds a variable interest in a joint venture for which Viskase is the primary beneficiary. Viskase's interest in the joint venture includes a 50% equity interest and also relates to the sales, operations, administrative and financial support to the joint venture through providing many of the assets used in its business.

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The following table includes balances of assets and liabilities of VIE's included in Icahn Enterprises Holdings' condensed consolidated balance sheets.

	June 30, 2021	December 31, 2020
	(in millions)	
Cash and cash equivalents	$ 49	$ 31
Cash held at consolidated affiliated partnerships and restricted cash	1,218	1,558
Investments	10,603	8,239
Due from brokers	4,358	3,437
Accounts receivable, net	35	37
Inventories, net	50	42
Property, plant and equipment, net	1,007	1,042
Unrealized gain on derivative contracts	679	785
Intangible assets, net	222	232
Other assets	59	107
Accounts payable	30	25
Accrued expenses and other liabilities	82	70
Deferred tax liabilities	1	1
Unrealized loss on derivative contracts	728	622
Securities sold, not yet purchased, at fair value	4,231	2,521
Due to brokers	1,528	1,618
Debt	640	636

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 from brokers, accounts payable, accrued expenses and other liabilities and due to brokers are deemed to be reasonable estimates of their fair values because of their short-term nature. See Note 4, "Investments," and Note 5, "Fair Value Measurements," for a detailed discussion of our investments and other non-financial assets and/or liabilities.

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, 2021 was approximately $8.1 billion and $8.2 billion, respectively. The carrying value and estimated fair value of our long-term debt as of December 31, 2020 was approximately $8.1 billion and $8.2 billion, respectively.

Cash Flow

Cash and cash equivalents and restricted cash and restricted cash equivalents on our condensed consolidated statements of cash flows is comprised of (i) cash and cash equivalents and (ii) cash held at consolidated affiliated partnerships and restricted cash.

Cash Held at Consolidated Affiliated Partnerships and Restricted Cash

Our cash held at consolidated affiliated partnerships balance was $223 million and $686 million as of June 30, 2021 and December 31, 2020, respectively. Cash held at consolidated affiliated partnerships relates to our Investment segment and consists of cash and cash equivalents held by the Investment Funds that, although not legally restricted, are not available to fund the general liquidity needs of the Investment segment or Icahn Enterprises.

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Our restricted cash balance was $1,046 million and $926 million as of June 30, 2021 and December 31, 2020, respectively. Restricted cash primarily relates to our Investment segment's cash pledged and held for margin requirements on derivative transactions.

Revenue From Contracts With Customers and Contract Balances

Due to the nature of our business, we derive revenue from various sources in various industries. With the exception of all of our Investment segment's and our Holding Company's revenues, and our Real Estate segment's leasing revenue, our revenue is generally derived from contracts with customers in accordance with U.S. GAAP. Such revenue from contracts with customers is included in net sales and other revenues from operations in the condensed consolidated statements of operations, however, our Real Estate segment's leasing revenue, as disclosed in Note 9, "Leases," is also included in other revenues from operations. Related contract assets are included in accounts receivable, net or other assets and related contract liabilities are included in accrued expenses and other liabilities in the condensed consolidated balance sheets. Our disaggregation of revenue information includes our net sales and other revenues from operations for each of our reporting segments as well as additional disaggregation of revenue information for our Energy and Automotive segments. See Note 12, "Segment Reporting," for our complete disaggregation of revenue information. In addition, we disclose additional information with respect to revenue from contracts with customers and contract balances for our Energy and Automotive segments below.

Energy

Our Energy segment's deferred revenue is a contract liability that primarily relates to fertilizer sales contracts requiring customer prepayment prior to product delivery to guarantee a price and supply of nitrogen fertilizer. Deferred revenue is recorded at the point in time in which a prepaid contract is legally enforceable and the associated right to consideration is unconditional prior to transferring product to the customer. An associated receivable is recorded for uncollected prepaid contract amounts. Contracts requiring prepayment are generally short-term in nature and revenue is recognized at the point in time in which the customer obtains control of the product. Our Energy segment had deferred revenue of $16 million and $31 million as of June 30, 2021 and December 31, 2020, respectively. For the six months ended June 30, 2021 and 2020, our Energy segment recorded revenue of $30 million and $27 million, respectively, with respect to deferred revenue outstanding as of the beginning of each respective period, which includes $22 million and $21 million recognized during the three months ended June 30, 2021 and 2020, respectively.

As of June 30, 2021, our Energy segment had $6 million of remaining performance obligations for contracts with an original expected duration of more than one year. Our Energy segment expects to recognize approximately $3 million of these performance obligations as revenue by the end of 2021 and the remaining balance thereafter.

Automotive

Our Automotive segment has deferred revenue with respect to extended warranty plans of $41 million at each of June 30, 2021 and December 31, 2020, which are included in accrued expenses and other liabilities on the condensed consolidated balance sheets. For the six months ended June 30, 2021 and 2020, our Automotive segment recorded revenue of $12 million and $13 million, respectively, with respect to deferred revenue outstanding as of the beginning of each respective period, which includes $6 million and $7 million recognized during the three months ended June 30, 2021 and 2020, respectively.

Adoption of New Accounting Standards

In December 2019, the Financial Account Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2019-12, *Simplifying the Accounting for Income Taxes*, which amends FASB ASC Topic 740, *Income Taxes*. This ASU simplifies the accounting for income taxes by removing certain exceptions to the general principles in the standard and modifies other areas of the standard to clarify the application of U.S. GAAP. This ASU is effective for fiscal years beginning after December 15, 2020, and interim periods within those fiscal years. We have adopted this standard on January 1, 2021. Certain amendments in this ASU are applied using a retrospective approach and others using the prospective approach. The adoption of this standard did not have a significant impact on our condensed consolidated financial statements.

Recently Issued Accounting Standards

In March 2020, the FASB issued ASU 2020-04, *Facilitation of the Effects of Reference Rate Reform on Financial Reporting*, which amends FASB ASC Topic 848, *Reference Rate Reform*. By the end of 2021, banks will no longer be required to report information that is used to determine London Interbank Offered Rate ("LIBOR") which is used globally by all types of entities for various types of transactions. As a result, LIBOR could be discontinued, as well as other interest rates used globally. This ASU provides companies with optional expedients for contract modifications under U.S GAAP, excluded components of certain hedging relationships, fair value hedges, and cash flow hedges, as well as certain exceptions, which are intended to help ease the potential accounting burden associated with transitioning away from these reference rates. Companies can apply this ASU immediately and will only be available for a limited time (generally through December 31, 2022). We are currently assessing the impact of this standard on our condensed consolidated financial statements.

3. Related Party Transactions

Our second amended and restated agreement of limited partnership expressly permits us to enter into transactions with our general partner or any of its affiliates, including 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 Funds

During the six months ended June 30, 2020, Mr. Icahn and his affiliates (excluding us) contributed $1,241 million to the Investment Funds consisting primarily of in-kind investments previously held directly by Mr. Icahn and his affiliates (excluding us). As of June 30, 2021 and December 31, 2020, the total fair market value of investments in the Investment Funds made by Mr. Icahn and his affiliates (excluding us) was approximately $5.6 billion and $5.0 billion, respectively, representing approximately 54% and 54% of the Investment Funds' assets under management as of each respective date.

We pay for expenses pertaining to the operation, administration and investment activities of our Investment segment for the benefit of the Investment Funds (including salaries, benefits and rent). Based on an expense-sharing arrangement, certain expenses borne by us are reimbursed by the Investment Funds. For the three months ended June 30, 2021 and 2020, $4 million and $3 million, respectively, was allocated to the Investment Funds based on this expense-sharing arrangement and for the six months ended June 30, 2021 and 2020, such allocation was $8 million and $(3) million, respectively. For the six months ended June 30, 2020, the allocation was reduced by $8 million relating to certain compensation arrangements.

Hertz Global Holdings, Inc. and 767 Auto Leasing LLC

The Investment Funds had an investment in the common stock of Hertz Global Holdings, Inc. ("Hertz") measured at fair value that would have otherwise been subject to the equity method of accounting (until sold in the second quarter of 2020). Icahn Automotive provides services to Hertz in the ordinary course of business. Revenue from Hertz was $6 million and $20 million for the three and six months ended June 30, 2020, respectively.

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In addition to our transactions with Hertz disclosed above, in January 2018, we entered into a Master Motor Vehicle Lease and Management Agreement with Hertz, pursuant to which Hertz granted 767 Leasing the option to acquire certain vehicles from Hertz at rates aligned with the rates at which Hertz sells vehicles to third parties. Under this agreement, as amended, Hertz will lease the vehicles that 767 Leasing purchases from Hertz, or from third parties, under a mutually developed fleet plan and Hertz will manage, service, repair, sell and maintain those leased vehicles on behalf of 767 Leasing. Additionally, Hertz will rent the leased vehicles to transportation network company drivers from rental counters within locations leased or owned by us. This agreement had an initial term of 18 months and is subject to automatic six-month renewals thereafter, unless terminated by either party (with or without cause) prior to the start of any such six-month renewal. Our agreement with Hertz was unanimously approved by the independent directors of Icahn Enterprises' audit committee. Due to the nature of our involvement with 767 Leasing, which includes Icahn Enterprises and Icahn Enterprises Holdings guaranteeing the payment obligations of 767 Leasing and sharing in the profits of 767 Leasing with Hertz, we determined that 767 Leasing is a variable interest entity. Furthermore, we determined that we are not the primary beneficiary as we do not have the power to direct the activities of 767 Leasing that most significantly impact its economic performance. Therefore, we do not consolidate the results of 767 Leasing. Our exposure to loss with respect to 767 Leasing is primarily limited to our direct investment in 767 Leasing as well as any payment obligations of 767 Leasing that we guarantee, which are not material as of June 30, 2021 and December 31, 2020. For the three and six months ended June 30, 2021, 767 Leasing distributed $5 million and $16 million, respectively, to us. As of June 30, 2021 and December 31, 2020, we had an equity method investment in 767 Leasing of $19 million and $40 million, respectively, which we report in our Automotive segment.

Other Related Party Agreements

On October 1, 2020, we entered into a manager agreement with Brett Icahn, the son of Carl C. Icahn, and affiliates of Brett Icahn. Under the manager agreement, Brett Icahn serves as the portfolio manager of a designated portfolio of assets within the Investment Funds over a seven-year term, subject to veto rights by our Investment segment and Carl C. Icahn. Additionally, Brett Icahn provides certain other services, at our request, which may entail research, analysis and advice with respect to a separate designated portfolio of assets within the Investment Funds. Subject to the terms of the manager agreement, at the end of the seven-year term, Brett Icahn will be entitled to receive a one-time lump sum payment as described in and computed pursuant to the manager agreement. Brett Icahn will not be entitled to receive from us any other compensation (including any salary or bonus) in respect of the services he is to provide under the manager agreement other than restricted depositary units granted under a restricted unit agreement, as discussed below. In accordance with the manager agreement, Brett Icahn will co-invest with the Investment Funds in certain positions, will make cash contributions to the Investment Funds in order to fund such co-investments and will have a special limited partnership interest in the Investment Funds through which the profit and loss attributable to such co-investments will be allocated to him. During 2021, Brett Icahn contributed $46 million in accordance with the manager agreement and has investments in the Investment Funds with a total fair market value of $65 million as of June 30, 2021. We also entered into a guaranty agreement with an affiliate of Brett Icahn, pursuant to which we guaranteed the payment of certain amounts required to be distributed by the Investment Funds to such affiliate pursuant to the terms and conditions of the manager agreement.

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4. Investments

Investment

Investments and securities sold, not yet purchased consist of equities, bonds, bank debt and other corporate obligations, all of which are reported at fair value in our condensed consolidated balance sheets. In addition, our Investment segment has certain derivative transactions which are discussed in Note 6, "Financial Instruments." The carrying value and detail by security type, including business sector for equity securities, with respect to investments and securities sold, not yet purchased held by our Investment segment consist of the following:

	June 30, 2021	December 31, 2020
	(in millions)	
Assets		
Investments:		
Equity securities:		
Consumer, non-cyclical	$ 566	$ 1,548
Consumer, cyclical	2,660	2,073
Energy	3,237	2,654
Utilities	706	107
Healthcare	1,025	—
Technology	1,848	1,578
Materials	187	—
Industrial	258	158
	10,487	8,118
Corporate debt securities	116	121
	$ 10,603	$ 8,239
Liabilities		
Securities sold, not yet purchased, at fair value:		
Equity securities:		
Consumer, non-cyclical	$ 202	$ 424
Consumer, cyclical	607	572
Energy	2,143	1,476
Utilities	422	49
Healthcare	674	—
Materials	183	—
	$ 4,231	$ 2,521

The portion of unrealized gains (losses) that relates to securities still held by our Investment segment, primarily equity securities, was $491 million and $2,566 million for the three months ended June 30, 2021 and 2020, respectively, and $1,593 million and $(1,066) million for the six months ended June 30, 2021 and 2020, respectively.

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Other Segments and Holding Company

With the exception of certain equity method investments at our operating subsidiaries and our Holding Company disclosed in the table below, our investments are measured at fair value in our condensed consolidated balance sheets. The carrying value of investments held by our other segments and our Holding Company consist of the following:

	June 30, 2021	December 31, 2020
	(in millions)	
Equity method investments	$ 98	$ 120
Held to maturity debt investments measured at amortized cost	20	20
Other investments measured at fair value	182	534
	$ 300	$ 674

The portion of unrealized gains (losses) that relates to equity securities still held by our other segments and Holding Company was zero and $146 million for the three months ended June 30, 2021 and 2020, respectively, and $44 million and $(166) million for the six months ended June 30, 2021 and 2020, respectively.

5. Fair Value Measurements

U.S. GAAP requires enhanced disclosures about assets and 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 assets and liabilities at fair value. Market price observability is impacted by a number of factors, including the type of, and the characteristics specific to, the assets and liabilities. Assets and liabilities 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.

Assets and 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 assets and liabilities as of the reporting date.

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 where all significant inputs are observable. The inputs and assumptions of our Level 2 assets and liabilities are derived from market observable sources including reported trades, broker/dealer quotes and other pertinent data.

Level 3 - Pricing inputs are unobservable for the assets and liabilities and include situations where there is little, if any, market activity for the assets and liabilities. 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, the 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 assets and liabilities. 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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Assets and Liabilities Measured at Fair Value on a Recurring Basis

The following table summarizes the valuation of our assets and liabilities by the above fair value hierarchy levels measured on a recurring basis:

	June 30, 2021				December 31, 2020			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
	(in millions)							
Assets								
Investments (Note 4)	$ 10,616	$ 115	$ 42	$ 10,773	$ 8,546	$ 174	$ 41	$ 8,761
Derivative assets, net (Note 6)	—	683	—	683	—	785	—	785
	$ 10,616	$ 798	$ 42	$ 11,456	$ 8,546	$ 959	$ 41	$ 9,546
Liabilities								
Securities sold, not yet purchased (Note 4)	$ 4,231	$ —	$ —	$ 4,231	$ 2,521	$ —	$ —	$ 2,521
Derivative liabilities, net (Note 6)	—	754	—	754	11	628	—	639
Other liabilities	—	485	—	485	—	214	—	214
	$ 4,231	$ 1,239	$ —	$ 5,470	$ 2,532	$ 842	$ —	$ 3,374

Our Level 3 investments increased $1 million during the six months ended June 30, 2021 due to purchases of investments. There was no change in our Level 3 investments during the six months ended June 30, 2020.

6. Financial Instruments

Overview

Investment

In the normal course of business, the Investment Funds 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' 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.

Credit concentrations may arise from investment activities and may be impacted by changes in economic, industry or political factors. The Investment Funds routinely execute transactions with counterparties in the financial services industry, resulting in credit concentration with respect to the financial services industry. In the ordinary course of business, the Investment Funds may also be subject to a concentration of credit risk to a particular counterparty. The Investment Funds seek to mitigate these risks by actively monitoring exposures, collateral requirements and the creditworthiness of its counterparties.

The Investment Funds 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 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 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. When the contract is closed, the Investment Funds 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 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' 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 condensed 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 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 Investment Funds' satisfaction of the obligations may exceed the amount recognized in our condensed consolidated balance sheets.

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 as of June 30, 2021 and December 31, 2020 was $0 million and $1 million, respectively.

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The following table summarizes the volume of our Investment segment's derivative activities based on their notional exposure, categorized by primary underlying risk:

	June 30, 2021		December 31, 2020	
	Long Notional Exposure	Short Notional Exposure	Long Notional Exposure	Short Notional Exposure
	(in millions)			
Primary underlying risk:				
Equity contracts	$ 596	$ 4,400	$ —	$ 8,623
Credit contracts[(1)]	1	2,027	—	2,099

(1) The short notional amount on our credit default swap positions was approximately $6.5 billion at June 30, 2021. However, because credit spreads cannot compress below zero, our downside short notional exposure to loss is approximately $2.0 billion as of June 30, 2021. The short notional amount on our credit default swap positions was approximately $6.3 billion as of December 31, 2020. However, because credit spreads cannot compress below zero, our downside short notional exposure to loss is approximately $2.1 billion as of December 31, 2020.

Certain derivative contracts executed by each of the Investment Funds 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.

The following table presents the fair values of our Investment segment's derivatives that are not designated as hedging instruments in accordance with U.S. GAAP:

	Derivative Assets		Derivative Liabilities	
	June 30, 2021	December 31, 2020	June 30, 2021	December 31, 2020
	(in millions)			
Equity contracts	$ 13	$ 4	$ 1,085	$ 852
Credit contracts	1,023	1,012	—	1
Sub-total	1,036	1,016	1,085	853
Netting across contract types[(1)]	(357)	(231)	(357)	(231)
Total[(1)]	$ 679	$ 785	$ 728	$ 622

(1) Excludes netting of cash collateral received and posted. The total collateral posted at June 30, 2021 and December 31, 2020 was $995 million and $872 million, respectively, across all counterparties, which are included in cash held at consolidated affiliated partnerships and restricted cash in the condensed consolidated balance sheets.

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The following table presents the amount of gain (loss) recognized in the condensed consolidated statements of operations for our Investment segment's derivatives not designated as hedging instruments:

	Gain (Loss) Recognized in Income[(1)]			
	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
	(in millions)			
Equity contracts	$ (310)	$ (1,697)	$ (634)	$ (229)
Credit contracts	(41)	584	(2)	1,390
	$ (351)	$ (1,113)	$ (636)	$ 1,161

(1) Gains (losses) recognized on derivatives are classified in net gain (loss) from investment activities in our condensed consolidated statements of operations for our Investment segment.

Energy

CVR Energy's businesses are 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 Refining regularly enters into various commodity derivative transactions. CVR Refining holds derivative instruments, such as exchange-traded crude oil futures and over-the-counter forward swap agreements, which it believes provide an economic hedge on future transactions, but such instruments are not designated as hedge instruments. CVR Refining may enter into forward purchase or sale contracts associated with renewable identification numbers ("RINs").

As of June 30, 2021 and December 31, 2020, CVR Refining had 6 million and 7 million, respectively, outstanding commodity swap positions. As of June 30, 2021 and December 31, 2020, CVR Refining had open forward purchase and sale commitments for 2 million barrels and 6 million barrels, respectively. As of June 30, 2021 and December 31, 2020, CVR Refining had open fixed-price commitments to purchase a net 21 million and 13 million RINs, respectively.

Certain derivative contracts executed by our Energy segment with a single counterparty are reported on a net-by-counterparty basis where a legal right of offset exists under an enforceable netting agreement. As of June 30, 2021, our Energy segment had net asset derivatives of $4 million and net liability derivatives of $26 million and as of December 31, 2020, our Energy segment had net liability derivatives of $17 million. (Losses) gains recognized on derivatives for our Energy segment were $(2) million and $20 million for the three months ended June 30, 2021 and 2020, respectively, and $(34) million and $65 million for the six months ended June 30, 2021 and 2020, respectively. Gains and losses recognized on derivatives for our Energy segment are included in cost of goods sold on the condensed consolidated statements of operations.

7. Inventories, Net

Inventories, net consists of the following:

	June 30, 2021	December 31, 2020
	(in millions)	
Raw materials	$ 246	$ 183
Work in process	93	83
Finished goods	1,229	1,314
	$ 1,568	$ 1,580

8. Goodwill and Intangible Assets, Net

Goodwill consists of the following:

	June 30, 2021			December 31, 2020		
	Gross Carrying Amount	Accumulated Impairment	Net Carrying Value	Gross Carrying Amount	Accumulated Impairment	Net Carrying Value
	(in millions)					
Automotive	$ 337	$ (87)	$ 250	$ 337	$ (87)	$ 250
Food Packaging	6	—	6	6	—	6
Metals	4	—	4	4	—	4
Home Fashion	24	(3)	21	24	(3)	21
Pharma	13	—	13	13	—	13
	$ 384	$ (90)	$ 294	$ 384	$ (90)	$ 294

Intangible assets, net consists of the following:

	June 30, 2021			December 31, 2020		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
	(in millions)					
Definite-lived intangible assets:						
Customer relationships	$ 398	$ (186)	$ 212	$ 399	$ (176)	$ 223
Developed technology	254	(20)	234	254	(6)	248
Other	181	(80)	101	269	(163)	106
	$ 833	$ (286)	$ 547	$ 922	$ (345)	$ 577
Indefinite-lived intangible assets			$ 83			$ 83
Intangible assets, net			$ 630			$ 660

Amortization expense associated with definite-lived intangible assets was $17 million and $11 million for the three months ended June 30, 2021 and 2020, respectively, and $32 million and $22 million for the six months ended June 30, 2021 and 2020, respectively. We utilize the straight-line method of amortization, recognized over the estimated useful lives of the assets.

9. Leases

All Segments and Holding Company

We have operating and finance leases primarily within our Automotive, Energy and Food Packaging segments. Our Automotive segment leases assets, primarily real estate (operating) and vehicles (financing). Our Energy segment leases certain pipelines, storage tanks, railcars, office space, land and equipment (operating and financing). Our Food Packaging segment leases assets, primarily real estate, equipment and vehicles (primarily operating). Our lease agreements do not contain any material residual value guarantees or material restrictive covenants. Right-of-use assets and related liabilities are recorded on the balance sheet for leases with an initial lease term in excess of twelve months and therefore, do not include any lease arrangements with initial lease terms of twelve months or less.

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Right-of-use assets and lease liabilities are as follows:

	June 30, 2021	December 31, 2020
	(in millions)	
Operating Leases:		
Right-of-use assets (other assets)	$ 518	$ 556
Lease liabilities (accrued expenses and other liabilities)	533	573
Financing Leases:		
Right-of-use assets (property, plant and equipment, net)	64	65
Lease liabilities (debt)	81	81

Additional information with respect to our operating leases as of June 30, 2021 and December 31, 2020 is presented below. The lease terms and discount rates for our Energy, Automotive and Food Packaging segments represent weighted averages based on their respective lease liability balances.

Operating Leases as of June 30, 2021	**Right-Of-Use Assets**	**Lease Liabilities**	**Lease Term**	**Discount Rate**
	(in millions)			
Energy	$ 40	$ 40	4.4 years	5.5%
Automotive	399	417	4.5 years	5.7%
Food Packaging	30	34	10.7 years	7.5%
Other segments and Holding Company	49	42		
	$ 518	$ 533		

Operating Leases as of December 31, 2020	**Right-Of-Use Assets**	**Lease Liabilities**	**Lease Term**	**Discount Rate**
	(in millions)			
Energy	$ 37	$ 38	3.1 years	5.5%
Automotive	436	456	4.6 years	5.7%
Food Packaging	32	35	11.1 years	7.4%
Other segments and Holding Company	51	44		
	$ 556	$ 573		

For the three months ended June 30, 2021 and 2020, lease cost was comprised of (i) operating lease cost of $50 million and $52 million, respectively, (ii) amortization of financing lease right-of-use assets of $2 million and $3 million, respectively, and (iii) interest expense on financing lease liabilities of $2 million and $2 million, respectively. For the six months ended June 30, 2021 and 2020, lease cost was comprised of (i) operating lease cost of $101 million and $103 million, respectively, (ii) amortization of financing lease right-of-use assets of $5 million and $6 million, respectively, and (iii) interest expense on financing lease liabilities of $3 million and $4 million, respectively. Our

Automotive segment accounted for $84 million and $86 million of total lease cost for the six months ended June 30, 2021 and 2020, respectively.

Real Estate

Our Real Estate segment leases real estate, primarily commercial properties under long-term operating leases. As of June 30, 2021 and December 31, 2020, our Real Estate segment has assets leased to others included in property, plant and equipment of $222 million and $222 million, respectively, net of accumulated depreciation. Our Real Estate segment's revenue from operating leases were $1 million and $8 million for the three months ended June 30, 2021 and 2020, respectively, and $6 million and $16 million for the six months ended June 30, 2021 and 2020, respectively. Revenues from operating leases are included in other revenue from operations in the condensed consolidated statements of operations.

10. Debt

Debt consists of the following:

	June 30, 2021	December 31, 2020
	(in millions)	
Holding Company:		
6.250% senior unsecured notes due 2022	$ —	$ 1,209
6.750% senior unsecured notes due 2024	499	499
4.750% senior unsecured notes due 2024	1,105	1,106
6.375% senior unsecured notes due 2025	749	748
6.250% senior unsecured notes due 2026	1,250	1,250
5.250% senior unsecured notes due 2027	1,461	999
4.375% senior unsecured notes due 2029	747	—
	5,811	5,811
Reporting Segments:		
Energy	1,693	1,691
Automotive	342	368
Food Packaging	158	151
Metals	26	16
Real Estate	2	1
Home Fashion	33	21
	2,254	2,248
Total Debt	$ 8,065	$ 8,059

Holding Company

In January 2021, Icahn Enterprises and Icahn Enterprises Finance Corp. (together the "Issuers") issued $750 million in aggregate principal amount of 4.375% senior unsecured notes due 2029 (the "New 2029 Notes"). The New 2029 Notes are guaranteed by Icahn Enterprises Holdings (the "Guarantor"). The proceeds from the New 2029 Notes were used to redeem $750 million principal amount of 6.250% senior unsecured notes due 2022, and to pay accrued interest, related fees and expenses. Interest on the New 2029 Notes is payable semi-annually. In connection with this transaction, our Holding Company recorded a gain on extinguishment of debt of $2 million.

The New 2029 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 New 2029 Notes and the related guarantees 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 New 2029 Notes and the related guarantees are also effectively subordinated to all indebtedness and other liabilities of the Issuers’ subsidiaries other than the Guarantor.

The indenture governing the New 2029 Notes restricts 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 indenture also restricts the incurrence of debt or the issuance of disqualified stock, as defined in the indenture, with certain exceptions. In addition, the indenture requires that on each quarterly determination date, Icahn Enterprises and the guarantor of the New 2029 Notes (currently only Icahn Enterprises Holdings) maintain certain minimum financial ratios, as defined therein. The indenture also restricts the creation of liens, mergers, consolidations and sales of substantially all of our assets, and transactions with affiliates.

In April 2021, the Issuers issued $455 million in aggregate principal amount of additional 5.250% senior unsecured notes due 2027. The proceeds from this issuance were used to redeem the remaining $455 million principal amount of 6.250% senior unsecured notes due 2022, and to pay accrued interest, related fees and expenses.

Energy

In June 2021, CVR Partners issued $550 million in aggregate principal amount of 6.125% senior secured notes due 2028. Proceeds from these notes were used to fund a partial redemption of its existing 9.25% senior secured notes due 2023. These senior secured notes issued by CVR Partners are guaranteed on a senior secured basis by all of CVR Partners’ existing domestic subsidiaries, excluding CVR Nitrogen Finance Corporation. The indenture governing these notes contain certain covenants that restrict the ability of the issuers and their restricted subsidiaries from incurring additional debt or issuing certain disqualified equity, create liens on certain assets to secure debt, pay dividends/distributions or make other equity distributions, purchase or redeem capital stock/common units, make certain investments, transfer and sell assets, agree to certain restrictions on the ability of restricted subsidiaries to make distributions, loans, or other asset transfers to the issuers, consolidate, merge, sell, or otherwise dispose of all or substantially all of their assets, engage in transactions with affiliates and designate restricted subsidiaries as unrestricted subsidiaries.

Covenants

All of our subsidiaries are currently in compliance with all covenants and restrictions as described in the various executed agreements and contracts with respect to each debt instrument. These covenants include limitations on indebtedness, liens, investments, acquisitions, asset sales, dividends and other restricted payments and affiliate and extraordinary transactions.

Non-Cash Charges to Interest Expense

The amortization of deferred financing costs and debt discounts and premiums included in interest expense in the condensed consolidated statements of operations were zero and $1 million for the three months ended June 30, 2021 and 2020, respectively, and $1 million and $2 million for the six months ended June 30, 2021 and 2020, respectively.

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11. Net Income Per LP Unit

The components of the computation of basic and diluted income (loss) per LP unit of Icahn Enterprises are as follows:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
	(in millions, except per unit amounts)			
Net (loss) income attributable to Icahn Enterprises	$ (136)	$ 299	$ 26	$ (1,085)
Net (loss) income attributable to Icahn Enterprises allocated to limited partners (98.01% allocation)	$ (134)	$ 293	$ 25	$ (1,063)
Basic and diluted (loss) income per LP unit	$ (0.53)	$ 1.36	$ 0.10	$ (4.97)
Basic and diluted weighted average LP units outstanding	251	215	247	214

LP Unit Transactions

Unit Distributions

On February 24, 2021, Icahn Enterprises declared a quarterly distribution in the amount of $2.00 per depositary unit in which each depositary unitholder had the option to make an election to receive either cash or additional depositary units.

On May 5, 2021, Icahn Enterprises declared a quarterly distribution in the amount of $2.00 per depositary unit in which each depositary unitholder had the option to make an election to receive either cash or additional depositary units.

As a result of the above distributions declared, during the six months ended June 30, 2021, Icahn Enterprises distributed an aggregate 16,573,498 depositary units to unitholders electing to receive depositary units, of which an aggregate of 15,896,308 depositary units were distributed to Mr. Icahn and his affiliates. In connection with these distributions, aggregate cash distributions to all depositary unitholders that made a timely election to receive cash was $56 million for the three and six months ended June 30, 2021.

2019 and 2021 At-The-Market Offerings

On May 2, 2019, Icahn Enterprises announced the commencement of its “at-the-market” offering pursuant to its Open Market Sale Agreement, pursuant to which Icahn Enterprises may sell its depositary units, from time to time, during the term of the program ending on March 31, 2021, for up to $400 million in aggregate sale proceeds. During the three months ended June 30, 2020, Icahn Enterprises sold 374,113 depositary units pursuant to this agreement, resulting in gross proceeds of $19 million. During the six months ended June 30, 2020, Icahn Enterprises sold 481,244 depositary units pursuant to this agreement, resulting in gross proceeds of $26 million. This agreement was terminated on February 26, 2021.

On February 26, 2021, Icahn Enterprises announced the commencement of its “at-the-market” offering pursuant to its Open Market Sale Agreement, pursuant to which Icahn Enterprises may sell its depositary units, from time to time, during the term of the program ending on December 31, 2023, for up to $400 million in aggregate sale proceeds. During the three months ended June 30, 2021, Icahn Enterprises sold 3,509,574 depositary units pursuant to this agreement, resulting in gross proceeds of $200 million. During the six months ended June 30, 2021, Icahn Enterprises sold 6,618,919 depositary units pursuant to this agreement, resulting in gross proceeds of $384 million. As of June 30, 2021, Icahn Enterprises may sell its depositary units for up to an additional $16 million in aggregate sale proceeds pursuant to this agreement. No assurance can be made that any or all amounts will be sold during the term of the program.

12. Segment Reporting

We report segment information based on the various industries in which our businesses operate and how we manage those businesses in accordance with our investment strategies, which may include: identifying and acquiring undervalued assets and businesses, often through the purchase of distressed securities; increasing value through management, financial or other operational changes; and managing complex legal, regulatory or financial issues, which may include bankruptcy or insolvency, environmental, zoning, permitting and licensing issues. Therefore, although many of our businesses are operated under separate local management, certain of our businesses are grouped together when they operate within a similar industry, comprising similarities in products, customers, production processes and regulatory environments, and when such businesses, when considered together, may be managed in accordance with one or more investment strategies specific to those businesses. Among other measures, we assess and measure segment operating results based on net income from continuing operations attributable to Icahn Enterprises and Icahn Enterprises Holdings. Certain terms of financings for certain of our businesses impose restrictions on the business' ability to transfer funds to us, including restrictions on dividends, distributions, loans and other transactions.

Condensed Statements of Operations

Icahn Enterprises' condensed statements of operations by reporting segment are presented below. Icahn Enterprises Holdings' condensed statements of operations are substantially the same, with immaterial differences relating to our Holding Company's interest expense.

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	Three Months Ended June 30, 2021									
	Investment	Energy	Automotive	Food Packaging	Metals	Real Estate	Home Fashion	Pharma	Holding Company	Consolidated
	(in millions)									
Revenues:										
Net sales	$ —	$ 1,783	$ 481	$ 106	$ 153	$ 20	$ 51	$ 18	$ —	$ 2,612
Other revenues from operations	—	—	156	—	—	7	—	1	—	164
Net gain from investment activities	175	21	—	—	—	—	—	—	10	206
Interest and dividend income	32	—	—	—	—	—	—	—	2	34
Other (loss) income, net	(18)	(7)	(2)	(2)	—	—	—	—	1	(28)
	189	1,797	635	104	153	27	51	19	13	2,988
Expenses:										
Cost of goods sold	—	1,757	345	88	140	15	41	12	—	2,398
Other expenses from operations	—	—	116	—	—	10	—	—	—	126
Selling, general and administrative	3	34	215	11	5	6	11	9	10	304
Restructuring, net	—	—	5	—	—	—	—	—	—	5
Impairment	—	—	—	—	—	—	—	—	—	—
Interest expense	41	30	3	1	1	—	1	—	81	158
	44	1,821	684	100	146	31	53	21	91	2,991
Income (loss) before income tax benefit (expense)	145	(24)	(49)	4	7	(4)	(2)	(2)	(78)	(3)
Income tax benefit (expense)	—	10	11	(2)	—	—	—	—	(78)	(59)
Net income (loss)	145	(14)	(38)	2	7	(4)	(2)	(2)	(156)	(62)
Less: net income (loss) attributable to non-controlling interests	77	(3)	—	—	—	—	—	—	—	74
Net income (loss) attributable to Icahn Enterprises	$ 68	$ (11)	$ (38)	$ 2	$ 7	$ (4)	$ (2)	$ (2)	$ (156)	$ (136)
Supplemental information:										
Capital expenditures	$ —	$ 92	$ 12	$ 4	$ —	$ 3	$ —	$ —	$ —	$ 111
Depreciation and amortization	$ —	$ 88	$ 22	$ 7	$ 4	$ 2	$ 2	$ 7	$ —	$ 132

	Three Months Ended June 30, 2020									
	Investment	Energy	Automotive	Food Packaging	Metals	Real Estate	Home Fashion	Pharma	Holding Company	Consolidated
	(in millions)									
Revenues:										
Net sales	$ —	$ 675	$ 463	$ 104	$ 34	$ 13	$ 37	$ —	$ —	$ 1,326
Other revenues from operations	—	—	124	—	—	12	—	—	—	136
Net gain from investment activities	1,089	18	—	—	—	—	—	—	128	1,235
Interest and dividend income	17	5	—	—	—	—	—	—	4	26
Other (loss) income, net	(4)	(4)	(6)	(3)	—	—	3	—	—	(14)
	1,102	694	581	101	34	25	40	—	132	2,709
Expenses:										
Cost of goods sold	—	645	332	82	39	9	28	—	—	1,135
Other expenses from operations	—	—	102	—	—	6	—	—	—	108
Selling, general and administrative	3	30	202	12	4	21	9	—	9	290
Restructuring, net	—	—	5	—	—	—	—	—	—	5
Impairment	—	—	—	—	—	2	3	—	—	5
Interest expense	51	32	2	3	1	—	1	—	84	174
	54	707	643	97	44	38	41	—	93	1,717
Income (loss) before income tax benefit (expense)	1,048	(13)	(62)	4	(10)	(13)	(1)	—	39	992
Income tax benefit (expense)	—	10	12	(1)	—	—	—	—	(149)	(128)
Net income (loss)	1,048	(3)	(50)	3	(10)	(13)	(1)	—	(110)	864
Less: net income (loss) attributable to non-controlling interests	569	(4)	—	—	—	—	—	—	—	565
Net income (loss) attributable to Icahn Enterprises	$ 479	$ 1	$ (50)	$ 3	$ (10)	$ (13)	$ (1)	$ —	$ (110)	$ 299
Supplemental information:										
Capital expenditures	$ —	$ 42	$ 7	$ 4	$ 1	$ 5	$ 1	$ —	$ 2	$ 62
Depreciation and amortization	$ —	$ 90	$ 24	$ 7	$ 4	$ 5	$ 2	$ —	$ —	$ 132

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	Six Months Ended June 30, 2021									
	Investment	Energy	Automotive	Food Packaging	Metals	Real Estate	Home Fashion	Pharma	Holding Company	Consolidated
	(in millions)									
Revenues:										
Net sales	$ —	$ 3,246	$ 937	$ 207	$ 273	$ 28	$ 92	$ 47	$ —	$ 4,830
Other revenues from operations	—	—	298	—	—	16	—	2	—	316
Net gain from investment activities	1,114	83	—	—	—	—	—	—	15	1,212
Interest and dividend income	57	—	—	—	—	—	—	—	3	60
Other (loss) income, net	(39)	—	(3)	(8)	1	—	—	—	3	(46)
	1,132	3,329	1,232	199	274	44	92	49	21	6,372
Expenses:										
Cost of goods sold	—	3,336	658	168	252	22	75	26	—	4,537
Other expenses from operations	—	—	228	—	—	16	—	—	—	244
Selling, general and administrative	8	69	442	24	9	11	22	17	18	620
Restructuring, net	—	—	5	—	—	—	—	—	—	5
Impairment	—	—	—	—	—	—	—	—	—	—
Interest expense	117	61	6	3	1	—	1	—	164	353
	125	3,466	1,339	195	262	49	98	43	182	5,759
Income (loss) before income tax benefit (expense)	1,007	(137)	(107)	4	12	(5)	(6)	6	(161)	613
Income tax benefit (expense)	—	56	23	(3)	—	—	—	—	(152)	(76)
Net income (loss)	1,007	(81)	(84)	1	12	(5)	(6)	6	(313)	537
Less: net income (loss) attributable to non-controlling interests	548	(37)	—	—	—	—	—	—	—	511
Net income (loss) attributable to Icahn Enterprises	$ 459	$ (44)	$ (84)	$ 1	$ 12	$ (5)	$ (6)	$ 6	$ (313)	$ 26
Supplemental information:										
Capital expenditures	$ —	$ 126	$ 20	$ 6	$ 1	$ 4	$ 1	$ —	$ —	$ 158
Depreciation and amortization	$ —	$ 170	$ 44	$ 14	$ 8	$ 5	$ 4	$ 14	$ —	$ 259

	Six Months Ended June 30, 2020									
	Investment	Energy	Automotive	Food Packaging	Metals	Real Estate	Home Fashion	Pharma	Holding Company	Consolidated
	(in millions)									
Revenues:										
Net sales	$ —	$ 1,806	$ 955	$ 202	$ 120	$ 17	$ 87	$ —	$ —	$ 3,187
Other revenues from operations	—	—	267	—	—	30	—	—	—	297
Net (loss) gain from investment activities	(727)	48	—	—	—	—	—	—	(214)	(893)
Interest and dividend income	69	7	—	—	—	—	—	—	13	89
Other (loss) income, net	(5)	(10)	(5)	(10)	—	—	3	—	(4)	(31)
	(663)	1,851	1,217	192	120	47	90	—	(205)	2,649
Expenses:										
Cost of goods sold	—	1,894	684	160	124	13	69	—	—	2,944
Other expenses from operations	—	—	225	—	—	18	—	—	—	243
Selling, general and administrative	(3)	61	448	24	8	26	20	—	14	598
Restructuring, net	—	—	7	—	—	—	—	—	—	7
Impairment	—	—	—	—	—	2	3	—	—	5
Interest expense	94	62	7	7	1	—	1	—	174	346
	91	2,017	1,371	191	133	59	93	—	188	4,143
(Loss) income before income tax benefit (expense)	(754)	(166)	(154)	1	(13)	(12)	(3)	—	(393)	(1,494)
Income tax benefit (expense)	—	50	31	(2)	—	—	—	—	(27)	52
Net loss	(754)	(116)	(123)	(1)	(13)	(12)	(3)	—	(420)	(1,442)
Less: net loss attributable to non-controlling interests	(307)	(49)	—	(1)	—	—	—	—	—	(357)
Net loss attributable to Icahn Enterprises	$ (447)	$ (67)	$ (123)	$ —	$ (13)	$ (12)	$ (3)	$ —	$ (420)	$ (1,085)
Supplemental information:										
Capital expenditures	$ —	$ 77	$ 16	$ 6	$ 2	$ 9	$ 3	$ —	$ 2	$ 115
Depreciation and amortization	$ —	$ 170	$ 48	$ 13	$ 9	$ 9	$ 4	$ —	$ —	$ 253

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
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Notes to Condensed Consolidated Financial Statements (Unaudited)

Disaggregation of Revenue

In addition to the condensed statements of operations by reporting segment above, we provide additional disaggregated revenue information for our Energy and Automotive segments below.

Energy

Disaggregated revenue for our Energy segment net sales is presented below:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
	(in millions)			
Petroleum products	$ 1,645	$ 570	$ 3,047	$ 1,626
Nitrogen fertilizer products	138	105	199	180
	$ 1,783	$ 675	$ 3,246	$ 1,806

Automotive

Disaggregated revenue for our Automotive segment net sales and other revenues from operations is presented below:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
	(in millions)			
Automotive services	$ 347	$ 277	$ 669	$ 586
Aftermarket parts sales	290	310	566	636
	$ 637	$ 587	$ 1,235	$ 1,222

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
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Condensed Balance Sheets

Icahn Enterprises' condensed balance sheets by reporting segment are presented below. Icahn Enterprises Holdings' condensed balance sheets are substantially the same, with immaterial differences relating to our Holding Company's debt and equity attributable to Icahn Enterprises Holdings.

	June 30, 2021									
	Investment	Energy	Automotive	Food Packaging	Metals	Real Estate	Home Fashion	Pharma	Holding Company	Consolidated
	(in millions)									
ASSETS										
Cash and cash equivalents	$ 16	$ 519	$ 53	$ 9	$ —	$ 35	$ 4	$ 9	$ 1,549	$ 2,194
Cash held at consolidated affiliated partnerships and restricted cash	1,218	7	18	—	2	11	—	—	13	1,269
Investments	10,603	85	19	—	—	15	—	—	181	10,903
Accounts receivable, net	—	234	105	93	89	10	40	25	—	596
Inventories, net	—	404	939	93	32	—	89	11	—	1,568
Property, plant and equipment, net	—	2,789	837	151	79	310	62	—	7	4,235
Goodwill and intangible assets, net	—	231	367	29	8	—	21	268	—	924
Other assets	5,078	242	595	103	31	114	20	4	25	6,212
Total assets	$ 16,915	$ 4,511	$ 2,933	$ 478	$ 241	$ 495	$ 236	$ 317	$ 1,775	$ 27,901
LIABILITIES AND EQUITY										
Accounts payable, accrued expenses and other liabilities	$ 2,288	$ 1,548	$ 1,075	$ 164	$ 74	$ 52	$ 67	$ 50	$ 262	$ 5,580
Securities sold, not yet purchased, at fair value	4,231	—	—	—	—	—	—	—	—	4,231
Debt	—	1,693	342	158	26	2	33	—	5,811	8,065
Total liabilities	6,519	3,241	1,417	322	100	54	100	50	6,073	17,876
Equity attributable to Icahn Enterprises	4,743	647	1,516	142	141	441	136	267	(4,298)	3,735
Equity attributable to non-controlling interests	5,653	623	—	14	—	—	—	—	—	6,290
Total equity	10,396	1,270	1,516	156	141	441	136	267	(4,298)	10,025
Total liabilities and equity	$ 16,915	$ 4,511	$ 2,933	$ 478	$ 241	$ 495	$ 236	$ 317	$ 1,775	$ 27,901

	December 31, 2020									
	Investment	Energy	Automotive	Food Packaging	Metals	Real Estate	Home Fashion	Pharma	Holding Company	Consolidated
	(in millions)									
ASSETS										
Cash and cash equivalents	$ 14	$ 667	$ 25	$ 16	$ 1	$ 21	$ 2	$ 8	$ 925	$ 1,679
Cash held at consolidated affiliated partnerships and restricted cash	1,558	7	20	—	2	8	6	—	11	1,612
Investments	8,239	253	40	—	—	15	—	—	366	8,913
Accounts receivable, net	—	178	109	88	63	10	33	20	—	501
Inventories, net	—	298	1,080	89	22	—	81	10	—	1,580
Property, plant and equipment, net	—	2,747	857	160	82	310	65	—	7	4,228
Goodwill and intangible assets, net	—	238	372	31	9	1	21	282	—	954
Other assets	4,308	335	582	103	38	121	19	6	10	5,522
Total assets	$ 14,119	$ 4,723	$ 3,085	$ 487	$ 217	$ 486	$ 227	$ 326	$ 1,319	$ 24,989
LIABILITIES AND EQUITY										
Accounts payable, accrued expenses and other liabilities	$ 2,256	$ 1,189	$ 1,163	$ 182	$ 73	$ 45	$ 65	$ 64	$ 114	$ 5,151
Securities sold, not yet purchased, at fair value	2,521	—	—	—	—	—	—	—	—	2,521
Debt	—	1,691	368	151	16	1	21	—	5,811	8,059
Total liabilities	4,777	2,880	1,531	333	89	46	86	64	5,925	15,731
Equity attributable to Icahn Enterprises	4,283	1,039	1,554	142	128	440	141	262	(4,606)	3,383
Equity attributable to non-controlling interests	5,059	804	—	12	—	—	—	—	—	5,875
Total equity	9,342	1,843	1,554	154	128	440	141	262	(4,606)	9,258
Total liabilities and equity	$ 14,119	$ 4,723	$ 3,085	$ 487	$ 217	$ 486	$ 227	$ 326	$ 1,319	$ 24,989

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Notes to Condensed Consolidated Financial Statements (Unaudited)

13. Income Taxes

For the three months ended June 30, 2021, we recorded an income tax expense of $59 million on pre-tax loss of $3 million compared to an income tax expense of $128 million on pre-tax income of $992 million for the three months ended June 30, 2020. Our effective income tax rate was (1,966.7)% and 12.9% for the three months ended June 30, 2021 and 2020, respectively.

For the three months ended June 30, 2021, the effective tax rate was lower than the statutory federal rate of 21%, primarily due to permanent difference on dividends and changes in the valuation allowance.

For the three months ended June 30, 2020, the effective tax rate was lower than the statutory federal rate of 21%, primarily due to changes in the valuation allowance and partnership income for which there was no tax expense, as such income is allocated to the partners.

For the six months ended June 30, 2021, we recorded an income tax expense of $76 million on pre-tax income of $613 million compared to an income tax benefit of $52 million on pre-tax loss of $1,494 million for the six months ended June 30, 2020. Our effective income tax rate was 12.4% and 3.5% for the six months ended June 30, 2021 and 2020, respectively.

For the six months ended June 30, 2021, the effective tax rate was lower than the statutory federal rate of 21%, primarily due to partnership income for which there was no tax expense, as such income is allocated to the partners.

For the six months ended June 30, 2020, the effective tax rate was lower than the statutory federal rate of 21%, primarily due to changes in the valuation allowance and partnership loss for which there was no tax benefit, as such loss is allocated to the partners.

14. Changes in Accumulated Other Comprehensive Loss

Changes in accumulated other comprehensive loss consists of the following:

	Translation Adjustments, Net of Tax	Post-Retirement Benefits and Other, Net of Tax	Total
		(in millions)	
Balance, December 31, 2020	$ (31)	$ (49)	$ (80)
Other comprehensive income before reclassifications, net of tax	1	1	2
Reclassifications from accumulated other comprehensive loss to earnings, net of tax	—	—	—
Other comprehensive income, net of tax	1	1	2
Balance, June 30, 2021	$ (30)	$ (48)	$ (78)

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15. Other (Loss) Income, Net

Other (loss) income, net consists of the following:

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
	(in millions)			
Dividend expense	$ (18)	$ —	$ (39)	$ —
Equity earnings (losses) from non-consolidated affiliates	2	(4)	3	(2)
Loss on disposition of assets, net	(3)	(3)	(3)	(2)
Foreign currency transaction loss	(1)	(3)	(7)	(9)
Loss on extinguishment of debt, net	(7)	—	(5)	(12)
Other	(1)	(4)	5	(6)
	$ (28)	$ (14)	$ (46)	$ (31)

16. Commitments and Contingencies

Environmental Matters

Due to the nature of our business, certain of our subsidiaries' operations are subject to numerous existing and proposed laws and governmental regulations designed to protect the environment, particularly regarding plant wastes and emissions and solid waste disposal. Our consolidated environmental liabilities were $38 million and $37 million as of June 30, 2021 and December 31, 2020, respectively, primarily within our Metals and Energy segments and which are included in accrued expenses and other liabilities in our condensed consolidated balance sheets. We do not believe that environmental matters will have a material adverse impact on our consolidated results of operations and financial condition.

On August 21, 2018, CVR Refining received a letter from the United States Department of Justice (the "DOJ") on behalf of the Environmental Protection Agency (the "EPA") and the Kansas Department of Health and Environment ("KDHE") alleging violations of the Clean Air Act and a 2012 Consent Decree ("CD") between CVR Refining, the United States (on behalf of the EPA) and KDHE at CVR Energy's Coffeyville refinery. In June 2020, a tolling agreement between the parties relating to such allegations expired, and the United States and KDHE sent demand letters relating to the allegations (the "Stipulated Claims") and seeking stipulated penalties. In February 2021, the DOJ and KDHE sent CVR Refining a statement of position under the CD regarding its demand for Stipulated Claims. As CVR Refining disputes most claims asserted by the government, in accordance with the CD, CVR Refining deposited funds into a commercial escrow account pending resolution of disputed claims. The escrowed funds are legally restricted for use and are included within other assets on the consolidated balance sheets. In December 2020, the DOJ and KDHE filed a supplement complaint in the United States District Court for the District of Kansas asserting nine counts for alleged violations of the Clean Air Act, the Kansas State Implementation Plan and Kansas law (the "Statutory Claims") and seeking civil penalties, injunctive and related relief. Our Energy segment has responded to numerous information request and negotiations relating to the Stipulated Claims and the Statutory Claims are ongoing and CVR Energy cannot at this time determine the outcome of this matter, including whether such outcome, or any subsequent enforcement or litigation relating thereto would have a material impact on our Energy segment's financial position, results of operations, or cash flows.

Renewable Fuel Standards

CVR Refining is subject to the Renewable Fuel Standard ("RFS") implemented primarily by the EPA which requires refiners to either blend renewable fuels in with their transportation fuels or purchase renewable fuel credits, known as RINs, in lieu of blending. CVR Refining is not able to blend the substantial majority of its transportation fuels and has to purchase RINs on the open market and may have to obtain waiver credits for cellulosic biofuels or other exemptions from the EPA, in order to comply with the RFS.

For the three months ended June 30, 2021 and 2020, our Energy segment recognized expenses of $173 million and $16 million, respectively, for CVR Refining's compliance with the RFS and which is included in cost of goods sold in the condensed consolidated statements of operations. For the six months ended June 30, 2021 and 2020, such expenses were $351 million and $35 million, respectively. These recognized expenses represent costs to comply with the RFS obligation through purchasing of RINs not otherwise reduced by blending of ethanol or biodiesel. At each reporting period, to the extent RINs purchased or generated through blending are less than the RFS obligation (excluding the impact of exemptions or waivers to which CVR Refining may be entitled), the remaining position is marked-to-market using RIN market prices at period end. As of June 30, 2021 and December 31, 2020, CVR Refining's RFS position was $485 million and $214 million, respectively, and is included in accrued expenses and other liabilities in the condensed consolidated balance sheets.

Litigation

From time to time, we and our subsidiaries are involved in various lawsuits arising in the normal course of business. We do not believe that such normal routine litigation will have a material effect on our financial condition or results of operations.

Energy

On July 26, 2021, trial commenced in the consolidated lawsuits filed by purported former unitholders of CVR Refining on behalf of themselves and an alleged class of similarly situated unitholders against CVR Energy, CVR Refining and its general partner, CVR Refining Holdings, Icahn Enterprises and certain directors and affiliates in the Court of Chancery of the State of Delaware related to CVR Energy's exercise of the call option under the CVR Refining Amended and Restated Agreement of Limited Partnership assigned to it by CVR Refining's general partner (the "Delaware Lawsuits") primarily alleging breach of contract, tortious interference, and breach of the implied covenant of good faith and fair dealing, which trial concluded on July 29, 2021. CVR Energy believes the Delaware Lawsuits are without merit and has vigorously defended against them. As no ruling in the case has yet been issued, CVR Energy cannot determine at this time the outcome of the Delaware Lawsuits, including whether the outcome would have a material impact on our Energy segment's financial position, results of operations, or cash flows. The lawsuit filed in the United States District Court for the Southern District of New York also related to CVR Energy's exercise of the call option was voluntarily dismissed.

Other Matters

Pension Obligations

Mr. Icahn, through certain affiliates, owns 100% of Icahn Enterprises GP and approximately 90% of Icahn Enterprises' outstanding depositary units as of June 30, 2021. 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 (the "PBGC") against the assets of each member of the controlled group.

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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%, which includes the liabilities of pension plans sponsored by Viskase and ACF Industries LLC ("ACF"), an affiliate of Mr. Icahn. All the minimum funding requirements of the Internal Revenue Code, as amended, and the Employee Retirement Income Security Act of 1974, as amended, for the Viskase and ACF plans have been met as of June 30, 2021. If the plans were voluntarily terminated, they would be underfunded by approximately $114 million as of June 30, 2021. 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 Viskase or ACF to make ongoing pension contributions or to pay the unfunded liabilities upon a termination of the Viskase or ACF pension plans. 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 Viskase and ACF requires them to notify the PBGC of certain "reportable events," such as if we cease to be a member of the Viskase or ACF 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 99.6% 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, including ACF. The Starfire indemnity 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.

Other

The U.S. Attorney's office for the Southern District of New York contacted Icahn Enterprises L.P. in September 2017 seeking production of information pertaining to our and Mr. Icahn's activities relating to the Renewable Fuels Standard and Mr. Icahn's former role as an advisor to the former President of the United States. We cooperated with the request and provided information in response to the subpoena. The U.S. Attorney's office for the Southern District of New York contacted Icahn Enterprises L.P. in June 2018 seeking production of information pertaining to trading in Manitowoc Company, Inc. securities. We cooperated with the request and provided documents in response to the subpoena. The U.S. Attorney's office has not made any claims or allegations against us or Mr. Icahn with respect to either of the foregoing inquiries. We believe that we maintain a strong compliance program and, while no assurances can be made, we do not believe these inquiries will have a material impact on our business, financial condition, results of operations or cash flows.

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ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES
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17. Supplemental Cash Flow Information

Supplemental cash flow information consists of the following:

	Six Months Ended June 30,	
	2021	2020
	(in millions)	
Cash payments for interest, net of amounts capitalized	$ (261)	$ (260)
Cash receipts for income taxes, net of payments	—	13
Non-cash dividends to non-controlling interests in subsidiary	(74)	—
Partnership contributions receivable	15	—
Non-cash Investment segment contributions from non-controlling interests	—	1,240

18. Subsequent Events

Icahn Enterprises

LP Unit Distribution

On August 4, 2021, the Board of Directors of the general partner of Icahn Enterprises declared a quarterly distribution in the amount of $2.00 per depositary unit, which will be paid on or about September 29, 2021 to depositary unitholders of record at the close of business on August 20, 2021. Depositary unitholders will have until September 17, 2021 to make a timely election to receive either cash or additional depositary units. If a unitholder does not make a timely election, it will automatically be deemed to have elected to receive the distribution in additional depositary units. Depositary unitholders who elect to receive (or who are deemed to have elected to receive) additional depositary units will receive units valued at the volume weighted average trading price of the units during the 5 consecutive trading days ending September 24, 2021. Icahn Enterprises will make a cash payment in lieu of issuing fractional depositary units to any unitholders electing to receive (or who are deemed to have elected to receive) depositary units.

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 unaudited condensed consolidated financial statements and the accompanying notes contained in this Quarterly Report on Form 10-Q for the period ended June 30, 2021 (this "Report"), as well as our Annual Report on Form 10-K for the year ended December 31, 2020 filed with the Securities and Exchange Commission on February 26, 2021.

Executive 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 Holdings and its subsidiaries own substantially all of the assets and liabilities of Icahn Enterprises and conduct substantially all of its operations. Therefore, the financial results of Icahn Enterprises and Icahn Enterprises Holdings are substantially the same, with differences relating primarily to allocations to the general and limited partners. We do not discuss Icahn Enterprises and Icahn Enterprises Holdings separately unless we believe it is necessary to an understanding of the businesses.

We are a diversified holding company owning subsidiaries currently engaged in the following continuing operating businesses: Investment, Energy, Automotive, Food Packaging, Metals, Real Estate, Home Fashion and Pharma. 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 our Holding Company.

Significant Transactions and Developments

Debt Issuances

In January 2021, Icahn Enterprises and Icahn Enterprises Finance Corp. (together the "Issuers") issued $750 million in aggregate principal amount of 4.375% senior unsecured notes due 2029 (the "New 2029 Notes"). The proceeds from the New 2029 Notes were used to redeem $750 million principal amount of 6.250% senior unsecured notes due 2022, and to pay accrued interest, related fees and expenses.

In April 2021, the Issuers issued $455 million in aggregate principal amount of additional 5.250% senior unsecured notes due 2027. The proceeds from this issuance were used to redeem the remaining $455 million principal amount of 6.250% senior unsecured notes due 2022, and to pay accrued interest, related fees and expenses.

Management Changes

On April 5, 2021, we announced the hiring of Aris Kekedjian, who succeeded Keith Cozza as President and Chief Executive Officer as of May 10, 2021. Mr. Kekedjian also joined the board of directors of our general partner. In addition, on May 17, 2021, we announced the hiring of David Willetts, who succeeded SungHwan Cho as Chief Financial Officer as of June 7, 2021. Mr. Willetts also joined the board of directors of our general partner.

Results of Operations

Consolidated Financial Results

Our operating businesses comprise consolidated subsidiaries which operate in various industries and are managed on a decentralized basis. In addition to our Investment segment's revenues from investment transactions, revenues for our operating businesses primarily consist of net sales of various products, services revenue, franchisor operations and leasing of real estate. Due to the structure and nature of our business, we primarily discuss the results of operations by individual reporting segment in order to better understand our consolidated operating performance. Certain other financial information is discussed on a consolidated basis following our segment discussion, including other revenues and expenses included in continuing operations as well as our results from discontinued operations. In addition to the summarized financial results below, refer to Note 12, "Segment Reporting," to the condensed consolidated financial statements for a reconciliation of each of our reporting segment's results of continuing operations to our consolidated results.

Throughout 2020, the COVID-19 pandemic, and actions taken by governments and others in response thereto, has negatively impacted the global economy, financial markets, and the industries in which our subsidiaries operate. Our consolidated results of operations and financial condition have been impacted primarily by the volatility in the fair value of investments held by our Investment segment and the Holding Company as well as declines in the global demand for refined products, especially gasoline and diesel fuels, with respect to our Energy segment. The impact on our businesses has also included the acceleration of selective planned store closures in our Automotive segment and recording write-downs to inventories. The economic conditions that persisted for much of 2020 have improved in 2021 as more governments reduce restrictions and more businesses resume operations.

The comparability of our summarized consolidated financial results presented below is affected primarily by the performance of the Investment Funds (as defined below), the results of operations of our Energy segment, impacted by the demand and pricing for its products, and our Holding Company's realized and unrealized gains and losses on certain equity investments. Refer to our respective segment discussions and "Other Consolidated Results of Operations," below for further discussion.

	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,	
	2021	2020	2021	2020	2021	2020
	(in millions)					
Investment	$ 189	$ 1,102	$ 145	$ 1,048	$ 68	$ 479
Holding Company	13	132	(156)	(110)	(156)	(110)
Other Operating Segments:						
Energy	1,797	694	(14)	(3)	(11)	1
Automotive	635	581	(38)	(50)	(38)	(50)
Food Packaging	104	101	2	3	2	3
Metals	153	34	7	(10)	7	(10)
Real Estate	27	25	(4)	(13)	(4)	(13)
Home Fashion	51	40	(2)	(1)	(2)	(1)
Pharma	19	—	(2)	—	(2)	—
Other operating segments	2,786	1,475	(51)	(74)	(48)	(70)
Consolidated	$ 2,988	$ 2,709	$ (62)	$ 864	$ (136)	$ 299

	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,	
	2021	2020	2021	2020	2021	2020
	(in millions)					
Investment	$ 1,132	$ (663)	$ 1,007	$ (754)	$ 459	$ (447)
Holding Company	21	(205)	(313)	(420)	(313)	(420)
Other Operating Segments:						
Energy	3,329	1,851	(81)	(116)	(44)	(67)
Automotive	1,232	1,217	(84)	(123)	(84)	(123)
Food Packaging	199	192	1	(1)	1	—
Metals	274	120	12	(13)	12	(13)
Real Estate	44	47	(5)	(12)	(5)	(12)
Home Fashion	92	90	(6)	(3)	(6)	(3)
Pharma	49	—	6	—	6	—
Other operating segments	5,219	3,517	(157)	(268)	(120)	(218)
Consolidated	$ 6,372	$ 2,649	$ 537	$ (1,442)	$ 26	$ (1,085)

Investment

We invest our proprietary capital through various private investment funds ("Investment Funds"). As of June 30, 2021 and December 31, 2020, we had investments with a fair market value of approximately $4.7 billion and $4.3 billion, respectively, in the Investment Funds. As of June 30, 2021 and December 31, 2020, the total fair market value of investments in the Investment Funds made by Mr. Icahn and his affiliates (excluding us) was approximately $5.6 billion and $5.0 billion, respectively.

Our Investment segment's results of operations are reflected in net income (loss) in the condensed consolidated statements of operations. Our Investment segment's net income (loss) is driven by the amount of funds allocated to the Investment Funds and the performance of the underlying investments in the Investment Funds. Future funds allocated to the Investment Funds may increase or decrease based on the contributions and redemptions by our Holding Company, Mr. Icahn and his affiliates and by Brett Icahn, son of Mr. Icahn. Additionally, historical performance results of the Investment Funds are not indicative of future results as past market conditions, investment opportunities and investment decisions may not occur in the future. Changes in general market conditions coupled with changes in exposure to short and long positions have significant impact on our Investment segment's results of operations and the comparability of results of operations year over year and as such, future results of operations will be impacted by our future exposures and future market conditions, which may not be consistent with prior trends. Refer to the "Investment Segment Liquidity" section of our "Liquidity and Capital Resources" discussion for additional information regarding our Investment segment's exposure as of June 30, 2021.

For the three months ended June 30, 2021 and 2020, our Investment Funds' returns were 1.4% and 11.7%, respectively. For the six months ended June 30, 2021 and 2020, our Investment Funds' returns were 10.8% and (7.9)%, respectively. Our Investment Funds' returns represent a weighted-average composite of the average returns, net of expenses.

The following table sets forth the performance attribution for the Investment Funds' returns.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Long positions	6.6 %	22.7 %	30.3 %	(19.9)%
Short positions	(5.1)%	(11.0)%	(19.3)%	12.0 %
Other	(0.1)%	— %	(0.2)%	— %
	1.4 %	11.7 %	10.8 %	(7.9)%

The following table presents net income (loss) for our Investment segment for the three and six months ended June 30, 2021 and 2020.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
	(in millions)			
Long positions	$ 992	$ 2,909	$ 2,906	$ (1,692)
Short positions	(837)	(1,858)	(1,879)	933
Other	(10)	(3)	(20)	5
	$ 145	$ 1,048	$ 1,007	$ (754)

Three Months Ended June 30, 2021 and 2020

For the three months ended June 30, 2021, the Investment Funds' positive performance was driven by net gains in their long positions, offset in part by net losses in their short positions. The positive performance of our Investment segment's long positions was driven primarily by gains from two energy sector investments aggregating $494 million and a technology sector investment of $193 million. The aggregate performance of investments with net gains across various sectors accounted for an additional positive performance of our Investment segment's long positions. The negative performance of our Investment segment's short positions was driven primarily by the negative performance of broad market hedges of $338 million and an energy sector investment of $256 million. The aggregate performance of investments with net losses across various sectors accounted for an additional negative performance of our Investment segment's short positions.

For the three months ended June 30, 2020, the Investment Funds' positive performance was driven by net gains in their long positions, offset in part by net losses in their short positions. The positive performance of our Investment segment's long positions was driven by gains from a consumer, cyclical sector investment of $998 million, two energy sector investments aggregating $906 million and aggregate gains from four other consumer, cyclical sector investments of $552 million. The aggregate performance of investments with net gains across various other sectors accounted for an additional positive performance of our Investment segment's long positions. The negative performance of our Investment segment's short positions was driven primarily by the negative performance of broad market hedges of approximately $2.1 billion and aggregate losses from short positions across various sectors, offset in part the positive performance of our Investment segment's short exposure to commercial mortgage-backed securities through credit default swap contracts of $534 million.

Six Months Ended June 30, 2021 and 2020

For the six months ended June 30, 2021, the Investment Funds' positive performance was driven by net gains in their long positions, offset in part by net losses in their short positions. The positive performance of our Investment segment's long positions was driven primarily by gains from two energy sector investments aggregating $1.6 billion. The aggregate performance of investments with net gains across various sectors accounted for an additional positive performance of our Investment segment's long positions. The negative performance of our Investment segment's short positions was driven primarily by the negative performance of an energy sector investment of $751 million and broad market hedges of $667 million. The aggregate performance of investments with net losses across various sectors accounted for an additional negative performance of our Investment segment's short positions. The negative performance of our Investment segment's short positions was offset in part by gains from a consumer, cyclical sector investment of $191 million.

For the six months ended June 30, 2020, the Investment Funds' negative performance was driven by net losses in their long positions, offset in part by net gains in their short positions. The negative performance of our Investment segment's long positions was driven by losses from a consumer, non-cyclical sector investment of $637 million, aggregate losses from three technology sector investments of $745 million and an energy sector investment of $130 million. The aggregate performance of investments with net losses across various other sectors accounted for an additional negative performance of our Investment segment's long positions. The positive performance of our Investment segment's short positions was driven by the positive performance of their short exposure to commercial mortgage-backed securities through credit default swap contracts of $1.3 billion, offset in part primarily by the negative performance of broad market hedges.

Energy

Our Energy segment is primarily engaged in the petroleum refining and nitrogen fertilizer manufacturing businesses. The petroleum business accounted for approximately 94% and 90% of our Energy segment's net sales for the six months ended June 30, 2021 and 2020, respectively.

The results of operations 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 petroleum products, such as gasoline, diesel fuel and jet fuel, that are produced by a refinery ("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 our Energy segment's control, including the supply of and demand for crude oil, as well as gasoline and other refined products. This supply and demand 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 accounting to value its inventory, crude oil price movements may impact gross margin in the short-term fluctuations in the market price of inventory. The effect of changes in crude oil prices on the petroleum business' results of operations is influenced by the rate at which the prices of refined products adjust to reflect these changes.

The COVID-19 pandemic, and the actions taken by governments and others, has negatively impacted the energy industry. The COVID-19 pandemic has also resulted in significant business and operational disruptions, including business closures, liquidity strains, destruction of non-essential demand, as well as supply chain challenges, travel restrictions, stay-at home orders, and limitations on the availability of the workforce. As a result, the demand for gasoline and diesel in the regions that our Energy segment operates declined beginning in the first quarter of 2020. The declines were amplified in the first quarter of 2020 by market plays between the world's largest oil producers. The simultaneous shocks in oil supply and demand have resulted in a decline in the price of crude oil and lead to a significant decrease in the price of refined products sold by our Energy segment. However, beginning in late 2020 and into 2021, the U.S. market for refined products improved and demand increased as travel restrictions and stay-at-home orders were eased.

In addition to recent 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 Renewable Fuel Standard of the United States Environmental Protection Agency, which requires it to either blend "renewable fuels" with its transportation fuels or purchase renewable identification numbers ("RINs"), in lieu of blending. The price of RINs has been extremely volatile and the future cost of RINs for the petroleum business is difficult to estimate. Additionally, the cost of RINs is dependent upon a variety of factors, which include the availability of RINs for purchase, 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 and downstream terminals, all of which can vary significantly from period to period. Refer to Note 16, "Commitments and Contingencies," to the condensed consolidated financial statements for further discussion of RINs.

In December 2020, our Energy segment approved a renewable diesel project at one of its refineries, which would convert the refinery's hydrocracker to a renewable diesel unit ("RDU") capable of producing 100 million gallons of renewable diesel per year and approximately 170 to 180 million RINs annually. As a result of conversion, the crude oil capacity of the refinery will be reduced. Further, the conversion enables our Energy segment to capture additional benefits associated with the existing blenders' tax credit that expires at the end of 2022 and low carbon fuel standard programs in states such as California. Our Energy segment has additional plans to add pretreating capabilities for the RDU and construction of a similar facility at its other refinery. These collective renewable diesel efforts could reduce our Energy segment's Renewable Fuels Standard ("RFS") exposure. However, any actions taken by the Supreme Court, resulting administration efforts under the RFS, such as denial of existing or previous waiver applications, and market conditions could significantly impact the amount by which our Energy segment's renewable diesel business mitigates our costs to comply with the RFS, if at all.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
	(in millions)			
Net sales	$ 1,783	$ 675	$ 3,246	$ 1,806
Cost of goods sold	1,757	645	3,336	1,894
Gross margin	$ 26	$ 30	$ (90)	$ (88)

Three Months Ended June 30, 2021 and 2020

Net sales for our Energy segment increased by $1,108 million (164%) for the three months ended June 30, 2021 as compared to the comparable prior year period due to an increase in our petroleum business' net sales, which increased $1,075 million, as well as an increase in our nitrogen fertilizer business' net sales, which increased $33 million over the comparable periods. The increase in the petroleum business' net sales was primarily due to an increase in sales of gasoline and distillates attributable to an increase in volumes and more favorable pricing conditions. Volumes were lower in the comparable prior year period due to the full planned turnaround at one of the refineries while another refinery experienced reduced utilization in response to demand reductions driven by the impacts of the COVID-19 pandemic. Our nitrogen fertilizer business' net sales increased primarily due to an increase in urea ammonium nitrate ("UAN") sales primarily due to favorable pricing conditions.

Cost of goods sold for our Energy segment increased by $1,112 million (172%) for the three months ended June 30, 2021 as compared to the comparable prior year period. The increase was primarily due to our petroleum business as a result of higher cost of consumed crude oil. The higher cost of consumed crude oil was due to an increase in volumes, as discussed above, as well as lower derivative performance of $22 million and a $157 million increase in the net cost of RINs. Gross margin for our Energy segment decreased by $4 million for the three months ended June 30, 2021 as compared to the comparable prior year period. Gross margin as a percentage of net sales was 1% and 4% for the three months ended June 30, 2021 and 2020, respectively. The decrease in the gross margin as a percentage of net sales was primarily attributable to the petroleum business, which was primarily due to an increase in the net cost of RINs and lower derivative performance, offset in part by higher crack spreads.

Six Months Ended June 30, 2021 and 2020

Net sales for our Energy segment increased by $1,440 million (80%) for the six months ended June 30, 2021 as compared to the comparable prior year period due to an increase in our petroleum business' net sales, which increased $1,421 million, as well as an increase in our nitrogen fertilizer business' net sales, which increased $19 million over the comparable periods. The increase in the petroleum business' net sales was primarily due to an increase in sales of gasoline and distillates attributable to an increase in volumes and more favorable pricing conditions. Volumes were lower in the comparable prior year period due to the full planned turnaround at one of the refineries while another refinery experienced reduced utilization in response to demand reductions driven by the impacts of the COVID-19 pandemic. Our nitrogen fertilizer business' net sales increased primarily due to an increase in urea ammonium nitrate ("UAN") sales primarily due to favorable pricing conditions.

Cost of goods sold for our Energy segment increased by $1,442 million (76%) for the six months ended June 30, 2021 as compared to the comparable prior year period. The increase was primarily due to our petroleum business as a result of higher cost of consumed crude oil. The higher cost of consumed crude oil was due to an increase in volumes, as discussed above, as well as lower derivative performance of $99 million and a $316 million increase in the net cost of RINs. Gross margin for our Energy segment decreased by $2 million for the six months ended June 30, 2021 as compared to the comparable prior year period. Gross margin as a percentage of net sales was (3)% and (5)% for the six months ended June 30, 2021 and 2020, respectively. The improvement in the gross margin as a percentage of net sales was primarily attributable to the petroleum business, which was primarily due to higher crack spreads, offset in part by an increase in the net cost of RINs and lower derivative performance.

Automotive

Our Automotive segment's results of operations are generally driven by the distribution and installation of automotive aftermarket parts and the demand for automotive service and maintenance, and is affected by the relative strength of automotive part replacement trends, among other factors.

Our Automotive segment is in the process of implementing a multi-year transformation plan, which includes the restructuring of its businesses. The transformation plan includes operating the automotive services and aftermarket parts businesses as separate businesses, streamlining Icahn Automotive's corporate and field support teams, facility closures, consolidations and conversions, inventory optimization actions, and the re-focusing of its automotive parts business on certain core markets. As part of this plan, Icahn Automotive entered into an agreement to sell certain inventory assets relating to its aftermarket parts business at 109 locations and a distribution center in California and certain other inventory and fixed assets in California. Aftermarket parts sales from these locations aggregated $30 million and $65 million during the three and six months ended June 30, 2021. Costs to implement the transformation plan will include restructuring charges, which will be recorded when specific plans are approved, and which may be significant.

Our Automotive segment's priorities include:

- Positioning the service business to take advantage of opportunities in the do-it-for-me market and vehicle fleets;
- Optimizing the value of the commercial parts distribution business in certain high-volume core markets;
- Exiting the automotive parts distribution business in certain low volume, non-core markets;
- Improving inventory management across Icahn Automotive's parts and tire distribution network;
- Investment in customer experience initiatives and selective upgrades in facilities;
- Investment in employees with focus on training and career development investments; and
- Business process improvements, including investments in our supply chain and information technology capabilities.

The following table presents our Automotive segment's operating revenue, cost of revenue and gross margin. Our Automotive segment's results of operations also include automotive services labor. Automotive services labor revenues are included in other revenues from operations in our condensed consolidated statements of operations, however, the sale of any installed parts or materials related to automotive services are included in net sales. Therefore, we discuss the combined results of our automotive net sales and automotive services labor revenues below.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
	(in millions)			
Net sales and other revenue from operations	$ 637	$ 587	$ 1,235	$ 1,222
Cost of goods sold and other expenses from operations	461	434	886	909
Gross margin	$ 176	$ 153	$ 349	$ 313

Three Months Ended June 30, 2021 and 2020

Net sales and other revenue from operations for our Automotive segment for the three months ended June 30, 2021 increased by $50 million (9%) as compared to the comparable prior year period. The increase was attributable to an increase in automotive services revenues of $70 million (25%) offset in part by a decrease in aftermarket parts sales of $20 million (6%). On an organic basis, aftermarket parts sales increased $13 million over the comparable periods due to an increase in commercial sales of $10 million (6%) and an increase in retail sales of $3 million (14%). However, store closures related to the transformation plan accounted for a $33 million decrease in aftermarket parts sales. The increase in automotive services revenues represents an increase on a primarily organic basis as sales have improved over the comparable prior year period. The COVID-19 pandemic, and the impacts of the actions taken by governments and others, have significantly contributed to a decline in revenues beginning in March 2020.

Cost of goods sold and other expenses from operations for the three months ended June 30, 2021 increased by $27 million (6%) as compared to the comparable prior year period. The increase was due to overall higher sales volumes as described above. Gross margin on net sales and other revenue from operations for the three months ended June 30, 2021 increased by $23 million (15%) as compared to the comparable prior year period. Gross margin as a percentage of net sales and other revenue from operations was 28% and 26% for the three months ended June 30, 2021 and 2020, respectively. Due to the COVID-19 pandemic, our Automotive segment accelerated planned store closures in 2020, shifting our Automotive segment's business from a majority attributable to aftermarket parts sales to a majority attributable to higher margin automotive services.

Six Months Ended June 30, 2021 and 2020

Net sales and other revenue from operations for our Automotive segment for the six months ended June 30, 2021 increased by $13 million (1%) as compared to the comparable prior year period. The increase was attributable to an increase in automotive services revenues of $83 million (14%) offset in part by a decrease in aftermarket parts sales of $70 million (11%). On an organic basis, aftermarket parts sales increased $2 million over the comparable periods due to an increase in commercial sales of $3 million (1%) offset in part by a decrease in retail sales of $1 million (1%). However, store closures related to the transformation plan accounted for a $72 million decrease in aftermarket parts sales. The increase in automotive services revenues represents an increase on a primarily organic basis as sales have improved over the comparable prior year period. The COVID-19 pandemic, and the impacts of the actions taken by governments and others, have significantly contributed to a decline in revenues beginning in March 2020.

Cost of goods sold and other expenses from operations for the six months ended June 30, 2021 decreased by $23 million (3%) as compared to the comparable prior year period. The decrease was primarily due to lower costs attributable to lower aftermarket parts sales which exceeded higher costs associated with higher services revenues. Gross margin on net sales and other revenue from operations for the six months ended June 30, 2021 increased by $36 million (12%) as compared to the comparable prior year period. Gross margin as a percentage of net sales and other revenue from operations was 28% and 26% for the six months ended June 30, 2021 and 2020, respectively. Due to the COVID-19 pandemic, our Automotive segment accelerated planned store closures in 2020, shifting our Automotive segment's business from a majority attributable to aftermarket parts sales to a majority attributable to higher margin automotive services.

Food Packaging

Our Food packaging segment's results of operations are primarily driven by the production and sale of cellulosic, fibrous and plastic casings for the processed meat and poultry industry and derives a majority of its total net sales from customers located outside the United States.

Three Months Ended June 30, 2021 and 2020

Net sales for the three months ended June 30, 2021 increased $2 million (2%) as compared to the comparable prior year period. The increase was due to an increase in price and product mix as well as the favorable effects of foreign exchange, offset in part by lower volumes. Cost of goods sold for the three months ended June 30, 2021 increased by $6 million (7%) as compared to the comparable prior year period due to the effects of purchase price variance, manufacturing variances and distribution costs. Gross margin as a percentage of net sales was 17% and 21% for the three months ended June 30, 2021 and 2020, respectively.

Six Months Ended June 30, 2021 and 2020

Net sales for the six months ended June 30, 2021 increased $5 million (2%) as compared to the comparable prior year period. The increase was due to an increase in price and product mix as well as the favorable effects of foreign exchange, offset in part by lower volumes. Cost of goods sold for the six months ended June 30, 2021 increased by $8 million (5%) as compared to the comparable prior year period due to the effects of purchase price variance, manufacturing variances and distribution costs. Gross margin as a percentage of net sales was 19% and 21% for the six months ended June 30, 2021 and 2020, respectively.

Metals

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

Three Months Ended June 30, 2021 and 2020

Net sales for the three months ended June 30, 2021 increased by $119 million (350%) compared to the comparable prior year period primarily due to higher volumes and higher selling prices. Cost of goods sold for the three months ended June 30, 2021 increased by $101 million (259%) compared to the comparable prior year period due to higher volumes as well as higher material costs. Gross margin as a percentage of net sales was 8% and (15)% for the three months ended June 30, 2021 and 2020, respectively, primarily due to higher material margins as the prior year period was negatively impacted by the effects of the COVID-19 pandemic.

Six Months Ended June 30, 2021 and 2020

Net sales for the six months ended June 30, 2021 increased by $153 million (128%) compared to the comparable prior year period primarily due to higher volumes and higher selling prices. Cost of goods sold for the six months ended June 30, 2021 increased by $128 million (103%) compared to the comparable prior year period due to higher volumes as well as higher material costs. Gross margin as a percentage of net sales was 8% and (3)% for the six months ended June 30, 2021 and 2020, respectively, primarily due to higher material margins as the prior year period was negatively impacted by the effects of the COVID-19 pandemic.

Real Estate

Our Real Estate segment consists primarily of investment properties, the development and sale of single-family homes, and the management of a country club. Sales of single-family homes are included in net sales in our consolidated statements of operations. Results from investment properties and country club operations are included in other revenues from operations in our consolidated statements of operations. Revenue from our real estate operations for each of the six months ended June 30, 2021 and 2020 were primarily derived from the sale of residential units and rental operations.

Home Fashion

Our Home Fashion segment is significantly influenced by the overall economic environment, including consumer spending, at the retail level, for home textile products.

Three Months Ended June 30, 2021 and 2020

Net sales for the three months ended June 30, 2021 increased by $14 million (38%) compared to the comparable prior year period primarily due to the reduced impact of the COVID-19 pandemic on our Home Fashion segment's hospitality business. Cost of goods sold for the three months ended June 30, 2021 increased $13 million (46%) compared to the comparable prior year period due to higher volumes as well as higher material and freight costs. Gross margin as a percentage of net sales was 20% and 24% for the three months ended June 30, 2021 and 2020, respectively. The decrease is due to higher material and freight costs.

Six Months Ended June 30, 2021 and 2020

Net sales for the six months ended June 30, 2021 increased by $5 million (6%) compared to the comparable prior year period primarily due to the reduced impact of the COVID-19 pandemic on our Home Fashion segment's hospitality business. Cost of goods sold for the six months ended June 30, 2021 increased $6 million (9%) compared to the comparable prior year period due to higher volumes as well as higher material and freight costs. Gross margin as a percentage of net sales was 18% and 21% for the six months ended June 30, 2021 and 2020, respectively. The decrease is due to higher material and freight costs.

Pharma

Our Pharma segment derives revenues primarily from the sale of its products directly to customers, wholesalers and pharmacies. To a lesser extent, our Pharma segment derives revenues through supply, licensing and royalty arrangements. We began consolidating our Pharma segment in the fourth quarter of 2020. For the three months ended June 30, 2021, our Pharma segment had $16 million of net product revenue, $2 million of supply revenue and $1 million of royalty revenue. For the six months ended June 30, 2021, our Pharma segment had $31 million of net product revenue, $16 million of supply revenue and $2 million of royalty revenue. For our Pharma segment's supply revenue, $13 million is attributable to the one-time sale of product to a single customer in the first quarter of 2021.

Holding Company

Our Holding Company's results of operations primarily reflect investment gains and losses from equity investments and the interest expense on its senior unsecured notes for each of the three and six months ended June 30, 2021 and 2020.

Other Consolidated Results of Operations

Selling, General and Administrative

Three Months Ended June 30, 2021 and 2020

Our consolidated selling, general and administrative during the three months ended June 30, 2021 increased by $14 million (5%) as compared the comparable prior year period primarily due to higher payroll related costs for our Automotive segment, impacted in the prior year period by the COVID-19 pandemic offset in part by planned store closures over the comparable periods, and the addition of the results of our Pharma segment, offset in part by lower costs resulting from our Real Estate segment, which incurred additional costs in the second quarter of 2020 relating to the demolition of one of its properties.

Six Months Ended June 30, 2021 and 2020

Our consolidated selling, general and administrative during the six months ended June 30, 2021 increased by $22 million (4%) as compared the comparable prior year period primarily due to the addition of the results of our Pharma segment and higher compensation costs for our Investment segment, offset in part by lower costs resulting from planned store closures for our Automotive segment.

Interest Expense

Three Months Ended June 30, 2021 and 2020

Our consolidated interest expense during the three months ended June 30, 2021 decreased by $16 million (9%) as compared the comparable prior year period. The decrease was primarily due to lower interest expense from our Investment segment attributable to a decrease in average due to broker balances over the respective periods, as well as lower interest expense for our Holding Company due to lower weighted average interest rates resulting from debt refinancings.

Six Months Ended June 30, 2021 and 2020

Our consolidated interest expense during the six months ended June 30, 2021 increased by $7 million (2%) as compared the comparable prior year period. The increase was primarily due to higher interest expense from our Investment segment attributable to an increase in average due to broker balances over the respective periods offset in part by lower interest expense for our Holding Company due to lower weighted average interest rates resulting from debt refinancings.

Income Tax Expense

Certain of our subsidiaries are partnerships not subject to taxation in our condensed consolidated financial statements and certain other subsidiaries are corporations, or subsidiaries of corporations, subject to taxation in our condensed consolidated financial statements. Therefore, our consolidated effective tax rate generally differs from the statutory federal tax rate. Refer to Note 13, "Income Taxes," to the condensed consolidated financial statements for a discussion of income taxes.

Liquidity and Capital Resources

Holding Company Liquidity

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 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 and distributions 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, 2021, our Holding Company had cash and cash equivalents of approximately $1.5 billion and total debt of approximately $5.8 billion. As of June 30, 2021, our Holding Company had investments in the Investment Funds with a total fair market value of approximately $4.7 billion. We may redeem our direct investment in the Investment Funds upon notice. See "Investment Segment Liquidity" below for additional information with respect to our Investment segment liquidity. See "Consolidated Cash Flows" below for additional information with respect to our Holding Company liquidity.

Holding Company Borrowings and Availability

	June 30, 2021	December 31, 2020
	(in millions)	
6.250% senior unsecured notes due 2022	$ —	$ 1,209
6.750% senior unsecured notes due 2024	499	499
4.750% senior unsecured notes due 2024	1,105	1,106
6.375% senior unsecured notes due 2025	749	748
6.250% senior unsecured notes due 2026	1,250	1,250
5.250% senior unsecured notes due 2027	1,461	999
4.375% senior unsecured notes due 2029	747	—
	$ 5,811	$ 5,811

Holding Company debt consists of various issues of fixed-rate senior unsecured notes issued by the Issuers and guaranteed by Icahn Enterprises Holdings (the "Guarantor"). Interest on each tranche of senior unsecured notes is payable semi-annually.

In January 2021, Icahn Enterprises and Icahn Enterprises Finance Corp. (together the "Issuers") issued $750 million in aggregate principal amount of 4.375% senior unsecured notes due 2029 (the "New 2029 Notes"). The proceeds from the New 2029 Notes were used to redeem $750 million principal amount of 6.250% senior unsecured notes due 2022, and to pay accrued interest, related fees and expenses. Interest on the New 2029 Notes is payable semi-annually.

In April 2021, the Issuers issued $455 million in aggregate principal amount of additional 5.250% senior unsecured notes due 2027. The proceeds from this issuance were used to redeem the remaining $455 million principal amount of 6.250% senior unsecured notes due 2022, and to pay accrued interest, related fees and expenses.

Each of our senior unsecured notes and the related guarantees 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. Each of our senior unsecured notes and the related guarantees are effectively subordinated to the Issuers' and the Guarantor's existing and future secured indebtedness to the extent of the collateral securing such indebtedness. Each of our senior unsecured notes and the related guarantees are also effectively subordinated to all indebtedness and other liabilities of the Issuers' subsidiaries other than the Guarantor.

The indentures governing our senior unsecured notes described above 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, Icahn Enterprises 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. Additionally, each of the senior unsecured notes outstanding as of June 30, 2021, except for the 4.750% senior unsecured notes due 2024, the 5.250% senior unsecured notes due 2027 and 4.375% senior unsecured notes due 2029, are subject to optional redemption premiums in the event we redeem any of the notes prior to certain dates as described in the indentures.

As of June 30, 2021 and December 31, 2020, we were in compliance with all covenants, including maintaining certain minimum financial ratios, as defined in the indentures. Additionally, as of June 30, 2021, based on covenants in the indentures governing our senior unsecured notes, we are not permitted to incur additional indebtedness; however, we are permitted to issue new notes in connection with debt refinancings of existing notes.

2021 At-The-Market Offering

On February 26, 2021, Icahn Enterprises announced the commencement of its "at-the-market" offering pursuant to its Open Market Sale Agreement, pursuant to which Icahn Enterprises may sell its depositary units, from time to time, during the term of the program ending on December 31, 2023, for up to $400 million in aggregate sale proceeds. During the six months ended June 30, 2021, Icahn Enterprises sold 6,618,919 depositary units pursuant to this agreement, resulting in gross proceeds of $384 million. As of June 30, 2021, Icahn Enterprises may sell its depositary units for up to an additional $16 million in aggregate sale proceeds pursuant to this agreement. No assurance can be made that any or all amounts will be sold during the term of the program. Icahn Enterprises' prior "at-the-market" offering was terminated on February 26, 2021.

LP Unit Distributions

During the six months ended June 30, 2021, Icahn Enterprises declared two quarterly distributions aggregating $4.00 per depositary unit in which each depositary unitholder had the option to make an election to receive either cash or additional depositary units. In connection with these distributions, aggregate cash distributions to all depositary unitholders that made a timely election to receive cash was $56 million during the six months ended June 30, 2021.

On August 4, 2021, the Board of Directors of the general partner of Icahn Enterprises declared a quarterly distribution in the amount of $2.00 per depositary unit, which will be paid on or about September 29, 2021 to depositary unitholders of record at the close of business on August 20, 2021. Depositary unitholders will have until September 17, 2021 to make a timely election to receive either cash or additional depositary units. If a unitholder does not make a timely election, it will automatically be deemed to have elected to receive the distribution in additional depositary units. Depositary unitholders who elect to receive (or who are deemed to have elected to receive) additional depositary units will receive units valued at the volume weighted average trading price of the units during the 5 consecutive trading days ending September 24, 2021. Icahn Enterprises will make a cash payment in lieu of issuing fractional depositary units to any unitholders electing to receive (or who are deemed to have elected to receive) depositary units.

The declaration and payment of distributions is reviewed quarterly by Icahn Enterprises GP's board of directors based upon a review of our balance sheet and cash flow, our expected capital and liquidity requirements, the provisions of our partnership agreement and provisions in our financing arrangements governing distributions, and keeping in mind that limited partners subject to U.S. federal income tax have recognized income on our earnings even if they do not receive distributions that could be used to satisfy any resulting tax obligations. The payment of future distributions will be determined by the board of directors quarterly, based upon the factors described above and other factors that it deems relevant at the time that declaration of a distribution is considered. Payments of distributions are subject to certain restrictions, including certain restrictions on our subsidiaries which limit their ability to distribute dividends to us. There can be no assurance as to whether or in what amounts any future distributions might be paid.

Investment Segment Liquidity

In addition to investments by us and Mr. Icahn, the Investment Funds historically have access to significant amounts of cash available from prime brokerage lines of credit, subject to customary terms and market conditions.

Additionally, our Investment segment liquidity is driven by the investment activities and performance of the Investment Funds. As of June 30, 2021, the Investment Funds' had a net long notional exposure of 5%. The Investment Funds' long exposure was 108% (107% long equity and 1% long credit) and its short exposure was 103% (83% short equity and 20% short credit and other). The notional exposure represents the ratio of the notional exposure of the Investment Funds' invested capital to the net asset value of the Investment Funds at June 30, 2021.

Of the Investment Funds' 108% long exposure, 102% was comprised of the fair value of its long positions (with certain adjustments) and 6% was comprised of single name equity forward contracts and credit contracts. Of the Investment Funds' 103% short exposure, 41% was comprised of the fair value of its short positions and 62% was comprised of short broad market index swap derivative contracts and short credit default swap contracts.

With respect to both our long positions that are not notionalized (102% long exposure) and our short positions that are not notionalized (41% short exposure), each 1% change in exposure as a result of purchases or sales (assuming no change in value) would have a 1% impact on our cash and cash equivalents (as a percentage of net asset value). Changes in exposure as a result of purchases and sales as well as adverse changes in market value would also have an effect on funds available to us pursuant to prime brokerage lines of credit.

With respect to the notional value of our other short positions (62% short exposure), our liquidity would decrease by the balance sheet unrealized loss if we were to close the positions at quarter end prices. This would be offset by a release of restricted cash balances collateralizing these positions as well as an increase in funds available to us pursuant to certain prime brokerage lines of credit. If we were to increase our short exposure by adding to these short positions, we would be required to provide cash collateral equal to a small percentage of the initial notional value at counterparties that require cash as collateral and then post additional collateral equal to 100% of the mark to market on adverse changes in fair value. For our counterparties who do not require cash collateral, funds available from lines of credit would decrease.

Other Segment Liquidity

Segment Cash and Cash Equivalents

Segment cash and cash equivalents (excluding our Investment segment) consists of the following:

	June 30, 2021	December 31, 2020
	(in millions)	
Energy	$ 519	$ 667
Automotive	53	25
Food Packaging	9	16
Metals	—	1
Real Estate	35	21
Home Fashion	4	2
Pharma	9	8
	$ 629	$ 740

Segment Borrowings and Availability

Segment debt consists of the following:

	June 30, 2021	December 31, 2020
	(in millions)	
Energy	$ 1,693	$ 1,691
Automotive	342	368
Food Packaging	158	151
Metals	26	16
Real Estate	2	1
Home Fashion	33	21
	$ 2,254	$ 2,248

Refer to our Annual Report on Form 10-K for the year ended December 31, 2020 for information concerning terms, restrictions and covenants pertaining to our subsidiaries' debt. As of June 30, 2021, all of our subsidiaries were in compliance with all debt covenants.

Our segments have additional borrowing availability under certain revolving credit facilities as summarized below:

	June 30, 2021
	(in millions)
Energy	$ 396
Automotive	85
Food Packaging	19
Metals	66
Home Fashion	13
	$ 579

The above outstanding debt and borrowing availability with respect to each of our continuing operating segments reflects third-party obligations.

In June 2021, CVR Partners issued $550 million in aggregate principal amount of 6.125% senior secured notes due 2028. Proceeds from these notes were used to fund a partial redemption of its existing 9.25% senior secured notes due

2023. These senior secured notes issued by CVR Partners are guaranteed on a senior secured basis by all of CVR Partners' existing domestic subsidiaries, excluding CVR Nitrogen Finance Corporation. The indenture governing these notes contain certain covenants that restrict the ability of the issuers and their restricted subsidiaries from incurring additional debt or issuing certain disqualified equity, create liens on certain assets to secure debt, pay dividends/distributions or make other equity distributions, purchase or redeem capital stock/common units, make certain investments, transfer and sell assets, agree to certain restrictions on the ability of restricted subsidiaries to make distributions, loans, or other asset transfers to the issuers, consolidate, merge, sell, or otherwise dispose of all or substantially all of their assets, engage in transactions with affiliates and designate restricted subsidiaries as unrestricted subsidiaries.

Subsidiary Dividends

In the second quarter of 2021, our Energy segment paid a special dividend, which was comprised of $241 million in cash as well as the common stock of an equity investment with a fair value of $251 million. Our portion of the dividend included $171 million in cash and the common stock of an equity investment with a fair value of $177 million.

Subsidiary Stock Repurchase Program

On October 23, 2019, the Board of Directors of CVR Energy approved a stock repurchase program which would enable it to repurchase up to $300 million of its common stock from time to time through open market transactions, block trades, privately negotiated transactions or otherwise in accordance with applicable securities laws. The stock repurchase program has a duration of four years, which may be terminated by the Board of Directors of CVR Energy at any time. Repurchases, if any, including the timing, price and amount, may be made at the discretion of CVR Energy management and CVR Energy is not obligated to make any repurchases. CVR Energy did not repurchase any shares of its common stock as of June 30, 2021. Due to the market and oil price volatility, coupled with the current economic conditions, CVR Energy does not currently intend to repurchase any stock if these, and other, conditions continue.

On May 6, 2020, the Board of Directors of CVR Partners' general partner approved a unit repurchase program which would enable it to repurchase up to $10 million of its common units from time to time through open market transactions, block trades, privately negotiated transactions or otherwise in accordance with applicable securities laws. On February 22, 2021, the Board of Directors of CVR Partners authorized an additional $10 million under the unit repurchase program. During 2021, CVR Partners repurchased common units on the open market at a cost of $1 million. As of June 30, 2021, CVR Partners has $12 million remaining under its unit repurchase program.

Consolidated Cash Flows

Our Holding Company's cash flows are generally driven by payments and proceeds associated with our senior unsecured debt obligations and payments and proceeds associated with equity transactions with Icahn Enterprises' depositary unitholders. Additionally, our Holding Company's cash flows include transactions with our Investment and other operating segments. Our Investment segment's cash flows are primarily driven by investment transactions, which are included in net cash flows from operating activities due to the nature of its business, as well as contributions to and distributions from Mr. Icahn and his affiliates (including Icahn Enterprises and Icahn Enterprises Holdings) and Brett Icahn, which are included in net cash flows from financing activities. Our other operating segments' cash flows are driven by the activities and performance of each business as well as transactions with our Holding Company, as discussed below.

The following table summarizes cash flow information for Icahn Enterprises' reporting segments and our Holding Company:

	Six Months Ended June 30, 2021 Net Cash Provided By (Used In)			Six Months Ended June 30, 2020 Net Cash Provided By (Used In)		
	Operating Activities	Investing Activities	Financing Activities	Operating Activities	Investing Activities	Financing Activities
	(in millions)					
Holding Company	$ (193)	$ 500	$ 319	$ (190)	$ (902)	$ (922)
Investment	(384)	—	46	(850)	—	751
Other Operating Segments:						
Energy	243	(141)	(250)	(49)	(361)	364
Automotive	(11)	23	14	(50)	(11)	58
Food Packaging	(13)	(6)	6	(9)	(6)	1
Metals	(7)	(1)	7	(3)	(1)	1
Real Estate	14	(4)	7	15	(9)	(4)
Home Fashion	(14)	(1)	11	(2)	(3)	6
Pharma	1	—	—	—	—	—
Other operating segments	213	(130)	(205)	(98)	(391)	426
Total before eliminations	(364)	370	160	(1,138)	(1,293)	255
Eliminations	—	(124)	124	—	787	(787)
Consolidated	$ (364)	$ 246	$ 284	$ (1,138)	$ (506)	$ (532)

Eliminations

Eliminations in the table above relate to certain of our Holding Company's transactions with our Investment and other operating segments. Our Holding Company's net (investments in) distributions from the Investments Funds, when applicable, are included in cash flows from investing activities for our Holding Company and cash flows from financing activities for our Investment segment. Similarly, our Holding Company's net distributions from (investments in) our other operating segments are included in cash flows from investing activities for our Holding Company and cash flows from financing activities for our other operating segments.

Holding Company

Our Holding Company's cash flows from operating activities for each of the six months ended June 30, 2021 and 2020 were primarily attributable to our semi-annual interest payments on our senior unsecured notes. The decrease in interest payments over the comparable periods is due to the timing of the payment of the semi-annual interest as our recent debt transactions resulted in a change in certain interest payment dates as well as a lower weighted average interest rate over the comparative periods. Our Holding Company also had lower interest income and tax receipts during the six months ended June 30, 2021 compared to the comparable prior year period.

Our Holding Company's cash flows from investing activities for the six months ended June 30, 2021 were primarily attributable to proceeds from the sale of equity investments of $376 million and dividends from our Energy segment of $171 million offset in part by net investments in/contributions to our operating subsidiaries aggregating $47 million, including an investment in our Automotive segment of $50 million. Our Holding Company's cash flows from investing activities for the six months ended June 30, 2020 were primarily due to our investment in the Investment Funds of $750 million (net of redemptions), our purchase of an equity investment of $114 million and investments in/contributions to our operating subsidiaries aggregating $130 million, including an investment in our Automotive segment of $115 million. This was offset in part by net cash dividends from our Energy segment of $85 million and distributions from our Real Estate segment of $8 million.

Our Holding Company's cash flows from financing activities for the six months ended June 30, 2021 were due to proceeds from our "at-the-market" offering offset in part by aggregate payments on our quarterly distributions. Our

Holding Company's cash flows from financing activities for the six months ended June 30, 2020 were primarily due to the effects of certain debt refinancing transactions, which included the repayment of certain senior unsecured notes in January 2020 using proceeds from senior unsecured note issuances in December 2019, and aggregate payments on our quarterly distributions. This was offset in part by proceeds from our "at-the-market" offering.

Investment Segment

Our Investment segment's cash flows from operating activities for the comparable periods were attributable to its net investment transactions.

Our Investment segment's cash flows from financing activities for the six months ended June 30, 2021 were attributable to Brett Icahn's contribution to the Funds of $46 million. Our Investment segment's cash flows from financing activities for the six months ended June 30, 2020 were attributable to our investment in the Investment Funds of $750 million, net of redemptions, and $1 million from Mr. Icahn and his affiliates (excluding us).

Other Operating Segments

Our other operating segments' cash flows from operating activities included net cash flows from operating activities before changes in operating assets and liabilities of $(74) million and $(11) million for the six months ended June 30, 2021 and 2020, respectively, primarily due to the result of our Energy and Automotive segments for each period. The change in cash flows from operating activities for the six months ended June 30, 2021 as compared to the comparable prior year period was primarily due to changes in working capital attributable to our Energy segment. Our Energy segment's working capital improved over the comparable periods primarily due to the increase in crude oil prices during 2021 and increases in its open RFS position.

Our other operating segments' cash flows from investing activities were primarily due to the purchase of investments of zero in 2021 compared to $140 million in 2020 and due to capital expenditures of $158 million in 2021, primarily for our Energy segment's RDU project, and $115 million in 2020, primarily within our Energy and Automotive segments for both periods. In addition, our Energy segment acquired a pipeline for cash consideration of $20 million in the first quarter of 2021.

Our other operating segments' cash flows from financing activities were primarily due to net debt transactions. In 2020, our Energy segment had net proceeds from senior debt transactions of $500 million. In addition, our other operating segments also had net distributions to our Holding Company aggregating $124 million for the six months ended June 30, 2021 compared to net contributions aggregating $37 million for the six months ended June 30, 2020, as described above. For the six months ended June 30, 2021 and 2020, our Energy segment had distributions to non-controlling interests of $70 million and $36 million, respectively.

Consolidated Capital Expenditures

There have been no material changes to our planned capital expenditures as compared to the estimated capital expenditures for 2021 reported in our Annual Report on Form 10-K for the year ended December 31, 2020.

Critical Accounting Estimates

The critical accounting estimates used in the preparation of our condensed consolidated financial statements that we believe affect our more significant judgments and estimates used in the preparation of our condensed consolidated financial statements presented in this Report are described in Management's Discussion and Analysis of Financial Condition and Results of Operations and in the Notes to the consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2020.

There have been no material changes to our critical accounting policies and estimates during the six months ended June 30, 2021 as compared to those reported in our Annual Report on Form 10-K for the year ended December 31, 2020.

Recently Issued Accounting Standards

Refer to Note 2, “Basis of Presentation and Summary of Significant Accounting Policies,” to the condensed consolidated financial statements for a discussion of recent accounting pronouncements applicable to us.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Except as discussed below, information about our quantitative and qualitative disclosures about market risk did not differ materially from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2020.

Market Risk

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.

Investment

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 condensed 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 Investment segment.

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 condensed consolidated balance sheets. Based on their respective balances as of June 30, 2021, 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 be negatively impacted by approximately $1,060 million, $423 million and $932 million, respectively. However, as of June 30, 2021, we estimate that the impact to our share of the net gain (loss) from investment activities reported in our condensed consolidated statement of operations would be less than the change in fair value since we have an investment of approximately 46% in the Investment Funds, and the non-controlling interests in income would correspondingly offset approximately 54% of the change in fair value.

Item 4. Controls and Procedures

As of June 30, 2021, 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 Securities and Exchange Commission 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, 2021 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

We are, and will continue to be, subject to litigation from time to time in the ordinary course of business. Refer to Note 16, “Commitments and Contingencies” to the condensed consolidated financial statements, which is incorporated by reference into this Part II, Item 1 of this Report, for information regarding our lawsuits and proceedings. Except for the lawsuits and proceedings disclosed in Note 16, there were no material changes to our lawsuits and proceedings as compared to those reported in our Annual Report on Form 10-K for the year ended December 31, 2020.

Item 1A. Risk Factors

There were no material changes to our risk factors during the six months ended June 30, 2021 as compared to those reported in our Annual Report on Form 10-K for the year ended December 31, 2020.

Item 6. Exhibits

Exhibit No.	Description
10.1	Deferred Unit Agreement Pursuant to the Icahn Enterprises L.P. 2017 Long-Term Incentive Plan, dated April 26, 2021, among Icahn Enterprises L.P. and Aris Kekedjian.
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.
32.1	Certification of Chief Executive Officer and 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.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
104	Cover Page Interactive Data File (formatted in Inline XBRL in Exhibit 101).

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/David Willetts
David Willetts,
Chief Financial Officer and Director

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

By: /s/Ted Papapostolou
Ted Papapostolou,
Chief Accounting Officer

Date: August 6, 2021

Icahn Enterprises Holdings L.P.

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

By: /s/David Willetts
David Willetts,
Chief Financial Officer and Director

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

By: /s/Ted Papapostolou
Ted Papapostolou,
Chief Accounting Officer

Date: August 6, 2021

ICAHN ENTERPRISES L.P.

DEFERRED UNIT AGREEMENT
PURSUANT TO THE
ICAHN ENTERPRISES L.P.
2017 LONG-TERM INCENTIVE PLAN

This AGREEMENT ("**Agreement**") is effective as of April 26, 2021 by and between Icahn Enterprises L.P., a Delaware limited partnership (the "**Partnership**"), and Aris Kekedjian (the "**Participant**").

Terms and Conditions

The Committee hereby grants to the Participant as a Service Provider of the Partnership or any of its Affiliates (collectively, the Partnership and its Affiliates shall be referred to herein as the "**Employer**"), as of the date hereof (the "**Grant Date**"), pursuant to the Icahn Enterprises L.P. 2017 Long-Term Incentive Plan, as it may be amended from time to time (the "**Plan**"), the number of deferred Units of the Partnership ("**Deferred Units**") set forth in Section 1 below.

Except as otherwise indicated, any capitalized term used but not defined herein shall have the meaning ascribed to such term in the Plan. A copy of the Plan has been delivered to the Participant. By signing and returning this Agreement, the Participant acknowledges having received and read a copy of the Plan and agrees to comply with the Plan, this Agreement and all applicable laws and regulations.

Accordingly, the parties hereto agree as follows:

1. **Grant of Deferred Units**. Subject in all respects to the Plan and the terms and conditions set forth herein and therein, effective as of the Grant Date, the Partnership hereby awards to the Participant 132,670 Deferred Units. Each Deferred Unit represents the Participant's right to receive, and the Partnership's obligation to deliver, one Unit for each Deferred Unit, or, in the discretion of the Board, an amount in cash equal to the Value (as defined below) of one Unit, subject to the vesting conditions set forth in Section 2 below and the other terms and conditions of this Agreement and the Plan. The Deferred Units shall be credited to a book entry account maintained by the Partnership (or its designee) on behalf of the Participant.

2. **Terms of Deferred Units**.

(a) **Rights as a Unitholder**. The Participant shall not have any rights of a holder of Units with respect to the Deferred Units unless and until the Deferred Units vest and are settled by the issuance of Units in accordance with Section 3 below.

(b) **Dividend Equivalents.** If the Participant holds Deferred Units on the date on which any dividend is paid on Units (whether in the form of cash or units), the Participant will be entitled to receive a dividend equivalent (a "**Dividend Equivalent**"). A

Dividend Equivalent is an amount, for each one Deferred Unit held, equal to the amount of the dividend declared and paid in respect of one Unit. Dividend Equivalents will be credited in cash, provided that if the dividend is payable in the form of Units, the cash amount of the Dividend Equivalent will be equal to the Fair Market Value of the Units as of the date the dividend is paid. Dividend Equivalents will be subject to the same vesting and other conditions as the Deferred Units to which they relate. If and to the extent that the underlying Deferred Units are forfeited, all related Dividend Equivalents shall also be forfeited. Dividend Equivalents will be paid in cash, without interest, at the same time the underlying Deferred Units are settled.

(c) **Vesting of Deferred Units**.

(i) The Deferred Units (together with any Dividend Equivalents thereon) shall vest in full on the third (3rd) anniversary of the Grant Date (the "**Vesting Date**"), provided that the Participant has not experienced a Termination prior to the Vesting Date and remains employed in good standing from the Grant Date up to and including the Vesting Date.

(ii) Notwithstanding Section 2(c)(i), in the event the Participant's employment is terminated by the Employer without "Cause" (as defined below) or due to Participant's death or Disability, in each case prior to the Vesting Date, a *pro rata* portion of the Deferred Units (together with any Dividend Equivalents thereon) shall immediately become vested on the date of such Termination or death or Disability, calculated by multiplying the number of Deferred Units by a fraction, the numerator of which is the number of days the Participant was employed by the Employer from the Grant Date until the date of Termination or death or Disability, and the denominator of which is the number of days from the Grant Date until the Vesting Date. The vesting of the Deferred Units on the date of Termination or death or Disability and the settlement of the vested Deferred Units thereafter shall be subject to the Participant's (or the Participant's estate's) execution (and non-revocation) of a general release of claims against the Employer, its officers, directors, managers, employees, agents and affiliates substantially in the form attached hereto as Exhibit A (the "**Release**"), and such Release becoming effective in accordance with its terms, within sixty (60) days following the date of Termination or death or Disability.

(iii) Notwithstanding the definition of "Cause" in the Plan, for all purposes of this Agreement, "**Cause**" shall mean, as determined by the Employer in its sole discretion, the Participant's: (A) willful failure to perform substantially his duties (other than any such failure resulting from incapacity due to documented Disability); (B) commission of, or indictment for, a felony or any crime involving fraud or embezzlement or dishonestly or conviction of, or plea of *nolo contendere* to a crime or misdemeanor (other than a traffic violation) punishable by imprisonment under federal, state or local law; (C) engagement in an act of fraud or other act of willful dishonesty or misconduct toward the Employer, detrimental to the Employer, or in the performance of the Participant's duties; (D) negligence in the performance of his employment duties that has a detrimental effect on the Employer; (E) violation of a federal or state securities law or regulation; (F) the use of a controlled substance without a prescription or the use of alcohol which, in each case, significantly impairs the Participant's ability to carry out his duties and responsibilities; (G) material violation of the policies and procedures of the Employer; (H) embezzlement and/or misappropriation of property of the Employer; or (I) engaging in conduct involving any immoral acts which is reasonably likely to impair the reputation of the Employer.

(d) **Forfeiture**. Except as provided in Section 2(c)(ii) above, the Participant shall forfeit to the Partnership, without compensation, any and all unvested Deferred Units (together with all Dividend Equivalents in respect of such unvested Deferred Units) immediately upon the Termination of Participant's employment by the Partnership for Cause or by the Participant for any reason. In addition, if the Participant's employment is terminated by the Employer without Cause or due to Participant's death or Disability, in each case prior to the Vesting Date, and the Participant (or the Participant's estate) does not timely execute the Release, or the Release has not become irrevocable by its terms on or before the sixtieth (60th) day following the date of Participant's Termination, all Deferred Units and all Dividend Equivalents related thereto shall immediately be forfeited without compensation.

3. **Settlement**. Within sixty (60) days following the Vesting Date or the date of Termination or death or Disability, as applicable, the Employer shall (i) issue and deliver to the Participant (or the Participant's estate) that number of Units (together with all Dividend Equivalents in respect of such vested Deferred Units) equal to the number of vested Deferred Units, and (ii) deposit such Units into a brokerage account designated by the Participant (and once deposited in such account, the Units shall be non-forfeitable and freely transferrable, subject to applicable law). Notwithstanding the foregoing, the Board may, in its sole discretion, settle the vested Deferred Units (or any portion thereof) by paying the Participant (or the Participant's estate) an amount in cash equal to the product of (A) the "Value" (as defined below) of one Unit on the date of settlement, and (B) the number of any such vested Deferred Units. Notwithstanding anything to the contrary, if such sixty (60)-day period following the Termination or death or Disability begins in one calendar year and ends in a second calendar year, the vested Deferred Units will be settled in the second calendar year. For all purposes of this Agreement, "**Value**" shall mean the volume weighted average price of one Unit for the one hundred and eighty (180)-day period ending on the trading day immediately prior to the settlement date, as reported on the principal national securities exchange in the United States on which the Units are then traded, or, if not traded on any such national securities exchange, as quoted on an automated quotation system sponsored by the Financial Industry Regulatory Authority. If the Units are not traded, listed or otherwise reported or quoted, then the Value of one Unit shall mean the Fair Market Value of one Unit.

4. **Certain Legal Restrictions**. The Plan, this Agreement, the granting and vesting of the Deferred Units, and any obligations of the Partnership under the Plan and this Agreement, shall be subject to all applicable federal, state and local laws, rules and regulations, and to such approvals by any regulatory or governmental agency as may be required, and to any rules or regulations of any exchange on which the Units are listed.

5. **Withholding of Taxes**.

(a) **Responsibility for Taxes**. The Partnership or any Affiliate shall have the right to withhold from any compensation or other amount owing to the Participant due to settlement of the Deferred Units applicable withholding taxes as provided in Section 3.9 of the Plan. The Participant acknowledges that, regardless of any action the Employer takes with respect to any or all income tax, employment tax, payroll tax, foreign tax, local tax or any other taxes related to the Participant's participation in the Plan and the granting, vesting, settlement and/or payment of the Deferred Units (collectively, the "**Taxes**"), the ultimate liability for all Taxes is and remains his responsibility and may exceed the amount to be withheld by the Employer. The Participant further acknowledges that the Partnership and the Employer (1) make no representations or undertakings regarding the treatment of any Taxes in connection with any aspect of the Deferred Units, including, but not limited to, the granting, vesting, settlement or payment of the Deferred Units, any issuance of Units (if applicable) upon payment or settlement of the Deferred Units, any subsequent sale of Units that may be acquired pursuant to such issuance (if applicable) and the receipt of Dividend Equivalents; and (2) do not commit to structure the terms of the grant or any aspect of the Deferred Units to reduce or eliminate the Participant's liability for Taxes or achieve any particular tax result.

(b) **Payment for Taxes Upon Settlement in Units**. If any tax withholding is required when the Deferred Units are settled in Units, the Employer shall have the right, but not the obligation, to withhold a portion of the Units that has an aggregate Fair Market Value sufficient to pay all required withholding Taxes thereon, and will pay such amounts to the relevant taxing authorities. The Fair Market Value of any Units withheld to satisfy any such tax withholding obligations shall not exceed the amount determined by the applicable minimum statutory withholding rates (or the maximum individual statutory withholding rates for the applicable jurisdiction if use of such rates would not result in adverse accounting consequences or cost). To the maximum extent permitted by law, the Employer has the right to retain without notice from any fees, salary or other amounts (including, without limitation, Units) payable to the Participant, cash having a sufficient value to satisfy any Taxes that the Employer determines cannot be satisfied through the withholding of otherwise deliverable Units or that are due prior to the issuance of Units.

6. **Restrictive Covenants**. The grant of Deferred Units herein is made in consideration of the services to be rendered by the Participant to the Employer, and the non-disparagement, non-compete and non-solicitation covenants of the Participant contained in the offer letter between Icahn Enterprises L.P. and the Participant dated April 4, 2021.

7. **Provisions of Plan Control**. This Agreement is subject to all the terms, conditions and provisions of the Plan, including, without limitation, the amendment provisions thereof, and to such rules, regulations and interpretations relating to the Plan as may be adopted by the Committee and as may be in effect from time to time. The Plan is incorporated herein by reference. If and to the extent that any provision of this Agreement conflicts or is inconsistent with the non-discretionary terms set forth in the Plan, the Plan shall control, and this Agreement shall be deemed to be modified accordingly. Notwithstanding the foregoing, no amendment or modification to the Plan adopted after the date hereof shall adversely affect Participant's rights under this Agreement without his prior written consent.

8. **Entire Agreement**. This Agreement contains the entire understanding of the parties with respect to the subject matter hereof and supersedes any prior agreements between the Employer and the Participant with respect to the subject matter hereof.

9. **Notices**. Any notice to be given under the terms of this Agreement to the Partnership shall be addressed to the Partnership in care of the General Counsel of the Partnership (or any other person or entity as designated by the Committee) at the Partnership's principal office, and any notice to be given to a Participant shall be addressedto the Participant at the Participant's last address reflected on the Employer's records. By a notice given pursuant to this Section 9, either party may hereafter designate a different address for notices to be given to that party. Any notice or communication given hereunder shall be in writing or by electronic means as set forth in Section 13 below and, if in writing, shall be deemed to have been duly given: (i) when delivered in person; (ii) two (2) days after being sent by United States mail; or (iii) on the first business day following the date of deposit if delivered by a nationally recognized overnight delivery service.

10. **No Guaranteed Employment or Other Service Relationship**. Nothing contained in this Agreement shall affect the right of the Partnership or any of its Affiliates to terminate the Participant's employment or other service relationship at any time, with or without Cause, or shall be deemed to create any rights to employment or continued employment or other service relationship. The rights and obligations arising under this Agreement are not intended to and do not affect the Participant's employment or other service relationship that otherwise exists between the Participant and the Partnership or any of its Affiliates, whether such employment or other service relationship is at will or defined by an employment or other service contract. Moreover, this Agreement is not intended to and does not amend any existing employment or other service contract between the Participant and the Partnership or any of its Affiliates; to the extent there is a conflict between this Agreement and such an employment or other service contract, the employment or other service contract shall govern and take priority.

11. WAIVER OF JURY TRIAL. EACH PARTY TO THIS AGREEMENT, FOR ITSELF AND ITS AFFILIATES, HEREBY IRREVOCABLY AND UNCONDITIONALLY WAIVES TO THE FULLEST EXTENT PERMITTED BY APPLICABLE LAW ALL RIGHT TO TRIAL BY JURY IN ANY ACTION, PROCEEDING OR COUNTERCLAIM (WHETHER BASED ON CONTRACT, TORT OR OTHERWISE) ARISING OUT OF OR RELATING TO THE ACTIONS OF THE PARTIES HERETO OR THEIR RESPECTIVE AFFILIATES PURSUANT TO THIS AGREEMENT OR IN THE NEGOTIATION, ADMINISTRATION, PERFORMANCE OR ENFORCEMENT OF THIS AGREEMENT.

12. **Interpretation**. All section titles and captions in this Agreement are for convenience only, shall not be deemed part of this Agreement, and in no way shall define, limit, extend or describe the scope or intent of any provisions of this Agreement.

13. **Mode of Communications**. The Participant agrees, to the fullest extent permitted by applicable law, in lieu of receiving documents in paper format, to accept electronic delivery of any documents that the Partnership or any of its Affiliates may deliverin connection with this grant of Deferred Units and any other grants offered by thePartnership, including, without limitation, prospectuses, grant notifications, account statements, annual or quarterly reports, and other communications. The Participant further agrees that electronic delivery of a document may be made via the Employer's e-mail system

or by reference to a location on the Employer's intranet or website or the online brokerage account system.

14. **No Waiver**. No failure by any party to insist upon the strict performance of any covenant, duty, agreement or condition of this Agreement or to exercise any right or remedy consequent upon a breach thereof shall constitute waiver of any such breach or any other covenant, duty, agreement or condition.

15. **Severability**. If any provision of this Agreement is declared or found to be illegal, unenforceable or void, in whole or in part, then the parties hereto shall be relieved of all obligations arising under such provision, but only to the extent that it is illegal, unenforceable or void, it being the intent and agreement of the parties hereto that this Agreement shall be deemed amended by modifying such provision to the extent necessary to make it legal and enforceable while preserving its intent or, if that is not possible, by substituting therefor another provision that is legal and enforceable and achieves the same objectives.

16. **Counterparts**. This Agreement may be executed in counterparts, all of which together shall constitute one agreement binding on all the parties hereto, notwithstanding that all such parties are not signatories to the original or the same counterpart.

17. **Governing Law**. This Agreement shall be governed by and construed in accordance with the internal laws of the State of New York, without giving effect to its principles of conflict of laws.

18. **Section 409A**. Although the Employer does not guarantee to the Participant any particular tax treatment relating to the Award under this Agreement, it is intended that all payments pursuant to this Award shall be exempt from Section 409A, and this Agreement shall be interpreted and administered in accordance with such intentions. In no event shall the Partnership or any of its Affiliates be liable for any additional tax, interest or penalties that may be imposed on the Participant by reason of Section 409A or any damages for failing to qualify for an exemption from, or comply with, Section 409A.

*[**Remainder of Page Intentionally Left Blank**]*

IN WITNESS WHEREOF, the parties have executed this Agreement on the date and year first above written.

ICAHN ENTERPRISES L.P.

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

By: /s/Ted Papapostolou
Name: Ted Papapostolou
Title: Chief Accounting Officer

PARTICIPANT

/s/Aris Kekedjian
Aris Kekedjian

[Aris Kekedjian Deferred Unit Agreement Signature Page]

Exhibit A

General Release of Claims

This General Release of All Claims (the "General Release") dated as of [DATE], is made by Aris Kekedjian ("Employee") under the Deferred Unit Agreement dated April 26, 2021 (the "Award Agreement") pursuant to the Icahn Enterprises L.P. 2017 Long-Term Incentive Plan, as it may be amended from time to time (the "Plan"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged. Unless otherwise defined herein, the terms defined in the Award Agreement or the Plan, asapplicable, shall have the same defined meaning in this General Release. For purposes of this General Release, the "Company" means, collectively, Icahn Enterprises L.P., Icahn Enterprises Holdings L.P., Icahn Capital LP, and their respective Affiliates.

1. The Employee, for himself, his spouse, heirs, administrators, children, representatives, executors, successors, assigns, and all other persons claiming through Employee, if any, does hereby release, waive, and forever discharge the Company and its officers, directors, employees and agents (collectively, the "Releasees"), from, and does fully waive any obligations of Releasees to Employee for, any and all liability, actions, charges, causes of action, demands, damages, or claims for relief, remuneration, sums of money, accounts or expenses (including, without limitation, attorneys' fees and costs) of any kind whatsoever, whether known or unknown or contingent or absolute, which heretofore has been or may have been suffered or sustained, directly or indirectly, by Employee in consequence of, arising out of, or in any way relating to Employee's employment with the Company and the termination of Employee's employment. The foregoing release, discharge and waiver includes, but is not limited to, all claims, and any obligations or causes of action arising from such claims, under common or statutory law including, without limitation, any state or federal discrimination, fair employment practices or any other employment-related statute or regulation (as they may have been amended through the date of this General Release) prohibiting discrimination or harassment based upon any protected status including, without limitation, race, color, religion, national origin, age, gender, marital status, disability, handicap, veteran status or sexual orientation. Without limitation, specifically included in this paragraph are any and all waivable claims arising under the Federal Rehabilitation Act, the Age Discrimination in Employment Act of 1967, Title VII of the Civil Rights Act of 1964, Sections 1981 through 1988 of Title 42 of the United StatesCode, the Americans with Disabilities Act, the Equal Pay Act, the Older Workers Benefits Protection Act, the Genetic Information Non-Discrimination Act, the Immigration Reform and Control Act, the Uniformed Services Employment and Reemployment Rights Act, the Employee Retirement Income Security Act of 1974, the Family and Medical Leave Act of 1993, the National Labor Relations Act, the Consolidated Omnibus Budget Reconciliation Act of 1985, the Sarbanes-Oxley Act, the Dodd-Frank Act, the Florida Civil Rights Act, theFlorida Equal Pay Law, the Florida AIDS Act, the Florida Sickle-Cell Trait Discrimination Law, the Florida Private Whistleblower Protection Law, the Florida Public Whistle- Blower's Act, the Florida Worker's Compensation Retaliation Law, the Florida Unpaid Wages Law, the Florida Minimum Wage Act, the Florida Leave to Victims of Domestic Violence Act, the Florida Constitution, and any similar state and federal laws (in each case,as such law was enacted or has been amended). The foregoing release and discharge also

expressly includes, without limitation, any claims under any state or federal common law theory, including, without limitation, wrongful or retaliatory discharge, breach of express or implied contract, promissory estoppel, unjust enrichment, breach of covenant of good faith and fair dealing, violation of public policy, defamation, interference with contractual relations, intentional or negligent infliction of emotional distress, invasion of privacy, misrepresentation, deceit, fraud or negligence, claims for alleged physical or personal injury, emotional distress relating to or arising out of Employee's employment with the Company or the termination of that employment; and any claims under the WARN Act or any similar law, which requires, among other things, that advance notice be given of certain work force reductions. All of the claims, liabilities, actions, charges, causes of action, demands, damages, remuneration, sums of money, accounts or expenses described in this Section 1 shall be described, collectively as the "Released Claims". Employee waives Employee's right to any monetary recovery should any agency (such as the Equal Employment Opportunity Commission) pursue any claims on Employee's behalf. Nothing in this General Release shall be deemed to waive Employee's right to file a charge with or participate in any investigation or proceeding conducted by the U.S. Equal Employment Opportunity Commission or other government agency, except that even if Employee files a charge or participates in such an investigation or proceeding, Employee will not be able to recover damages or equitable relief of any kind from the Releasees with respect to the Released Claims.

2. Excluded from this General Release are the following: (i) claims and rights that arise after the date Employee signs this General Release; and (ii) any claims for vested benefits Employee may have under any employee benefit plan subject to the Employee Retirement Income Security Act of 1974, as amended.

3. Any unresolved dispute arising out of this General Release shall be litigated in any court of competent jurisdiction in the County of Miami-Dade in the State of Florida; provided, however, that the Company may elect to pursue a court action to seek injunctive relief in any court of competent jurisdiction to terminate the violation of its proprietary rights, including but not limited to trade secrets, copyrights or trademarks and to protect any confidential information. Each party shall pay its own costs and fees in connection with any litigation hereunder.

4. Employee acknowledges and recites that:

(a) Employee has executed this General Release knowingly and voluntarily;

(b) Employee has read and understands this General Release in its entirety;

(c) Employee has been advised and directed orally and in writing (and this subparagraph (c) constitutes such written direction) to seek legal counsel and any other advice he wishes with respect to the terms of this General Release before executing it;

(d) Employee's execution of this General Release has not been forced by any employee or agent of the Company, and Employee has had an opportunity to negotiate about the terms of this General Release and that the agreements and obligations herein are made voluntarily, knowingly and without duress, and that neither the Company nor its agents have made any representation inconsistent with the General Release; and

(e) Employee has been offered 21 calendar days after receipt of this General Release to consider its terms before executing it.

5. This General Release shall be governed by, and construed in accordance with, the laws of the United States applicable thereto and the internal laws of the State of Florida, without giving effect to the conflicts of law principles thereof.

6. Employee represents that he has returned all property belonging to the Company required to be returned including, without limitation, keys, access cards, computer software and any other equipment or property. Employee further represents that he has delivered to the Company all documents or materials of any nature belonging to it, whether an original or copies of any kind, including any confidential information, required to be returned.

7. Employee shall have seven days from the date he signs this General Releaseto revoke it by providing written notice of the revocation to the Company, in which event this General Release shall be unenforceable and null and void. Provided Employee does not revoke this General Release, it shall become effective on the eighth day after Employee signs this General Release.

8. Employee agrees and acknowledges that he continues to be subject to the restrictive covenant provisions contained in the offer letter between Icahn Enterprises L.P. and the Employee dated April 4, 2021, including but not limited to the non-disparagement, non-compete and non-solicitation covenants therein.

Employee represents and agrees that he has carefully read this General Release; that he has been given ample opportunity to consult with legal counsel or any other party to the extent, if any, that he desires; and that he is voluntarily signing by his own free act.

PLEASE READ THIS GENERAL RELEASE CAREFULLY. IT CONTAINS A RELEASE OF ALL KNOWN AND UNKNOWN CLAIMS.

ICAHN ENTERPRISES L.P.

By: Icahn Enterprises G.P. Inc., its General Partner

By:________________________
Name:
Title:

Date: [DATE]

EMPLOYEE:

Aris Kekedjian

Date: [DATE]

EXHIBIT 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

I, Aris Kekedjian, certify that:

1. I have reviewed this joint quarterly report on Form 10-Q of Icahn Enterprises L.P. and Icahn Enterprises Holdings L.P. for the period ended June 30, 2021;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrants as of, and for, the periods presented in this report;

4. The registrants' other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrants and we have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrants' disclosure controls and procedures and presented in the report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrants' internal control over financial reporting that occurred during the registrants' most recent fiscal quarter (the registrants' fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrants' internal control over financial reporting.

5. The registrants' other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrants' auditors and the audit committee of the registrants' board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrants' ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrants' internal control over financial reporting.

/s/Aris Kekedjian

Aris Kekedjian

President and Chief Executive Officer of Icahn Enterprises G.P. Inc., the general partner of Icahn Enterprises L.P. and Icahn Enterprises Holdings L.P.

Date: August 6, 2021

EXHIBIT 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

I, David Willetts, certify that:

1. I have reviewed this joint quarterly report on Form 10-Q of Icahn Enterprises L.P. and Icahn Enterprises Holdings L.P. for the period ended June 30, 2021;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrants as of, and for, the periods presented in this report;

4. The registrants' other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting as defined in Exchange Act Rules 13a-15(f) and 15d-15(f) for the registrants and we have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrants' disclosure controls and procedures and presented in the report our conclusions about the effectiveness of the disclosure controls and procedures as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrants' internal control over financial reporting that occurred during the registrants' most recent fiscal quarter (the registrants' fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrants' internal control over financial reporting.

5. The registrants' other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrants' auditors and the audit committee of the registrants' board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrants' ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrants' internal control over financial reporting.

/s/David Willetts

David Willetts

Chief Financial Officer of Icahn Enterprises G.P. Inc., the general partner of Icahn Enterprises L.P. and Icahn Enterprises Holdings L.P.

Date: August 6, 2021

EXHIBIT 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

Pursuant to Section 906 of the Sarbanes Oxley Act of 2002 (18 U.S.C. 1350) and Rules 13a-14(b) of the Securities Exchange Act of 1934

In connection with the joint quarterly report on Form 10-Q of Icahn Enterprises L.P. and Icahn Enterprises Holdings L.P., for the period ended June 30, 2021, the undersigned certify that, to the best of his knowledge, based upon a review of the Icahn Enterprises L.P. and Icahn Enterprises Holdings L.P. joint quarterly report on Form 10-Q for the period ended June 30, 2021:

(1) The report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the registrants.

/s/Aris Kekedjian

Aris Kekedjian

President and Chief Executive Officer of Icahn Enterprises G.P. Inc., the general partner of Icahn Enterprises L.P. and Icahn Enterprises Holdings L.P.

Date: August 6, 2021

/s/David Willetts

David Willetts

Chief Financial Officer of Icahn Enterprises G.P. Inc., the general partner of Icahn Enterprises L.P. and Icahn Enterprises Holdings L.P.

Date: August 6, 2021