

ICAHN ENTERPRISES L.P.

FORM 10-K (Annual Report)

Filed 03/01/17 for the Period Ending 12/31/16

Address	767 FIFTH AVENUE SUITE 4600 NEW YORK, NY 10153
Telephone	212-702-4300
CIK	0000813762
Symbol	IEP
SIC Code	3714 - Motor Vehicle Parts and Accessories
Industry	Oil & Gas Refining and Marketing
Sector	Energy
Fiscal Year	12/31

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

FORM 10-K

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

For the Fiscal Year Ended December 31, 2016

(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.)
001-09516	ICAHN ENTERPRISES L.P. 767 Fifth Avenue, Suite 4700 New York, NY 10153 (212) 702-4300	Delaware	13-3398766

333-118021-01	ICAHN ENTERPRISES HOLDINGS L.P. 767 Fifth Avenue, Suite 4700 New York, NY 10153 (212) 702-4300	Delaware	13-3398767
---------------	----------------------------------------------------------------------------------------------------------------	----------	------------

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

Title of Each Class

Name of Each Exchange on Which Registered

Depository Units of Icahn Enterprises L.P.
Representing Limited Partner Interests

NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined by Rule 405 of the Securities Act.

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

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

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

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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

Icahn Enterprises L.P.

Icahn Enterprises Holdings L.P.

Large Accelerated Filer

Accelerated Filer

Large Accelerated Filer

Accelerated Filer

Non-accelerated Filer

Smaller Reporting Company

Non-accelerated Filer

Smaller Reporting Company

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

The aggregate market value of Icahn Enterprises' depository units held by non-affiliates of the registrant as of June 30, 2016, the last business day of the registrant's most recently completed second fiscal quarter, based upon the closing price of depository units on the Nasdaq Global Select Market on such date was \$786 million.

As of March 1, 2017, there were 155,912,253 of Icahn Enterprises' depository units outstanding.

**ICAHN ENTERPRISES L.P.
ICAHN ENTERPRISES HOLDINGS L.P.**

TABLE OF CONTENTS

	Page No.	
PART I		
<u>Item 1.</u>	<u>Business</u>	<u>1</u>
<u>Item 1A.</u>	<u>Risk Factors</u>	<u>23</u>
<u>Item 1B.</u>	<u>Unresolved Staff Comments</u>	<u>98</u>
<u>Item 2.</u>	<u>Properties</u>	<u>98</u>
<u>Item 3.</u>	<u>Legal Proceedings</u>	<u>101</u>
<u>Item 4.</u>	<u>Mine Safety Disclosures</u>	<u>101</u>
PART II		
<u>Item 5.</u>	<u>Market for Registrant's Common Equity, Related Security Holder Matters and Issuer Purchases of Equity Securities</u>	<u>102</u>
<u>Item 6.</u>	<u>Selected Financial Data</u>	<u>103</u>
<u>Item 7.</u>	<u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>	<u>107</u>
<u>Item 7A.</u>	<u>Quantitative and Qualitative Disclosures about Market Risk</u>	<u>130</u>
<u>Item 8.</u>	<u>Financial Statements and Supplementary Data</u>	<u>135</u>
<u>Item 9.</u>	<u>Changes In and Disagreements With Accountants on Accounting and Financial Disclosure</u>	<u>226</u>
<u>Item 9A.</u>	<u>Controls and Procedures</u>	<u>226</u>
<u>Item 9B.</u>	<u>Other Information</u>	<u>228</u>
PART III		
<u>Item 10.</u>	<u>Directors, Executive Officers and Corporate Governance</u>	<u>229</u>
<u>Item 11.</u>	<u>Executive Compensation</u>	<u>233</u>
<u>Item 12.</u>	<u>Security Ownership of Certain Beneficial Owners and Management and Related Security Holder Matters</u>	<u>238</u>
<u>Item 13.</u>	<u>Certain Relationships and Related Transactions, and Director Independence</u>	<u>239</u>
<u>Item 14.</u>	<u>Principal Accountant Fees and Services</u>	<u>244</u>
PART IV		
<u>Item 15.</u>	<u>Exhibits and Financial Statement Schedules</u>	<u>245</u>
<u>Item 16.</u>	<u>Form 10-K Summary</u>	<u>245</u>

EXPLANATORY NOTE

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

PART I

Item 1. Business.

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 indirectly 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 December 31, 2016. Icahn Enterprises Holdings and its subsidiaries own substantially all of our assets and liabilities and conduct substantially all of our operations. Therefore, the financial results of Icahn Enterprises and Icahn Enterprises Holdings are substantially the same, with differences relating primarily to debt, as discussed further in Note 10, "Debt," to the consolidated financial statements, and 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. Mr. Icahn and his affiliates owned approximately 90.1% of Icahn Enterprises' outstanding depositary units as of March 1, 2017.

Mr. Icahn's estate has been designed to assure the stability and continuation of Icahn Enterprises with no need to monetize his interests for estate tax or other purposes. In the event of Mr. Icahn's death, control of Mr. Icahn's interests in Icahn Enterprises and its general partner will be placed in charitable and other trusts under the control of senior Icahn Enterprises executives and family members.

We are a diversified holding company owning subsidiaries currently engaged in the following continuing operating businesses: Investment, Automotive, Energy, Railcar, Gaming, Metals, Mining, Food Packaging, Real Estate and Home Fashion. Segment and geographic information for our reporting segments, as of December 31, 2016 and 2015 and for each of the three years ended December 31, 2016 is presented in Note 13, "Segment and Geographic Reporting," to the consolidated financial statements, included in Item 8 of this Report. Also, refer to Note 3, "Operating Units," to the consolidated financial statements for additional information for each of our reporting segments.

Business Strategy and Core Strengths

The Icahn Strategy

Across all of our businesses, our success is based on a simple formula: we seek to find undervalued companies in the Graham & Dodd tradition, a methodology for valuing stocks that primarily looks for deeply depressed prices. However, while the typical Graham & Dodd value investor purchases undervalued securities and waits for results, we often become actively involved in the companies we target. That activity may involve a broad range of approaches, from influencing the management of a target to take steps to improve shareholder value, to acquiring a controlling interest or outright ownership of the target company in order to implement changes that we believe are required to improve its business, and then operating and expanding that business. This activism has typically brought about very strong returns over the years.

Today, we are a diversified holding company owning subsidiaries engaged in the following operating businesses: Investment, Automotive, Energy, Railcar, Gaming, Metals, Mining, Food Packaging, Real Estate and Home Fashion. As of December 31, 2016, through our Investment segment, we have significant positions in various investments, which include American International Group, Inc. (AIG), Cheniere Energy Inc. (LNG), Freeport McMoRan Inc. (FCX), Herbalife Ltd. (HLF), Herc Holdings, Inc. (HRI), Hertz Global Holdings, Inc. (HTZ), Navistar International Corp. (NAV), PayPal Holdings, Inc. (PYPL), The Manitowoc Company Inc. (MTW), Manitowoc Foodservice Inc. (MFS) and Xerox Corporation (XRX).

Several of our operating businesses started out as investment positions in debt or equity securities, held either directly by us or Mr. Icahn. Those positions ultimately resulted in control or complete ownership of the target company. For example, in 2012, we acquired a controlling interest in CVR Energy, Inc. ("CVR"), which started out as a position in our Investment segment and is now an operating subsidiary that comprises our Energy segment. As of December 31, 2016, based on the closing sale price of CVR stock and distributions since we acquired control, we had gains of approximately \$1.3 billion on our

purchase of CVR. The acquisition of CVR, like our other operating subsidiaries, reflects our opportunistic approach to value creation, through which returns may be obtained by, among other things, promoting change through minority positions at targeted companies in our Investment segment or by acquiring control of those target companies that we believe we could run more profitably ourselves.

During the next several years, we see a favorable opportunity to follow an activist strategy that centers on the purchase of target stock and the subsequent removal of any barriers that might interfere with a friendly purchase offer from a strong buyer. Alternatively, in appropriate circumstances, we or our subsidiaries may become the buyer of target companies, adding them to our portfolio of operating subsidiaries, thereby expanding our operations through such opportunistic acquisitions. We believe that the companies that we target for our activist activities are undervalued for many reasons, often including inept management. Unfortunately for the individual investor, in particular, and the economy, in general, many poor management teams are often unaccountable and very difficult to remove.

Unlike the individual investor, we have the wherewithal to purchase companies that we feel we can operate more effectively than incumbent management. In addition, through our Investment segment, we are in a position to pursue our activist strategy by purchasing stock or debt positions and trying to promulgate change through a variety of activist approaches, ranging from speaking and negotiating with the board and CEO to proxy fights, tender offers and taking control. We work diligently to enhance value for all shareholders and we believe that the best way to do this is to make underperforming management teams and boards accountable or to replace them.

The Chairman of the Board of our general partner, Carl C. Icahn, has been an activist investor since 1980. Mr. Icahn believes that the current environment continues to be conducive to activism. Many major companies have substantial amounts of cash. We believe that they are hoarding cash, rather than spending it, because they do not believe investments in their business will translate to earnings.

We believe that one of the best ways for many cash-rich companies to achieve increased earnings is to use their large amounts of excess cash, together with advantageous borrowing opportunities, to purchase other companies in their industries and take advantage of the meaningful synergies that could result. In our opinion, the CEOs and Boards of Directors of undervalued companies that would be acquisition targets are the major road blocks to this logical use of assets to increase value, because we believe those CEOs and Boards are not willing to give up their power and perquisites, even if they have done a poor job in administering the companies they have been running. In addition, acquirers are often unwilling to undertake the arduous task of launching a hostile campaign. This is precisely the situation in which we believe a strong activist catalyst is necessary.

We believe that the activist catalyst adds value because, for companies with strong balance sheets, acquisitions of their weaker industry rivals is often extremely compelling financially. We further believe that there are many transactions that make economic sense, even at a large premium over market. Acquirers can use their excess cash, that is earning a very low return, and/or borrow at the advantageous interest rates now available, to acquire a target company. In either case, an acquirer can add the target company's earnings and the income from synergies to the acquirer's bottom line, at a relatively low cost. But for these potential acquirers to act, the target company must be willing to at least entertain an offer. We believe that often the activist can step in and remove the obstacles that a target generally may seek to use to prevent an acquisition.

It is our belief that our strategy will continue to produce strong results into the future. We believe that the strong cash flow and asset coverage from our operating segments will allow us to maintain a strong balance sheet and ample liquidity.

Core Strengths

We believe that our core strengths 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.

The key elements of our business strategy include the following:

Capitalize on Growth Opportunities in our Existing Businesses . We believe that we have developed a strong portfolio of businesses with experienced management teams. We may expand our existing businesses if appropriate opportunities are identified, as well as use our established businesses as a platform for additional acquisitions in the same or related areas.

Drive Accountability and Financial Discipline in the Management of our Business . Our Chief Executive Officer is accountable directly to our board of directors, including the Chairman, and has day-to-day responsibility, in consultation with our Chairman, for general oversight of our business segments. We continually evaluate our operating subsidiaries with a view towards maximizing value and cost efficiencies, bringing an owner's perspective to our operating businesses. In each of these businesses, we assemble senior management teams with the expertise to run their businesses and boards of directors to oversee the management of those businesses. Each management team is responsible for the day-to-day operations of its businesses and directly accountable to its board of directors.

Seek to Acquire Undervalued Assets . We intend to continue to make investments in businesses that we believe are undervalued and have potential for growth. We also seek to capitalize on investment opportunities arising from market inefficiencies, economic or market trends that have not been identified and reflected in market value, or complex or special situations. Certain opportunities may arise from companies that experience disappointing financial results, liquidity or capital needs, lowered credit ratings, revised industry forecasts or legal complications. We may acquire businesses or assets directly or we may establish an ownership position through the purchase of debt or equity securities in the open market or in privately negotiated transactions.

Use Activism to Unlock Value. As described above, we become actively involved in companies in which we invest. Such activism may involve a broad range of activities, from trying to influence management in a proxy fight, to taking outright control of a company in order to bring about the change we think is required to unlock value. The key is flexibility, permanent capital and the willingness and ability to have a long-term investment horizon.

Investment

Background

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

Investment Strategy

The investment strategy of the General Partners is set and led by Mr. Icahn. The Investment Funds seek to acquire securities in companies that trade at a discount to inherent value as determined by various metrics, including replacement cost, break-up value, cash flow and earnings power and liquidation value.

The General Partners utilize a process-oriented, research-intensive, value-based investment approach. This approach generally involves three critical steps: (i) fundamental credit, valuation and capital structure analysis; (ii) intense legal and tax analysis of fulcrum issues such as litigation and regulation that often affect valuation; and (iii) combined business valuation analysis and legal and tax review to establish a strategy for gaining an attractive risk-adjusted investment position. This approach focuses on exploiting market dislocations or misjudgments that may result from market euphoria, litigation, complex contingent liabilities, corporate malfeasance and weak corporate governance, general economic conditions or market cycles and complex and inappropriate capital structures.

The Investment Funds are often activist investors ready to take the steps necessary to seek to unlock value, including tender offers, proxy contests and demands for management accountability. The Investment Funds may employ a number of strategies and are permitted to invest across a variety of industries and types of securities, including long and short equities, long and short bonds, bank debt and other corporate obligations, options, swaps and other derivative instruments thereof, risk arbitrage and capital structure arbitrage and other special situations. The Investment Funds invest a material portion of their capital in publicly traded equity and debt securities of companies that the General Partners believe to be undervalued by the marketplace. The Investment Funds often take significant positions in the companies in which they invest.

Income

The results of our Investment segment are primarily driven by the performance of the Investment Funds and our interests therein; the General Partners do not receive any special profits interest allocations or incentive allocations.

Affiliate Investments

We and Mr. Icahn, along with the Investment Funds, have entered into a covered affiliate agreement, which was amended on March 31, 2011, pursuant to which Mr. Icahn agreed (on behalf of himself and certain of his affiliates, excluding Icahn Enterprises, Icahn Enterprises Holdings and their subsidiaries) to be bound by certain restrictions on their investments in any assets that the General Partners deem suitable for the Investment Funds, other than government and agency bonds and cash equivalents, unless otherwise approved by our Audit Committee. In addition, Mr. Icahn and such affiliates continue to have the right to co-invest with the Investment Funds. We have no interest in, nor do we generate any income from, any such co-investments, which have been and may continue to be substantial.

Employees

Our Investment segment is supported by an experienced team of approximately 20 professionals as of December 31, 2016, including an investment, legal and operations group. In many cases, team members have worked together successfully and have provided business, investing and legal services for a number of years with respect to the Investment Funds' operations.

Automotive

Background

We conduct our Automotive segment through our wholly owned subsidiaries Federal-Mogul Holdings LLC ("Federal-Mogul"), IEH Auto Parts Holding LLC ("IEH Auto"), effective June 1, 2015, and Pep Boys - Manny, Moe and Jack ("Pep Boys"), effective February 3, 2016.

Prior to its conversion to a Delaware limited liability company on February 14, 2017, Federal-Mogul, previously known as Federal-Mogul Holdings Corporation, was organized in Delaware as a corporation. Federal-Mogul became a wholly owned subsidiary of ours effective January 23, 2017, as discussed below. Prior to January 23, 2017, Federal-Mogul was a majority owned subsidiary of ours with publicly traded common stock and as of December 31, 2016, we owned approximately 82.0% of the outstanding common stock of Federal-Mogul.

On September 6, 2016, we entered into an agreement and plan of merger with Federal-Mogul pursuant to which, and upon the terms and subject to the conditions thereof, we commenced a cash tender offer (the "Federal-Mogul Tender Offer") to acquire all of the issued and outstanding shares of Federal-Mogul's common stock not already owned by us for a purchase price of \$9.25 per share, net to the seller in cash, without interest, less any applicable tax withholding. The Federal-Mogul Tender Offer was subsequently extended to January 18, 2017 and the purchase price per share was subsequently increased to \$10.00 per share. On January 23, 2017, we paid for the shares validly tendered in the Federal-Mogul Tender Offer and effected a short form merger as the second and final step of the acquisition.

On February 3, 2016, pursuant to a tender offer, we acquired a majority of the outstanding shares of Pep Boys and on February 4, 2016, we acquired the remaining outstanding shares of Pep Boys. The primary reasons for the acquisition of Pep Boys were to add new product lines to our Automotive segment, to provide operating synergies, to strengthen distribution channels and to enhance our Automotive segment's ability to better service its customers. The total value for the acquisition of Pep Boys was approximately \$1.2 billion, including the fair value of our equity interest in Pep Boys just prior to our acquisition of a controlling interest.

On June 1, 2015, our wholly owned subsidiary, IEH Auto, acquired substantially all of the auto parts assets in the United States of Uni-Select, Inc., a leading automotive parts distributor for domestic and imported vehicles.

Federal-Mogul is operated independently from IEH Auto and Pep Boys. Pep Boys and IEH Auto are being operated together under their parent company and wholly owned subsidiary of ours, IEP Auto Holdings LLC.

Business

Federal-Mogul

Federal-Mogul is a leading global supplier of technology and innovation in vehicle and industrial products for fuel economy, emissions reduction and safety systems. Federal-Mogul serves original equipment manufacturers ("OEM") and servicers ("OES") (collectively "OE") of automotive, light, medium and heavy-duty commercial vehicles, off-road, agricultural, marine, rail, aerospace, power generation and industrial equipment, as well as the global aftermarket. Federal-Mogul seeks to participate in both of these markets by leveraging its original equipment product engineering and development capability, manufacturing know-how, and expertise in managing a broad and deep range of replacement parts to service the aftermarket. Federal-Mogul is a leading technology supplier and a market share leader in several product categories. As of December 31, 2016, Federal-Mogul had current OEM products included on more than 400 global vehicle platforms and more than 800 global powertrains used in light, medium and heavy-duty vehicles. Federal-Mogul offers premium brands, OE replacement and entry/mid level products for all aftermarket customers. Therefore, Federal-Mogul can be first to the aftermarket with new products, service expertise and customer support.

Federal-Mogul operates with two end-customer focused businesses. The Powertrain business focuses on original equipment powertrain products for automotive, heavy-duty and industrial applications. The Motorparts business sells and distributes a broad portfolio of products in the global aftermarket and also serves original equipment manufacturers with products including braking, wipers and a limited range of components. This organizational model allows for a strong product line focus benefiting both original equipment and aftermarket customers and enables Federal-Mogul to be responsive to customers' needs for superior products and to promote greater identification with Federal-Mogul premium brands. Additionally,

this organizational model enhances management focus to capitalize on opportunities for organic or acquisition growth, profit improvement, capital allocation and business model optimization in line with the unique requirements of the two different customer bases and business models.

Federal-Mogul has manufacturing facilities and distribution centers in 24 countries and, accordingly, Federal-Mogul's businesses derive sales from both domestic and international markets. The attendant risks of Federal-Mogul's international operations are primarily related to currency fluctuations, changes in local economic and political conditions, extraterritorial effects of United States laws such as the Foreign Corrupt Practices Act, and changes in laws and regulations.

Federal-Mogul is a reporting company under the Exchange Act and files annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission ("SEC") that are publicly available.

IEH Auto and Pep Boys

IEH Auto has 21 distribution centers and 288 corporate-owned stores in the United States and supports a network of more than 2,000 independent wholesalers. Through its banner and technical support programs as well as its offering of premium auto parts, IEH Auto has built its reputation on being the partner of choice for independent entrepreneurs eager to tap into the strength of a large network.

Pep Boys has 804 locations in the automotive aftermarket industry located throughout the United States and Puerto Rico. Pep Boys stores are organized into a hub and spoke network consisting of Supercenters and Service & Tire Centers. Supercenters average approximately 20,000 square feet and combine a parts and accessories store with professional service centers that perform a full range of automotive maintenance and repair services. Most of the Pep Boys Supercenters also have a commercial sales program that provides prompt delivery of parts, tires and equipment to automotive repair shops and dealers. Service & Tire Centers, which average approximately 6,000 square feet, provide automotive maintenance and repair services in neighborhood locations that are conveniently located where our customers live or work.

Other Acquisitions

In addition to the IEH Auto, Pep Boys and Federal-Mogul acquisitions as described above, our Automotive segment businesses directly acquired several other businesses throughout 2016, 2015 and 2014. The combination of these acquisitions added new product lines to our Automotive segment, providing operating synergies, strengthening distribution channels and enhancing our Automotive segment's ability to better service its customers. Refer to Note 3, "Operating Units," to the consolidated financial statements for further discussion.

Strategy

Federal-Mogul

Federal-Mogul's strategy is designed to create sustainable global profitable growth, by leveraging existing and developing new competitive advantages. This strategy consists of the following primary elements:

- Provide value-added products to customers in all markets served through leading technology and innovation;
- Develop products to enable increased fuel economy and reduce vehicle emissions, plus enable the use of alternative energies;
- Utilize Federal-Mogul's leading technology resources to develop advanced and innovative products, processes and manufacturing capabilities;
- Extend Federal-Mogul's global reach to support its OE and aftermarket customers, furthering its relationships with leading Asian OEs and strengthening market share with U.S. and European OEs;
- Assess acquisition and investment opportunities that provide product line expansion, technological advancements, geographic positioning, penetration of emerging markets (including India and China) and market share growth;
- Invest in world-class distribution and online capabilities to meet delivery expectations of Federal-Mogul's customers by enhancing its distribution footprint to improve its distribution capabilities, strengthen delivery performance and engage end customers;
- Leverage the strength of Federal-Mogul's global aftermarket leading brand positions, product portfolio and range, marketing and selling expertise, and distribution and logistics capabilities;
- Expand Federal-Mogul's coverage in existing product lines and add new product lines which are critical to maintaining its leadership position and leveraging its distribution and sales network;

- Continue to invest in product innovation to support Federal-Mogul's premium brands and to enhance its marketing initiatives to more effectively communicate the value proposition of its branded products to end customers; and
- Aggressively pursue cost competitiveness in all business segments by continuing to drive productivity in existing operations, consolidating and relocating manufacturing operations to best cost countries, utilizing Federal-Mogul's strategic joint ventures and alliances, and rationalizing business resources and infrastructure.

IEH Auto and Pep Boys

The automotive aftermarket industry is in the mature stage of its life cycle. Over the past decade, consumers have moved away from do-it-yourself (“DIY”) toward do-it-for-me (“DIFM”) due to increasing vehicle complexity and electronic content, as well as decreasing availability of diagnostic equipment and know-how. Consistent with this long-term trend, IEH Auto's and Pep Boys' long-term strategy is to grow their sales to DIFM distributors and DIFM service professionals, grow their automotive service business, and maintain their DIY customer bases by offering the newest and broadest product assortment in the automotive aftermarket. IEH Auto and Pep Boys provide their customers with access to over two million replacement parts for domestic and imported vehicles through an extensive network of suppliers. They seek to provide (i) an extensive selection of product offerings; (ii) competitive pricing; (iii) exceptional in-store service experience; and (iv) superior delivery to their customers.

Research and Development

Federal-Mogul's research and development activities are conducted at its technical centers. Within the United States, these centers are located in Skokie, Illinois; Ann Arbor, Michigan; Plymouth, Michigan; St. Louis, Missouri; Exton, Pennsylvania; and Smithville, Tennessee. Internationally, Federal-Mogul's technical centers are located in Araras, Brazil; Aubange, Belgium; Chapel-en-le-Frith, United Kingdom; Coventry, United Kingdom; Burscheid, Germany; Nuremberg, Germany; Wiesbaden, Germany; Bad Camberg, Germany; Glinde, Germany; Kostelec, Czech Republic; Gorzyce, Poland; and Shanghai, China.

Each of Federal-Mogul's business units is engaged in engineering, research and development efforts and works closely with customers to develop custom solutions to meet their needs. Total expenditures for research and development activities, including product engineering and validation costs, were \$192 million, \$189 million, and \$192 million for the years ended December 31, 2016, 2015 and 2014, respectively.

IEH Auto and Pep Boys do not conduct research and development.

Restructuring Activities

Federal-Mogul's restructuring activities are undertaken as necessary to execute its strategy and streamline operations, consolidate and take advantage of available capacity and resources, and ultimately to achieve net cost reductions and productivity improvements. These restructuring activities include efforts to integrate and rationalize businesses and to relocate manufacturing operations to best cost markets.

Federal-Mogul's restructuring activities are further discussed in Item 7, “Management's Discussion and Analysis of Financial Condition and Results of Operations,” and in Note 3, “Operating Units,” to the consolidated financial statements, included in Item 8 of this Report.

IEH Auto and Pep Boys do not have restructuring activities.

Products and Services

Federal-Mogul is engaged in the manufacture and distribution of automotive parts. The following provides an overview of products manufactured and distributed by Federal-Mogul by product group:

- *Powertrain.* Federal-Mogul's Powertrain business primarily represents its OE business. The Powertrain business offers a diverse array of market-leading products for OE applications, including pistons, piston rings, piston pins, cylinder liners, valve seats and guides, ignition products, dynamic seals, bonded piston seals, combustion and exhaust gaskets, static gaskets and seals, rigid heat shields, engine bearings, industrial bearings, bushings and washers, element resistant systems protection sleeving products, acoustic shielding and flexible heat shields. Comprehensive design capability and an extensive product portfolio enable effective delivery of a broad range of engine and driveline components as well as engineered solutions to improve fuel economy, reduce emissions or enhance vehicle performance and durability. The Powertrain business' products are used in automotive, motorcycle, light truck, heavy-duty, industrial, commercial equipment (construction, agricultural, power generation, marine and railway), aerospace, and small air-cooled engine applications.
- *Motorparts.* Federal-Mogul's Motorparts business sells and distributes a broad portfolio of products in the global vehicle aftermarket while also serving the OE market with products including braking, wipers and chassis components.

The Motorparts business' products are utilized widely in vehicle braking systems and chassis, as well as in engine and sealing applications and general service.

IEH Auto and Pep Boys do not manufacture parts but are engaged in the distribution of automotive parts in the aftermarket. Pep Boys also provides automotive services to its customers. Each service location performs a full range of automotive maintenance and repair services (except body work) and installs tires, parts and accessories.

Customers

The automotive light vehicle market, as well as the medium duty/heavy duty commercial market, is comprised of two primary businesses: the OE market in which Federal-Mogul's products are used in the manufacture of new vehicles and OE dealer service parts, and the global aftermarket, in which Federal-Mogul's, IEH Auto's and Pep Boys' products are used as replacement parts for all vehicles in operation on the road, including all previous models.

- *The OE Market* . Demand for component parts in the OE market is generally a function of the number of new vehicles produced. Although OE demand is tied to planned vehicle production, parts suppliers also have the opportunity to grow through increasing their product content per vehicle, by increasing market share and by expanding into new or emerging markets. Companies with a global presence, leading technology and innovation, and advanced product engineering, manufacturing and customer support capabilities are best positioned to take advantage of these opportunities. Federal-Mogul supplies OEs with a wide variety of technologically innovative parts, substantially all of which are manufactured by it. Federal-Mogul's OE customers consist of automotive and heavy-duty vehicle manufacturers as well as agricultural, off-highway, marine, railroad, aerospace, high performance and industrial application manufacturers. Federal-Mogul has well-established relationships with substantially all major American, European and Asian automotive OEs.
- *The Aftermarket Business*. Products for the global vehicle aftermarket are sold directly to a wide range of distributors, retail parts stores and mass merchants that distribute these products to professional service providers, "do-it-yourself" consumers and in some cases, directly to service chains. Demand for aftermarket products historically has been driven by three primary factors: (i) the number of vehicles in operation; (ii) the average age of vehicles in operation; and (iii) vehicle usage trends. Federal-Mogul's aftermarket customers include independent warehouse distributors who redistribute products to local parts suppliers, distributors of heavy-duty vehicular parts, engine rebuilders, retail parts stores and mass merchants. The breadth of Federal-Mogul's product lines, the strength of its leading brand names, marketing expertise, sizable sales force, and its distribution and logistics capability are central to the success of Federal-Mogul's Motorparts operations. IEH Auto and Pep Boys distribute automotive parts in the aftermarket to commercial customers in the DIFM market as well as the retail and DIY markets. Pep Boys also provides automotive services to its customers.

No individual customer accounted for more than 10% of Federal-Mogul's net sales during 2016. Federal-Mogul's customers include IEH Auto and Pep Boys. No individual customer accounted for more than 2% of both IEH Auto's and Pep Boys' net sales during 2016.

Competition

The global vehicular parts business is highly competitive. Federal-Mogul competes with many independent manufacturers and distributors of component parts globally. In general, competition for sales is based on price, product quality, technology, delivery, customer service and the breadth of products offered by a given supplier. Federal-Mogul is meeting these competitive challenges by developing leading technologies, efficiently integrating and expanding its manufacturing and distribution operations, widening its product coverage within its core businesses, restructuring its operations and transferring production to best cost countries, and utilizing its worldwide technical centers to develop and provide value-added solutions to its customers. A summary of Federal-Mogul's primary independent competitors by its businesses is set forth below.

- *Powertrain* . Primary competitors include AGM Automotive, Art Metal, Bergmann, BinZou, Bleistahl, Bosch, Daido, Dana, Dana-Reinz, Delfingen, Denso, DongYang, ElringKlinger, FNOK, Freudenberg, Kaco/Sabo, Kolbenschmidt, Mahle, Miba, NGK, NOK, NPR, Relats, Sinteron, SKF, Taiho, and Vitrica.
- *Motorparts* . Primary competitors include Akebono Brake Corporation, Autolite, Brake Parts Inc., Bosch Group, Centric Parts, Crowne Group LLC, Delphi Automotive LLP, Denso Corporation, Dorman Products, Inc., GRI Engineering and Development LLC (MAT Holdings, Inc.), Mahle GmbH, Mevotech Inc., NGK Spark Plug Co., Ltd., NTN Bearing Corporation, Neapco Inc., Old World Industries, LLC, Phillips Industries, Pylon Manufacturing Corporation, Rain-X (ITW Global Brands), SKF Group, Osram Sylvania Ltd., The Timken Company, Valeo Group, Dana Corporation (Victor Reinz brand), and ZF TRW Automotive Holdings Corp.

IEH Auto and Pep Boys operate in a highly competitive environment. IEH Auto and Pep Boys encounter competition from national and regional chains, automotive dealerships and from local independent service providers and merchants. Their

competitors include general, full range and discount department stores and online retailers which carry automotive parts and accessories and/or have automotive service centers, as well as specialized automotive retailers. IEH Auto and Pep Boys believe that their operations in both DIFM and DIY differentiate them from most of their competitors.

Raw Materials and Suppliers

Federal-Mogul purchases various raw materials and component parts for use in its manufacturing processes, including ferrous and non-ferrous metals, non-metallic raw materials, stampings, castings and forgings. Federal-Mogul has not experienced any significant shortages of raw materials, components or finished parts and normally does not carry inventories of raw materials or finished parts in excess of those reasonably required to meet its production and shipping schedules. Federal-Mogul, along with IEH Auto and Pep Boys, also purchase parts manufactured by other manufacturers for sale in the aftermarket.

In 2016, no outside supplier of Federal-Mogul provided products that accounted for more than 5% of Federal-Mogul's annual purchases.

In 2016, IEH Auto's ten largest suppliers accounted for approximately 57% of the merchandise purchased. Federal-Mogul is a supplier to IEH Auto and individually accounted for 13% of the merchandise purchased.

Historically, Pep Boys purchased a significant portion of its inventory from a limited number of suppliers. During 2016, Pep Boys' ten largest suppliers accounted for approximately 47% of the merchandise purchased. Only one of Pep Boys' suppliers accounted for more than 10% of its purchases. Federal-Mogul is a supplier to Pep Boys.

Seasonality

Federal-Mogul's business is moderately seasonal because many North American OE customers typically close assembly plants for two weeks in July for model year changeovers, and for an additional week during the December holiday season. OE customers in Europe historically shut down vehicle production during portions of July and August and one week in December. Shut-down periods in the Rest of World generally vary by country. Our Automotive segments' aftermarket business experiences seasonal fluctuations in sales due to demands caused by weather and driving patterns. Historically, Federal-Mogul's sales and operating profits have been the strongest in the second quarter.

In addition, IEH Auto's sales and operating profits have been the strongest in the second quarter. Pep Boys' sales and operating profits are earned evenly throughout the year.

Environmental Regulations

Our Automotive segments' operations, consistent with those of the manufacturing sector in general, 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. Capital expenditures for property, plant and equipment for environmental control activities did not have a material impact on our Automotive segments' financial position or cash flows in 2016 and are not expected to have a material impact on its financial position or cash flows in 2017.

Intellectual Property

Federal-Mogul holds in excess of 6,300 patents and patent applications on a worldwide basis, of which more than 1,200 have been filed in the United States. Of the approximately 6,300 patents and patent applications, approximately 30% are in production use and/or are licensed to third parties, and the remaining 70% are being considered for future production use or provide a strategic technological benefit to Federal-Mogul.

Federal-Mogul does not materially rely on any single patent, nor will the expiration of any single patent materially affect its business. Federal-Mogul's current patents expire over various periods into the year 2036. Federal-Mogul is actively introducing and patenting new technology to replace formerly patented technology before the expiration of the existing patents. In the aggregate, Federal-Mogul's worldwide patent portfolio is materially important to its business because it enables it to achieve technological differentiation from its competitors.

Federal-Mogul also maintains more than 6,700 active trademark registrations and applications worldwide. Over 90% of these trademark registrations and applications are in commercial use by Federal-Mogul or are licensed to third parties.

IEH Auto and Pep Boys do not hold any patents.

Employees

Our Automotive segment had 74,225 employees at December 31, 2016, of which approximately 53,000 were employed by Federal-Mogul, and an aggregate of 21,225 were employed by Pep Boys and IEH Auto.

Various unions represent approximately 31% of Federal-Mogul's U.S. hourly employees and approximately 83% of Federal-Mogul's non-U.S. hourly employees. With the exception of two facilities in the United States, most of Federal-Mogul's

unionized manufacturing facilities have their own contracts with their own expiration dates, and as a result, no contract expiration date affects more than one facility.

Neither IEH Auto nor Pep Boys had any union employees.

Energy

Background

We conduct our Energy segment through our majority ownership in CVR. We acquired a controlling interest in CVR on May 4, 2012.

CVR is a diversified holding company primarily engaged in the petroleum refining and nitrogen fertilizer manufacturing industries through its holdings in CVR Refining, LP ("CVR Refining") and CVR Partners, LP ("CVR Partners"), respectively. CVR Refining is an independent petroleum refiner and marketer of high value transportation fuels. CVR Partners produces nitrogen fertilizers in the form of urea ammonium nitrate ("UAN") and ammonia. As of December 31, 2016, CVR owned 100% of the general partners of CVR Refining and CVR Partners and approximately 66% of the outstanding common units of CVR Refining and 34% of the outstanding common units of CVR Partners.

On April 1, 2016, CVR Partners completed the East Dubuque Merger as contemplated by the Agreement and Plan of Merger, dated as of August 9, 2015 (the "Merger Agreement"), whereby CVR Partners acquired CVR Nitrogen and CVR Nitrogen GP. Refer to Note 1, "Description of Business and Basis of Presentation - Acquisitions of Businesses," to the consolidated financial statements for further discussion of this merger.

On August 2, 2016, we sold 250,000 common units of CVR Refining. As a result of this transaction, we and our affiliates collectively own 69.99% of CVR. Pursuant to CVR Refining's partnership agreement, in certain circumstances, the general partner of CVR Refining has the right to purchase all, but not less than all, of CVR Refining's common units held by unaffiliated unit holders at a price not less than their then-current market price, as calculated pursuant to the terms of such partnership agreement (the "Call Right"). Pursuant to the terms of the partnership agreement, because our holdings were reduced to less than 70.0%, the ownership threshold for the application of such Call Right was permanently reduced from 95% to 80%. Accordingly, if at any time the general partner of CVR Refining and its affiliates owns more than 80% of CVR Refining's common units, it will have the right, but not the obligation, to exercise such Call Right.

CVR is a reporting company under the Exchange Act and files annual, quarterly and current reports, proxy statements and other information with the SEC that are publicly available.

As of December 31, 2016, Icahn Enterprises owned 82.0% of the total outstanding common stock of CVR. In addition, as of December 31, 2016, we directly owned approximately 3.9% of the total outstanding common units of CVR Refining.

Petroleum Business

The petroleum business consists of our and CVR's interest in CVR Refining.

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

The petroleum business also includes the following auxiliary operating assets:

- *Crude Oil Gathering System.* The petroleum business owns and operates a crude oil gathering system serving Kansas, Nebraska, Oklahoma, Missouri, Colorado and Texas. The gathering system includes approximately 340 miles of active owned and leased pipelines and approximately 150 crude oil transports and associated storage facilities, which allows it to gather crude oils from independent crude oil producers. The crude oil gathering system has a gathering capacity of over 70,000 barrels per day ("bpd"). Gathered crude oil provides an attractive and competitive base supply of crude oil for the Coffeyville and Wynnewood refineries. During 2016, the petroleum business gathered an average of approximately 71,000 bpd.
- *Pipelines and Storage Tanks.* The petroleum business owns a proprietary pipeline system capable of transporting approximately 170,000 bpd of crude oil from its Broome Station facility located near Caney, Kansas to its Coffeyville refinery. Crude oils sourced outside of the proprietary gathering system are delivered by common carrier pipelines into various terminals in Cushing, where they are blended and then delivered to the Broome

Station tank farm via a pipeline owned by Plains Pipeline L.P. ("Plains"). The petroleum business owns approximately (i) 1.5 million barrels of crude oil storage capacity that supports the gathering system and the Coffeyville refinery, (ii) 0.9 million barrels of crude oil storage capacity at the Wynnewood refinery and (iii) 1.5 million barrels of crude oil storage capacity in Cushing. The petroleum business also leases additional crude oil storage capacity of approximately (iv) 2.2 million barrels in Cushing, (v) 0.2 million barrels in Duncan, Oklahoma and (vi) 0.1 million barrels at the Wynnewood refinery. In addition to crude oil storage, the petroleum business owns over 4.5 million barrels of combined refined products and feedstocks storage capacity.

Crude and Feedstock Supply

The Coffeyville refinery has the capability to process blends of a variety of crude oil ranging from heavy sour to light sweet crude oil. Currently, the Coffeyville refinery crude oil slate consists of a blend of mid-continent domestic grades and various Canadian medium and heavy sours, and it has recently introduced North Dakota Bakken and other similarly sourced crudes into its crude slate. While crude oil has historically constituted over 90% of the Coffeyville refinery's total throughput over the last five years, other feedstock inputs include normal butane, natural gasoline, alkylation feeds, naphtha, gas oil and vacuum tower bottoms.

The Wynnewood refinery has the capability to process blends of a variety of crude oil ranging from medium sour to light sweet crude oil, although isobutane, gasoline components, and normal butane are also typically used. Historically most of the Wynnewood refinery's crude oil has been acquired domestically, mainly from Texas and Oklahoma, but the refinery can also access and process various light and medium Canadian grades.

Crude oil is supplied to the Coffeyville and Wynnewood refineries through the wholly-owned gathering system and by pipeline. The petroleum business has continued to increase the number of barrels of crude oil supplied through its crude oil gathering system in 2016 and it now has the capacity of supplying over 70,000 bpd of crude oil to the refineries. For the year ended December 31, 2016, the gathering system supplied approximately 41% and 34% of the Coffeyville and Wynnewood refineries' crude oil demand, respectively.

Crude Oil Supply Agreement

On August 31, 2012, Coffeyville Resources Refining & Marketing, LLC ("CRRM") and Vitol Inc. ("Vitol") entered into an Amended and Restated Crude Oil Supply Agreement (as amended, the "Vitol Agreement"). Under the Vitol Agreement, Vitol supplies the petroleum business with crude oil and intermediation logistics, which helps the petroleum business to reduce its inventory position and mitigate crude oil pricing risk. The Vitol Agreement will automatically renew for successive one-year terms (each such term, a "Renewal Term") unless either party provides the other with notice of nonrenewal at least 180 days prior to expiration of any Renewal Term. The Vitol Agreement currently extends through December 31, 2017.

Marketing and Distribution

The petroleum business focuses its Coffeyville petroleum product marketing efforts in the central mid-continent area, because of its relative proximity to the refinery and pipeline access. Coffeyville also has access to the Rocky Mountain area. Coffeyville engages in rack marketing, which is the supply of product through tanker trucks directly to customers located in close geographic proximity to the refinery and to customers at throughput terminals on the refined products distribution systems of Magellan and NuStar. Coffeyville also makes bulk sales (sales into third-party pipelines) into the mid-continent markets and other destinations utilizing the product pipeline networks owned by Magellan Midstream Partners, L.P. ("Magellan"), Enterprise Products Partners, L.P. and NuStar Energy, L.P. The outbound Enterprise Pipeline Red Line provides Coffeyville with access to the NuStar Refined Products Pipeline system. This allows gasoline and ULSD product sales from Kansas up into North Dakota.

The Wynnewood refinery ships its finished product via pipeline, railcar, and truck. It focuses its efforts in the southern portion of the Magellan system which covers all of Oklahoma, parts of Arkansas as well as eastern Missouri, and all other Magellan terminals. The pipeline system is also able to flow in the opposite direction, providing access to Texas markets as well as some adjoining states with pipeline connections. Wynnewood also sells jet fuel to the U.S. Department of Defense via its segregated truck rack and can offer asphalts, solvents and other specialty products via both truck and rail.

Customers

Customers for the refined petroleum products primarily include retailers, railroads, and farm cooperatives and other refiners/marketers in Group 3 of the PADD II region because of their relative proximity to the refineries and pipeline access. The petroleum business sells bulk products to long-standing customers at spot market prices based on a Group 3 basis differential to prices quoted on the New York Mercantile Exchange ("NYMEX"), which are reported by industry market-related indices such as Platts and Oil Price Information Service.

The petroleum business also has a rack marketing business supplying product through tanker trucks directly to customers located in proximity to the Coffeyville and Wynnewood refineries, as well as to customers located at throughput terminals on

refined products distribution systems run by Magellan and NuStar. Rack sales are at posted prices that are influenced by competitor pricing and Group 3 spot market differentials. Additionally, the Wynnewood refinery supplies jet fuel to the U.S. Department of Defense. For the year ended December 31, 2016, the two largest customers accounted for approximately 15% and 10% of the petroleum business net sales and approximately 54% of the petroleum business net sales were made to its ten largest customers.

Competition

The petroleum business competes primarily on the basis of price, reliability of supply, availability of multiple grades of products and location. The principal competitive factors affecting its refining operations are cost of crude oil and other feedstock costs, refinery complexity, refinery efficiency, refinery product mix and product distribution and transportation costs. The location of the refineries provides the petroleum business with a reliable supply of crude oil and a transportation cost advantage over its competitors. The petroleum business primarily competes against five refineries operated in the mid-continent region. In addition to these refineries, the refineries compete against trading companies, as well as other refineries located outside the region that are linked to the mid-continent market through an extensive product pipeline system. These competitors include refineries located near the Gulf Coast and the Texas panhandle region. The petroleum business refinery competition also includes branded, integrated and independent oil refining companies, such as Phillips 66 Company, HollyFrontier Corporation, CHS Inc., Valero Energy Corporation and Flint Hills Resources LLC.

Seasonality

The petroleum business experiences seasonal effects as demand for gasoline products is generally higher during the summer months than during the winter months due to seasonal increases in highway traffic and road construction work. Demand for diesel fuel is higher during the planting and harvesting seasons. As a result, the petroleum business' results of operations for the first and fourth calendar quarters are generally lower compared to its results for the second and third calendar quarters. In addition, unseasonably cool weather in the summer months and/or unseasonably warm weather in the winter months in the markets in which the petroleum business sells its petroleum products can impact the demand for gasoline and diesel fuel. The demand for asphalt is also seasonal and is generally higher during the months of March through October.

Nitrogen Fertilizer Business

CVR's nitrogen fertilizer business consists of two nitrogen fertilizer manufacturing facilities which are located in Coffeyville, Kansas and East Dubuque, Illinois. The nitrogen fertilizer business produces and distributes nitrogen fertilizer products, which are used primarily by farmers to improve the yield and quality of their crops. The principal products are UAN and ammonia, and all products are sold on a wholesale basis. The East Dubuque facility has the flexibility to vary its product mix enabling the East Dubuque facility to upgrade a portion of its ammonia production into varying amounts of UAN, nitric acid and liquid and granulated urea each season, depending on market demand, pricing and storage availability. The East Dubuque facility's product sales are heavily weighted toward sales of ammonia and UAN.

Raw Material Supply

The Coffeyville fertilizer facility was built in 2000 and uses a gasification process to convert pet coke to high purity hydrogen for subsequent conversion to ammonia. The Coffeyville nitrogen fertilizer facility's pet coke gasification process results in a significantly higher percentage of fixed costs than a natural gas-based fertilizer plant. During the past five years, over 70% of the Coffeyville nitrogen fertilizer facility's pet coke requirements on average were supplied by CVR Refining's adjacent crude oil refinery pursuant to a renewable long-term agreement. Historically the Coffeyville nitrogen fertilizer plant has obtained the remainder of its pet coke requirements from third parties such as other Midwestern refineries or pet coke brokers at spot-prices. CVR Partners is party to a pet coke supply agreement with HollyFrontier Corporation. The term of this agreement expires in December 2017 and historically has been renewed annually. If necessary, there are other pet coke suppliers and the gasification process can be modified to operate on coal as an alternative, which provides an additional raw material source. There are significant supplies of coal within a 60-mile radius of the Coffeyville nitrogen fertilizer plant.

The East Dubuque facility uses natural gas to produce nitrogen fertilizer, primarily ammonia and UAN. The East Dubuque facility is able to purchase natural gas at competitive prices due to the plant's connection to the Northern Natural Gas interstate pipeline system, which is within one mile of the facility, and the ANR Pipeline Company pipeline. The pipelines are connected to Nicor Inc.'s distribution system at the Chicago Citygate receipt point and at the Hampshire interconnect, respectively, from which natural gas is transported to the facility. Though the East Dubuque facility does not typically purchase natural gas for the purpose of resale, it may occasionally sell natural gas when purchase commitments exceed production requirements and/or storage capacities, or when the margin from selling natural gas significantly exceeds the margin from producing additional ammonia. The East Dubuque nitrogen fertilizer facility's receipt point locations and access to the Chicago Citygate receipt point has allowed it to obtain relatively favorable natural gas prices for sales of excess natural gas due to its proximity to the stable residential demand for the commodity in Chicago, Illinois.

Distribution, Sales and Marketing

The primary geographic markets for the nitrogen fertilizer business' fertilizer products are Illinois, Kansas, Nebraska, Iowa and Texas. The nitrogen fertilizer business primarily markets the UAN products to agricultural customers and the ammonia products to agricultural and industrial customers.

UAN and ammonia are distributed by truck or by railcar. If delivered by truck, products are sold on a freight-on-board basis, and freight is normally arranged by the customer. The nitrogen fertilizer business leases and owns a fleet of railcars for use in product delivery, and, if delivered by railcar, the products are most commonly sold on a FOB destination point basis and the nitrogen fertilizer business typically arranges the freight.

The East Dubuque facility is located in northwest Illinois, in the corn belt. The East Dubuque nitrogen fertilizer facility primarily sells its product to customers located within 200 miles of the facility. In most instances, customers take delivery of nitrogen products at the East Dubuque nitrogen fertilizer facility and arrange and pay to transport them to their final destinations by truck. The East Dubuque nitrogen fertilizer facility has direct access to a barge dock on the Mississippi River as well as a nearby rail spur serviced by the Canadian National Railway Company.

The nitrogen fertilizer business offers agricultural products on a spot, forward or prepay basis and often uses forward sales of fertilizer products to optimize its asset utilization, planning process and production scheduling. These sales are made by offering customers the opportunity to purchase product on a forward basis at prices and delivery dates that it proposes. The nitrogen fertilizer business uses this program to varying degrees during the year and between years depending on market conditions. Fixing the selling prices of nitrogen fertilizer products months in advance of their ultimate delivery to customers typically causes the nitrogen fertilizer business reported selling prices and margins to differ from spot market prices and margins available at the time of shipment.

Customers

The nitrogen fertilizer business sells UAN products to retailers and distributors. In addition, it sells ammonia to agricultural and industrial customers. Given the nature of its business, and consistent with industry practice, the nitrogen fertilizer business does not have long-term minimum purchase contracts with its UAN and ammonia customers.

For the year ended December 31, 2016, the top five customers of the nitrogen fertilizer business in the aggregate represented 32% of the nitrogen fertilizer business' net sales. The nitrogen fertilizer business' top two customers accounted for approximately each accounted for 10% of the nitrogen fertilizer business' net sales.

Competition

The nitrogen fertilizer business has experienced and expect to continue to meet significant levels of competition from current and potential competitors, many of whom have significantly greater financial and other resources. Competition in the nitrogen fertilizer industry is dominated by price considerations. However, during the spring and fall application seasons, farming activities intensify and delivery capacity is a significant competitive factor. The nitrogen fertilizer business maintains a large fleet of leased and owned railcars and seasonally adjusts inventory to enhance its manufacturing and distribution operations.

The nitrogen fertilizer business' major competitors include Agrium, Inc.; CF Industries Holdings, Inc., including its majority owned subsidiary Terra Nitrogen Company, LP.; Koch Nitrogen Company, LLC; and Potash Corporation of Saskatchewan, Inc. Domestic competition is intense due to customers' sophisticated buying tendencies and competitor strategies that focus on cost and service. The nitrogen fertilizer business also encounters competition from producers of fertilizer products manufactured in foreign countries. In certain cases, foreign producers of fertilizer who export to the United States may be subsidized by their respective governments.

Seasonality

Because the nitrogen fertilizer business primarily sells agricultural commodity products, its business is exposed to seasonal fluctuations in demand for nitrogen fertilizer products in the agricultural industry. As a result, the nitrogen fertilizer business typically generates greater net sales in the first half of each calendar year, which is referred to as the planting season, and its net sales tend to be lower during the second half of each calendar year, which is referred to as the fall season. In addition, the demand for fertilizers is affected by the aggregate crop planting decisions and fertilizer application rate decisions of individual farmers who make planting decisions based largely on the prospective profitability of a harvest. The specific varieties and amounts of fertilizer they apply depend on factors like crop prices, the farmers' current liquidity, soil conditions, weather patterns and the types of crops planted.

Environmental Matters

CVR's petroleum and nitrogen fertilizer businesses are subject to extensive and frequently changing federal, state and local, environmental and health and safety laws and regulations governing the emission and release of hazardous substances

into the environment, the treatment and discharge of waste water, the storage, handling, use and transportation of petroleum and nitrogen products, and the characteristics and composition of gasoline and diesel fuels. These laws and regulations, their underlying regulatory requirements and the enforcement thereof impact the petroleum business and operations and the nitrogen fertilizer business and operations by imposing:

- restrictions on operations or the need to install enhanced or additional controls;
- the need to obtain and comply with permits, licenses and authorizations;
- requirements for the investigation and remediation of contaminated soil and groundwater at current and former facilities (if any) and liability for off-site waste disposal locations; and
- specifications for the products marketed by the petroleum business and the nitrogen fertilizer business, primarily gasoline, diesel fuel, UAN and ammonia.

CVR's operations require numerous permits, licenses and authorizations. Failure to comply with these permits or environmental laws and regulations could result in fines, penalties or other sanctions or a revocation of CVR's permits. In addition, the laws and regulations to which CVR is subject are often evolving and many of them have become more stringent or have become subject to more stringent interpretation or enforcement by federal or state agencies. The ultimate impact on CVR's compliance with evolving laws and regulations is not always clearly known or determinable due in part to the fact that its operations may change over time and certain implementing regulations for laws, such as the federal Clean Air Act, have not yet been finalized, are under governmental or judicial review or are being revised. These laws and regulations could result in increased capital, operating and compliance costs.

Renewable Fuel Standards

Refer to Item 1A, "Risk Factors - Energy," *If sufficient renewable identification numbers ("RINs") are unavailable for purchase, if the petroleum business has to pay a significantly higher price for RINs or if the petroleum business is otherwise unable to meet the United States Environmental Protection Agency's ("EPA") RFS mandates, the petroleum business' financial condition and results of operations could be materially adversely affected,* and Note 17, "Commitments and Contingencies -Energy," to the consolidated financial statements for further discussion of Renewable Fuel Standards ("RFS") of the EPA.

Safety, Health and Security Matters

CVR is subject to a number of federal and state laws and regulations related to safety, including the Occupational Safety and Health Act ("OSHA") and comparable state statutes, the purpose of which are to protect the health and safety of workers. CVR is subject to OSHA Process Safety Management regulations, which are designed to prevent or minimize the consequences of catastrophic releases of toxic, reactive, flammable or explosive chemicals.

CVR operates a comprehensive safety, health and security program, with participation by employees at all levels of the organization. CVR has developed comprehensive safety programs aimed at preventing OSHA recordable incidents. Despite CVR's efforts to achieve excellence in its safety and health performance, there can be no assurances that there will not be accidents resulting in injuries or even fatalities. CVR routinely audits its programs and consider improvements in its management systems.

The Wynnewood refinery has been the subject of a number of OSHA inspections since 2006. As a result of these inspections, the Wynnewood refinery entered into four OSHA settlement agreements in 2008, pursuant to which it has agreed to undertake certain studies, conduct abatement activities, and revise and enhance certain OSHA compliance programs. The remaining costs associated with implementing these studies, abatement activities and program revisions are not expected to exceed \$1 million.

Refer to Note 17, "Commitments and Contingencies -Energy," to the consolidated financial statements for further discussion of OSHA matters related to the Wynnewood refinery boiler explosion.

Employees

As of December 31, 2016, our Energy segment had approximately 1,500 employees.

As of December 31, 2016, approximately 52% and 31% of the employees at CVR Refining and CVR Partners, respectively, were covered by collective bargaining agreements.

Railcar

Background

We conduct our Railcar segment through our majority ownership interests in American Railcar Industries, Inc. ("ARI") and our wholly owned subsidiary American Railcar Leasing, LLC ("ARL"). As of December 31, 2016, we owned approximately 62.2% of the total outstanding common stock of ARI.

Prior to February 29, 2016, we owned a 75% economic interest in ARL. On February 29, 2016, Icahn Enterprises entered into a contribution agreement with an affiliate of Mr. Icahn, to acquire the remaining 25% economic interest in ARL not already owned by us. Pursuant to this contribution agreement, we contributed 685,367 newly issued depository units of Icahn Enterprises in exchange for the remaining 25% economic interest in ARL. As a result of the transaction, we own a 100% economic interest in ARL. This transaction was authorized by the independent committee of the board of directors of the general partner of Icahn Enterprises. The independent committee was advised by independent counsel and retained an independent financial advisor which rendered a fairness opinion. On October 2, 2013, we acquired the initial 75% economic interest in the newly capitalized ARL from an affiliate of Mr. Icahn. ARL was considered an entity under common control that required us to consolidate the financial results of ARL on an as-if-pooling basis.

On December 19, 2016, Icahn Enterprises entered into a definitive agreement to sell ARL to SMBC Rail Services LLC ("SMBC Rail"), a wholly owned subsidiary of Sumitomo Mitsui Banking Corporation, for cash based on (i) a value approximately \$2.8 billion (subject to certain adjustments) and (ii) a fleet of approximately 29,000 railcars. The initial closing is expected to occur in the second quarter of 2017. For a period of three years thereafter, upon satisfaction of certain conditions, the sellers will have an option to sell, and SMBC Rail will have an option to buy, approximately 4,800 additional railcars. These approximately 4,800 railcars will be segregated and owned by a wholly owned subsidiary of ours. If the conditions to the option are satisfied, the purchase price for the approximately 4,800 additional railcars would be approximately \$586 million at the time of the initial closing, which would bring the total sale price to approximately \$3.4 billion (subject to certain adjustments). The sale is subject to customary closing conditions. Neither the sale nor the option are subject to any financing condition.

Business

ARI is a prominent North American designer and manufacturer of hopper and tank railcars. ARI provides its railcar customers with integrated solutions through a comprehensive set of high-quality products and related services through its manufacturing, leasing and railcar services operations. ARI's manufacturing consists of railcar manufacturing and railcar and industrial component manufacturing. ARI's railcar services consist of railcar repair, engineering and field services.

ARL is engaged in the business of leasing railcars to customers with specific requirements whose products require specialized railcars dedicated to transporting, storing, and preserving the integrity of their products. These products are primarily in the chemical, mineral, petrochemical, food and agriculture, and energy industries.

ARI's and ARL's railcar leasing business consists of railcars manufactured primarily by ARI and leased to third parties under operating leases. Currently, ARI's leasing business is operated under lease management agreements with ARL through which ARL markets ARI's railcars for sale or lease and acts as ARI's manager to lease railcars on ARI's behalf for a fee. In anticipation of the expected sale of ARL to SMBC Rail, as discussed above, ARI and ARL entered into a railcar management transition agreement to manage the transition, from ARL to ARI, of ARI's railcar leasing business. Subsequent to the initial closing date, ARI will market all of its railcars for sale or lease through ARI's sales and marketing staff who will also continue to sell its component products and railcar services.

ARI is a reporting company under the Exchange Act and files annual, quarterly and current reports, proxy statements and other information with the SEC that is publicly available.

Customers

Our Railcar segment's primary customers include those that use railcars for freight transport, or shippers, leasing companies, industrial companies and Class I railroads. In servicing this customer base our Railcar segment believes its comprehensive railcar leasing and services offerings and its railcar components manufacturing operations will help our Railcar segment to further penetrate the general railcar manufacturing and leasing market.

Products and Services

ARI designs, manufactures and sells special, customized and general purpose railcars and a wide range of components primarily for the North American railcar and industrial markets. ARI primarily manufactures two types of railcars, hopper and tank railcars, but has the ability to produce additional railcar types. In addition, ARI offers these same railcars for lease. ARI also supports the railcar industry by offering a variety of comprehensive railcar repair services, ranging from full to light repair, engineering and on-site repairs and maintenance through its various repair facilities, including mobile units and mini shops.

ARI and ARL offer customers the option to lease their railcars through various leasing options. Maintenance of leased railcars can be provided, in part, through ARI's railcar repair and refurbishment facilities. The railcars in ARI's and ARL's lease fleet are leased to shippers with lease terms generally ranging from two to ten years. As of December 31, 2016, our Railcar segment's combined railcar lease fleet totaled 45,761 railcars, of which 11,153 pertained to ARI and 34,608 pertained to ARL. As discussed above, ARL will sell its fleet of railcars in multiple tranches (subsequent tranches subject to certain closing conditions), with the initial closing expected to occur in the second quarter of 2017.

ARI's railcar services group focuses on railcar repair, engineering and field services. Its primary customers for services provided by this group are leasing companies and shippers of specialty hopper and tank railcars. ARI's railcar services provide it insight into its customers' railcar needs. ARI uses this knowledge to improve its service and product offerings.

Competition

The North American railcar manufacturing industry has historically been extremely competitive. ARI competes primarily with Trinity Industries, Inc. ("Trinity"), The Greenbrier Companies, Inc., National Steel Car Limited, FreightCar America Inc. and Union Tank Car Company ("Union Tank"). Competitors have expanded and may continue to expand their capabilities in ARI's core railcar markets.

The railcar leasing industry has also historically been extremely competitive. Both ARI and ARL compete primarily with Wells Fargo Rail Corp., GATX Corp., CIT Group, Trinity and Union Tank in the railcar leasing market.

Employees

As of December 31, 2016, ARI had 2,159 full-time employees, of which approximately 8% were party to domestic collective bargaining agreements.

As of December 31, 2016, ARL had 54 full-time employees.

Gaming

Background

We conduct our Gaming segment through our majority ownership in Tropicana Entertainment Inc. ("Tropicana"), and as discussed below, effective February 26, 2016, our wholly owned subsidiary, Trump Entertainment Resorts Inc. ("TER") which owns the Trump Taj Mahal Casino Resort (the "Trump Taj Mahal"). The Trump Taj Mahal closed and ceased its casino and hotel operations on October 10, 2016.

Tropicana is a reporting company under the Exchange Act and files annual, quarterly and current reports, proxy statements and other information with the SEC that are publicly available.

As of December 31, 2016, we owned approximately 72.5% of the total outstanding common stock of Tropicana.

On September 9, 2014, TER and its subsidiaries filed voluntary Chapter 11 petitions in the United States Bankruptcy Court for the District of Delaware in Wilmington, Delaware. On February 26, 2016 (the "Effective Date"), TER emerged from bankruptcy. Icahn Enterprises was the sole holder of TER's senior secured debt. On the Effective Date, among other things, the existing pre-petition senior secured debt held by Icahn Enterprises was extinguished and converted into 100% of TER's New Common Stock (as defined in the bankruptcy plan). As a result, we became the 100% owner of TER after reorganization and accordingly, obtained control and began consolidating the results of TER on February 26, 2016. TER owns the Trump Taj Mahal which closed and ceased its casino and hotel operations on October 10, 2016.

Business

Tropicana is an owner and operator of regional casino and entertainment properties located in the United States and one hotel, timeshare and casino resort located on the island of Aruba. On April 1, 2014, Tropicana acquired an additional casino resort in Missouri. Tropicana primarily caters to local and regional guests to provide a fun and exciting gaming environment with high-quality and high-value lodging, dining, retail and entertainment amenities. Tropicana's properties offer a broad array of gaming options specifically tailored for its patrons in each market. Tropicana's properties include the following casinos:

- *Tropicana Laughlin Hotel and Casino* - Laughlin, Nevada ;
- *Lumière Place Casino* - St. Louis, Missouri;
- *Montbleu Casino Resort & Spa* - South Lake Tahoe, Nevada;
- *Tropicana AC* - Atlantic City, New Jersey;
- *Tropicana Evansville* - Evansville, Indiana;
- *Belle of Baton Rouge Casino and Hotel* - Baton Rouge, Louisiana;
- *Tropicana Greenville* - Greenville, Mississippi; and

- *Tropicana Aruba* - Palm Beach, Aruba.

TER owns and operates Trump Taj Mahal which is located in Atlantic City, New Jersey. Trump Taj Mahal closed and ceased its casino and hotel operations on October 10, 2016. In addition, TER also owns an idled casino property in Atlantic City, New Jersey, Trump Plaza Hotel and Casino, which ceased operations in September 2014.

Competition

Our Gaming segment owns land-based and riverboat casino facilities in six states and one hotel, timeshare and casino resort located on the island of Aruba. Our Gaming segment competes with numerous casinos and casino hotels of varying quality and size in the markets in which its properties are located and with other forms of legalized gaming, including internet gaming, state-sponsored lotteries, racetracks, off-track wagering, video lottery, video poker terminals and card parlors. Our Gaming segment also competes with other non-gaming resorts and vacation areas, and with various other entertainment businesses. The casino entertainment business is characterized by competitors that vary considerably by their size, quality of facilities, number of operations, brand identities, marketing and growth strategies, financial strength and capabilities, level of amenities, management talent and geographic diversity.

In most markets, our Gaming segment competes directly with other casino facilities operating in the immediate and surrounding market areas, including casinos located on Native American reservations. In some markets, our Gaming segment faces competition from nearby markets in addition to direct competition within its market areas.

Our Gaming segment believes competition in existing markets has intensified over the last several years, due to new markets opening for development, new properties opening in existing markets, and challenging economic conditions in certain markets. Many casino operators have invested in expanding existing facilities, developing new facilities, and acquiring established facilities in existing markets. The expansion of casino entertainment at existing properties, the increase in the number of properties and the aggressive marketing strategies of many of our competitors has increased competition in many markets in which our Gaming segment competes, and it expects this intense competition to continue.

Our Gaming segment's operating results can be adversely affected by costs associated with advertising, promotions and complimentary services to patrons, the amount and timing of which may be affected by the advertising and complimentary policies and actions of its properties' competitors and its efforts to keep pace with them. If our Gaming segment's operating revenues are insufficient to allow it to match the promotions of competitors, the number of its casino patrons may decline, which may have a material adverse effect on our Gaming segment's financial performance. In addition, some of Gaming segment's competitors have significantly greater financial resources than it does, and as a result our Gaming segment may not be able to successfully compete with them in the future.

Trademarks

Our Gaming segment uses a variety of trade names, service marks and trademarks and has all the rights and licenses necessary to conduct its continuing operations. Our Gaming segment has registered several service marks and trademarks with the United States Patent and Trademark Office or otherwise acquired the licenses to use those which are material to the conduct of its business. Tropicana owns the following federally registered trademarks or service marks that are material to its business: MontBleu, Aztar, Trop, Tropicana, Belle of Baton Rouge, Trop Advantage, the Quarter at Tropicana and Lumière.

Tropicana Trademarks

Tropicana along with certain entities that own Tropicana Las Vegas ("Tropicana LV") are parties to a trademark Settlement Agreement (the "Settlement Agreement") governing the respective rights of the parties to the "Tropicana" trademark. Pursuant to the Settlement Agreement, which became effective on September 28, 2011, the Tropicana LV entities, subject to certain advertising exceptions and other terms and conditions set forth in the Settlement Agreement, have perpetual exclusive rights to use the names, trademarks, and/or service marks (the "Marks") TROPICANA LAS VEGAS (or TROP LAS VEGAS) and TROPICANA LV (or TROP LV) (the "TLV Marks", as defined in the Settlement Agreement) in conjunction with its services ("Services", as defined in the Settlement Agreement) in the City of Las Vegas, Nevada and within a 50-mile radius of the front entrance of the Tropicana Las Vegas Hotel and Casino located at 3801 Las Vegas Boulevard South, Las Vegas, Nevada (the "TLV Territory") along with certain rights to use the TLV Marks on the Internet without geographic limitation and to register the TLV Marks as domain names. Tropicana and its affiliates, subject to certain advertising exceptions and other terms and conditions set forth in the Settlement Agreement, have perpetual exclusive worldwide rights (excluding the TLV Territory) to use the TROPICANA and TROP Marks coupled with either a pre-existing identifier of its Services (such as "TROPICANA ENTERTAINMENT" or "TROP ADVANTAGE") or an accurate geographic identifier of the location of a Tropicana Entertainment property (other than LAS VEGAS or the name of any city within the TLV Territory) (the "TE Marks") along with certain rights to use the TE Marks on the Internet without geographic limitation and to register the TE Marks as domain names.

Seasonality

Our Gaming segment's cash flows from operating activities are seasonal in nature. Operating results are traditionally the strongest in the third quarter and traditionally the weakest during the fourth quarter. Any excess cash flows achieved from operations during the peak seasons are used to subsidize non-peak seasons. Performance in non-peak seasons is usually dependent on favorable weather and a long-weekend holiday calendar. In the event that our Gaming segment is not able to generate excess cash flows during the peak seasons, it may not be able to fully subsidize non-peak seasons.

Governmental Regulation

The ownership and operation of Gaming segment's facilities are subject to pervasive regulation under the laws and regulations of each of the six states in which it operates as well as in Aruba where Tropicana operates a small casino. Gaming laws generally are based upon declarations of public policy designed to protect gaming consumers and the viability and integrity of the gaming industry. Gaming laws also may be designed to protect and maximize state and local revenues derived through taxes and licensing fees imposed on the gaming industry participants as well as to enhance economic development and tourism. To accomplish these public policy goals, gaming laws establish procedures to ensure that participants in the gaming industry meet certain standards of character and fitness.

Typically, a jurisdiction's regulatory environment is established by statute and is administered by a regulatory agency with broad discretion to regulate, among other things, the affairs of owners, managers and persons with financial interests in gaming operations.

Licensing

Gaming laws require our Gaming segment and certain of its subsidiaries, as well as its directors, officers (with respect to corporations), managers (with respect to limited liability companies), and certain other key employees and, in some cases, certain of its shareholders (with respect to corporations), members (with respect to limited liability companies), and holders of debt securities, to obtain licenses, findings of suitability or other approvals from gaming authorities. Licenses or findings of suitability typically require a determination that the applicant is suitable or otherwise qualified to hold the license or the finding of suitability necessary to hold equity, debt securities or position with the gaming licensee or its affiliated entities. Where not mandated by statute, rule or regulation, gaming authorities generally have broad discretion in determining who must come forward for suitability and whether an applicant qualifies for licensing or should be deemed suitable or otherwise qualified.

Other Regulations

Our Gaming segment is subject to various federal, state and local laws and regulations. These laws and regulations include, but are not limited to, restrictions and conditions concerning alcoholic beverages, environmental matters, currency transactions, employees, taxation, zoning and building codes, marketing and advertising, vessels and permanently moored craft. Such laws and regulations could change or could be interpreted differently in the future, or new laws and regulations could be enacted. Material changes, new laws or regulations, or material differences in interpretations by courts or governmental authorities could adversely affect Tropicana's business.

Employees

As of December 31, 2016, Tropicana had approximately 7,000 employees and had collective bargaining agreements with several unions covering approximately 2,600 of those employees, substantially all of whom are employed at Tropicana AC, Lumière Place Casino, Belle of Baton Rouge and Tropicana Evansville.

As of December 31, 2016, TER had approximately 179 employees.

Metals

Background

We conduct our Metals segment through our indirect wholly owned subsidiary, PSC Metals, Inc. ("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, including electric-arc furnace mills, integrated steel mills, foundries, secondary smelters and metals brokers. These services are provided through PSC Metals' recycling facilities located in seven states. PSC Metals also operates a steel products business that includes the supply of secondary plate and structural grade pipe that is sold into niche markets for counterweights, piling and foundations, construction materials and infrastructure end-markets.

The Ferrous Scrap Metal Business

PSC Metals' ferrous products include busheling, plate and structural, shredded, sheared and bundled scrap metal and other purchased scrap metal such as turnings (steel machining fragments), cast furnace iron and broken furnace iron. PSC Metals processes the scrap into a size, density and purity required by customers to meet their production needs.

PSC Metals purchases processed and unprocessed ferrous scrap metal from various sources, including individuals and traditional scrap yards as well as industrial manufacturers who recycle the scrap from their metal-forming processes and steel mills who look to PSC Metals to remarket secondary product they would otherwise scrap. PSC Metals sets the price paid to its suppliers based on market factors such as the demand and price for processed material and the underlying metal content of the scrap material being purchased. Changes in scrap prices could cause the collection rates of scrap to increase (when prices are higher) or decrease (when prices are lower). The variation in prices and collection rates can have a significant effect on sales volumes through PSC Metals' scrap yards. Scrap material is processed in PSC Metals' recycling yards where it is shredded, cut, broken, sheared, sorted and classified for use as raw material in the steel-making process. PSC Metals then sells processed ferrous scrap to end-users such as steel producing mini-mills and integrated steel makers and foundries, as well as brokers who aggregate materials for other large users. Additionally, a significant amount of valuable, non-ferrous metal is also recovered as a by-product of the shredding process, which is sold separately as discussed below.

The Non-ferrous Scrap Metal Business

The primary non-ferrous commodities that PSC Metals recycles are aluminum, copper, brass, stainless steel and other nickel-bearing metals. Non-ferrous products are a significant raw material in the production of aluminum and copper alloys used in manufacturing. The geographic markets for non-ferrous scrap tend to be larger than those for ferrous scrap due to the higher selling prices of non-ferrous metals relative to their weight, which justify the cost of shipping over greater distances. Non-ferrous scrap is typically sold on a spot basis, either directly or through brokers, to intermediate or end-users, which include smelters, foundries and aluminum sheet and ingot manufacturers. Prices for non-ferrous scrap are driven by demand for finished non-ferrous metal goods and by the general level of economic activity, with prices generally related to the price of the primary metal on the London Metals Exchange, Chicago Mercantile Exchange or the New York Commodity Exchange.

Strategy

PSC Metals is focused on growing and diversifying its core ferrous business by improving operating efficiencies through better use of its assets, lowering its cost structure and continuing to expand its non-ferrous business through both acquisitions and organic growth. PSC Metals seeks to acquire companies that will enable it to increase and maintain a consistent supply of scrap and capture efficiencies associated with an appropriate level of vertical integration.

Raw Materials/Competition

The scrap metal recycling industry is highly competitive, cyclical in nature, and commodity-based. Operating results tend to reflect and be amplified by changes in general global economic conditions, which in turn drive domestic and overseas manufacturing and the consumption of scrap in the production of steel and foundry products. The demand for product and production activity of PSC Metals' scrap consumers drives market pricing levels in PSC Metals' ferrous and non-ferrous scrap sales. Demand is driven by mill production schedules related to regional manufacturing requirements and service center stocking levels. Due to the lower selling prices of ferrous metals relative to their weight, raw ferrous scrap is generally purchased locally. Ferrous scrap prices are local and regional in nature. Where there are overlapping regional markets, however, prices do not tend to differ significantly between the regions due to the ability of companies to ship scrap metal from one region to another. The most significant limitation on the size of the geographic market for the procurement of ferrous scrap is transportation cost. This leads to significant fluctuations in demand and pricing for PSC Metals' products. The steel products business is less cyclical but is affected by the rate of secondary product generated by steel mills generating these products and the market demands in plate and pipe markets.

Customers

Our Metals segment had two customers in 2016 that represented approximately 25% of its net sales, one of which individually accounted for approximately 18% of its net sales. No other customer accounted for more than 7% of our Metals segment's net sales in 2016.

Employees

As of December 31, 2016, PSC Metals had 534 employees, of which 91 employees were covered by collective bargaining agreements.

Mining

Background

We conduct our Mining segment through our majority ownership in Ferrous Resources Ltd ("Ferrous Resources"). As discussed below, we obtained control of and consolidated the results of Ferrous Resources during the second quarter of 2015.

Ferrous Resources acquired certain rights to iron ore mineral resources in Brazil and develops mining operations and related infrastructure to produce and sell iron ore products to the global steel industry. Ferrous Resources has acquired significant iron ore assets in the State of Minas Gerais, Brazil, known as Viga, Viga Norte, Esperança, Serrinha and Santanense. In addition, Ferrous Resources has acquired certain mineral rights near Jacuípe in the State of Bahia, Brazil. Of the assets acquired, Viga, Esperança and Santanense are already extracting and producing iron ore, while the other assets are at an early stage of exploration.

In response to the depressed iron ore price environment, Ferrous Resources decided to temporarily suspend Esperança's and Santanense's operations in the first quarter of 2015 in order to study alternatives to further reduce cost of production and improve product quality and therefore to improve profitability and margin per metric ton.

Acquisition

On April 25, 2015 we entered into an agreement which provided that we would launch a tender offer to purchase any and all of the outstanding shares of Ferrous Resources for \$0.36 per share and backstop a certain rights offering of up to \$40 million.

Prior to the tender offer, we owned approximately 14.1% of the total outstanding shares of Ferrous Resources. As a result of the tender offer, we obtained control of Ferrous Resources through the purchase of additional shares of Ferrous Resources on June 8, 2015 (the acquisition date), and additional shares of Ferrous Resources on June 26, 2015 for a combined aggregate tender consideration of \$180 million. In addition, on June 26, 2015, pursuant to a certain rights offering, we purchased additional shares of Ferrous Resources for an aggregate consideration of \$29 million.

As of December 31, 2016, we owned approximately 77.2% of the total outstanding common stock of Ferrous Resources.

Strategy

The economic viability of Ferrous Resources' business is highly dependent on the market price of iron ore. Ferrous Resources' longer-term strategy is to produce and sell iron ore products in the domestic Brazilian market, as well as to the export markets, principally China, Japan, Korea, the Middle East and also potentially Europe. Future revenues will depend on Brazilian and global demand levels for iron ore, iron ore international sales prices, the type of iron ore product it sells and the iron content of those products. Iron ore prices (including sale prices in Brazil) are largely driven by global demand for crude steel, the primary driver for iron ore demand.

For Ferrous Resources, the key performance driver has historically been from demand for raw materials from Chinese steelmakers. For the year ended December 31, 2016, Ferrous Resources has been concentrating on sales in Brazil, where the best margins are being captured. During 2016, both domestic and global steel industries showed stability on low to mid prices as steel mills' utilization rates have not recovered and iron ore prices remain weak.

Competition

The iron ore industry is characterized by intense competition and a high level of market concentration. Ferrous Resources competes with a number of large international mining companies, many of which have mineral and financial resources substantially greater than those of Ferrous Resources.

Customers

Ferrous Resources currently sells its products in the domestic Brazilian market to three main customers, one of which accounted for 67% of our Mining segment's net sales for the year ended December 31, 2016.

Employees

As of December 31, 2016, Ferrous Resources had 988 employees.

Food Packaging

Background

We conduct our Food Packaging segment through our majority ownership in Viskase Companies, Inc. ("Viskase"). As of December 31, 2016, we owned approximately 74.6% of the total outstanding common stock of Viskase.

Business

Viskase is a worldwide leader in the production and sale of cellulosic, fibrous and plastic casings for the processed meat and poultry industry. Viskase currently operates ten manufacturing facilities, six distribution centers and three service centers throughout North America, Europe, South America and Asia. Viskase provides value-added support services relating to these products for some of the world's largest global consumer products companies. Viskase believes it is one of the two largest worldwide producers of non-edible cellulosic casings for processed meats and one of the three largest manufacturers of non-edible fibrous casings.

Business Strategy

Viskase's business strategy is to continue to improve operational efficiencies, product quality and throughput by upgrading existing production facilities and adding resources in high growth markets through new capital investments. Viskase has been successful in implementing production cost-savings initiatives and will continue to pursue similar opportunities that enhance its profitability and competitive positioning as a leader in the casing market. Opportunities to reduce extrusion, shirring and printing waste are also feasible at several of Viskase's facilities through upgraded equipment and an ongoing effort to redefine product mix.

International

As of December 31, 2016, Viskase had eight manufacturing or finishing facilities located outside the continental United States: Monterrey, Mexico; Beauvais, France; Thâon-les-Vosges, France; Caronno, Italy; Warsaw, Poland; Swiecie, Poland; Clark Freeport Zone, Philippines; and Atibaia, Brazil. Viskase continues to explore opportunities to expand in emerging markets. Net sales from customers located outside the United States represented approximately 70% of its total net sales in 2016. Viskase's operations in France are responsible for distributing products, directly or through distributors, in Europe, Africa, the Middle East and parts of Asia. While overall consumption of processed meat products in North America and Western Europe is stable, market growth is driven by increasing demand in Eastern Europe, South America and the Asia Pacific region.

Employees

As of December 31, 2016, Viskase had 1,931 employees worldwide, of which 437 employees were covered under collective bargaining agreements.

Real Estate

Background

Our Real Estate operations consist of rental real estate, property development and associated club activities.

Our rental real estate operations consist primarily of office and industrial properties leased to single corporate tenants. As of December 31, 2016, we owned 15 commercial rental real estate properties. Historically, substantially all of our real estate assets leased to others have been net-leased under long-term leases. With certain exceptions, these tenants are required to pay all expenses relating to the leased property and, therefore, we are typically not responsible for payment of expenses, including maintenance, utilities, taxes, insurance or any capital items associated with such properties.

Our property development operations are run primarily through Bayswater Development LLC, a real estate investment, management and development subsidiary that focuses primarily on the construction and sale of single-family and multi-family homes, lots in subdivisions and planned communities and raw land for residential development. Our New Seabury development property in Cape Cod, Massachusetts and our Grand Harbor development property in Vero Beach, Florida include land for future residential development of approximately 272 and 1,128 units of residential housing, respectively. Both our developments operate golf and club operations as well. During the year ended December 31, 2015, we sold the Oak Harbor development and operations in Vero Beach, Florida, which was historically operated as part of the Grand Harbor development property. Our long-term investment horizon and operational expertise allow us to acquire properties with limited current income and complex entitlement and development issues.

In addition, our Real Estate segment owns an unfinished development property and a partially developed casino, located on approximately 23 acres in Las Vegas, Nevada.

Strategy

Our Real Estate business strategy is based on our long-term investment outlook. We maximize the value of our commercial lease portfolio through effective management of existing properties and disposal of assets on an opportunistic basis. We continue to market our remaining residential product and to build new homes as market conditions warrant. In keeping with the Real Estate business' strategy of investing capital to grow existing operations, we actively pursue prudent acquisitions of additional commercial and residential properties at favorable prospective returns.

Seasonality

Resort operations are highly seasonal with peak activity in Cape Cod from June to September and in Florida from November to March. Sales activity for our real estate developments in Cape Cod typically peak in late winter and early spring, while in Florida our peak selling season is during the winter months.

Employees

As of December 31, 2016, our Real Estate segment had 146 employees. No employees are covered by collective bargaining agreements.

Home Fashion

Background

We conduct our Home Fashion segment through our indirect wholly owned subsidiary, WestPoint Home LLC ("WPH").

We acquired a controlling interest in WestPoint International, Inc. ("WPI") out of bankruptcy during 2005. During 2011, we acquired additional shares of WPI common stock and through a series of related transactions, became the sole owner of WPI. Effective as of March 1, 2012, pursuant to an internal reorganization, WestPoint Home, Inc. (a wholly owned indirect subsidiary of WPI, which had previously comprised our Home Fashion business) merged into our newly created wholly owned indirect subsidiary (which was formed as a Delaware limited liability company solely for the purposes of such merger) and continued its business as a limited liability company under the name WestPoint Home LLC. In referencing WPH, we refer to WestPoint Home Inc. and WestPoint Home LLC interchangeably because the business profile of our Home Fashion segment's business did not change as a result of this reorganization.

Business

WPH's business consists of manufacturing, sourcing, marketing, distributing and selling home fashion consumer products. WPH differentiates itself in the home fashion textile industry based on its 200 plus-year heritage of providing its customers with: (1) a full assortment of home fashion products; (2) good customer service; (3) a superior value proposition; and (4) branded and private label products with strong consumer recognition. WPH markets a broad range of manufactured and sourced bed, bath, basic bedding and other textile products, including sheets, pillowcases, bedspreads, quilts, comforters and duvet covers, bath and beach towels, bath accessories, bed skirts, bed pillows, flocked blankets, woven blankets and throws and mattress pads.

WPH manufactures and sources its products in a wide assortment of colors and patterns from a variety of fabrics, including chambray, twill, sateen, and from a variety of fibers, including cotton, synthetics and cotton blends. WPH seeks to position its business as a single-source supplier to retailers of home fashion products, offering a broad assortment of products across multiple price points. WPH believes that product and price point breadth allows it to provide a comprehensive product offering for each major distribution channel.

WPH transitioned the majority of its manufacturing to Bahrain, a low-cost country, and continues to maintain its corporate offices and certain distribution operations in the United States.

Strategy

Beginning with its purchase of the assets of WestPoint Stevens in 2005, WPH has been focused on restructuring its business by reducing costs and improving profitability. WPH's restructuring process has taken several years and remains on-going. These actions have included moving manufacturing operations overseas, reducing labor costs, attempting to source goods at lower prices and addressing unfavorable licensing arrangements. WPH has also been focused on significant restructuring in the United States, which has included streamlining its merchandising, sales, customer service, finance divisions and its distribution process.

WPH believes its principal manufacturing facility in Bahrain allows it to benefit from competitive labor rates, attractive incentives, low energy costs and a favorable tax treaty. WPH currently has one non-U.S. manufacturing plant and one manufacturing plant and one distribution center in the United States. WPH regularly reviews the possibility of implementing additional cost-saving measures.

Brands, Trademarks and Licenses

WPH markets its products under trademarks, brand names and private labels, which it uses as merchandising tools to assist its customers in coordinating their product offerings and differentiating their products from those of their competitors.

WPH manufactures and sells its own branded line of home fashion products consisting of merchandise bearing registered trademarks that include WestPoint Home, Grand Patrician, Martex, Luxor, Modern Living and Vellux.

In addition, some of WPH's home fashion products are manufactured and sold pursuant to licensing agreements under designer and brand names that include, among others, IZOD, Southern Tide, Under the Canopy and Portico.

Private label brands, also known as "store brands," are controlled by individual retail customers through use of their own brands or through an exclusive license or other arrangement with brand owners. Private label brands provide retail customers with a way to promote consumer loyalty, as the brand is owned and controlled by WPH's retail customers and not by WPH. As WPH's customer base has experienced consolidation, there has been an increasing focus on proprietary branding strategies.

The percentage of WPH's net sales derived from the sale of private label branded and unbranded products for 2016 was approximately 40%. For 2016, the percentage of WPH net sales derived from sales under brands it owns and controls was approximately 38%, and the percentage of WPH net sales derived from sales under brands owned by third parties pursuant to licensing arrangements with WPH was approximately 22%.

Customers

WPH sells its home fashion products to, chain stores, mass merchants, department stores, specialty stores and warehouse clubs, both domestically and internationally. During 2016, WPH's top five customers accounted for approximately 66% of its net sales, one of which individually accounted for approximately 26% of its net sales.

Competition

The home fashion industry is fragmented and highly competitive. Future success will, to a large extent, depend on WPH's ability to be a competitive low-cost producer. WPH competes with both foreign and domestic companies on, among other factors, the basis of price, quality, design and customer service. WPH may also face competition in the future from companies that are currently third-party suppliers to WPH. Future success depends on the ability to remain competitive in the areas of marketing, product development, price, quality, brand names, manufacturing capabilities, distribution and order processing.

Employees

As of December 31, 2016, WPH had 2,244 employees worldwide.

Holding Company

We seek to invest our available cash and cash equivalents in liquid investments with a view to enhancing returns as we continue to assess further acquisitions of, or investments in, operating businesses.

As of December 31, 2016, we had investments with a fair market value of approximately \$1.7 billion in the Investment Funds. We may redeem our direct investment in the Investment Funds upon notice.

We conduct our activities in a manner so as not to be deemed an investment company under the Investment Company Act of 1940, as amended, or the Investment Company Act. Generally, this means that we do not invest or intend to invest in securities as our primary business and that no more than 40% of our total assets will be invested in investment securities as such term is defined in the Investment Company Act. In addition, we intend to structure our investments so as 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 of 1986, as amended.

Available Information

Icahn Enterprises maintains a website at www.ielp.com. We provide access to our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to those reports free of charge through this website as soon as reasonably practicable after such material is electronically filed with the SEC. Paper copies of annual and periodic reports filed with the SEC may be obtained free of charge upon written request by contacting our headquarters at the address located on the front cover of this report or under Investor Relations on our website. In addition, our corporate governance guidelines, including Code of Business Conduct and Ethics and Audit Committee Charter, are available on our website (under Corporate Governance) and are available in print without charge to any stockholder requesting them. You may obtain and copy any document we furnish or file with the SEC at the SEC's public reference room at 100 F Street, NE, Room 1580, Washington, D.C. 20549. You may obtain information on the operation of the SEC's public reference facilities by calling the SEC at 1-800-SEC-0330. The SEC maintains a website that contains reports, information statements, and other information regarding issuers like us who file electronically with the SEC. The SEC's website is located at www.sec.gov.

Item 1A. Risk Factors.

Risks Relating to Our Structure

Our general partner and its control person could exercise their influence over us to your detriment.

Mr. Icahn, through affiliates, owns 100% of Icahn Enterprises GP, the general partner of Icahn Enterprises and Icahn Enterprises Holdings, and approximately 90.1% of Icahn Enterprises' outstanding depositary units as of March 1, 2017, and, as a result, has the ability to influence many aspects of our operations and affairs.

Mr. Icahn's estate has been designed to assure the stability and continuation of Icahn Enterprises with no need to monetize his interests for estate tax or other purposes. In the event of Mr. Icahn's death, control of Mr. Icahn's interests in Icahn Enterprises and its general partner will be placed in charitable and other trusts under the control of senior Icahn executives and family members. However, there can be no assurance that such planning will be effective.

Mr. Icahn is currently serving as a special advisor to President Donald J. Trump on issues relating to regulatory reform.

In addition, if Mr. Icahn were to sell, or otherwise transfer, some or all of his interests in us to an unrelated party or group, a change of control could be deemed to have occurred under the terms of the indenture governing our senior notes, which would require us to offer to repurchase all outstanding senior notes at 101% of their principal amount plus accrued and unpaid interest and liquidated damages, if any, to the date of repurchase. However, it is possible that we will not have sufficient funds at the time of the change of control to make the required repurchase of notes.

We have engaged, and in the future may engage, in transactions with our affiliates.

We have invested and may in the future invest in entities in which Mr. Icahn also invests. We also have purchased and may in the future purchase entities or investments from him or his affiliates. Although Icahn Enterprises GP has never received fees in connection with our investments, our partnership agreement allows for the payment of these fees. Mr. Icahn may pursue other business opportunities in industries in which we compete and there is no requirement that any additional business opportunities be presented to us. We continuously identify, evaluate and engage in discussions concerning potential investments and acquisitions, including potential investments in and acquisitions of affiliates of Mr. Icahn. There cannot be any assurance that any potential transactions that we consider will be completed.

The market for our securities may be volatile.

The market for Icahn Enterprises' securities, including our depositary units, may be subject to disruptions that could cause substantial volatility in their prices. In general, economic crises have caused substantial market volatility and unrest. Any such disruptions or future volatility may adversely affect the value of our securities, including our depositary units.

Future cash distributions to Icahn Enterprises' unitholders, if any, can be affected by numerous factors.

While we made cash distributions to Icahn Enterprises' unitholders in each of the four quarters of 2015, the payment of future distributions will be determined by the board of directors of Icahn Enterprises GP, our general partner, quarterly, based on a review of a number of factors, including those described below and other factors that it deems relevant at the time that declaration of a distribution is considered.

Our ability to pay distributions will depend on numerous factors, including the availability of adequate cash flow from operations; the proceeds, if any, from divestitures; our capital requirements and other obligations; restrictions contained in our financing arrangements, including the indentures governing our senior notes; and our issuances of additional equity and debt securities. The availability of cash flow in the future depends as well upon events and circumstances outside our control, including prevailing economic and industry conditions and financial, business and similar factors. No assurance can be given that we will be able to make distributions or as to the timing of any distribution. If distributions are made, there can be no assurance that holders of depositary units may not be required to recognize taxable income in excess of cash distributions made in respect of the period in which a distribution is made.

Holders of Icahn Enterprises' depositary units have limited voting rights, including rights to participate in our management.

Our general partner manages and operates Icahn Enterprises. Unlike the holders of common stock in a corporation, holders of Icahn Enterprises' outstanding depositary units have only limited voting rights on matters affecting our business. Holders of depositary units have no right to elect the general partner on an annual or other continuing basis, and our general partner generally may not be removed except pursuant to the vote of the holders of not less than 75% of the outstanding depositary units. In addition, removal of the general partner may result in a default under the indentures governing our senior notes. As a result, holders of our depositary units have limited say in matters affecting our operations and others may find it difficult to attempt to gain control or influence our activities.

Holders of Icahn Enterprises' depositary units may not have limited liability in certain circumstances and may be personally liable for the return of distributions that cause our liabilities to exceed our assets.

We conduct our businesses through Icahn Enterprises Holdings in several states. Maintenance of limited liability will require compliance with legal requirements of those states. We are the sole limited partner of Icahn Enterprises Holdings. Limitations on the liability of a limited partner for the obligations of a limited partnership have not clearly been established in several states. If it were determined that Icahn Enterprises Holdings has been conducting business in any state without compliance with the applicable limited partnership statute or the possession or exercise of the right by the partnership, as limited partner of Icahn Enterprises Holdings, to remove its general partner, to approve certain amendments to the Icahn Enterprises Holdings partnership agreement or to take other action pursuant to the Icahn Enterprises Holdings partnership agreement, constituted "control" of Icahn Enterprises Holdings' business for the purposes of the statutes of any relevant state, Icahn Enterprises and/or its unitholders, under certain circumstances, might be held personally liable for Icahn Enterprises Holdings' obligations to the same extent as our general partner. Further, under the laws of certain states, Icahn Enterprises might be liable for the amount of distributions made to Icahn Enterprises by Icahn Enterprises Holdings.

Holders of Icahn Enterprises' depositary units may also be required to repay Icahn Enterprises amounts wrongfully distributed to them. Under Delaware law, we may not make a distribution to holders of our depositary units if the distribution causes our liabilities to exceed the fair value of our assets. Liabilities to partners on account of their partnership interests and nonrecourse liabilities are not counted for purposes of determining whether a distribution is permitted. Delaware law provides that a limited partner who receives such a distribution and knew at the time of the distribution that the distribution violated Delaware law will be liable to the limited partnership for the distribution amount for three years from the distribution date.

Additionally, under Delaware law an assignee who becomes a substituted limited partner of a limited partnership is liable for the obligations, if any, of the assignor to make contributions to the partnership. However, such an assignee is not obligated for liabilities unknown to him or her at the time he or she became a limited partner if the liabilities could not be determined from the partnership agreement.

To service our indebtedness and pay distributions with respect to Icahn Enterprises' depositary units, we require a significant amount of cash. Our ability to maintain our current cash position or generate cash depends on many factors beyond our control.

Our ability to make payments on and to refinance our indebtedness, to pay cash distributions with respect to Icahn Enterprises' depositary units and to fund operations depends on existing cash balances and our ability to generate cash in the future. This, to a certain extent, is subject to general economic, financial, competitive, regulatory and other factors that are beyond our control.

Our current businesses and businesses that we acquire may not generate sufficient cash to service our debt. In addition, we may not generate sufficient cash flow from operations or investments and future borrowings may not be available to us in an amount sufficient to enable us to service our indebtedness or to fund our other liquidity needs. As of December 31, 2016, approximately \$3.2 billion of required payments will come due in the three-year period ending December 31, 2019 with the first maturity date occurring on March 15, 2017. This amount includes interest on our senior notes as well as principal and interest on mortgages payable, including our 3.5% senior unsecured notes due 2017. As further discussed in Note 18, "Subsequent Events," to the consolidated financial statements, we refinanced all of our 3.5% senior unsecured notes due 2017 in January 2017.

Because credit ratings are an important factor influencing our ability to access capital and the terms of any new indebtedness, including covenants and interest rates, our ability to refinance our indebtedness could be adversely affected if our credit ratings were downgraded. We may need to refinance all or a portion of our indebtedness on or before maturity. We cannot assure you that we will be able to refinance any of our indebtedness on commercially reasonable terms or at all.

We are a holding company and depend on the businesses of our subsidiaries to satisfy our obligations.

We are a holding company. In addition to cash and cash equivalents, U.S. government and agency obligations and other short-term investments, our assets consist primarily of investments in our subsidiaries. Moreover, if we make significant investments in operating businesses, it is likely that we will reduce the liquid assets at Icahn Enterprises and Icahn Enterprises Holdings in order to fund those investments and the ongoing operations of our subsidiaries and in the Investment Funds. Consequently, our cash flow and our ability to meet our debt service obligations and make distributions with respect to depositary units likely will depend on the cash flow of our subsidiaries, returns on our interests in the Investment Funds and the payment of funds to us by our subsidiaries in the form of dividends, distributions, loans or otherwise.

For example, as of the date of this Report, excluding special dividends, we have received approximately \$659 million in dividends from CVR since January 1, 2013. Since January 1, 2013, dividends from CVR have been the predominant source of cash flow from our subsidiaries. Also see "Risk Factors - Energy - Instability and volatility in the capital, credit and commodity

markets in the global economy could negatively impact our Energy segment's business, financial condition, results of operations and cash flows'' below.

The operating results of our subsidiaries may not be sufficient 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 to which these subsidiaries may be subject or enter into in the future. The terms of certain debt agreements of our subsidiaries, or other entities in which we own equity, restrict dividends, distributions or loans to us. To the degree any distributions and transfers are impaired or prohibited, our ability to make payments on our debt and to make distributions on our depositary units will be limited.

We or our subsidiaries may be able to incur substantially more debt.

As of December 31, 2016, we and our subsidiaries had debt of approximately \$11.1 billion, of which approximately \$5.5 billion pertained to our Holding Company. In connection with the ARL Initial Sale, as described in Note 1, "Description of Business and Basis of Presentation - Agreement to Sell ARL," our Railcar segment had debt outstanding of approximately \$1.7 billion classified within liabilities held for sale on the consolidated balance sheet as of December 31, 2016, which represented the entire debt balance relating to ARL.

In the future, we and Icahn Enterprises Holdings may incur additional indebtedness if we comply with certain financial tests contained in the indentures that govern our senior notes. However, our subsidiaries other than Icahn Enterprises Holdings are not subject to any of the covenants contained in the indentures governing our senior notes. If new debt is added to our and our subsidiaries' current levels, the related risks that we, and they, now face could intensify. In addition, under the indenture governing our senior notes, certain important events, such as leveraged recapitalizations that would increase the level of our indebtedness, would not constitute a change of control.

As of December 31, 2016, based on covenants in the indenture governing our senior notes, we were not permitted to incur additional indebtedness other than subject to certain exceptions.

Our failure to comply with the covenants contained under any of our debt instruments, including the indentures governing our outstanding senior notes, including our failure as a result of events beyond our control, could result in an event of default which would materially and adversely affect our financial condition.

If there were an event of default under one of our debt instruments, the holders of the defaulted debt could cause all amounts outstanding with respect to that debt to be due and payable immediately. In addition, any event of default or declaration of acceleration under one debt instrument could result in an event of default under one or more of our other debt instruments. It is possible that, if the defaulted debt is accelerated, our assets and cash flow may not be sufficient to fully repay borrowings under our outstanding debt instruments and we cannot assure you that we would be able to refinance or restructure the payments on those debt securities.

We may be subject to the pension liabilities of our affiliates.

Mr. Icahn, through certain affiliates, owns 100% of Icahn Enterprises GP and approximately 90.1% of Icahn Enterprises' outstanding depositary units as of March 1, 2017. Applicable pension and tax laws make each member of a "controlled group" of entities, generally defined as entities in which there is at least an 80% common ownership interest, jointly and severally liable for certain pension plan obligations of any member of the controlled group. These pension obligations include ongoing contributions to fund the plan, as well as liability for any unfunded liabilities that may exist at the time the plan is terminated. In addition, the failure to pay these pension obligations when due may result in the creation of liens in favor of the pension plan or the Pension Benefit Guaranty Corporation ("PBGC") against the assets of each member of the controlled group.

As a result of the more than 80% ownership interest in us by Mr. Icahn's affiliates, we and our subsidiaries are subject to the pension liabilities of entities in which Mr. Icahn has a direct or indirect ownership interest of at least 80%. As a result of our ownership of more than 80% in our subsidiaries, we and our subsidiaries are subject to the pension liabilities of all entities in which Mr. Icahn has a direct or indirect ownership interest of at least 80%. ACF Industries LLC ("ACF"), a related party in which Mr. Icahn has a direct ownership interest exceeding 80%, and Federal-Mogul are the sponsors of several pension plans. ACF is a manufacturer and fabricator of specialty railcar parts and miscellaneous steel products from which certain of our subsidiaries purchase parts and steel products. All the minimum funding requirements of the Internal Revenue Code, as amended, and the Employee Retirement Income Security Act of 1974, as amended by the Pension Protection Act of 2006, for these plans have been met as of December 31, 2016 and 2015. If the plans were voluntarily terminated, they would be underfunded by approximately \$613 million and \$589 million as of December 31, 2016 and 2015, respectively. These results are based on the most recent information provided by the plans' actuaries. These liabilities could increase or decrease, depending on a number of factors, including future changes in benefits, investment returns, and the assumptions used to calculate the liability. As members of the controlled group, we would be liable for any failure of ACF and Federal-Mogul to make ongoing pension contributions or to pay the unfunded liabilities upon a termination of the pension plans of ACF and Federal-Mogul. In addition, other entities now or in the future within the controlled group in which we are included may have

pension plan obligations that are, or may become, underfunded and we would be liable for any failure of such entities to make ongoing pension contributions or to pay the unfunded liabilities upon termination of such plans.

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

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

We are subject to the risk of becoming an investment company.

Because we are a holding company and a significant portion of our assets may, from time to time, consist of investments in companies in which we own less than a 50% interest, we run the risk of inadvertently becoming an investment company that is required to register under the Investment Company Act. Registered investment companies are subject to extensive, restrictive and potentially adverse regulations relating to, among other things, operating methods, management, capital structure, dividends and transactions with affiliates. Registered investment companies are not permitted to operate their business in the manner in which we operate our business, nor are registered investment companies permitted to have many of the relationships that we have with our affiliated companies.

In order not to become an investment company required to register under the Investment Company Act, we monitor the value of our investments and structure transactions with an eye toward the Investment Company Act. As a result, we may structure transactions in a less advantageous manner than if we did not have Investment Company Act concerns, or we may avoid otherwise economically desirable transactions due to those concerns. In addition, 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. If it were established that we were an investment company, there would be a risk, among other material adverse consequences, that we could become subject to monetary penalties or injunctive relief, or both, in an action brought by the SEC, that we would be unable to enforce contracts with third parties or that third parties could seek to obtain rescission of transactions with us undertaken during the period it was established that we were an unregistered investment company.

We may become taxable as a corporation.

We believe that we have been and are properly treated as a partnership for federal income tax purposes. This allows us to pass through our income and deductions to our partners. However, the Internal Revenue Service (“IRS”) could challenge our partnership status and we could fail to qualify as a partnership for past years as well as future years. Qualification as a partnership involves the application of highly technical and complex provisions of the Internal Revenue Code, as amended. For example, a publicly traded partnership is generally taxable as a corporation unless 90% or more of its gross income is “qualifying” income, which includes interest, dividends, oil and gas revenues, real property rents, gains from the sale or other disposition of real property, gain from the sale or other disposition of capital assets held for the production of interest or dividends, and certain other items. We believe that in all prior years of our existence at least 90% of our gross income was qualifying income and we intend to structure our business in a manner such that at least 90% of our gross income will constitute qualifying income this year and in the future. However, there can be no assurance that such structuring will be effective in all events to avoid the receipt of more than 10% of non-qualifying income. If less than 90% of our gross income constitutes qualifying income, we may be subject to corporate tax on our net income, at a Federal rate of up to 35% plus possible state taxes. Further, if less than 90% of our gross income constituted qualifying income for past years, we may be subject to corporate level tax plus interest and possibly penalties. In addition, if we register under the Investment Company Act, it is likely that we would be treated as a corporation for U.S. federal income tax purposes. The cost of paying federal and possibly state income tax, either for past years or going forward could be a significant liability and would reduce our funds available to make distributions to holders of units, and to make interest and principal payments on our debt securities. To meet the qualifying income test we may structure transactions in a manner which is less advantageous than if this were not a consideration, or we may avoid otherwise economically desirable transactions.

As a result of the 2016 U.S. election and ongoing activity in the U.S. Congress on tax reform proposals, there is a heightened possibility of significant changes to the U.S. federal income tax laws. From time to time, legislative proposals have

been introduced that, if enacted, could have a material and adverse effect on us. These proposals have included taxing publicly traded partnerships engaged in the Investment segment, such as us, as corporations and introducing substantive changes to the definition of qualifying income, which could make it more difficult or impossible for us to meet the exception that allows publicly traded partnerships generating qualifying income to be treated as partnerships (rather than corporations) for U.S. federal income tax purposes. It is unclear when or if such legislation would be introduced, whether or not such legislation would be enacted, what specific provisions would be included or what the effective date would be, and as a result the ultimate impact on us of such legislation is uncertain. It is possible that if carried interest legislation were enacted we would be treated as an association, taxable as a corporation, which would materially increase our taxes. As an alternative, we might be required to restructure our operations, and possibly dispose of certain businesses, in order to avoid or mitigate the impact of any such legislation.

Holders of depositary units may be required to pay tax on their share of our income even if they did not receive cash distributions from us.

Because we are treated as a partnership for income tax purposes, holders of units are generally required to pay federal income tax, and, in some cases, state or local income tax, on the portion of our taxable income allocated to them, whether or not such income is distributed. Accordingly, it is possible that holders of depositary units may not receive cash distributions from us equal to their share of our taxable income, or even equal to their tax liability on the portion of our income allocated to them.

If we discover material weaknesses or significant deficiencies in our internal controls over financial reporting or at any recently acquired entity, it may adversely affect our ability to provide timely and reliable financial information and satisfy our reporting obligations under federal securities laws, which also could affect the market price of our depositary units or our ability to remain listed on the NASDAQ Global Select Market, or NASDAQ.

Effective internal and disclosure controls are necessary for us to provide reliable financial reports and effectively prevent fraud and to operate successfully as a public company. If we cannot provide reliable financial reports or prevent fraud, our reputation and operating results would be harmed. A “material weakness” is a significant deficiency or combination of significant deficiencies in internal control over financial reporting that results in a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected and corrected on a timely basis. A “significant deficiency” is a deficiency, or combination of deficiencies, in internal control over financial reporting that is less severe than a material weakness, yet important enough to merit attention of those responsible for oversight of our financial reporting.

To the extent that any material weakness or significant deficiency exists in our consolidated subsidiaries' internal control over financial reporting, such material weakness or significant deficiency may adversely affect our ability to provide timely and reliable financial information necessary for the conduct of our business and satisfaction of our reporting obligations under federal securities laws, that could affect our ability to remain listed on NASDAQ. Ineffective internal and disclosure controls could cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our depositary units or the rating of our debt.

We are a limited partnership and a “controlled company” within the meaning of the NASDAQ rules and as such are exempt from certain corporate governance requirements.

We are a limited partnership and “controlled company” pursuant to Rule 5615(c) of the NASDAQ listing rules. As such we have elected, and intend to continue to elect, not to comply with certain corporate governance requirements of the NASDAQ listing rules, including the requirements that a majority of the board of directors consist of independent directors and that independent directors determine the compensation of executive officers and the selection of nominees to the board of directors. We do not maintain a compensation or nominating committee and do not have a majority of independent directors. James L. Nelson, William A. Leidesdorf and Jack G. Wasserman currently serve on our audit committee and we believe that they are each are “independent” within the meaning of Rule 5605(a)(2) of the NASDAQ listing rules and Rule 10A-3 under the Exchange Act. Accordingly, while we remain a controlled company and during any transition period following a time when we are no longer a controlled company, the NASDAQ listing rules do not provide the same corporate governance protections applicable to stockholders of companies that are subject to all of the NASDAQ listing requirements.

Since we are a limited partnership, you may not be able to pursue legal claims against us in U.S. federal courts.

We are a limited partnership organized under the laws of the State of Delaware. Under the federal rules of civil procedure, you may not be able to sue us in federal court on claims other than those based solely on federal law, because of lack of complete diversity. Case law applying diversity jurisdiction deems us to be a citizen of each of our limited partners. Because we are a publicly traded limited partnership, it may not be possible for you to attempt to sue us in a federal court because we have citizenship in all 50 U.S. states and operations in many states. Accordingly, you will be limited to bringing any claims in state court.

Certain members of our management team may be involved in other business activities that may involve conflicts of interest.

Certain individual members of our management team may, from time to time, be involved in the management of other businesses, including those owned or controlled by Mr. Icahn and his affiliates. Accordingly, these individuals may focus a portion of their time and attention on managing these other businesses. Conflicts may arise in the future between our interests and the interests of the other entities and business activities in which such individuals are involved.

We may not realize the potential benefits of our acquisitions.

We may expand our existing businesses if appropriate opportunities are identified, as well as use our established businesses as a platform for additional acquisitions in the same or related areas. Any such acquisition, if consummated, could involve risks not presently faced by us. In addition, we may not realize the anticipated benefits of any such acquisition.

Risks Relating to Our Business

General

In addition to the risk factors specific to each of our businesses set forth below, all of our businesses are subject to the effects of the following:

- the threat of terrorism or war;
- loss of any of our or our subsidiaries' key personnel;
- the unavailability, as needed, of additional financing; and
- the unavailability of insurance at acceptable rates.

Global economic conditions may have adverse impacts on our businesses and financial condition.

Changes in economic conditions could adversely affect our financial condition and results of operations. A number of economic factors, including, but not limited to, consumer interest rates, consumer confidence and debt levels, retail trends, housing starts, sales of existing homes, the level and availability of mortgage refinancing, and commodity prices, may generally adversely affect our businesses, financial condition and results of operations. Recessionary economic cycles, higher and protracted unemployment rates, increased fuel and other energy and commodity costs, rising costs of transportation and increased tax rates can have a material adverse impact on our businesses, and may adversely affect demand for sales of our businesses' products, or the costs of materials and services utilized in their operations. These factors could have a material adverse effect on our revenues, income from operations and our cash flows.

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

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

Investment

Our Investment segment may be materially and negatively affected by adverse conditions in the global financial markets and the economy generally.

There is significant risk that conditions in the global financial markets and the economy generally could deteriorate and experience volatility and illiquidity and these conditions could continue for a significant period of time. In the event that some or all of these conditions occur, the Investment Funds could be materially and adversely affected in many different ways. Furthermore, difficult market conditions may also increase the risk of default with respect to debt investments held by the Investment Funds. Many other factors beyond the control of our Investment segment may adversely affect the Investment Funds, including, without limitation, rising interest rates, inflation, terrorism or political uncertainty.

The historical financial information for our Investment segment is not necessarily indicative of its future performance.

The financial results of our Investment segment are primarily driven by the performance of the Investment Funds and our interests therein. The historical consolidated financial information contained elsewhere in this Report is not indicative of the

future financial results of our Investment segment. In particular, with respect to the historical returns of our Investment segment:

- past favorable market conditions and profitable investment opportunities may not occur in the future; and
- future returns may be affected by the risks described elsewhere in this Report, including risks of the industries and businesses in which a particular fund invests.

Successful execution of the Investment Funds' activist investment activities involves many risks, certain of which are outside of our control.

The success of the Investment Funds' investment strategy may require, among other things: (i) that our Investment segment properly identify companies whose securities prices can be improved through corporate and/or strategic action or successful restructuring of their operations; (ii) that the Investment Funds acquire sufficient securities of such companies at a sufficiently attractive price; (iii) that the Investment Funds avoid triggering anti-takeover and regulatory obstacles while aggregating their positions; (iv) that management of portfolio companies and other security holders respond positively to our proposals; and (v) that the market price of portfolio companies' securities increases in response to any actions taken by the portfolio companies. We cannot assure you that any of the foregoing will succeed.

The Investment Funds' investment strategy involves numerous and significant risks, including the risk that we may lose some or all of our investments in the Investment Funds. This risk may be magnified due to concentration of investments and investments in undervalued securities.

Our Investment segment's revenue depends on the investments made by the Investment Funds. There are numerous and significant risks associated with these investments, certain of which are described in this risk factor and in other risk factors set forth herein.

Certain investment positions held by the Investment Funds may be illiquid. The Investment Funds may own restricted or non-publicly traded securities and securities traded on foreign exchanges. These investments could prevent the Investment Funds from liquidating unfavorable positions promptly and subject the Investment Funds to substantial losses.

At any given time, the Investment Funds' assets may become highly concentrated within a particular company, industry, asset category, trading style or financial or economic market. In that event, the Investment Funds' investment portfolio will be more susceptible to fluctuations in value resulting from adverse economic conditions affecting the performance of that particular company, industry, asset category, trading style or economic market than a less concentrated portfolio would be. As a result, the Investment Funds' investment portfolio could become concentrated and its aggregate return may be volatile and may be affected substantially by the performance of only one or a few holdings.

The Investment Funds seek to invest in securities that are undervalued. The identification of investment opportunities in undervalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer the opportunity for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from the Investment Funds' investments may not adequately compensate for the business and financial risks assumed.

From time to time, the Investment Funds may invest in bonds or other fixed income securities, such as commercial paper and higher yielding (and, therefore, higher risk) debt securities. It is likely that a major economic recession could severely disrupt the market for such securities and may have a material adverse impact on the value of such securities. In addition, it is likely that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.

For reasons not necessarily attributable to any of the risks set forth in this Report (e.g., supply/demand imbalances or other market forces), the prices of the securities in which the Investment Funds invest may decline substantially. In particular, purchasing assets at what may appear to be undervalued levels is no guarantee that these assets will not be trading at even more undervalued levels at a future time of valuation or at the time of sale.

The prices of financial instruments in which the Investment Funds may invest can be highly volatile. Price movements of forward and other derivative contracts in which the Investment Funds' assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The Investment Funds are subject to the risk of failure of any of the exchanges on which their positions trade or of their clearinghouses.

The use of leverage in investments by the Investment Funds may pose a significant degree of risk and may enhance the possibility of significant loss in the value of the investments in the Investment Funds.

The Investment Funds may leverage their capital if their general partners believe that the use of leverage may enable the Investment Funds to achieve a higher rate of return. Accordingly, the Investment Funds may pledge its securities in order to borrow additional funds for investment purposes. The Investment Funds may also leverage its investment return with options, short sales, swaps, forwards and other derivative instruments. The amount of borrowings that the Investment Funds may have outstanding at any time may be substantial in relation to their capital. While leverage may present opportunities for increasing the Investment Funds' total return, leverage may increase losses as well. Accordingly, any event that adversely affects the value of an investment by the Investment Funds would be magnified to the extent such fund is leveraged. The cumulative effect of the use of leverage by the Investment Funds in a market that moves adversely to the Investment Funds' investments could result in a substantial loss to the Investment Funds that would be greater than if the Investment Funds were not leveraged. There is no assurance that leverage will be available on acceptable terms, if at all.

In general, the use of short-term margin borrowings results in certain additional risks to the Investment Funds. For example, should the securities pledged to brokers to secure any Investment Fund's margin accounts decline in value, the Investment Funds could be subject to a "margin call," pursuant to which it must either deposit additional funds or securities with the broker, or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden drop in the value of any of the Investment Funds' assets, the Investment Funds might not be able to liquidate assets quickly enough to satisfy its margin requirements.

Any of the Investment Funds may enter into repurchase and reverse repurchase agreements. When the Investment Funds enters into a repurchase agreement, it "sells" securities issued by the U.S. or a non-U.S. government, or agencies thereof, to a broker-dealer or financial institution, and agrees to repurchase such securities for the price paid by the broker-dealer or financial institution, plus interest at a negotiated rate. In a reverse repurchase transaction, the Investment Fund "buys" securities issued by the U.S. or a non-U.S. government, or agencies thereof, from a broker-dealer or financial institution, subject to the obligation of the broker-dealer or financial institution to repurchase such securities at the price paid by the Investment Funds, plus interest at a negotiated rate. The use of repurchase and reverse repurchase agreements by any of the Investment Funds involves certain risks. For example, if the seller of securities to the Investment Funds under a reverse repurchase agreement defaults on its obligation to repurchase the underlying securities, as a result of its bankruptcy or otherwise, the Investment Funds will seek to dispose of such securities, which action could involve costs or delays. If the seller becomes insolvent and subject to liquidation or reorganization under applicable bankruptcy or other laws, the Investment Funds' ability to dispose of the underlying securities may be restricted. Finally, if a seller defaults on its obligation to repurchase securities under a reverse repurchase agreement, the Investment Funds may suffer a loss to the extent it is forced to liquidate its position in the market, and proceeds from the sale of the underlying securities are less than the repurchase price agreed to by the defaulting seller.

The financing used by the Investment Funds to leverage its portfolio will be extended by securities brokers and dealers in the marketplace in which the Investment Funds invest. While the Investment Funds will attempt to negotiate the terms of these financing arrangements with such brokers and dealers, its ability to do so will be limited. The Investment Funds are therefore subject to changes in the value that the broker-dealer ascribes to a given security or position, the amount of margin required to support such security or position, the borrowing rate to finance such security or position and/or such broker-dealer's willingness to continue to provide any such credit to the Investment Funds. Because the Investment Funds currently have no alternative credit facility which could be used to finance its portfolio in the absence of financing from broker-dealers, it could be forced to liquidate its portfolio on short notice to meet its financing obligations. The forced liquidation of all or a portion of the Investment Funds' portfolios at distressed prices could result in significant losses to the Investment Funds.

The possibility of increased regulation could result in additional burdens on our Investment segment. Changes in tax law could adversely affect us.

The Dodd-Frank Wall Street Reform and Consumer Protection Act, or the Reform Act, was enacted into law in July 2010, resulted in regulations affecting almost every part of the financial services industry.

The regulatory environment in which our Investment segment operates is subject to further regulation in addition to the rules already promulgated, including the Reform Act. Our Investment segment may be adversely affected by the enactment of new or revised regulations, or changes in the interpretation or enforcement of rules and regulations imposed by the SEC, other U.S. or foreign governmental regulatory authorities or self-regulatory organizations that supervise the financial markets. Such changes may limit the scope of investment activities that may be undertaken by the Investment Funds' managers. Any such changes could increase the cost of our Investment segment's doing business and/or materially adversely impact our profitability. Additionally, the securities and futures markets are subject to comprehensive statutes, regulations and margin requirements. The SEC, other regulators and self-regulatory organizations and exchanges have taken and are authorized to take extraordinary actions in the event of market emergencies. The regulation of derivatives transactions and funds that engage in such

transactions is an evolving area of law and is subject to modification by government and judicial action. The effect of any future regulatory change on the Investment Funds and the Investment segment could be substantial and adverse.

In addition, legislative proposals have been introduced that, if enacted, could have a material and adverse effect on us. These proposals have included taxing publicly traded partnerships engaged in the Investment segment, such as us, as corporations and introducing substantive changes to the definition of qualifying income, which could make it more difficult or impossible for us to meet the exception that allows publicly traded partnerships generating qualifying income to be treated as partnerships (rather than corporations) of U.S. federal income tax purposes. It is unclear when or if such legislation would be introduced, whether or not such legislation would be enacted, what specific provisions would be included or what the effective date would be, and as a result the ultimate impact on us of any such legislation is uncertain. It is possible that if carried interest legislation were enacted we would be treated as an association, taxable as a corporation, which would materially increase our taxes. As an alternative, we might be required to restructure our operations, and possibly dispose of certain businesses, in order to avoid or mitigate the impact of any such legislation. We currently cannot predict the outcome of such legislative proposals, including, if enacted, their impact on our operations and financial position.

The failure of Mr. Icahn to participate in the management of the Investment Funds could have a material adverse effect on the Investment Funds and on us.

The success of the Investment Funds depends upon the ability of our Investment segment to develop and implement investment strategies that achieve the Investment Funds' investment objectives. Subjective decisions made by employees of our Investment segment may cause the Investment Funds to incur losses or to miss profit opportunities on which the Investment Funds would otherwise have capitalized. In the event that Mr. Icahn ceases to participate in the management of the Investment Funds, the consequences to the Investment Funds and our interest in them could be material and adverse and could lead to the premature termination of the Investment Funds.

The Investment Funds make investments in companies we do not control.

Investments by the Investment Funds include investments in debt or equity securities of publicly traded companies that we do not control. Such investments may be acquired by the Investment Funds through open market trading activities or through purchases of securities from the issuer. These investments will be subject to the risk that the company in which the investment is made may make business, financial or management decisions with which our Investment segment disagree or that the majority of stakeholders or the management of the company may take risks or otherwise act in a manner that does not serve the best interests of the Investment Funds. In addition, the Investment Funds may make investments in which it shares control over the investment with co-investors, which may make it more difficult for it to implement its investment approach or exit the investment when it otherwise would. If any of the foregoing were to occur, the values of the investments by the Investment Funds could decrease and our Investment segment revenues could suffer as a result.

The ability to hedge investments successfully is subject to numerous risks.

The Investment Funds may utilize financial instruments, both for investment purposes and for risk management purposes in order to (i) protect against possible changes in the market value of the Investment Funds' investment portfolios resulting from fluctuations in the securities markets and changes in interest rates; (ii) protect the Investment Funds' unrealized gains in the value of its investment portfolios; (iii) facilitate the sale of any such investments; (iv) enhance or preserve returns, spreads or gains on any investment in the Investment Funds' portfolio; (v) hedge the interest rate or currency exchange rate on any of the Investment Funds' liabilities or assets; (vi) protect against any increase in the price of any securities our Investment segment anticipate purchasing at a later date; or (vii) for any other reason that our Investment segment deems appropriate.

The success of any hedging activities will depend, in part, upon the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the portfolio investments being hedged. However, hedging techniques may not always be possible or effective in limiting potential risks of loss. Since the characteristics of many securities change as markets change or time passes, the success of our Investment segment's hedging strategy will also be subject to the ability of our Investment segment to continually recalculate, readjust and execute hedges in an efficient and timely manner. While the Investment Funds may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Investment Funds than if it had not engaged in such hedging transactions. For a variety of reasons, the Investment Funds may not seek to establish a perfect correlation between the hedging instruments utilized and the portfolio holdings being hedged. Such an imperfect correlation may prevent the Investment Funds from achieving the intended hedge or expose the Investment Funds to risk of loss. The Investment Funds do not intend to seek to hedge every position and may determine not to hedge against a particular risk for various reasons, including, but not limited to, because they do not regard the probability of the risk occurring to be sufficiently high as to justify the cost of the hedge. Our Investment segment may not foresee the occurrence of the risk and therefore may not hedge against all risks.

We are subject to third-party litigation risks attributable to our Investment segment that could result in significant liabilities that could adversely affect our Investment operations.

Some of the tactics that the Investment Funds may use involve litigation. The Investment Funds could be a party to lawsuits that they initiate or that are initiated by a company in which the Investment Funds invest, other shareholders, or state and federal governmental bodies. There can be no assurance that litigation, once begun, would be resolved in favor of the Investment Funds.

In addition, we will be exposed to risk of litigation by third parties or government regulators if our Investment segment's management of the Investment Funds is alleged to constitute gross negligence, willful misconduct or dishonesty or breach of contract or organizational documents or to violate applicable law. In such actions, we would be obligated to bear legal, settlement and other costs (which may exceed our available insurance coverage). In addition, our rights to indemnification from the applicable Investment Funds may be challenged.

The Investment Funds may invest in companies that are based outside of the United States, which may expose the Investment Funds to additional risks not typically associated with investing in companies that are based in the United States.

Investments in securities of non-U.S. issuers (including non-U.S. governments) and securities denominated or whose prices are quoted in non-U.S. currencies pose, to the extent not successfully hedged, currency exchange risks (including blockage, devaluation and non-exchangeability), as well as a range of other potential risks, which could include expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, political or social instability, illiquidity, price volatility and market manipulation. In addition, less information may be available regarding securities of non-U.S. issuers, and non-U.S. issuers may not be subject to accounting, auditing and financial reporting standards and requirements comparable to, or as uniform as, those of U.S. issuers. Transaction costs of investing in non-U.S. securities markets are generally higher than in the United States. There is generally less government supervision and regulation of exchanges, brokers and issuers than there is in the United States. The Investment Funds may have greater difficulty taking appropriate legal action in non-U.S. courts. Non-U.S. markets also have different clearance and settlement procedures which in some markets have at times failed to keep pace with the volume of transactions, thereby creating substantial delays and settlement failures that could adversely affect the Investment Funds' performance. Investments in non-U.S. markets may result in imposition of non-U.S. taxes or withholding on income and gains recognized with respect to such securities. There can be no assurance that adverse developments with respect to such risks will not materially adversely affect the Investment Funds' investments that are held in certain countries or the returns from these investments.

The Investment Funds invest in distressed securities, as well as bank loans, asset backed securities and mortgage backed securities.

The Investment Funds may invest in securities of U.S. and non-U.S. issuers in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, facing special competitive or product obsolescence problems, or that are involved in bankruptcy or reorganization proceedings. Investments of this type may involve substantial financial, legal and business risks that can result in substantial, or at times even total, losses. The market prices of such securities are subject to abrupt and erratic market movements and above-average price volatility. It may take a number of years for the market price of such securities to reflect their intrinsic value. In liquidation (both in and out of bankruptcy) and other forms of corporate insolvency and reorganization, there exists the risk that the reorganization either will be unsuccessful (due to, for example, failure to obtain requisite approvals), will be delayed (for example, until various liabilities, actual or contingent, have been satisfied) or will result in a distribution of cash, assets or a new security the value of which will be less than the purchase price to the Investment Funds of the security in respect to which such distribution was made and the terms of which may render such security illiquid.

The Investment Funds' investments are subject to numerous additional risks including those described below.

- Generally, there are few limitations set forth in the governing documents of the Investment Funds on the execution of their investment activities, which are subject to the sole discretion of our Investment segment.
- The Investment Funds may buy or sell (or write) both call options and put options, and when it writes options, it may do so on a covered or an uncovered basis. When the Investment Funds sell (or write) an option, the risk can be substantially greater than when it buys an option. The seller of an uncovered call option bears the risk of an increase in the market price of the underlying security above the exercise price. The risk is theoretically unlimited unless the option is covered. If it is covered, the Investment Funds would forego the opportunity for profit on the underlying security should the market price of the security rise above the exercise price. Swaps and certain options and other custom instruments are subject to the risk of non-performance by the swap counterparty, including risks relating to the creditworthiness of the swap counterparty, market risk, liquidity risk and operations risk.

- The Investment Funds may engage in short-selling, which is subject to a theoretically unlimited risk of loss because there is no limit on how much the price of a security may appreciate before the short position is closed out. The Investment Funds may be subject to losses if a security lender demands return of the borrowed securities and an alternative lending source cannot be found or if the Investment Funds are otherwise unable to borrow securities that are necessary to hedge its positions. There can be no assurance that the Investment Funds will be able to maintain the ability to borrow securities sold short. There also can be no assurance that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market.
- The ability of the Investment Funds to execute a short selling strategy may be materially adversely impacted by temporary and/or new permanent rules, interpretations, prohibitions and restrictions adopted in response to adverse market events. Regulatory authorities may from time-to-time impose restrictions that adversely affect the Investment Funds' ability to borrow certain securities in connection with short sale transactions. In addition, traditional lenders of securities might be less likely to lend securities under certain market conditions. As a result, the Investment Funds may not be able to effectively pursue a short selling strategy due to a limited supply of securities available for borrowing.
- The Investment Funds may effect transactions through over-the-counter or interdealer markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of exchange-based markets. This exposes the Investment Funds to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Investment Fund to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Investment Funds have concentrated its transactions with a single or small group of its counterparties. The Investment Funds are not restricted from dealing with any particular counterparty or from concentrating any or all of the Investment Funds' transactions with one counterparty.
- Credit risk may arise through a default by one of several large institutions that are dependent on one another to meet their liquidity or operational needs, so that a default by one institution causes a series of defaults by other institutions. This systemic risk may materially adversely affect the financial intermediaries (such as prime brokers, clearing agencies, clearing houses, banks, securities firms and exchanges) with which the Investment Funds interact on a daily basis.
- The efficacy of investment and trading strategies depends largely on the ability to establish and maintain an overall market position in a combination of financial instruments. The Investment Funds' trading orders may not be executed in a timely and efficient manner due to various circumstances, including systems failures or human error. In such event, the Investment Funds might only be able to acquire some but not all of the components of the position, or if the overall positions were to need adjustment, the Investment Funds might not be able to make such adjustment. As a result, the Investment Funds may not be able to achieve the market position selected by our Investment segment and might incur a loss in liquidating their position.
- The Investment Funds assets may be held in one or more accounts maintained for the Investment Fund by its prime brokers or at other brokers or custodian banks, which may be located in various jurisdictions. The prime broker, other brokers (including those acting as sub-custodians) and custodian banks are subject to various laws and regulations in the relevant jurisdictions in the event of their insolvency. Accordingly, the practical effect of these laws and their application to the Investment Funds' assets may be subject to substantial variations, limitations and uncertainties. The insolvency of any of the prime brokers, local brokers, custodian banks or clearing corporations may result in the loss of all or a substantial portion of the Investment Funds' assets or in a significant delay in the Investment Funds having access to those assets.
- The Investment Funds may invest in synthetic instruments with various counterparties. In the event of the insolvency of any counterparty, the Investment Funds' recourse will be limited to the collateral, if any, posted by the counterparty and, in the absence of collateral, the Investment Funds will be treated as a general creditor of the counterparty. While the Investment Funds expect that returns on a synthetic financial instrument may reflect those of each related reference security, as a result of the terms of the synthetic financial instrument and the assumption of the credit risk of the counterparty, a synthetic financial instrument may have a different expected return. The Investment Funds may also invest in credit default swaps.

Automotive

Our Automotive segment has substantial indebtedness, which could restrict its business activities and could subject it to significant interest rate risk.

Our Automotive segment is permitted by the terms of its debt instruments to incur additional indebtedness, subject to the restrictions therein. Our Automotive segment's inability to generate sufficient cash flow to satisfy its debt obligations, or to refinance its debt obligations on commercially reasonable terms, including approximately \$700 million of indebtedness that matures in 2018, would have a material adverse effect on our Automotive segment's business, financial condition and results of operations. In addition, covenants in our Automotive segment's debt agreements could limit its ability to engage in certain transactions and pursue its business strategies, which could adversely affect its liquidity. See Note 10, "Debt - Automotive" to the consolidated financial statements for further discussion.

Our Automotive segment's indebtedness could:

- limit our Automotive segment's ability to borrow money for working capital, capital expenditures, debt service requirements or other corporate purposes, guarantee additional debt or issue redeemable, convertible or preferred equity;
- limit our Automotive segment's ability to make distributions or prepay its debt, incur liens, enter into agreements that restrict distributions from restricted subsidiaries, sell or otherwise dispose of assets (including capital stock of subsidiaries), enter into transactions with affiliates and merger, consolidate or sell substantially all of its assets;
- require our Automotive segment to dedicate a substantial portion of its cash flow to payments on indebtedness, which would reduce the amount of cash flow available to fund working capital, capital expenditures, product development and other corporate requirements;
- increase our Automotive segment's vulnerability to general adverse economic and industry conditions; and
- limit our Automotive segment's ability to respond to business opportunities.

A significant portion of Automotive segment's indebtedness accrues interest at variable rates. To the extent market interest rates rise, the cost of our Automotive segment's debt would increase, thereby adversely affecting our Automotive operations.

Federal-Mogul's restructuring activities and strategic initiatives may affect its short-term liquidity and may not result in the anticipated synergies and cost savings.

Federal-Mogul is pursuing a number of organic and inorganic growth activities, restructuring plans, and strategic initiatives to increase and improve its business and profitability. Federal-Mogul's management believes these activities will enhance its long term shareholder value; however, the investment to effectuate these activities may have an effect on Federal-Mogul's short term liquidity and may create the need for additional borrowing which may be at higher interest rates given its current level of indebtedness. In addition, it is possible the achievement of expected synergies and cost savings associated with Federal-Mogul's restructuring activities will require additional costs or charges to earnings in future periods. It is also possible the expected synergies or returns from strategic initiatives may not be achieved. Any costs or charges could adversely affect Federal-Mogul's business, results of operations, liquidity, and financial condition.

Our Automotive segment may pursue acquisitions or other affiliations that involve inherent risks, any of which may cause it not to realize anticipated benefits, and it may have difficulty integrating the operations of any companies that may be acquired, which may adversely affect our Automotive segment's operations.

In the past, our Automotive segment has grown through acquisitions and may make additional acquisitions in the future as part of its business strategy. The full benefits of these acquisitions, however, require integration of manufacturing, administrative, financial, sales, and marketing approaches and personnel. If our Automotive segment is unable to successfully integrate its acquisitions, it may not realize the benefits of the acquisitions, its financial results may be negatively affected, or additional cash may be required to integrate such operations.

In the future, our Automotive segment may not be able to successfully identify suitable acquisition or affiliation opportunities or complete any particular acquisition, combination, affiliation or other transaction on acceptable terms. Our Automotive segment's identification of suitable acquisition candidates and affiliation opportunities and the integration of acquired business operations involve risks inherent in assessing the values, strengths, weaknesses, risks and profitability of these opportunities. Such risks include the effects on our Automotive segment's business, diversion of management's attention and risks associated with unanticipated problems or unforeseen liabilities, and may require significant financial resources that would otherwise be used for the ongoing development of Automotive segment's business.

The difficulties of integration may be increased by the necessity of coordinating geographically dispersed organizations, integrating personnel with disparate business backgrounds and combining different corporate cultures. These difficulties could

be further increased to the extent our Automotive segment pursues acquisition or affiliation opportunities internationally. Our Automotive segment may not be effective in retaining key employees or customers of the combined businesses. Our Automotive segment may face integration issues pertaining to the internal controls and operations functions of the acquired companies and also may not realize cost efficiencies or synergies that were anticipated when selecting the acquisition candidates. Our Automotive segment may experience managerial or other conflicts with its affiliation partners. Any of these items could adversely affect our Automotive segment's results of operations.

Our Automotive segment's failure to identify suitable acquisition or affiliation opportunities may restrict its ability to grow its business. If our Automotive segment is successful in pursuing future acquisitions or affiliations, it may be required to expend significant funds, incur additional debt and/or issue additional securities, which may materially adversely affect results of operations. If our Automotive segment spends significant funds or incurs additional debt, its ability to obtain financing for working capital or other purposes could decline and it may be more vulnerable to economic downturns and competitive pressures.

Our Automotive segment depends on its relationships with its suppliers and a disruption of these relationships or of its suppliers' operations could have a material adverse effect on our Automotive segment's business and results of operations.

Our Automotive segment's business depends on developing and maintaining productive relationships with its suppliers. Many factors outside our Automotive segment's control may harm these relationships. For example, financial difficulties that some of our Automotive segment's suppliers may face could increase the cost of the products it purchases from them or might interrupt its source of supply. A disruption of our Automotive segment's supplier relationships or a disruption in our Automotive segment's suppliers' operations could have a material adverse effect on our Automotive segment's business and results of operations.

Adverse conditions in the automotive market adversely affect demand for our Automotive segment's products and expose it to credit risks of its customers.

Our Automotive segment's revenues are closely tied to global OE automobile sales, production levels and independent aftermarket parts replacement activity. The OE market is characterized by short-term volatility, with overall expected long-term growth in global vehicle sales and production. Automotive production in the local markets served by our Automotive segment can be affected by macro-economic factors such as interest rates, fuel prices, consumer confidence, employment trends, regulatory and legislative oversight requirements and trade agreements. A variation in the level of automobile production would affect not only sales to OE customers but, depending on the reasons for the change, could impact demand from aftermarket customers. In addition, aftermarket demand is affected by various factors, including the size and composition of the vehicle population and vehicle usage. Our Automotive operations could be adversely affected if they fail to respond in a timely and appropriate manner to changes in the demand for their products or if they are not able to timely identify or address financial distress of their aftermarket customers.

Accounts receivable potentially subject our Automotive segment to concentrations of credit risk. In particular, Federal-Mogul's customer base includes virtually every significant global automotive manufacturer, numerous Tier 1 automotive suppliers and a large number of distributors and installers of automotive aftermarket parts. Consolidation in the automotive aftermarket may lead to financial distress for financially weaker customers of our Automotive segment's operations which, coupled with payment terms that are typically longer than in the OE market, could have a negative effect on Automotive segment's financial results.

Consolidation and market power of our Automotive segment's independent aftermarket customers could negatively affect its financial performance.

Our Automotive segment's independent aftermarket customers are continuing to consolidate and gain purchasing power and the ability to demand extended payment terms and other pricing concessions. If these trends continue the financial results of our Automotive segment's aftermarket business could be negatively affected.

Federal-Mogul's operations in foreign countries exposes our Automotive segment to risks related to economic and political conditions, currency fluctuations and import/export restrictions.

As a global business operating in a time of increasing global economic and political instability, we are exposed to global market risks, the consequences of which cannot always be anticipated or quantified. One example is the recent decision of voters in the United Kingdom to withdraw from the European Union (referred to as "Brexit"). While any ultimate effects of Brexit on the Company are difficult to predict (particularly given the potentially lengthy negotiation period to accomplish a formal withdrawal), because we currently conduct business in the United Kingdom and in Europe, the results of the referendum and any eventual withdrawal could cause disruptions and create uncertainty for our businesses, including affecting our relationships with our customers and suppliers, and could also alter the relationship among currencies, including the value of the British Pound relative to the US Dollar. Such disruptions and uncertainties could adversely affect our financial condition, operating results and cash flows. Any ultimate effects of Brexit on Federal-Mogul will also depend on whether the UK

negotiates to retain access to European Union markets either during a transitional period or more permanently. The failed coup attempt in Turkey, a country in which Federal-Mogul has various ownership and economic interests, is another example of a recent global political development for which any potential consequences for Federal-Mogul are uncertain. These and other developments may increase volatility in the results our operations and may adversely affect our financial condition. Federal-Mogul has manufacturing and distribution facilities in many countries. International operations are subject to certain risks including:

- exposure to local economic conditions;
- exposure to local political conditions (including the risk of seizure of assets by foreign governments);
- currency exchange rate fluctuations (including, but not limited to, material exchange rate fluctuations, such as devaluations) and currency controls;
- export and import restrictions;
- restrictions on ability to repatriate foreign earnings;
- labor unrest; and
- compliance with U.S. laws such as the Foreign Corrupt Practices Act, and local laws prohibiting inappropriate payments.

The likelihood of such occurrences and their potential effect on our Federal-Mogul are unpredictable and vary from country to country.

Certain of Federal-Mogul's operating entities report their financial condition and results of operations in currencies other than the U.S. dollar (including, but not limited to Brazilian real, British pound, Chinese yuan renminbi, Czech crown, euro, Indian rupee, Mexican peso, Polish zloty, Russian ruble, South Korean won and Swedish krona). In reporting its consolidated statements of operations, Federal-Mogul translates the reported results of these entities into U.S. dollars at the applicable exchange rates. As a result, fluctuations in the dollar against foreign currencies will affect the value at which the results of these entities are included within Federal-Mogul's consolidated results.

Federal-Mogul is exposed to a risk of gain or loss from changes in foreign exchange rates whenever Federal-Mogul, or one of its foreign subsidiaries, enters into a purchase or sales agreement in a currency other than its functional currency. While Federal-Mogul reduces such exposure by matching most revenues and costs within the same currency, changes in exchange rates could affect our Automotive operations.

Changes in tax law or trade agreements and new or changed tariffs could have a material adverse effect on our Automotive segment.

Changes in U.S. political, regulatory and economic conditions and/or changes in laws and policies governing U.S. tax laws, foreign trade (including trade agreements and tariffs), manufacturing, and development and investment in the territories and countries where our Automotive segment or its customers operate could adversely affect our Automotive segment's operating results and its business.

Federal-Mogul conducts operations through joint ventures which may contain various contractual restrictions and require approval for certain actions by its joint venture partners.

Certain of Federal-Mogul's operations, including emerging markets, are conducted through joint ventures and strategic alliances. With respect to these joint ventures, Federal-Mogul may share ownership and management responsibilities with one or more partners that may not share the same goals and objectives. Operating a joint venture requires Federal-Mogul to operate the business pursuant to the terms of the agreement that was entered into with the joint venture partners, as well as to share information and decision making. Additional risks associated with joint ventures include one or more partners failing to satisfy contractual obligations, conflicts arising between the joint venture partners, a change in the ownership of any of the joint venture partners and our limited ability to control compliance with applicable rules and regulations, including the Foreign Corrupt Practices Act and related rules and regulations. Additionally, Federal-Mogul's ability to sell its interest in a joint venture may be subject to contractual and other limitations. Accordingly, any such occurrences could adversely affect our Automotive segment's financial condition, operating results and cash flows.

Adverse conditions in the automotive market adversely affect demand for our Automotive segment's products and exposes it to credit risks of its customers.

The revenues of our Automotive segment's operations are closely tied to global OE automobile sales, production levels, and independent aftermarket parts replacement activity. The OE market is characterized by short-term volatility, with overall expected long-term growth in global vehicle sales and production. Automotive production in the local markets served by Automotive segment can be affected by macro-economic factors such as interest rates, fuel prices, consumer confidence,

employment trends, regulatory and legislative oversight requirements and trade agreements. A variation in the level of automobile production would affect not only sales to OE customers but, depending on the reasons for the change, could affect demand from aftermarket customers. In addition, aftermarket demand is affected by various factors, including the size and composition of the vehicle population and vehicle usage. Our Automotive segment's results of operations and financial condition could be adversely affected if our Automotive segment fails to respond in a timely and appropriate manner to changes in the demand for its products or if our Automotive segment is not able to timely identify or address financial distress of its aftermarket customers.

Accounts receivable potentially subject our Automotive segment to concentrations of credit risk. Our Automotive segment's customer base includes virtually every significant global automotive manufacturer, numerous Tier 1 automotive suppliers, and a large number of distributors and installers of automotive aftermarket parts. Consolidation in the automotive aftermarket may lead to financial distress for financially weaker customers of our Automotive segment which, coupled with payment terms that are typically longer than in the OE market, could have a negative effect on our Automotive segment's financial results.

Consolidation, increased market power, and potential conflicts with our Automotive segment's independent aftermarket customers could negatively affect our Automotive segment's financial performance.

Our Automotive segment's independent aftermarket customers are continuing to consolidate and gain purchasing power and the ability to demand extended payment terms and other pricing concessions. If these trends continue, the financial results of could adversely affect our Automotive segment. In addition, certain of our Automotive segment's strategic initiatives, including its strategy of supporting its branded products, strategy of supporting new distribution channels and enhancing its distribution and category management capabilities, or its strategic affiliation with certain competitors, may not align with the interest of customers. As a result, aftermarket customers may reduce their business with our Automotive segment based on perceived channel conflict.

Our Automotive segment is subject to possible insolvency of its financial counterparties.

Our Automotive segment engages in numerous financial transactions and contracts including insurance policies, letters of credit, credit line agreements, financial derivatives, and investment management agreements involving various counterparties. Our Automotive segment is subject to the risk that one or more of these counterparties may become insolvent and therefore be unable to discharge its obligations under such contracts.

The automotive industry is highly competitive and our Automotive segment's success depends upon its ability to compete effectively in the market.

Our Automotive segment operates in an extremely competitive industry, driven by global vehicle production volumes and part replacement trends. Business is typically awarded to the supplier offering the most favorable combination of cost, quality, technology, and service. In addition, customers continue to require periodic price reductions that require our Automotive segment to continually assess, redefine and improve its operations, products, and manufacturing capabilities to maintain and improve profitability. In addition, Automotive competitors' efforts to increase their market share could exert additional downward pressure on product pricing and margins. There can be no assurance our Automotive segment will be able to compete effectively in the automotive market.

Federal-Mogul's pension obligations and other post-employment benefits could adversely affect its operating margins and cash flows.

The automotive industry, like other industries, continues to be affected by the rising cost of providing pension and other post-employment benefits. In addition, Federal-Mogul sponsors certain defined benefit plans worldwide that are underfunded and will require cash payments. If the performance of the assets in the pension plans does not meet our expectations, or other actuarial assumptions are modified, Federal-Mogul's required contributions may be higher than it expects.

Certain disruptions in supply of and changes in the competitive environment for raw materials could adversely affect Federal-Mogul's operating margins and cash flows.

Federal-Mogul purchases a broad range of materials, components, and finished parts. Federal-Mogul also uses a significant amount of energy, both electricity and natural gas, in the production of its products. A significant disruption in the supply of these materials, supplies, and energy or the failure of a supplier with whom Federal-Mogul has established a single source supply relationship could decrease production and shipping levels, materially increase operating costs and materially adversely affect profit margins. Shortages of materials or interruptions in transportation systems, labor strikes, work stoppages, or other interruptions to or difficulties in the employment of labor or transportation in the markets where Federal-Mogul purchases material, components, and supplies for the production of products or where the products are produced, distributed or sold, whether as a result of labor strife, war, further acts of terrorism or otherwise, in each case may adversely affect profitability.

In recent periods there have been significant fluctuations in the prices of aluminum, copper, lead, nickel, platinum, resins, steel, other base metals and energy which have had and may continue to have an unfavorable effect on Federal-Mogul's business. Any continued fluctuations in the price or availability of energy and materials may have an adverse effect on our Automotive segment's results of operations or financial condition. To address increased costs associated with these market forces, a number of Federal-Mogul's suppliers have implemented surcharges on existing fixed price contracts. Without the surcharge, some suppliers claim they will be unable to provide adequate supply. Competitive and marketing pressures may limit Federal-Mogul's ability to pass some of the supply and material cost increases on to its customers and may prevent it from doing so in the future. Furthermore, Federal-Mogul's customers are generally not obligated to accept price increases it may desire to pass along to them. This inability to pass on price increases to customers when material prices increase rapidly or to significantly higher than historic levels could adversely affect our Automotive segment's operating margins and cash flow, possibly resulting in lower operating income and profitability.

Federal-Mogul's hedging activities to address commodity price fluctuations may not be successful in offsetting future increases in those costs or may reduce or eliminate the benefits of any decreases in those costs.

In order to mitigate short-term variation in operating results due to the aforementioned commodity price fluctuations, Federal-Mogul hedges a portion of near-term exposure to certain raw materials used in production processes, primarily copper, nickel, tin, zinc, high-grade aluminum and aluminum alloy. The results of Federal-Mogul's hedging practice could be positive, neutral or negative in any period depending on price changes in the hedged exposures.

Federal-Mogul's hedging activities are not designed to mitigate long-term commodity price fluctuations and, therefore, will not protect from long-term commodity price increases. Federal-Mogul's future hedging positions may not correlate to actual raw materials costs, which would cause acceleration in the recognition of unrealized gains and losses on hedging positions in operating results.

Our Automotive segment is subject to a variety of environmental, health and safety laws and regulations and the cost of complying, or our Automotive segment's failure to comply, with such requirements may have a material adverse effect on our Automotive operations.

Our Automotive segment is subject to a variety of federal, state, and local environmental laws and regulations relating to the release or discharge of materials into the environment, the management, use, processing, handling, storage, transport or disposal of hazardous waste materials, or otherwise relating to the protection of public and employee health, safety, and the environment. These laws and regulations expose our Automotive segment to liability for the environmental condition of its current facilities, and also may expose our Automotive segment to liability for the conduct of others or for our Automotive segment's actions that were in compliance with all applicable laws at the time these actions were taken. These laws and regulations also may expose our Automotive segment to liability for claims of personal injury or property damage related to alleged exposure to hazardous or toxic materials in foreign countries. Despite our Automotive segment's intention to be in compliance with all such laws and regulations, our Automotive segment cannot guarantee that it will at all times be in compliance with all such requirements. The cost of complying with these requirements may also increase substantially in future years. If our Automotive segment violates or fails to comply with these requirements, it could be fined or otherwise sanctioned by regulators. These requirements are complex, change frequently, and may become more stringent over time, which could have a material adverse effect on our Automotive segment's businesses.

Our Automotive segment's failure to maintain and comply with environmental permits it is required to maintain could result in fines or penalties or other sanctions and have a material adverse effect on our Automotive segment's operations or results. Future events, such as new environmental regulations or changes in or modified interpretations of existing laws and regulations or enforcement policies, newly discovered information or further investigation or evaluation of the potential health hazards of products or business activities, may give rise to additional compliance and other costs that could have a material adverse effect on the our Automotive segment's business, financial conditions, and operations.

New regulations related to "conflict minerals" may force us to incur additional expenses and may make the Company's supply chain more complex. In August 2012, the SEC adopted annual disclosure and reporting requirements for those companies who use certain minerals known as "conflict minerals" mined from the Democratic Republic of Congo and adjoining countries in their products. These new requirements required due diligence efforts in 2013, with initial disclosure requirements beginning in 2014. There will be significant costs associated with complying with these disclosure requirements, including for diligence to determine the sources of conflict minerals used in our Automotive segment's products and other potential changes to products, processes or sources of supply as a consequence of such verification activities.

A significant labor dispute involving our Automotive segment or one or more of its customers or suppliers or that could otherwise affect our operations could adversely affect our Automotive segment's financial performance.

A substantial number of our Automotive segment's employees and the employees of its largest customers and suppliers are members of industrial trade unions and are employed under the terms of various labor agreements. Most of our Automotive

segment's unionized manufacturing facilities have their own contracts with their own expiration dates. There can be no assurances that future negotiations with the unions will be resolved favorably or that our Automotive segment will not experience a work stoppage or disruption that could adversely affect its financial condition, operating results and cash flows. A labor dispute involving our Automotive segment, any of its customers or suppliers or any other suppliers to its customers or that otherwise affects our Automotive segment's operations, or the inability by our Automotive segment, any of its customers or suppliers or any other suppliers to its customers to negotiate, upon the expiration of a labor agreement, an extension of such agreement or a new agreement on satisfactory terms could adversely affect our Automotive segment's financial condition, operating results and cash flows. In addition, if any of our Automotive segment's significant customers experience a material work stoppage, the customer may halt or limit the purchase of its products. This could require certain businesses within our Automotive segment to shut down or significantly reduce production at facilities relating to such products, which could adversely affect our Automotive segment's business and harm its profitability.

Our Automotive segment is involved from time to time in legal proceedings and commercial or contractual disputes, which could have an adverse effect on its profitability and consolidated financial position.

Our Automotive segment is involved in legal proceedings and commercial or contractual disputes that, from time to time, are significant. These are typically claims that arise in the normal course of business including, without limitation, commercial or contractual disputes, including disputes with suppliers, intellectual property matters, personal injury claims, environmental issues, tax matters and employment matters. No assurances can be given that such proceedings and claims will not have a material adverse effect on our Automotive operations.

If Federal-Mogul is unable to protect its intellectual property and prevent its improper use by third parties, its ability to compete in the market may be harmed.

Various patent, copyright, trade secret and trademark laws afford only limited protection and may not prevent Federal-Mogul's competitors from duplicating its products or gaining access to its proprietary information and technology. These means also may not permit Federal-Mogul to gain or maintain a competitive advantage.

Any of Federal-Mogul's patents may be challenged, invalidated, circumvented or rendered unenforceable. Federal-Mogul cannot guarantee that it will be successful should one or more of its patents be challenged for any reason and countries outside the United States may diminish the protection of its patents. If Federal-Mogul's patent claims are rendered invalid or unenforceable, or narrowed in scope, the patent coverage afforded to Federal-Mogul's products could be impaired, which could significantly impede Federal-Mogul's ability to market its products, negatively affect its competitive position and materially adversely affect our Automotive operations.

Federal-Mogul's pending or future patent applications may not result in an issued patent. Additionally, newly issued patents may not provide Federal-Mogul with meaningful protection against competitors or against competitive technologies. Courts in the United States and in other countries may invalidate Federal-Mogul's patents or find them unenforceable. Competitors may also be able to design around Federal-Mogul's patents. Other parties may develop and obtain patent protection for more effective technologies, designs or methods. If these developments were to occur, it could have an adverse effect on its sales. If Federal-Mogul's intellectual property rights are not adequately protected, it may not be able to commercialize its technologies, products or services and its competitors could commercialize its technologies, which could result in a decrease in Federal-Mogul's sales and market share, and could materially adversely affect our Automotive operations.

Federal-Mogul's products could infringe the intellectual property rights of others, which may lead to litigation that could itself be costly, could result in the payment of substantial damages or royalties, and could prevent Federal-Mogul from using technology that is essential to its products.

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

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

In the event of an adverse determination in an intellectual property suit or proceeding, or Federal-Mogul's failure to license essential technology, Federal-Mogul's sales could be harmed and its costs could increase, which could materially adversely affect our Automotive operations.

Our Automotive segment may be exposed to certain regulatory and financial risks related to climate change.

Climate change is continuing to receive ever increasing attention worldwide. Many scientists, legislators and others attribute climate change to increased levels of greenhouse gases, including carbon dioxide, which could lead to additional legislative and regulatory efforts to limit greenhouse gas emissions. The focus on emissions could increase costs associated with Automotive segment's operations, including costs for raw materials and transportation. Because the scope of future laws in this area is uncertain, we cannot predict the potential effect of such laws on our Automotive segment's future financial condition, results of operations or cash flows.

Energy

Risks Related to our Energy Segment as a Whole

Instability and volatility in the capital, credit and commodity markets in the global economy could negatively impact our Energy segment's business, financial condition, results of operations and cash flows.

Our Energy segment's business, financial condition and results of operations could be negatively impacted by difficult conditions and volatility in the capital, credit and commodities markets and in the global economy. For example:

- Although CVR believes the petroleum business has sufficient liquidity under its ABL credit facility and the intercompany credit facility to operate both the Coffeyville and Wynnewood refineries, and that the nitrogen fertilizer business has sufficient liquidity under its ABL credit facility to run the nitrogen fertilizer business, under extreme market conditions there can be no assurance that such funds would be available or sufficient, and in such a case, CVR may not be able to successfully obtain additional financing on favorable terms, or at all.
- Market volatility could exert downward pressure on the price of CVR Refining's and CVR Partners' common units, which may make it more difficult for either or both of them to raise additional capital and thereby limit their ability to grow, which could in turn cause CVR's stock price to drop.
- The petroleum business' and nitrogen fertilizer business' credit facilities contain various covenants that must be complied with, and if either business is not in compliance, there can be no assurance that either business would be able to successfully amend the agreement in the future. Further, any such amendment may be expensive. In addition, any new credit facility the petroleum business or nitrogen fertilizer business may enter into may require them to agree to additional covenants.
- Market conditions could result in significant customers experiencing financial difficulties. CVR is exposed to the credit risk of its customers, and their failure to meet their financial obligations when due because of bankruptcy, lack of liquidity, operational failure or other reasons could result in decreased sales and earnings for CVR.

The refineries and nitrogen fertilizer facilities face significant risks due to physical damage hazards, environmental liability risk exposure, and unplanned or emergency partial or total plant shutdowns resulting in business interruptions. CVR could incur potentially significant costs to the extent there are unforeseen events which cause property damage and a material decline in production which are not fully insured. The commercial insurance industry engaged in underwriting energy industry risk is specialized and there is finite capacity; therefore, the industry may limit or curtail coverage, may modify the coverage provided or may substantially increase premiums in the future.

If any of CVR's production plants, logistics assets, key pipeline operations serving its plants, or key suppliers sustains a catastrophic loss and operations are shut down or significantly impaired, it would have a material adverse impact on our Energy segment's operations, financial condition and cash flows. In addition, the risk exposures CVR has at the Coffeyville, Kansas plant complex are greater due to production facilities for refinery and fertilizer production, distribution and storage being in relatively close proximity and potentially exposed to damage from one incident, such as resulting damages from the perils of explosion, windstorm, fire, or flood. Operations at either or both of the refineries and the nitrogen fertilizer plant could be curtailed, limited or completely shut down for an extended period of time as the result of one or more unforeseen events and circumstances, which may not be within our control, including:

- major unplanned maintenance requirements;

- catastrophic events caused by mechanical breakdown, electrical injury, pressure vessel rupture, explosion, contamination, fire, or natural disasters, including, floods, windstorms and other similar events;
- labor supply shortages, or labor difficulties that result in a work stoppage or slowdown;
- cessation or suspension of a plant or specific operations dictated by environmental authorities; and
- an event or incident involving a large clean-up, decontamination, or the imposition of laws and ordinances regulating the cost and schedule of demolition or reconstruction, which can cause significant delays in restoring property to its pre-loss condition.

CVR has sustained losses over the past ten-year period at its plants, which are illustrative of the types of risks and hazards that exist. These losses or events resulted in costs assumed by CVR that were not fully insured due to policy retentions or applicable exclusions. These events included the flood at the Coffeyville refinery in June 2007; the Coffeyville nitrogen fertilizer plant secondary urea reactor rupture in September 2010; the fire in the Coffeyville refinery fluid catalytic cracking unit ("FCCU") in December 2010; a hydrocracker unit fire at the Wynnewood refinery in December 2010; a boiler explosion at the Wynnewood refinery in September 2012; a FCCU outage at the Coffeyville refinery in July/August 2013; and a isomerization unit fire at the Coffeyville refinery in July 2014.

CVR is insured under casualty, environmental, property and business interruption insurance policies. The property and business interruption coverage has a combined policy limit of \$1.25 billion for each occurrence. The property and business interruption insurance policies insure real and personal property, including property located CVR's Coffeyville and Wynnewood refineries and its related crude gathering and logistics assets. There is potential for a common occurrence to impact both the

CVR Partners' nitrogen fertilizer plant in Coffeyville, Kansas and the Coffeyville refinery in which case the insurance limitations limits and applicable sub-limits would apply to all damages combined. Under this insurance program, there is a \$2.5 million property damage retention for property, except there is a \$10 million retention for refinery property. In addition, the insurance policies contain a schedule of sub-limits which apply to certain specific perils or areas of coverage. Sub-limits which may be of importance depending on the nature and extent of a particular insured occurrence are: flood, earthquake, contingent business interruption insuring key suppliers, pipelines and customers, debris removal, decontamination, demolition and increased cost of construction due to law and ordinance, and others. Policy conditions, limits and sub-limits could materially impact insurance recoveries and potentially cause our Energy segment to assume losses which could impair its earnings.

There is finite capacity in the commercial insurance industry engaged in underwriting energy industry risk, and there are risks associated with the commercial insurance industry reducing capacity, changing the scope of insurance coverage offered, and substantially increasing premiums resulting from highly adverse loss experience or other financial circumstances. Factors that impact insurance cost and availability include, but are not limited to: industry wide losses, natural disasters, specific losses incurred by CVR and low or inadequate investment returns earned by the insurance industry. If the supply of commercial insurance is curtailed due to highly adverse financial results, CVR may not be able to continue our present limits of insurance coverage or obtain sufficient insurance capacity to adequately insure our risks for property damage or business interruption.

Environmental laws and regulations could require CVR to make substantial capital expenditures to remain in compliance or to remediate current or future contamination that could give rise to material liabilities.

CVR's operations are subject to a variety of federal, state and local environmental laws and regulations relating to the protection of the environment, including those governing the emission or discharge of pollutants into the environment, product specifications and the generation, treatment, storage, transportation, disposal and remediation of solid and hazardous wastes. Violations of these laws and regulations or permit conditions can result in substantial penalties, injunctive orders compelling installation of additional controls, civil and criminal sanctions, permit revocations and/or facility shutdowns.

In addition, new environmental laws and regulations, new interpretations of existing laws and regulations, increased governmental enforcement of laws and regulations or other developments could require CVR to make additional unforeseen expenditures. Many of these laws and regulations are becoming increasingly stringent, and the cost of compliance with these requirements can be expected to increase over time. The requirements to be met, as well as the technology and length of time available to meet those requirements, continue to develop and change. These expenditures or costs for environmental compliance could have a material adverse effect on our Energy segment's results of operations, financial condition and profitability.

CVR's facilities operate under a number of federal and state permits, licenses and approvals with terms and conditions containing a significant number of prescriptive limits and performance standards in order to operate. All of these permits, licenses, approvals, limits and standards require a significant amount of monitoring, record-keeping and reporting in order to demonstrate compliance with the underlying permit, license, approval or standard. Noncompliance or incomplete documentation of CVR's compliance status may result in the imposition of fines, penalties and injunctive relief. Additionally, due to the nature of CVR's manufacturing and refining processes, there may be times when CVR is unable to meet the standards and terms and conditions of these permits, licenses and approvals due to operational upsets or malfunctions, which may lead to

the imposition of fines and penalties or operating restrictions that may have a material adverse effect on CVR's ability to operate its facilities and accordingly its financial performance.

CVR could incur significant cost in cleaning up contamination at its refineries, terminals, fertilizer plant and off-site locations.

CVR's businesses are subject to the occurrence of accidental spills, discharges or other releases of petroleum or hazardous substances into the environment. Past or future spills related to any of our current or former operations, including the refineries, pipelines, product terminals, fertilizer plants or transportation of products or hazardous substances from those facilities, may give rise to liability (including strict liability, or liability without fault, and potential clean-up responsibility) to governmental entities or private parties under federal, state or local environmental laws, as well as under common law. For example, CVR could be held strictly liable under the Comprehensive Environmental Response, Compensation and Liability Act ("CERCLA"), and similar state statutes for past or future spills without regard to fault or whether our actions were in compliance with the law at the time of the spills. Pursuant to CERCLA and similar state statutes, CVR could be held liable for contamination associated with facilities it currently owns or operates (whether or not such contamination occurred prior to our acquisition thereof), facilities it formerly owned or operated (if any) and facilities to which it transported or arranged for the transportation of wastes or byproducts containing hazardous substances for treatment, storage, or disposal.

The potential penalties and clean-up costs for past or future releases or spills, liability to third parties for damage to their property or exposure to hazardous substances, or the need to address newly discovered information or conditions that may require response actions could be significant and could have a material adverse effect on our results of operations, financial condition and cash flows. In addition, CVR may incur liability for alleged personal injury or property damage due to exposure to chemicals or other hazardous substances located at or released from our facilities. CVR may also face liability for personal injury, property damage, natural resource damage or for clean-up costs for the alleged migration of contamination or other hazardous substances from its facilities to adjacent and other nearby properties.

Four of CVR's facilities, including the Coffeyville refinery, the now-closed Phillipsburg terminal (which operated as a refinery until 1991), the Wynnewood refinery and the Coffeyville nitrogen fertilizer plant, have environmental contamination. CVR has assumed Farmland's responsibilities under certain administrative orders under the RCRA related to contamination at or that originated from the Coffeyville refinery and the Phillipsburg terminal. The Coffeyville refinery has agreed to assume liability for contamination that migrated from the refinery onto the nitrogen fertilizer plant property while Farmland owned and operated the properties. At the Wynnewood refinery, known areas of contamination have been partially addressed but corrective action has not been completed. If significant unknown liabilities are identified at or migrating from any of our facilities, that liability could have a material adverse effect on our results of operations, financial condition and cash flows and may not be covered by insurance.

CVR may incur future liability relating to the off-site disposal of hazardous wastes. Companies that dispose of, or arrange for the treatment, transportation or disposal of, hazardous substances at off-site locations may be held jointly and severally liable for the costs of investigation and remediation of contamination at those off-site locations, regardless of fault. CVR could become involved in litigation or other proceedings involving off-site waste disposal and the damages or costs in any such proceedings could be material.

CVR may be unable to obtain or renew permits necessary for our Energy segment's operations, which could inhibit its ability to do business.

CVR holds numerous environmental and other governmental permits and approvals authorizing operations at its facilities. Future expansion of CVR's operations is also predicated upon securing the necessary environmental or other permits or approvals. A decision by a government agency to deny or delay issuing a new or renewed material permit or approval, or to revoke or substantially modify an existing permit or approval, could have a material adverse effect on its ability to continue operations and on our Energy segment's financial condition, results of operations and cash flows.

Climate change laws and regulations could have a material adverse effect on our Energy segment's results of operations, financial condition, and cash flows.

The EPA regulates greenhouse gas ("GHG") emissions under the Clean Air Act. In October 2009, the EPA finalized a rule requiring certain large emitters of GHGs to inventory and report their GHG emissions to the EPA. In accordance with the rule, CVR has begun monitoring and reporting its GHG emissions to the EPA. In May 2010, the EPA finalized the "Greenhouse Gas Tailoring Rule," which established new GHG emissions thresholds that determine when stationary sources, such as the refineries and the nitrogen fertilizer plant, must obtain permits under the New Source Review/Prevention of Significant Deterioration ("PSD") and Title V programs of the federal Clean Air Act. Under the rule, facilities already subject to PSD and Title V programs that increase their emissions of GHGs by a significant amount are required to undergo PSD review and to evaluate and implement air pollution control technology, known as "best available control technology," to reduce GHG emissions.

In the meantime, in December 2010, the EPA reached a settlement agreement with numerous parties under which it agreed to promulgate NSPS to regulate GHG emissions from petroleum refineries and electric utilities by November 2012. In September 2014, the EPA indicated that the petroleum refining sector risk rule, proposed in June 2014 to address air toxics and volatile organic compounds from refineries, may make it unnecessary for the EPA to regulate GHG emissions from petroleum refineries at this time. The final rule, which was published in the Federal Register on December 1, 2015, places additional emission control requirements and work practice standards on FCCUs, storage tanks, flares, coking units and other equipment at petroleum refineries. Therefore, we expect that the EPA will not be issuing NSPS standards to regulate GHG from the refineries at this time but that it may do so in the future.

During the State of the Union address in each of the last four years, then President Obama indicated that the United States should take action to address climate change. It is possible that the Trump administration and/or the new Congress will implement a new or modified policy with respect to climate change. If efforts to address climate change continue, at the federal legislative level, this could mean Congressional passage of legislation adopting some form of federal mandatory GHG emission reduction, such as a nationwide cap-and-trade program. It is also possible that Congress may pass alternative climate change bills that do not mandate a nationwide cap-and-trade program and instead focus on promoting renewable energy and efficiency.

In addition to potential federal legislation, a number of states have adopted regional greenhouse gas initiatives to reduce carbon dioxide and other GHG emissions. In 2007, a group of Midwest states, including Kansas (where the Coffeyville refinery and the nitrogen fertilizer facility are located), formed the Midwestern Greenhouse Gas Reduction Accord, which calls for the development of a cap-and-trade system to control GHG emissions and for the inventory of such emissions. However, the individual states that have signed on to the accord must adopt laws or regulations implementing the trading scheme before it becomes effective. To date, Kansas has taken no meaningful action to implement the accord, and it's unclear whether Kansas intends to do so in the future.

Alternatively, the EPA may take further steps to regulate GHG emissions. The implementation of EPA regulations and/or the passage of federal or state climate change legislation may result in increased costs to (i) operate and maintain our facilities, (ii) install new emission controls on our facilities and (iii) administer and manage any GHG emissions program. Increased costs associated with compliance with any current or future legislation or regulation of GHG emissions, if it occurs, may have a material adverse effect on our Energy segment's results of operations, financial condition and cash flows.

In addition, climate change legislation and regulations may result in increased costs not only for our business but also users of our refined and fertilizer products, thereby potentially decreasing demand for our products. Decreased demand for our products may have a material adverse effect on our Energy segment's results of operations, financial condition and cash flows.

CVR is subject to strict laws and regulations regarding employee and process safety, and failure to comply with these laws and regulations could have a material adverse effect on our Energy segment's results of operations, financial condition and cash flows.

CVR is subject to the requirements of OSHA and comparable state statutes that regulate the protection of the health and safety of workers, and the proper design, operation and maintenance of our equipment. In addition, OSHA and certain environmental regulations require that we maintain information about hazardous materials used or produced in our operations and that we provide this information to employees and state and local governmental authorities. Failure to comply with these requirements, including general industry standards, record keeping requirements and monitoring and control of occupational exposure to regulated substances, may result in significant fines or compliance costs, which could have a material adverse effect on our Energy segment's results of operations, financial condition and cash flows.

Deliberate, malicious acts, including terrorism, could damage CVR's facilities, disrupt its operations or injure employees, contractors, customers or the public and result in liability to our Energy operations.

Intentional acts of destruction could hinder CVR's sales or production and disrupt its supply chain. CVR's facilities could be damaged or destroyed, reducing its operational production capacity and requiring it to repair or replace its facilities at substantial cost. Employees, contractors and the public could suffer substantial physical injury for which CVR could be liable. Governmental authorities may impose security or other requirements that could make CVR's operations more difficult or costly. The consequences of any such actions could adversely affect our Energy segment's operating results, financial condition and cash flows.

Both the petroleum and nitrogen fertilizer businesses depend on significant customers and the loss of one or several significant customers may have a material adverse impact on our Energy segment's results of operations, financial condition and cash flows.

The petroleum and nitrogen fertilizer businesses both have a significant concentration of customers. Given the nature of our Energy segment's businesses, and consistent with industry practice, our Energy segment does not have long-term minimum purchase contracts with any of its customers. The loss of several of our Energy segment's significant customers, or a significant reduction in purchase volume by several of them, could have a material adverse effect on our Energy segment's results of

operations, financial condition and cash flows. See Item 1, "Business - Energy," of this Report for further discussion regarding concentration of customers.

The acquisition and expansion strategy of CVR's petroleum business and the nitrogen fertilizer business involves significant risks.

Both CVR's petroleum business and the nitrogen fertilizer business will consider pursuing acquisitions and expansion projects in order to continue to grow and increase profitability. However, CVR may not be able to consummate such acquisitions or expansions, due to intense competition for suitable acquisition targets, the potential unavailability of financial resources necessary to consummate acquisitions and expansions, difficulties in identifying suitable acquisition targets and expansion projects or in completing any transactions identified on sufficiently favorable terms and the failure to obtain requisite regulatory or other governmental approvals. In addition, any future acquisitions and expansions may entail significant transaction costs and risks associated with entry into new markets and lines of business.

In addition to the risks involved in identifying and completing acquisitions described above, even when acquisitions are completed, integration of acquired entities can involve significant difficulties, such as:

- unforeseen difficulties in the integration of the acquired operations and disruption of the ongoing operations of CVR's business;
- failure to achieve cost savings or other financial or operating objectives contributing to the accretive nature of an acquisition;
- strain on the operational and managerial controls and procedures of the petroleum business and the nitrogen fertilizer business, and the need to modify systems or to add management resources;
- difficulties in the integration and retention of customers or personnel and the integration and effective deployment of operations or technologies;
- assumption of unknown material liabilities or regulatory non-compliance issues;
- amortization of acquired assets, which would reduce future reported earnings;
- possible adverse short-term effects on our Energy segment's cash flows or operating results; and
- diversion of management's attention from the ongoing operations of our Energy segment's business.

In addition, in connection with any potential acquisition or expansion project, CVR Refining or CVR Partners (as applicable) will need to consider whether a business they intend to acquire or expansion project they intend to pursue could affect their tax treatment as a partnership for federal income tax purposes. If the petroleum business or the nitrogen fertilizer business is otherwise unable to conclude that the activities of the business being acquired or the expansion project would not affect its treatment as a partnership for federal income tax purposes, it may elect to seek a ruling from the IRS. Seeking such a ruling could be costly or, in the case of competitive acquisitions, place the business in a competitive disadvantage compared to other potential acquirers who do not seek such a ruling. If the petroleum business or the nitrogen fertilizer business is unable to conclude that an activity would not affect its treatment as a partnership for federal income tax purposes, and is unable or unwilling to obtain an IRS ruling, the petroleum business or the nitrogen fertilizer business may choose to acquire such business or develop such expansion project in a corporate subsidiary, which would subject the income related to such activity to entity-level taxation, which would reduce the amount of cash available for distribution to the unitholders and would likely cause a substantial reduction in the value of its common units.

Failure to manage these acquisition and expansion growth risks could have a material adverse effect on our Energy segment's results of operations, financial condition and cash flows. There can be no assurance that CVR will be able to consummate any acquisitions or expansions, successfully integrate acquired entities, or generate positive cash flow at any acquired company or expansion project.

Internally generated cash flows and other sources of liquidity may not be adequate for the capital needs of CVR's businesses.

CVR's businesses are capital intensive, and working capital needs may vary significantly over relatively short periods of time. For instance, crude oil price volatility can significantly impact working capital on a week-to-week and month-to-month basis. If CVR cannot generate adequate cash flow or otherwise secure sufficient liquidity to meet our Energy segment's working capital needs or support its short-term and long-term capital requirements, it may be unable to meet its debt obligations, pursue its business strategies or comply with certain environmental standards, which would have a material adverse effect on our Energy segment's business and results of operations.

A substantial portion of CVR's workforce is unionized and it is subject to the risk of labor disputes and adverse employee relations, which may disrupt its business and increase its costs.

As of December 31, 2016, approximately 70% of the employees at the Coffeyville refinery, 58% of the employees at the Wynnewood refinery and 32% of the employees who work in crude transportation were represented by labor unions under collective bargaining agreements. At Coffeyville, the collective bargaining agreement with five Metal Trades Unions (which covers union represented employees who work directly at the Coffeyville refinery) expires in March 2019. The collective bargaining agreement with the United Steelworkers (which covers unionized employees, who work in crude transportation) expires in March 2017, and automatically renews on an annual basis thereafter unless a written notice is received sixty days in advance of the relevant expiration date. The collective bargaining agreement with the International Union of Operating Engineers with respect to the Wynnewood refinery expires in June 2017. Approximately 61% of the employees at the East Dubuque facility were represented by the International Union of United Automobile, Aerospace, and Agricultural Implement Workers under a collective bargaining agreement that expires in October 2019. Our Energy segment may not be able to renegotiate our collective bargaining agreements when they expire on satisfactory terms or at all. A failure to do so may increase our costs. In addition, CVR's existing labor agreements may not prevent a strike or work stoppage at any of our facilities in the future, and any work stoppage could negatively affect our Energy segment's results of operations, financial condition and cash flows.

New regulations concerning the transportation, storage and handling of hazardous chemicals, risks of terrorism and the security of chemical manufacturing facilities could result in higher operating costs.

The costs of complying with future regulations relating to the transportation, storage and handling of hazardous chemicals and security associated with the refining and nitrogen fertilizer facilities may have a material adverse effect on our Energy segment's results of operations, financial condition and cash flows. Targets such as refining and chemical manufacturing facilities may be at greater risk of future terrorist attacks than other targets in the United States. As a result, the petroleum and chemical industries have responded to the issues that arose due to the terrorist attacks on September 11, 2001 by starting new initiatives relating to the security of petroleum and chemical industry facilities and the transportation of hazardous chemicals in the United States. Future terrorist attacks could lead to even stronger, more costly initiatives that could result in a material adverse effect on our Energy segment's results of operations, financial condition and cash flows. The 2013 fertilizer plant explosion in West, Texas has generated consideration of more restrictive measures in storage, handling and transportation of crop production materials, including fertilizers.

Compliance with and changes in the tax laws could adversely affect CVR's performance.

CVR is subject to extensive tax liabilities, including United States and state income taxes and transactional taxes such as excise, sales/use, payroll, franchise and withholding taxes. New tax laws and regulations are continuously being enacted or proposed that could result in increased expenditures for tax liabilities in the future.

CVR Refining's and CVR Partners' level of indebtedness may increase, which may affect their ability to operate their businesses, and may have a material adverse effect on their financial condition and results of operations.

CVR Refining and the CVR Partners have incurred indebtedness and they may be able to incur significant additional indebtedness in the future. If new indebtedness is added to their current indebtedness, the risks described below could increase. Their level of indebtedness could have important consequences, such as:

- limiting their ability to obtain additional financing to fund their working capital needs, capital expenditures, debt service requirements, acquisitions or other purposes;
- requiring them to utilize a significant portion of their cash flows to service their indebtedness, thereby reducing available cash and their ability to make distributions on their common units (including distributions to us);
- limiting their ability to use operating cash flow in other areas of their business because they must dedicate a substantial portion of these funds to service debt;
- limiting their ability to compete with other companies who are not as highly leveraged, as they may be less capable of responding to adverse economic and industry conditions;
- restricting them from making strategic acquisitions, introducing new technologies or exploiting business opportunities;
- restricting the way in which they conduct their business because of financial and operating covenants in the agreements governing their and their respective subsidiaries' existing and future indebtedness, including, in the case of certain indebtedness of subsidiaries, certain covenants that restrict the ability of subsidiaries to pay dividends or make other distributions to them;

- exposing them to potential events of default (if not cured or waived) under financial and operating covenants contained in their or their respective subsidiaries' debt instruments that could have a material adverse effect on their business, financial condition and operating results;
- increasing their vulnerability to a downturn in general economic conditions or in pricing of their products; and
- limiting their ability to react to changing market conditions in their respective industries and in their respective customers' industries.

In addition to their debt service obligations, the operations of CVR Refining and CVR Partners require substantial investments on a continuing basis. Their ability to make scheduled debt payments, to refinance their obligations with respect to their indebtedness and to fund capital and non-capital expenditures necessary to maintain the condition of their operating assets, properties and systems software, as well as to provide capacity for the growth of their business, depends on their financial and operating performance, which, in turn, is subject to prevailing economic conditions and financial, business, competitive, legal and other factors.

In addition, CVR Refining and CVR Partners are and will be subject to covenants contained in agreements governing their present and future indebtedness. These covenants include, and will likely include, restrictions on certain payments (including restrictions on distributions to their unitholders), the granting of liens, the incurrence of additional indebtedness, dividend restrictions affecting subsidiaries, asset sales, transactions with affiliates and mergers and consolidations. Any failure to comply with these covenants could result in a default under their current credit agreements or debt instruments or future credit agreements.

CVR Refining and CVR Partners may not be able to generate sufficient cash to service all of their indebtedness and may be forced to take other actions to satisfy their debt obligations that may not be successful.

CVR Refining's and CVR Partners' ability to satisfy their debt obligations will depend upon, among other things:

- their future financial and operating performance, which will be affected by prevailing economic conditions and financial, business, regulatory and other factors, many of which are beyond their control; and
- their ability to obtain other financing.

CVR cannot offer any assurance that its businesses will generate sufficient cash flow from operations, that CVR Refining will be able to draw under its ABL credit facility, the intercompany credit facility, or that CVR Partners will be able to draw under its ABL credit facility, or otherwise from other sources of financing, in an amount sufficient to fund their respective liquidity needs.

If cash flows and capital resources are insufficient to service their indebtedness, CVR Refining or CVR Partners may be forced to reduce or delay capital expenditures, sell assets, seek additional capital or restructure or refinance their indebtedness or seek bankruptcy protection. These alternative measures may not be successful and may not permit them to meet their scheduled debt service obligations. Their ability to restructure or refinance debt will depend on the condition of the capital markets and their financial condition at such time. Any refinancing of their debt could be at higher interest rates and may require them to comply with more onerous covenants, which could further restrict their business operations, and the terms of existing or future debt agreements may restrict us from adopting some of these alternatives. In addition, in the absence of adequate cash flows or capital resources, they could face substantial liquidity problems and might be required to dispose of material assets or operations, or sell equity, and/or negotiate with lenders to restructure the applicable debt in order to meet their debt service and other obligations. They may not be able to consummate those dispositions for fair market value or at all. Market or business conditions may limit their ability to avail themselves of some or all of these options. Furthermore, any proceeds that they realize from any such dispositions may not be adequate to meet their debt service obligations when due. None of CVR's stockholders or any of their respective affiliates has any continuing obligation to provide CVR with debt or equity financing.

The borrowings under CVR Refining's Amended and Restated ABL Credit Facility and intercompany credit facility and CVR Partners' ABL credit facility bear interest at variable rates and other debt CVR or they incur could likewise be variable-rate debt. If market interest rates increase, variable-rate debt will create higher debt service requirements, which could adversely affect their respective distributions to us. CVR Refining or CVR Partners may enter into agreements limiting their exposure to higher interest rates, but any such agreements may not offer complete protection from this risk.

The debt agreements of CVR Refining and CVR Partners contain restrictions that limit their flexibility in operating their respective businesses and their ability to make distributions to their unitholders.

The debt facilities and instruments of CVR Refining and CVR Partners contain, and any instruments governing their future indebtedness would likely contain, a number of covenants that impose significant operating and financial restrictions on them, including restrictions on their and their respective subsidiaries' ability to, among other things:

- incur additional indebtedness or issue certain preferred units;
- pay distributions in respect of our units or make other restricted payments;
- make certain payments on debt that is subordinated or secured on a junior basis;
- make certain investments;
- sell certain assets;
- create liens on certain assets;
- consolidate, merge, sell or otherwise dispose of all or substantially all of our assets;
- enter into certain transactions with our affiliates; and
- designate our subsidiaries as unrestricted subsidiaries.

Any of these restrictions could limit their ability to plan for or react to market conditions and could otherwise restrict partnership activities. Any failure to comply with these covenants could result in a default under their debt facilities and instruments. Upon a default, unless waived, the lenders under such debt facilities and instruments would have all remedies available to a secured lender, and could elect to terminate their commitments, cease making further loans, institute foreclosure proceedings against their assets, and force them into bankruptcy or liquidation, subject to any applicable intercreditor agreements. In addition, a default under their debt facilities and instruments would trigger a cross default under their other agreements and could trigger a cross default under the agreements governing their future indebtedness. CVR Refining or CVR Partners' operating results may not be sufficient to service their indebtedness or to fund their other expenditures and they may not be able to obtain financing to meet these requirements.

Despite their existing significant levels of indebtedness, CVR Refining and CVR Partners may still be able to incur significantly more debt, including secured indebtedness. This could intensify the risks described above.

CVR Refining and CVR Partners may be able to incur substantially more debt in the future, including secured indebtedness. Although CVR Refining's ABL credit facility and CVR Partners' ABL credit facility contain restrictions on the incurrence of additional indebtedness, these restrictions are subject to a number of qualifications and exceptions and, under certain circumstances, indebtedness incurred in compliance with these restrictions could be substantial. Also, these restrictions may not prevent them from incurring obligations that do not constitute indebtedness. To the extent such new debt or new obligations are added to their existing indebtedness, the risks described above could substantially increase.

Risks Related to the Limited Partnership Structures Through Which CVR Currently Hold its Interests in the Refinery Business and the Nitrogen Fertilizer Business

Both CVR Refining and CVR Partners currently have in place a policy to distribute all of the “available cash” each generates on a quarterly basis, which could limit their ability to grow and make acquisitions .

The current policies of both the board of directors of CVR Refining's general partner and CVR Partners' general partner is to distribute an amount equal to the available cash generated by each partnership each quarter to their respective unitholders. As a result of their respective cash distribution policies, CVR Refining and CVR Partners will rely primarily upon external financing sources, including commercial bank borrowings and the issuance of debt and equity securities, to fund acquisitions and expansion capital expenditures. As such, to the extent they are unable to finance growth externally, their respective cash distribution policies will significantly impair their ability to grow. The board of directors of the general partner of either CVR Refining or CVR Partners may modify or revoke its cash distribution policy at any time at its discretion, including in such a manner that would result in an elimination of cash distributions regardless of the amount of available cash they generate. Each board of directors will determine the cash distribution policy it deems advisable for them on an independent basis.

In addition, because of their respective distribution policies, their growth, if any, may not be as robust as that of businesses that reinvest their available cash to expand ongoing operations. To the extent either issues additional units in connection with any acquisitions or expansion capital expenditures or as in-kind distributions, current unitholders will experience dilution and the payment of distributions on those additional units will decrease the amount each distributes in respect of each of its outstanding units. There are no limitations in their respective partnership agreements on either CVR Refining's or CVR Partners' ability to issue additional units, including units ranking senior to the outstanding common units. The incurrence of additional commercial borrowings or other debt to finance their growth strategy would result in increased interest expense, which, in turn, would reduce the available cash they have to distribute to unitholders (including CVR and us).

Each of CVR Refining and CVR Partners may not have sufficient available cash to pay any quarterly distribution on their respective common units. Furthermore, neither is required to make distributions to holders of its common units on a quarterly basis or otherwise, and both may elect to distribute less than all of their respective available cash.

Either or both of CVR Refining or CVR Partners may not have sufficient available cash each quarter to enable the payment of distributions to common unitholders. CVR Refining and CVR Partners are separate public companies, and available cash generated by one of them will not be used to make distributions to common unitholders of the other. Furthermore, their respective partnership agreements do not require either to pay distributions on a quarterly basis or otherwise. The board of directors of the general partner of either CVR Refining or CVR Partners may at any time, for any reason, change its cash distribution policy or decide not to make any distribution. The amount of cash they will be able to distribute in respect of their common units principally depends on the amount of cash they generate from operations, which is directly dependent upon the margins each business generates. Please see "- Risks Related to CVR's Petroleum Business - The price volatility of crude oil and other feedstocks, refined products and utility services may have a material adverse effect on our profitability and our ability to pay distributions to unitholders" and "- Risks Related to CVR's Nitrogen Fertilizer Business - The nitrogen fertilizer business is, and nitrogen fertilizer prices are, cyclical and highly volatile, and the nitrogen fertilizer business has experienced substantial downturns in the past. Cycles in demand and pricing could potentially expose the nitrogen fertilizer business to significant fluctuations in its operating and financial results and have a material adverse effect on our results of operations, financial condition and cash flows."

If either of CVR Refining or CVR Partners were to be treated as a corporation, rather than as a partnership, for U.S. federal income tax purposes or if either Partnership were otherwise subject to entity-level taxation, such entity's cash available for distribution to its common unitholders, including to us, would be reduced, likely causing a substantial reduction in the value of such its common units, including the common units held by CVR and us.

Current law requires CVR Refining and CVR Partners to derive at least 90% of their respective annual gross income from certain specified activities in order to continue to be treated as a partnership, rather than as a corporation, for U.S. federal income tax purposes. One or both of them may not find it possible to meet this qualifying income requirement, or may inadvertently fail to meet this qualifying income requirement.

In addition, on January 24, 2017, final regulations regarding which activities give rise to qualifying income within the meaning of Section 7704 of the Code (the "Final Regulations") were published in the Federal Register. The Final Regulations are effective as of January 19, 2017, and apply to taxable years beginning on or after January 19, 2017. CVR does not believe the Final Regulations affect CVR Refining's and CVR Partners' ability to be treated as a partnership for U.S. federal income tax purposes. However, there are no assurances that the Final Regulations will not be revised to take a position that is contrary to our interpretation of the current law.

If either CVR Refining or CVR Partners were to be treated as a corporation for U.S. federal income tax purposes, they would pay U.S. federal income tax on all of their taxable income at the corporate tax rate, which is currently a maximum of 35%, they would likely pay additional state and local income taxes at varying rates, and distributions to their common unitholders, including to us, would generally be taxed as corporate distributions.

CVR may have liability to repay distributions that are wrongfully distributed to it.

Under certain circumstances, CVR may, as a holder of common units in CVR Refining and CVR Partners, have to repay amounts wrongfully returned or distributed to us. Under the Delaware Revised Uniform Limited Partnership Act, a partnership may not make distributions to its unitholders if the distribution would cause its liabilities to exceed the fair value of its assets. Delaware law provides that for a period of three years from the date of an impermissible distribution, limited partners who received the distribution and who knew at the time of the distribution that it violated Delaware law will be liable to the company for the distribution amount.

Public investors own approximately 66% of the nitrogen fertilizer business through CVR Partners and approximately 34% of the petroleum business through CVR Refining. Although CVR owns the majority of the common units and the general partner of both CVR Refining and CVR Partners, the general partners owe a duty of good faith to public unitholders, which could cause them to manage their respective businesses differently than if there were no public unitholders.

Public investors own approximately 66% of CVR Partners' common units and approximately 34% of CVR Refining's common units. CVR is not entitled to receive all of the cash generated by the nitrogen fertilizer business or the petroleum business or freely transfer money from the nitrogen fertilizer business to finance operations at the petroleum business or vice versa. Furthermore, although CVR, the general partner of both CVR Refining and CVR Partners, the general partners are subject to certain fiduciary duties, which may require the general partners to manage their respective businesses in a way that may differ from CVR's best interests.

The general partners of CVR Refining and CVR Partners have limited their liability, replaced default fiduciary duties and restricted the remedies available to common unitholders, including CVR, for actions that, without these limitations and reductions might otherwise constitute breaches of fiduciary duty under Delaware law.

The respective partnership agreements of CVR Refining and CVR Partners limit the liability and replace the fiduciary duties of their respective general partner, while also restricting the remedies available to each partnership's common unitholders, including CVR, for actions that, without these limitations and reductions, might constitute breaches of fiduciary duty. Delaware partnership law permits such contractual reductions of fiduciary duty. The partnership agreements contain provisions that replace the standards to which each general partner would otherwise be held by state fiduciary duty law. For example, the partnership agreements:

- permit each partnership's general partner to make a number of decisions in its individual capacity, as opposed to its capacity as general partner. This entitles its general partner to consider only the interests and factors that it desires, and means that it has no duty or obligation to give any consideration to any interest of, or factors affecting, any limited partner.
- provide that each partnership's general partner will not have any liability to unitholders for decisions made in its capacity as general partner so long as (i) in the case of CVR Partners, it acted in good faith, meaning it believed that the decision was in the best interest of CVR Partners and (ii) in the case of CVR Refining, it did not make such decisions in bad faith, meaning it believed that the decisions were adverse to CVR Refining's interests.
- provide that each partnership's general partner and the officers and directors of its general partner will not be liable for monetary damages to common unitholders, including CVR, for any acts or omissions unless there has been a final and non-appealable judgment entered by a court of competent jurisdiction determining that (i) in the case of CVR Partners, the general partner or its officers or directors acted in bad faith or engaged in fraud or willful misconduct, or in, the case of a criminal matter, acted with knowledge that the conduct was criminal and (ii) in the case of CVR Refining, such losses or liabilities were the result of the conduct of its general partner or such officer or director engaged in by it in bad faith or with respect to any criminal conduct, with the knowledge that its conduct was unlawful.

In addition, CVR Refining's partnership agreement provides that its general partner will not be in breach of its obligations thereunder or its duties to CVR Refining or its limited partners if a transaction with an affiliate or the resolution of a conflict of interest is either (i) approved by the conflicts committee of its board of directors of the general partner, although the general partner is not obligated to seek such approval; or (ii) approved by the vote of a majority of the outstanding units, excluding any units owned by the general partner and its affiliates. In addition, CVR Partners' partnership agreement (i) generally provides that affiliated transactions and resolutions of conflicts of interest not approved by the conflicts committee of the board of directors of its general partner and not involving a vote of unitholders must be on terms no less favorable to CVR Partners than those generally being provided to or available from unrelated third parties or be "fair and reasonable" to CVR Partners, as determined by its general partner in good faith, and that, in determining whether a transaction or resolution is "fair and reasonable," the general partner may consider the totality of the relationships between the parties involved, including other transactions that may be particularly advantageous or beneficial to affiliated parties, including CVR and (ii) provides that in resolving conflicts of interest, it will be presumed that in making its decision, the general partner or its conflicts committee acted in good faith, and in any proceeding brought by or on behalf of any holder of common units, the person bringing or prosecuting such proceeding will have the burden of overcoming such presumption.

With respect to the common units that CVR owns, it has agreed to be bound by the provisions set forth in each partnership agreement, including the provisions described above.

CVR Refining and CVR Partners are managed by the executive officers of their general partners, some of whom are employed by and serve as part of the senior management team of CVR and its affiliates. Conflicts of interest could arise as a result of this arrangement.

CVR Refining and CVR Partners are each managed by the executive officers of their general partners, some of whom are employed by and serve as part of the senior management team of CVR. Furthermore, although both CVR Refining and CVR Partners have entered into services agreements with CVR under which they compensate CVR for the services of its management, CVR's management is not required to devote any specific amount of time to the petroleum business or the nitrogen fertilizer business and may devote a substantial majority of their time to the business of CVR. Moreover CVR may terminate the services agreement with CVR Refining or CVR Partners at any time, in each case subject to a 180-day notice period. In addition, key executive officers of CVR, including its president and chief executive officer, chief financial officer and general counsel, will face conflicts of interest if decisions arise in which CVR Refining, CVR Partners and CVR has conflicting points of view or interests.

Risks Relating to CVR's Petroleum Business

The price volatility of crude oil and other feedstocks, refined products and utility services may have a material adverse effect on our Energy segment's earnings, profitability and cash flows.

Our Energy segment's petroleum business' financial results are primarily affected by the relationship, or margin, between refined product prices and the prices for crude oil and other feedstocks. When the margin between refined product prices and crude oil and other feedstock prices tightens, the petroleum business' earnings, profitability and cash flows are negatively affected. Refining margins historically have been volatile and are likely to continue to be volatile, as a result of a variety of factors including fluctuations in prices of crude oil, other feedstocks and refined products. Continued future volatility in refining industry margins may cause a decline in the petroleum business' results of operations, since the margin between refined product prices and crude oil and other feedstock prices may decrease below the amount needed for the petroleum business to generate net cash flow sufficient for its needs. The effect of changes in crude oil prices on the petroleum business' results of operations therefore depends in part on how quickly and how fully refined product prices adjust to reflect these changes. A substantial or prolonged increase in crude oil prices without a corresponding increase in refined product prices, or a substantial or prolonged decrease in refined product prices without a corresponding decrease in crude oil prices, could have a significant negative impact on our Energy segment's earnings, results of operations and cash flows.

Profitability is also impacted by the ability to purchase crude oil at a discount to benchmark crude oils, such as WTI, as the petroleum business does not produce any crude oil and must purchase all of the crude oil it refines. Crude oil differentials can fluctuate significantly based upon overall economic and crude oil market conditions. Adverse changes in crude oil differentials can adversely impact refining margins, earnings and cash flows. In addition, the petroleum business' purchases of crude oil, although based on WTI prices, have historically been at a discount to WTI because of the proximity of the refineries to the sources, existing logistics infrastructure and quality differences. Any change in the sources of crude oil, infrastructure or logistical improvements or quality differences could result in a reduction of the petroleum business' historical discount to WTI and may result in a reduction of our Energy segment's cost advantage.

Refining margins are also impacted by domestic and global refining capacity. Downturns in the economy reduce the demand for refined fuels and, in turn, generate excess capacity. In addition, the expansion and construction of refineries domestically and globally can increase refined fuel production capacity. Excess capacity can adversely impact refining margins, earnings and cash flows. The Arabian Gulf and Far East regions added refining capacity in 2015 and 2016.

The petroleum business is significantly affected by developments in the markets in which it operates. For example, numerous pipeline projects in 2014 expanded the connectivity of the Cushing and Permian Basin markets to the gulf coast, resulting in a decrease in the domestic crude advantage.

Volatile prices for natural gas and electricity also affect the petroleum business' manufacturing and operating costs. Natural gas and electricity prices have been, and will continue to be, affected by supply and demand for fuel and utility services in both local and regional markets.

If CVR is required to obtain its crude oil supply without the benefit of a crude oil supply agreement, its exposure to the risks associated with volatile crude oil prices may increase and our Energy segment's liquidity may be reduced.

Since December 31, 2009, the petroleum business has obtained substantially all of its crude oil supply for the Coffeyville refinery, other than the crude oil it gathers, through the Vitol Agreement. The Vitol Agreement was amended and restated on August 31, 2012 to include the provision of crude oil intermediation services to the Wynnewood refinery. The agreement, which currently extends through December 31, 2017, minimizes the amount of in-transit inventory and mitigates crude oil pricing risk by ensuring pricing takes place close to the time the crude oil is refined and the yielded products are sold. If the petroleum business were required to obtain its crude oil supply without the benefit of a supply intermediation agreement, its exposure to crude oil pricing risk may increase, despite any hedging activity in which it may engage, and its liquidity could be negatively impacted due to increased inventory, potential need to post letters of credit and negative impacts of market volatility. There is no assurance that the petroleum business will be able to renew or extend the Vitol Agreement beyond December 31, 2017.

Disruption of the petroleum business' ability to obtain an adequate supply of crude oil could reduce its liquidity and increase its costs.

In addition to the crude oil the petroleum business gathers locally in Kansas, Nebraska, Oklahoma, Missouri, Colorado and Texas, it also purchased additional crude oil to be refined into liquid fuels in 2016. In 2016, the Coffeyville refinery purchased an additional 70,000 to 75,000 bpd of crude oil while the Wynnewood refinery purchased approximately 45,000 to 50,000 bpd of crude oil. The Wynnewood refinery has historically acquired most of its crude oil from Texas and Oklahoma with smaller amounts purchased from other regions. The Coffeyville refinery obtained a portion of its non-gathered crude oil, approximately 25% in 2016, from Canada in 2016. The actual amount of Canadian crude oil the petroleum business purchases is dependent on market conditions and will vary from year to year. The petroleum business is subject to the political,

geographic, and economic risks attendant to doing business with Canada. Disruption of production for any reason could have a material impact on the petroleum business. In the event that one or more of its traditional suppliers becomes unavailable, the petroleum business may be unable to obtain an adequate supply of crude oil, or it may only be able to obtain crude oil at unfavorable prices. As a result, the petroleum business may experience a reduction in its liquidity and its results of operations could be materially adversely affected.

If CVR's access to the pipelines on which the petroleum business relies for the supply of its crude oil and the distribution of its products is interrupted, its inventory and costs may increase and it may be unable to efficiently distribute its products .

If one of the pipelines on which either of the Coffeyville or Wynnewood refineries relies for supply of crude oil becomes inoperative, the petroleum business would be required to obtain crude oil through alternative pipelines or from additional tanker trucks, which could increase its costs and result in lower production levels and profitability. Similarly, if a major refined fuels pipeline becomes inoperative, the petroleum business would be required to keep refined fuels in inventory or supply refined fuels to its customers through an alternative pipeline or by additional tanker trucks, which could increase our Energy segment's business costs and result in a decline in profitability.

The geographic concentration of the petroleum business' refineries and related assets creates an exposure to the risks of the local economy and other local adverse conditions. The location of its refineries also creates the risk of increased transportation costs should the supply/demand balance change in its region such that regional supply exceeds regional demand for refined products.

As the refineries are both located in the southern portion of Group 3 of the PADD II region, the petroleum business primarily markets its refined products in a relatively limited geographic area. As a result, it is more susceptible to regional economic conditions than the operations of more geographically diversified competitors, and any unforeseen events or circumstances that affect its operating area could also materially adversely affect its revenues and cash flows. These factors include, among other things, changes in the economy, weather conditions, demographics and population, increased supply of refined products from competitors and reductions in the supply of crude oil.

Should the supply/demand balance shift in its region as a result of changes in the local economy, an increase in refining capacity or other reasons, resulting in supply in the region exceeding demand, the petroleum business may have to deliver refined products to customers outside of the region and thus incur considerably higher transportation costs, resulting in lower refining margins, if any.

If sufficient Renewable Identification Numbers (RINs) are unavailable for purchase or if the petroleum business has to pay a significantly higher price for RINs, or if the petroleum business is otherwise unable to meet RFS mandates, the petroleum business' financial condition and results of operations could be materially adversely affected.

Pursuant to the Energy Independence and Security Act of 2007, the EPA has promulgated the Renewable Fuel Standards ("RFS"), which requires refiners to either blend "renewable fuels," such as ethanol and biodiesel, into their transportation fuels or purchase renewable fuel credits, known as RINs, in lieu of blending. Under the RFS, the volume of renewable fuels refineries like Coffeyville and Wynnewood are obligated to blend into their finished petroleum products is adjusted annually. The petroleum business is not able to blend the substantial majority of its transportation fuels and has to purchase RINs on the open market as well as waiver credits for cellulosic biofuels from the EPA, in order to comply with the RFS. The price of RINs has been extremely volatile as the EPA's proposed renewable fuel volume mandates approached the "blend wall." The blend wall refers to the point at which the amount of ethanol blended into the transportation fuel supply exceeds the demand for transportation fuel containing such levels of ethanol. The blend wall is generally considered to be reached when more than 10% ethanol by volume ("E10 gasoline") is blended into transportation fuel.

On December 14, 2015, the EPA published in the Federal Register a final rule establishing the renewable fuel volume mandates for 2014, 2015 and 2016, and the biomass-based diesel mandate for 2017. On December 12, 2016, the EPA published in the Federal Register a final rule establishing the renewable fuel volume mandates for 2017 and the biomass-based diesel mandate for 2018. The volumes included in the EPA's final rule increase each year, but are lower, with the exception of the volumes for biomass-based diesel, than the volumes required by the Clean Air Act. The EPA used its waiver authorities to lower the volumes, but its decision to do so for the 2014-2016 compliance years has been challenged in the U.S. Court of Appeals for the District of Columbia Circuit. In addition, the EPA has articulated a policy to incentivize additional investments in renewable fuel blending and distribution infrastructure by increasing the price of RINs.

The petroleum business cannot predict the future prices of RINs or waiver credits. The price of RINs has been extremely volatile and has increased over the last year. 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 the refineries and downstream terminals, all of which can vary significantly from period to period. However, the costs to obtain the necessary number of RINs and waiver credits could be material, if the price for RINs continues to increase. Additionally, because the petroleum business

does not produce renewable fuels, increasing the volume of renewable fuels that must be blended into its products displaces an increasing volume of the refineries' product pool, potentially resulting in lower earnings and materially adversely affecting the petroleum business' cash flows. If the demand for the petroleum business' transportation fuel decreases as a result of the use of increasing volumes of renewable fuels, increased fuel economy as a result of new EPA fuel economy standards, or other factors, the impact on its business could be material. If sufficient RINs are unavailable for purchase, if the petroleum business has to pay a significantly higher price for RINs or if the petroleum business is otherwise unable to meet the EPA's RFS mandates, its business, financial condition and results of operations could be materially adversely affected.

CVR's petroleum business faces significant competition, both within and outside of its industry. Competitors who produce their own supply of crude oil or other feedstocks, have extensive retail outlets, make alternative fuels or have greater financial resources than it does may have a competitive advantage.

The refining industry is highly competitive with respect to both crude oil and other feedstock supply and refined product markets. The petroleum business may be unable to compete effectively with competitors within and outside of the industry, which could result in reduced profitability. The petroleum business competes with numerous other companies for available supplies of crude oil and other feedstocks and for outlets for its refined products. The petroleum business is not engaged in the petroleum exploration and production business and therefore it does not produce any of its crude oil feedstocks. It does not have a retail business and therefore is dependent upon others for outlets for its refined products. It does not have long-term arrangements (those exceeding more than a twelve-month period) for much of its output. Many of its competitors obtain significant portions of their crude oil and other feedstocks from company-owned production and have extensive retail outlets. Competitors that have their own production or extensive retail outlets with brand-name recognition are at times able to offset losses from refining operations with profits from producing or retailing operations, and may be better positioned to withstand periods of depressed refining margins or feedstock shortages.

A number of the petroleum business' competitors also have materially greater financial and other resources than it does. These competitors may have a greater ability to bear the economic risks inherent in all aspects of the refining industry. An expansion or upgrade of its competitors' facilities, price volatility, international political and economic developments and other factors are likely to continue to play an important role in refining industry economics and may add additional competitive pressure.

In addition, the petroleum business competes with other industries that provide alternative means to satisfy the energy and fuel requirements of its industrial, commercial and individual customers. There are presently significant governmental incentives and consumer pressures to increase the use of alternative fuels in the United States. The more successful these alternatives become as a result of governmental incentives or regulations, technological advances, consumer demand, improved pricing or otherwise, the greater the negative impact on pricing and demand for our Energy segment's petroleum business' products and profitability.

Changes in the petroleum business' credit profile may affect its relationship with its suppliers, which could have a material adverse effect on its liquidity and its ability to operate the refineries at full capacity.

Changes in the petroleum business' credit profile may affect the way crude oil suppliers view its ability to make payments and may induce them to shorten the payment terms for purchases or require it to post security prior to payment. Given the large dollar amounts and volume of the petroleum business' crude oil and other feedstock purchases, a burdensome change in payment terms may have a material adverse effect on the petroleum business' liquidity and its ability to make payments to its suppliers. This, in turn, could cause it to be unable to operate the refineries at full capacity. A failure to operate the refineries at full capacity could adversely affect the petroleum business' profitability and cash flows.

CVR's commodity derivative contracts may limit our Energy segment's potential gains, exacerbate potential losses and involve other risks.

The petroleum business enters into commodity derivatives contracts to mitigate crack spread risk with respect to a portion of its expected refined products production. However, its hedging arrangements may fail to fully achieve these objectives for a variety of reasons, including its failure to have adequate hedging contracts, if any, in effect at any particular time and the failure of its hedging arrangements to produce the anticipated results. The petroleum business may not be able to procure adequate hedging arrangements due to a variety of factors. Moreover, such transactions may limit its ability to benefit from favorable changes in margins. In addition, the petroleum business' hedging activities may expose it to the risk of financial loss in certain circumstances, including instances in which:

- the volumes of its actual use of crude oil or production of the applicable refined products is less than the volumes subject to the hedging arrangement;
- accidents, interruptions in transportation, inclement weather or other events cause unscheduled shutdowns or otherwise adversely affect its refinery or suppliers or customers;

- the counterparties to its futures contracts fail to perform under the contracts; or
- a sudden, unexpected event materially impacts the commodity or crack spread subject to the hedging arrangement.

As a result, the effectiveness of CVR's risk mitigation strategy could have a material adverse impact on our Energy segment's financial results and cash flows.

The adoption of derivatives legislation by the U.S. Congress could have an adverse effect on CVR's ability to hedge risks associated with our Energy segment's petroleum business.

The U.S. Congress has adopted the Dodd-Frank Act, comprehensive financial reform legislation that establishes federal oversight and regulation of the over-the-counter derivatives market and entities, such as the petroleum business, that participate in that market, and requires the Commodities Futures Trading Commission ("CFTC") to institute broad new position limits for futures and options traded on regulated exchanges. The Dodd-Frank Act requires the CFTC, the SEC and other regulators to promulgate rules and regulations implementing the new legislation. The Dodd-Frank Act and implementing rules and regulations also require certain swap participants to comply with, among other things, certain margin requirements and clearing and trade-execution requirements in connection with certain derivative activities. The rulemaking process is still ongoing, and the petroleum business cannot predict the ultimate outcome of the rulemakings. New regulations in this area may result in increased costs and cash collateral requirements for derivative instruments the petroleum business may use to hedge and otherwise manage its financial risks related to volatility in oil and gas commodity prices.

If the petroleum business reduces its use of derivatives as a result of the Dodd-Frank Act and any new rules and regulations, its results of operations may become more volatile and its cash flows may be less predictable, which could adversely affect its ability to satisfy its debt obligations or plan for and fund capital expenditures. Increased volatility may make the petroleum business less attractive to certain types of investors. Finally, the Dodd-Frank Act was intended, in part, to reduce the volatility of oil and natural gas prices. If the Dodd-Frank Act and any new regulations result in lower commodity prices, the petroleum business' revenues could be adversely affected. Any of these consequences could adversely affect our Energy segment's financial condition and results of operations and therefore could have an adverse effect on its ability to satisfy its debt obligations.

Our Energy segment's petroleum business' commodity derivative activities could result in period-to-period volatility.

The petroleum business does not apply hedge accounting to its commodity derivative contracts and, as a result, unrealized gains and losses are charged to its earnings based on the increase or decrease in the market value of the unsettled position. Such gains and losses are reflected in its income statement in periods that differ from when the underlying hedged items (i.e., gross margins) are reflected in its income statement. Such derivative gains or losses in earnings may produce significant period-to-period earnings volatility that is not necessarily reflective of our Energy segment's operational performance.

CVR must make substantial capital expenditures on its refineries and other facilities to maintain their reliability and efficiency. If CVR is unable to complete capital projects at their expected costs and/or in a timely manner, or if the market conditions assumed in its project economics deteriorate, our Energy segment's financial condition, results of operations or cash flows could be adversely affected.

Delays or cost increases related to the engineering, procurement and construction of new facilities, or improvements and repairs to CVR's existing facilities and equipment, could have a material adverse effect on our Energy segment's business, financial condition, results of operations or cash flows. Such delays or cost increases may arise as a result of unpredictable factors in the marketplace, many of which are beyond CVR's control, including:

- denial or delay in obtaining regulatory approvals and/or permits;
- unplanned increases in the cost of equipment, materials or labor;
- disruptions in transportation of equipment and materials;
- severe adverse weather conditions, natural disasters or other events (such as equipment malfunctions, explosions, fires or spills) affecting the petroleum business' facilities, or those of its vendors and suppliers;
- shortages of sufficiently skilled labor, or labor disagreements resulting in unplanned work stoppages;
- market-related increases in a project's debt or equity financing costs; and/or
- nonperformance or force majeure by, or disputes with, the petroleum business' vendors, suppliers, contractors or sub-contractors.

The Coffeyville and Wynnewood refineries have been in operation for many years. Equipment, even if properly maintained, may require significant capital expenditures and expenses to keep it operating at optimum efficiency. If the

petroleum business was unable to make up for the delays or to recover the related costs, or if market conditions change, it could materially and adversely affect our Energy segment's financial position, results of operations or cash flows.

CVR's plans to expand its gathering and logistics assets, which assist it in reducing its costs and increasing its processing margins, may expose our Energy segment to significant additional risks, compliance costs and liabilities.

CVR plans to continue to make investments to enhance the operating flexibility of its refineries and to improve its crude oil sourcing advantage through additional investments in its gathering and logistics assets. If CVR is able to successfully increase the effectiveness of its supporting gathering and logistics assets, including its crude oil gathering operations, it believes it will be able to enhance its crude oil sourcing flexibility and reduce related crude oil purchasing and delivery costs. However, the acquisition of infrastructure assets to expand CVR's crude oil gathering may expose our Energy segment to risks in the future that are different than or incremental to the risks our Energy segment faces with respect to its refineries and existing gathering and logistics assets. The storage and transportation of liquid hydrocarbons, including crude oil and refined products, are subject to stringent federal, state, and local laws and regulations governing the discharge of materials into the environment, operational safety and related matters. Compliance with these laws and regulations could adversely affect our Energy segment's operating results, financial condition and cash flows. Moreover, failure to comply with these laws and regulations may result in the assessment of administrative, civil, and criminal penalties, the imposition of investigatory and remedial liabilities, the issuance of injunctions that may restrict or prohibit CVR's operations, or claims of damages to property or persons resulting from its operations.

Any businesses or assets that CVR may acquire in connection with an expansion of its crude oil gathering could expose it to the risk of releasing hazardous materials into the environment. These releases would expose our Energy segment to potentially substantial expenses, including cleanup and remediation costs, fines and penalties, and third party claims for personal injury or property damage related to past or future releases. Accordingly, if CVR does acquire any such businesses or assets, our Energy segment could also incur additional expenses not covered by insurance which could be material.

More stringent trucking regulations may increase CVR's costs and negatively impact our Energy segment's results of operations.

In connection with the trucking operations conducted by its crude gathering division, the petroleum business operates as a motor carrier and therefore is subject to regulation by the U.S. Department of Transportation and various state agencies. These regulatory authorities exercise broad powers, governing activities such as the authorization to engage in motor carrier operations and regulatory safety, and hazardous materials labeling, placarding and marking. There are additional regulations specifically relating to the trucking industry, including testing and specification of equipment and product handling requirements. The trucking industry is subject to possible regulatory and legislative changes that may affect the economics of the industry by requiring changes in operating practices or by changing the demand for common or contract carrier services or the cost of providing truckload services. Some of these possible changes include increasingly stringent environmental regulations, changes in the hours of service regulations that govern the amount of time a driver may drive in any specific period, onboard black box recorder devices or limits on vehicle weight and size.

To a large degree, intrastate motor carrier operations are subject to state safety regulations that mirror federal regulations. Such matters as weight and dimension of equipment are also subject to federal and state regulations. Furthermore, from time to time, various legislative proposals are introduced, such as proposals to increase federal, state or local taxes, including taxes on motor fuels, which may increase the petroleum business' costs or adversely impact the recruitment of drivers. The petroleum business cannot predict whether, or in what form, any increase in such taxes will be enacted or the extent to which they will apply to our Energy segment's petroleum business and its operations.

Risks Relating to CVR's Nitrogen Fertilizer Business

The nitrogen fertilizer business is, and nitrogen fertilizer prices are, cyclical and highly volatile, and the nitrogen fertilizer business has experienced substantial downturns in the past. Cycles in demand and pricing could potentially expose the nitrogen fertilizer business to significant fluctuations in its operating and financial results and have a material adverse effect on our Energy segment's results of operations, financial condition and cash flows.

The nitrogen fertilizer business is exposed to fluctuations in nitrogen fertilizer demand in the agricultural industry. These fluctuations historically have had and could in the future have significant effects on prices across all nitrogen fertilizer products and, in turn, our Energy segment's results of operations, financial condition and cash flows.

Nitrogen fertilizer products are commodities, the price of which can be highly volatile. The prices of nitrogen fertilizer products depend on a number of factors, including general economic conditions, cyclical trends in end-user markets, supply and demand imbalances, governmental policies and weather conditions, which have a greater relevance because of the seasonal nature of fertilizer application. If seasonal demand exceeds the projections on which the nitrogen fertilizer business bases

production, customers may acquire nitrogen fertilizer products from competitors, and the profitability of the nitrogen fertilizer business will be negatively impacted. If seasonal demand is less than expected, the nitrogen fertilizer business will be left with excess inventory that will have to be stored or liquidated.

Demand for nitrogen fertilizer products is dependent on demand for crop nutrients by the global agricultural industry. The international market for nitrogen fertilizers is influenced by such factors as the relative value of the U.S. dollar and its impact upon the cost of importing nitrogen fertilizers, foreign agricultural policies, the existence of, or changes in, import or foreign currency exchange barriers in certain foreign markets, changes in the hard currency demands of certain countries and other regulatory policies of foreign governments, as well as the laws and policies of the United States affecting foreign trade and investment. Nitrogen-based fertilizers remain solidly in high demand, driven by a growing world population, changes in dietary habits and an expanded use of corn for the production of ethanol. Supply is affected by available capacity and operating rates, raw material costs, government policies and global trade. A decrease in nitrogen fertilizer prices would have a material adverse effect on our Energy segment's results of operations, financial condition and cash flows.

The costs associated with operating the nitrogen fertilizer plants include significant fixed costs. If nitrogen fertilizer prices fall below a certain level, the nitrogen fertilizer business may not generate sufficient revenue to operate profitably or cover its costs and ability to make distributions will be adversely impacted.

Unlike CVR's competitors, whose primary costs are related to the purchase of natural gas and whose costs are therefore largely variable, the Coffeyville fertilizer facility has largely fixed costs. In addition, while less than the Coffeyville fertilizer facility, the East Dubuque facility has a significant amount of fixed costs. As a result of the fixed cost nature of our Energy segment's operations, downtime, interruptions or low productivity due to reduced demand, adverse weather conditions, equipment failure, a decrease in nitrogen fertilizer prices or other causes can result in significant operating losses which would have a material adverse effect on our Energy segment's results of operations, financial condition and ability to make cash distributions.

Continued low natural gas prices could impact the Coffeyville fertilizer facility's relative competitive position when compared to other nitrogen fertilizer producers.

Most nitrogen fertilizer manufacturers rely on natural gas as their primary feedstock, and the cost of natural gas is a large component of the total production cost for natural gas-based nitrogen fertilizer manufacturers. Low natural gas prices benefit the nitrogen fertilizer business' competitors and disproportionately impact CVR's operations by making the nitrogen fertilizer business less competitive with natural gas-based nitrogen fertilizer manufacturers. Although CVR's nitrogen fertilizer business diversified its operations in connection with the acquisition of the East Dubuque facility, which primarily relies on natural gas feedstock, continued low natural gas prices could impair the ability of the Coffeyville fertilizer facility to compete with other nitrogen fertilizer producers who utilize natural gas as their primary feedstock if nitrogen fertilizer pricing drops as a result of low natural gas prices, and therefore have a material adverse impact on the nitrogen fertilizer business' results of operations, financial condition and ability to make cash distributions.

The market for natural gas has been volatile. Natural gas prices are currently at a relative low point. An increase in natural gas prices could impact the East Dubuque nitrogen fertilizer facility's relative competitive position when compared to other foreign and domestic nitrogen fertilizer producers, and if prices for natural gas increase significantly, our nitrogen fertilizer business may not be able to economically operate the East Dubuque facility.

The operation of the East Dubuque facility with natural gas as the primary feedstock exposes the nitrogen fertilizer business to market risk due to increases in natural gas prices, particularly if the price of natural gas in the United States were to become higher than the price of natural gas outside the United States. An increase in natural gas prices would impact the East Dubuque Facility's operations by making it less competitive with competitors who do not use natural gas as their primary feedstock, and could therefore have a material adverse impact on the nitrogen fertilizer business' results of operations, financial condition and cash flows. In addition, if natural gas prices in the United States were to increase relative to prices of natural gas paid by foreign nitrogen fertilizer producers, this may negatively affect the nitrogen fertilizer business' competitive position in the corn belt and thus have a material adverse effect on the nitrogen fertilizer business' results of operations, financial condition and cash flows.

The profitability of operating the East Dubuque facility is significantly dependent on the cost of natural gas, and the East Dubuque Facility operated at certain times, and could operate in the future, at a net loss. Local factors may affect the price of natural gas available to the nitrogen fertilizer business, in addition to factors that determine the benchmark prices of natural gas. Since the nitrogen fertilizer business expects to purchase natural gas on the spot market and to enter into forward purchase contracts. Since we expect to purchase a portion of our natural gas for use in the East Dubuque facility on the spot market, the nitrogen fertilizer business remains susceptible to fluctuations in the price of natural gas in general and in local markets in particular. The nitrogen fertilizer business also expect to use short-term, fixed supply, fixed price forward purchase contracts to lock in pricing for a portion of our natural gas requirements. The nitrogen fertilizer business' ability to enter into forward purchase contracts is dependent upon creditworthiness and, in the event of a deterioration in the nitrogen fertilizer business'

credit, counterparties could refuse to enter into forward purchase contracts on acceptable terms. If the nitrogen fertilizer business is unable to enter into forward purchase contracts for the supply of natural gas, the nitrogen fertilizer business would need to purchase natural gas on the spot market, which would impair its ability to hedge exposure to risk from fluctuations in natural gas prices. If the nitrogen fertilizer business enters into forward purchase contracts for natural gas, and natural gas prices decrease, then its cost of sales could be higher than it would have been in the absence of the forward purchase contracts.

Any interruption in the supply of natural gas to the nitrogen fertilizer business' East Dubuque facility through Nicor Inc. ("Nicor") could have a material adverse effect on the nitrogen fertilizer business' results of operations and financial condition.

The East Dubuque operations depend on the availability of natural gas. East Dubuque has an agreement with Nicor pursuant to which it accesses natural gas from the ANR Pipeline Company and Northern Natural Gas pipelines. East Dubuque's access to satisfactory supplies of natural gas through Nicor could be disrupted due to a number of causes, including volume limitations under the agreement, pipeline malfunctions, service interruptions, mechanical failures or other reasons. The agreement extends through October 31, 2019. Upon expiration of the agreement, East Dubuque may be unable to extend the service under the terms of the existing agreement or renew the agreement on satisfactory terms, or at all. Any disruption in the supply of natural gas to our East Dubuque Facility could restrict our ability to continue to make products at the facility. In the event it need to obtain natural gas from another source, it would need to build a new connection from that source to the East Dubuque Facility and negotiate related easement rights, which would be costly, disruptive and/or unfeasible. As a result, any interruption in the supply of natural gas through Nicor could have a material adverse effect on our nitrogen fertilizer business' results of operations and financial condition.

Any decline in U.S. agricultural production or limitations on the use of nitrogen fertilizer for agricultural purposes could have a material adverse effect on the sales of nitrogen fertilizer, and on our Energy segment's results of operations, financial condition and cash flows.

Conditions in the U.S. agricultural industry significantly impact the operating results of the nitrogen fertilizer business. The U.S. agricultural industry can be affected by a number of factors, including weather patterns and field conditions, current and projected grain inventories and prices, domestic and international population changes, demand for U.S. agricultural products and U.S. and foreign policies regarding trade in agricultural products.

The Agricultural Act of 2014 (the "2014 Farm Bill") ended direct subsidies to agricultural producers for owning farmland, and funded a new crop insurance program in its place. As part of the conservation title of the 2014 Farm Bill, agricultural producers must meet a minimum standard of environmental protection in order to receive federal crop insurance on sensitive lands. The 2014 Farm Bill also discourages producers from converting native grasslands to farmland by limiting crop insurance subsidies for the first few years for newly converted lands. These changes may have a negative impact on fertilizer sales and on our Energy segment's results of operations, financial condition and cash flows.

State and federal governmental policies, including farm and biofuel subsidies and commodity support programs, as well as the prices of fertilizer products, may also directly or indirectly influence the number of acres planted, the mix of crops planted and the use of fertilizers for particular agricultural applications. Developments in crop technology, such as nitrogen fixation (the conversion of atmospheric nitrogen into compounds that plants can assimilate), could also reduce the use of chemical fertilizers and adversely affect the demand for nitrogen fertilizer. In addition, from time to time various state legislatures have considered limitations on the use and application of chemical fertilizers due to concerns about the impact of these products on the environment. Unfavorable state and federal governmental policies could negatively affect nitrogen fertilizer prices and therefore have a material adverse effect on our Energy segment's results of operations, financial condition and cash flows.

A major factor underlying the current high level of demand for nitrogen-based fertilizer products is the production of ethanol. A decrease in ethanol production, an increase in ethanol imports or a shift away from corn as a principal raw material used to produce ethanol could have a material adverse effect on our Energy segment's results of operations, financial condition and cash flows.

A major factor underlying the solid level of demand for nitrogen-based fertilizer products produced by the nitrogen fertilizer business is the production of ethanol in the United States and the use of corn in ethanol production. Ethanol production in the United States is highly dependent upon a myriad of federal statutes and regulations, and is made significantly more competitive by various federal and state incentives and mandated usage of renewable fuels pursuant to the RFS. To date, the RFS has been satisfied primarily with fuel ethanol blended into gasoline. However, a number of factors, including the continuing "food versus fuel" debate and studies showing that expanded ethanol usage may increase the level of greenhouse gases in the environment as well as be unsuitable for small engine use, have resulted in calls to reduce subsidies for ethanol, allow increased ethanol imports and to repeal or waive (in whole or in part) the current RFS, any of which could have an adverse effect on corn-based ethanol production, planted corn acreage and fertilizer demand. Therefore, ethanol incentive programs may not be renewed, or if renewed, they may be renewed on terms significantly less favorable to ethanol producers than current incentive programs.

Recently, the volume of ethanol required by the RFS standards to be blended into transportation fuel has approached the "blend wall." The blend wall refers to the point at which the amount of ethanol blended into the transportation fuel supply exceeds the demand for transportation fuel containing such levels of ethanol. The blend wall is generally considered to be reached when more than 10% ethanol by volume ("E10 gasoline") is blended into transportation fuel. On December 14, 2015, the EPA published in the Federal Register a final rule establishing the renewable fuel volume mandates for 2014, 2015 and 2016, and the biomass-based diesel mandate for 2017. On December 12, 2016, the EPA published in the Federal Register a final rule establishing the renewable fuel volume mandates for 2017 and the biomass-based diesel mandate for 2018. The volumes included in the EPA's final rule increase each year, but are lower, with the exception of the volumes for biomass-based diesel, than the volumes required by the Clean Air Act. The EPA used its waiver authorities to lower the volumes, but its decision to do so has been challenged in the U.S. Court of Appeals for the District of Columbia Circuit by corn growers and renewable fuels producers. The renewable fuel volume mandates for 2016 and 2017 are expected to result in renewable fuel being blended in volumes that breach the ethanol blend wall, forcing the use of higher ethanol fuel blends, including fuels with 15% or 85% ethanol, or non-ethanol renewable fuel that is not constrained by the blend wall. Information about the amount and type of renewable fuel actually blended in a particular year is reported at the end of March in the following year. In addition, in the final rules establishing the renewable volume obligations, the EPA articulated a policy to incentivize additional investments in renewable fuel blending and distribution infrastructure by increasing the price of RINs. Any substantial decrease in future volume obligations under RFS could have a material adverse effect on ethanol production in the United States, which could have a material adverse effect on the nitrogen fertilizer business' results of operations, financial condition and ability to make cash distributions.

Further, while most ethanol is currently produced from corn and other raw grains, such as milo or sorghum, the current RFS mandate requires a portion of the overall RFS mandate to come from advanced biofuels, including cellulose-based biomass, such as agricultural waste, forest residue, municipal solid waste and energy crops (plants grown for use to make biofuels or directly exploited for their energy content) and biomass-based diesel. In addition, there is a continuing trend to encourage the use of products other than corn and raw grains for ethanol production. If this trend is successful, the demand for corn may decrease significantly, which could reduce demand for nitrogen fertilizer products and have an adverse effect on the nitrogen fertilizer business' results of operations, financial condition and cash flows. This potential impact on the demand for nitrogen fertilizer products, however, could be slightly offset by the potential market for nitrogen fertilizer product usage in connection with the production of cellulosic biofuels.

Nitrogen fertilizer products are global commodities, and the nitrogen fertilizer business faces intense competition from other nitrogen fertilizer producers.

The nitrogen fertilizer business is subject to intense price competition from both U.S. and foreign sources, including competitors operating in the Middle East, the Asia-Pacific region, the Caribbean, Russia and the Ukraine. Fertilizers are global commodities, with little or no product differentiation, and customers make their purchasing decisions principally on the basis of delivered price and availability of the product. Increased global supply may put downward pressure on fertilizer prices. Furthermore, in recent years the price of nitrogen fertilizer in the United States has been substantially driven by pricing in the global fertilizer market. The nitrogen fertilizer business competes with a number of U.S. producers and producers in other countries, including state-owned and government-subsidized entities. Some competitors have greater total resources and are less dependent on earnings from fertilizer sales, which makes them less vulnerable to industry downturns and better positioned to pursue new expansion and development opportunities. Increased domestic supply may put downward pressure on fertilizer prices. Additionally, the nitrogen fertilizer business' competitors utilizing different corporate structures may be better able to withstand lower cash flows than the nitrogen fertilizer business can as a limited partnership. The nitrogen fertilizer business' competitive position could suffer to the extent it is not able to expand its resources either through investments in new or existing operations or through acquisitions, joint ventures or partnerships. An inability to compete successfully could result in a loss of customers, which could adversely affect the sales, profitability and the cash flows of the nitrogen fertilizer business and therefore have a material adverse effect on our Energy segment's results of operations, financial condition and cash flows.

The nitrogen fertilizer business is seasonal, which may result in it carrying significant amounts of inventory and seasonal variations in working capital. CVR's inability to predict future seasonal nitrogen fertilizer demand accurately may result in excess inventory or product shortages.

CVR's nitrogen fertilizer business is seasonal. Farmers tend to apply nitrogen fertilizer during two short application periods, one in the spring and the other in the fall. In contrast, the nitrogen fertilizer business and other nitrogen fertilizer producers generally produce products throughout the year. As a result, CVR's nitrogen fertilizer business and its customers generally build inventories during the low demand periods of the year in order to ensure timely product availability during the peak sales seasons. Variations in the proportion of product sold through prepaid sales contracts and variations in the terms of such contracts can increase the seasonal volatility of CVR's nitrogen fertilizer business' cash flows and cause changes in the patterns of seasonal volatility from year-to-year.

In most instances, our nitrogen fertilizer business' East Dubuque customers take delivery of nitrogen products at the East Dubuque facility. Customers arrange and pay to transport our nitrogen products to their final destinations. At the East Dubuque facility, inventories are accumulated to allow for customer to take delivery to meet the seasonal demand, which require significant storage capacity. The accumulation of inventory to be available for seasonal sales creates significant seasonal working capital requirements.

Most of the Coffeyville fertilizer facility nitrogen products are delivered by railcar to its customer's storage facilities. Therefore, CVR's nitrogen fertilizer business is less dependent on storage capacity at the Coffeyville fertilizer facility and, as a result, experiences lower seasonal fluctuations as compared to the East Dubuque facility. At the Coffeyville fertilizer facility, the strongest demand for our products typically occurs during the spring planting season. The seasonality of nitrogen fertilizer demand results in our nitrogen fertilizer business' sales volumes and net sales being highest during the North American spring season and its working capital requirements typically being highest just prior to the start of the spring season.

If seasonal demand exceeds CVR's nitrogen fertilizer business' projections, the nitrogen fertilizer business may not have enough product and its customers may acquire products from its competitors, which would negatively impact CVR's nitrogen fertilizer business' profitability. If seasonal demand is less than expected, our nitrogen fertilizer business may be left with excess inventory and higher working capital and liquidity requirements.

The degree of seasonality of CVR's nitrogen fertilizer business can change significantly from year to year due to conditions in the agricultural industry and other factors. As a consequence of this seasonality, it is expected that distributions CVR receive from its nitrogen fertilizer business will be volatile and will vary quarterly and annually.

Adverse weather conditions during peak fertilizer application periods may have a material adverse effect on our Energy segment's results of operations, financial condition and cash flows, because the agricultural customers of the nitrogen fertilizer business are geographically concentrated.

The nitrogen fertilizer business' sales to agricultural customers are concentrated in the Great Plains and Midwest states and are seasonal in nature. The nitrogen fertilizer business' quarterly results may vary significantly from one year to the next due largely to weather-related shifts in planting schedules and purchase patterns. For example, the nitrogen fertilizer business typically generates greater net sales and operating income in the first half of the year, which is referred to herein as the planting season, compared to the second half of the year. Accordingly, an adverse weather pattern affecting agriculture in these regions or during the planting season could have a negative effect on fertilizer demand, which could, in turn, result in a material decline in the nitrogen fertilizer business' net sales and margins and otherwise have a material adverse effect on our Energy segment's results of operations, financial condition and cash flows. The nitrogen fertilizer business' quarterly results may vary significantly from one year to the next due largely to weather-related shifts in planting schedules and purchase patterns. As a result, it is expected that the nitrogen fertilizer business' distributions to holders of its common units (including CVR) will be volatile and will vary quarterly and annually.

The nitrogen fertilizer business' operations are dependent on third-party suppliers, including the following: Linde, which owns an air separation plant that provides oxygen, nitrogen and compressed dry air to the Coffeyville fertilizer facility; the City of Coffeyville, which supplies the Coffeyville fertilizer facility with electricity; and Jo-Carroll Energy, Inc. ("Jo-Carroll Energy") which supplies the East Dubuque facility with electricity. A deterioration in the financial condition of a third-party supplier, a mechanical problem with the air separation plant supplying the Coffeyville fertilizer facility, or the inability of a third-party supplier to perform in accordance with its contractual obligations could have a material adverse effect on the nitrogen fertilizer business' results of operations, financial condition and cash flows.

Operations of the Coffeyville fertilizer facility depend in large part on the performance of third-party suppliers, including Linde for the supply of oxygen, nitrogen and compressed dry air, and the City of Coffeyville for the supply of electricity. With respect to Linde, the operations of the Coffeyville fertilizer facility could be adversely affected if there were a deterioration in Linde's financial condition such that the operation of the air separation plant located adjacent to the Coffeyville fertilizer facility was disrupted. Additionally, this air separation plant in the past has experienced numerous short-term interruptions, causing interruptions in our gasifier operations. With respect to electricity, in 2010, our nitrogen fertilizer business entered into an amended and restated electric services agreement with the City of Coffeyville, Kansas, which allows for an option to extend the term of such agreement through June 30, 2024.

The East Dubuque facility operations also depend in large part on the performance of third-party suppliers, including, Jo-Carroll Energy for the purchase of electricity. We entered into a utility service agreement with Jo-Carroll Energy, which terminates on May 31, 2019 and will continue year-to-year thereafter unless either party provides 12-month advance written notice of termination.

Should Linde, the City of Coffeyville, Jo-Carroll Energy or any of our other third-party suppliers fail to perform in accordance with existing contractual arrangements, or should our nitrogen fertilizer business otherwise lose the service of any third-party suppliers, our nitrogen fertilizer business' operations (or a portion of our operations) could be forced to halt.

Alternative sources of supply could be difficult to obtain. Any shutdown of CVR's nitrogen fertilizer business' operations (or a portion of our operations), even for a limited period, could have a material adverse effect on its nitrogen fertilizer business' results of operations, financial condition and ability to make cash distributions.

The nitrogen fertilizer business' results of operations, financial condition and ability to make cash distributions may be adversely affected by the supply and price levels of pet coke. Failure by the refining business to continue to supply the Coffeyville fertilizer facility with pet coke (to the extent third-party pet coke is unavailable only at higher prices), or the refining business imposition of an obligation to provide it with security for the Nitrogen fertilizer business' payment obligations, could negatively impact results of operations

The profitability of the Coffeyville fertilizer facility is directly affected by the price and availability of pet coke obtained from CVR Refining's Coffeyville, Kansas crude oil refinery pursuant to a long-term agreement and pet coke purchased from third parties, both of which vary based on market prices. Pet coke is a key raw material used by the Coffeyville fertilizer facility in the manufacture of nitrogen fertilizer products. If pet coke costs increase, the nitrogen fertilizer business may not be able to increase its prices to recover these increased costs, because market prices for nitrogen fertilizer products are not correlated with pet coke prices.

Based on nitrogen fertilizer business current output, it obtains most (over 70% on average during the last five years) of the pet coke needed for the Coffeyville fertilizer facility from CVR Refining's adjacent crude oil refinery, and procure the remainder on the open market. The price that is paid to CVR Refining for pet coke is based on the lesser of a pet coke price derived from the price received for UAN (subject to a UAN-based price ceiling and floor) and a pet coke index price. In most cases, the price paid to CVR Refining will be lower than the price which would be otherwise paid to third parties. Pet coke prices could significantly increase in the future. Should CVR Refining fail to perform in accordance with the existing agreement, the fertilizer business would need to purchase pet coke from third parties on the open market, which could negatively impact its results of operations to the extent third-party pet coke is unavailable or available only at higher prices.

The Coffeyville fertilizer facility may not be able to maintain an adequate supply of pet coke. In addition, it could experience production delays or cost increases if alternative sources of supply prove to be more expensive or difficult to obtain. The nitrogen fertilizer business currently purchases 100% of the pet coke the Coffeyville refinery produces. Accordingly, if the nitrogen fertilizer business increases production, it will be more dependent on pet coke purchases from third-party suppliers at open market prices. The nitrogen fertilizer business is party to a pet coke supply agreement with HollyFrontier Corporation. The term of this agreement ends in December 2017. There is no assurance that the nitrogen fertilizer business would be able to purchase pet coke on comparable terms from third parties or at all.

Under the pet coke agreement with CVR Refining, CVR may become obligated to provide security for payment of obligations if, in CVR Refining's sole judgment, there is a material adverse change in financial condition or liquidity position or in ability to pay for pet coke purchases.

The nitrogen fertilizer business relies on third-party providers of transportation services and equipment, which subjects it to risks and uncertainties beyond its control that may have a material adverse effect on our Energy segment's results of operations, financial condition and ability to make distributions.

The nitrogen fertilizer business relies on railroad and trucking companies to ship finished products to customers of the Coffeyville fertilizer facility. The nitrogen fertilizer business also lease railcars from railcar owners in order to ship its finished products. Additionally, although customers of the East Dubuque facility generally pick up products at the facility, the facility occasionally rely on barge, truck and railroad companies to ship products to customers. These transportation operations, equipment and services are subject to various hazards, including extreme weather conditions, work stoppages, delays, spills, derailments and other accidents and other operating hazards. For example, barge transport can be impacted by lock closures resulting from inclement weather or surface conditions, including fog, rain, snow, wind, ice, strong currents, floods, droughts and other unplanned natural phenomena, lock malfunction, tow conditions and other conditions. Further, the limited number of towing companies and of barges available for ammonia transport may also impact the availability of transportation for CVR's nitrogen fertilizer business' products.

These transportation operations, equipment and services are also subject to environmental, safety and other regulatory oversight. Due to concerns related to terrorism or accidents, local, state and federal governments could implement new regulations affecting the transportation of the nitrogen fertilizer business' finished products. In addition, new regulations could be implemented affecting the equipment used to ship its finished products.

Any delay in the nitrogen fertilizer business' ability to ship its finished products as a result of these transportation companies' failure to operate properly, the implementation of new and more stringent regulatory requirements affecting transportation operations or equipment, or significant increases in the cost of these services or equipment could have a material adverse effect on our Energy segment's fertilizer business' results of operations, financial condition and ability to make cash distributions.

Ammonia can be very volatile and extremely hazardous. Any liability for accidents involving ammonia or other products CVR produces or transports that cause severe damage to property or injury to the environment and human health could have a material adverse effect on our Energy segment's results of operations, financial condition and ability to make cash distributions. In addition, the costs of transporting ammonia could increase significantly in the future.

The nitrogen fertilizer business manufactures, processes, stores, handles, distributes and transports ammonia, which can be very volatile and extremely hazardous. Major accidents or releases involving ammonia could cause severe damage or injury to property, the environment and human health, as well as a possible disruption of supplies and markets. Such an event could result in civil lawsuits, fines, penalties and regulatory enforcement proceedings, all of which could lead to significant liabilities. Any damage to persons, equipment or property or other disruption of the ability of the nitrogen fertilizer business to produce or distribute its products could result in a significant decrease in operating revenues and significant additional cost to replace or repair and insure its assets, which could have a material adverse effect on the nitrogen fertilizer business' results of operations, financial condition and ability to make cash distributions. The nitrogen fertilizer facilities periodically experiences minor releases of ammonia related to leaks from its equipment. Similar events may occur in the future.

In addition, the nitrogen fertilizer business may incur significant losses or costs relating to the operation of railcars used for the purpose of carrying various products, including ammonia. Due to the dangerous and potentially toxic nature of the cargo, in particular ammonia, on board railcars, a railcar accident may result in fires, explosions and pollution. These circumstances may result in sudden, severe damage or injury to property, the environment and human health. In the event of pollution, the nitrogen fertilizer business may be held responsible even if it is not at fault and it complied with the laws and regulations in effect at the time of the accident. Litigation arising from accidents involving ammonia and other products the nitrogen fertilizer business produces or transports may result in the nitrogen fertilizer business or us being named as a defendant in lawsuits asserting claims for large amounts of damages, which could have a material adverse effect on the nitrogen fertilizer business' results of operations, financial condition and ability to make cash distributions.

Given the risks inherent in transporting ammonia, the costs of transporting ammonia could increase significantly in the future. Ammonia is most typically transported by pipeline and railcar. A number of initiatives are underway in the railroad and chemical industries that may result in changes to railcar design in order to minimize railway accidents involving hazardous materials. In addition, in the future, laws may more severely restrict or eliminate the ability of the nitrogen fertilizer business to transport ammonia via railcar. If any railcar design changes are implemented, or if accidents involving hazardous freight increase the insurance and other costs of railcars, freight costs of the nitrogen fertilizer business could significantly increase.

Environmental laws and regulations on fertilizer end-use and application and numeric nutrient water quality criteria could have a material adverse impact on fertilizer demand in the future.

Future environmental laws and regulations on the end-use and application of fertilizers could cause changes in demand for the nitrogen fertilizer business' products. In addition, future environmental laws and regulations, or new interpretations of existing laws or regulations, could limit the ability of the nitrogen fertilizer business to market and sell its products to end users. From time to time, various state legislatures have proposed bans or other limitations on fertilizer products. The EPA is encouraging states to adopt state-wide numeric water quality criteria for total nitrogen and total phosphorus, which are present in the nitrogen fertilizer business' fertilizer products. A number of states have adopted or proposed numeric nutrient water quality criteria for nitrogen and phosphorus. The adoption of stringent state criteria for nitrogen and phosphorus could reduce the demand for nitrogen fertilizer products in those states. If such laws, rules, regulations or interpretations to significantly curb the end-use or application of fertilizers were promulgated in the nitrogen fertilizer business' marketing areas, it could result in decreased demand for its products and have a material adverse effect on our Energy segment's results of operations, financial condition and cash flows.

New regulations concerning the transportation, storage and handling of hazardous chemicals, risks of terrorism and the security of chemical manufacturing facilities could result in higher operating costs.

The costs of complying with future regulations relating to the transportation, storage and handling of hazardous chemicals and security associated with our operations may have a material adverse effect on our results of operations, financial condition and ability to make cash distributions. Targets such as chemical manufacturing facilities may be at greater risk of future terrorist attacks than other targets in the United States. The chemical industry has responded to the issues that arose in response to the terrorist attacks on September 11, 2001 by starting new initiatives relating to the security of chemical industry facilities and the transportation of hazardous chemicals in the United States. For example, in May 2015, the Department of Transportation promulgated a regulation setting standings for rail tanks carrying transporting flammable liquids. Future terrorist attacks could lead to even stronger, more costly initiatives that could result in a material adverse effect on our Energy segment's operations. The 2013 fertilizer plant explosion in West, Texas has generated consideration of more restrictive measures in the storage, handling and transportation of crop production materials. In January 2017, the Federal Register published finalized amendments to the Clean Air Act's regulations implementing the Risk Management Program, which is designed to prevent and

mitigate chemical releases and accidents at facilities that handle large quantities of hazardous chemicals. It is not yet known whether the rule will be challenged or otherwise affected by the incoming Trump administration.

If licensed technology were no longer available, the nitrogen fertilizer business may be adversely affected.

The nitrogen fertilizer business has licensed, and may in the future license, a combination of patent, trade secret and other intellectual property rights of third parties for use in its business. In particular, the gasification process used at the Coffeyville fertilizer facility to convert pet coke to high purity hydrogen for subsequent conversion to ammonia is licensed from an affiliate of General Electric Company. The license, which is fully paid, grants the nitrogen fertilizer business perpetual rights to use the pet coke gasification process on specified terms and conditions and is integral to the operations of the Coffeyville fertilizer facility. If this license or any other license agreements on which the nitrogen fertilizer business' operations rely, were to be terminated, licenses to alternative technology may not be available, or may only be available on terms that are not commercially reasonable or acceptable. In addition, any substitution of new technology for currently-licensed technology may require substantial changes to manufacturing processes or equipment and may have a material adverse effect on our Energy segment's results of operations, financial condition and cash flows.

The nitrogen fertilizer business may face third party claims of intellectual property infringement, which if successful could result in significant costs.

Although there are currently no pending claims relating to the infringement of any third party intellectual property rights, in the future the nitrogen fertilizer business may face claims of infringement that could interfere with its ability to use technology that is material to its business operations. Any litigation of this type, whether successful or unsuccessful, could result in substantial costs and diversions of resources, which could have a material adverse effect on our Energy segment's results of operations, financial condition and cash flows. In the event a claim of infringement against the nitrogen fertilizer business is successful, it may be required to pay royalties or license fees for past or continued use of the infringing technology, or it may be prohibited from using the infringing technology altogether. If it is prohibited from using any technology as a result of such a claim, it may not be able to obtain licenses to alternative technology adequate to substitute for the technology it can no longer use, or licenses for such alternative technology may only be available on terms that are not commercially reasonable or acceptable. In addition, any substitution of new technology for currently licensed technology may require the nitrogen fertilizer business to make substantial changes to its manufacturing processes or equipment or to its products, and could have a material adverse effect on our Energy segment's results of operations, financial condition and cash flows.

There can be no assurance that the transportation costs of the nitrogen fertilizer business' competitors will not decline.

The nitrogen fertilizer plants are located within the U.S. farm belt, where the majority of the end users of its nitrogen fertilizer products grow their crops. Many of the nitrogen fertilizer business' competitors produce fertilizer outside of this region and incur greater costs in transporting their products over longer distances via rail, ships and pipelines. There can be no assurance that competitors' transportation costs will not decline or that additional pipelines will not be built, lowering the price at which competitors can sell their products, which would have a material adverse effect on our Energy segment's results of operations, financial condition and cash flows.

Railcar

The proposed sale of ARL to SMBC Rail may not be completed if the conditions to closing are not satisfied or waived.

The proposed sale of ARL to SMBC Rail may not be completed in the expected time frame or at all because the conditions to closing may not be satisfied or waived. See Item 1, "Business - Railcar," for further discussion regarding the sale of ARL to SMBC Rail. The conditions which must be satisfied or waived prior to closing include customary closing conditions, and the receipt of certain governmental approvals. Failure to complete the proposed sale may be followed by a decline in the market price of our depository units and it is possible that we will have difficulty recouping the costs incurred in connection with negotiating the proposed transaction.

The highly cyclical nature of the railcar industry may result in lower revenues during economic downturns or due to other factors.

The North American railcar market has been, and our Railcar segment expects it to continue to be, highly cyclical, resulting in volatility in demand for its products and services. Many of our Railcar segment's customers operate in cyclical markets, such as the energy, chemical agricultural, food and construction industries, which are susceptible to macroeconomic downturns. Weakness in certain sectors of the U.S. economy may make it more difficult for our Railcar segment to sell or lease certain types of railcars. The cyclical nature of the railcar industry may result in lower revenues during economic or industry downturns due to decreased demand for both new and replacement railcars and railcar products and lower demand for railcars

on lease. Decreased demand could result in lower new railcar volumes for sale and lease, increased downtime, reduced sale prices or lease rates and decreased cash flow for our Railcar segment.

The market for hopper and tank railcars is currently experiencing a downturn. Our Railcar segment cannot assure you that hopper or tank railcar demand will maintain its current pace, that demand for any railcar types or railcar services will improve, or that its railcar backlog, orders or shipments will track industry-wide trends.

Our Railcar segment's failure to obtain new orders could materially adversely affect its business, financial condition and results of operations, and may be exacerbated to the extent that its backlog is depleted due to shipments of railcars outpacing new orders. Downturns in part or all of the railcar manufacturing industry may occur in the future, resulting in decreased demand for our Railcar segment's products and services, reduced backlog and adjustments in production at its railcar facilities. For example, a change in environmental regulations, oil prices, competitive pricing, pipeline capacity and other factors could trigger a cyclical shift and could impact demand for railcars in the energy transportation industry.

Further, a change in our product mix due to cyclical shifts in demand could have an adverse effect on our Railcar segment's profitability. Our Railcar segment has several different railcar types in its hopper and tank railcar families that it manufactures and leases. In addition, our Railcar segment repairs a variety of railcars. The demand for specific types of these railcars varies from time to time. These shifts in demand could affect our Railcar segment's margins and could have an adverse effect on its profitability. In addition, if our Railcar segment fails to manage its overhead costs and variations in production rates, its business could suffer.

Our Railcar segment may incur significant costs, loss to reputation and further regulatory action as a result of the issuance of the FRA Directive (as discussed below), any of which could materially adversely affect its business, financial condition, results of operations and ability to access capital.

On September 30, 2016, the Federal Railroad Administration ("FRA") issued Railworthiness Directive ("RWD") No. 2016-01 (the "Original Directive"). The Original Directive addressed, among other things, certain welding practices in one weld area in specified DOT 111 tank railcars manufactured between 2009 and 2015 by ARI and ACF. Our Railcar segment met and corresponded with the FRA following the issuance of the Original Directive to express its concerns with the Original Directive and its impact on our Railcar segment, as well as the industry as a whole.

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

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

In accordance with accounting principles generally accepted in the United States of America, as of December 31, 2016, our Railcar segment established a loss contingency of \$16 million to cover its probable and estimable liabilities with respect to its remedial response to the Revised Directive, taking into account currently available information and its contractual obligations in our capacity as both a manufacturer and lessor of railcars subject to the Revised Directive. The \$16 million loss contingency represents a reduction from the loss contingency that it established as of September 30, 2016 for the Original Directive and reflects the changes made by the FRA from the Original Directive to the Revised Directive that reduced the number of railcars that are currently required to be inspected, and repaired, if necessary. It is reasonably possible that a loss exists in excess of the amount accrued by our Railcar segment. Subsequent developments with respect to the Revised Directive, including but not limited to actions by the FRA, whether as a result of its analysis of the 15% sample or otherwise, may affect our Railcar segment's assessment and estimates of the loss contingency recorded as a reserve and require it to make payments in excess of our reserves, which could have an adverse effect on our Railcar segment's results of operations.

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

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

On December 13, 2016, our Railcar segment filed a petition for review in the United States Court of Appeals for the District of Columbia Circuit against the FRA. Our Railcar segment asserted that (i) the Revised Directive was unlawful and inconsistent with administrative law, (ii) the Revised Directive is arbitrary, capricious and inconsistent with law, (iii) the FRA exceeded its authority when it issued the Revised Directive and (iv) the Revised Directive was an improper adjudication under applicable laws. The petition requests that the court review, remand and vacate, defer enforcement of, and/or stay pending review, the Revised Directive. Our Railcar segment cannot assure you that this petition will be successful, in reversing or modifying the Revised Directive to benefit owners of railcars subject to the Revised Directive or, if it is successful, whether it will be successful in a reasonable amount of time.

Regardless of the petition, significant uncertainty exists in connection with the Revised Directive and its implementation. Our Railcar segment's attempts to comply with the Revised Directive may fail if it is unable to get clarification from the FRA on a variety of questions and it does not meet the expectations of the FRA in complying with the Revised Directive.

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

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

ARI's transition to managing its own railcar lease fleet is subject to various risks and uncertainties and may adversely impact its customer relationships, business, financial condition, results of operations and prospects.

In anticipation of the initial closing of the sale of ARL (the "ARL Sale") to SMBC Rail expected in the second quarter of 2017, ARI entered into a railcar management transition agreement (the "RMTA") to manage the transition, from ARL to ARI, of the management of railcars owned by ARI and its subsidiaries. The RMTA, among other things, (i) permits ARI to assume the management of its railcars following the consummation of the ARL Sale; (ii) requires ARI to use commercially reasonable efforts to obtain the consent of noteholders (the Noteholder Consent) for ARI to replace ARL as manager of railcars owned by its subsidiary, Longtrain Leasing III, LLC ("Longtrain") under that certain Indenture, dated January 29, 2015, between Longtrain and U.S. Bank National Association, as indenture trustee (the "Longtrain Indenture"), and certain related documents; and (iii) requires ARL to transfer to ARI certain books and records and electronic data with respect to its railcars and leasing business and otherwise assist in the transfer of the management of the leasing business to ARI, provided that if ARI does not obtain the Noteholder Consent, ARL, under SMBC Rail's management, will remain the manager of the railcars owned by Longtrain under the Longtrain Indenture. ARI has no obligation to pay any consent or similar fees in connection with obtaining the Noteholder Consent.

The process of transitioning the management of its leasing business from ARL to ARI may involve unexpected costs and expenses. This transition may cause confusion among our Railcar segment's customers, and may lead its customers to attempt to negotiate changes in its existing relationships or cause them to consider entering into business relationships with other parties, to our Railcar segment's detriment. Further, ARI is engaging in a process to separate documentation of its leases from ARL's leases. This process requires the cooperation of our Railcar segment's leasing customers and financing partners. If ARI's customers and financing partners do not cooperate, it may need to rely on ARL's continued cooperation, under SMBC Rail's management, to enforce its rights as lessor under its leases.

Under its railcar management agreements, ARI has relied on ARL to manage and market its railcars for lease and re-lease. As a result, ARI has limited experience managing a least fleet. ARI is in the process of building its lease management team, including by hiring new employees. ARI is limited in its ability to hire current ARL employees. Pursuant to the terms and conditions of the RMTA, ARI has agreed not to solicit or hire ARL employees until 24 months after the consummation of the ARL Sale, subject to certain exceptions. ARI's ability to successfully manage its own railcar leasing business will depend in

part on its ability to hire and/or rededicate qualified employees to support and manage its railcar leasing business. If ARI is unable to recruit, retain and train qualified personnel, its ability to manage its lease fleet could be materially adversely affected.

ARI cannot ensure an effective transition of the management of its leasing business from ARL to ARI will happen in a timely manner or at all. If ARI is unsuccessful or delayed in this endeavor, our Railcar segment may experience a material adverse effect on its business, financial condition, results of operations and prospects. Further, this transition could disrupt our Railcar segment's business by causing unforeseen operating difficulties, diverting management's attention from day-to-day operations and requiring significant financial resources that would otherwise be used for the ongoing development of our Railcar segment's business.

ARI may encounter challenges implementing the intellectual property that it has licensed for use in its leasing business and in managing the cessation of use of certain of its intellectual property and protecting its intellectual property and confidential information from misuse.

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

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

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

ARL currently has access to certain intellectual property and confidential information necessary for ARL to perform its duties as our lease fleet manager. After the consummation of the ARL Initial Sale, although ARI has contractually agreed to certain protections, it may not be able to prevent ARL, under SMBC Rail's management, from improperly using ARI's proprietary information and intellectual property. If ARI's intellectual property rights and confidential information are not adequately protected, its competitors could commercialize its technologies and use ARI's information to compete against it in the market, which could result in a decrease in its sales and market share and could materially adversely affect our Railcar segment's operations.

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

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

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

Demand for railcars that are used to transport ethanol and other renewable fuels may be affected by government subsidies and mandates, which may be enacted, changed or eliminated from time to time. It is possible that the reduction or elimination of current US mandates for ethanol blending in motor fuels could reduce the production of ethanol, which would reduce demand for portions of our tank car fleet and negatively impact our revenue and profitability.

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

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

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

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

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

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

Our Railcar segment operates in highly competitive industries and it may be unable to compete successfully, which could materially adversely affect our Railcar segment's business, financial condition and results of operations.

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

Our Railcar segment also has intense competition in its railcar leasing business from railcar manufacturers, leasing companies, banks and other financial institutions. Some of this competition includes certain of its significant customers, including its current affiliate, ARL. Subsequent to the ARL Sale, ARL will no longer be an affiliate of ARI but will continue to compete with ARI under ownership and management by SMBC Rail. Some of our Railcar segment's railcar manufacturing

competitors also produce railcars for use in their own railcar leasing fleets, competing directly with our Railcar segment's leasing business and with leasing companies. In connection with the re-leasing of railcars, our Railcar segment may encounter competition from, among other things, competitor railcar leasing companies.

Our Railcar segment competes with numerous companies in its railcar services business, ranging from companies with greater resources than it has to small, local companies. In addition, new competitors, or alliances among existing competitors, may emerge, thereby intensifying the existing competition for our Railcar segment's railcar services business.

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

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

Our Railcar segment's results of operations in any particular quarterly period may be significantly affected by the number and type of railcars manufactured and shipped in that period, which is impacted by customer needs that may vary greatly quarter to quarter and year to year. In addition, because revenues and earnings related to leased railcars are recognized over the life of the lease, our Railcar segment's quarterly results may vary depending on the mix of lease versus direct sale railcars that it ships during a given period. Customers may decide to lease or buy our Railcar segment's railcars based on many factors including tax and accounting considerations, interest rates, and operational flexibility. Our Railcar segment has no control over these external considerations and changes in these factors could impact demand for our Railcar segment's railcars for sale or lease. The customer acceptance and title transfer or customer acceptance and shipment of our railcars determine when our Railcar segment records the revenues associated with our Railcar segment's railcar sales or leases. Given this, the timing of customer acceptance and title transfer or customer acceptance and shipment of our railcars could cause fluctuations in our Railcar segment's quarterly and annual results. The railroads could potentially go on strike or have other service interruptions, which could ultimately create a bottleneck and potentially cause us to slow down or halt our Railcar segment's shipment and production schedules, which could materially adversely affect our Railcar segment's business, financial condition and results of operations.

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

If our Railcar segment faces labor shortages or increased labor costs, its growth and results of operations could be materially adversely affected.

Our Railcar segment depends on skilled labor in its manufacturing and other businesses. Due to the competitive nature of the labor markets in which our Railcar segment operates and the cyclical nature of the railcar industry, the resulting employment cycle increases our Railcar segment's risk of not being able to retain, recruit and train the personnel it requires, particularly when the economy expands, production rates are high or competition for such skilled labor increases. Our Railcar segment's inability to recruit, retain and train adequate numbers of qualified personnel on a timely basis could materially adversely affect our Railcar segment's business, financial condition and results of operations.

Our Railcar segment's business is subject to various laws, rules and regulations and changes in legal and regulatory requirements applicable to it or the industries in which it operates may adversely impact our Railcar segment's operations.

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

Derailments in North America of trains transporting crude oil have caused various U.S and Canadian regulatory agencies, industry organizations, as well as Class I Railroads and community governments, to focus attention on transportation by rail of flammable materials. Recent regulations related to rail transport of certain flammable liquids imposed by Canadian and United

States regulators require, among other things, a new tank car design standard, a phase out of older DOT-111 cars that are not retrofitted, and a classification and testing program for unrefined petroleum based products, including crude oil. In addition, railroads and other organizations may impose requirements for railcars that are more stringent than, or in addition to, any governmental regulations that may be adopted. For example, additional laws and regulations have been proposed or adopted that may have a significant impact on railroad operations, including the implementation of “positive train control” (PTC) requirements. PTC is a collision avoidance technology intended to override engineer controlled locomotives and stop certain types of train accidents.

Our Railcar segment is unable to predict what impact these or other regulatory changes may have, if any, on its business or the industry as a whole. These regulations and the industry’s responsiveness in complying with these regulations may materially impact the rail industry as a whole; railroad operations; older and newer railcars that meet or exceed currently mandated standards; future railcar specifications; and the capability of the North American railcar manufacturing, repair and maintenance infrastructure to implement mandated retrofit configurations or new construction. As a result of such regulations, certain of our Railcar segment’s railcars could be deemed unfit for further commercial use (which would diminish or eliminate future revenue generated from leased railcars) and/or require retrofits or modifications. The costs associated with any required retrofits or modifications could be substantial. While certain regulatory changes could result in increased demand for refurbishment and/or new railcar manufacturing activity, our Railcar segment’s business, financial condition and results of operations could be materially adversely affected if our Railcar segment is unable to adapt our business to changing regulations or railroad standards, source critical components and raw materials such as steel in a timely manner and at reasonable cost, or at all, and/or take advantage of any increase in demand for our products and services. Our Railcar segment cannot assure that costs incurred to comply with any new standards and regulations will not be material to our Railcar segment’s business, financial condition or results of operations.

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

Changes in the credit markets and the financial services industry could adversely affect our Railcar segment’s business, financial condition and results of operations.

The credit markets and the financial services industry continue to experience volatility which may result in tighter availability of credit on more restrictive terms. This could adversely affect our Railcar segment’s liquidity and financial condition if its ability to borrow money to finance operations, obtain credit from trade creditors, offer leasing products to its customers or sell railcar assets to other lessors were to be impaired. In addition, our Railcar segment could also be adversely affected by its customers’ ability to purchase or pay for products from it or its suppliers’ ability to provide it with product, either of which could negatively affect our Railcar segment’s operations.

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

Railcars are typically sold pursuant to large, periodic orders, and therefore, a limited number of customers typically represent a significant percentage of our Railcar segment’s revenue in any given year. The loss of any significant portion of our Railcar segment’s sales to any major customer, the loss of a single major customer or a material adverse change in the financial condition of any one of its major customers could materially adversely affect our Railcar segment’s business, financial condition and results of operations. If one of our Railcar segment’s significant customers was unable to pay due to financial condition, it could materially adversely affect our Railcar segment’s business, financial condition and results of operations.

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

The cost of raw materials, including steel, and components used in the production of our railcars, represents a significant amount of our Railcar segment’s direct manufacturing costs per railcar. Our Railcar segment generally includes provisions in their railcar manufacturing contracts that allow it to adjust prices as a result of increases and decreases in the cost of certain raw materials and components. The number of customers to which our Railcar segment is not able to pass on price increases may increase in the future, which could adversely affect our Railcar segment’s operating margins and cash flows. If our Railcar segment is not able to pass on price increases to its customers, our Railcar segment may lose railcar orders or enter into contracts with less favorable contract terms, any of which could materially adversely affect our Railcar segment’s business,

financial condition and results of operations. Any fluctuations in the price or availability of steel, or any other material or component used in the production of our Railcar segment's railcars or railcar or industrial components, could materially adversely affect our Railcar segment's business, financial condition and results of operations. Such price increases could reduce demand for our Railcar segment's railcars or component products. Deliveries of raw materials and components may also fluctuate depending on various factors including supply and demand for the raw material or component, or governmental regulation relating to the raw material or component, including regulation relating to importation.

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

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

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

Our Railcar segment relies on a small number of suppliers from whom it sources a significant amount of its manufacturing materials. If any of our Railcar segment's significant suppliers of railcar components were to shut down operations, our Railcar segment's business and financial results could be materially adversely affected as it may incur substantial delays and significant expense in finding alternative sources. The quality and reliability of alternative sources may not be the same and these alternative sources may charge significantly higher prices.

Our Railcar segment's investment in its lease fleet may use significant amounts of cash, which may require it to secure additional capital and it may be unable to arrange capital on favorable terms, or at all.

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

Our Railcar segment is subject to various laws, rules and regulations and changes in legal and regulatory requirements applicable to it or the industries in which it operates may adversely impact its business, financial condition and results of operations.

Our Railcar segment is subject to various laws, rules and regulations administered by authorities in jurisdictions in which it does business. In North America, our Railcar segment's railcar fleet and manufacturing operations are subject to safety, operations, maintenance and mechanical standards, rules and regulations enforced by various federal and state agencies and industry organizations, including the U.S. Department of Transportation, the Federal Railroad Administration, Transport Canada, and the Association of American Railroads. State and provincial agencies regulate some health and safety matters related to rail operations not otherwise preempted by federal law. Our Railcar segment's business and railcar fleet may be

adversely impacted by new rules and regulations or changes to existing rules or regulations, which could require additional maintenance or substantial modification or refurbishment of its railcars or could make certain types of railcars inoperable or obsolete or require them to be phased out prior to their useful lives.

Derailments in North America of trains transporting crude oil have caused various U.S. and Canadian regulatory agencies, industry organizations, as well as Class I Railroads and community governments, to focus attention on transportation by rail of flammable materials. Recent regulations related to rail transport of certain flammable liquids imposed by Canadian and United States regulators require, among other things, a new tank car design standard, a phase out of older DOT-111 cars that are not retrofitted, and a classification and testing program for unrefined petroleum based products, including crude oil. In addition, railroads and other organizations may impose requirements for railcars that are more stringent than, or in addition to, any governmental regulations that may be adopted. For example, additional laws and regulations have been proposed or adopted that may have a significant impact on railroad operations, including the implementation of "positive train control" (PTC) requirements. PTC is a collision avoidance technology intended to override engineer controlled locomotives and stop certain types of train accidents.

Our Railcar segment is unable to predict what impact these or other regulatory changes may have, if any, on its business or the industry as a whole. These regulations and the industry's responsiveness in complying with these regulations may materially impact the rail industry as a whole; railroad operations; older and newer railcars that meet or exceed currently mandated standards; future railcar specifications; and the capability of the North American railcar manufacturing, repair and maintenance infrastructure to implement mandated retrofit configurations or new construction. As a result of such regulations, certain of our Railcar segment's railcars could be deemed unfit for further commercial use (which would diminish or eliminate future revenue generated from leased railcars) and/or require retrofits or modifications. The costs associated with any required retrofits or modifications could be substantial. While certain regulatory changes could result in increased demand for refurbishment and/or new railcar manufacturing activity, our business, financial condition and results of operations could be materially adversely affected if our Railcar segment is unable to adapt its business to changing regulations or railroad standards, source critical components and raw materials such as steel in a timely manner and at reasonable cost, or at all, and/or take advantage of any increase in demand for our products and services. Our Railcar segment cannot assure that costs incurred to comply with any new standards and regulations will not be material to its business, financial condition or results of operations.

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

Changes in railroad efficiency may adversely affect demand for our Railcar segment's railcars.

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

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

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

Increasing insurance claims and expenses could lower profitability and increase business risk of our Railcar segment.

The nature of our Railcar segment's business subjects it to product liability, property damage, and personal injury claims, especially in connection with the manufacture, repair or other servicing of products or components that are used in the transport or handling of hazardous, toxic, or volatile materials. Our Railcar segment maintains reserves for reasonably estimable liability claims and liability insurance coverage at levels based upon commercial norms in the industries in which it operates and its historical claims experience. There is no guarantee that cost-effective insurance will consistently be available to our Railcar segment. Over the last several years, insurance carriers have raised premiums for many companies operating in our Railcar segment's industries. Increased insurance premiums may further increase our Railcar segment's insurance expense as coverages expire or cause it to raise our self-insured retention. If the number or severity of claims within our Railcar segment's self-insured retention increases, our Railcar segment could suffer costs in excess of its reserves. An unusually large liability claim or a series of claims based on a failure repeated throughout our Railcar segment's mass production process may exceed its insurance coverage or result in direct damages if it were unable or elected not to insure against certain hazards because of high premiums or other reasons. In addition, the availability of, and our Railcar segment's ability to collect on, insurance coverage is often subject to factors beyond its control. Moreover, any accident or incident involving our Railcar segment, even if it is fully insured or not held to be liable, could negatively affect our Railcar segment's reputation among customers and the public, thereby making it more difficult for it to compete effectively, and could materially adversely affect the cost and availability of insurance in the future.

Litigation claims could increase our costs and weaken our Railcar segment's financial condition.

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

The success of our Railcar segment's railcar leasing business is dependent, in part, on its lessees performing their obligations.

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

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

The industries in which our Railcar segment operates are subject to extensive regulation by governmental, regulatory and industry authorities and by federal, state, local and foreign agencies. The risks of substantial costs and liabilities related to compliance with these laws and regulations are an inherent part of our Railcar segment's business. Despite our Railcar segment's intention to comply with these laws and regulations, our Railcar segment cannot guarantee that it will be able to do so at all times and compliance may prove to be more costly and limiting than it currently anticipates and compliance requirements could increase in future years. These laws and regulations are complex, change frequently and may become more stringent over time, which could impact our Railcar segment's business, financial condition, results of operations and ability to

access capital. If our Railcar segment fails to comply with the requirements and regulations of these agencies that impact our Railcar segment's manufacturing, other processes and reporting requirements, it may face sanctions and penalties that could materially adversely affect our Railcar segment's business, financial condition, results of operations and ability to access capital.

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

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

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

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

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

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

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

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

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

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

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

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

A portion of the employees at our Railcar segment's sites are party to collective bargaining agreements. Disputes with regard to the terms of these agreements or our Railcar segment's potential inability to negotiate acceptable contracts with these unions in the future could result in, among other things, strikes, work stoppages or other slowdowns by the affected workers. Our Railcar segment cannot guarantee that its relations with its union workforce will remain positive nor can our Railcar segment guarantee that union organizers will not be successful in future attempts to organize our Railcar segment's railcar manufacturing employees or employees at our Railcar segment's other facilities. If our Railcar segment's workers were to engage in a strike, work stoppage or other slowdown, other employees were to become unionized or the terms and conditions in future labor agreements were renegotiated, our Railcar segment could experience a significant disruption of our Railcar segment's operations and higher ongoing labor costs. In addition, our Railcar segment could face higher labor costs in the future as a result of severance or other charges associated with layoffs, shutdowns or reductions in the size and scope of our Railcar segment's operations.

Our Railcar segment has significant amount of indebtedness, which could adversely affect its business, financial condition and results of operations and prevent it from fulfilling its indebtedness obligations.

Our Railcar segment is significantly leveraged. Our Railcar segment's significant indebtedness could materially impact its operations, and could place it at a competitive disadvantage compared to its less leveraged competitors. It may be difficult for our Railcar operations to satisfy its repayment and other obligations with respect to such indebtedness, and it may not be able to refinance its existing indebtedness as it matures. Significant indebtedness may also increase our Railcar segment's vulnerability to adverse general economic, industry or competitive developments or conditions and limit its flexibility in planning for, or reacting to, changes in its business and the industry in which it operates. Our Railcar segment may be limited in its ability to raise additional capital or obtain additional financing to fund its operations, capital expenditures or other growth initiatives, and other general corporate requirements and may be required to dedicate a significant portion of our cash flow from operations to interest and principal payments on its indebtedness. Our Railcar segment is also exposed to the risk of increased interest rates as certain of its borrowings are subject to variable rates of interest. As a consequence of our Railcar segment's level of indebtedness, a significant portion of its cash flow from operations may be dedicated to debt service requirements. In addition, the terms of our Railcar segment's various credit agreements may contain certain covenants, which if it fails to comply, may trigger an event of default, whereby the lender could accelerate the repayment of such debt. Our Railcar segment cannot assure you that our Railcar segment would be able to renegotiate, refinance, restructure or otherwise obtain the necessary funds to satisfy its indebtedness. See Note 10, "Debt - Railcar" to the consolidated financial statements for further discussion regarding our Railcar segment's debt.

Our Railcar segment may not be able to generate sufficient cash flow to service its obligations and it may not be able to refinance our indebtedness on commercially reasonable terms.

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

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

reasonable terms will depend on its financial condition at the time, restrictions in any agreements governing our indebtedness and other factors, including the condition of the financial markets and the railcar industry.

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

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

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

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

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

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

Our Railcar segment cannot guarantee that its products, manufacturing processes or other methods do not infringe the patents or other intellectual property rights of third parties. Infringement and other intellectual property claims and proceedings brought against our Railcar segment, whether successful or not, could result in substantial costs and harm its reputation. Such claims and proceedings can also distract and divert our Railcar segment's management and key personnel from other tasks important to the success of its business.

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

Our Railcar segment may incur future asset impairment charges.

Our Railcar operations regularly review long-lived asset investments for impairment, including when events or changes in circumstances indicate the carrying value of an asset or investment may not be recoverable. Our Railcar segment may be required to recognize asset impairment charges in the future as a result of a weak economic environment, challenging market conditions, new or modified laws and regulations affecting its railcars, events related to particular customers or railcar types, or as a result of asset or portfolio sale decisions by management or other factors that affect our Railcar segment's estimates of expected cash flows to be generated from its long-lived assets.

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

As the freight transportation markets our Railcar segment serve continue to evolve and become more efficient, the use of railcars may decline in favor of other more economic modes of transportation. Features and functionality specific to certain railcar types could result in those railcars becoming obsolete as customer requirements for freight delivery change. Our Railcar segment's operations may be adversely impacted by changes in the preferred method used by customers to ship their products, changes in demand for particular products, or by a shift by customers toward purchasing assets rather than leasing them from our Railcar segment. The industries in which our Railcar segment's customers operate are driven by dynamic market forces and trends, which are in turn influenced by economic and political factors in the United States and abroad. Demand for our Railcar

segment's railcars may be significantly affected by changes in the markets in which its customers operate. A significant reduction in customer demand for transportation or manufacture of a particular product or change in the preferred method of transportation used by customers to ship their products could result in the economic obsolescence of our Railcar segment's railcars, including those leased by its customers.

Gaming

Our Gaming segment is pursuing, and may in the future pursue, expansion and acquisition opportunities and other strategic transactions that involve inherent risks, any of which may cause it to not realize anticipated benefits of such expansion and acquisition opportunities.

Our Gaming segment's business strategy includes the consideration of expansion opportunities in new gaming jurisdictions and underserved markets and acquisition opportunities and other strategic transactions that may arise periodically. For example, our Gaming segment acquired Lumière in April 2014 and obtained control of and consolidated TER upon its emergence from bankruptcy in February 2016. See Item 1, "Business - Gaming," for further discussion regarding TER. Our Gaming segment may not be able to successfully identify suitable acquisition or other strategic opportunities or complete any particular acquisition, combination, joint venture or other strategic transaction on acceptable terms. Our Gaming segment's identification of suitable acquisition candidates and other strategic opportunities involves risks inherent in assessing the values, strengths, weaknesses, risks and profitability of these opportunities including their effects on its business, diversion of its management's attention and risks associated with unanticipated problems or unforeseen liabilities. If our Gaming segment is successful in pursuing acquisitions or other strategic opportunities, it may be required to expend significant funds, incur additional debt, or issue additional securities, which may materially and adversely affect its results of operations. If our Gaming segment spends significant funds or incurs additional debt, its ability to obtain financing for working capital or other purposes could decline and it may be more vulnerable to economic downturns and competitive pressures. In addition, our Gaming segment cannot guarantee that it will be able to finance additional acquisitions or other strategic opportunities, or that it will realize any anticipated benefits from acquisitions or other strategic opportunities. Should our Gaming segment successfully acquire another business, the process of integrating acquired operations into its existing operations may result in unforeseen operating difficulties and may require significant financial resources that would otherwise be available for the ongoing development or expansion of our existing business. The difficulties of integration may be increased by the necessity of coordinating geographically dispersed organizations, integrating personnel with disparate business backgrounds and combining different corporate cultures. In addition, our Gaming segment may not be effective in retaining key employees or customers of the combined businesses. Our Gaming segment may face integration issues pertaining to the internal controls and operations functions of the acquired companies and may not realize cost efficiencies or synergies that it anticipated when selecting its acquisition candidates. Our Gaming segment's failure to identify suitable acquisition or other strategic opportunities may restrict its ability to grow its business.

Intense competition exists and is growing in the gaming industry, including competition involving the implementation of internet gaming, and our Gaming segment may not be able to compete effectively which could negatively affect our Gaming operations.

The gaming industry is highly competitive for both customers and employees, including those at the management level. Our Gaming segment faces increasing intense competition with numerous casinos and hotel casinos of varying quality and size in market areas where its properties are located. Our Gaming segment also competes with other non-gaming resorts and vacation destinations, and with various other casino and other entertainment businesses and could compete with any new forms of gaming that exist or may be legalized in the future, including on-line gaming. The casino entertainment business is characterized by competitors that vary considerably in their size, quality of facilities, number of operations, brand identities, marketing and growth strategies, financial strength and capabilities, level of amenities, management talent and geographic diversity. In most markets, our Gaming segment competes directly with other casino facilities operating in the immediate and surrounding market areas. In some markets, our Gaming segment faces competition from nearby markets in addition to direct competition within its market areas as well as the threat from new, emerging markets. With internet gaming, our Gaming segment's land based casinos will also potentially be competing in virtual markets that may not be constrained by geographical limitations.

Competition in the gaming industry in existing markets continues to intensify. For example, although no new casinos have opened in eastern Pennsylvania since 2012, the second Philadelphia Category 2 license was awarded in 2014 and the Pennsylvania legislature is considering further gaming expansion proposals; six casinos currently operate in Maryland including the MGM Resorts International National Harbor Casino which opened in December 2016; two large VLT casinos are currently operating in the New York metropolitan area, and three additional commercial gaming facilities under construction and expected to open soon, including two new VLT facilities planned for the eastern parts of New York in the coming years. Two casinos are currently under development in Massachusetts. In addition, the New Jersey legislature continues to consider

gaming expansion outside of Atlantic City notwithstanding voter disapproval of a referendum in November 2016 to authorize two casinos in the northern part of the state.

This expansion of existing casino entertainment properties, the increase in the number of gaming opportunities, the potential emergence of legal internet gaming outside of New Jersey, including active consideration of internet gaming by the Pennsylvania legislature, and the aggressive marketing strategies of many of our Gaming segment's competitors has also increased competition in many markets in which our Gaming segment competes, and our Gaming segment expects this intense competition to continue.

If our Gaming segment's competitors operate more successfully than it does, if they are more successful than our Gaming segment in attracting and retaining employees, if their properties are enhanced or expanded, if additional hotels and casinos are established in and around the locations in which it conducts business, or if internet gaming is permitted and conducted in any of its markets, it may lose market share or the ability to attract or retain employees or customers. In particular, the expansion of casino gaming in or near any geographic area from which our Gaming segment attracts or expects to attract a significant number of its customers could materially adversely affect our Gaming segment's business, financial condition and results of operations.

Our Gaming segment expects that competition from internet gaming will continue to grow and intensify.

Our Gaming segment expects that it will face increased competition from internet gaming as the potential for legalized internet gaming continues to grow. Several states are currently considering legislation that would legalize internet gaming at the state level. As a result of the Justice Department's December 2011 opinion concerning the applicability of the Wire Act to internet gaming, certain states including Nevada, Delaware and New Jersey have enacted legislation to authorize various forms of intrastate internet gaming. Notably, in February 2013 Nevada amended its internet gaming law to permit Nevada licensed internet providers to commence internet poker and to allow the state to enter into agreements with other states to create multi-state online poker wagering, and in November 2013 New Jersey authorized intrastate internet gaming through Atlantic City casinos. The New Jersey law provides that licensed Atlantic City casinos including Tropicana AC may offer internet gambling games subject to regulations to be adopted by the NJDGE. The law provides for a 15% tax on internet gaming gross revenues and permits New Jersey to enter into agreements with other states to engage in multi-state internet wagering pools. The law has a 10 year sunset provision. A number of New Jersey casinos including Tropicana Atlantic City participate in intrastate internet gaming. Our Gaming segment's ability to compete in a marketplace containing multiple virtual casino platforms will depend on its ability to effectively market its internet gaming products to its customers in the face of stiff competition as well as the availability of internet gaming in jurisdictions in which it operates casinos. Furthermore, competition from internet lotteries and other internet wagering gaming services, which allow their customers to wager on a wide variety of sporting events and play Las Vegas-style casino games from home, could divert customers from its properties and thus adversely affect its business. Such internet wagering services are likely to expand in future years and become more accessible to domestic gamblers as a result of initiatives in some states to consider legislation to legalize intrastate internet wagering. There have also been proposals that would specifically legalize internet gaming under federal law.

The casino, hotel and resort industry is capital intensive and our Gaming segment may not be able to proceed with renovation projects because of market conditions, which could put it at a competitive disadvantage.

Our Gaming segment's properties have an ongoing need for renovations and other capital improvements to remain competitive, including replacement, from time to time, of furniture, fixtures and equipment. Our Gaming segment also needs to make capital expenditures to comply with applicable laws and regulations.

Renovations and other capital improvements of our Gaming segment's properties require significant capital expenditures and usually generate little or no cash flow until the project is completed. Our Gaming segment may not be able to proceed with planned capital improvement projects because of market conditions. Our Gaming segment's failure to renovate its gaming properties may put it at a competitive disadvantage, which could have a materially adverse effect on our Gaming segment.

Renovations and other capital improvements may disrupt our Gaming segment's operations.

Renovation projects may cause our Gaming segment to temporarily close all or a portion of its facilities to customers and disrupt service and room availability, causing reduced demand, occupancy and rates. For example, in 2014 and 2015 MontBleu and Tropicana AC underwent major renovation projects that impacted operating results, as did Lumière in 2016. As a result, any future capital improvements projects may increase our Gaming segment's expenses and reduce its cash flows and its revenues and, accordingly, may have a materially adverse effect on our Gaming segment.

Similarly, in July 2016, Tropicana commenced construction of a new landside gaming facility in Evansville, Indiana, which will encompass 75,000 square feet of enclosed space (including approximately 45,000 square feet of casino floor, additional food and beverage outlets and back of house space) and is expected to open in late 2017 or early 2018. Tropicana estimates that the development costs for the facility will be at least \$50 million. There can be no assurances that Tropicana will

finish construction of this facility in a timely manner or within its anticipated budget. Tropicana may encounter delays or other disruptions during construction of this facility, which may have a material adverse effect on our Gaming segment's business, financial condition and results of operations.

Work stoppages, labor problems and unexpected shutdowns may limit our Gaming segment's operational flexibility and negatively impact its future profits.

Tropicana is party to numerous collective bargaining agreements with different unions. In 2016 Tropicana completed collective bargaining negotiations on extended agreements with several unions including UNITE HERE Local 54 in Atlantic City and Local 74 in St. Louis and the United Auto Workers in Evansville. However, our Gaming segment cannot assure that it will be able to negotiate new collective bargaining agreements with unions in the future, or renegotiate collective bargaining agreements with other unions currently in effect. The addition of new or changes to the existing collective bargaining agreements could cause significant increases in labor costs, which could have a material adverse effect on our Gaming segment's businesses, financial condition and results of operations.

In addition, the unions with which our Gaming segment has collective bargaining agreements or other unions could seek to organize employees at our Gaming segment's non-union properties or groups of employees at its properties that are not currently represented by unions. Union organization efforts could cause disruptions in its businesses and result in significant costs, both of which could have a material adverse effect on our Gaming segment.

Finally, if our Gaming segment is unable to negotiate these agreements on mutually acceptable terms, the affected employees may engage in a strike or other job actions instead of continuing to operate without contracts or under expired contracts, which could have a materially adverse effect on our Gaming segment or be disruptive to its business. Any unexpected shutdown of one of the casino properties from a work stoppage or strike action could have a material adverse effect on our Gaming segment. Moreover, strikes, work stoppages or other job actions could also result in adverse media attention or otherwise discourage customers, including convention and meeting groups, from visiting our Gaming segment's casinos. There can be no assurance that our Gaming segment can be adequately prepared for labor developments that may lead to a temporary or permanent shutdown of any of its casino properties.

Our Gaming segment is particularly sensitive to reductions in discretionary consumer spending as a result of downturns in the local, regional or national economy.

Consumer demand for casino and hotel properties, such as Tropicana's, are particularly sensitive to downturns in the local, regional or national economy and the corresponding impact on discretionary spending on leisure activities. Changes in discretionary consumer spending or consumer preferences brought about by factors such as perceived or actual general economic conditions, the housing and credit crises, the impact of high energy and food costs, the increased cost of travel, the potential for bank failures, perceived or actual declines in disposable consumer income and wealth, the effect of the current economic environment and changes in consumer confidence in the economy, or fears of war and future acts of terrorism could reduce customer demand for amenities that Tropicana offers.

The housing crisis and recession in the United States that began in 2008 resulted in a significant decline in tourism and consumer spending. Economic conditions like the 2008 downturn (and slowdowns or recessions less severe) could cause fewer consumers to spend money or cause consumers to spend less money at Tropicana's properties and could materially adversely affect our Gaming operations. While general economic conditions have improved, there can be no assurance that they will continue to improve or will not worsen in the future.

The state of the global financial markets may impact our Gaming segment's ability to obtain sufficient financing and credit on a going forward basis which could negatively impact its ability to expand its business.

In addition to earnings and cash flows from operations, Tropicana relies on borrowed money to finance its business, which may be constrained if it is unable to borrow additional capital or refinance existing borrowings on reasonable terms. Developments in the global financial markets that have led to unpredictable government intervention in the United States and European banking systems, including the fiscal 2008 capital crisis in the banking system, a series of rating agency downgrades of subprime U.S. mortgage-related assets and significant provisions for loan losses recorded by major financial institutions and downgrades of sovereign debt in certain EU member nations, have resulted in volatility in the credit markets, a low level of liquidity in many global financial markets and other adverse conditions for issuers in fixed income, credit and equity markets. In the recent past, these markets have experienced disruption that had a dramatic impact on the availability and cost of capital and credit. The market interest rate for debt of companies similar to Tropicana's has been volatile. The United States and other governments have enacted legislation and taken other actions to help alleviate these conditions, although there is no assurance that such steps will have the effect of easing the conditions in global credit and capital markets. Therefore, Tropicana has no assurance that such steps will facilitate its further access to credit or capital markets at desirable times or at rates that it would consider acceptable, and the lack of such funding could have a material adverse effect on our Gaming operations and its ability to service its indebtedness. Tropicana is unable to predict the likely duration or severity of any disruption in the capital and

credit markets, or its impact on the larger economy. A disruption in the global credit and financial markets may materially and adversely affect Tropicana's ability to obtain sufficient financing to execute its business strategy.

Our Gaming segment may be subject to litigation resulting from its gaming, resort and dining operations, which, if adversely determined, could result in substantial losses.

Our Gaming segment will be, from time to time, during the ordinary course of operating its businesses, subject to various litigation claims and legal disputes, including contract, lease, employment and regulatory claims as well as claims made by visitors to its properties. Certain litigation claims may not be covered entirely or at all by its insurance policies or its insurance carriers may seek to deny coverage. In addition, litigation claims can be expensive to defend and may divert our Gaming segment's attention from the operations of its businesses. Further, litigation involving visitors to its properties, even if without merit, can attract adverse media attention. As a result, litigation can have a material adverse effect on its businesses. Our Gaming segment cannot predict the outcome of any action and it is possible that adverse judgments or settlements could significantly reduce our Gaming segment revenues.

State gaming laws and regulations may require holders of our Gaming segment's debt or equity securities to undergo a suitability investigation, and may result in redemption of their securities.

Many jurisdictions require any person who acquires beneficial ownership of debt or equity securities of a casino gaming company to apply for qualification or a finding of suitability. Generally, any person who fails or refuses to apply for a finding of suitability or a license within the prescribed period after being advised by gaming authorities that it is required to do so may be denied a license or found unsuitable or unqualified, as applicable. Any holder of securities that is found unsuitable or unqualified or denied a license, and who holds, directly or indirectly, any beneficial ownership of a gaming entity's securities beyond such period of time as may be prescribed by the applicable gaming authorities may be guilty of a criminal offense. Furthermore, a gaming entity may be subject to disciplinary action if such gaming entity, after receiving notice that a person is unsuitable to be a holder of securities or to have any other relationship with such gaming entity or any of its subsidiaries:

- pays that person any dividend or interest upon the securities;
- allows that person to exercise, directly or indirectly, any voting ownership right conferred through securities held by that person;
- pays remuneration in any form to that person for services rendered or otherwise;
- allows that person to continue in an ownership or economic interest or receive any economic benefit; or
- fails to pursue all lawful efforts to require such unsuitable person to relinquish the securities including, if necessary, the immediate (or within such other time period as prescribed by the applicable gaming authorities) purchase of such securities for the lesser of fair value at the time of repurchase or fair value at the time of acquisition by the unsuitable holder.

In the event that disqualified holders fail to divest themselves of such securities, gaming authorities have the power to revoke or suspend the casino license or licenses related to the regulated entity that issued the securities. In addition, our Gaming segment's certificate of incorporation provides that it may redeem its securities from an Unsuitable Person (as such term is defined in our Gaming segment's certificate of incorporation).

Regulation by gaming authorities could adversely affect our Gaming segment's operations.

Tropicana is subject to extensive regulation with respect to the ownership and operation of its gaming facilities. Federal, state and local gaming authorities require that our Gaming segment and its subsidiaries hold various licenses, qualifications, findings of suitability, registrations, permits and approvals. The gaming regulatory authorities have broad powers with respect to the licensing of casino operations and alcoholic beverage service and may deny, revoke, suspend, condition, or limit our Gaming segment's gaming or other licenses, impose substantial fines, temporarily suspend casino operations and take other actions, any one of which could adversely affect our Gaming operations.

Our Gaming segment owns, operates or has an interest in gaming facilities located in Nevada, Indiana, Mississippi, Missouri, Louisiana, New Jersey and Aruba. Our Gaming segment has obtained all material governmental licenses, qualifications, registrations, permits and approvals necessary for the operation of its gaming facilities as operations at such facilities are presently conducted. However, there can be no assurance that our Gaming segment can obtain any new licenses, or renew any existing, licenses, qualifications, findings of suitability, registrations, permits, or approvals that may be required in the future or that existing ones will not be suspended or revoked. If our Gaming segment relocates or expands any of its current gaming facilities or enters new jurisdictions, it must obtain all additional licenses, qualifications, findings of suitability, registrations, permits and approvals of the applicable gaming authorities in such jurisdictions. If state regulatory authorities were to find an officer, director, owner or other person affiliated with its operations unsuitable, our Gaming segment would be required to sever its relationship with that person. Gaming authorities, as well as other state regulatory authorities, may conduct

similar investigations in the future in connection with new equity and debt holders. We cannot predict the outcome of these investigations or their potential impact on our Gaming segment.

Additionally, certain manufacturers, distributors and suppliers of gaming devices, junkets, goods or services to our Gaming segment's gaming facilities may be required to obtain a license or permit or undergo a suitability investigation by the gaming authorities. There can be no assurance that such licenses, permits or registrations will be obtained by such vendors. The failure of any such vendors to obtain any required licenses, permits or registrations on a timely basis could materially adversely affect our Gaming operations.

Our Gaming segment's operations are subject to numerous laws and regulations resulting from its presence in several states and diverse operating activities.

In addition to gaming regulations, our Gaming segment is also subject to various federal, state and local laws and regulations affecting businesses in general. Our Gaming segment operates hotels, restaurants, entertainment facilities, parking garages, swimming pools, riverboats and other facilities connected with its core gaming business. Many of these activities are subject to state and local laws and regulations. Such laws and regulations could change or could be interpreted differently in the future, or new laws and regulations could be enacted. Any cessation of operations as a result of a government shutdown, or similar events resulting from laws and regulations affecting businesses, could materially adversely affect our Gaming operations.

Potential changes in legislation and regulation could negatively impact our Gaming segment's gaming operations.

From time to time, legislators and special interest groups propose legislation that would expand, restrict, or prevent gaming operations in the jurisdictions in which our Gaming segment operates and in neighboring jurisdictions. Further, from time to time, individual jurisdictions have considered or enacted legislation and referenda, such as bans on smoking in casinos and other entertainment and dining facilities, which could adversely affect our Gaming segment and, accordingly, our Gaming segment. Any restriction on or prohibition relating to our Gaming segment, or enactment of other adverse legislation or regulatory changes, could materially adversely affect our Gaming operations.

Our Gaming segment may be subject to increases in taxation and fees resulting from its gaming operations.

The casino gaming industry represents a significant source of tax revenues to the various jurisdictions in which casinos operate. Gaming companies are currently subject to significant federal, state and local taxes and fees in addition to the federal and state income taxes that typically apply to corporations, and such taxes and fees could increase at any time. From time to time, various state and federal legislators and officials have proposed changes in tax laws or in the administration of such laws, including increases in tax rates, which would affect the gaming industry. Economic conditions could intensify the efforts of federal, state and local governments to raise revenues through increases in gaming taxes and fees. In addition, growing federal, state or local budget shortfalls resulting from an economic downturn could prompt tax or fee increases. Any material increase in assessed taxes, or the adoption of additional taxes or fees in any of our Gaming segment's markets could materially adversely affect our Gaming operations.

The risks associated with international operations could affect our Gaming segment's ability to pursue expansion opportunities.

Our Gaming segment currently operates a small casino at its property on the Caribbean island of Aruba. International operations are subject to inherent risks including variation in local economies, currency fluctuation, greater difficulty in accounts receivable collection, trade barriers, burden of complying with a variety of international laws, and political and economic instability. Each of these risks could impair our Gaming segment's ability to execute its business strategy and adversely affect our Gaming operations.

Any violation of the Foreign Corrupt Practices Act or applicable Anti-Money Laundering laws or regulations such as the Bank Secrecy Act could have a negative impact on our Gaming operations.

Our Gaming segment is subject to risks associated with doing business outside of the United States, which exposes it to complex foreign and U.S. regulations inherent in doing business cross-border and in each of the countries in which it transacts business. Our Gaming segment is subject to regulations imposed by the Foreign Corrupt Practices Act (the "FCPA") and other anti-corruption laws that generally prohibit U.S. companies and their intermediaries from offering, promising, authorizing or making improper payments to foreign government officials for the purpose of obtaining or retaining business. Violations of the FCPA and other anti-corruption laws may result in severe criminal and civil sanctions as well as other penalties and the SEC and U.S. Department of Justice have increased their enforcement activities with respect to the FCPA. Internal control policies and procedures and employee training and compliance programs that our Gaming segment has implemented to deter prohibited practices may not be effective in prohibiting its directors, employees, contractors or agents from violating or circumventing its policies and the law. If our Gaming segment's directors, employees or agents fail to comply with applicable laws or company policies governing its international operations, Our Gaming segment may face investigations, prosecutions and other legal

proceedings and actions which could result in civil penalties, administrative remedies and criminal sanctions. Any determination that our Gaming segment has violated the FCPA could have a material adverse effect on our Gaming segment's financial condition. Compliance with international and U.S. laws and regulations that apply to our Gaming segment's international operations increases its cost of doing business in foreign jurisdictions. Our Gaming segment also deals with significant amounts of cash in its operations and is subject to various reporting and anti-money laundering regulations such as the Bank Secrecy Act (the "BSA"). The Internal Revenue Service and Financial Crimes Enforcement Network monitor casino compliance with casino filing of Currency Transaction Reports ("CTR") and Suspicious Activity Report ("SAR") and anti-money laundering ("AML") programs and have recently stepped-up enforcement activities involving non-compliant casinos. Internal control policies and procedures and employee training, AML compliance programs and internal audits involving CTR and SAR filings have been implemented to enhance compliance and detect problems. Any violation of anti-money laundering laws or regulations by any of our Gaming segment's resorts could have a negative effect on our Gaming segment's results of operations.

Our Gaming segment could encounter problems during development, construction, renovation and refurbishment of our properties that could increase the construction costs or delay their completion. In addition, our Gaming segment may not be able to complete projects if it does not obtain all necessary permits, licenses, grants and approvals.

Construction projects like the development, construction, renovation and refurbishment of Tropicana AC, MontBleu, Evansville, Lumiere and Tropicana Aruba are subject to significant development and construction risks, any of which could cause unanticipated cost increases and delays. These include, among others, the following:

- adverse weather conditions that damage the project or cause delays;
- changes to the plans or specifications;
- shortages and increased costs of energy, materials and skilled labor;
- engineering problems;
- labor disputes and work stoppages;
- environmental issues;
- fire, flooding and other natural disasters; and
- geological, construction, excavation, regulatory and equipment problems.

In addition, certain permits, licenses, grants and approvals necessary for development, construction and operation may not be obtained. The scope of the approvals required for projects vary. Unexpected changes or concessions required by regulatory authorities could involve significant additional costs and result in a delay in the schedule. Our Gaming segment may not receive the necessary licenses, grants and approvals or obtain them within its anticipated time frame. For example, the Evansville land-based gaming construction project which commenced in 2016, and the Tropicana AC capital renovation projects that were completed in 2016 and 2015 required approvals from various state agencies as well as approval of our plans by various federal, state and local regulatory agencies in order for us to proceed with construction. In addition, even if our Gaming segment completes any development, construction, renovation and refurbishment projects, it cannot assure you that it will achieve all of, or any of, the anticipated benefits of such projects.

Our Gaming operations could be materially adversely affected by the occurrence of accidents, natural disasters, such as hurricanes, or other catastrophic events, including war and terrorism.

Natural disasters, such as hurricanes, floods, fires and earthquakes, could adversely affect our Gaming operations. Hurricanes are common to the areas in which our Gaming segment's Louisiana and Mississippi properties are located and the severity of such natural disasters is unpredictable. Catastrophic flooding in southern Louisiana in August 2016, caused by prolonged rainfall over several days which in total exceeded nearly two feet of rain, resulted in significant residential damage impacting tens of thousands of people, and disrupted the operation of our Baton Rouge property. In October 2012, Superstorm Sandy resulted in the mandatory closure of Tropicana AC for approximately five days. Although the property did not incur any significant property damage, the severity of the property damage to a large portion of the Atlantic City feeder markets including New Jersey, New York and Pennsylvania resulted in long term business interruption that continued into 2013 and materially affected operating results. Our Gaming segment cannot predict the impact that any future natural disasters will have on its ability to maintain its customer base or to sustain its business activities.

Moreover, Tropicana's riverboats face additional risks from the movement of vessels on waterways, such as collisions with other vessels or damage from debris in the water. Reduced patronage and the loss of a dockside or riverboat casino from service for any period of time could materially adversely affect our Gaming operations.

Catastrophic events such as terrorist and war activities in the United States and elsewhere have had a negative effect on travel and leisure expenditures, including lodging, gaming (in some jurisdictions), and tourism. In addition, any man-made or natural disasters in or around our Gaming segment's properties could have a materially adverse effect on our Gaming operations. We cannot predict the extent to which such events may affect our Gaming segment directly or indirectly, in the future. We also cannot ensure that our Gaming segment will be able to obtain any insurance coverage with respect to occurrences of terrorist acts and any losses that could result from these acts.

In the future, the prolonged disruption at any of our Gaming segment's properties due to natural disasters, terrorist attacks, or other catastrophic events could materially adversely affect our Gaming operations.

Leisure and business travel, especially travel by air, are particularly susceptible to global geopolitical events, such as terrorist attacks or acts of war or hostility. These events can create economic and political uncertainties that could adversely impact our Gaming segment's business levels. Furthermore, although our Gaming segment may have some insurance coverage for certain types of terrorist acts, insurance coverage against loss or business interruption resulting from war and some forms of terrorism may be unavailable.

Our Gaming segment's properties, including riverboats and dockside facilities, are subject to risks relating to mechanical failure, weather and regulatory compliance.

All of our Gaming segment's facilities are subject to the risk that operations could be halted for a temporary or extended period of time, as result of casualty, forces of nature, mechanical failure or extended or extraordinary maintenance, among other causes. In addition, our Gaming segment's gaming operations, particularly those conducted on riverboats or at dockside facilities, could be damaged or halted due to extreme weather conditions. Catastrophic flooding in southern Louisiana in August 2016, caused by prolonged rainfall over several days which in total exceeded nearly two feet of rain, resulted in significant residential damage impacting tens of thousands of people, and disrupted the operation of our Baton Rouge property. In October 2012 Superstorm Sandy resulted in the mandatory closure of Tropicana AC for approximately five days. Although the property did not incur any significant property damage, the severity of the property damage to a large portion of the Atlantic City feeder markets including New Jersey, New York and Pennsylvania resulted in long term business interruption that continued into 2013 and materially affected operating results. Each of Tropicana's riverboats must comply with U.S. Coast Guard requirements as to boat design, on-board facilities, equipment, personnel and safety. Each riverboat must hold a Certificate of Inspection for stabilization and flotation, and may also be subject to local zoning codes. The U.S. Coast Guard requirements establish standards, set limits on the operation of the vessels and require individual licensing of all personnel involved with the operation of the vessels. Loss of a vessel's Certificate of Inspection or American Bureau of Shipping approval would preclude its use as a casino.

Except for Tropicana's riverboats that have opted for alternate inspection by the American Bureau of Shipping allowed in those gaming jurisdictions where our Gaming segment operates that provide for such alternative inspections, U.S. Coast Guard regulations require a hull inspection for all riverboats at five-year intervals. Under certain circumstances, alternative hull inspections may be approved. The U.S. Coast Guard may require that such hull inspections be conducted at a dry-docking facility and, if so required, the cost of travel to and from such docking facility, as well as the time required for inspections of the affected riverboats, could be significant. To date, the U.S. Coast Guard has allowed in-place inspections of Tropicana's riverboats. The U.S. Coast Guard may not allow these types of inspections in the future. The loss of a riverboat casino from service for any period of time could materially adversely affect our Gaming operations.

U.S. Coast Guard regulations also require certain of Tropicana's properties to prepare and follow certain security programs. In the first quarter of 2003, Tropicana Evansville implemented the American Gaming Association's Alternative Security Program at its riverboat casino. In November 2012, the Indiana Gaming Commission approved Tropicana Evansville to convert from a self-propelled riverboat to a permanently moored craft designation, contingent on successful completion of an emergency drill package to be approved by American Bureau of Shipping ("ABS") and the addition of an additional passenger egress before the next annual inspection of the vessel in October 2013. In December 2012, the United States Coast Guard relinquished regulatory oversight of the Tropicana Evansville vessel after successful completion of the ABS drills, negating the requirement for the Alternative Security Program. Belle of Baton Rouge applies a customized alternative security program. The American Gaming Association's Alternative Security Program is specifically designed to address maritime security requirements at riverboat casinos and their respective dockside facilities. Changes to these regulations could adversely affect our Gaming operations.

Noncompliance with environmental, health and safety regulations applicable to our Gaming segment's hotels and casinos could adversely affect our Gaming segment's results of operations.

As the owner, operator and developer of real property, our Gaming segment must address, and may be liable for, hazardous materials or contamination of these sites and any other off-site locations at which any hazardous material that its activities generate are disposed. our Gaming segment's ongoing operations are subject to stringent regulations relating to the

protection of the environment and handling of waste, particularly with respect to the management of wastewater from its facilities. Any failure to comply with existing laws or regulations, the adoption of new laws or regulations with additional or more rigorous compliance standards, or the more vigorous enforcement of environmental laws or regulations could limit our Gaming segment's future opportunities and, accordingly, could materially adversely affect our Gaming operations by increasing its expenses and limiting its future opportunities

The concentration and evolution of the slot machine manufacturing industry could impose additional costs on our Gaming segment's operations.

A majority of our Gaming segment's gaming revenue is attributable to slot machines operated at its gaming facilities. It is important, for competitive reasons that our Gaming segment offer popular and technologically advanced slot machine games to its customers. A substantial majority of the slot machines sold in the United States in recent years were manufactured by a limited number of companies. A deterioration in the commercial arrangements with any of these slot machine manufacturers, or significant industry demand, could result in our Gaming segment being unable to acquire the slot machines desired by its customers or could result in manufacturers significantly increasing the cost of these machines. Going forward, the inability to obtain new and up-to-date slot machine games could impair our Gaming segment's competitive position and result in decreased gaming revenues at its casinos. In addition, increases in the costs associated with acquiring slot machine games could adversely affect our Gaming segment's profitability and, accordingly, have a material adverse effect on our Gaming segment.

In recent years, the prices of new slot machines have dramatically increased. Furthermore, in recent years, slot machine manufacturers have frequently refused to sell slot machines featuring the most popular games, instead requiring gaming operators to execute participation lease arrangements for them to be able to offer such machines to patrons. Participation slot machine leasing arrangements typically require the payment of a fixed daily rental fee. Such agreements may (depending on regulatory restrictions in the applicable jurisdiction) also include a percentage payment to the manufacturer based on the usage of the machine or the gaming company's receipts from the machine, sometimes referred to as "coin-in" or "net win" percentage payments. Generally, a slot machine participation lease is more expensive over the long term than the cost of purchasing a new slot machine. Our Gaming segment has slot machine participation leases at each of its properties.

For competitive reasons, our Gaming segment may be forced to purchase new, more contemporary slot machines, or enter into participation lease arrangements that are more expensive than the costs currently associated with the continued operation of existing slot machines. If the newer slot machines do not result in sufficient incremental revenues to offset the increased investment and participation lease costs, it could materially adversely affect our Gaming operations.

Our Gaming segment may not have or be able to obtain sufficient insurance coverage to replace or cover the full value of losses it may suffer.

Our Gaming segment's casino properties may be subject to extreme weather conditions, including, but not limited to, hurricanes and floods. In the future, such extreme weather conditions may interrupt its operations, damage its properties and reduce the number of customers who visit its facilities. Although our Gaming segment maintains both property and business interruption insurance coverage for certain extreme weather conditions, such coverage is subject to deductibles and limits on maximum benefits, including limitation on the coverage period for business interruption.

We cannot assure you that our Gaming segment will be able to fully insure such losses or fully collect, if at all, on claims resulting from such extreme weather conditions. In addition, extreme weather events such as hurricanes and floods have resulted in increases in insurance premiums, increased deductibles and less favorable coverage terms. Furthermore, such extreme weather conditions may interrupt or impede access to our Gaming segment's affected properties and may cause visits to its affected properties to decrease for an indefinite period.

While our Gaming segment maintains insurance against many risks to the extent and in amounts that it believes are reasonable, these policies will not cover all risks. Furthermore, portions of our Gaming segment's businesses are difficult or impracticable to insure. Therefore, after carefully weighing the costs, risks and benefits of retaining versus insuring various risks, as well as the availability of certain types of insurance coverage, our Gaming segment occasionally may opt to retain certain risks not covered by its insurance policies. Retained risks are associated with deductible limits or self-insured retentions, partial self-insurance programs and insurance policy coverage ceilings.

Our Gaming segment carries certain insurance policies that, in the event of certain substantial losses, may not be sufficient to pay the full current market value or current replacement cost of damaged property. As a result, if a significant event were to occur that is not fully covered by its insurance policies, our Gaming segment may lose all, or a portion of, its capital invested in a property, as well as the anticipated future revenue from such property. There can be no assurance that our Gaming segment will not face uninsured losses pertaining to the risks it has retained. Consequently, uninsured losses may negatively affect our Gaming operations.

Our Gaming segment may not be able to obtain sufficient insurance coverage and cannot predict whether it may encounter difficulty in collecting on any insurance claims it may submit, including claims for business interruption.

Energy price increases may adversely affect our Gaming segment due to the significant amounts of energy used in Our Gaming segment's operations.

Our Gaming segment's casino properties use significant amounts of electricity, oil, natural gas and other forms of energy. Substantial increases in energy and fuel prices may negatively affect our Gaming segment's financial condition and results of operations in the future and, accordingly, our Gaming segment. The extent of the impact is subject to the magnitude and duration of the energy and fuel price increases, but the impact could be material. In addition, energy and gasoline price increases in cities that constitute a significant source of customers for our Gaming segment's properties could result in a decline in disposable income of potential customers and a corresponding decrease in visitation and spending at our Gaming segment's properties, which would negatively impact our Gaming segment's revenues. Further, increases in fuel prices, and resulting increases in transportation costs, could materially adversely affect our Gaming operations.

Our Gaming segment may face potential successor liability for liabilities of the predecessors not provided for in the re-organizational plan.

Our Gaming segment may be subject to certain liabilities of its predecessors not provided for in the re-organizational plan. Such liabilities may arise in a number of circumstances, including but not limited to, those where:

- a creditor of Tropicana's predecessors did not receive proper notice of the pendency of the bankruptcy case relating to the re-organizational plan or the deadline for filing claims therein; or
- the injury giving rise to, or the source of, a creditor's claim did not manifest itself in time for the creditor to file the creditor's claim.

Although Tropicana has no reason to believe that it will become subject to liabilities of Tropicana's predecessors that are not provided for in the re-organizational plan, should Tropicana become subject to such liabilities, it could materially adversely affect our Gaming segment.

Circumstances may arise whereby our Gaming segment may become overleveraged, which could have significant negative consequences.

As of December 31, 2016, Tropicana had total indebtedness which consisted primarily of its term loan facility. Circumstances may arise that could cause it to become overleveraged, which could have significant negative consequences, including:

- Tropicana may be more vulnerable to a downturn in the markets in which it operates or a downturn in the economy in general;
- Tropicana may be required to dedicate a substantial portion of its cash flow from operations to payments on its indebtedness, which would limit Tropicana's ability to use cash flows to fund working capital, capital expenditures, and other general corporate requirements;
- Tropicana may be limited in its flexibility to plan for, or react to, changes in its businesses and the industry in which Tropicana operates or entry of new competitors into its markets;
- Tropicana may be placed at a competitive disadvantage compared to its competitors that have less debt;
- Tropicana may be limited in borrowing additional funds; and
- Tropicana may have difficulties in satisfying its obligations under its current indebtedness, including the Term Loan Facility.

Tropicana's indebtedness is subject to floating interest rates, which may expose it to higher interest payments.

A substantial portion of Tropicana's indebtedness is subject to floating interest rates, which makes it more vulnerable in the event of adverse economic conditions, increases in prevailing interest rates, or a downturn in its business. As of December 31, 2016, amounts outstanding under Tropicana's term loan facility was subject to floating interest rates. Tropicana currently has no hedging arrangements in place to mitigate the impact of higher interest rates. See Note 10, "Debt - Gaming" to the consolidated financial statements for further discussion.

Atlantic City property tax valuations and market declines have created stress on the City of Atlantic City's ability to manage its finances and have created uncertainty about Atlantic City's fiscal solvency.

In recent years real property tax valuations and assessments of Atlantic City casinos have been significantly reduced as a result of various N.J. Tax Court proceedings involving casino properties. In addition, since January 2014 five Atlantic City

casinos have closed and three were sold at reduced values further eroding the municipal tax base. As a result, Atlantic City has suffered an erosion of its municipal tax base, has outstanding debt in excess of \$500 million and serious ongoing municipal operating budget deficits. In May 2016, New Jersey enacted the Casino Property Tax Stabilization Act (the "NJ PILOT Law") that commenced in January 2017 which exempts Atlantic City gaming properties from ad valorem property taxation and requires these gaming properties to make to make annual payment in lieu of tax payments ("PILOT Payments") to the City of Atlantic City, and other payments to the State of New Jersey to assist in the stabilization of Atlantic City finances. In addition, in November 2016 the State of New Jersey commenced a takeover of certain Atlantic City local government operations, which gives the State the ability to direct certain financial and operational matters on behalf of the city, in an effort to stabilize and strengthen its financial situation. If Atlantic City is unable to maintain fiscal stability it could have an adverse impact on the Atlantic City casino industry including the Tropicana AC property.

Metals

The principal markets served by our Metals segment's business are highly competitive. Our Metals segment may have difficulty competing with companies that have a lower cost structure than it has.

Our Metals segment's business operates in a highly competitive environment. Our Metals segment primarily provides products and services to industrial companies. Many other companies offer the same or similar products and services and compete with our metals business on a number of bases including, but not limited to: (i) price; (ii) quality of service; (iii) proximity to the consumer; (iv) proximity to sources of supply; (v) local or regional presence; (vi) technology; (vii) safety performance; and (viii) financial strength. Some of these competitors have greater financial resources or are larger and have more diverse businesses. In addition, our Metals segment also face increased competition from steel mills that are vertically integrated into the scrap metal business. Some of our Metals segment's foreign competitors may be able to pursue business opportunities without regard for the laws and regulations with which we must comply, such as environmental regulations. These companies may have a lower cost structure and more operating flexibility and consequently they may be able to offer better prices and more services than we can. There can be no assurance that our Metals segment will be able to compete successfully with these companies. In addition to larger companies, we compete with many smaller competitors operating locally in this highly fragmented market. Some of these smaller companies may have lower operating costs and may be able to compete more effectively on price.

Prices of commodities are volatile and markets are competitive.

Our Metals segment is exposed to commodity price risk during the period that it has title to products that are held in inventory for processing and/or resale. Prices of commodities, including scrap metals, can be volatile due to numerous factors beyond PSC Metals' control, including:

- general economic conditions;
- labor costs;
- domestic and import competition;
- financial condition of its major customers;
- access and costs associated with transportation systems;
- the availability and relative pricing of scrap metal substitutes; and
- import duties, ocean freight costs, tariffs and currency exchange rates.

In an increasing purchase price environment for raw materials, competitive conditions may limit PSC Metals' ability to pass on price increases to its consumers. In a decreasing sales price environment for processed scrap, PSC Metals may not have the ability to fully recoup the cost of raw scrap metal it processes and sells to its customers. New entrants into its markets could result in higher purchase prices for raw materials and lower margins from our scrap metals. Prices in the scrap metal industry are established and adjusted monthly by the major steel producers. The price of ferrous scrap is a significant factor influencing the profitability of the scrap metals industry.

Our Metals segment operates in industries that are cyclical and demand can be volatile. Adverse conditions in the steel industry could negatively affect demand for its materials.

The operating results of the scrap metals recycling industry in general, and PSC Metals' operations specifically, are highly cyclical and dependent on general domestic and international economic conditions. Historically, in periods of national recession or slowing economic growth, the operating results of scrap metals recycling companies have been materially and adversely affected. Ferrous and non-ferrous scrap has been historically vulnerable to significant declines in consumption and product pricing during prolonged periods of economic downturn. As a result of the recent global economic crisis and uneven

recoveries in the steel, automotive, industrial equipment, construction and other industries, PSC Metals has experienced significant fluctuations in supply, demand and pricing for its products, which could continue to adversely affect our Metals operations.

Increases in steel imports and decreases in scrap exports could adversely affect the demand for scrap metals domestically.

Our scrap metals business may be adversely affected by increases in steel imports into the United States, which will have an adverse impact on domestic steel production and a corresponding adverse impact on the demand for scrap metals domestically. Our scrap metals business may be adversely affected by decreases of scrap exports out of the United States to export markets such as Turkey, China, South Korea, India and Vietnam which could negatively impact demand prices for scrap metals globally. Additionally, our scrap metals business could be negatively affected by strengthening in the U.S. dollar or increased freight costs which could negatively impact export sales and a stronger U.S. dollar could also attract imports of scrap or scrap substitutes, reducing demand for our scrap metals.

A significant increase in the use of scrap metals alternatives by consumers of processed scrap metals could reduce demand for PSC Metals' products.

During periods of high demand for scrap metals, the demand for ferrous scrap metal could outstrip its supply. The relative scarcity of ferrous scrap, particularly prime or industrial grades, and its high price during such periods have created opportunities for producers of alternatives to scrap metals, such as pig iron and direct reduced iron pellets and others. We cannot assure you that the use of alternatives to scrap metals may not proliferate in the future if the prices for scrap metals rise, if the supplies of available unprepared ferrous scrap tighten or if costs to import scrap decline precipitously.

Unanticipated disruptions in our Metals segment's operations or slowdowns by its shipping companies could adversely affect its ability to deliver its products, which could materially and adversely affect our Metals' segment's revenues and its relationship with its consumers.

PSC Metals' ability to process and fulfill orders and manage inventory depends on the efficient and uninterrupted operation of its facilities. Labor and other disruptions at PSC Metals' facilities could adversely affect its ability to process and ship material. In addition, many of its products are transported to customers by third-party truck, rail carriers and barge services. As a result, PSC Metals relies on the timely and uninterrupted performance of third-party shipping companies. Any interruption in its operations or interruption or delay in transportation services could cause orders to be canceled, delivered late, or receipt of goods to be refused or result in higher transportation costs. As a result, PSC Metals' relationships with its customers and its revenues and results of operations and financial condition could be materially and adversely affected.

The profitability of PSC Metals' scrap recycling operations depends, in part, on the availability of an adequate source of supply of scrap metals.

PSC Metals procures scrap inventory from numerous sources. These suppliers generally are not bound by long-term contracts and have no obligation to sell scrap metals to PSC Metals. In periods of low industry prices, suppliers may elect to hold scrap to wait for higher prices or intentionally slow their scrap sales activities. If a substantial number of scrap suppliers cease selling scrap metals to PSC Metals, its scrap metals business could be materially and adversely affected. In addition, the slowdown of industrial production and U.S. consumer consumption during the recent economic crisis has reduced industrial grades of scrap metal available to PSC Metals. If the supply of scrap metal is limited, PSC Metals would be unable to recycle scrap metals at necessary volumes which could adversely affect our Metals operations.

PSC Metals' business presents significant risk of injury or death.

Because of the heavy industrial activities conducted at PSC Metals' facilities, there exists a risk of serious injury or death to our employees or other visitors notwithstanding the safety precautions PSC Metals takes. PSC Metals' scrap metals business is subject to regulation by federal, state and local agencies responsible for employee health and safety, including the Occupational Safety and Health Administration. While PSC Metals has in place policies to minimize such risks, it may nevertheless be unable to avoid material liabilities for any death or injury that may occur in the future and these types of incidents may have a material adverse effect on our Metals operations.

PSC Metals' business is subject to stringent regulations, particularly under applicable environmental laws.

PSC Metals is subject to comprehensive local, state and federal statutory and regulatory environmental requirements relating to, among others:

- the acceptance, storage, handling and disposal of solid, hazardous and Toxic Substances Control Act waste;
- the discharge of materials into the air;
- the management and treatment of wastewater and storm water;

- the remediation of soil and groundwater contamination;
- the restoration of natural resource damages; and
- the protection of its employees' health and safety.

PSC Metals believes that it is currently in material compliance with applicable statutes and regulations governing the protection of human health and the environment, including employee health and safety. We can give no assurance, however, that PSC Metals will continue to be in material compliance or avoid material fines, penalties and expenses associated with compliance issues in the future.

Such laws and regulations also require manifests to be completed and delivered in connection with any shipment of prescribed materials so that the movement and disposal of such materials can be traced and the persons responsible for any mishandling of such materials identified. Regulatory requirements may be imposed as conditions of operating permits or licenses. As part of its scrap metals business, PSC Metals must properly remove, handle, recycle or dispose of waste materials or be subject to penalties. Transportation, transfer, storage and disposal of waste are difficult and accidents may occur. These laws and regulations are stringent and are likely to become more stringent in the future. Existing and new laws and regulations may require our scrap metals business to modify, supplement, replace or curtail its operating methods or to modify or replace facilities or equipment at costs that may be substantial without any corresponding increase in revenues.

Hazardous substances are present in some of the processing, transfer and storage facilities owned or leased by our scrap metal business and landfill facilities used by our scrap metals business. Remediation may be required at these sites at substantial cost. We cannot assure you that the ultimate cost and expense of corrective action will not substantially exceed any reserves and have a material adverse impact on our Metals segment's operations. In addition, governments have from time to time required companies to remediate sites where materials were properly disposed because those governments have instituted higher standards.

PSC Metals is required to obtain, and must comply with, various permits and licenses to conduct our scrap metals business. Failure to obtain or violations of any permit or license, if not remedied, could result in PSC Metals' incurring substantial fines, suspending our scrap metals business or closing facilities. Further, our scrap metals business is conducted primarily outdoors and as such, depending on the nature of the ground cover, involves the risk of releases of wastes and other regulated materials to the soil and, possibly, to groundwater. From time to time, as part of its continuous improvement programs, PSC Metals incurs costs to improve environmental control systems.

PSC Metals' business may be subject to public opposition and adverse publicity that could delay or limit its development and expansion.

A high level of public concern exists over industrial by-products recovery operations, including the location and operation of transfer, processing, storage and disposal facilities and the collection, processing or handling of industrial by-products and waste materials, particularly hazardous materials. Zoning, permit and licensing applications and proceedings and regulatory enforcement proceedings are all matters open to public scrutiny and comment. As a result, from time to time, our scrap metals business may be subject to citizen opposition and adverse publicity that may have a negative effect on operations and delay or limit the expansion and developing of operating properties, and could have a material adverse effect on our Metals operation.

PSC Metals may be unable to obtain adequate environmental insurance.

PSC Metals is subject to potential liability for personal injuries and property damage caused by releases of hazardous substances and for remediation of risks posed by hazardous substances. Consistent with industry trends, PSC Metals may be unable to obtain an adequate amount of environmental impairment insurance for its scrap metals business at a reasonable premium to cover liability to third persons for environmental damage. Accordingly, if our scrap metals business were to incur liability for environmental damage either not provided for under such coverage or in excess of such coverage, our Metals operations could be materially or adversely affected.

Increasing energy and freight costs could increase PSC Metal's operating costs.

The availability and cost of freight and energy, such as electricity, natural gas and diesel fuel, is important in the manufacture and transport of PSC Metals' products. PSC Metals' operations consume substantial amounts of energy, and its operating costs generally increase when energy costs rise. Factors that may affect PSC Metals' energy costs include significant increases in fuel, oil or natural gas prices, unavailability of electrical power or other energy sources due to droughts, hurricanes or other natural causes or due to shortages resulting from insufficient supplies to serve customers, or interruptions in energy supplies due to equipment failure or other causes. During periods of increasing energy and freight costs, PSC Metals may be unable to fully recover its operating cost increases through price increases without reducing demand for its products. PSC Metals' financial results could be adversely affected if it is unable to pass these increases on to its customers or if it is unable to obtain the necessary freight and energy.

PSC Metals' operations are outside and affected by severe changes in the weather. Severe weather or equipment failures may lead to production curtailments or shutdowns.

All of PSC Metals' scrap yards can be affected by severe weather and yards that are located adjacent to rivers are subject to potential flooding, all of which can result in production curtailments or shutdowns, which could adversely impact our Metals operations. Our scrap metals business' recycling and manufacturing processes depend, in part, upon shredders, which could be out of service temporarily as a result of unanticipated failures. As a result, PSC Metals may experience interruptions in its scrap metals business' processing and production capabilities, which could have a material adverse effect on our Metals operations.

Mining

Our Mining segment's financial performance is dependent on the global price of iron ore and global demand levels for iron ore.

The economic viability of Ferrous Resources' business is highly dependent on the market price of iron ore. Ferrous Resources' longer-term strategy is to produce and sell iron ore products in the domestic Brazilian market, as well as to the export markets, principally China, Japan, Korea, the Middle East and potentially Europe. The future revenues Ferrous Resources will be able to achieve from the sale of iron ore products will depend on Brazilian and global demand levels for iron ore, iron ore international sales prices, the type of iron ore product it sells and the iron (Fe) content of those products. Iron ore prices (including sale prices in Brazil) are largely driven by global demand for crude steel, the primary driver for iron ore demand. Part of Ferrous Resources iron ore export sales are made pursuant to supply contracts, the sales prices for which are determined based on market price indices and will be subject to certain discounts or premiums (depending on the quality of final product) and periodic price adjustments.

Global demand for iron ore products and related sales prices have historically varied, and are expected to continue to vary according to the worldwide demand for iron ore and steel, which in turn, is likely to be heavily influenced by worldwide economic activity and global iron ore supply levels. Iron ore demand may also be impacted by regulatory tariffs in effect in major importing or exporting countries. Global iron ore price levels directly impact Ferrous Resources' sales prices. International iron ore prices have been volatile in recent years, falling from roughly \$135 per dry metric ton ("dmt") in average in 2013 to an average of \$97/dmt in 2014 and increasing from \$39/dmt in the end of 2015 to \$81/dmt by the end of 2016. Iron ore was internationally trading at an average of approximately \$58/dmt in 2016.

Worldwide prices for iron ore have been mainly determined via a spot pricing mechanism and the sales prices for the products sold by Ferrous Resources are generally determined based on market price indices considered as reference for the seaborne iron ore market.

A number of factors beyond Ferrous Resources' control will impact contract and spot iron ore prices and the price which Ferrous Resources may receive for its iron ore production, most notably the levels of worldwide steel production and demand for steel products, the level of worldwide production of iron ore products, the relationship between the major iron ore producers and consumers and government tariffs.

More recently, oversupply in the global markets for iron ore contributed to a steep decline in price levels for iron ore of the grades produced at Esperança and Santanense (two of Ferrous Resources' properties) falling below the level necessary to make continuation of mining activities at these properties at current conditions economically viable. In March 2015 the Esperança and Santanense mines ceased production and were put in care and maintenance.

If iron ore oversupply levels continue to keep prices at depressed levels or decline further or if transportation, port, agency or processing costs were to increase or fail to decline in proportion to the reduction in iron ore prices, Ferrous Resources may not be able to economically produce and sell iron ore from its Viga mine which could result in Ferrous Resources delaying, suspending, reducing or ceasing production activities, which would have a material adverse effect on our Mining segment's business, results of operations, financial condition and prospects.

Ferrous Resources has limited cash available and is currently not profitable.

Ferrous Resources' cash and cash equivalents was \$14 million at December 31, 2016. Ferrous Resources' Viga mine, which is currently its only operating mine, is operating at levels of profitability that are not able to support Ferrous Resources' cash needs. There is no assurance that Ferrous Resources will not run out of cash in the near future resulting in a material adverse effect on our Mining segment's results of operations and financial condition.

The iron ore industry is intensely competitive and Ferrous Resources may experience pricing pressure and have difficulty effectively competing with other iron ore mining companies.

The iron ore industry is characterized by intense competition and a high level of market concentration. Ferrous Resources competes with a number of large international mining companies, many of which have mineral and financial resources

substantially greater than those of Ferrous Resources. Industry competitors may acquire additional exploration rights over iron ore deposits, with an added advantage of scale in their businesses, reduced costs and proprietary logistics systems and may engage in pricing or other financial or operational practices that will increase competitive pressure on Ferrous Resources. Competition from foreign direct investment in Ferrous Resources' domestic competitors or continued market concentration could result in Ferrous Resource experiencing difficulty establishing or increasing market share and could have a material adverse effect on our Mining segment's business, results of operations, financial condition.

In addition, if iron ore prices decline further or remain depressed for an extended period, Ferrous Resources may no longer be able to fund its current operations and be forced to suspend or cease operations. Any such suspension or termination in operations will require substantial suspension or shutdown costs including social, environmental remediation and contract breakage costs. Such costs may exceed the cash available to Ferrous Resources without sales of its core mining assets. Asset sales effected in a market downturn typically do not result in favorable prices and could result in the complete liquidation of Ferrous Resources without fully satisfying its remaining obligations.

Exchange rate instability and changes in the value of the Brazilian real relative to the U.S. dollar and other foreign currencies may adversely affect our Mining segment's financial condition and results of operations.

The Brazilian currency has been devalued frequently over the past four decades. Throughout this period, the Brazilian government has implemented various economic plans and exchange rate policies, including sudden devaluations, periodic small devaluations (during which the frequency of adjustments has ranged from daily to monthly), exchange controls, dual exchange rate markets and a floating exchange rate system. From time to time, there have been significant fluctuations in the exchange rate between the Brazilian currency and the U.S. dollar and other currencies. For example, the Brazilian real hit a six-year high of R\$1.5375 to US\$1.00 in July 2011 and a 13-year low of R\$4.1949 to US\$1.00 in September 2015. There can be no assurance that the currency will not fall in value against the U.S. dollar in the future.

Depreciation of the Brazilian real against the U.S. dollar could create additional inflationary pressures in Brazil. Depreciation generally makes it more difficult to access foreign financial markets and may prompt government intervention, including recessionary economic policies. Conversely, appreciation of the Brazilian real against the U.S. dollar may lead to the deterioration of Brazil's current account and balance of payments as well as hinder the growth of exports.

Ferrous Resources' functional and reporting currency is the U.S. dollar. Ferrous Resources expects that most of its revenues will be denominated in U.S. dollars, while most of its costs (other than expenses related to debt servicing, which are likely to be U.S. dollar-denominated) will be denominated in Brazilian reais. Ferrous Resources also expects to hold certain assets and incur certain liabilities in other foreign currencies. Consequently, increases in the value of the Brazilian real and other foreign currencies relative to the U.S. dollar may result in a reduction in Ferrous Resources' reported profits. In addition, because Ferrous Resources' functional currency is the U.S. dollar, both at a consolidated and operating company level, Ferrous Resources must translate Brazilian real denominated assets and liabilities into U.S. dollars. To do so, non-U.S. dollar denominated monetary assets and liabilities are translated into U.S. dollars using the closing exchange rate at the date of the balance sheets. Consequently, increases or decreases in the value of the U.S. dollar versus the Brazilian real and other foreign currencies may affect Ferrous Resources' assets and liabilities in Ferrous Resources' balance sheets. Depreciation of the U.S. dollar versus such foreign currencies will increase the value of assets and liabilities on Ferrous Resources' balance sheets while appreciation of the U.S. dollar versus such foreign currencies will decrease the value of assets and liabilities on Ferrous Resources' balance sheets. Appreciation of the Brazilian real against the U.S. dollar would cause Ferrous Resources' projected capital and operating costs (as expressed in U.S. dollars) to increase. Any of the foregoing could adversely affect our Mining segment's business, financial condition and results of operations.

Our Mining segment may experience delays in implementing its Viga mining plan or may not be able to implement it in its current form.

Ferrous Resources may experience delays in implementing its Viga mining plan due to capital constraints. While Ferrous Resources currently either owns or has access to the required areas to develop the Viga 21 Project, which covers a total of approximately 2,671 metric acres, part of the project area is subject to judicial proceedings relating to challenges over possession rights in such areas. The disputed areas cover approximately 4.7 metric acres. Ferrous Resources intends to request the Brazilian National Department of Mineral Production ("DNPM") to grant easements over the areas to Ferrous Resources and will seek other legal measures to retain possession of such areas. However, there can be no assurances that the DNPM will grant such easements or that Ferrous Resources will be successful in retaining possession of the areas within the timeframe required by Ferrous Resources' business plan. If Ferrous Resources is unsuccessful in its efforts to secure such rights, it would limit its ability to mine the ore reserves at the Viga Property.

Our Mining segment's business plans will require substantial capital investment. Actual capital expenditure requirements may be higher than expected and Ferrous Resources may have difficulty obtaining required financing.

Ferrous Resources will need to make substantial capital investments in order to develop the Viga 17 Project and related

processing and infrastructure. Ferrous Resources currently projects that implementing the Viga 17 Project will require total capital expenditures of approximately \$1.0 billion. Ferrous Resources intends to make such capital investments in the Viga 17 Project only if it is successful in raising the necessary equity and debt financing to fund such capital expenditures. As of the date of this Report, Ferrous Resources has not secured the necessary additional equity and debt financing to fund the capital expenditures.

There can be no assurance that Ferrous Resources will be successful in raising the equity or debt financing necessary to complete the Viga 17 Project in a timely manner, on commercially acceptable terms or at all. In addition, Ferrous Resources may also have to raise financing in excess of that anticipated to complete the Viga 17 Project if there are cost overruns.

Ferrous Resources is also actively considering a number of strategies to increase profitability. To the extent that Ferrous Resources decides to implement these or other projects, Ferrous Resources' capital expenditure requirements could increase. To the extent the capital expenditures required to implement any of these projects exceed available cash flow, Ferrous Resources may have to maintain bank debt at higher levels or for a longer period of time than currently anticipated. Moreover, if bank debt is not available on acceptable terms, or at all, Ferrous Resources may be unable to undertake these projects.

Ferrous Resources' longer term capital expenditure requirements may prove to be significantly higher than its projected capital expenditure requirements, including due to the occurrence of identified potential contingencies.

If Ferrous Resources' capital expenditure requirements prove to be significantly higher than expected it could have a material adverse effect on our Mining segment's ability to realize its business plan and on its business, results of operations and financial condition. In addition, if Ferrous Resources fails to generate or obtain sufficient capital resources to establish, develop and operate its business, its business could fail, or Ferrous Resources could be forced to reduce or delay capital expenditures, sell assets or re-structure future indebtedness, which could materially and adversely affect our Mining segment's business, results of operations, financial condition.

Our Mining segment may not be able to maintain the mining, environmental or other licenses and authorizations necessary to conduct iron ore exploration, mining and production activities.

The licensing regime in Brazil for the exploration, extraction and production of minerals is governed primarily by the Brazilian Mining Code ("Mining Code") and regulations issued thereunder. The conduct of exploration, mining or mineral processing activities in Brazil requires numerous permits, licenses and authorizations from various Brazilian government agencies, including the DNPM, and relevant state environmental agencies at each phase of mining activity. Ferrous Resources holds all of the mining, environmental licenses and water extraction permits and/or authorizations required to conduct its current mining and processing activities, as well as the licenses, permits and authorizations required for the construction and implementation of its planned Viga 17 Project, but not all of the required licenses, permits or authorizations for the projects not included in Ferrous Resources' immediate plans. Further, Ferrous Resources' licenses, permits and/or authorizations may be revoked if Ferrous Resources fails to comply with certain prescribed requirements. There can be no assurance that Ferrous Resources will be able to obtain or maintain the necessary licenses, permits and/or authorizations to implement its business plan on a timely or favorable basis, or at all and any failure to do so could have a material adverse effect on our Mining segment's business, results of operations, financial condition.

Our Mining segment may experience difficulties or delays in accessing transportation infrastructure necessary in order for it to transport or export iron ore products at a commercially viable price, or at all.

In order for Ferrous Resources to achieve its objective of becoming a large-scale iron ore producer and exporter, it will need to ensure it can transport iron ore product to a port at a commercially viable price for onward export by sea. Ferrous Resources currently has short-term access to certain port and rail facilities and is exporting some of its production, but this is not a guarantee that Ferrous Resources will continue to have such access to port and rail on a long-term basis. Ferrous Resources does not currently have long-term port and rail agreements in place and may not be able to finalize such agreements to secure transport of its product to export markets at commercially viable costs or at all.

Delays to Ferrous Resources' ability to secure long-term port or rail agreements at commercially reasonable levels would likely result in delays to Ferrous Resources commencing large-scale export activities. Depending on international iron ore prices, this might have a corresponding adverse impact on revenue generation and cash flow from operating activities. Unforeseen difficulties in securing access to the planned transportation infrastructure owned by third parties could also result in our Mining segment's operating expenditures being higher than projected.

Our Mining segment's operations are subject to extensive environmental risks inherent to the mining and iron ore processing industry.

Ferrous Resources' operations are or may become subject to potential risks and liabilities associated with pollution of the environment and the disposal of waste products that may occur as a result of its mineral exploration, development and production, including damage to preservation areas, over-development or extraction and accidental spills and leakages. Such

potential liabilities include not only the obligation to remedy environmental damage and indemnify affected third parties, but also the imposition of court judgments, administrative penalties and criminal sanctions against Ferrous Resources and its employees and executive officers. Ferrous Resources has also conducted environmental reclamation work in certain of its properties as a result of inherited environmental problems caused by historic mining activities, and is required to conduct ongoing work agreed with Brazilian environmental authorities as a result of its current operations. As Ferrous Resources conducts this reclamation work, or if it is required to complete more extensive work as a result of new or revised regulatory requirements, Ferrous Resources may experience increased costs and limited production at these sites and may be required to complete such reclamation work before it receives any financial returns from its properties. In addition, if Ferrous Resources is unable to fully remedy an environmental problem, it may be required to suspend operations or enter into interim compliance measures pending completion of the required remedy which may result in increased costs and reduced production rates.

During the conduct of its operations, Ferrous Resources is subject to regular inspections and spot checks by various regulators, including the DNPM and environmental regulators, and reporting requirements for a range of issues relating to environmental pollution. Ferrous Resources must also comply with maximum acceptable concentrations, as determined by the Brazilian state authorities, for air quality, water quality, soils and sediments. Any issues identified in such inspections or reporting processes and/or any breach of these requirements could have a material adverse effect on our Mining segment's business, results of operations, financial condition.

Our Mining segment's mineral resources are based on estimates and it may not be able to convert them into reserves or actual production.

Ferrous Resources' mineral resources are based on estimates only, and no assurance can be given that the estimated quantities or grades of iron ore will be converted into reserves at the anticipated conversion rates or at all, or that particular levels of recovery and production of iron ore will be realized. Calculation of mineral resource estimates is a subjective process of approximation of underground mineral deposits that cannot be measured in an exact manner, and the accuracy of any resource estimate is a function of the quality of available data and engineering and geological interpretation and judgment. The estimates of Ferrous Resources' mineral resources have been derived on the basis of assays of drilled samples to which established methods of estimating measured, indicated and inferred mineral resources have been applied. However, there is uncertainty in any mineral resource estimate and subsequent results of actual mining and production operations may lead to revisions of initial estimates or to the realization that the mineral resource estimates do not convert into proven or probable reserves at the expected conversion rates or at all. Moreover, fluctuations in the market price of iron ore, reduced recovery rates or increased production costs due to inflation or other factors may render resources uneconomically viable to extract. The estimated mineral resources should not be interpreted as an assurance of reserves of the commercial viability, potential or profitability of any future operations. If the estimated mineral resources prove inaccurate, this would have a material adverse effect on our Mining segment's business, operating results, financial condition.

Our Mining segment may face uncertainties relating to the identification of viable ore bodies at future exploration sites.

Ferrous Resources may need to identify, access and develop additional mineral deposits, resources and reserves in order to continue its mining activities beyond what is envisaged in its current business plan upon the depletion of the anticipated mineral resources at its properties. Future exploration programs may fail to result in the development of resources and reserves or in the expansion or replacement of reserves depleted by production. Any mineral exploration program requires locating economically viable ore bodies, identifying appropriate metallurgical processes, obtaining required governmental permits and constructing mining and processing facilities. No assurance can be given that any mineral exploration program that Ferrous Resources may choose to develop will result in the discovery of new resources and reserves or the establishment or continuation of an economically viable mine.

Our Mining segment's ability to construct and implement its projects depends on the provision of important services and equipment by third parties.

Ferrous Resources depends heavily on third-party contractors and consultants for the provision of certain services, such as project management, engineering, construction, process design and planning, as well as third-party providers of mining equipment in order to develop its properties and conduct its operations. Ferrous Resources has entered into, or is in the process of negotiating, arrangements for certain of these services, such as process design and engineering; however, there can be no assurance that Ferrous Resources will be able to secure on a timely manner or on commercially acceptable terms or at all the provision of all the services that it will need to be successful or that the arrangements it does enter into will be sufficient for Ferrous Resources' future needs or will not be interrupted or cease altogether. In particular, certain of Ferrous Resources' equipment rental and other service contracts may be terminable at will by the service provider.

In addition, certain of the services required for Ferrous Resources' operations and strategic developments are or may in the future be available on commercially reasonable terms only from a limited number of providers. In particular, Ferrous Resources may encounter difficulty in securing the services of specialized contractors due to high demand for those services resulting from

significant competition from other mining companies operating in the Iron Ore Quadrangle in the State of Minas Gerais, Brazil. Ferrous Resources' business may be negatively affected by the failure or delay of third parties in supplying these services, by any change to the terms on which these services are made available by third-party providers or by third-party providers failing to provide services that meet Ferrous Resources' quality requirements.

If Ferrous Resources is forced to change a provider of such services, it may experience additional costs, interruptions to supply continuity or other adverse effects on its business. There also can be no assurance that Ferrous Resources would be able to find adequate replacement services on a timely basis or at all. Should Ferrous Resources be unable to acquire or retain providers of key services on favorable terms, or should there be interruptions to, or inadequacies with, any services provided, this could have a material adverse effect on our Mining segment's business, results of operations, financial condition.

Our Mining segment's compliance with health and safety laws may require increased capital expenditures, and non-compliance may subject it to significant penalties.

Ferrous Resources is required to comply with a range of health and safety laws and regulations in connection with its business activities. A violation of health and safety laws relating to a mine, or at a processing or other plant, or a failure to comply with the instructions of the relevant health and safety authorities, could lead to, amongst other things, a temporary shutdown of all or a portion of the mine or of a processing or other plant; a loss by Ferrous Resources of its right to mine or operate a processing or other plant, or the imposition of costly compliance measures. If health and safety authorities require Ferrous Resources to shut down all or a portion of a mine or a processing or other plant or to implement costly compliance measures, whether pursuant to existing or new health and safety laws and regulations, or the more stringent enforcement of existing laws and regulations, such measures could have a material adverse effect on our Mining segment's business, results of operations, financial condition.

Our Mining segment's surface rights, mineral rights or ownership rights to companies holding mineral rights or surface rights, have been and may in the future be challenged by prior owners, bankruptcy trustees and creditors of prior owners, among others, and may give rise to various successor liabilities.

Some of Ferrous Resources' surface rights and mineral rights which Ferrous Resources has acquired in the past have been the subject of disputes by third parties challenging Ferrous Resources' or a previous owner's ownership rights. Companies, surface rights and mineral rights that Ferrous Resources acquires in the future may be or become subject to similar claims. Third parties may have known or unknown valid claims relating to portions of Ferrous Resources' interests, including prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In particular, Ferrous Resources has acquired, and may acquire, companies, surface rights or mineral rights that are the subject of debt restructuring or bankruptcy proceedings. Under Brazilian law, claims may be brought challenging subsequent transfers of assets or rights that were previously subject to or indirectly involved in debt restructuring or bankruptcy proceedings, or attempting to link the debt restructuring or bankruptcy proceedings and such subsequent transfers.

If historical transfers are successfully challenged or if Ferrous Resources is unsuccessful in defending against easement or adverse possession claims or other unknown successor liabilities, it risks losing its ownership interest in such assets or rights, having its ability to use them impeded or becoming liable for unanticipated liabilities or penalties, each of which could have a material adverse effect on our Mining segment's business, financial condition, results of operations.

Our Mining segment's business is subject to the risk of operational disruptions, damage to property or injury to persons.

Ferrous Resources' business operations, like those of other mining companies, are subject to a number of risks and hazards, including industrial and railway accidents, rock falls, environmental hazards, power outages, equipment failures, unusual or unexpected geological conditions, severe weather conditions and other natural phenomena or "acts of God." Ferrous Resources already engages and intends to continue to engage primarily in open pit mining of its mineral rights areas. In conducting and developing its open pit mining operations, Ferrous Resources must from time to time take certain measures to prepare the mineral rights areas including environmental reclamation, excavation, clearing and pit wall support works. Hazards associated with preparatory mining works and open pit mining include accidents involving the operation of open pit mining and rock transportation equipment, the preparation and ignition of large-scale open pit blasting operations, the collapse of open pit walls and the flooding of open pits. Ferrous Resources' operations currently require the removal of groundwater during mining, which may give rise to additional hazards including, but not limited to, accidents and flooding.

Ferrous Resources also faces risks with respect to its processing activities. Hazards associated with processing include the risk of accidents caused by operating crushing and concentrating plants and equipment.

Ferrous Resources may experience mine or plant shutdowns or periods of reduced production as a result of any of the above factors. Such factors could also result in material damage to, or the destruction of, mineral properties or production facilities, human exposure to pollution, personal injury or death, environmental and natural resource damage, delays in mining, delays in shipment, monetary losses and possible legal liability, each of which could have a material adverse effect on our

Mining segment's business, results of operations, financial condition.

Our Mining segment may face uninsured costs and liabilities.

Ferrous Resources, as a participant in exploration and mining programs, may become subject to liability for hazards for which it cannot be insured, which could exceed policy limits or against which it may elect not to be insured due to high premium costs. These risks include but are not limited to industrial accidents, railway accidents, rock falls, environmental hazards, power outages, equipment failures, unusual or unexpected geological conditions, severe weather conditions and other natural phenomena or "acts of God." These events may damage or destroy mining properties, production facilities, transport facilities and equipment, as well as lead to personal injury or death, environmental damage, waste from intermediary products or resources, mining, production or transportation delays and monetary losses or legal liability. There is no assurance that Ferrous Resources will be able to rebuild damaged property in a timely manner or at all.

Ferrous Resources has limited insurance coverage for most of its plant and facilities, for business interruption, for third-party liability in respect of property and for environmental damage arising from accidents on its property or relating to its operations. Ferrous Resources intends to obtain additional comprehensive insurance coverage in the future in relation to its sites to the extent Ferrous Resources believes necessary as Ferrous Resources further develop its mining projects. However, there is no guarantee that Ferrous Resources will be able to secure adequate levels of insurance coverage on economically viable terms or at all. Moreover, there is no assurance that Ferrous Resources will be able to maintain existing levels of insurance in the future at rates it considers to be reasonable. To the extent that Ferrous Resources is unable, or elects not, to obtain full insurance coverage, there is a risk that losses and liabilities arising from such events could significantly increase its costs and have a material adverse effect on our Mining segment's business, results of operations, financial condition.

Our Mining segment's financial condition may be adversely affected by changes in applicable taxation regimes or in the taxation residence.

The board of directors of Ferrous Resources currently conducts and intends to continue to conduct the affairs of Ferrous Resources in a manner such that it is treated as resident in the Isle of Man for Isle of Man tax purposes. This means, broadly, that Ferrous Resources' profits, income and gains will be subject to the Isle of Man tax regime. Any dividends paid Ferrous Resources will be regarded as Isle of Man dividends.

It is possible that in the future, whether as a result of a change of law or the practice of any relevant tax authority, or as a result of any change in the management or the conduct of Ferrous Resources' affairs, it could become, or be treated as having become, resident in a jurisdiction other than the Isle of Man, therefore becoming subject to the tax regime of a jurisdiction other than the Isle of Man. This could materially adversely affect our Mining segment's operations.

Fluctuations in the global economy may have an adverse effect on the Brazilian economy and our Mining segment's operations.

Brazil's economy is influenced, to varying degrees, by economic and market conditions in the global economy, both in other emerging markets and in developed countries, and especially other Latin American countries. The reaction of investors to developments in one country may cause the capital markets in other countries to fluctuate. Continuing uncertainty can reduce the confidence of international investors and bring volatility to the markets. Recent economic uncertainty and volatility appears to have impaired parts of the global economy and, indirectly, the growth of emerging markets, including Brazil, which have recently experienced slower growth. Negative effects of the global economy and the Brazilian economy could lead to reduced liquidity, crashes in the credit markets and economic recession or decelerated growth in Brazil, which in turn could negatively affect our Mining segment's business, results of operations, financial condition.

In addition, as Brazil is a major producer and exporter of metal and agricultural products, the Brazilian economy is especially vulnerable to declines in world commodity prices and the imposition of import tariffs by the United States, the European Union or other major export markets, such as China. An increase in import tariffs may decrease demand for products exported by Brazilian companies. Any such developments may have a negative effect on the Brazilian economy and thus on our Mining segment's business, results of operations, financial condition.

All of the operations of our Mining segment are in Brazil or are related to Brazilian assets, and therefore Brazilian economic and political conditions may adversely affect our Mining segment's financial condition and results of operations.

All operations of Ferrous Resources are in Brazil or are related to Brazilian assets. Accordingly, its financial condition, results of operations and prospects are substantially dependent on Brazil' economy, which in the past has been characterized by frequent and occasionally drastic intervention by the Brazilian government as well as volatile economic cycles. Ferrous Resources' business, results of operations, financial condition and prospects may be adversely affected by, among others, the following economic, social and political conditions in Brazil:

- interest rate and currency exchange rate fluctuations;

- the supply and price of energy;
- inflation;
- exchange controls and restrictions (including restrictions on remittance of dividends);
- monetary policy;
- tax policy;
- environmental policy;
- policies impacting Brazil' logistical infrastructure;
- liquidity of domestic capital and lending markets;
- social and political instability;
- policies and actions to combat corruption and kickback practices; and
- other political, diplomatic, social and economic developments in or affecting Brazil.

The Brazilian government frequently intervenes to address various economic, social and political conditions occurring in Brazil and the Brazilian government has often changed monetary, taxation, credit, tariff and other policies to influence the Brazilian economy. For example, the Brazilian government actions to control inflation and stabilize the economy have in the past involved the setting of wage and price controls and fluctuation in the Brazilian Central Bank base interest rates, blocking access to bank accounts, imposing exchange controls and limiting imports into Brazil. Actions taken by the Brazilian government concerning the economy may have significant effects on Brazilian companies, including Ferrous Resources. For example, in the past, the Brazilian government maintained domestic price controls, and Ferrous Resources cannot assure you that price controls will not be re-imposed in the future, which could have a material adverse effect on our Mining segment. Our Mining segment's financial condition and results of operations may also be materially and adversely affected by the following factors and the Brazilian government actions in response to them:

- interest rate and currency exchange rate fluctuations;
- the supply and price of energy;
- inflation;
- exchange controls and restrictions (including restrictions on remittance of dividends);
- monetary policy;
- tax policy;
- environmental policy;
- policies impacting Brazil' logistical infrastructure;
- liquidity of domestic capital and lending markets;
- social and political instability;
- policies and actions to combat corruption and kickback practices; and
- other political, diplomatic, social and economic developments in or affecting Brazil.

Ferrous Resources has no control over these factors, and cannot predict what policies or actions the Brazilian government may take in the future and whether these policies will negatively affect the economy and our Mining segment's business, financial condition and results of operations.

Uncertainty over whether the Brazilian government will implement changes in policies or regulations affecting these or other factors in the future may contribute to economic uncertainty in Brazil and to heightened volatility of Brazilian companies. Historically, the political situation in Brazil has impacted the performance of the Brazilian economy. Past political crises have affected the confidence of investors and the public, generally resulting in an economic slowdown and volatility of securities offered by Brazilian companies. The current political situation in Brazil is highly uncertain, diminishing expectations for a near term recovery of its economy.

Food Packaging

Viskase faces competitors that are better capitalized than it is, and the continuous-flow nature of the casings manufacturing process forces competitors to compete based on price in order to maintain volume, which could adversely affect our Food Packaging operations.

Viskase faces competition in the United States and internationally from competitors that may have substantially greater financial resources than it has. The cellulosic casings industry includes competitors that are larger and better capitalized than Viskase is. Currently, Viskase's primary competitors include Viscofan, S.A., Kalle Nalo GmbH and VT Holding Group, although new competitors could enter the market or competing products could be introduced. The continuous-flow nature of the casings manufacturing process has historically required competitors in its industry to compete based on price in order to maintain volume, which could result in lower pricing. Viskase believes the current and planned cellulosic production capacity in its industry exceeds global demand, and will continue to do so in the near term. Viskase attempts to differentiate its products

on the basis of product quality and performance, product development, service, sales and distribution, but Viskase and competitors in its industry have used price as a competitive factor in an attempt to obtain greater volumes. If prices decline, Viskase may not be able to achieve profitability, whereas certain of its competitors who are better capitalized may be positioned to absorb such price declines. Any of these factors could adversely affect our Food Packaging operations.

Viskase receives its raw materials from a limited number of suppliers, and problems with its suppliers could impair its ability to meet its customers' product demands.

Viskase's principal raw materials, paper and pulp, constitute an important aspect and cost factor of its operations. Viskase generally purchases its paper and pulp from a single source or a small number of suppliers. Any inability of its suppliers to timely deliver raw materials or any unanticipated adverse change in its suppliers could be disruptive and costly to Viskase. Viskase's inability to obtain raw materials from its suppliers would require it to seek alternative sources. These alternative sources may not be adequate for all of Viskase's raw material needs, nor may adequate raw material substitutes exist in a form that its processes could be modified to use. These risks could materially and adversely affect our Food Packaging operations.

Viskase's failure to efficiently respond to industry changes in casings technology could jeopardize its ability to retain its customers and maintain its market share.

Viskase and other participants in its industry have considered alternatives to cellulosic casings for many years. As resin technology improves or other technologies develop, alternative casings or other manufacturing methods may be developed that threaten the long-term sustainability and profitability of Viskase's cellulosic casings, which is its core product, and its fibrous casings. Viskase's failure to anticipate, develop or efficiently and timely integrate new technologies that provide viable alternatives to cellulosic casings, including plastic and film alternatives, may cause it to lose customers and market share to competitors integrating such technologies, which, in turn, would negatively impact our Food Packaging operations.

Sales of Viskase's products could be negatively affected by problems or concerns with the safety and quality of food products.

Viskase could be adversely affected if consumers in the food markets were to lose confidence in the safety and quality of meat or poultry products, particularly with respect to processed meat or poultry products for which casings are used, such as hot dogs, deli meats and sausages. Outbreaks of, or even adverse publicity about the possibility of, diseases such as avian influenza and "mad cow disease," food-borne pathogens, such as E. coli and listeria, and any other food safety problems or concerns relating to meat and poultry products may discourage consumers from buying such products. These risks could also result in additional governmental regulations, or cause production and delivery disruptions or product recalls. Each of these risks could adversely affect our Food Packaging operations.

Business interruptions at any of Viskase's production facilities could increase its operating costs, decrease its sales or cause it to lose customers.

The reliability of Viskase's production facilities is critical to the success of its business. In recent years, Viskase has streamlined its productive capacity to be better aligned with its sales volumes. At current operating levels, Viskase has little or no excess production capacity for certain products. If the operations of any of its manufacturing facilities were interrupted or significantly delayed for any reason, including labor stoppages, Viskase may be unable to shift production to another facility without incurring a significant drop in production. Such a drop in production would negatively affect its sales and its relationships with its customers.

Viskase's international sales and operations expose it to political and economic risks in foreign countries, as well as to risks related to currency fluctuations, all of which could impair its ability to do business at the international level.

Viskase currently has manufacturing or sales and distribution centers in six foreign countries: Brazil, France, Italy, Mexico, Philippines and Poland. Its international sales and operations may be subject to various political and economic risks, including, but not limited to, possible unfavorable exchange rate fluctuations or hyperinflation; changes in a country's or region's political or economic conditions; governmental regulations, including import and export controls; tariffs; limits on the repatriation of funds; and taxes. Viskase's sales to customers located outside the United States generally are subject to taxes on the repatriation of funds. In addition, international operations in certain parts of the world may be subject to international balance of payments difficulties that may raise the possibility of delay or loss in the collection of accounts receivable from sales to customers in those countries. Historically, net sales to customers located outside the United States represent the majority of Viskase's total net sales.

Should any of these risks occur, it could impair Viskase's ability to export its products or conduct sales to customers located outside of the United States and result in a loss of sales and profits from its international operations.

Continued consolidation of Viskase's customers and increasing competition for those customers may put pressure on its sales volumes and revenues.

In recent years, the trend among Viskase's customers has been towards consolidation within the meat processing industry. These consolidations have enhanced the purchasing power of its customers who, not being contractually obligated to purchase its products, tend to exert increased pressure with respect to pricing terms, product quality and new products. As Viskase's customer base continues to consolidate, the already high level of competition for the business of fewer customers is expected to intensify. If Viskase does not continue to enhance the value of its product offering in a way that provides greater benefit to its customers, Viskase's sales volumes and revenues could decrease.

Viskase's intellectual property rights may be inadequate or violated, or it may be subject to claims of infringement, both of which could negatively affect its financial condition.

Viskase relies on a combination of trademarks, patents, trade secret rights and other rights to protect its intellectual property. Viskase's trademark or patent applications may not be approved and its trademarks or patents may be challenged by third parties. Viskase cannot be certain that the steps it has taken will prevent the misappropriation of its intellectual property, particularly in foreign countries where the laws may not protect its rights as fully as the laws of the United States. From time to time, it has been necessary for Viskase to enforce its intellectual property rights against infringements by third parties, and Viskase expects to continue to do so in the ordinary course of its business. Viskase also may be subjected to claims by others that it has violated their intellectual property rights. Even if Viskase prevails, third party-initiated or company-initiated claims may be time consuming and expensive to resolve, and may result in a diversion of Viskase's time and resources. The occurrence of any of these factors could diminish the value of its trademark, patent and intellectual property portfolio, increase competition within its industry and negatively impact its sales volume and revenues.

A substantial portion of Viskase's business is conducted through foreign subsidiaries, and its failure to generate sufficient cash flow from these subsidiaries, or otherwise repatriate or receive cash from these subsidiaries, could result in its inability to repay its indebtedness.

Viskase's sales to customers located outside the United States are conducted primarily through subsidiaries organized under the laws of jurisdictions outside of the United States. Viskase's ability to meet its debt service obligations with cash from foreign subsidiaries will depend upon the results of operations of these subsidiaries and may be subject to contractual or other restrictions and other business considerations. In particular, to the extent Viskase's foreign subsidiaries incur additional indebtedness to expand its operations, the ability of its foreign subsidiaries to provide us cash may be limited. In addition, dividend and interest payments to Viskase from its foreign subsidiaries may be subject to foreign withholding taxes, which would reduce the amount of funds it receives from such foreign subsidiaries. Dividends and other distributions from Viskase's foreign subsidiaries may also be subject to fluctuations in currency exchange rates and restrictions on repatriation, which could further reduce the amount of funds it receives from such foreign subsidiaries.

Real Estate

Economic downturns may have an adverse effect on the real estate market more than on other industries and its recovery may lag behind the economy as a whole.

Sales of our residential units in New Seabury, Massachusetts and Florida rely heavily on favorable credit markets and a robust economy. Sale or leasing, including lease renewals, of the commercial properties in our net lease portfolio also rely heavily on financially healthy buyers and tenants. During economic downturns, the value of our real estate portfolio may decline. We cannot assure that our Real Estate operations will be able to recoup its investments in its residential properties or continue to sell or lease its commercial properties at profitable rates. If commercial real estate leases expire during an economic downturn, there can be no assurance that the renewed rents will equal or exceed prior rents, and cost of tenant improvements and other costs would adversely impact property values.

Our investment in property development may be more costly than anticipated.

Our Real Estate segment has invested and expects to continue to invest in unentitled land, undeveloped land and distressed development properties. These properties involve more risk than properties on which development has been completed. Unentitled land may not be approved for development. These investments do not generate any operating revenue, while costs are incurred to obtain government approvals and develop the properties. Construction may not be completed within budget or as scheduled and projected rental levels or sales prices may not be achieved and other unpredictable contingencies beyond the control of our Real Estate operations could occur. Our Real Estate segment will not be able to recoup any of such costs until such time as these properties, or parcels thereof, are either disposed of or developed into income-producing assets.

Our Real Estate operations may face adverse effects from tenant bankruptcies or insolvencies.

The bankruptcy or insolvency of tenants in our industrial and office properties may adversely affect the income produced by our properties. If a tenant defaults, our Real Estate operations may experience delays and incur substantial costs in enforcing its rights as landlord. If a tenant files for bankruptcy, our Real Estate operations cannot evict the tenant solely because of such bankruptcy. A court, however, may authorize a tenant to reject or terminate its lease with us. Our Real Estate operations may also incur additional vacancy and other re-tenanting expense.

Our Real Estate operations may be subject to environmental liability as an owner or operator of development and rental real estate.

Under various federal, state and local laws, ordinances and regulations, an owner or operator of real property may become liable for the costs of removal or remediation of certain hazardous substances, pollutants and contaminants released on, under, in or from its property. These laws often impose liability without regard to whether the owner or operator knew of, or was responsible for, the release of such substances. To the extent any such substances are found in or on any property invested in by us, our Real Estate segment could be exposed to liability and be required to incur substantial remediation costs. The presence of such substances or the failure to undertake proper remediation may adversely affect the ability to finance, refinance or dispose of such property. Our Real Estate segment generally conducts a Phase I environmental site assessment on properties in which it is considering investing. A Phase I environmental site assessment involves record review, visual site assessment and personnel interviews, but does not typically include invasive testing procedures such as air, soil or groundwater sampling or other tests performed as part of a Phase II environmental site assessment. Accordingly, there can be no assurance that any assessments conducted will disclose all potential liabilities or that future property uses or conditions or changes in applicable environmental laws and regulations or activities at nearby properties will not result in the creation of environmental liabilities with respect to a property.

A rising interest rate environment may reduce values of rental real estate properties.

A rising interest rate environment may negatively impact values and rental rates may not be able to be raised in a timely manner or at all in order to offset the negative impact on values of increasing rates.

Government regulations and legal challenges may delay the start or completion of our Real Estate segment's development activities, increase its expenses or limit its home building activities, which could have a negative impact on our Real Estate operations.

The approval of numerous governmental authorities must be obtained in connection with our Real Estate segment's development activities, and these governmental authorities often have broad discretion in exercising their approval authority. Our Real Estate segment incurs substantial costs related to compliance with legal and regulatory requirements. Any increase in legal and regulatory requirements may cause our Real Estate segment to incur substantial additional costs, or in some cases cause it to determine that the property is not feasible for development. Various local, state and federal statutes, ordinances, rules and regulations concerning building, zoning, sales and similar matters apply to and/or affect the housing industry. Governmental regulation affects construction activities as well as sales activities, mortgage lending activities and other dealings with home buyers. The industry also has experienced an increase in state and local legislation and regulations that limit the availability or use of land. Municipalities may also restrict or place moratoriums on the availability of utilities, such as water and sewer taps. In some areas, municipalities may enact growth control initiatives, which will restrict the number of building permits available in a given year. In addition, our Real Estate segment may be required to apply for additional approvals or modify its existing approvals because of changes in local circumstances or applicable law. If municipalities in which our Real Estate segment operates take actions like these, it could have an adverse effect on Real Estate operations by causing delays, increasing their costs or limiting their ability to operate in those municipalities. Further, our Real Estate segment may experience delays and increased expenses as a result of legal challenges to our proposed communities, whether brought by governmental authorities or private parties.

Home Fashion

WPH has had a history of sales declines, net losses and negative cash flow from operations. In 2011 WPH generated positive cash flows from operations for the first time since emerging from bankruptcy in 2005. WPH generated positive cash flows from operations in three of the subsequent five years after 2011. WPH can provide no assurance that it will generate income or provide positive cash flows from operations in the future.

WPH has had a history of significant net losses. In addition, our Home Fashion segment did not generate positive cash flows from its operations until 2011 since emerging from bankruptcy in 2005. Our Home Fashion segment generated positive cash flow from operating activities in three of the five years subsequent to 2011 primarily due to changes in working capital. In addition, the sale of a joint venture contributed to the positive cash flows from operating activities in 2013.

We can provide no assurance that our Home Fashion segment will generate income or generate positive cash flows from operating activities in the future. Unless WPH is able to generate positive cash flows from its operations, WPH may require external financing to operate its business.

In light of the recent operating performance and challenging industry conditions, our Home Fashion segment is considering various strategic alternatives which may include, without limitation, joint ventures, other forms of strategic alliances and/or a sale or divestiture of all or a significant portion of its assets.

In light of WPH's recent operating performance and challenging industry conditions, we are considering various strategic alternatives which may include, without limitation, joint ventures, other forms of strategic alliances, and/or a sale or divestiture of all or a significant portion of WPH's assets. We cannot determine whether any of these transactions will be consummated or, if so, upon what terms. Any sale of WPH may result in consideration that is materially less than the carrying value of our investment in WPH.

WPH has a limited operating history and acquired its business from the former owners through bankruptcy proceedings in 2005. Certain of the issues that contributed to WestPoint Stevens filing for bankruptcy continue to affect WPH's business operations and financial condition.

WPH commenced operations in August 2005 concurrent with the acquisition of assets from WestPoint Stevens as part of its bankruptcy reorganization. Certain of the issues that contributed to WestPoint Stevens' filing for bankruptcy, such as intense industry competition, the inability to produce goods at a cost competitive with overseas suppliers, the increasing prevalence of direct sourcing by principal customers and continued incurrence of overhead costs associated with an enterprise larger than the current business can profitably support, continue to exist and may continue to adversely affect our Home Fashion operations.

The home fashion industry is cyclical, seasonal and highly correlated to home sales.

The home fashion industry is both cyclical and seasonal, which affects WPH's performance. Traditionally, the home fashion industry is seasonal, with a peak sales season in the fall. In response to this seasonality, WPH increases its inventory levels during the first six months of the year to meet customer demands for the peak fall season. In addition, the home fashion industry is traditionally cyclical and WPH's performance may be negatively affected by downturns in consumer spending. The home fashion industry is also highly correlated to home sales, and WPH's performance has been negatively affected by the downturn in this market.

The loss of any of WPH's large customers could have an adverse effect on its business.

WPH has a significant concentration of customers. The loss of any of WPH's largest accounts, or a material portion of sales to those accounts, could have an adverse effect upon our Home Fashion segment's operations. See Item 1, "Business - Home Fashion," of this Report for further discussion regarding concentration of customers.

A substantial portion of WPH's sales are derived from licensed designer brands. The loss of a significant license could have an adverse effect on its business.

A substantial portion of WPH's sales is derived from licensed designer brands. Some of the licenses are automatically renewable for additional periods, provided that sales thresholds set forth in the license agreements are met. Under certain circumstances, these licenses can be terminated without WPH's consent due to circumstances beyond WPH's control. The license agreements for these designer brands generally are for a term of two or three years. The loss of a significant license could have an adverse effect upon WPH's business, which effect could be material to its business.

During 2010 and 2011 there was a global shortage of the principal raw materials WPH uses to manufacture its products, particularly cotton and cotton yarn that forced WPH to pay significantly more for those materials. Any similar or future shortages would increase WPH's cost of goods and cause WPH to increase its prices, which could have an adverse effect on WPH's operations, and, to the extent WPH is not able to pass the cost increases to its customers, the margins on WPH products will be decreased.

Any shortage in the raw materials WPH uses to manufacture its products could adversely affect WPH's operations. The principal raw materials that WPH uses in the manufacture of its products are cotton of various grades and staple lengths and polyester and nylon in staple and filament form. During 2010 and 2011, there was a global shortage of cotton and cotton yarn that forced WPH to pay significantly more for those materials. The shortages experienced resulted in the unwillingness of many producers to enter into long-term supply agreements, which resulted in increased price volatility. These shortages further resulted in increased prices for other raw materials, including polyester and nylon. WPH has not historically been able to pass all these cost increases to its customers through increased prices and, when that is the case, the margins on WPH's products have decreased. To the extent WPH increases the prices of its products to take into account any increased costs, WPH's sales may be negatively affected. Any shortage event may also impact the availability of raw materials, thereby adversely impacting the timing and volume of WPH net sales.

The home fashion industry is very competitive and WPH's success depends on its ability to compete effectively in its market.

The home fashion industry is highly competitive. WPH's future success will, to a large extent, depend on its ability to be a low-cost producer and to remain competitive. WPH competes with both foreign and domestic companies on the basis of price, quality and customer service. WPH's future success depends on its ability to remain competitive in the areas of marketing, product development, price, quality, brand names, manufacturing capabilities, distribution and order processing. Any failure to compete effectively could adversely affect WPH's sales and, accordingly, our Home Fashion operations. Additionally, the easing of trade restrictions over time has led to growing competition from low-priced products imported from Asia and Latin America. The lifting of import quotas in 2005 has accelerated the loss of WPH's market share.

WPH has a significant percentage of its products that are made overseas. There is no assurance that WPH will be successful in obtaining goods of sufficient quality on a timely basis and on advantageous terms. WPH is subject to additional risks relating to doing business overseas.

WPH has a significant percentage of its products that are made overseas and faces additional risks associated with these efforts. WPH currently has a manufacturing facility that it owns through a subsidiary in Bahrain. WPH also has a sourcing office in China and purchases from manufacturers in many foreign countries. WPH has limited experience in overseas procurement and, accordingly, WPH cannot assure you that it will be successful in obtaining goods of sufficient quality on a timely basis and on advantageous terms.

Recent civil unrest in Bahrain has not affected WPH's operations in that country to date, but we cannot assure you that future events in Bahrain, or the other foreign countries in which WPH has operations, will not have a material adverse effect on WPH's business, foreign assets or the cost or availability of its goods.

There has been consolidation of retailers of home fashion products that may reduce WPH's profitability.

The consolidation of retailers of consumer goods has resulted in certain retailers having a greater ability to secure more favorable terms from vendors. Retailers' pricing leverage has resulted in a decline in WPH's unit pricing and margins and resulted in a shift in product mix to more private label programs. If WPH is unable to diminish the decline in its pricing and margins, WPH may not be able to achieve profitability.

The retail industry in the United States is highly competitive and subject to the various economic cycles of consumer demand. WPH is subject to the retailers' demand for products as manifest by underlying consumer spending. WPH may incur adverse financial consequences if WPH's retail customers experience adverse financial results.

Retailers of consumer goods are dependent upon consumer spending. In turn, consumer spending is broadly a function of the overall economic environment. Given the weaknesses in the overall economy, and in the home sales market specifically, the level of consumer retail spending for home textile products is likely to decline, which would have an adverse impact on WPH's business and financial results. In the current unsettled economic environment, the indicators are that consumers are not purchasing discretionary goods to the extent they have in the past. To the extent that retailers of consumer goods are faced with financial difficulties due to weakened consumer demand, depending upon the amount of business that WPH does with any such customer, WPH's financial results may be adversely affected. This adverse impact could arise out of the potential recoverability of a receivable from a financially impaired retailer or from a customer doing less business with WPH. WPH believes it maintains adequate receivable reserves for specifically known events and an overall general provision for unknown circumstances. However, depending upon the magnitude of any future unknown event, these reserves may not be sufficient.

WPH is subject to various U.S. federal, state and local and foreign laws, rules and regulations. If WPH does not comply with these laws, rules and regulations, it may incur significant costs in the future to become compliant.

WPH is subject to various U.S. federal, state and local and foreign laws, rules and regulations governing, among other things, the discharge, storage, handling, usage and disposal of a variety of hazardous and non-hazardous substances and wastes used in, or resulting from, WPH's operations, including potential remediation obligations under those laws and regulations. WPH's operations are also governed by U.S. federal, state, local and foreign laws, rules and regulations relating to employee safety and health which, among other things, establish exposure limitations for cotton dust, formaldehyde, asbestos and noise, and which regulate chemical, physical and ergonomic hazards in the workplace. Although WPH does not expect that compliance with any of these laws, rules and regulations will materially adversely affect our Home Fashion operations, WPH cannot assure you that regulatory requirements will not become more stringent in the future or that WPH will not incur significant costs to comply with those requirements.

Holding Company

We may not be able to identify suitable investments, and our investments may not result in favorable returns or may result in losses.

Our partnership agreement allows us to take advantage of investment opportunities we believe exist outside of our operating businesses. The equity securities in which we may invest may include common stock, preferred stock and securities convertible into common stock, as well as warrants to purchase these securities. The debt securities in which we may invest may include bonds, debentures, notes or non-rated mortgage-related securities, municipal obligations, bank debt and mezzanine loans. Certain of these securities may include lower rated or non-rated securities, which may provide the potential for higher yields and therefore may entail higher risk and may include the securities of bankrupt or distressed companies. In addition, we may engage in various investment techniques, including derivatives, options and futures transactions, foreign currency transactions, "short" sales and leveraging for either hedging or other purposes. We may concentrate our activities by owning significant or controlling interest in certain investments. We may not be successful in finding suitable opportunities to invest our cash and our strategy of investing in undervalued assets may expose us to numerous risks.

We have entered into a covered affiliate agreement, pursuant to which we (and certain of our subsidiaries) have agreed, in general, to be bound by certain restrictions on our investments in any assets that the General Partners deem suitable for the Investment Funds, other than government and agency bonds, cash equivalents and investments in non-public companies. We and our subsidiaries, either alone or acting together with a group, will not be restricted from (i) acquiring all or any portion of the assets of any public company in connection with a negotiated transaction or series of related negotiated transactions or (ii) engaging in a negotiated merger transaction with a public company and, pursuant thereto, conducting and completing a tender offer for securities of the company.

We have made significant investments in the Investment Funds and negative performance of the Investment Funds may result in a significant decline in the value of our investments.

As of December 31, 2016, we had interests aggregating approximately \$1.7 billion in the Investment Funds. If the Investment Funds experience negative performance, the value of these investments will be negatively impacted, which could have a material adverse effect on our operating results, cash flows and financial position.

Our investments may be subject to significant uncertainties.

Our investments may not be successful for many reasons, including, but not limited to:

- fluctuations of interest rates;
- lack of control in minority investments;
- worsening of general economic and market conditions;
- lack of diversification;
- the success of the Investment Funds' activist strategies;
- fluctuations of U.S. dollar exchange rates; and
- adverse legal and regulatory developments that may affect particular businesses.

Item 1B. Unresolved Staff Comments.

None.

Item 2. Properties.

Automotive

Federal-Mogul

Federal-Mogul's world headquarters is located in Southfield, Michigan, which is a leased facility. Federal-Mogul's operations include 252 manufacturing facilities, technical centers, distribution and warehouse centers, and sales and administration office facilities worldwide at December 31, 2016. Approximately 57% of the facilities are leased; the majority of which are distribution centers, and sales and administration offices. Federal-Mogul owns the remainder of the facilities.

Federal-Mogul has entered into agreements with certain third party logistic providers to provide distribution services on its behalf. Federal-Mogul has also invested globally in multiple joint ventures of which it has significant manufacturing locations in Turkey and China.

The facilities range in size up to 700 thousand square feet. Federal-Mogul believes that substantially all of its facilities are in good condition and have sufficient capacity to meet its current and expected manufacturing and distribution needs.

Pep Boys

Pep Boys owns its five-story, approximately 300,000 square foot corporate headquarters in Philadelphia, Pennsylvania. Pep Boys also owns approximately 4,000 square feet of space in each of Melrose Park, Illinois and Bayamon, Puerto Rico. Pep Boys leases an administrative regional office of approximately 3,500 square feet in Los Angeles, California.

Of the 804 store locations operated by Pep Boys, 225 are owned and 579 are leased as of December 31, 2016 .

The following table sets forth certain information regarding the owned and leased warehouse space utilized by Pep Boys to replenish its store locations:

Location	Products Warehoused	Approximate Square Footage	Own/Lease	Stores Served	States Served
San Bernardino, CA	All	600,000	Lease	193	AZ, CA, NV, UT, WA
McDonough, GA	All	392,000	Own	230	AL, FL, GA, LA, NC, PR, SC, TN
Mesquite, TX	All	244,000	Own	79	AR, CO, LA, MO, NM, OK, TX
Plainfield, IN	All	403,000	Own	79	IL, IN, KY, MI, MN, OH, PA
Chester, NY	All	402,000	Own	196	CT, DE, MA, MD, ME, NH, NJ, NY, PA, RI, VA
Philadelphia, PA	Tires	54,000	Lease	61	DE, NJ, PA, VA, MD
Total		2,095,000			

IEH Auto

IEH Auto leases its corporate headquarters located in Kennesaw, Georgia, which is approximately 34,000 square feet. IEH Auto operates 288 store locations and 21 distribution centers located throughout the United States. IEH Auto leases all of its facilities with the exception of one store located in Oakwood, Virginia.

Warehouse locations range in size from approximately 20,000 square feet to 150,000 square feet. Store locations range from approximately 2,500 square feet to 65,000 square feet.

Energy

The following table contains certain information regarding CVR's principal properties:

Location	Acres	Own/Lease	Use
Coffeyville, KS	440	Own	CVR Refining: oil refinery and office buildings CVR Partners: fertilizer plant
Wynnewood, OK	400	Own	Oil refinery, office buildings, refined oil storage
East Dubuque, IL	210	Own	CVR Partners; fertilizer plant and fertilizer storage
Montgomery County, KS (Coffeyville Station)	20	Own	CVR Refining; crude oil storage
Montgomery County, KS (Broome Station)	20	Own	CVR Refining; crude oil storage
Cowley County, KS (Hooser Station)	80	Own	CVR Refining; crude oil storage
Cushing, OK	138	Own	CVR Refining; crude oil storage

CVR also leases property for its executive office located at 2277 Plaza Drive in Sugar Land, Texas. Additionally, other administrative office space is leased in Kansas City, Kansas.

As of December 31, 2016 , CVR's petroleum business owned crude oil storage capacity of approximately (i) 1.5 million barrels that supported the gathering system and the Coffeyville refinery, (ii) 0.9 million barrels at the Wynnewood refinery and (iii) 1.5 million barrels in Cushing, Oklahoma. The petroleum business leased additional crude oil storage capacity of approximately (iv) 2.2 million barrels in Cushing, (v) 0.2 million barrels in Duncan, Oklahoma and (vi) 0.1 million barrels at the Wynnewood refinery. In addition to crude oil storage, the petroleum business owned over 4.5 million barrels of combined refined products and feedstocks storage capacity. The nitrogen fertilizer business has the capacity to store approximately

160,000 tons of UAN and 80,000 tons of ammonia. CVR believes that its owned and leased facilities are sufficient for its operating needs.

Railcar

ARI's and ARL's headquarters are located in St. Charles, Missouri. ARI and ARL lease their facilities pursuant to lease agreements that expire December 31, 2021. ARI owns manufacturing facilities in Paragould Arkansas; Marmaduke, Arkansas; Jackson, Missouri; Kennett, Missouri; and Longview, Texas. As of December 31, 2016, ARI operates eight railcar services facilities and eleven mobile repair and mini repair shop facilities where it provides railcar repair and field services. Six of the railcar services facilities are owned and the remaining two are leased.

In addition to the corporate headquarters, ARL currently maintains four regional sales offices located through the United States and Canada, all of which are leased. On December 19, 2016, Icahn Enterprises entered into a definitive agreement to sell ARL to SMBC Rail. See Item 1, "Business - Railcar," for further discussion regarding the sale of ARL.

Gaming

Tropicana's corporate headquarters is located in Las Vegas, Nevada, which is leased office space. As of December 31, 2016, Tropicana owned and operates a diversified, multi-jurisdictional collection of casino gaming properties. The eight properties operated by Tropicana feature approximately 392,000 square feet of gaming space and 5,500 hotel rooms. The eight casino facilities Tropicana currently operates include two casinos in Nevada and one in each of Missouri, Mississippi, Indiana, Louisiana, New Jersey and Aruba.

Our wholly owned subsidiary, TER, owns the Trump Taj Mahal. The Trump Taj Mahal closed and ceased its casino and hotel operations on October 10, 2016. Trump Taj Mahal is located in Atlantic City, New Jersey and features approximately 160,000 square feet of gaming space with 2,500 slot machines, 130 table games and 2,000 hotel rooms. In addition, TER also owns an idled casino property in Atlantic City, New Jersey, Trump Plaza Hotel and Casino, which ceased operations in September 2014.

Metals

PSC Metals is headquartered in Mayfield Heights, Ohio, with additional corporate administrative offices located at its facility in Nashville, Tennessee. As of December 31, 2016, PSC Metals operated 31 recycling yards, three secondary plate storage and distribution centers, two secondary pipe storage and distribution centers, and two auto parts recycling warehouses. PSC Metals' facilities are strategically located in high-volume scrap metal markets throughout the Midwestern and Southeastern United States, placing PSC Metals in proximity to both suppliers and consumers of scrap metals. PSC Metals owns and operates one recycling yard in Arkansas, two in Georgia, one in Illinois, five in Missouri, eight in Ohio, two in Pennsylvania, and six in Tennessee and is a mill service provider at an owned property in Pennsylvania. PSC Metals leases two recycling yards in Missouri, three in Ohio, and one in Tennessee. PSC Metals owns plate storage facilities in Indiana and Michigan, and also leases a plate storage facility in Indiana. PSC Metals leases one auto recycling warehouse in Ohio and one in Tennessee. PSC Metals owns secondary steel pipe products storage centers in Ontario, Canada and Kentucky.

PSC Metals' corporate headquarters is leased, as is an administrative office located in Stoney Creek, Ontario, Canada.

Mining

Ferrous Resources' corporate headquarters is located in Belo Horizonte, Brazil, which is a leased office space. Since its formation, Ferrous Resources has acquired six iron mineral resource properties in Brazil: Viga, Esperança (Emesa), Serrinha, Santanense, Viga Norte and Jacuípe. All six iron mineral resource properties are located in the Brazilian states of Minas Gerais and Bahia.

Food Packaging

Viskase's headquarters is located in Lombard, Illinois. In addition, as of December 31, 2016, Viskase operated ten manufacturing facilities, six distribution centers and three service centers throughout North America, Europe, South America and Asia.

Real Estate

Our Real Estate segment is headquartered in New York, New York. Our rental real estate operations consist primarily of office and industrial properties, the majority of which are net leased to single corporate tenants. As of December 31, 2016, we owned 15 commercial rental real estate properties. These primarily consist of fee and leasehold interests in 12 states. In terms of square footage, approximately 80% of these properties are net-leased, 10% are operating properties and 10% are vacant as of December 31, 2016.

Our Real Estate segment's property development operations focuses primarily on the construction and sale of single-family and multi-family homes, lots in subdivisions and planned communities and raw land for future residential development. Our New Seabury development property in Cape Cod, Massachusetts and our Grand Harbor development property in Vero Beach, Florida include land for future residential development of approximately 272 and 1,128 units of residential housing, respectively.

Our Real Estate segment also operates golf and club operations near the property development operations at Cape Cod, Massachusetts and Vero Beach, Florida. The Club at each location include golf courses, fitness center, tennis facility, beach club and restaurants.

In addition, our Real Estate segment owns an unfinished development property and a partially developed casino, located on approximately 23 acres in Las Vegas, Nevada.

Home Fashion

WPH is headquartered in New York, New York. WPH owns and operates a manufacturing and distribution facility in Chipley, Florida. Through its wholly owned subsidiaries WPH owns and operates a manufacturing facility in Bahrain. WPH owns office and store space in Valley, Alabama and Lumberton, North Carolina where it operates two outlet stores, and leases store space for stores in Chipley, Florida, Foley, Alabama, Savannah, Dalton and Dawsonville, Georgia, Mount Pleasant, South Carolina, Vicksburg, Mississippi, Little Rock, Arkansas, Lancaster, Pennsylvania, and leases various additional office space.

Investment and Holding Company

Icahn Capital LP, Icahn Enterprises and Icahn Enterprises Holdings are headquartered in New York, New York.

Item 3. Legal Proceedings.

We are, and will continue to be, subject to litigation from time to time in the ordinary course of our business. We also incorporate by reference into this Part I, Item 3 of this Report, the information regarding the lawsuits and proceedings described and referenced in Note 17, "Commitments and Contingencies," to the consolidated financial statements as set forth in Item 8 of this Report.

Item 4. Mine Safety Disclosures.

Not applicable.

PART II

Item 5. Market for Registrant's Common Equity, Related Security Holder Matters and Issuer Purchases of Equity Securities.

Market Information

Icahn Enterprises' depositary units are traded on the NASDAQ Global Select Market ("NASDAQ") under the symbol "IEP." The range of high and low sales prices for our depositary units for each quarter during 2016 and 2015 are as follows:

2016	High	Low
First Quarter	\$ 67.46	\$ 44.43
Second Quarter	62.73	51.25
Third Quarter	59.90	48.00
Fourth Quarter	63.52	45.99
2015	High	Low
First Quarter	\$ 100.83	\$ 88.05
Second Quarter	93.12	86.05
Third Quarter	86.72	65.96
Fourth Quarter	80.92	61.30

Holder of Record

As of December 31, 2016, there were approximately 2,230 record holders of Icahn Enterprises' depositary units including multiple beneficial holders at depositories, banks and brokers listed as a single record holder in the street name of each respective depository, bank or broker.

There were no repurchases of Icahn Enterprises' depositary units during 2016 or 2015.

Distributions

On February 27, 2017, the Board of Directors of the general partner of Icahn Enterprises declared a quarterly distribution in the amount of \$1.50 per depositary unit, which will be paid on or about April 18, 2017 to depositary unitholders of record at the close of business on March 13, 2017. Depositary unitholders will have until April 5, 2017 to make an election to receive either cash or additional depositary units; if a holder does not make an election, it will automatically be deemed to have elected to receive the dividend in cash. Depositary unitholders who elect to receive additional depositary units will receive units valued at the volume weighted average trading price of the units on NASDAQ during the 5 consecutive trading days ending April 12, 2017. No fractional depositary units will be issued pursuant to the distribution payment. Icahn Enterprises will make a cash payment in lieu of issuing fractional depositary units to any holders electing to receive depositary units. Any holders that would only be eligible to receive a fraction of a depositary unit based on the above calculation will receive a cash payment.

During each of 2016 and 2015, we declared four quarterly distributions aggregating \$6.00 per depositary unit. Depositary unitholders were given the option to make an election to receive the distributions in either cash or additional depositary units; if a holder did not make an election, it was automatically deemed to have elected to receive the distributions in cash.

During 2016 and 2015, Mr. Icahn and his affiliates elected to receive a majority of their proportionate share of these distributions in depositary units. Mr. Icahn and his affiliates owned approximately 89.8% of Icahn Enterprises' outstanding depositary units as of December 31, 2016. Mr. Icahn and his affiliates have indicated that it is their present intention to elect to receive a majority of their proportionate share of future distributions in 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, the ratio of current assets to current liabilities, our expected capital and liquidity requirements, the provisions of our partnership agreement and provisions in our financing arrangements governing distributions, including the indentures governing the senior notes, 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.

Rights Offering

On January 10, 2017, Icahn Enterprises announced that the board of directors of its general partner approved a rights offering to raise proceeds of approximately \$600 million. The rights offering commenced in February 2017. The purposes of the rights offering are to (i) to enhance Icahn Enterprises' depositary unit holder equity; (ii) to endeavor to improve Icahn Enterprises' credit ratings; and (iii) to raise equity capital to be used for general partnership purposes. The rights offering, which expired on February 22, 2017, was fully subscribed with total basic subscription rights and over-subscription rights being exercised resulting in a total of 11,171,104 depositary units to be issued on or about March 1, 2017. As of March 1, 2017, there were 155,912,253 depositary units outstanding. Each depositary unitholder will be taxed on the unitholder's allocable share of Icahn Enterprises' taxable income.

Item 6. Selected Financial Data.

The following tables contain our selected historical consolidated financial data, which should be read in conjunction with our consolidated financial statements and the related notes thereto, and Management's Discussion and Analysis of Financial Condition and Results of Operations contained in this Annual Report on Form 10-K for the year ended December 31, 2016 (this "Report"). The selected financial data as of December 31, 2016 and 2015 and for the years ended December 31, 2016, 2015 and 2014 have been derived from our audited consolidated financial statements at those dates and for those periods, contained elsewhere in this Report. The historical selected financial data as of December 31, 2014, 2013 and 2012 and for the years ended December 31, 2013 and 2012 have been derived from our audited consolidated financial statements at those dates and for those periods, not contained in this Report.

The comparability of our selected financial data presented below is affected by various acquisitions. In 2012, we acquired a controlling interest in CVR Energy Inc., which was deemed a significant acquisition and has been consolidated as of May 4, 2012. Additionally, we acquired various other companies not deemed significant, some of which include Pep Boys and TER in 2016 and IEH Auto and Ferrous Resources in 2015.

	Icahn Enterprises					Icahn Enterprises Holdings				
	Year Ended December 31,					Year Ended December 31,				
	2016	2015	2014	2013	2012	2016	2015	2014	2013	2012

(in millions, except per unit data)

(in millions)

Statement of Operations Data:

Net sales	\$ 15,511	\$ 14,604	\$ 18,072	\$ 17,785	\$ 14,574	\$ 15,511	\$ 14,604	\$ 18,072	\$ 17,785	\$ 14,574
Other revenues from operations	1,958	1,386	1,250	988	951	1,958	1,386	1,250	988	951
Net (loss) gain from investment activities	(1,373)	(987)	(564)	1,694	343	(1,373)	(987)	(564)	1,694	343
Net (loss) income	(2,220)	(2,127)	(529)	2,444	762	(2,219)	(2,126)	(528)	2,444	763
Less: Net loss (income) attributable to non-controlling interests	1,092	933	156	(1,419)	(366)	1,092	933	156	(1,419)	(366)
Net (loss) income attributable to Icahn Enterprises/Icahn Enterprises Holdings	<u>\$ (1,128)</u>	<u>\$ (1,194)</u>	<u>\$ (373)</u>	<u>\$ 1,025</u>	<u>\$ 396</u>	<u>\$ (1,127)</u>	<u>\$ (1,193)</u>	<u>\$ (372)</u>	<u>\$ 1,025</u>	<u>\$ 397</u>

Net (loss) income attributable to Icahn Enterprises/Icahn Enterprises Holdings allocable to:

Limited partners	\$ (1,106)	\$ (1,170)	\$ (366)	\$ 1,005	\$ 379	\$ (1,116)	\$ (1,181)	\$ (368)	\$ 1,015	\$ 384
General partner	(22)	(24)	(7)	20	17	(11)	(12)	(4)	10	13
	<u>\$ (1,128)</u>	<u>\$ (1,194)</u>	<u>\$ (373)</u>	<u>\$ 1,025</u>	<u>\$ 396</u>	<u>\$ (1,127)</u>	<u>\$ (1,193)</u>	<u>\$ (372)</u>	<u>\$ 1,025</u>	<u>\$ 397</u>

Basic (loss) income per LP unit \$ (8.07) \$ (9.29) \$ (3.08) \$ 9.14 \$ 3.72

Basic weighted average LP units outstanding 137 126 119 110 102

Diluted (loss) income per LP unit \$ (8.07) \$ (9.29) \$ (3.08) \$ 9.07 \$ 3.72

Diluted weighted average LP units outstanding 137 126 119 111 102

	Icahn Enterprises					Icahn Enterprises Holdings				
	Year Ended December 31,					Year Ended December 31,				
	2016	2015	2014	2013	2012	2016	2015	2014	2013	2012

(in millions, except per unit data)

(in millions)

Other Financial Data:

EBITDA attributable to Icahn Enterprises/Icahn Enterprises Holdings ⁽¹⁾	\$ 270	\$ 198	\$ 705	\$ 1,804	\$ 1,158	\$ 270	\$ 198	\$ 705	\$ 1,804	\$ 1,158
Adjusted EBITDA attributable to Icahn Enterprises/Icahn Enterprises Holdings ⁽¹⁾	842	930	1,018	1,899	1,546	842	930	1,018	1,899	1,546
Cash distributions declared per LP unit	6.00	6.00	6.00	4.50	0.40					

	Icahn Enterprises					Icahn Enterprises Holdings				
	December 31,					December 31,				
	2016	2015	2014	2013	2012	2016	2015	2014	2013	2012
	(in millions)					(in millions)				
Balance Sheet Data:										
Cash and cash equivalents	\$ 1,833	\$ 2,078	\$ 2,908	\$ 3,257	\$ 3,102	\$ 1,833	\$ 2,078	\$ 2,908	\$ 3,257	\$ 3,102
Investments	9,881	15,351	14,480	12,261	5,491	9,881	15,351	14,480	12,261	5,491
Property, plant and equipment, net	10,122	9,535	8,955	8,077	7,661	10,122	9,535	8,955	8,077	7,661
Total assets	33,335	36,407	35,743	31,706	25,888	33,360	36,431	35,766	31,722	25,902
Deferred tax liability	1,613	1,201	1,255	1,394	1,335	1,613	1,201	1,255	1,394	1,335
Due to brokers	3,725	7,317	5,197	2,203	—	3,725	7,317	5,197	2,203	—
Post-employment benefit liability	1,180	1,224	1,391	1,111	1,488	1,180	1,224	1,391	1,111	1,488
Debt	11,119	12,594	11,541	9,256	9,829	11,119	12,594	11,541	9,250	9,821
Equity attributable to Icahn Enterprises/Icahn Enterprises Holdings	2,154	3,987	5,443	6,092	4,669	2,179	4,011	5,466	6,114	4,691

⁽¹⁾ EBITDA represents earnings before interest expense, net, income tax (benefit) expense and depreciation and amortization. We define Adjusted EBITDA as EBITDA excluding the effects of impairment, restructuring costs, certain pension plan expenses, OPEB curtailment gains, divestitures, losses on extinguishment of debt, FIFO impacts, major scheduled turnaround expense, unrealized gains/losses on certain derivative contracts, certain share-based compensation expenses related to a certain proxy matter, and certain other charges. We present EBITDA and Adjusted EBITDA on a consolidated basis, net of the effect of non-controlling interests. We conduct substantially all of our operations through subsidiaries. The operating results of our subsidiaries may not be sufficient to make distributions to us. In addition, our subsidiaries are not obligated to make funds available to us for payment of our indebtedness, payment of distributions on our depository units or otherwise, 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 to which these subsidiaries currently may be subject or into which they may enter into in the future. The terms of any borrowings of our subsidiaries or other entities in which we own equity may restrict dividends, distributions or loans to us.

We believe that providing EBITDA and Adjusted EBITDA to investors has economic substance as these measures provide important supplemental information of our performance to investors and permits investors and management to evaluate the core operating performance of our business. Additionally, we believe this information is frequently used by securities analysts, investors and other interested parties in the evaluation of companies that have issued debt. Management uses, and believes that investors benefit from referring to these non-GAAP financial measures in assessing our operating results, as well as in planning, forecasting and analyzing future periods. Adjusting earnings for these charges allows investors to evaluate our performance from period to period, as well as our peers, without the effects of certain items that may vary depending on accounting methods and the book value of assets. Additionally, EBITDA and Adjusted EBITDA present meaningful measures of corporate performance exclusive of our capital structure and the method by which assets were acquired and financed.

EBITDA and Adjusted EBITDA have limitations as analytical tools, and you should not consider them in isolation, or as substitutes for analysis of our results as reported under generally accepted accounting principles in the United States, or U.S. GAAP. For example, EBITDA and Adjusted EBITDA:

- do not reflect our cash expenditures, or future requirements for capital expenditures, or contractual commitments;
- do not reflect changes in, or cash requirements for, our working capital needs; and
- do not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments on our debt.

Although depreciation and amortization are non-cash charges, the assets being depreciated or amortized often will have to be replaced in the future, and EBITDA and Adjusted EBITDA do not reflect any cash requirements for such replacements. Other companies in the industries in which we operate may calculate EBITDA and Adjusted EBITDA differently than we do, limiting their usefulness as comparative measures. In addition, EBITDA and Adjusted EBITDA do not reflect the impact of earnings or charges resulting from matters we consider not to be indicative of our ongoing operations.

EBITDA and Adjusted EBITDA are not measurements of our financial performance under U.S. GAAP and should not be considered as alternatives to net income or any other performance measures derived in accordance with U.S. GAAP or as alternatives to cash flow from operating activities as a measure of our liquidity. Given these limitations, we rely primarily on our U.S. GAAP results and use EBITDA and Adjusted EBITDA only as a supplemental measure of our financial performance. The following table reconciles, on a basis attributable to Icahn Enterprises/Icahn Enterprises Holdings, net income attributable to Icahn Enterprises/Icahn Enterprises Holdings, to EBITDA and EBITDA to Adjusted EBITDA for the periods indicated.

	Icahn Enterprises					Icahn Enterprises Holdings				
	Year Ended December 31,					Year Ended December 31,				
	2016	2015	2014	2013	2012	2016	2015	2014	2013	2012
	(in millions)					(in millions)				
Attributable to Icahn Enterprises/Icahn Enterprises Holdings:										
Net (loss) income	\$ (1,128)	\$ (1,194)	\$ (373)	\$ 1,025	\$ 396	\$ (1,127)	\$ (1,193)	\$ (372)	\$ 1,025	\$ 397
Interest expense, net	620	762	614	464	456	619	761	613	464	455
Income tax expense (benefit)	12	14	(109)	(170)	(128)	12	14	(109)	(170)	(128)
Depreciation, depletion and amortization	766	616	573	485	434	766	616	573	485	434
EBITDA attributable to Icahn Enterprises/Icahn Enterprises Holdings	<u>\$ 270</u>	<u>\$ 198</u>	<u>\$ 705</u>	<u>\$ 1,804</u>	<u>\$ 1,158</u>	<u>\$ 270</u>	<u>\$ 198</u>	<u>\$ 705</u>	<u>\$ 1,804</u>	<u>\$ 1,158</u>
Impairment	\$ 466	\$ 544	\$ 72	\$ 14	\$ 106	\$ 466	\$ 544	\$ 72	\$ 14	\$ 106
Restructuring	26	80	67	41	25	26	80	67	41	25
Non-service cost of U.S. based pension	14	1	(6)	4	29	14	1	(6)	4	29
FIFO impact (favorable) unfavorable	(31)	35	94	(15)	58	(31)	35	94	(15)	58
Unrealized (gain)/loss on certain derivatives	32	2	(41)	(43)	57	32	2	(41)	(43)	57
OPEB curtailment gains	—	—	—	(15)	(40)	—	—	—	(15)	(40)
Major scheduled turnaround expense	20	62	5	—	88	20	62	5	—	88
Certain share-based compensation expense	1	11	8	20	27	1	11	8	20	27
Losses on divestitures	—	—	—	46	—	—	—	—	46	—
Net loss on extinguishment of debt	1	1	152	—	7	1	1	152	—	7
Other	43	(4)	(38)	43	31	43	(4)	(38)	43	31
Adjusted EBITDA attributable to Icahn Enterprises/Icahn Enterprises Holdings	<u>\$ 842</u>	<u>\$ 930</u>	<u>\$ 1,018</u>	<u>\$ 1,899</u>	<u>\$ 1,546</u>	<u>\$ 842</u>	<u>\$ 930</u>	<u>\$ 1,018</u>	<u>\$ 1,899</u>	<u>\$ 1,546</u>

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following discussion is intended to assist you in understanding our present business and the results of operations together with our present financial condition. This section should be read in conjunction with our consolidated financial statements and the accompanying notes contained in this Annual Report on Form 10-K for the year ended December 31, 2016 (this "Report").

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 indirectly 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 December 31, 2016. Icahn Enterprises Holdings and its subsidiaries own substantially all of our assets and liabilities and conduct substantially all of our operations. Therefore, the financial results of Icahn Enterprises and Icahn Enterprises Holdings are substantially the same, with differences relating primarily to debt and to the allocation of the general partner interest, which is reflected as an aggregate 1.99% general partner interest in the financial statements of Icahn Enterprises. In addition to the above, Mr. Icahn and his affiliates owned approximately 89.8% of Icahn Enterprises' outstanding depositary units as of December 31, 2016.

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

Our operating businesses are managed on a decentralized basis. Due to the structure of our business, we summarize our results of operations and liquidity on a consolidated basis and we discuss in more detail the results of operations and liquidity by individual reporting segment. Refer to Note 3, "Operating Units," to the consolidated financial statements for a description of each of our operating business and Note 13, "Segment and Geographic Reporting," to the consolidated financial statements for a reconciliation of each of our reporting segment's results of operations to our consolidated results.

Results of Operations

Consolidated Financial Results

The following table summarizes the consolidated financial results for each of our reporting segments and our Holding Company for the years ended December 31, 2016, 2015 and 2014. The comparability of our summarized consolidated financial results presented below is affected by various acquisitions as described further within the results of operations for each relevant segment below.

	Revenues			Net (Loss) Income			Net (Loss) Income Attributable to Icahn Enterprises		
	Year Ended December 31,			Year Ended December 31,			Year Ended December 31,		
	2016	2015	2014	2016	2015	2014	2016	2015	2014
	(in millions)								
Investment	\$ (1,223)	\$ (865)	\$ (218)	\$ (1,487)	\$ (1,665)	\$ (684)	\$ (604)	\$ (760)	\$ (305)
Automotive	9,928	7,853	7,324	77	(352)	(90)	53	(299)	(87)
Energy	4,764	5,442	9,292	(604)	7	168	(327)	25	95
Railcar	962	948	809	183	213	188	150	137	122
Gaming	948	811	849	(95)	38	269	(109)	26	185
Metals	269	365	711	(20)	(51)	(25)	(20)	(51)	(25)
Mining	63	28	—	(24)	(195)	—	(19)	(150)	—
Food Packaging	332	337	346	8	(3)	9	6	(3)	6
Real Estate	88	131	101	12	61	22	12	61	22
Home Fashion	196	194	181	(12)	(4)	2	(12)	(4)	2
Holding Company	21	28	(238)	(258)	(176)	(388)	(258)	(176)	(388)
	<u>\$ 16,348</u>	<u>\$ 15,272</u>	<u>\$ 19,157</u>	<u>\$ (2,220)</u>	<u>\$ (2,127)</u>	<u>\$ (529)</u>	<u>\$ (1,128)</u>	<u>\$ (1,194)</u>	<u>\$ (373)</u>

Icahn Enterprises Holdings

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

Investment

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

Mr. Icahn, along with his affiliates (excluding Icahn Enterprises and Icahn Enterprises Holdings), makes investments in the Investment Funds. As of December 31, 2016 and 2015, the total fair market value of investments in the Investment Funds made by Mr. Icahn and his affiliates was approximately \$3.7 billion and \$4.1 billion, respectively, representing approximately 69% and 55%, respectively, of the Investment Funds' assets under management.

Our Interests in the Investment Funds

As of December 31, 2016 and 2015, we had investments with a fair market value of approximately \$1.7 billion and \$3.4 billion, respectively, in the Investment Funds.

Our share of the Investment Funds' net loss through our interests in the Investment Funds was \$604 million, \$760 million and \$305 million for the years ended December 31, 2016, 2015 and 2014, respectively.

Returns

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

	Returns		
	Year Ended December 31,		
	2016	2015	2014
Investment Funds	-20.3 %	-18.0 %	-7.4 %

Performance Attribution

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

	Performance Attribution		
	Year Ended December 31,		
	2016	2015	2014
Long positions	16.3 %	-18.1 %	11.4 %
Short positions	-34.1 %	0.8 %	-18.7 %
Other	-2.5 %	-0.7 %	-0.1 %
	-20.3 %	-18.0 %	-7.4 %

The Investment Funds' aggregate return was -20.3% for 2016. The Investment Funds' performance was driven by losses in their short exposure, including broad market hedges, offset in part by gains in their long equity positions, primarily in a few of their largest core holdings.

The Investment Funds' aggregate return was -18.0% for 2015, due to losses in their long equity exposure, primarily in a few of their largest core holdings including in the energy sector. These losses were partially offset by gains in long equity positions in a few of their largest core holdings as well as gains in their short positions, including broad market hedges.

The Investment Funds' aggregate return was -7.4% for 2014 due to losses in their short equity exposure, primarily through broad market hedges, as well as other losses in long equity positions including in the energy sector. These losses were partially offset by gains in long equity positions in a few of their largest core holdings.

From inception in November 2004 through December 31, 2016, the Investment Funds' return was approximately 116.1%, representing an annualized rate of return of approximately 6.5%.

Automotive

	Year Ended December 31,		
	2016	2015	2014
	(in millions)		
Net sales	\$ 9,420	\$ 7,789	\$ 7,317
Cost of goods sold	7,658	6,577	6,260
Gross margin	\$ 1,762	\$ 1,212	\$ 1,057

We conduct our Automotive segment through our wholly owned subsidiaries Federal-Mogul Holdings LLC ("Federal-Mogul"), IEH Auto Parts Holding LLC ("IEH Auto"), effective June 1, 2015, and Pep Boys - Manny, Moe and Jack ("Pep Boys"), effective February 3, 2016. Prior to January 23, 2017, as discussed below, Federal-Mogul was a majority owned subsidiary of ours with publicly traded common stock. As of December 31, 2016, we owned approximately 82.0% of the outstanding common stock of Federal-Mogul. See Note 1, "Description of Business and Basis of Presentation - Acquisitions of Businesses," for further discussion regarding our acquisition of Pep Boys. Intercompany transactions among Federal-Mogul, Pep Boys and IEH Auto have been eliminated in consolidation.

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

As discussed in Note 3, "Operating Units - Automotive," to the consolidated financial statements, we commenced the Federal-Mogul Tender Offer which expired on January 18, 2017. On January 23, 2017, we paid for the shares validly tendered in the Federal-Mogul Tender Offer and effected a short form merger as the second and final step of the acquisition.

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

Pep Boys has 804 locations in the automotive aftermarket industry located throughout the United States and Puerto Rico. Pep Boys stores are organized into a hub and spoke network consisting of Supercenters and Service & Tire Centers. Supercenters average approximately 20,000 square feet and combine a parts and accessories store with professional service centers that perform a full range of automotive maintenance and repair services. Most of the Pep Boys Supercenters also have a commercial sales program that provides prompt delivery of parts, tires and equipment to automotive repair shops and dealers. Service & Tire Centers, which average approximately 6,000 square feet, provide automotive maintenance and repair services in neighborhood locations that are conveniently located where our customers live or work.

IEH Auto has 21 distribution centers and 288 corporate-owned jobber stores (including 14 satellite locations) in the United States and supports a network of more than 2,000 independent wholesalers. Through its locations, IEH Auto sells predominantly to commercial aftermarket customers in the do-it-for-me ("DIFM") market as well as retail and do-it-yourself ("DIY") customers.

Federal-Mogul is operated independently from Pep Boys and IEH Auto. Pep Boys and IEH Auto are being operated together in order to grow their sales to DIFM distributors and DIFM service professionals, to grow their automotive service business, and to maintain their DIY customer bases by offering the newest and broadest product assortment in the automotive aftermarket.

Major Influences Impacting Results of Operations

There is inherent uncertainty in the continuation of certain trends, as discussed below, which, among other factors, may have an effect on our Automotive segment. Our Automotive segment is affected by the relative strength of the following factors:

Global vehicle production levels : Global light vehicle production increased by 4.8% in 2016. European light vehicle production rose 3.9% and North American light vehicle production increased 2.3%, with positive growth in Canada and the United States. Light vehicle production in the Asia-Pacific region increased by 7.4%, with strong positive growth in China and India. Among the major regions, only South America posted a decline in 2016, down 11.9%.

Global commercial vehicle production increased by 2.5% in 2016. European commercial vehicle production rose 2.9% and the Asia-Pacific region rose 11.1%, with strong positive growth in China and India. South America posted a decline of 20.5% in 2016. There was a 15.9% decrease in commercial vehicle production in our primary market of North America.

Global vehicle sales levels : Global light vehicle sales increased by 4.5% in 2016. In 2016, European light vehicle sales rose 3.5% and North American vehicles sales increased 1.9%, with positive growth in Canada, Mexico, and the United States. Light vehicle sales in the Asia-Pacific region increased 8.2%, with strong positive growth in China and India in 2016. Among the major regions, only South America posted a decline of 12.5% in 2016.

Global commercial vehicle sales were up 4.7% in all of 2016. In 2016, European commercial vehicles sales rose 2.6% and the Asia-Pacific region was up 12.9%, with strong positive growth in China and India. South America posted a decline of 24.0% in 2016. There was an 8.2% decrease in our Automotive segment's primary market of North America in 2016.

Part replacement trends : The strength of our aftermarket business is influenced by several key drivers. These include the vehicle population (or "parc"), average vehicle age, fuel prices, and vehicle distance traveled. The vehicle parc is estimated to have expanded in most major markets, including the United States, China, and Germany. Average vehicle ages also increased, despite growth in new vehicle sales, in most regions. Vehicle distance traveled varies by region and is sensitive to several factors, including fuel prices and transportation alternatives. Average vehicle distance traveled has declined in China in the recent past, partially offsetting generally favorable trends in China.

Geopolitical risk: Our Automotive segment conducts business globally, which subjects it to numerous risks and uncertainties. For example, Federal-Mogul has operations in the United Kingdom ("UK") which may be materially affected by the UK's referendum to leave the European Union, which has created uncertainty in both the UK and Europe. Federal-Mogul also have an interest in a Turkish joint venture, which may be affected by recent turmoil in that region. In addition, there could be potential changes in trade agreements and new or changed tariffs in the United States.

Foreign currencies: Given the global nature of our Automotive segment's operations, it is subject to fluctuations in foreign exchange rates and there has been significant volatility in foreign currency rates.

Years Ended December 31, 2016 and 2015

Net sales for our Automotive segment for the year ended December 31, 2016 increased by approximately \$1.6 billion (21%) as compared to the comparable prior year period. Of the increase in net sales, approximately \$1.5 billion pertained to several acquisitions made during 2016, primarily the acquisition of Pep Boys in February 2016, and \$305 million pertained to other sales volume increases that was primarily due to the inclusion of IEH Auto for the full year 2016 compared to only seven months in 2015. These sales volume increases were offset in part by \$128 million decrease, primarily due to an unfavorable effect of foreign currency exchange.

Cost of goods sold for the year ended December 31, 2016 increased by approximately \$1.1 billion (16%) as compared to the comparable prior year period. The increase in cost of goods sold was primarily due to the inclusion of the results of Pep Boys and IEH Auto, which were acquired in February 2016 and June 2015, respectively, as well as certain other acquisitions within our Automotive segment. These increases were offset in part by savings from improved efficiencies, including benefits of favorable material and service sourcing and productivity, as well as a favorable effect of foreign currency exchange.

Gross margin on net sales for the year ended December 31, 2016 increased by \$550 million (45%) as compared to the comparable prior year period. Gross margin as a percentage of net sales was 19% and 16% for the year ended December 31, 2016 and 2015 , respectively. The increase in gross margin as a percentage of net sales over the respective periods was due to the inclusion of the results of Pep Boys and IEH Auto, whose product sales margins are higher than those of Federal-Mogul's, as well as savings from improved efficiencies, including benefits of favorable material and service sourcing and productivity.

Years Ended December 31, 2015 and 2014

Net sales for our Automotive segment for the year ended December 31, 2015 increased by \$472 million (6%) as compared to the comparable prior year period. Sales volume increased primarily as a result of several acquisitions in 2015, including the acquisitions of IEH Auto, TRW Automotive Holdings Corp.'s valvetrain business, Affinia Group Inc.'s chassis business and Honeywell International Inc.'s brake component business, which in the aggregate accounted for an approximately \$1.1 billion increase in sales volume. These increases were offset in part by an unfavorable effect of foreign currency exchange of \$642 million.

Cost of goods sold for the year ended December 31, 2015 increased by \$317 million (5%) as compared to the comparable prior year period. The increase in cost of goods sold was primarily due to the inclusion of the results of acquired businesses during 2015, as discussed above, and other sales volume increases. These increases were offset in part by a favorable effect of foreign currency exchange of \$529 million as well as savings from improved efficiencies, including benefits of favorable material and service sourcing and productivity.

Gross margin on net sales for the year ended December 31, 2015 increased by 155 million (15%) as compared to the comparable prior year period. Gross margin as a percentage of net sales was 16% and 14% for the year ended December 31, 2015 and 2014 , respectively. The increase in gross margin as a percentage of net sales over the respective periods was due to the inclusion of the results of IEH Auto during 2015, whose product sales margins are higher than those of Federal-Mogul's, as well as savings from improved efficiencies, including benefits of favorable material and service sourcing and productivity.

Energy

	Year Ended December 31,		
	2016	2015	2014
	(in millions)		
Net sales	\$ 4,782	\$ 5,433	\$ 9,109
Cost of goods sold	4,618	4,949	8,774
Gross margin	\$ 164	\$ 484	\$ 335

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

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

As further discussed in Item 1, "Business - Energy," of this Report and Note 1, "Description of Business and Basis of Presentation," to the consolidated financial statements, CVR Partners completed the acquisition of CVR Nitrogen, LP ("CVR Nitrogen") on April 1, 2016.

Major Influences Impacting Results of Operations

The petroleum business accounted for 93%, 95% and 97% of our Energy segment's net sales for the years ended December 31, 2016, 2015 and 2014, respectively. The earnings and cash flows of the petroleum business are primarily affected by the relationship between refined product prices and the prices for crude oil and other feedstocks that are processed and blended into refined products. The cost to acquire crude oil and other feedstocks and the price for which refined products are ultimately sold depend on factors beyond our Energy segment's control, including the supply of and demand for crude oil, as well as gasoline and other refined products which, in turn, depend on, among other factors, changes in domestic and foreign economies, weather conditions, domestic and foreign political affairs, production levels, the availability of imports, the marketing of competitive fuels and the extent of government regulation. Because the petroleum business applies first-in, first-out accounting to value its inventory, crude oil price movements may impact net income in the short term because of changes in the value of its unhedged on-hand inventory. The effect of changes in crude oil prices on our results of operations is influenced by the rate at which the prices of refined products adjust to reflect these changes.

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

Refer to Item 1A, "Risk Factors - Energy," *If sufficient RINs are unavailable for purchase, if the petroleum business has to pay a significantly higher price for RINs or if the petroleum business is otherwise unable to meet the EPA's Renewable Fuels Standard ("RFS") mandates, the petroleum business' financial condition and results of operations could be materially adversely affected*, of this Report and Note 17, "Commitments and Contingencies - Energy," to the consolidated financial statements for further discussion of the RFS.

The cost of RINs was \$206 million, \$124 million and \$127 million for the years ended December 31, 2016, 2015 and 2014, respectively. The price of RINs has been extremely volatile and has increased over the last year. 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 EPA regulations, 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.

Years Ended December 31, 2016 and 2015

Net sales for our Energy segment decreased by \$651 million (12%) for the year ended December 31, 2016 as compared to the comparable prior year period. The decrease was primarily due to a decrease in our petroleum business' net sales that was attributable to significantly lower sales prices over the respective periods, partially offset in part by increased net sales in the nitrogen fertilizer business due to the inclusion of the CVR Nitrogen acquisition as of April 1, 2016. The petroleum business' average sales prices per gallon for the year ended December 31, 2016 of \$1.34 for gasoline and \$1.36 for distillate decreased by 17% and 16%, respectively, as compared to the prior year.

Cost of goods sold for our Energy segment decreased by \$331 million (7%) for the year ended December 31, 2016 as compared to the comparable prior year period. The decrease was primarily due to a decrease in the cost of consumed crude and purchased products for resale for our petroleum business, offset in part by the inclusion of the CVR Nitrogen acquisition as of April 1, 2016 for our nitrogen fertilizer business.

Gross margin for our Energy segment decreased by \$320 million (66%) for the year ended December 31, 2016 as compared to the comparable prior year period. Gross margin as a percentage of net sales was 3% and 9% for the years ended December 31, 2016 and 2015, respectively. The decrease in gross margin as a percentage of net sales was primarily due to

significantly lower margin from the sale of gasoline for our petroleum business in 2016 compared to 2015. Cost of consumed oil per barrel for the year ended December 31, 2016 decreased by 12% as compared to the prior year.

Years Ended December 31, 2015 and 2014

Net sales for our Energy segment decreased by approximately \$3.7 billion (40%) for the year ended December 31, 2015 as compared to the comparable prior year period. The decrease was primarily due to a decrease in our petroleum business' net sales that was attributable to significantly lower sales prices over the prior year period, as well as lower sales prices and volumes for our nitrogen fertilizer business. The petroleum business' average sales prices per gallon for the year ended December 31, 2015 of \$1.61 for gasoline and \$1.62 for distillate decreased by 36% and 42%, respectively, as compared to the prior year.

Cost of goods sold for our Energy segment decreased by approximately \$3.8 billion (44%) for the year ended December 31, 2015 as compared to the comparable prior year period. The decrease was primarily due to a decrease in the cost of consumed crude and purchased products for resale for our petroleum business.

Gross margin for our Energy segment increased by \$149 million (44%) for the year ended December 31, 2015 as compared to the comparable prior year period. Gross margin as a percentage of net sales was 9% and 4% for the years ended December 31, 2015 and 2014, respectively. The increase in the gross margin as a percentage of net sales was primarily due to higher margin from the sale of gasoline from our petroleum business for the year ended December 31, 2015 as compared to the comparable prior year period. Cost of consumed oil per barrel for the year ended December 31, 2015 decreased by 48% as compared to the comparable prior year period.

Railcar

	Year Ended December 31,		
	2016	2015	2014
	(in millions)		
<i>Net Sales/Other Revenues From Operations:</i>			
Manufacturing	\$ 430	\$ 440	\$ 379
Railcar leasing	471	452	364
Railcar services	51	47	47
	<u>\$ 952</u>	<u>\$ 939</u>	<u>\$ 790</u>
<i>Cost of Goods Sold/Other Expenses From Operations:</i>			
Manufacturing	\$ 366	\$ 338	\$ 288
Railcar leasing	195	176	145
Railcar services	28	25	30
	<u>\$ 589</u>	<u>\$ 539</u>	<u>\$ 463</u>
<i>Gross Margin:</i>			
Manufacturing	\$ 64	\$ 102	\$ 91
Railcar leasing	276	276	219
Railcar services	23	22	17
	<u>\$ 363</u>	<u>\$ 400</u>	<u>\$ 327</u>

Our Railcar segment includes the results of American Railcar Industries, Inc. ("ARI") and American Railcar Leasing, LLC ("ARL"). On February 29, 2016, we entered into a contribution agreement with an affiliate of Mr. Icahn to acquire the remaining 25% economic interest in ARL not already owned by us. See Note 4, "Related Party Transactions - Railcar," for further discussion regarding this transaction. Additionally, in December 2016 we announced the sale of ARL (the "ARL Initial Sale"), as further discussed in Note 1, "Description of Business and Basis of Presentation" to the consolidated financial statements, and which is expected to close in the first half of 2017. The ARL Initial Sale includes a lease fleet of approximately 29,800 railcars as of December 31, 2016. We continue to report the results of ARL in continuing operations in our statements of operations and such results are included in the table above and the discussion below.

On December 16, 2016, ARI entered into a railcar management transition agreement (the "RMTA") with ARL. In anticipation of the expected sale of ARL to SMBC Rail, ARI and ARL entered into the RMTA to manage the transition, from ARL to ARI, of the management of ARI's railcar leasing business, including the railcars owned by ARI.

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

Summarized shipments of railcars to leasing and non-leasing customers for the years ended December 31, 2016, 2015 and 2014 are as follows:

	Year Ended December 31,		
	2016	2015	2014
Shipments to leasing customers	799	5,063	5,232
Shipments to non-leasing customers	3,922	3,840	2,736
	4,721	8,903	7,968

As of December 31, 2016, our Railcar segment had a backlog of 3,813 railcars, including 1,637 railcars for lease customers and 2,176 for non-lease customers. In response to changes in customer demand, our Railcar segment continues to adjust production rates at its railcar manufacturing facilities.

Years Ended December 31, 2016 and 2015

Total manufacturing revenues for the year ended December 31, 2016 decreased by \$10 million (2%) as compared to the comparable prior year period. The decrease was primarily due to a higher mix of hopper railcars, which generally sell at lower prices than tank railcars due to less material and labor content, more competitive pricing on both hopper and tank railcars, partially offset by the higher volume of shipments to non-leasing customers.

Gross margin from manufacturing operations for the year ended December 31, 2016 decreased to \$64 million from \$102 million as compared to the comparable prior year period. Gross margin from manufacturing operations as a percentage of manufacturing revenues decreased to 15% for the year ended December 31, 2016 from 23% for the comparable prior year period. The decrease in gross margin and gross margin as a percentage of revenue was due to the lower gross margin associated with the higher mix of hopper railcars, which generally sell at lower prices than tank railcars.

Railcar leasing revenues increased for the year ended December 31, 2016 as compared to the comparable prior year period due to an increase in number of railcars leased to customers and a slight increase in the average lease rate. The lease fleet grew to 45,761 railcars at December 31, 2016 from 45,052 railcars at December 31, 2015.

Years Ended December 31, 2015 and 2014

Total manufacturing revenues for the year ended December 31, 2015 increased by \$61 million (16%) as compared to the comparable prior year period. The increase was primarily due to the higher volume of shipments to non-leasing customers, partially offset by an overall decrease in average selling prices with a higher mix of hopper railcars, which generally sell at lower prices than tank railcars due to less material and labor content.

Gross margin from manufacturing operations for the year ended December 31, 2015 increased to \$102 million from \$91 million for the comparable prior year period. The increase in gross margin over the prior year period was due to the higher volume of shipments to non-leasing customers, operation efficiencies and a decrease in material costs for key components and steel associated with the higher mix of lower cost hopper railcars. Gross margin from manufacturing operations as a percentage of manufacturing revenues decreased to 23% for the year ended December 31, 2015 from 24% for the comparable prior year period due to the lower gross margin associated with the higher mix of hopper railcars, which generally sell at lower prices than tank railcars.

Railcar leasing revenues increased for the year ended December 31, 2015 as compared to the comparable prior year period due to an increase in number of railcars leased to customers. Lease rates were relatively flat compared to 2014. Total railcars on lease at the end of 2015 were 45,052 as compared to 39,699 at the end of 2014.

Gaming

We conduct our Gaming segment through our majority ownership in Tropicana and our wholly owned subsidiary, Trump Entertainment Resorts, Inc. ("TER") which owns Trump Taj Mahal Casino Resort ("Trump Taj Mahal"). As discussed further in Note 1, "Description of Business and Basis of Presentation - Acquisitions of Businesses," to the consolidated financial statements, we obtained control and consolidated the results of TER upon its emergence from bankruptcy on February 26, 2016. Trump Taj Mahal is located in Atlantic City, New Jersey. Trump Taj Mahal added approximately 160,000 square feet of gaming

space with 2,500 slot machines, 130 table games and 2,000 hotel rooms to our existing gaming operations. Trump Taj Mahal closed and ceased its casino and hotel operations on October 10, 2016.

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

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

Casino revenues are one of our gaming segment's main performance indicators and account for a significant portion of its net revenues. In addition, casino revenues can vary because of table games hold percentage and differences in the odds for different table games. High end play may lead to greater fluctuations in table games hold percentage and, as a result, greater revenue fluctuation between reporting periods may occur.

Years Ended December 31, 2016 and 2015

Casino revenues for the year ended December 31, 2016 increased as compared to the comparable prior year period, primarily due to an increase in consolidated gaming volumes of 17.1%, primarily due to the inclusion of results from TER upon its emergence from bankruptcy on February 26, 2016, coupled with higher gaming volumes and table hold percentage at Tropicana Casino and Resort, Atlantic City ("Tropicana AC") and Tropicana Evansville. Our Gaming segment's consolidated slot hold percentage was flat at 9.6% for the year ended December 31, 2016 as compared to the comparable prior year period. Our Gaming segment's consolidated table game hold percentage was 18.2% and 16.8% for the year ended December 31, 2016 and 2015, respectively.

Revenues from rooms increased for the year ended December 31, 2016 as compared to the comparable prior year period, primarily due to the inclusion of results from the TER casino upon its emergence from bankruptcy on February 26, 2016. The average daily room rate and occupancy across all of our Gaming segment's properties were \$88 and 69%, respectively, for the year ended December 31, 2016 as compared to \$85 and 70%, respectively, for the comparable prior year period.

Years Ended December 31, 2015 and 2014

Casino revenues for the year ended December 31, 2015 increased as compared to the comparable prior year period, primarily due to an increase in consolidated gaming volumes of 3.8%, primarily due to the Lumière acquisition on April 1, 2014, coupled with higher gaming volumes at Tropicana AC. Our Gaming segment's consolidated slot hold percentage was 9.6% and 9.5% for the year ended December 31, 2015 and 2014, respectively. Our Gaming segment's consolidated table game hold percentage was 16.8% and 17.6% for the year ended December 31, 2015 and 2014, respectively.

Revenues from rooms increased for the year ended December 31, 2015 as compared to the comparable prior year period, primarily due to the acquisition of Lumière in April 2014, coupled with higher occupancy and average daily room rate at Tropicana AC, partially offset by a decrease in revenues from rooms as a result of the sale of the River Palms property in 2014. The average daily room rate and occupancy rate across all of Gaming segment's properties were \$85 and 70%, respectively, for the year ended December 31, 2015 as compared to \$79 and 66%, respectively, for the comparable prior year period.

Metal s

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

Years Ended December 31, 2016 and 2015

Net sales for the year ended December 31, 2016 decreased by \$94 million (26%) compared to the comparable prior year period. The decrease was primarily due to lower ferrous and non-ferrous shipment volumes and lower average selling prices. The lower shipment volumes were due in part to certain idled facilities during much of 2016 as a result of certain environmental remediations at these facilities. Ferrous shipment volumes decreased by 22% and the average selling price decreased by 10% during the year ended December 31, 2016 as compared to the comparable prior year period. Ferrous shipment volumes decreased due to reduced demand from domestic steel mills and the slow flow of raw materials into the recycling yards while low priced iron ore, direct-reduced iron pellets, and reduced demand from steel mills held market prices down throughout 2016. Non-ferrous shipment volumes decreased by 10% and the average selling price decreased by 3% during the year ended December 31, 2016 as compared to the comparable prior year period, reflecting lower market pricing and its unfavorable impact on raw material availability.

Cost of goods sold for the year ended December 31, 2016 decreased by \$122 million (30%) compared to the comparable prior year period. The decrease was primarily due to lower shipment volumes, lower material costs and lower processing costs. Gross margin as a percentage of net sales was a loss of 6% and 12% for the year ended December 31, 2016 and 2015, respectively. The material margin component of gross margin, as a percentage of net sales, improved during 2016 as compared to the comparable prior year period, reflecting a continued focus on disciplined buying in the face of strong competition for shredder feedstock and lower pricing for non-ferrous auto shredder residue. PSC Metals continues to expend considerable effort to bring costs in line with volumes and market pricing. PSC Metals closed nine feeder yards during 2015 and one feeder yard during 2016 in order to better align its cost structure to the current market environment.

Years Ended December 31, 2015 and 2014

Net sales for the year ended December 31, 2015 decreased by \$350 million (49%) compared to the comparable prior year period. The decrease was primarily due to lower ferrous and non-ferrous shipment volumes and lower average selling prices. The lower shipment volumes were due in part to the closing of nine feeder yards during 2015. Ferrous shipment volumes decreased by 30% and average selling price decreased by 37% for the year ended December 31, 2015 compared to the comparable prior year period. Ferrous shipment volume decreased due to reduced demand from domestic steel mills, low iron ore pricing, low export demand drawing coastal scrap into the areas where PSC Metals operates, and to the negative impact of extremely low market prices on the availability of feedstock. Ferrous market prices at the end of 2015 were at the lowest levels seen since early 2009, during the great recession. Non-ferrous shipment volumes decreased by 20% and average selling prices decreased by 20%, primarily driven by the effects of steep market price declines during 2015. Shipments from an aluminum ingot tolling operation, closed at the end of March 2014, accounted for 24% of the year-on-year volume decrease for non-ferrous shipments.

Cost of goods sold for the year ended December 31, 2015 decreased by \$322 million (44%) compared to the comparable prior year period. The decrease was primarily attributable to lower shipment volumes and lower material and processing costs. Gross margin as a percentage of net sales was a loss of 12% and 2% for the year ended December 31, 2015 and 2014, respectively. While material margin component of the gross margin improved during 2015 as compared to 2014, processing costs, as a percentage of net sales, increased over the respective periods. The improvement in material margin component of the gross margin reflected improved buying efforts despite the unfavorable impact of increased competition for shredder feedstock and lower pricing for non-ferrous auto shredder residue. Processing costs, as a percentage of net sales, increased due to decreases in sales volumes and market prices over the respective periods. PSC Metals closed nine feeder yards during 2015 in order to better align its cost structure to the current market environment.

Mining

We conduct our Mining segment through our majority ownership in Ferrous Resources. We obtained control of and consolidated the results of Ferrous Resources during the second quarter of 2015.

For our Mining segment, the key performance driver has historically been from demand for raw materials from Chinese steelmakers. Since acquiring Ferrous Resources during the second quarter of 2015, our Mining segment has been concentrating on sales in its domestic market, Brazil, where the best margins are being captured. During 2016, international iron ore prices improved from an average of \$48 per metric ton in the first quarter of 2016 to an average of \$71 per metric ton during the fourth quarter of 2016.

Years Ended December 31, 2016 and 2015

Net sales for the years ended December 31, 2016 and 2015 was \$71 million and \$30 million , respectively. Cost of goods sold for the year ended December 31, 2016 and 2015 was \$56 million and \$38 million , respectively. As a result of our acquisition of Ferrous Resources in the second quarter of 2015, the comparable prior year period results only include results in consolidation for the seven months ended December 31, 2015.

During the year ended December 31, 2016 and the period June 1, 2015 through December 31, 2015, our Mining segment sold approximately 3.7 million and 2.0 million metric tons, respectively, of iron ore with an average sales price of \$20 and \$17 per metric ton, respectively.

Food Packaging

We conduct our Food Packaging segment through our majority ownership in Viskase Companies, Inc. ("Viskase"). As of December 31, 2016 , Viskase operated ten manufacturing facilities and six distribution centers throughout North America, Europe, South America and Asia and derives approximately 70% of its total net sales from customers located outside the United States during the year ended December 31, 2016 .

Our Food Packaging segment is affected by changes in foreign exchange rates. In addition to those markets in which Viskase prices its products in U.S. dollars, it prices its products in certain of its foreign operations in euros and Brazilian reals. As a result, a decline in the value of the U.S. dollar relative to local currencies of profitable foreign subsidiaries can have a favorable effect on Viskase's profitability. Conversely, an increase in the value of the U.S. dollar relative to the local currencies of profitable foreign subsidiaries can have a negative effect on the profitability of our Food Packaging segment.

Years Ended December 31, 2016 and 2015

Net sales for the year ended December 31, 2016 decreased by \$15 million (4%) as compared to the comparable prior year period. The decrease was primarily due to lower sales volume, unfavorable price and product mix and unfavorable foreign currency translation.

Cost of goods sold for the year ended December 31, 2016 decreased by \$14 million (5%) as compared to the comparable prior year period. Gross margin as a percentage of net sales was flat at 24% for the year ended December 31, 2016 as compared to the comparable prior year period.

Years Ended December 31, 2015 and 2014

Net sales for the year ended December 31, 2015 decreased by \$21 million (6%) compared to the comparable prior year period. The decrease in net sales was due to unfavorable foreign currency translation, unfavorable country mix due to sales in countries that have lower average selling price than the global sales prices, offset in part by an increase in sales volume.

Cost of goods sold for the year ended December 31, 2015 decreased by \$12 million (4%) as compared to the comparable prior year period. The decrease in cost of goods sold was due to foreign currency translation, lower raw material costs and plant efficiencies, offset in part by higher sales volumes and higher pension expense. Gross margin as a percentage of net sales was 24% and 25% for the year ended December 31, 2015 and 2014, respectively.

Real Estate

Real Estate revenues and expenses include results from club operations, sales of residential units and rental income and expenses, including income from financing leases. Sales of residential units are included in net sales in our consolidated financial statements. Results from club and rental operations, including financing lease income, are included in other revenues from operations in our consolidated financial statements. During the year ended December 31, 2015, our Real Estate segment sold certain assets, primarily within its rental operations, contributing to a decrease in other revenues from operations during the year ended December 31, 2016.

Home Fashion

We conduct our Home Fashion segment through our indirect wholly owned subsidiary, WestPoint Home LLC ("WPH"). The business of WPH is significantly influenced by the overall economic environment, including consumer spending, at the retail level, for home textile products. Many of the larger retailers are customers of WPH. WPH has a stable manufacturing platform and is focused on continued improvement in its cost structure through the use of certain process improvement initiatives. WPH is actively negotiating acquisitions and will continue to focus on acquiring assets that will expand or supplement the manufacturing capabilities, product and brand offerings that align with WPH's core home textile expertise.

Years Ended December 31, 2016 and 2015

Net sales for the year ended December 31, 2016 increased by \$2 million (1%) compared to the comparable prior year period. The increase was primarily due to an increase in sales volume. Cost of goods sold for the year ended December 31, 2016 increased by \$5 million (3%) compared to the comparable prior year period, and was primarily due to sales mix. Gross margin as a percentage of net sales decreased to 14% for the year ended December 31, 2016 to 16% in the comparable prior year period, and was primarily due to sales mix.

Years Ended December 31, 2015 and 2014

Net sales for the year ended December 31, 2015 increased by \$17 million (10%) compared to the comparable prior period. The increase was primarily due to higher sales volume. Cost of goods sold for the year ended December 31, 2015 increased by \$11 million (7%) compared to the comparable prior year period, and was primarily due to higher sales volume. Gross margin for the year ended December 31, 2015 increased by \$6 million (25%) compared to the comparable prior year period. Gross margin as a percentage of net sales increased to 16% for the year ended December 31, 2015 to 14% for the comparable prior year period, and was primarily due to higher margins on more profitable programs and customers.

Holding Company

Years Ended December 31, 2016 and 2015

The Holding Company had a net gain from investment activities of \$10 million for the year ended December 31, 2016 compared to a net gain from investment activities of \$18 million in the comparable prior year period.

Years Ended December 31, 2015 and 2014

Net gain from investment activities was \$18 million for the year ended December 31, 2015 as compared to a loss of \$137 million for the comparable prior year period. The net gain from investment activities for the year ended December 31, 2015 was attributable to certain securities held by the Holding Company. The net loss from investment activities for the year ended December 31, 2014 includes losses from certain derivative swaps that were closed out during the third quarter of 2014.

Other Consolidated Results of Operations

Other Income, Net

Years Ended December 31, 2016 and 2015

Our consolidated other income (loss), net for the year ended December 31, 2016 and 2015 was \$121 million and \$75 million, respectively. During the year ended December 31, 2016 and 2015, net gains on disposition of assets were \$14 million and \$40 million, respectively. Net gains on disposition of assets during the year ended December 31, 2015 primarily pertained to our Real Estate segment which sold certain assets within its club and rental operations. For the year ended December 31, 2016 and 2015, our Energy segment recorded net losses on certain derivative contracts of \$19 million and \$29 million, respectively. See Note 7, "Financial Instruments," to the consolidated financial statements for further discussion regarding these derivative contracts.

Years Ended December 31, 2015 and 2014

Our consolidated other income, net for the year ended December 31, 2015 and 2014 was \$75 million and \$182 million, respectively. Our Energy segment recorded (loss) gains on certain derivative contracts of \$(29) million and \$186 million for the years ended December 31, 2015 and 2014, respectively. See Note 7, "Financial Instruments," to the consolidated financial statements for further discussion regarding these derivative contracts. Additionally, for the year ended December 31, 2014, our Gaming segment had certain tax settlement gains of \$32 million and certain predecessor claim settlements of \$53 million. Included in our consolidated other income, net was a loss on extinguishment of debt of \$162 million for the year ended December 31, 2014.

Selling, General and Administrative

Years Ended December 31, 2016 and 2015

Our consolidated selling, general and administrative for the year ended December 31, 2016 increased by \$434 million (23%) as compared to the comparable prior year period. The increase was primarily attributable to an increase from our Automotive segment of \$520 million primarily due to the inclusion of the acquisitions of Pep Boys in February 2016 and IEH Auto in the second quarter of 2015 and an increase of \$102 million from our Gaming segment primarily due to the inclusion of TER upon its emergence from bankruptcy on February 26, 2016, offset in part by a decrease of \$203 million from our Investment segment due to a decrease of compensation expense related to a certain fund performance over the respective periods.

Years Ended December 31, 2015 and 2014

Our consolidated selling, general and administrative for the year ended December 31, 2015 increased by \$283 million (17%) as compared to the comparable prior year period. The increase was primarily due to an increase of \$70 million from our Investment segment which was largely attributable to higher compensation expense related to certain investment related performance, an increase of \$176 million from our Automotive segment primarily due to the inclusion of the acquisition of Affinia Group Inc., the acquisition of certain business assets of Honeywell International Inc., and the IEH Auto acquisition, an increase of \$11 million from our Gaming segment primarily due to the inclusion of the Lumière acquisition, and an increase of \$12 million from our Mining segment primarily due to the inclusion of the acquisition of Ferrous Resources effective June 1, 2015. In addition, there was a net increase in our other segments and Holding Company of \$14 million.

Restructuring

Years Ended December 31, 2016 and 2015

Our consolidated restructuring costs were \$32 million and \$97 million for year ended December 31, 2016 and 2015, respectively, which were primarily attributable to our Automotive segment. These restructuring charges, primarily consisting of employee costs and headcount reductions, pertained to all restructuring programs that Federal-Mogul has initiated in order to improve its operating performance.

Federal-Mogul's restructuring expenses for the year ended December 31, 2016 were aimed at optimizing its cost structure. Federal-Mogul expects to complete these programs in 2017 and does not expect to incur any additional restructuring charges related to these programs. For programs previously initiated in prior periods, Federal-Mogul expects to complete these programs in 2018 and does not expect to incur any additional restructuring charges related to these programs.

Years Ended December 31, 2015 and 2014

Our consolidated restructuring costs were \$97 million and \$84 million for the year ended December 31, 2015 and 2014, respectively, which were primarily attributable to our Automotive segment in each of the respective periods.

Impairment

Years Ended December 31, 2016 and 2015

Impairment for the year ended December 31, 2016 was \$709 million, of which \$574 million related to our Energy segment's impairment of goodwill. In addition, as a result of the Trump Taj Mahal's closing on October 10, 2016, we recorded an aggregate impairment charge of \$106 million for the year ended December 31, 2016 related to property, plant and equipment and intangible assets for our Gaming segment. For the year ended December 31, 2015, we recorded aggregate impairment of \$788 million, of which \$571 million was for goodwill, primarily from our Automotive and Energy segments. In addition, we recorded \$201 million of impairment of property, plant and equipment primarily at our Mining segment. See Note 6, "Fair Value Measurements," and Note 8, "Goodwill and Intangible Assets, Net," for further discussion.

Years Ended December 31, 2015 and 2014

Impairment for the year ended December 31, 2015 was \$788 million, of which \$571 million was for goodwill, primarily from our Automotive and Energy segments. In addition, we recorded \$201 million of impairment of property, plant and equipment primarily at our Mining segment. For the year ended December 31, 2014, we recorded aggregate impairment of \$135 million, of which \$103 million was for goodwill from our Energy segment. In addition, we recorded \$27 million of impairment of property, plant and equipment primarily at our Automotive, Metals and Real Estate segments. See Note 6, "Fair Value Measurements," and Note 8, "Goodwill and Intangible Assets, Net," for further discussion.

Interest Expense

Years Ended December 31, 2016 and 2015

Icahn Enterprises' consolidated interest expense for the year ended December 31, 2016 decreased by \$276 million (24%) as compared to the comparable prior year period. The decrease was primarily due to lower interest expense from our Investment segment attributable to a decrease in due to broker balances over the respective periods, offset in part by higher interest expense from our Automotive segment due to higher interest rates on borrowings under revolving credit facilities over the respective periods and the inclusion of interest from the acquisitions of Pep Boys in February 2016 and IEH Auto in the second quarter of 2015 and higher interest from our Energy segment due to a certain debt offering during the second quarter of 2016.

Years Ended December 31, 2015 and 2014

Icahn Enterprises' consolidated interest expense for the year ended December 31, 2015 increased by \$307 million (36%) as compared to the comparable prior year period. The increases were primarily due to higher interest expense from our Investment segment attributable to due to broker balances, higher interest expense from our Automotive segment due to higher outstanding debt balances on its revolver facility coupled with higher interest rates following the refinancing of its term loans and higher interest expense from our Railcar segments due to higher outstanding debt balances.

Income Tax Expense

Years Ended December 31, 2016 and 2015

For the year ended December 31, 2016, we recorded an income tax expense of \$36 million on pre-tax loss of approximately \$2.2 billion compared to an income tax expense of \$68 million on pre-tax loss of approximately \$2.1 billion for the year ended December 31, 2015. Our effective income tax rate was (1.6)% and (3.3)% for the year ended December 31, 2016 and 2015, respectively.

The difference between the effective tax rate and statutory federal rate of 35% was principally due to partnership losses not subject to taxation.

Years Ended December 31, 2015 and 2014

For the year ended December 31, 2015, Icahn Enterprises recorded an income tax expense of \$68 million on pre-tax loss of approximately \$2.1 billion compared to an income tax benefit of \$103 million on pre-tax loss of \$632 million for the year ended December 31, 2014. Icahn Enterprises' effective income tax rate was (3.3)% and 16.3% for the year ended December 31, 2015 and 2014, respectively.

For the year ended December 31, 2015, Icahn Enterprises Holdings recorded an income tax expense of \$68 million on pre-tax loss of approximately \$2.1 billion compared to an income tax benefit of \$103 million on pre-tax loss of \$631 million for the year ended December 31, 2014. Icahn Enterprises Holdings' effective income tax rate was (3.3)% and 16.3% for the year ended December 31, 2015 and 2014, respectively.

The difference between the effective tax rate and statutory federal rate of 35% was principally due to partnership losses not subject to taxation.

For 2014, Icahn Enterprises and Icahn Enterprises Holdings recognized a deferred tax benefit on its pre-tax loss primarily due to income tax benefits recorded on a release of valuation allowance on the deferred tax assets in our Gaming segment of \$196 million.

Liquidity and Capital Resources

Holding Company

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

As of December 31, 2016, the Holding Company had investments in the Investment Funds with a total fair market value of approximately \$1.7 billion. We may redeem our direct investment in the Investment Funds upon notice.

As of December 31, 2016, our Holding Company had cash and cash equivalents of \$225 million and total debt of approximately \$5.5 billion. As of December 31, 2016, based on covenants in the indenture governing our senior notes, we are not permitted to incur additional indebtedness. See Note 10, "Debt," to the consolidated financial statements for additional information concerning credit facilities for us and our subsidiaries.

On December 19, 2016, we entered into a definitive agreement to sell ARL to SMBC Rail for cash based on (i) a value of approximately \$2.8 billion (subject to certain adjustments) and (ii) a fleet of approximately 29,000 railcars. The ARL Initial Sale is expected to close in the second quarter of 2017. For a period of three years thereafter, upon satisfaction of certain conditions, we will have an option to sell, and SMBC Rail will have an option to buy, approximately 4,800 additional railcars for an additional purchase price estimated to be approximately \$586 million.

On January 18, 2017, we issued \$695 million in aggregate principal amount of 6.250% senior notes due 2022 and \$500 million in aggregate principal amount of 6.750% senior notes due 2024 (collectively, the "New Notes"). The net proceeds from the sale of the New Notes were approximately \$1.192 billion, after deducting the initial purchaser's discount and commission and estimated fees and expenses related to the offering. The proceeds from the New Notes were used to refinance all of our 3.50% senior unsecured notes due 2017. See Note 18, "Subsequent Events," to the consolidated financial statements for further discussion regarding this refinancing.

Additionally, in January 2017, Icahn Enterprises announced that the board of directors of its general partner approved a rights offering to raise proceeds of approximately \$600 million. The rights offering commenced in February 2017. The purposes of the rights offering are to (i) to enhance Icahn Enterprises' depositary unit holder equity; (ii) to endeavor to improve Icahn Enterprises' credit ratings; and (iii) to raise equity capital to be used for general partnership purposes. The rights offering, which expired on February 22, 2017, was fully subscribed with total basic subscription rights and over-subscription rights being

exercised resulting in a total of 11,171,104 depositary units to be issued on or about March 1, 2017 and for aggregate proceeds of \$600 million .

Distributions on Depositary Units

On February 27, 2017 , the Board of Directors of the general partner of Icahn Enterprises declared a quarterly distribution in the amount of \$1.50 per depositary unit, which will be paid on or about April 18, 2017 to depositary unitholders of record at the close of business on March 13, 2017 . Depositary unitholders will have until April 5, 2017 to make an election to receive either cash or additional depositary units; if a holder does not make an election, it will automatically be deemed to have elected to receive the dividend in cash. Depositary unitholders who elect to receive additional depositary units will receive units valued at the volume weighted average trading price of the units on NASDAQ during the 5 consecutive trading days ending April 12, 2017 . No fractional depositary units will be issued pursuant to the distribution payment. Icahn Enterprises will make a cash payment in lieu of issuing fractional depositary units to any holders electing to receive depositary units. Any holders that would only be eligible to receive a fraction of a depositary unit based on the above calculation will receive a cash payment.

During 2016 , we declared four quarterly distributions aggregating \$6.00 per depositary unit. Depositary unitholders were given the option to make an election to receive the distributions in either cash or additional depositary units; if a holder did not make an election, it was automatically deemed to have elected to receive the distributions in cash. Mr. Icahn and his affiliates elected to receive a majority of their proportionate share of these distributions in depositary units during 2016 . Mr. Icahn and his affiliates owned approximately 89.8% of Icahn Enterprises' outstanding depositary units as of December 31, 2016 . During 2016 , aggregate cash distributions to all depositary unitholders was \$101 million .

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, the ratio of current assets to current liabilities, 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.

Consolidated Borrowings

Debt consists of the following:

	December 31,	
	2016	2015
	(in millions)	
5.875% senior unsecured notes due 2022 - Icahn Enterprises/Icahn Enterprises Holdings	\$ 1,340	\$ 1,338
6.00% senior unsecured notes due 2020 - Icahn Enterprises/Icahn Enterprises Holdings	1,705	1,706
4.875% senior unsecured notes due 2019 - Icahn Enterprises/Icahn Enterprises Holdings	1,271	1,270
3.50% senior unsecured notes due 2017 - Icahn Enterprises/Icahn Enterprises Holdings	1,174	1,172
Debt and credit facilities - Automotive	3,249	3,121
Debt facilities - Energy	1,118	619
Debt and credit facilities - Railcar	571	2,671
Credit facilities - Gaming	287	289
Credit facilities - Food Packaging	265	267
Capital leases and other	139	141
	<u>\$ 11,119</u>	<u>\$ 12,594</u>

See Note 10 , “ Debt ,” to the consolidated financial statements for additional information concerning terms, restrictions and covenants of our debt. As of December 31, 2016 , we are in compliance with all debt covenants. In addition, certain debt relating to ARL has been reclassified to liabilities held for sale in connection with the ARL Initial Sale as discussed elsewhere in this Report.

Consolidated Contractual Commitments and Contingencies

The following table reflects, at December 31, 2016, our contractual cash obligations, subject to certain conditions, due over the indicated periods:

	2017	2018	2019	2020	2021	Thereafter	Total
	(in millions)						
Debt obligations	\$ 1,378	\$ 1,110	\$ 1,348	\$ 2,047	\$ 2,263	\$ 2,976	\$ 11,122
Capital lease obligations	10	7	6	4	3	35	65
Interest payments	556	532	464	434	309	551	2,846
Pension and other post-employment benefit plans	99	87	86	88	83	317	760
Operating lease obligations	245	225	183	155	130	356	1,294
Purchase obligations	216	131	127	109	97	640	1,320
Letters of credit	77	37	—	—	—	—	114
Total	<u>\$ 2,581</u>	<u>\$ 2,129</u>	<u>\$ 2,214</u>	<u>\$ 2,837</u>	<u>\$ 2,885</u>	<u>\$ 4,875</u>	<u>\$ 17,521</u>

In connection with the ARL Initial Sale, which is expected to close in the second quarter of 2017, the table above excludes certain contractual obligations relating to ARL as of December 31, 2016, including debt obligations aggregating approximately \$1.8 billion, plus related interest thereon of \$298 million, and operating lease obligations aggregating \$17 million. These obligations remain our obligations until such time the ARL Initial Sale closes.

As discussed above, on January 18, 2017, we issued the New Notes aggregating approximately \$1.2 billion. The proceeds from the New Notes were used to repay our existing 3.50% senior unsecured notes due 2017, including accrued interest. Interest on the New Notes are payable on February 1 and August 1 of each year, commencing August 1, 2017. This transaction is not reflected in the table above.

Certain of Federal-Mogul's, CVR's and PSC Metals' facilities are environmentally impaired. As of December 31, 2016, Federal-Mogul, CVR and PSC Metals have recorded environmental liabilities of \$16 million, \$5 million and \$28 million, respectively. Additionally, our Automotive segment has identified sites with contractual obligations and sites that are closed or expected to be closed and sold in connection with its restructuring activities and has accrued \$21 million as of December 31, 2016, primarily related to removing hazardous materials in buildings. For further discussion regarding these commitments, among others, see Note 17, "Commitments and Contingencies," to the consolidated financial statements.

As discussed in Note 5, "Investments and Related Matters," to the consolidated financial statements, we have contractual liabilities of approximately \$1.1 billion related to securities sold, not yet purchased as of December 31, 2016. This amount has not been included in the table above as maturity is not subject to a contract and cannot be properly estimated.

Off-Balance Sheet Arrangements

We have off-balance sheet risk related to investment activities associated with certain financial instruments, including futures, options, credit default swaps and securities sold, not yet purchased. For additional information regarding these arrangements, refer to Note 7, "Financial Instruments," to the consolidated financial statements contained elsewhere in this Report.

Consolidated Cash Flows

The following table summarizes cash flow information for the year ended December 31, 2016 and cash and cash equivalents as of December 31, 2016 for each of Icahn Enterprises' operating segments and the Holding Company:

	Year Ended December 31, 2016			December 31, 2016
	Net Cash (Used In) Provided By			Cash and Cash Equivalents
	Operating Activities	Investing Activities	Financing Activities	
	(in millions)			
Investment	\$ 551	\$ —	\$ 498	\$ 13
Automotive	571	(351)	81	353
Energy	246	(202)	47	736
Railcar	399	(129)	(383)	179
Gaming	78	(56)	(41)	244
Metals	1	(2)	1	4
Mining	—	(22)	(6)	14
Food Packaging	28	(22)	(4)	39
Real Estate	33	2	(4)	24
Home Fashion	(4)	(8)	—	2
Holding Company	(248)	(1,064)	(102)	225
	<u>\$ 1,655</u>	<u>\$ (1,854)</u>	<u>\$ 87</u>	<u>\$ 1,833</u>

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

Operating Activities

Net cash provided by operating activities for 2016 was approximately \$1.7 billion. Our Investment segment had net cash provided by operating activities primarily relating to its investment transactions. Additionally, the majority of our remaining segments, particularly our Automotive, Railcar, Energy and Gaming segments, reported positive cash flow from operating activities, which were primarily driven by earnings before the effects of non-cash charges for impairment, depreciation and amortization. Our Holding Company had net cash used in operating activities of \$248 million primarily due to payments of interest expense on its debt.

Investing Activities

Net cash used in investing activities for 2016 was primarily due to acquisitions of businesses, primarily our acquisition of Pep Boys, and consolidated capital expenditures incurred by our subsidiaries. Our Automotive and Energy segments had capital expenditures of \$418 million and \$133 million, respectively. Additionally, our Railcar segment had capital expenditures of \$133 million, of which \$110 million was for the manufacturing or purchase of railcars for its leasing operations.

Financing Activities

Net cash provided by financing activities for 2016 was primarily attributable to our Investment segment which received net contributions from affiliates of Mr. Icahn of \$498 million. This was offset in part by certain debt activity across the majority of our subsidiaries as well as aggregate distributions to our general partner and LP unitholders and dividends and distributions paid to non-controlling interest holders in certain of our subsidiaries.

Consolidated Capital Expenditures

We estimate that our consolidated capital expenditures for our continuing operating businesses to be approximately \$1.0 billion in 2017, as detailed for certain segments below.

Segment Liquidity and Capital Resources

Investment

As of December 31, 2016, the Investment Funds' net notional exposure was -128%. The Investment Funds' long exposure was 177% (170% long equity and 7% long credit) and the Investment Funds' short exposure was 305% (282% short equity, 23% 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 December 31, 2016.

Of our long exposure of 177%, the fair value of our long positions (with certain adjustments) represented 171% of our long exposure. The notional value of our other long positions, which primarily included single name equity forward contracts and credit contracts, represented 6% of our long exposure.

Of our short exposure of 305%, the fair value of our short positions represented 21% of our short exposure. The notional value of our other short positions, which primarily included short credit default swap contracts and short broad market index swap derivative contracts, represented 284% of our short exposure.

With respect to both our long positions that are not notionalized (171% long exposure) and our short positions that are not notionalized (21% short), 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 (284% 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.

The Investment Funds historically have had access to significant amounts of cash available from prime brokerage lines of credit, subject to customary terms and market conditions.

Automotive

During the first quarter of 2016, Federal-Mogul increased its borrowing capacity under a certain U.S. revolving credit facility (the "Federal-Mogul Revolver Facility") by \$50 million to \$600 million. As of December 31, 2016 and 2015, the borrowing availability under the Federal-Mogul Revolving Facility was \$213 million and \$170 million, respectively. As of December 31, 2016 and 2015, the outstanding balance on the Federal-Mogul Revolving Facility was \$345 million and \$340 million, respectively. Federal-Mogul had \$37 million and \$40 million of letters of credit outstanding as of December 31, 2016 and 2015, respectively, pertaining to Federal-Mogul's term loan credit facility. To the extent letters of credit associated with the Federal-Mogul Revolving Facility are issued, there will be a corresponding decrease in borrowings available under this facility. Availability under the Federal-Mogul Revolving Facility was limited by borrowing base conditions as of December 31, 2016. In addition, Federal-Mogul had additional availability under foreign lines of credit of \$60 million and \$59 million as of December 31, 2016 and 2015, respectively.

Federal-Mogul's subsidiaries in Brazil, Canada, France, Germany, Italy, Canada and the United States are party to accounts receivable factoring and securitization facilities. Gross accounts receivable transferred under these facilities were \$487 million and \$408 million as of December 31, 2016 and 2015, respectively. Of those gross amounts, \$485 million and \$401 million, respectively, qualify as sales as defined in FASB ASC Topic 860, *Transfers and Servicing*. The remaining transferred receivables were pledged as collateral and accounted for as secured borrowings and recorded in the consolidated balance sheets within accounts receivable, net and debt. Under the terms of these facilities, Federal-Mogul is not obligated to draw cash immediately upon the transfer of accounts receivable. As of December 31, 2016 and 2015, Federal-Mogul had withdrawn cash related to such transferred receivables of zero and \$1 million, respectively. Proceeds from the transfers of accounts receivable qualifying as sales were approximately \$1.6 billion, \$1.6 billion and \$1.7 billion for the years ended December 31, 2016, 2015 and 2014, respectively.

On August 16, 2016, IEP Auto Holdings LLC, a wholly owned subsidiary of ours and parent company of IEH Auto and Pep Boys, executed a new loan and security agreement (the "IEP Auto Credit Facility") providing for borrowings of up to \$675 million. A portion of the proceeds from the new IEP Auto Credit Facility was used to repay in full both the IEH Auto Revolving Credit Facility and Pep Boys Revolving Credit Facility (each as defined and discussed below). In addition, the IEP Auto Credit Facility replaced both the IEH Auto Revolving Credit Facility and Pep Boys Revolving Credit Facility. See Note, 10, "Debt - Automotive," for further discussion regarding the new IEP Auto Credit Facility.

As of December 31, 2016, IEP Auto had an aggregate \$232 million outstanding under the IEP Auto Credit Facility. As of December 31, 2016, there was \$48 million in letters of credit outstanding with respect to the IEP Auto Credit Facility. To the extent letters of credit associated with the IEP Auto Credit Facility are issued, there will be a corresponding decrease in borrowings available under this facility. As of December 31, 2016, taking into account the borrowing base requirements (including reduction for amounts outstanding under the trade payable program), there was \$132 million of availability under the IEP Auto Credit Facility.

On November 25, 2015, IEH Auto entered into a senior secured asset based revolving credit facility (the "IEH Auto Revolving Credit Facility") for \$125 million. On January 25, 2016, the IEH Auto Credit Facility was amended and restated to increase the revolver commitments to \$210 million. As discussed above, the IEH Auto Revolving Credit Facility was paid in full from a portion of the proceeds from the IEP Auto Credit Facility and terminated during the third quarter of 2016.

Pep Boys had a revolving credit agreement (the "Pep Boys Revolving Credit Facility") providing for borrowings of up to \$300 million, with an original maturity date of July 26, 2016. The maturity date of this revolving credit agreement was extended to October 24, 2016. As discussed above, the Pep Boys Revolving Credit Facility was paid in full from a portion of the proceeds from the IEP Auto Credit Facility and terminated during the third quarter of 2016.

Our Automotive segment estimates its 2017 capital expenditures to be approximately \$510 million.

Energy

As of December 31, 2016, Coffeyville Resources, LLC had availability under the Amended and Restated ABL Credit Facility of \$312 million and had letters of credit outstanding of \$28 million. There were no borrowings outstanding under the ABL Credit Facility as of December 31, 2016. Availability under the Amended and Restated ABL Credit Facility was limited by borrowing base conditions as of December 31, 2016.

On September 30, 2016, CVR Partners entered into a senior secured asset based revolving credit facility (the "CVR Partners Credit Facility") providing for availability of up to \$50 million with an incremental facility, which permits an increase in borrowings of up to \$25 million in the aggregate subject to additional lender commitments and certain other conditions. As of December 31, 2016, CVR Partners and its subsidiaries had availability under the CVR Partners Credit Facility of \$49 million. There were no borrowings outstanding under the CVR Partners Credit Facility as of December 31, 2016.

On June 10, 2016, CVR Partners completed a private offering of \$645 million aggregate principal amount of 9.250% senior secured notes due 2023. Additionally, during the second quarter of 2016, CVR Partners repurchased approximately \$315 million of its 6.5% notes due 2021 pursuant to a certain tender offer and a change of control offer.

See Note 10, "Debt - Energy," to the consolidated financial statements for further discussion regarding our Energy segment's debt transactions.

On January 24, 2013, the board of directors of CVR adopted a quarterly cash dividend policy. CVR began paying regular quarterly dividends in the second quarter of 2013. Dividends are subject to change at the discretion of CVR's board of directors and may change from quarter to quarter. In addition, the current policy of the respective board of directors of CVR Refining and CVR Partners is to distribute all of the respective available cash of CVR Refining and CVR Partners each quarter. CVR Refining and CVR Partners do not have a legal obligation to pay distributions and there is no guarantee that they will pay any distributions on the units in any quarter.

For the year ended December 31, 2016, we received \$142 million in dividends from CVR. Subsequent to December 31, 2016, CVR declared a quarterly dividend, which will result in an additional \$36 million in dividends paid to us in the first quarter of 2017.

Our Energy segment estimates its 2017 capital expenditures to be approximately \$183 million.

Railcar

In December 2015, ARI completed a financing of its railcar lease fleet with availability of up to \$200 million under a credit agreement (the "ARI 2015 Credit Agreement"). The ARI 2015 Credit Agreement contains an incremental borrowing provision under which ARI, as debtor and subject to the conditions set forth in the ARI 2015 Credit Agreement, has the right but not the obligation to increase the amount of the facility in an aggregate amount of up to \$100 million (the amounts extended under the 2015 Credit Agreement, inclusive of any amounts extended under the incremental facility, the Revolving Loans), to a maximum principal amount of \$300 million. As of December 31, 2016, ARI had borrowing availability of \$200 million under this credit facility.

On July 28, 2015, ARI's board of directors authorized the repurchase of up to \$250 million of its outstanding common stock ("ARI Stock Repurchase Program"). The ARI Stock Repurchase Program will end upon the earlier of the date on which it is terminated by ARI's board of directors or when all authorized repurchases are completed. The timing and amount of stock

repurchases, if any, will be determined based upon ARI's evaluation of market conditions and other factors. The ARI Stock Repurchase Program may be suspended, modified or discontinued at any time and ARI has no obligation to repurchase any amount of its common stock under the ARI Stock Repurchase Program. Under the ARI Stock Repurchase Program, ARI repurchased shares of its common stock during the year ended December 31, 2016 at a cost of \$29 million.

For each of the years ended December 31, 2016 and 2015, we received an aggregate of \$19 million in regular quarterly dividends from ARI. Subsequent to December 31, 2016, ARI declared a quarterly dividend which will result in an additional \$5 million in dividends paid to us in the first quarter of 2017.

Our Railcar segment estimates its 2017 capital expenditures to be approximately \$160 million, of which \$145 million is for its railcar lease fleet. These estimates exclude estimated capital expenditures for ARL due to the expected closure of the ARL Initial Sale in the second quarter of 2017.

Gaming

On July 31, 2015 Tropicana's board of directors authorized the repurchase of up to \$50 million of its outstanding common stock with no set expiration date. In addition, on February 22, 2017, Tropicana's board of directors authorized the repurchase of an additional \$50 million of its outstanding common stock, for the repurchase of an aggregate of up to \$100 million of its outstanding common stock (collectively, the "Tropicana Stock Repurchase Program"). The Tropicana Stock Repurchase Program will end upon the earlier of the date on which the plan is terminated by Tropicana's board of directors or when all authorized repurchases are completed. The timing and amount of stock repurchases will be determined based upon Tropicana's evaluation of market conditions and other factors. The Tropicana Stock Repurchase Program may be suspended, modified or discontinued at any time and Tropicana has no obligation to repurchase any amount of its common stock under the Tropicana Stock Repurchase Program. Under the Tropicana Stock Repurchase Program, Tropicana repurchased shares of its common stock during the year ended December 31, 2016 at a cost of \$43 million.

Our Gaming segment estimates its 2017 capital expenditures to be approximately \$98 million. This estimate excludes estimated capital expenditures for TER due to its closure in the fourth quarter of 2016.

Critical Accounting Policies and Estimates

Our significant accounting policies are described in Note 2, "Summary of Significant Accounting Policies," to the consolidated financial statements. Our consolidated financial statements have been prepared in accordance with U.S. GAAP. The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses and the disclosure of contingent assets and liabilities. Among others, estimates are used when accounting for valuation of investments and pension expense. Estimates used in determining fair value measurements include, but are not limited to, expected future cash flow assumptions, market rate assumptions for contractual obligations, actuarial assumptions for benefit plans, settlement plans for litigation and contingencies, and appropriate discount rates. Estimates and assumptions are evaluated on an ongoing basis and are based on historical and other factors believed to be reasonable under the circumstances. The results of these estimates may form the basis of the carrying value of certain assets and liabilities and may not be readily apparent from other sources. Actual results, under conditions and circumstances different from those assumed, may differ from estimates.

We believe the following accounting policies are critical to our business operations and the understanding of results of operations and affect the more significant judgments and estimates used in the preparation of our consolidated financial statements.

Valuation of Investments

The fair value of our investments, including securities sold, not yet purchased, is based on observable market prices when available. Securities owned by the Investment Funds that are listed on a securities exchange are valued at their last sales price on the primary securities exchange on which such securities are traded on such date. Securities that are not listed on any exchange but are traded over-the-counter are valued at the mean between the last "bid" and "ask" price for such security on such date. Securities and other instruments for which market quotes are not readily available are valued at fair value as determined in good faith by the applicable general partner. For some investments little market activity may exist; management's determination of fair value is then based on the best information available in the circumstances and may incorporate management's own assumptions and involves a significant degree of judgment.

Impairment of Long-Lived Assets and Goodwill

Long-lived assets held and used by our various operating segments and long-lived assets to be disposed of are reviewed for impairment whenever events or changes in circumstances, such as vacancies and rejected leases and reduced production capacity, indicate that the carrying amount of an asset may not be recoverable. In performing the review for recoverability, we estimate the future cash flows expected to result from the use of the asset and its eventual disposition. If the sum of the

expected future cash flows, undiscounted and without interest charges, is less than the carrying amount of the asset an impairment loss is recognized.

Measurement of an impairment loss for long-lived assets that we expect to hold and use is based on the fair value of the asset. Long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell.

Definite-lived assets held by our various segments are periodically reviewed for impairment indicators. If impairment indicators exist, we perform the required analysis and record an impairment charge as required by applicable U.S. GAAP.

Indefinite-lived intangible assets, such as goodwill and trademarks, held by our various segments are reviewed for impairment annually, or more frequently if impairment indicators exist. Goodwill impairment testing involves a two-step process. Step 1 compares the fair value of our reporting units to their carrying values. If the fair value of the reporting unit exceeds its carrying value, no further analysis is necessary. The reporting unit fair value is based upon consideration of various valuation methodologies, including guideline transaction multiples, multiples of current earnings, and projected future cash flows discounted at rates commensurate with the risk involved. If the carrying amount of the reporting unit exceeds its fair value, Step 2 must be completed to quantify the amount of impairment. Step 2 calculates the implied fair value of goodwill by deducting the fair value of all tangible and intangible assets, excluding goodwill, of the reporting unit, from the fair value of the reporting unit as determined in Step 1. The implied fair value of goodwill determined in this step is compared to the carrying value of goodwill. If the implied fair value of goodwill is less than the carrying value of goodwill, an impairment loss, equal to the difference, is recognized.

The reporting unit fair values of our reporting segments are based upon consideration of various valuation methodologies, one of which is projecting future cash flows discounted at rates commensurate with the risks involved ("Discounted Cash Flow" or "DCF"). Assumptions used in a DCF require the exercise of significant judgment, including judgment about appropriate discount rates and terminal values, growth rates, and the amount and timing of expected future cash flows. The forecasted cash flows are based on current plans and for years beyond that plan, the estimates are based on assumed growth rates. We believe that our assumptions are consistent with the plans and estimates used to manage the underlying businesses. The discount rates, which are intended to reflect the risks inherent in future cash flow projections, used in a DCF are based on estimates of the weighted-average cost of capital ("WACC") of a market participant. Such estimates are derived from our analysis of peer companies and consider the industry weighted average return on debt and equity from a market participant perspective. The inputs used to determine the fair values of our reporting units, including future cash flows, discount rates and growth rates and other assumptions involves a significant degree of judgment.

See Note 6, "Fair Value Measurements," and Note 8, "Goodwill and Intangible Assets, Net," to the consolidated financial statements for further discussion regarding the fair value measurements of our long-live assets as well as intangibles.

Commitments and Contingencies - Litigation

On an ongoing basis, we assess the potential liabilities related to any lawsuits or claims brought against us. While it is typically very difficult to determine the timing and ultimate outcome of such actions, we use our best judgment to determine if it is probable that we will incur an expense related to the settlement or final adjudication of such matters and whether a reasonable estimation of such probable loss, if any, can be made. In assessing probable losses, we make estimates of the amount of insurance recoveries, if any. We accrue a liability when we believe a loss is probable and the amount of loss can be reasonably estimated. Due to the inherent uncertainties related to the eventual outcome of litigation and potential insurance recovery, it is possible that certain matters may be resolved for amounts materially different from any provisions or disclosures that we have previously made.

Pension Plans and Other Postretirement Benefit Plans

Federal-Mogul sponsors defined benefit pension plans and postretirement plans for certain employees and retirees around the world. Federal-Mogul's defined benefit plans are accounted for on an actuarial basis, which requires the selection of various assumptions, including an expected long-term rate of return, discount rate, mortality rates of participants, and expectation of mortality improvement.

Differences in actual experience or changes in assumptions may materially affect the pension and postretirement plan obligations. Actual results that differ from assumptions are accumulated in unamortized net actuarial gains and losses which are subject to amortization and expensed over future periods. The unamortized pre-tax actuarial loss on Federal-Mogul's pension plans was \$544 million and \$532 million at December 31, 2016 and 2015, respectively. Federal-Mogul expects to recognize amortization expense of \$17 million in 2017.

Assumptions used to calculate benefit obligations as of the end of a fiscal year directly affect the expense to be recognized in future periods. The primary assumptions affecting our accounting for employee benefits as of December 31, 2016 are as follows:

- *Long-term rate of return on plan assets* : In December 2016, an investment policy study was completed for Federal-Mogul's U.S. pension plans. The study resulted in changes to the expected long-term rate of return on assets and is designed to approximate a long-term prospective rate. The long-term rate of return on assets decreased from 5.65% at December 31, 2015 to 5.55% at December 31, 2016 . The expected long-term rate of return on plan assets used in determining pension expense for non-U.S. plans is determined in a similar manner to the U.S. plans and the weighted average return on assets decreased from 3.22% at December 31, 2015 to 3.05% at December 31, 2016 .
- *Discount rate* : The discount rate assumption is established at the measurement date. In the U.S., Federal-Mogul uses a cash flow matching approach that uses projected cash flows matched to spot rates along a high quality corporate yield curve to determine the present value of cash flows to calculate a single equivalent discount rate. The benefit obligation for pension plans in Belgium, France, and Germany represents 91% of the non-U.S. pension benefit obligation at December 31, 2016. The discount rates for these plans are determined using a cash flow matching approach similar to the U.S. approach.
The weighted-average discount rate used to calculate net periodic pension cost is 4.15% for U.S. pension plans and a weighted average of 2.72% for non-U.S. plans and 4.18% for its OPEB. In calculating its benefit obligations, Federal-Mogul used a weighted-average discount rate of 3.90% for its U.S. pension plans, a weighted average discount rate of 2.03% for its non-U.S. pension plans and a discount rate of 3.98% for its OPEB.
- *Mortality Assumptions*: Federal-Mogul has reviewed the mortality improvement tables published by the Society of Actuaries in the three months ended December 31, 2016 that lowered life expectancies for our U.S. Plans. This change in assumptions decreased the U.S. pension and postretirement plan obligation by \$46 million.

The following table illustrates the sensitivity to a change in certain assumptions for the pension and postretirement plans. The changes in these assumptions have no impact on Federal-Mogul's funding requirements.

	Pension Benefits				Other Post-Employment Benefits	
	United States Plans		Non-U.S. Plans		Change in 2017 expense	Change in PBO
	Change in 2017 expense	Change in PBO	Change in 2017 expense	Change in PBO		
	(in millions)					
25 bp decrease in discount rate	\$ (1)	\$ 29	\$ 1	\$ 20	—	\$ 7
25 bp increase in discount rate	1	(28)	(1)	(19)	—	(6)
25 bp decrease in return on assets rate	2	n/a	n/a	n/a	n/a	n/a
25 bp increase in return on assets rate	(2)	n/a	n/a	n/a	n/a	n/a

The assumed health care trend rate has a significant impact on the amounts reported for the postretirement plans. The following table illustrates the sensitivity to a change in the assumed health care trend rate:

	Total Service and Interest Cost		APBO
	(in millions)		
100 bp increase in health care trend rate	\$	1	\$ 24
100 bp decrease in health care trend rate		(1)	(21)

Environmental Matters

Due to the nature of certain of our operations, we may be subject to environmental remediation claims. Certain of our operations are subject to federal, state, local and foreign environmental laws and regulations concerning discharges to the air, soil, surface and subsurface waters and the generation, handling, storage, transportation, treatment and disposal of waste materials and hazardous substances. Certain of our operations are also subject to other federal, state, local and foreign laws and regulations including those that require them to remove or mitigate the effects of the disposal or release of certain materials at

various sites. While it is typically very difficult to determine the timing and ultimate outcome of such actions, if any, management uses its best judgment to determine if it is probable that it will incur an expense related to the settlement or final adjudication of such matters and whether a reasonable estimation of such probable loss, if any, can be made. In assessing probable losses, management makes estimates of the amount of insurance recoveries, if any. Certain of our operations accrue a liability when their management believes a loss is probable and the amount of loss can be reasonably estimated. Due to the inherent uncertainties related to the eventual outcome of litigation and potential insurance recovery, it is possible that certain matters may be resolved for amounts materially different from any provisions or disclosures that have previously been made.

It is impossible to predict precisely what effect these laws and regulations will have on our operations in the future. Compliance with environmental laws and regulations may result in, among other things, capital expenditures, costs and liabilities. Management believes, based on past experience and its best assessment of future events, that these environmental liabilities and costs will be assessed and paid over an extended period of time. Management believes that recorded environmental liabilities will be adequate to cover estimated liability for exposure in respect to such matters. In the event that such liabilities were to significantly exceed the amounts recorded, our results of operations could be materially affected.

See Part II, Item 8, Note 17, " Commitments and Contingencies ," of this Report for further discussions regarding our environmental remediation matters.

Income Taxes

Except as described below, no provision has been made for federal, state, local or foreign income taxes on the results of operations generated by partnership activities as such taxes are the responsibility of the partners. Our corporate subsidiaries account for their income taxes under the asset and liability method.

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards.

Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Federal-Mogul and Viskase did not record taxes on its undistributed earnings of \$778 million and \$81 million , respectively, at December 31, 2016 , since these earnings are considered to be permanently reinvested. If at some future date, these earnings cease to be permanently reinvested, Federal-Mogul and Viskase may be subject to U.S. income taxes and foreign withholding taxes on such amounts. Determining the unrecognized deferred tax liability on the potential distribution of these earnings is not practicable as such liability, if any, is dependent on circumstances existing when remittance occurs.

Management periodically evaluates all evidence, both positive and negative, in determining whether a valuation allowance to reduce the carrying value of deferred tax assets is still needed. For each of the three years ended December 31, 2016 , we concluded, based on the projections of taxable income, that certain of our corporate subsidiaries more likely than not will realize a partial benefit from their deferred tax assets and loss carry forwards. Ultimate realization of the deferred tax assets is dependent upon, among other factors, our corporate subsidiaries' ability to generate sufficient taxable income within the carryforward periods and is subject to change depending on the tax laws in effect in the years in which the carryforwards are used.

See Note 14 , " Income Taxes ," to the consolidated financial statements for further discussion regarding our incomes taxes.

Derivative Instruments

Energy

Our Energy segment's petroleum business uses futures contracts, options, and forward contracts primarily to reduce exposure to changes in crude oil prices and finished goods product prices to provide economic hedges of inventory positions. Although management considers these derivatives economic hedges, these derivative instruments do not qualify as hedges for hedge accounting purposes under FASB ASC Topic 815, *Derivatives and Hedging* ("FASB ASC 815"), and accordingly are recorded at fair value in the consolidated balance sheets. Changes in the fair value of these derivative instruments are recorded in earnings as a component of other income, net in the period of change. The estimated fair values of forward and swap contracts are based on quoted market prices and assumptions for the estimated forward yield curves of related commodities in periods when quoted market prices are unavailable.

Our Energy segment's nitrogen fertilizer business uses forward swap contracts primarily to reduce the exposure to changes in interest rates on its debt and to provide a cash flow hedge. These derivative instruments have been designated as hedges for accounting purposes. Accordingly, these instruments are recorded at fair value in the consolidated balance sheets at each reporting period end. The actual measurement of the cash flow hedge ineffectiveness is recognized in earnings, if applicable.

The effective portion of the gain or loss on the swaps is reported in accumulated other comprehensive loss in accordance with FASB ASC Topic 815.

Recently Issued Accounting Standards

Refer to Note 2, "Summary of Significant Accounting Policies," to the consolidated financial statements for a discussion of recent accounting pronouncements applicable to us.

Forward-Looking Statements

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

Forward-looking statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties that may cause actual results to differ materially from trends, plans, or expectations set forth in the forward-looking statements. These risks and uncertainties may include the risks and uncertainties described elsewhere in this Report.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk.

Investment

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

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

Market Risk

The Investment Funds hold investments that are reported at fair value as of the reporting date, which include securities owned, securities sold, not yet purchased and derivatives as reported on our consolidated balance sheets. Based on their respective balances as of December 31, 2016, we estimate that in the event of a 10% adverse change in the fair value of these investments, the fair values of securities owned, securities sold, not yet purchased and derivatives would decrease by approximately \$921 million, \$114 million and \$1.8 billion, respectively. However, as of December 31, 2016, we estimate that the impact to our share of the net gain from investment activities reported on our consolidated statement of operations would be significantly less than the change in fair value since we have an investment of approximately 31% in these Investment Funds, and the non-controlling interests in income would correspondingly offset approximately 69% of the change in fair value.

Foreign Exchange Rate Risk

The Investment Funds are not materially exposed to foreign exchange risk since foreign investments are economically hedged by foreign currency forward contracts.

Credit Risk

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

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

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

Automotive

Our Automotive segment is exposed to certain global market risks, including foreign currency exchange risk, commodity price risk, and interest rate risk associated with its debt.

Foreign Currency Exchange Rate Risk

Federal-Mogul has foreign currency exposures related to buying, selling, and financing in currencies other than the local currencies in which we operate. As of December 31, 2016, Federal-Mogul's most significant foreign currency exposures were Brazilian real, British pound, Chinese yuan renminbi, euro, Indian rupee, Mexican peso and Polish zloty. Historically, Federal-Mogul has reduced its exposure through financial instruments (hedges) that provide offsets or limits to its exposures, which are opposite to the underlying transactions. Federal-Mogul did not hold any foreign currency price hedge contracts at December 31, 2016.

Federal-Mogul is exposed to foreign currency risk due to the translation and remeasurement of the results of certain international operations into U.S. Dollars as part of the consolidation process. Fluctuations in foreign currency exchange rates can therefore create volatility in the results of operations and may adversely affect Federal-Mogul's financial condition.

Federal-Mogul recorded translation losses in accumulated other comprehensive income of \$95 million and \$237 million for the year ended December 31, 2016 and 2015, respectively, and recorded translation gains (losses) in earnings of \$2 million and \$(3) million for the year ended December 31, 2016 and 2015, respectively.

Commodity Price Risk

Commodity rate price forward contracts are executed to offset a portion of our exposure to the potential change in prices mainly for various non-ferrous metals used in the manufacturing of automotive components. The net fair value of Federal-Mogul's contracts was a net asset of \$4 million and a liability of approximately \$3 million at December 31, 2016 and 2015, respectively. At December 31, 2016, Federal-Mogul performed a sensitivity analysis to assess the effects of a 10% adverse change in commodity prices. Based upon the analysis performed, such changes would not be expected to materially affect our Automotive segment's consolidated financial position, results of operations or cash flows.

Interest Rate Risk

Federal-Mogul's exposure to market risk associated with changes in interest rates relate primarily to its debt obligations. At December 31, 2016 and 2015, Federal-Mogul had approximately \$3.0 billion and \$3.1 billion, respectively, of debt which primarily bear variable interest rates. At December 31, 2016 and 2015, Federal-Mogul did not have any interest rate swap positions to manage interest rate exposures. Federal-Mogul's term loans, which represent approximately \$2.5 billion of its debt at December 31, 2016, are not sensitive to changes in market interest rate because the market rate is below the interest rate floor within its credit agreement. Therefore, an adverse market change in interest rates of 10% would have no effect on cash flows. Federal-Mogul's revolving lines of credit also have variable market interest rates and the effect on cash flow from a 10% adverse change in market rates would be de minimis. Federal-Mogul's remaining debt consists of foreign debt with primarily variable interest rates; an adverse market change in interest rates of 10% with respect to these foreign debt would not materially affect our Automotive segment's consolidated financial position, results of operations or cash flows.

Energy

The risk inherent in our Energy segment's market risk sensitive instruments and positions is the potential loss from adverse changes in commodity prices and interest rates. None of our Energy segment's market risk sensitive instruments are held for trading.

Commodity Price Risk

Our Energy segment's petroleum business, as a manufacturer of refined petroleum products, and the nitrogen fertilizer business, as a manufacturer of nitrogen fertilizer products, all of which are commodities, have exposure to market pricing for products sold in the future. In order to realize value from our Energy segment's processing capacity, a positive spread between the cost of raw materials and the value of finished products must be achieved (i.e., gross margin or crack spread). The physical commodities that comprise our raw materials and finished goods are typically bought and sold at a spot or index price that can be highly variable.

Our Energy segment's petroleum business uses a crude oil purchasing intermediary, Vitol, to purchase the majority of its non-gathered crude oil inventory for the refineries, which allows it to take title to and price its crude oil at locations in close proximity to the refineries, as opposed to the crude oil origination point, reducing its risk associated with volatile commodity prices by shortening the commodity conversion cycle time. The commodity conversion cycle time refers to the time elapsed between raw material acquisition and the sale of finished goods. In addition, the petroleum business seeks to reduce the variability of commodity price exposure by engaging in hedging strategies and transactions that will serve to protect gross

margins as forecasted in the annual operating plan. Accordingly, the petroleum business uses commodity derivative contracts to economically hedge future cash flows (i.e., gross margin or crack spreads) and product inventories. With regard to its hedging activities, the petroleum business may enter into, or have entered into, derivative instruments which serve to:

- lock in or fix a percentage of the anticipated or planned gross margin in future periods when the derivative market offers commodity spreads that generate positive cash flows;
- hedge the value of inventories in excess of minimum required inventories; and
- manage existing derivative positions related to change in anticipated operations and market conditions.

Further, CVR's petroleum business intends to engage only in risk-mitigating activities directly related to its businesses. The nitrogen fertilizer business has not historically hedged for commodity prices.

Basis Risk

The effectiveness of our Energy segment's derivative strategies is dependent upon the correlation of the price index utilized for the hedging activity and the cash or spot price of the physical commodity for which price risk is being mitigated. Basis risk is a term our Energy segment uses to define that relationship. Basis risk can exist due to several factors including time or location differences between the derivative instrument and the underlying physical commodity. The selection of the appropriate index to utilize in a hedging strategy is a prime consideration in our Energy segment's basis risk exposure.

Examples of CVR's basis risk exposure are as follows:

- **Time Basis** - In entering over-the-counter swap agreements, the settlement price of the swap is typically the average price of the underlying commodity for a designated calendar period. This settlement price is based on the assumption that the underlying physical commodity will price ratably over the swap period. If the commodity does not move ratably over the periods, then weighted-average physical prices will be weighted differently than the swap price as the result of timing.
- **Location Basis** - In hedging NYMEX crack spreads, CVR may be subject to location basis as the settlement of NYMEX refined products (related more to New York Harbor cash markets) may differ from the prices of refined products in CVR's Group 3 pricing area.

Price and Basis Risk Management Activities

In the event CVR's inventories exceed its petroleum business' target base level of inventories, CVR may enter into commodity derivative contracts to manage price exposure to its inventory positions that are in excess of its base level. Excess inventories typically result from plant operations, such as a turnaround or other plant maintenance.

To reduce the basis risk between the price of products for Group 3 and that of the NYMEX associated with selling forward derivative contracts for NYMEX crack spreads, the petroleum business may enter into basis swap positions to lock the price difference. If the difference between the price of products on the NYMEX and Group 3 (or some other price benchmark as specified in the swap) is different than the value contracted in the swap, then it will receive from or owe to the counterparty the difference on each unit of product contracted in the swap, thereby completing the locking of its margin. An example of the petroleum business' use of a basis swap is in the winter heating oil season. The risk associated with not hedging the basis when using NYMEX forward contracts to fix future margins is if the crack spread increases based on prices traded on NYMEX while Group 3 pricing remains flat or decreases then we would be in a position to lose money on the derivative position while not earning an offsetting additional margin on the physical position based on the Group 3 pricing.

From time to time, the petroleum business also holds various NYMEX positions through a third-party clearing house. At December 31, 2016, CVR Refining had no open commodity positions. At December 31, 2016, CVR Refining's account balance maintained at the third-party clearing house totaled approximately \$2 million, which is reflected on the consolidated balance sheets in cash and cash equivalents. NYMEX transactions conducted for the year ended December 31, 2016 resulted in loss on derivatives, net of approximately \$1 million.

CVR Refining enters into commodity swap contracts in order to fix the margin on a portion of future production. Additionally, CVR Refining may enter into price and basis swaps in order to fix the price on a portion of its commodity purchases and product sales. The physical volumes are not exchanged and these contracts are net settled with cash. The contract fair value of the commodity swaps is reflected on the consolidated balance sheets with changes in fair value currently recognized in the consolidated statements of operations. As of December 31, 2016, CVR Refining had open commodity hedging instruments consisting of 4.0 million barrels of crack spreads primarily to fix the margin on a portion of its future distillate production. A change of \$1.00 per barrel in the fair value of the crack spread swaps would result in an increase or decrease in the related fair values of commodity hedging instruments of \$4 million. The fair value of the outstanding contracts as of December 31, 2016 was a net unrealized loss of approximately \$11 million.

Compliance Program Price Risk

As a producer of transportation fuels from petroleum, CVR Refining is required to blend biofuels into the product it produces or to purchase RINs in the open market in lieu of blending to meet the mandates established by the EPA. CVR Refining is exposed to market risk related to volatility in the price of RINs needed to comply with the RFS. To mitigate the impact of this risk on our Energy segment's results of operations and cash flows, CVR Refining purchased RINs when prices are deemed favorable. See Note 17, "Commitments and Contingencies" to the consolidated financial statements and Item 7, "Results of Operations - Energy," of this Report for further discussion about compliance with the RFS.

Railcar

Our Railcar segment is exposed to price risks associated with the purchase of raw materials, especially steel and heavy castings. The cost of steel, heavy castings and all other materials used in the production of railcars represents a significant amount of the direct manufacturing costs per railcar. Given the significant volatility in the price of raw materials, this exposure can affect the costs of production. Our Railcar segment believes that the risk to its margins and profitability has been somewhat reduced by the variable pricing provisions generally included in its railcar sales contracts. These provisions adjust the purchase prices of the railcars to reflect fluctuations in the cost of certain raw materials and components and, as a result, our Railcar segment is generally able to pass on to its customers most increases in raw material and component costs with respect to the railcars it plans to produce and deliver to them. Our Railcar segment believes that it currently has good supplier relationships and does not currently anticipate that material constraints will limit its production capacity. Such constraints may exist if railcar production were to increase beyond current levels, or other economic changes were to occur that affect the availability of certain raw materials.

Our Railcar segment's financial results could be affected by changes in interest rates due to the impact those changes have on its variable rate debt obligation as of December 31, 2016. A one percentage point increase in the rate would have had an \$11 million impact on our Railcar segment's interest expense.

Gaming

Interest Rate Risk

Tropicana's primary exposure to market risk is interest rate risk associated with its term loan facility that bears interest based on floating rates. Based on Tropicana's borrowings as of December 31, 2016, assuming a 1% increase over the 4.0% floor specified in its term loan facility, Tropicana's annual interest cost would change by approximately \$3 million.

Mining

Commodity Price Risk

Ferrous Resources' revenues are based on the sale of iron ore fines. Our Mining segment's financial results can vary significantly as a result of fluctuations in the market prices of iron ore. International prices for this commodity have fluctuated historically and are affected by numerous factors beyond Ferrous Resources' control. The price index that is utilized in our Mining segment's iron ore sales contracts is the Platts 62 percent Fe fines spot rate pricing, which can fluctuate widely due to numerous factors, such as global economic growth or contraction, change in demand for steel or changes in availability of supply. Our Mining segment estimates that a hypothetical 10% adverse movement in the international price of iron ore for the year ended December 31, 2016 would have decreased net income attributable to Icahn Enterprises for our Mining segment by \$5 million.

Foreign Currency Risk

Ferrous Resources' principal objective is to produce iron ore which is typically priced in U.S. dollars. The majority of its funding and cash balances are also denominated in U.S. dollars. A proportion of Ferrous Resources' costs are incurred in Brazilian reais while significant capital expenditures are expected to be incurred in U.S. dollars. Accordingly, our Mining segment's financial results may be impacted by exchange rate fluctuations between the U.S. dollar and the Brazilian real. Our Mining segment estimates that a hypothetical 10% adverse movement of the Brazilian real against the U.S. dollar during the year ended December 31, 2016 would have decreased net income attributable to Icahn Enterprises for our Mining segment by \$4 million.

Holding Company

Interest Rate Risk

The fair values of our long-term debt and other borrowings will fluctuate in response to changes in market interest rates. Increases and decreases in prevailing interest rates generally translate into decreases and increases in fair values of those instruments. Additionally, fair values of interest rate sensitive instruments may be affected by the creditworthiness of the issuer, relative values of alternative investments, the liquidity of the instrument and other general market conditions. Historically, the

Holding Company does not invest in derivative financial instruments, interest rate swaps or other investments that alter interest rate exposure. The Holding Company has predominately long-term fixed interest rate debt. Generally, the fair market value of debt securities with a fixed interest rate will increase as interest rates fall, and the fair market value will decrease as interest rates rise. At December 31, 2016 , all of the Holding Company's debt had fixed rates and therefore would not be subject to fluctuations in interest rates.

Market Risk

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

Based on sensitivity analysis for our equity price risks as of December 31, 2016 , the effect of a hypothetical 10% adverse change in market prices would result in loss of approximately \$32 million. The selected hypothetical change does not reflect what could be considered the best or worst case scenarios. Indeed, results could be far worse due to the nature of equity markets.

Item 8. Financial Statements and Supplementary Data.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Partners of
Icahn Enterprises L.P.

We have audited the accompanying consolidated balance sheets of Icahn Enterprises L.P (a Delaware limited partnership) and subsidiaries (the “Partnership”) as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income (loss), changes in equity, and cash flows for each of the three years in the period ended December 31, 2016. Our audits of the basic consolidated financial statements included the financial statement schedule listed in the index appearing under Item 15(a)(2). These financial statements and financial statement schedule are the responsibility of the Partnership’s management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Icahn Enterprises L.P. and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Partnership’s internal control over financial reporting as of December 31, 2016, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO), and our report dated March 1, 2017 expressed an unqualified opinion.

/s/GRANT THORNTON LLP

New York, New York
March 1, 2017

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Partners of
Icahn Enterprises Holdings L.P.

We have audited the accompanying consolidated balance sheets of Icahn Enterprises Holdings L.P. (a Delaware limited partnership) and subsidiaries (the "Partnership") as of December 31, 2016 and 2015, and the related consolidated statements of operations, comprehensive income (loss), changes in equity, and cash flows for each of the three years in the period ended December 31, 2016. Our audits of the basic consolidated financial statements included the financial statement schedule listed in the index appearing under Item 15(a)(2). These financial statements and financial statement schedule are the responsibility of the Partnership's management. Our responsibility is to express an opinion on these financial statements and financial statement schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Partnership's internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Partnership's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Icahn Enterprises Holdings L.P. and subsidiaries as of December 31, 2016 and 2015, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2016 in conformity with accounting principles generally accepted in the United States of America. Also in our opinion, the related financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

/s/GRANT THORNTON LLP

New York, New York
March 1, 2017

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(In millions, except unit amounts)

	December 31,	
	2016	2015
ASSETS		
Cash and cash equivalents	\$ 1,833	\$ 2,078
Cash held at consolidated affiliated partnerships and restricted cash	804	1,282
Investments	9,881	15,351
Accounts receivable, net	1,609	1,685
Inventories, net	2,983	2,259
Property, plant and equipment, net	10,122	9,535
Goodwill	1,136	1,504
Intangible assets, net	1,080	1,108
Assets held for sale	1,366	154
Other assets	2,521	1,451
Total Assets	\$ 33,335	\$ 36,407
LIABILITIES AND EQUITY		
Accounts payable	\$ 1,765	\$ 1,416
Accrued expenses and other liabilities	2,998	1,823
Deferred tax liability	1,613	1,201
Securities sold, not yet purchased, at fair value	1,139	794
Due to brokers	3,725	7,317
Post-employment benefit liability	1,180	1,224
Liabilities held for sale	1,779	5
Debt	11,119	12,594
Total liabilities	25,318	26,374
Commitments and contingencies (Note 17)		
Equity:		
Limited partners: Depositary units: 144,741,149 and 131,481,059 units issued and outstanding at December 31, 2016 and 2015, respectively	2,448	4,244
General partner	(294)	(257)
Equity attributable to Icahn Enterprises	2,154	3,987
Equity attributable to non-controlling interests	5,863	6,046
Total equity	8,017	10,033
Total Liabilities and Equity	\$ 33,335	\$ 36,407

See notes to consolidated financial statements.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions, except per unit amounts)

	Year Ended December 31,		
	2016	2015	2014
Revenues:			
Net sales	\$ 15,511	\$ 14,604	\$ 18,072
Other revenues from operations	1,958	1,386	1,250
Net loss from investment activities	(1,373)	(987)	(564)
Interest and dividend income	131	194	217
Other income, net	121	75	182
	<u>16,348</u>	<u>15,272</u>	<u>19,157</u>
Expenses:			
Cost of goods sold	13,412	12,741	16,485
Other expenses from operations	1,159	643	613
Selling, general and administrative	2,342	1,908	1,625
Restructuring	32	97	84
Impairment	709	788	135
Interest expense	878	1,154	847
	<u>18,532</u>	<u>17,331</u>	<u>19,789</u>
Loss before income tax (expense) benefit	(2,184)	(2,059)	(632)
Income tax (expense) benefit	(36)	(68)	103
Net loss	(2,220)	(2,127)	(529)
Less: net loss attributable to non-controlling interests	1,092	933	156
Net loss attributable to Icahn Enterprises	<u>\$ (1,128)</u>	<u>\$ (1,194)</u>	<u>\$ (373)</u>
Net loss attributable to Icahn Enterprises allocable to:			
Limited partners	\$ (1,106)	\$ (1,170)	\$ (366)
General partner	(22)	(24)	(7)
	<u>\$ (1,128)</u>	<u>\$ (1,194)</u>	<u>\$ (373)</u>
Basic and diluted loss per LP unit	<u>\$ (8.07)</u>	<u>\$ (9.29)</u>	<u>\$ (3.08)</u>
Basic and diluted weighted average LP units outstanding	<u>137</u>	<u>126</u>	<u>119</u>
Cash distributions declared per LP unit	<u>\$ 6.00</u>	<u>\$ 6.00</u>	<u>\$ 6.00</u>

See notes to consolidated financial statements.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In millions)

	Year Ended December 31,		
	2016	2015	2014
Net loss	\$ (2,220)	\$ (2,127)	\$ (529)
Other comprehensive loss, net of tax:			
Post-employment benefits	18	60	(228)
Hedge instruments	3	1	—
Translation adjustments and other	(148)	(225)	(260)
Other comprehensive loss, net of tax	(127)	(164)	(488)
Comprehensive loss	(2,347)	(2,291)	(1,017)
Less: Comprehensive loss attributable to non-controlling interests	1,112	973	278
Comprehensive loss attributable to Icahn Enterprises	<u>\$ (1,235)</u>	<u>\$ (1,318)</u>	<u>\$ (739)</u>
Comprehensive loss attributable to Icahn Enterprises allocable to:			
Limited partners	\$ (1,210)	\$ (1,292)	\$ (724)
General partner	(25)	(26)	(15)
	<u>\$ (1,235)</u>	<u>\$ (1,318)</u>	<u>\$ (739)</u>

Accumulated other comprehensive loss was \$1,584 million and \$1,457 million at December 31, 2016 and 2015, respectively.

See notes to consolidated financial statements.

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

	Equity Attributable to Icahn Enterprises			Non-controlling Interests	Total Equity
	General Partner's (Deficit) Equity	Limited Partners' Equity	Total Partners' Equity		
Balance, December 31, 2013	\$ (216)	\$ 6,308	\$ 6,092	\$ 7,217	\$ 13,309
Net loss	(7)	(366)	(373)	(156)	(529)
Other comprehensive loss	(8)	(358)	(366)	(122)	(488)
Partnership distributions	(2)	(123)	(125)	—	(125)
Investment segment contributions	—	—	—	500	500
Dividends and distributions to non-controlling interests in subsidiaries	—	—	—	(642)	(642)
Proceeds from subsidiary equity offerings	—	10	10	150	160
Changes in subsidiary equity and other	4	201	205	—	205
Balance, December 31, 2014	(229)	5,672	5,443	6,947	12,390
Net loss	(24)	(1,170)	(1,194)	(933)	(2,127)
Other comprehensive	(2)	(122)	(124)	(40)	(164)
Partnership distributions	(2)	(114)	(116)	—	(116)
Investment segment contributions	—	—	—	276	276
Investment segment distributions	—	—	—	(36)	(36)
Acquisitions	—	—	—	90	90
Dividends and distributions to non-controlling interests in subsidiaries	—	—	—	(252)	(252)
Proceeds from subsidiary equity offerings	—	—	—	31	31
Changes in subsidiary equity and other	—	(22)	(22)	(37)	(59)
Balance, December 31, 2015	(257)	4,244	3,987	6,046	10,033
Net loss	(22)	(1,106)	(1,128)	(1,092)	(2,220)
Other comprehensive loss	(3)	(104)	(107)	(20)	(127)
Partnership distributions	(2)	(101)	(103)	—	(103)
Partnership contribution	1	—	1	—	1
Investment segment contributions	—	—	—	505	505
Investment segment distributions	—	—	—	(7)	(7)
Dividends and distributions to non-controlling interests in subsidiaries	—	—	—	(86)	(86)
Acquisitions	(11)	(518)	(529)	589	60
LP unit issuance	—	35	35	—	35
Changes in subsidiary equity and other	—	(2)	(2)	(72)	(74)
Balance, December 31, 2016	\$ (294)	\$ 2,448	\$ 2,154	\$ 5,863	\$ 8,017

See notes to consolidated financial statements.

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

	Year Ended December 31,		
	2016	2015	2014
Cash flows from operating activities:			
Net loss	\$ (2,220)	\$ (2,127)	\$ (529)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Net (gain) loss from securities transactions	(266)	1,737	(614)
Purchases of securities	(2,059)	(6,552)	(6,523)
Proceeds from sales of securities	7,630	4,281	5,079
Purchases to cover securities sold, not yet purchased	(361)	(577)	(980)
Proceeds from securities sold, not yet purchased	616	952	342
Changes in receivables and payables relating to securities transactions	(4,828)	2,085	2,888
Depreciation and amortization	1,034	863	809
Impairment	709	788	135
Loss on extinguishment of debt	5	2	162
Equity earnings from non-consolidated affiliates	(64)	(62)	(50)
Deferred taxes	(99)	(30)	(191)
Other, net	58	4	48
Changes in operating assets and liabilities:			
Changes in cash held at consolidated affiliated partnerships and restricted cash	447	168	(1,045)
Accounts receivable, net	72	43	103
Inventories, net	(38)	(74)	82
Other assets	261	(200)	(136)
Accounts payable	18	(32)	(21)
Accrued expenses and other liabilities	740	(521)	51
Net cash provided by (used in) operating activities	1,655	748	(390)
Cash flows from investing activities:			
Capital expenditures	(826)	(1,359)	(1,411)
Acquisition of businesses, net of cash acquired	(1,052)	(855)	(558)
Purchases of investments	(100)	(345)	(78)
Proceeds from sale of investments	67	68	—
Other, net	57	106	90
Net cash used in investing activities	(1,854)	(2,385)	(1,957)
Cash flows from financing activities:			
Investment segment contributions	505	276	500
Investment segment distributions	(7)	(36)	—
Partnership contributions	1	—	—
Partnership distributions	(103)	(116)	(125)
Proceeds from subsidiary equity offerings	—	31	188
Dividends and distributions to non-controlling interests in subsidiaries	(86)	(252)	(642)
Proceeds from issuance of senior unsecured notes	—	—	4,991

Repayments of senior unsecured notes	—	—	(3,625)
Proceeds from other borrowings	2,199	1,972	4,794
Repayments of other borrowings	(2,352)	(972)	(4,031)
Subsidiary repurchase of treasury stock	(72)	(57)	—
Other, net	2	(20)	(42)
Net cash provided by financing activities	87	826	2,008
Effect of exchange rate changes on cash and cash equivalents	(31)	(7)	(10)
Net change in cash of assets held for sale	(102)	(12)	—
Net decrease in cash and cash equivalents	(245)	(830)	(349)
Cash and cash equivalents, beginning of period	2,078	2,908	3,257
Cash and cash equivalents, end of period	\$ 1,833	\$ 2,078	\$ 2,908
Supplemental information:			
Cash payments for interest, net of amounts capitalized	\$ 662	\$ 602	\$ 607
Net cash payments (refunds) for income taxes	\$ 87	\$ (1)	\$ 115
Capital expenditures included in accounts payable, accrued expenses and other liabilities	\$ 89	\$ 88	\$ 93
Investment in Pep Boys prior to acquiring a controlling interest	\$ 160	\$ —	\$ —
Investment in TER prior to acquiring a controlling interest	\$ 126	\$ —	\$ —
LP unit issuance for remaining 25% interest in ARL	\$ 35	\$ —	\$ —
Subsidiary common unit issuance for acquisition of CVR Nitrogen	\$ 336	\$ —	\$ —
Investment in Ferrous Resources prior to acquiring a controlling interest	\$ —	\$ 36	\$ —

See notes to consolidated financial statements.

ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS
(In millions)

	December 31,	
	2016	2015
ASSETS		
Cash and cash equivalents	\$ 1,833	\$ 2,078
Cash held at consolidated affiliated partnerships and restricted cash	804	1,282
Investments	9,881	15,351
Accounts receivable, net	1,609	1,685
Inventories, net	2,983	2,259
Property, plant and equipment, net	10,122	9,535
Goodwill	1,136	1,504
Intangible assets, net	1,080	1,108
Assets held for sale	1,366	154
Other assets	2,546	1,475
Total Assets	\$ 33,360	\$ 36,431
LIABILITIES AND EQUITY		
Accounts payable	\$ 1,765	\$ 1,416
Accrued expenses and other liabilities	2,998	1,823
Deferred tax liability	1,613	1,201
Securities sold, not yet purchased, at fair value	1,139	794
Due to brokers	3,725	7,317
Post-employment benefit liability	1,180	1,224
Liabilities held for sale	1,779	5
Debt	11,119	12,594
Total liabilities	25,318	26,374
Commitments and contingencies (Note 17)		
Equity:		
Limited partner	2,498	4,310
General partner	(319)	(299)
Equity attributable to Icahn Enterprises Holdings	2,179	4,011
Equity attributable to non-controlling interests	5,863	6,046
Total equity	8,042	10,057
Total Liabilities and Equity	\$ 33,360	\$ 36,431

See notes to consolidated financial statements.

ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS
(In millions)

	Year Ended December 31,		
	2016	2015	2014
Revenues:			
Net sales	\$ 15,511	\$ 14,604	\$ 18,072
Other revenues from operations	1,958	1,386	1,250
Net loss from investment activities	(1,373)	(987)	(564)
Interest and dividend income	131	194	217
Other income, net	121	75	182
	<u>16,348</u>	<u>15,272</u>	<u>19,157</u>
Expenses:			
Cost of goods sold	13,412	12,741	16,485
Other expenses from operations	1,159	643	613
Selling, general and administrative	2,342	1,908	1,625
Restructuring	32	97	84
Impairment	709	788	135
Interest expense	877	1,153	846
	<u>18,531</u>	<u>17,330</u>	<u>19,788</u>
Loss before income tax (expense) benefit	(2,183)	(2,058)	(631)
Income tax (expense) benefit	(36)	(68)	103
Net loss	(2,219)	(2,126)	(528)
Less: net loss attributable to non-controlling interests	1,092	933	156
Net loss attributable to Icahn Enterprises Holdings	<u>\$ (1,127)</u>	<u>\$ (1,193)</u>	<u>\$ (372)</u>
Net loss attributable to Icahn Enterprises Holdings allocable to:			
Limited partner	\$ (1,116)	\$ (1,181)	\$ (368)
General partner	(11)	(12)	(4)
	<u>\$ (1,127)</u>	<u>\$ (1,193)</u>	<u>\$ (372)</u>

See notes to consolidated financial statements.

ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(In millions)

	Year Ended December 31,		
	2016	2015	2014
Net loss	\$ (2,219)	\$ (2,126)	\$ (528)
Other comprehensive loss, net of tax:			
Post-employment benefits	18	60	(228)
Hedge instruments	3	1	—
Translation adjustments and other	(148)	(225)	(260)
Other comprehensive loss, net of tax	(127)	(164)	(488)
Comprehensive loss	(2,346)	(2,290)	(1,016)
Less: Comprehensive loss attributable to non-controlling interests	1,112	973	278
Comprehensive loss attributable to Icahn Enterprises Holdings	<u>\$ (1,234)</u>	<u>\$ (1,317)</u>	<u>\$ (738)</u>
Comprehensive loss attributable to Icahn Enterprises Holdings allocable to:			
Limited partner	\$ (1,222)	\$ (1,304)	\$ (731)
General partner	(12)	(13)	(7)
	<u>\$ (1,234)</u>	<u>\$ (1,317)</u>	<u>\$ (738)</u>

Accumulated other comprehensive loss was \$1,584 million and \$1,457 million at December 31, 2016 and 2015, respectively.

See notes to consolidated financial statements.

ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

(In millions)

	Equity Attributable to Icahn Enterprises Holdings			Non-controlling Interests	Total Equity
	General Partner's Equity (Deficit)	Limited Partner's Equity	Total Partners' Equity		
Balance, December 31, 2013	\$ (279)	\$ 6,393	\$ 6,114	\$ 7,217	\$ 13,331
Net loss	(4)	(368)	(372)	(156)	(528)
Other comprehensive loss	(3)	(363)	(366)	(122)	(488)
Partnership distributions	(1)	(124)	(125)	—	(125)
Investment segment contributions	—	—	—	500	500
Dividends and distributions to non-controlling interests in subsidiaries	—	—	—	(642)	(642)
Proceeds from subsidiary equity offerings	—	10	10	150	160
Changes in subsidiary equity and other	2	203	205	—	205
Balance, December 31, 2014	(285)	5,751	5,466	6,947	12,413
Net loss	(12)	(1,181)	(1,193)	(933)	(2,126)
Other comprehensive loss	(1)	(123)	(124)	(40)	(164)
Partnership distributions	(1)	(115)	(116)	—	(116)
Investment segment contributions	—	—	—	276	276
Investment segment distributions	—	—	—	(36)	(36)
Acquisitions	—	—	—	90	90
Dividends and distributions to non-controlling interests in subsidiaries	—	—	—	(252)	(252)
Proceeds from subsidiary equity offerings	—	—	—	31	31
Changes in subsidiary equity and other	—	(22)	(22)	(37)	(59)
Balance, December 31, 2015	(299)	4,310	4,011	6,046	10,057
Net loss	(11)	(1,116)	(1,127)	(1,092)	(2,219)
Other comprehensive loss	(1)	(106)	(107)	(20)	(127)
Partnership distributions	(1)	(102)	(103)	—	(103)
Partnership contribution	1	—	1	—	1
Investment segment contributions	—	—	—	505	505
Investment segment distributions	—	—	—	(7)	(7)
Dividends and distributions to non-controlling interests in subsidiaries	—	—	—	(86)	(86)
Acquisitions	(6)	(523)	(529)	589	60
LP unit issuance	—	35	35	—	35
Changes in subsidiary equity and other	—	(2)	(2)	(72)	(74)
Balance, December 31, 2016	(317)	2,496	2,179	5,863	8,042

See notes to consolidated financial statements.

ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

(In millions)

	Year Ended December 31,		
	2016	2015	2014
Cash flows from operating activities:			
Net loss	\$ (2,219)	\$ (2,126)	\$ (528)
Adjustments to reconcile net loss to net cash provided by operating activities:			
Net (gain) loss from securities transactions	(266)	1,737	(614)
Purchases of securities	(2,059)	(6,552)	(6,523)
Proceeds from sales of securities	7,630	4,281	5,079
Purchases to cover securities sold, not yet purchased	(361)	(577)	(980)
Proceeds from securities sold, not yet purchased	616	952	342
Changes in receivables and payables relating to securities transactions	(4,828)	2,085	2,888
Depreciation and amortization	1,033	862	808
Impairment	709	788	135
Loss on extinguishment of debt	5	2	162
Equity earnings from non-consolidated affiliates	(64)	(62)	(50)
Deferred taxes	(99)	(30)	(191)
Other, net	58	4	48
Changes in operating assets and liabilities:			
Changes in cash held at consolidated affiliated partnerships and restricted cash	447	168	(1,045)
Accounts receivable, net	72	43	103
Inventories, net	(38)	(74)	82
Other assets	261	(200)	(136)
Accounts payable	18	(32)	(21)
Accrued expenses and other liabilities	740	(521)	51
Net cash provided by (used in) operating activities	1,655	748	(390)
Cash flows from investing activities:			
Capital expenditures	(826)	(1,359)	(1,411)
Acquisition of businesses, net of cash acquired	(1,052)	(855)	(558)
Purchases of investments	(100)	(345)	(78)
Proceeds from sale of investments	67	68	—
Other, net	57	106	90
Net cash used in investing activities	(1,854)	(2,385)	(1,957)
Cash flows from financing activities:			
Investment segment contributions	505	276	500
Investment segment distributions	(7)	(36)	—
Partnership contributions	1	—	—
Partnership distributions	(103)	(116)	(125)
Proceeds from subsidiary equity offerings	—	31	188
Dividends and distributions to non-controlling interests in subsidiaries	(86)	(252)	(642)
Proceeds from issuance of senior unsecured notes	—	—	4,991

Repayments of senior unsecured notes	—	—	(3,625)
Proceeds from other borrowings	2,199	1,972	4,794
Repayments of other borrowings	(2,352)	(972)	(4,031)
Subsidiary repurchase of treasury stock	(72)	(57)	—
Other, net	2	(20)	(42)
Net cash provided by financing activities	87	826	2,008
Effect of exchange rate changes on cash and cash equivalents	(31)	(7)	(10)
Net change in cash of assets held for sale	(102)	(12)	—
Net decrease in cash and cash equivalents	(245)	(830)	(349)
Cash and cash equivalents, beginning of period	2,078	2,908	3,257
Cash and cash equivalents, end of period	\$ 1,833	\$ 2,078	\$ 2,908
Supplemental information:			
Cash payments for interest, net of amounts capitalized	\$ 662	\$ 602	\$ 607
Net cash payments (refunds) for income taxes	\$ 87	\$ (1)	\$ 115
Capital expenditures included in accounts payable, accrued expenses and other liabilities	\$ 89	\$ 88	\$ 93
Investment in Pep Boys prior to acquiring a controlling interest	\$ 160	\$ —	\$ —
Investment in TER prior to acquiring a controlling interest	\$ 126	\$ —	\$ —
LP unit issuance for remaining 25% interest in ARL	\$ 35	\$ —	\$ —
Subsidiary common unit issuance for acquisition of CVR Nitrogen	\$ 336	\$ —	\$ —
Investment in Ferrous Resources prior to acquiring a controlling interest	\$ —	\$ 36	\$ —

See notes to consolidated financial statements.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1 . Description of Business and Basis of Presentation .

General

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

Icahn Enterprises owns a 99% limited partner interest in Icahn Enterprises Holdings. Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), which is owned and controlled by Mr. Carl C. Icahn, owns a 1% general partner interest in each of Icahn Enterprises and Icahn Enterprises Holdings as of December 31, 2016 . Icahn Enterprises Holdings and its subsidiaries own substantially all of our assets and liabilities and conduct substantially all of our operations. Therefore, the financial results of Icahn Enterprises and Icahn Enterprises Holdings are substantially the same, with differences relating primarily to debt, as discussed further in Note 10 , " Debt ," and 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 89.8% of Icahn Enterprises' outstanding depository units as of December 31, 2016 .

We are a diversified holding company owning subsidiaries currently engaged in the following continuing operating businesses: Investment, Automotive, Energy, Railcar, Gaming, Metals, Mining, Food Packaging, Real Estate and Home Fashion . We also report the results of our Holding Company, which includes the results of certain subsidiaries of Icahn Enterprises and Icahn Enterprises Holdings (unless otherwise noted), and investment activity and expenses associated with the Holding Company. Further information regarding our continuing reportable segments is contained in Note 3 , " Operating Units ," and Note 13 , " Segment and Geographic Reporting ."

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

Acquisitions of Businesses

Automotive

Pep Boys Acquisition

On February 3, 2016, pursuant to a tender offer, we acquired a majority of the outstanding shares of Pep Boys - Manny, Moe and Jack ("Pep Boys") and on February 3, 2016, we completed the acquisition of the remaining outstanding shares of Pep Boys. The primary reasons for the acquisition of Pep Boys were to add new product lines to our Automotive segment, to provide operating synergies, to strengthen distribution channels and to enhance our Automotive segment's ability to better service its customers.

The total value for the acquisition of Pep Boys was approximately \$1.2 billion , including the fair value of our equity interest in Pep Boys just prior to our acquisition of a controlling interest. Prior to obtaining a controlling interest, we remeasured our equity interest in Pep Boys to its acquisition-date fair value of \$121 million . The difference between the carrying value and the acquisition-date fair value of our equity interest in Pep Boys was immaterial. We used a market approach to remeasure our equity interest based on the tender offer price for Pep Boys.

A preliminary valuation of the net assets of the Pep Boys acquisition resulted in \$993 million allocated to tangible net assets, which consisted of \$998 million allocated to property, plant and equipment, \$659 million allocated to inventory and \$664 million to other tangible net liabilities, and \$210 million allocated to goodwill and other intangible net assets as of the acquisition date. Our allocation to other intangible net assets includes \$59 million allocated to unfavorable leases liability which is included in accrued expenses and other liabilities on the consolidated balance sheets. We are in the process of valuing the Pep Boys acquisition and have recorded provisional amounts based on preliminary estimates of fair value of net assets acquired, including goodwill. The provisional measurements of net assets are subject to change as we finalize the purchase price allocation.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Our consolidated results for the year ended December 31, 2016 include total revenues of approximately \$1.7 billion, net of intercompany eliminations, and net loss attributable to Icahn Enterprises and Icahn Enterprises Holdings of \$8 million, net of intercompany eliminations, that are directly attributable to our acquisition of Pep Boys.

After giving effect to the acquisition of Pep Boys as if it had occurred on January 1, 2015, Icahn Enterprises' pro forma revenue for the years ended December 31, 2016 and 2015 was approximately \$16.5 billion and \$17.4 billion, respectively, pro forma net loss was approximately \$2.3 billion and \$2.1 billion, respectively, and pro forma net loss attributable to Icahn Enterprises was approximately \$1.2 billion and \$1.2 billion, respectively. Additionally, pro forma basic and diluted loss per LP unit was \$8.36 and \$9.44 for the years ended December 31, 2016 and 2015, respectively.

Other Acquisition

On May 26, 2016, Federal-Mogul completed the acquisition of the assets of a filter manufacturing business in Mexico, which primarily serves the Mexican market, for a purchase price of \$25 million, net of cash acquired. The estimated fair value of net assets acquired at the acquisition date is \$25 million. Federal-Mogul is in the process of finalizing certain customary post-closing adjustments which could affect the estimated fair value of assets acquired and liabilities assumed.

Energy

CVR Nitrogen, LP Acquisition

On April 1, 2016, CVR Partners, LP ("CVR Partners") completed its acquisition of CVR Nitrogen, LP ("CVR Nitrogen") (formerly known as East Dubuque Nitrogen Partners, L.P. and also formerly known as Rentech Nitrogen Partners L.P.) and CVR Nitrogen GP, LLC (formerly known as East Dubuque Nitrogen GP, LLC and also formerly known as Rentech Nitrogen GP, LLC). In connection with this acquisition, CVR Partners issued approximately 40.2 million common units to CVR Nitrogen common unitholders with a fair market value of \$336 million and paid \$99 million in cash consideration and assumed \$368 million fair value of debt. The total fair value of the purchase price consideration to be allocated was \$440 million and the estimated fair value of net assets acquired at the acquisition date was \$440 million. There were no identifiable intangible assets related to this acquisition.

CVR Nitrogen's debt arrangements that remained in place after the closing date of the acquisition included \$320 million of its 6.5% notes due 2021, the majority of which were purchased in June 2016, as discussed further in Note 10, "Debt." On April 1, 2016, in connection with the acquisition of CVR Nitrogen, CVR Partners entered into a new \$320 million senior term loan facility with American Entertainment Properties Corp. (the "AEPC Facility"), a wholly owned subsidiary of Icahn Enterprises, as the lender. In connection with the repayment of the substantial majority of CVR Nitrogen's 6.5% notes due 2021, the AEPC Facility was terminated.

CVR Nitrogen, located in East Dubuque, Illinois, owns and operates a nitrogen fertilizer facility, producing primarily ammonia and UAN using natural gas as its facility's primary feedstock. The primary reasons for the merger were to expand CVR Partners' geographical footprint, diversify its raw material feedstocks, widen its customer reach and increase its potential cash-flow generation.

Gaming

TER Acquisition

On September 9, 2014, Trump Entertainment Resorts, Inc. ("TER") and its subsidiaries filed voluntary Chapter 11 petitions in the United States Bankruptcy Court for the District of Delaware in Wilmington, Delaware. On February 26, 2016 (the "Effective Date"), TER emerged from bankruptcy. Icahn Enterprises was the sole holder of TER's senior secured debt. On the Effective Date, among other things, the existing pre-petition senior secured debt with a face amount of \$286 million held by Icahn Enterprises was extinguished and converted into 100.0% of TER's New Common Stock (as defined in the bankruptcy plan). As a result, we became the 100.0% owner of TER after reorganization and accordingly, obtained control and began consolidating the results of TER on February 26, 2016. TER owns the Trump Taj Mahal Casino Resort (the "Trump Taj Mahal"). The Trump Taj Mahal closed and ceased its casino and hotel operations on October 10, 2016.

Prior to obtaining a controlling interest in TER upon its emergence from bankruptcy, we remeasured our interest in TER to its acquisition-date fair value of \$126 million, resulting in a \$16 million gain on investment activities. We used a market approach to remeasure our equity interest based on the trading price of TER's debt immediately prior to TER's emergence from bankruptcy on February 26, 2016.

A valuation of the net assets of TER resulted in \$109 million allocated to tangible net assets and \$17 million to goodwill and intangible assets. As a result of the Trump Taj Mahal's closing, we recorded an aggregate impairment charge of \$106 million

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

for the year ended December 31, 2016 related to property, plant and equipment, goodwill and intangible assets for our Gaming segment. See Note 6, "Fair Value Measurements," and Note 8, "Goodwill and Intangible Assets, Net," for further discussion regarding these impairment charges.

Disposition of Business

Agreement to Sell ARL

On December 19, 2016, we entered into a definitive agreement to sell American Railcar Leasing, LLC ("ARL") to SMBC Rail Services LLC ("SMBC Rail") for cash based on (i) a value of approximately \$2.8 billion (subject to certain adjustments) and (ii) a fleet of approximately 29,000 railcars (the "ARL Initial Sale"). The ARL Initial sale is expected to close in the second quarter of 2017. For a period of three years thereafter, upon satisfaction of certain conditions, we will have an option to sell, and SMBC Rail will have an option to buy, approximately 4,800 additional railcars for an additional purchase price estimated to be approximately \$586 million.

In accordance with U.S. GAAP, the assets and liabilities to be disposed of in the ARL Initial Sale meet the criteria to be classified as held for sale in our consolidated balance sheet as of December 31, 2016. Among other factors, we determined these criteria to be met upon execution of our definitive agreement to sell ARL to SMBC Rail on December 19, 2016. Upon meeting the criteria to be classified as held for sale, we considered whether the carrying amounts of the assets and liabilities were impaired and determined that no adjustments were necessary as the fair value of the assets and liabilities of the ARL Initial Sale exceeded their carrying amounts.

In addition, we determined that the ARL Initial Sale, does not constitute a strategic shift that will have a major effect on our operations and consolidated financial results and thus, in accordance with U.S. GAAP, does not qualify for presentation and disclosure as discontinued operations. In arriving at our conclusion, we considered that following the closing of the ARL Initial Sale (i) we will continue to operate in the railcar business and report a Railcar segment, comprising railcar leasing, railcar manufacturing, and railcar services operations; (ii) our other businesses' operations and financial results are not expected to be materially, adversely affected and; (iii) our overall business strategy will not be affected, including our liquidity and compliance with financial covenants that include debt covenants.

The assets and liabilities classified as held for sale on the consolidated balance sheet as of December 31, 2016 primarily consist of the assets and liabilities to be disposed of in the ARL Initial Sale. The table below includes the assets and liabilities classified as held for sale as of December 31, 2016 relating to the ARL Initial Sale and which are included within our Railcar segment.

	December 31,
	2016
	(in millions)
Cash and cash equivalents	\$ 113
Property, plant and equipment, net (Note 9)	1,197
Other assets	41
	\$ 1,351
Accounts payable, accrued expenses and other liabilities	\$ 27
Debt (Note 10)	1,746
	\$ 1,773

Filing Status of Subsidiaries

Federal-Mogul Holdings LLC (formerly known as Federal-Mogul Holdings Corporation and both referred to as "Federal-Mogul"), CVR Energy, Inc. ("CVR"), American Railcar Industries, Inc. ("ARI") and Tropicana Entertainment Inc. ("Tropicana") each file annual, quarterly and current reports and proxy and information statements with the Securities and Exchange Commission ("SEC"). Each of these reports is publicly available at www.sec.gov.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

2. Summary of Significant Accounting Policies .

As discussed in Note 1 , “ Description of Business and Basis of Presentation ,” we operate in several diversified segments. The accounting policies related to the specific segments or industries are differentiated, as required, in the list of significant accounting policies set out below.

Principles of Consolidation

As of December 31, 2016 , our consolidated financial statements include the accounts of (i) Icahn Enterprises and Icahn Enterprises Holdings and (ii) the wholly and majority owned subsidiaries of Icahn Enterprises and Icahn Enterprises Holdings, in addition to those entities in which we have a controlling interest as a general partner interest. In evaluating whether we have a controlling financial interest in entities that we consolidate, we consider the following: (1) for voting interest entities, we consolidate these entities in which we own a majority of the voting interests; and (2) for limited partnership entities, we consolidate these entities if we are the general partner of such entities and for which no substantive kick-out rights (the rights underlying the limited partners' ability to dissolve the limited partnership or otherwise remove the general partners are collectively referred to as “kick-out” rights) or participating rights exist. All material intercompany accounts and transactions have been eliminated in consolidation.

Except for our Investment segment, for those investments in which we own 50% or less but greater than 20%, we account for such investments using the equity method, while investments in affiliates of 20% or less are accounted for under the cost method.

Variable Interest Entities

As further discussed below, the Financial Statement Accounting Standards Board's ("FASB") Accounting Standards Update ("ASU") No. 2015-02 became effective during the first quarter of 2016. ASU No. 2015-02 amended the consolidation guidance, including introducing a separate consolidation analysis specific to limited partnerships and other similar entities. Specifically, under the revised consolidation analysis, limited partnerships and other similar entities are considered VIEs unless the limited partners hold substantive kick-out rights or participating rights. Although ASU No. 2015-02 changed the status of certain of our limited partnership entities as VIEs (as discussed below), we continue to consolidate these entities because we are the primary beneficiaries of such entities. In addition, as further discussed below, we adopted ASU No. 2016-17, during the fourth quarter of 2016. The adoption of this new guidance, which amends the U.S. consolidation GAAP guidance requiring that all indirect interests be considered on a proportional basis regardless of whether the entity is under common control or not in an entity's evaluation as to whether an entity has the power and benefits over a VIE, did not change any of our primary beneficiary conclusions.

Investment

Our Investment segment is comprised of various private investment funds, including Icahn Partners L.P. and Icahn Partners Master Fund LP (together, the "Investment Funds"), through which we invest our proprietary capital. See Note 3 , " Operating Units - Investment," for further discussion regarding our Investment segment's business.

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 are the general partner 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. Substantially all of the assets and liabilities of our Investment segment pertain to the Investment Funds. See Note 13 , " Segment and Geographic Reporting ," for details of our condensed balance sheets for our Investment segment.

Energy

We conduct our Energy segment through our majority ownership in CVR Energy Inc. ("CVR"). CVR owns petroleum refining and nitrogen fertilizer manufacturing businesses held through CVR Refining, LP (“CVR Refining”) and CVR Partners, LP (“CVR Partners”), respectively, and each are considered VIEs. See Note 3 , " Operating Units - Energy," for further discussion regarding our Energy segment's business.

Our Energy segment determined that CVR Refining and CVR Partners are each considered VIEs because each of these limited partnerships lack both substantive kick-out and participating rights. In addition, our Energy segment also concluded that based upon its general partner's roles and rights in CVR Refining and CVR Partners as afforded by their respective partnership agreements, coupled with its exposure to losses and benefits in each of CVR Refining and CVR Partners through

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

its significant limited partner interests, intercompany credit facilities and services agreements, CVR determined that it is the primary beneficiary of both CVR Refining and CVR Partners. Based upon this evaluation, CVR continues to consolidate both CVR Refining and CVR Partners. The assets and liabilities of our Energy segment that are directly related to CVR Refining and CVR Partners included in our consolidated balance sheets are as follows:

	December 31,	
	2016	2015
	(in millions)	
Cash and cash equivalents	\$ 370	\$ 237
Property, plant and equipment, net	3,331	2,674
Inventories	349	290
Goodwill	—	574
Intangible assets, net	318	337
Other assets	85	115
Accounts payable, accrued expenses and other liabilities	534	333
Debt	1,165	667

Icahn Enterprises Holdings

As discussed above, Icahn Enterprises Holdings and its subsidiaries own substantially all of our assets and liabilities and conduct substantially all of our operations. We determined that Icahn Enterprises Holdings is a VIE because it lacks both substantive kick-out and participating rights. Icahn Enterprises is the primary beneficiary of Icahn Enterprises Holdings principally based on its 99% limited partner interest in Icahn Enterprises Holdings and therefore continues to consolidate Icahn Enterprises Holdings. The consolidated financial statements of Icahn Enterprises Holdings are included in this Report.

Reclassifications

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

Use of Estimates in Preparation of Financial Statements

The preparation of the consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amount of assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the period. The more significant estimates include: (1) the valuation allowances of accounts receivable and inventory; (2) the valuation of goodwill, indefinite-lived intangible assets and long-lived assets; (3) deferred tax assets; (4) environmental liabilities; (5) fair value of investments and derivatives; and (6) post-employment benefit liabilities. Actual results may differ from the estimates and assumptions used in preparing the consolidated financial statements.

Cash and Cash Equivalents

We consider short-term investments, which are highly liquid with original maturities of three months or less at date of purchase, to be cash equivalents.

Cash Held at Consolidated Affiliated Partnerships and Restricted Cash

Cash held at consolidated affiliated partnerships primarily consists of cash and cash equivalents held by our Investment Funds (as defined herein) that, although not legally restricted, is not available to fund the general liquidity needs of the Investment segment or Icahn Enterprises. Restricted cash primarily relates to cash pledged and held for margin requirements on derivative transactions.

Our restricted cash balance was \$686 million and \$966 million as of December 31, 2016 and 2015, respectively.

Investments and Related Transactions

Investment

Investment Transactions and Related Investment Income (Loss). Investment transactions of the Investment Funds are recorded on a trade date basis. Realized gains or losses on sales of investments are based on the first-in, first-out or the specific identification method. Realized and unrealized gains or losses on investments are recorded in the consolidated

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

statements of operations. Interest income and expenses are recorded on an accrual basis and dividends are recorded on the ex-dividend date. Premiums and discounts on fixed income securities are amortized using the effective yield method.

Investments held by the Investment segment are accounted for as trading securities. Our Investment segment applies the fair value option to those investments that are otherwise subject to the equity method.

Valuation of Investments. Securities of the Investment Funds that are listed on a securities exchange are valued at their last sales price on the primary securities exchange on which such securities are traded on such date. Securities that are not listed on any exchange but are traded over-the-counter are valued at the mean between the last “bid” and “ask” price for such security on such date. Securities and other instruments for which market quotes are not readily available are valued at fair value as determined in good faith by the applicable General Partner.

Foreign Currency Transactions. The books and records of the Investment Funds are maintained in U.S. dollars. Assets and liabilities denominated in currencies other than U.S. dollars are translated into U.S. dollars at the rate of exchange in effect at the balance sheet date. Transactions during the period denominated in currencies other than U.S. dollars are translated at the rate of exchange applicable on the date of the transaction. Foreign currency translation gains and losses are recorded in the consolidated statements of operations. The Investment Funds do not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments from the fluctuations arising from changes in the market prices of securities. Such fluctuations are reflected in net gain (loss) from investment activities in the consolidated statement of operations.

Fair Values of Financial Instruments. The fair values of the Investment Funds' assets and liabilities that qualify as financial instruments under applicable U.S. GAAP approximate the carrying amounts presented in the consolidated balance sheets.

Securities Sold, Not Yet Purchased. The Investment Funds may sell an investment they do not own in anticipation of a decline in the fair value of that investment. When the Investment Funds sell an investment short, they must borrow the investment sold short and deliver it to the broker-dealer through which they made the short sale. A gain, limited to the price at which the Investment Funds sold the investment short, or a loss, unlimited in amount, will be recognized upon the cover of the short sale.

Due From Brokers. Due from brokers represents cash balances with the Investment Funds' clearing brokers and is included in other assets in the consolidated balance sheets. These funds as well as fully-paid for and marginable securities are essentially restricted to the extent that they serve as collateral against securities sold, not yet purchased. Due from brokers may also include unrestricted balances with derivative counterparties.

Due To Brokers. Due to brokers represents margin debit balances collateralized by certain of the Investment Funds' investments in securities.

Other Segments and Holding Company

Investments in equity and debt securities are classified as either trading or available-for-sale based upon whether we intend to hold the investment for the foreseeable future. Trading securities are valued at quoted market value at each balance sheet date with the unrealized gains or losses reflected in the consolidated statements of operations. Available-for-sale securities are carried at fair value on our balance sheet. Unrealized holding gains and losses on available-for-sale securities are excluded from earnings and reported as a separate component of partners' equity and when sold are reclassified out of partners' equity to the consolidated statements of operations. For purposes of determining gains and losses, the cost of securities is based on specific identification.

A decline in the market value of any available-for-sale security below cost that is deemed to be other than temporary results in an impairment that is charged to earnings and the establishment of a new cost basis for the investment. Dividend income is recorded when declared and interest income is recognized when earned.

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 5, “Investments and Related Matters,” and Note 6, “Fair Value Measurements,” for a detailed discussion of our investments.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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 December 31, 2016 was approximately \$11.1 billion and \$11.2 billion, respectively. The carrying value and estimated fair value of our long-term debt as of December 31, 2015 was approximately \$12.6 billion and \$12.2 billion, respectively.

Fair Value Option for Financial Assets and Financial Liabilities

The fair value option gives entities the option to measure eligible financial assets, financial liabilities and firm commitments at fair value (i.e., the fair value option), on an instrument-by-instrument basis, that are otherwise not permitted to be accounted for at fair value pursuant to the provisions of FASB Accounting Standards Codification ("ASC") Topic 825, *Financial Instruments*. The election to use the fair value option is available when an entity first recognizes a financial asset or financial liability or upon entering into a firm commitment. Subsequent changes in fair value must be recorded in earnings. In estimating the fair value for financial instruments for which the fair value option has been elected, we use the valuation methodologies in accordance to where the financial instruments are classified within the fair value hierarchy as discussed in Note 6, "Fair Value Measurements." For our Investment segment, we apply the fair value option to our investments that would otherwise be accounted under the equity method.

Derivatives

From time to time, our subsidiaries enter into derivative contracts, including purchased and written option contracts, swap contracts, futures contracts and forward contracts. U.S. GAAP requires recognition of all derivatives as either assets or liabilities in the balance sheet at their fair value. The accounting for changes in fair value depends on the intended use of the derivative and its resulting designation. For those derivative instruments that are designated and qualify as hedging instruments, a company must designate the hedging instrument, based upon the exposure being hedged, as a fair value hedge, cash flow hedge or a hedge of a net investment in a foreign operation. Gains and losses related to a hedge are either recognized in income immediately to offset the gain or loss on the hedged item or are deferred and reported as a component of accumulated other comprehensive loss and subsequently recognized in earnings when the hedged item affects earnings. The change in fair value of the ineffective portion of a financial instrument, determined using the hypothetical derivative method, is recognized in earnings immediately. The gain or loss related to financial instruments that are not designated as hedges are recognized immediately in earnings. Cash flows related to hedging activities are included in the operating section of the consolidated statements of cash flows. For further information regarding our derivative contracts, see Note 7, "Financial Instruments," to the consolidated financial statements.

Accounts Receivable, Net

An allowance for doubtful accounts is determined through analysis of the aging of accounts receivable at the date of the consolidated financial statements, assessments of collectability based on an evaluation of historic and anticipated trends, the financial condition of our customers, and an evaluation of the impact of economic conditions. Our allowance for doubtful accounts is an estimate based on specifically identified accounts as well as general reserves based on historical experience.

Inventories, Net

Inventories, net consists of the following:

	December 31,	
	2016	2015
	(in millions)	
Raw materials	\$ 483	\$ 470
Work in process	299	305
Finished goods	2,201	1,484
	\$ 2,983	\$ 2,259

Automotive, Railcar, Food Packaging, and Home Fashion Segment Inventories. Our Automotive, Railcar, Food Packaging and Home Fashion segment inventories are stated at the lower of cost or market. Cost is determined by using the first-in, first-out basis method ("FIFO"), except for IEH Auto which utilizes weighted-average cost and Pep Boys which utilizes the last-in, first-out method. The cost of manufactured goods includes the cost of materials, direct labor and

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

manufacturing overhead. Our Automotive, Railcar, Food Packaging and Home Fashion segments reserve for estimated excess, slow-moving and obsolete inventory as well as inventory whose carrying value is in excess of net realizable value.

Energy Segment Inventories. Our Energy segment inventories consist primarily of domestic and foreign crude oil, blending stock and components, work in progress, fertilizer products, and refined fuels and by-products. Inventories are valued at the lower of FIFO cost, or market for fertilizer products, refined fuels and by-products for all periods presented. Refinery unfinished and finished products inventory values were determined using the ability-to-bear process, whereby raw materials and production costs are allocated to work-in-process and finished goods based on their relative fair values. Other inventories, including other raw materials, spare parts and supplies, are valued at the lower of moving-average cost, which approximates FIFO, or market. The cost of inventories includes inbound freight costs.

Due to the recent crude environment and subsequent reduction in sales price for our Energy segment's petroleum business' refined products, our Energy segment recorded a lower of FIFO cost or market inventory adjustment of \$37 million for the year ended December 31, 2014.

Metals Segment Inventories. Inventories at our Metals segment are stated at the lower of cost or market. Cost is determined using the average cost method. The production and accounting process utilized by our Metals segment to record recycled metals inventory quantities relies on significant estimates. Our Metals segment relies upon perpetual inventory records that utilize estimated recoveries and yields that are based upon historical trends and periodic tests for certain unprocessed metal commodities. Over time, these estimates are reasonably good indicators of what is ultimately produced; however, actual recoveries and yields can vary depending on product quality, moisture content and source of the unprocessed metal. To assist in validating the reasonableness of the estimates, our Metals segment performs periodic physical inventories which involve the use of estimation techniques. Physical inventories may detect significant variations in volume, but because of variations in product density and production processes utilized to manufacture the product, physical inventories will not generally detect smaller variations. To help mitigate this risk, our Metals segment adjusts its physical inventories when the volume of a commodity is low and a physical inventory can more accurately estimate the remaining volume.

Mining Segment Inventories. Our Mining segment's inventories are valued at the lower of cost or market. Cost includes all costs incurred in the normal course of business in bringing each product to its present location and condition, including direct materials and direct labor costs, and an allocation of production overheads based on normal production capacity. Cost is calculated using weighted average unit cost.

Property, Plant and Equipment, Net

Buildings and improvements, and machinery, equipment and furniture are stated at cost less accumulated depreciation unless declines in the values of the fixed assets are considered other than temporary, at which time the property is written down to net realizable value. Depreciation is principally computed using the straight-line method over the estimated useful lives of the particular property or equipment, as follows: buildings and improvements, three to 40 years; furniture, fixtures and equipment, one to 30 years. Leasehold improvements are amortized over the life of the lease or the life of the improvement, whichever is shorter.

Maintenance and repairs are charged to expense as incurred. The cost of additions and improvements is capitalized and depreciated over the remaining useful lives of the assets. Railcars leased to others are stated at cost less accumulated depreciation unless declines in the values of the leased railcars are considered other than temporary, at which time they are written down to net realizable value. Railcars leased to others that were transferred from entities under common control are stated at net book value. Railcars are depreciated on a straight-line basis over 30 years from the original date placed in service.

Real estate properties held for use or investment purposes, other than those accounted for under the financing method, are carried at cost less accumulated depreciation. Where declines in the values of the properties are determined to be other than temporary, the cost basis of the property is written down to net realizable value. A property is classified as held for sale at the time management determines that certain criteria have been met in accordance with U.S. GAAP. Properties held for sale are carried at the lower of cost or net realizable value and are no longer depreciated.

Land and construction in progress are stated at the lower of cost or net realizable value. Interest is capitalized on expenditures for long-term projects until a salable or ready-for-use condition is reached. The interest capitalization rate is based on the interest rate on specific borrowings to fund the projects.

Mining Properties and Mine Development Expenditures - Mining

The costs of acquiring mineral reserves and resources for our Mining segment are capitalized on the consolidated

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

balance sheets as incurred. Capitalized mineral reserves and mine development expenditures are, upon commencement of commercial production, depreciated using a unit of production method based on the estimated economically recoverable reserves to which they relate, or are written off if abandoned. The net carrying amounts of the mineral reserves and resources and capitalized mine development expenditures at each mine property are reviewed for impairment either individually or at the cash-generating unit level when events and circumstances indicate that the carrying amount may not be recoverable. To the extent the carrying values exceed their recoverable amounts, the excess is recognized as an impairment charge in the statements of operations in the period this is determined.

In our Mining segment's operations, it is necessary to remove overburden and other waste in order to access the ore body. During the pre-production phase, these costs are capitalized as part of the cost of the mine property and depreciated using a units of production method once the mine enters into a full commercial production phase. The costs of removal of the waste material during a mine's production phase are expensed as incurred.

Exploration and Evaluation Expenditures - Mining

Exploration and evaluation expenditures relate to costs incurred in the exploration and evaluation of potential mineral reserves and include costs such as exploratory drilling, sample testing and the costs of feasibility studies. For our Mining segment, exploration and evaluation expenditures other than that acquired through the purchase of another mining company, are expensed as incurred. Purchased exploration and evaluation assets are recognized as assets at their cost of acquisition or at fair value if purchased as part of a business combination.

An impairment review is performed, either individually or at the cash-generating unit level, when there are indicators that the carrying amount of the assets may exceed their recoverable amounts. To the extent the carrying values exceed their recoverable amounts, the excess is recognized as an impairment charge in the statements of operations in the period this is determined. Exploration assets are reassessed on a regular basis and these costs are carried forward provided that certain conditions are met.

Expenditures are transferred to mine development assets once the work completed supports the future development of the property, provided that technical feasibility and commercial viability studies have been successfully completed.

Planned Major Maintenance Costs - Energy

The direct-expense method of accounting is used for planned major maintenance activities. Maintenance costs are recognized as expense when maintenance services are performed. Planned major maintenance activities for CVR's nitrogen plant generally occur every two to three years. The required frequency of planned major maintenance activities varies by unit for the refineries, but generally is every four to five years.

For the years ended December 31, 2016 , 2015 , and 2014 , our Energy segment incurred an aggregate of \$38 million , \$109 million , and \$7 million , respectively, in turnaround expenses related to its refineries and nitrogen fertilizer plants.

Goodwill and Intangible Assets, Net

Goodwill and indefinite lived intangible assets primarily include trademarks and trade names acquired in acquisitions. For a complete discussion of the impairment of goodwill and indefinite-lived intangible assets related to our various segments see Note 8 , " Goodwill and Intangible Assets, Net ."

Impairment of Goodwill

We evaluate the carrying value of goodwill annually and between annual evaluations if events occur or circumstances change that would more likely than not reduce the fair value of the reporting unit below its carrying amount. Such circumstances could include, but are not limited to: (1) a significant adverse change in legal factors or in business climate, (2) unanticipated competition, or (3) an adverse action or assessment by a regulator. Goodwill impairment testing involves a two-step process. Step 1 compares the fair value of our reporting units to their carrying values. If the fair value of the reporting unit exceeds its carrying value, no further analysis is necessary. The reporting unit fair value is based upon consideration of various valuation methodologies, including guideline transaction multiples, multiples of current earnings, and projected future cash flows discounted at rates commensurate with the risk involved. If the carrying amount of the reporting unit exceeds its fair value, Step 2 must be completed to quantify the amount of impairment. Step 2 calculates the implied fair value of goodwill by deducting the fair value of all tangible and intangible assets, excluding goodwill, of the reporting unit, from the fair value of the reporting unit as determined in Step 1. The implied fair value of goodwill determined in this step is compared to the carrying value of goodwill. If the implied fair value of goodwill is less than the carrying value of goodwill, an impairment loss, equal to the difference, is recognized.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Impairment of Intangible Assets

We evaluate the recoverability of identifiable indefinite lived intangible assets annually or more frequently if impairment indicators exist. The impairment analysis compares the estimated fair value of these assets to the related carrying value, and an impairment charge is recorded for any excess of carrying value over estimated fair value. The estimated fair value is based on consideration of various valuation methodologies, including guideline transaction multiples, multiples of earnings, and projected future cash flows discounted at rates commensurate with risk involved.

Impairment of Long-Lived Assets

We evaluate the realizability of our long-lived assets whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Inherent in the reviews of the carrying amounts of the above assets are various estimates, including the expected usage of the asset. Assets must be tested at the lowest level for which identifiable cash flows exist. Future cash flow estimates are, by their nature, subjective and actual results may differ materially from our estimates. If our ongoing estimates of future cash flows are not met, we may have to record impairment charges in future accounting periods to write the asset down to fair value. Our estimates of cash flows are based on the current regulatory, social and economic climates, recent operating information and budgets of the operating properties.

Asset Retirement Obligations

We record conditional asset retirement obligations (“ARO”) in accordance with applicable U.S. GAAP. As defined in applicable U.S. GAAP, ARO refers to a legal obligation to perform an asset retirement activity in which the timing and/or method of settlement are conditional on a future event. An entity is required to recognize a liability for the estimated fair value of an ARO when incurred if the fair value can be reasonably estimated. Our Automotive segment's primary asset retirement activities relate to the removal of hazardous building materials at its facilities. Our Automotive segment records the ARO liability when the amount can be reasonably estimated, typically upon the expectation that a facility may be closed or sold.

Pension and Other Post-Employment Benefit Obligations

Pension and other post-employment benefit costs are dependent upon assumptions used in calculating such costs. These assumptions include discount rates, health care cost trends, expected returns on plan assets and other factors. In accordance with U.S. GAAP, actual results that differ from the assumptions used are accumulated and amortized over future periods and, accordingly, generally affect recognized expense and the recorded obligation in future periods.

Allocation of Net Profits and Losses in Consolidated Affiliated Partnerships

Investment

Net investment income and net realized and unrealized gains and losses on investments of the Investment Funds are allocated to the respective partners of the Investment Funds based on their percentage ownership in such Investment Funds on a monthly basis. Except for our limited partner interest, such allocations made to the limited partners of the Investment Funds are represented as non-controlling interests in our consolidated statements of operations.

Income Per LP Unit

For Icahn Enterprises, basic income (loss) per LP unit is based on net income or loss attributable to Icahn Enterprises allocable to limited partners. Net income or loss allocable to limited partners is divided by the weighted-average number of LP units outstanding. Diluted income (loss) per LP unit, when applicable, is based on basic income (loss) adjusted for the potential effect of dilutive securities as well as the related weighted-average number of units and equivalent units outstanding.

For accounting purposes, when applicable, earnings prior to dates of acquisitions or investments in joint ventures of entities under common control are excluded from the computation of basic and diluted income per LP unit as such earnings are allocated to our general partner or non-controlling interests.

Acquisitions of Businesses

We account for business combinations under the acquisition method of accounting (other than acquisitions of businesses under common control), which requires us to recognize separately from goodwill the assets acquired and the liabilities assumed at their acquisition date fair values. While we use our best estimates and assumptions to accurately value assets acquired and liabilities assumed at the acquisition date as well as contingent consideration, where applicable, our estimates are inherently uncertain and subject to refinement.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Accounting for business combinations requires us to make significant estimates and assumptions, especially at the acquisition date including our estimates for intangible assets, contractual obligations assumed, pre-acquisition contingencies, and contingent consideration, where applicable. In valuing our acquisitions we estimate fair values based on industry data and trends and by reference to relevant market rates and transactions, and discounted cash flow valuation methods, among other factors. The discount rates used were commensurate with the inherent risks associated with each type of asset and the level and timing of cash flows appropriately reflect market participant assumptions. The primary items that generate goodwill include the value of the synergies between the acquired company and our existing businesses and the value of the acquired assembled workforce, neither of which qualifies for recognition as an intangible asset.

Acquisition, Investments and Disposition of Entities under Common Control

Acquisitions or investments of entities under common control are reflected in a manner similar to pooling of interests. The general partner's capital account or non-controlling interests, as applicable, are charged or credited for the difference between the consideration we pay for the entity and the related entity's basis prior to our acquisition or investment. Net gains or losses of an acquired entity prior to its acquisition or investment date are allocated to the general partner's capital account or non-controlling interests, as applicable. In allocating gains and losses upon the sale of a previously acquired common control entity, we allocate a gain or loss for financial reporting purposes by first restoring the general partner's capital account or non-controlling interests, as applicable, for the cumulative charges or credits relating to prior periods recorded at the time of our acquisition or investment and then allocating the remaining gain or loss ("Common Control Gains or Losses") among our general partner, limited partners and non-controlling interests, as applicable, in accordance with their respective ownership percentages. In the case of acquisitions of entities under common control, such Common Control Gains or Losses are allocated in accordance with their respective partnership percentages under the Amended and Restated Agreement of Limited Partnership dated as of May 12, 1987, as amended from time to time (together with the partnership agreement of Icahn Enterprises Holdings, the "Partnership Agreement") (i.e., 98.01% to the limited partners and 1.99% to the general partner).

General Partnership Interest of Icahn Enterprises and Icahn Enterprises Holdings

The general partner's capital account generally consists of its cumulative share of our net income less cash distributions plus capital contributions. Additionally, in acquisitions of common control companies accounted for at historical cost similar to a pooling of interests, the general partner's capital account would be charged (or credited) in a manner similar to a distribution (or contribution) for the excess (or deficit) of the fair value of consideration paid over historical basis in the business acquired.

Capital Accounts, as defined under the Partnership Agreement, are maintained for our general partner and our limited partners. The capital account provisions of our Partnership Agreement incorporate principles established for U.S. federal income tax purposes and are not comparable to the equity accounts reflected under U.S. GAAP in our consolidated financial statements. Under our Partnership Agreement, the general partner is required to make additional capital contributions to us upon the issuance of any additional depository units in order to maintain a capital account balance equal to 1.99% (1.00% in the case of Icahn Enterprises Holdings) of the total capital accounts of all partners.

Generally, net earnings for U.S. federal income tax purposes are allocated 1.99% (1.00% in the case of Icahn Enterprises Holdings) and 98.01% (99.00% in the case of Icahn Enterprises Holdings) between the general partner and the limited partners, respectively, in the same proportion as aggregate cash distributions made to the general partner and the limited partners during the period. This is generally consistent with the manner of allocating net income under our Partnership Agreement; however, it is not comparable to the allocation of net income reflected in our consolidated financial statements.

Pursuant to the Partnership Agreement, in the event of our dissolution, after satisfying our liabilities, our remaining assets would be divided among our limited partners and the general partner in accordance with their respective percentage interests under the Partnership Agreement. If a deficit balance still remains in the general partner's capital account after all allocations are made between the partners, the general partner would not be required to make whole any such deficit.

Income Taxes

Except as described below, no provision has been made for federal, state, local or foreign income taxes on the results of operations generated by partnership activities, as such taxes are the responsibility of the partners. Provision has been made for federal, state, local or foreign income taxes on the results of operations generated by our corporate subsidiaries and these are reflected within continuing and discontinued operations. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

and their respective tax bases and operating loss and tax credit carry forwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

Deferred tax assets are limited to amounts considered to be realizable in future periods. A valuation allowance is recorded against deferred tax assets if management does not believe that we have met the “more-likely-than-not” standard to allow recognition of such an asset.

U.S. GAAP provides that the tax effects from an uncertain tax position can be recognized in the financial statements only if the position is “more-likely-than-not” to be sustained if the position were to be challenged by a taxing authority. The assessment of the tax position is based solely on the technical merits of the position, without regard to the likelihood that the tax position may be challenged. If an uncertain tax position meets the “more-likely-than-not” threshold, the largest amount of tax benefit that is greater than 50 percent likely to be recognized upon ultimate settlement with the taxing authority is recorded. See Note 14, “Income Taxes,” for additional information.

Revenue and Expense Recognition

Automotive

Revenue Recognition: Our Automotive segment records sales when products are shipped and the risks and rewards of ownership have transferred to the customer, the sales price is fixed and determinable, and the collectability of revenue is reasonably assured. Accruals for sales returns and other allowances are provided at point of sale based upon past experience. Adjustments to such returns and allowances are made as new information becomes available.

Rebates: Our Automotive segment accrues for rebates pursuant to specific arrangements with certain of its customers, primarily in the aftermarket. Rebates generally provide for price reductions based upon the achievement of specified purchase volumes and are recorded as a reduction of sales as earned by such customers.

Sales and Sales Related Taxes: Our Automotive segment collects and remits taxes assessed by various governmental authorities that are both imposed on and concurrent with revenue-producing transactions with its customers. These taxes may include, but are not limited to, sales, use, value-added, and some excise taxes. The collection of these taxes is reported on a net basis (excluded from revenues).

Shipping and Handling Costs: Our Automotive segment recognizes shipping and handling costs as incurred as a component of cost of products sold in the consolidated statements of operations.

Engineering and Tooling Costs: Pre-production tooling and engineering costs that Federal-Mogul will not own and that will be used in producing products under long-term supply arrangements are expensed as incurred unless the supply arrangement provides it with the noncancelable right to use the tools, or the reimbursement of such costs is agreed to by the customer. Pre-production tooling costs owned by Federal-Mogul are capitalized as part of machinery and equipment, and are depreciated over the shorter of the tool’s expected life or the duration of the related program. IEH Auto and Pep Boys do not have any engineering and tooling related costs.

Research and Development: Federal-Mogul expenses research and development (“R&D”) costs as incurred. R&D expense, including product engineering and validation costs, was \$192 million, \$189 million and \$192 million for the year ended December 31, 2016, 2015 and 2014, respectively. IEH Auto and Pep Boys do not have any research and development related expenses.

Restructuring: Federal-Mogul’s restructuring costs are comprised of two types: employee costs (contractual termination benefits) and facility closure costs. Termination benefits are accounted for in accordance with FASB ASC Topic 712, *Compensation - Nonretirement Postemployment Benefits*, and are recorded when it is probable that employees will be entitled to benefits and the amounts can be reasonably estimated. Estimates of termination benefits are based on the frequency of past termination benefits, the similarity of benefits under the current plan and prior plans, and the existence of statutory required minimum benefits. Termination benefits are also accounted for in accordance with FASB ASC Topic 420, *Exit or Disposal Cost Obligations*, for one-time termination benefits and are recorded dependent upon future service requirements. Facility closure and other costs are accounted for in accordance with FASB ASC Topic 420 and are recorded when the liability is incurred. IEH Auto and Pep Boys do not have any restructuring related expenses.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Energy

Revenue recognition: For our Energy segment, revenues for products sold are recorded upon delivery of the products to customers, which is the point at which title is transferred, the customer has the assumed risk of loss, and when payment has been received or collection is reasonably assumed. Deferred revenue represents customer prepayments under contracts to guarantee a price and supply of nitrogen fertilizer in quantities expected to be delivered in the next 12 months in the normal course of business. Excise and other taxes collected from customers and remitted to governmental authorities are not included in reported revenues.

Non-monetary product exchanges and certain buy/sell crude oil transactions which are entered into in the normal course of business are included on a net cost basis in cost of goods sold in the consolidated statement of operations.

Our Energy segment also engages in trading activities, whereby it enters into agreements to purchase and sell refined products with third parties. Our Energy segment acts as a principal in these transactions, taking title to the products in purchases from counterparties, and accepting the risks and rewards of ownership. Our Energy segment records revenue for the gross amount of the sales transactions, and records cost of goods sold in our consolidated financial statements.

Shipping Costs: For our Energy segment, pass-through finished goods delivery costs reimbursed by customers are reported in net sales, while an offsetting expense is included in cost of goods sold.

Railcar

Revenue recognition: Revenues from manufactured railcar sales are recognized following completion of manufacturing, inspection, customer acceptance and title transfer, which is when the risk for any damage or loss with respect to the railcars passes to the customer, in accordance with our Railcar segment's contractual terms. Revenues from railcar and industrial components are recorded at the time of product shipment, in accordance with our Railcar segment's contractual terms.

Revenues from railcar leasing are generated from operating leases that are priced as an integrated service that includes amounts related to executory costs, such as certain maintenance, insurance, and ad valorem taxes and are recognized on a straight-line basis per terms of the underlying lease. If railcars are sold under a lease that is less than one year old, the proceeds from the railcars sold that were on lease will be shown on a gross basis in revenues and cost of revenues at the time of sale. Sales of leased railcars that have been on lease for more than one year are recognized as a net gain or loss from the disposal of the long-term asset as a component of earnings from operations.

Revenues from railcar maintenance services are recognized upon completion and shipment of railcars from our Railcar segment's plants. Our Railcar segment does not currently bundle railcar service contracts with new railcar sales. Revenues from engineering and field services are recognized as performed.

Amounts billed prior to meeting revenue recognition criteria are accounted for as deferred revenue.

Our Railcar segment records amounts billed to customers for shipping and handling as part of net sales and other revenues from operations in our consolidated statements of operations and records related costs in cost of goods sold and other expenses from operations.

Our Railcar segment presents any sales tax assessed by a governmental authority that is directly imposed on a revenue-producing transaction between a seller and a customer on a net basis.

Gaming

Revenue Recognition and Promotional Allowances: Casino revenue represents the difference between wins and losses from gaming activities, and is reported net of cash and free play incentives redeemed by customers. Room, food and beverage and other operating revenues are recognized at the time the goods or services are provided. Tropicana collects taxes from customers at the point of sale on transactions subject to sales and other taxes. Revenues are recorded net of any taxes collected. The majority of our casino revenue is counted in the form of cash and chips and, therefore, is not subject to any significant or complex estimation. The retail value of rooms, food and beverage and other services provided to customers on a complimentary basis is included in gross revenues and then deducted as promotional allowances.

Metals

Revenue Recognition: PSC Metals' primary source of revenue is from the sale of processed ferrous scrap metal, non-ferrous scrap metals, steel pipe and steel plate. PSC Metals also generates revenues from sales of secondary plate and pipe, the brokering of scrap metals and from services performed. All sales are recognized when title passes to the customer.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Revenues from services are recognized as the service is performed. Sales adjustments related to price and weight differences are reflected as a reduction of revenues when settled.

Mining

Revenue recognition: Our Mining segment recognizes revenue when title, ownership, and risk of loss pass to the customer, all of which occurs upon shipment or delivery of the product and is based on the applicable shipping terms. Revenue is measured at the fair value of the consideration received or receivable, with any adjustments as a result of provisional pricing recorded against revenue.

Food Packaging

Revenue Recognition: Revenues are recognized at the time products are shipped to the customer, under F.O.B. shipping point or F.O.B. port terms, which is the point at which title is transferred, the customer has the assumed risk of loss, and payment has been received or collection is reasonably assumed. Revenues are net of discounts, rebates and allowances. Viskase records all labor, raw materials, in-bound freight, plant receiving and purchasing, warehousing, handling and distribution costs as a component of costs of goods sold.

Real Estate

Revenue Recognition: Revenue from real estate sales and related costs are recognized at the time of closing primarily by specific identification. Substantially all of the property comprising our net lease portfolio is leased to others under long-term net leases and we account for these leases in accordance with applicable U.S. GAAP. We account for our leases as follows: (i) under the financing method, (x) minimum lease payments to be received plus the estimated value of the property at the end of the lease are considered the gross investment in the lease and (y) unearned income, representing the difference between gross investment and actual cost of the leased property, is amortized to income over the lease term so as to produce a constant periodic rate of return on the net investment in the lease; and (ii) under the operating method, revenue is recognized as rentals become due, and expenses (including depreciation) are charged to operations as incurred.

Home Fashion

Revenue Recognition: WPH records revenue when the following criteria are met: persuasive evidence of an arrangement exists, delivery has occurred, the price to the customer is fixed and determinable and collectability is reasonably assured. Unless otherwise agreed in writing, title and risk of loss pass from WPH to the customer when WPH delivers the merchandise to the designated point of delivery, to the designated point of destination or to the designated carrier, free on board. Provisions for certain rebates, sales incentives, product returns and discounts to customers are recorded in the same period the related revenue is recorded.

Sales Incentives: Customer incentives are provided to major WPH customers. These incentives begin to accrue when a commitment has been made to the customer and are recorded as a reduction to sales.

Environmental Liabilities

We recognize environmental liabilities when a loss is probable and reasonably estimable. Such accruals are estimated based on currently available information, existing technology and enacted laws and regulations. Such estimates are based primarily upon the estimated cost of investigation and remediation required and the likelihood that other potentially responsible parties will be able to fulfill their commitments at the sites where we may be jointly and severally liable with such parties. We regularly evaluate and revise estimates for environmental obligations based on expenditures against established reserves and the availability of additional information.

Foreign Currency Translation

Exchange adjustments related to international currency transactions and translation adjustments for international subsidiaries whose functional currency is the U.S. dollar (principally those located in highly inflationary economies) are reflected in the consolidated statements of operations. Translation adjustments of international subsidiaries for which the local currency is the functional currency are reflected in the consolidated balance sheets as a component of accumulated other comprehensive income. Deferred taxes are not provided on translation adjustments as the earnings of the subsidiaries are considered to be permanently reinvested.

Adoption of New Accounting Standards

In February 2015, the FASB issued ASU No. 2015-02, *Amendments to the Consolidation Analysis*, which amends FASB ASC Topic 810, *Consolidations*. This ASU amends the current consolidation guidance, including introducing a

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

separate consolidation analysis specific to limited partnerships and other similar entities. This ASU requires that limited partnerships and similar legal entities provide partners with either substantive kick-out rights or substantive participating rights over the general partner in order to be considered a voting interest entity. The specialized consolidation model and guidance for limited partnerships and similar legal entities have been eliminated. There is no longer a presumption that a general partner should consolidate a limited partnership. For limited partnerships and similar legal entities that qualify as voting interest entities, a limited partner with a controlling financial interest should consolidate a limited partnership. A controlling financial interest may be achieved through holding a limited partner interest that provides substantive kick-out rights. The standard is effective for annual periods beginning after December 15, 2015. As a result of adopting this guidance in the first quarter of 2016, while certain of our limited partnership entities are now considered VIEs, we continue to consolidate these limited partnerships. See above for further discussion regarding our VIEs.

In April 2015, the FASB issued ASU 2015-03, *Simplifying the Presentation of Debt Issuance Costs*, which amends FASB ASC Subtopic 835-30, *Interest - Imputation of Interest*. The new standard requires that all costs incurred to issue debt be presented in the balance sheet as a direct deduction from the carrying value of the debt. Given the absence of authoritative guidance within this ASU regarding debt issuance costs related to line-of-credit, the SEC staff has stated that it would not object to an entity deferring and presenting debt issuance costs as an asset and subsequently amortizing the deferred issuance costs ratably over the term of the line-of-credit arrangement. The standard is effective for interim and annual periods beginning after December 15, 2015 and is required to be applied on a retrospective basis. Early adoption is permitted. The adoption of this guidance resulted in a reclassification of debt issuance costs on our consolidated balance sheets to debt in the amount of \$39 million as of December 31, 2015.

In September 2015, the FASB issued ASU No. 2015-16, *Simplifying the Accounting for Measurement-Period Adjustments*, which amends FASB ASC Topic 805, *Business Combinations*. This ASU eliminates the requirement to retrospectively adjust provisional amounts recognized at the acquisition dates of business combinations. Rather, this ASU requires that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. This ASU is effective for fiscal years beginning after December 15, 2015, including interim periods within those fiscal years. The amendments in this ASU should be applied prospectively to adjustments to provisional amounts that occur after the effective date with earlier application permitted for financial statements that have not been issued. The adoption of this guidance in the first quarter of 2016 did not have a material impact on our consolidated financial position, results of operations, comprehensive income, cash flows and disclosures.

In October 2016, the FASB issued ASU No. 2016-17, *Interests Held Through Related Parties That Are Under Common Control*, which amends FASB ASC Topic 810, *Consolidation*. This ASU requires that a reporting entity, in determining whether it satisfies the characteristics of a primary beneficiary, to include all of its direct variable interests in a VIE and, on a proportionate basis, its indirect variable interests in a VIE held through related parties, including related parties that are under common control with the reporting entity. Current U.S. GAAP requires that a single decision maker to consider indirect interests in the entity held through related parties to be the equivalent of direct interests in their entirety. This ASU is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted. We adopted ASU No. 2016-17 during the fourth quarter of 2016. The adoption of this new guidance did not change any of our primary beneficiary conclusions and therefore, did not have any impact on our consolidated financial position, results of operations, comprehensive income, cash flows and disclosures.

Recently Issued Accounting Standards

In May 2014, the FASB issued ASU No. 2014-09, creating a new topic, FASB ASC Topic 606, *Revenue from Contracts with Customers*, superseding revenue recognition requirements in FASB ASC Topic 605, *Revenue Recognition*. This ASU requires that an entity recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled to in exchange for those goods or services. In addition, an entity is required to disclose sufficient information to enable users of financial statements to understand the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. This ASU was amended by ASU No. 2015-14, issued in August 2015, which deferred the original effective date by one year; the effective date of this ASU is for fiscal years, and interim reporting periods within those years, beginning after December 15, 2017, using one of two retrospective application methods. In addition, the FASB issued other amendments during 2016 to FASB ASC Topic 606, *Revenue from Contracts with Customers*, that include implementation guidance to principal versus agent considerations, guidance to identifying performance obligations and licensing guidance and other narrow scope improvements. Early adoption is permitted only as of the annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. We have developed an implementation plan to adopt this new ASU. As part of this plan,

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

we are currently assessing the impact of this new standard on our business processes, business and accounting systems, and consolidated financial statements and related disclosures. We currently expect to complete our analysis, including implementing changes to existing business processes and systems to accommodate these new standards, during 2017. We will adopt these new standards on January 1, 2018 using the modified retrospective application method. To date, we have not identified any material differences in our existing revenue recognition methods that would require modification under the new standards.

In July 2015, the FASB issued ASU No. 2015-11, *Simplifying the Measurement of Inventory*, which amends FASB ASC Topic 330, *Inventory*. This ASU requires entities to measure inventory at the lower of cost or net realizable value and eliminates the option that currently exists for measuring inventory at market value. Net realizable value is the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal, and transportation. This ASU is effective for fiscal years beginning after December 15, 2016, including interim periods within those fiscal years. This ASU should be applied prospectively with earlier application permitted as of the beginning of an interim period or annual reporting period. We anticipate that the adoption of this guidance will have minimal impact on our consolidated financial position, results of operations, comprehensive income, cash flows and disclosures.

In January 2016, the FASB issued ASU No. 2016-01, *Financial Instruments - Overall*, which amends FASB ASC Topic 825, *Financial Instruments*. This ASU requires that equity investments (except those accounted for under the equity method of accounting or those that result in the consolidation of the investee) to be measured at fair value with changes recognized in earnings. However, an entity may choose to measure equity investments that do not have readily determinable fair values at cost minus impairment. In addition, there were other amendments to certain disclosure and presentation matters pertaining to financial instruments, including the requirement of an entity to use the exit price notion when measuring the fair value of financial instruments for disclosure purposes. This ASU is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The amendments in this ASU should be applied by means of a cumulative-effect adjustment to the balance sheet as of the beginning of the fiscal year of adoption. The amendments related to equity securities without readily determinable fair values should be applied prospectively to equity investments that exist as of the date of adoption. Early application is permitted for certain matters only. We are currently evaluating the impact of this guidance on our consolidated financial position, results of operations, comprehensive income, cash flows and disclosures.

In February 2016, the FASB issued ASU No. 2016-02, *Leases (Topic 842)*, which supersedes FASB ASC Topic 840, *Leases*. This ASU requires the recognition of lease assets and lease liabilities by lessees for those leases classified as operating leases under previous guidance. In addition, among other changes to the accounting for leases, this ASU retains the distinction between finance leases and operating leases. The classification criteria for distinguishing between finance leases and operating leases are substantially similar to the classification criteria for distinguishing between capital leases and operating leases in the previous guidance. This ASU is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. The amendments in this ASU should be applied using a modified retrospective approach. Early application is permitted. We are currently evaluating the impact of this guidance on our consolidated financial position, results of operations, comprehensive income, cash flows and disclosures.

In March 2016, the FASB issued ASU No. 2016-07, *Simplifying the transition to equity method of accounting*, which amends FASB ASC Topic 323, *Investments - Equity Method and Joint Ventures*. This ASU eliminates the retroactive adjustment of an investment that qualifies for the equity method as a result of an increase in the level of ownership or degree of influence as if the equity method had been in effect during all previous periods that the investment had been held. The amendments in this ASU are effective for interim and annual fiscal years beginning after December 15, 2016. Earlier application is permitted. We anticipate that the adoption of this guidance will have minimal impact on our consolidated financial position, results of operations, comprehensive income, cash flows and disclosures.

In June 2016, the FASB issued ASU No. 2016-13, *Measurement of credit losses on financial instruments*, which amends FASB ASC Topic 326, *Financial Instruments - Credit Losses*. This ASU requires financial assets measured at amortized cost to be presented at the net amount to be collected and broadens the information, including forecasted information incorporating more timely information, that an entity must consider in developing its expected credit loss estimate for assets measured. We are currently evaluating the impact of this guidance on our consolidated financial position, results of operations, comprehensive income, cash flows and disclosures.

In August 2016, the FASB issued ASU No. 2016-15, *Classification of Certain Cash Receipts and Cash Payments*, which amends FASB ASC Topic 230, *Statement of Cash Flows*. This ASU seeks to reduce the diversity currently in practice by providing guidance on the presentation of eight specific cash flow issues in the statement of cash flows. This ASU is

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. We are currently evaluating the impact of this guidance on our consolidated statement of cash flows.

In October 2016, the FASB issued ASU No. 2016-16, *Intra-Entity Transfers of Assets Other Than Inventory*, which amends FASB ASC Topic 740, *Income Taxes*. This ASU requires the recognition of income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. Current U.S. GAAP prohibits the recognition of current and deferred incomes taxes for an intra-entity asset transfer until the asset has been sold to an outside party. This ASU is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. Early adoption is permitted. We are currently evaluating the impact of this guidance on our consolidated financial position, results of operations, comprehensive income, cash flows and disclosures.

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

In January 2017, the FASB issued ASU No. 2017-01, *Clarifying the Definition of a Business*, which amends FASB ASC Topic 805, *Business Combinations*. This ASU provides guidance on what constitutes a business for purposes of applying FASB ASC Topic 805. This ASU is effective for fiscal years beginning after December 15, 2017, and interim periods within those fiscal years. The adoption of this ASU is not expected to have a material impact to our consolidated financial position, results of operations, comprehensive income, cash flows and disclosures.

In January 2017, the FASB issued ASU No. 2017-04, *Simplifying the Test for Goodwill Impairment*, which amends FASB ASC Topic 350, *Intangibles - Goodwill and Other*. This ASU simplifies the subsequent measurement of goodwill by eliminating "Step 2" from the goodwill impairment test which, prior to adoption of this ASU, requires comparing the implied fair value of goodwill with its carrying value. This ASU is effective for fiscal years beginning after December 15, 2019, and interim periods within those fiscal years. Early adoption is permitted beginning for interim and annual goodwill impairment tests performed on testing dates after January 1, 2017. By eliminating "Step 2" from the goodwill impairment test, the quantitative analysis of goodwill will result in an impairment loss for the amount that the carrying value of a reporting unit, including goodwill, exceeds its fair value, limited to the total amount of goodwill allocated to the tested reporting unit. While this ASU reduces the complexity and cost of our goodwill impairment tests, it may result in significant differences in the recognition of goodwill impairment. For example, should our reporting units fail "Step 1" of the impairment tests but pass the current "Step 2" impairment tests, we may have more impairments of goodwill under the new guidance. This ASU principally affects our Automotive segment as substantially all of our goodwill balance pertained to our Automotive segment as of December 31, 2016. We have elected to early adopt this ASU for our interim and annual goodwill impairment tests to be performed on testing dates beginning in 2017.

3. Operating Units .

Investment

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

We had interests in the Investment Funds with a fair value of approximately \$1.7 billion and \$3.4 billion as of December 31, 2016 and 2015, respectively.

Automotive

We conduct our Automotive segment through our wholly owned subsidiaries Federal-Mogul, IEH Auto Parts Holding LLC ("IEH Auto"), effective June 1, 2015, and Pep Boys, effective February 3, 2016. Prior to January 23, 2017, as discussed

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

below, Federal-Mogul was a majority owned subsidiary of ours with publicly traded common stock. As of December 31, 2016, we owned approximately 82.0% of the outstanding common stock of Federal-Mogul.

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

Federal-Mogul operates with two end-customer focused businesses. The Powertrain business unit focuses on original equipment products for automotive, heavy duty and industrial applications. The Motorparts business unit sells and distributes a broad portfolio of products in the global aftermarket, while also serving original equipment manufacturers with products including braking, chassis, wipers and other vehicle components.

Pep Boys has 804 locations in the automotive aftermarket industry located throughout the United States and Puerto Rico. Pep Boys stores are organized into a hub and spoke network consisting of Supercenters and Service & Tire Centers. Supercenters average approximately 20,000 square feet and combine a parts and accessories store with professional service centers that perform a full range of automotive maintenance and repair services. Most of the Pep Boys Supercenters also have a commercial sales program that provides prompt delivery of parts, tires and equipment to automotive repair shops and dealers. Service & Tire Centers, which average approximately 6,000 square feet, provide automotive maintenance and repair services in neighborhood locations that are conveniently located where our customers live or work.

IEH Auto has 21 distribution centers and 288 corporate-owned stores in the United States and supports a network of more than 2,000 independent wholesalers. Through its banner and technical support programs as well as its offering of premium auto parts, IEH Auto has built its reputation on being the partner of choice for independent entrepreneurs eager to tap into the strength of large network.

Pep Boys and IEH Auto are being operated together under their parent company and wholly owned subsidiary of ours, IEP Auto Holdings LLC, in order to grow their sales to do-it-for-me ("DIFM") distributors and DIFM service professionals, to grow their automotive service business, and to maintain their do-it-yourself customer bases by offering the newest and broadest product assortment in the automotive aftermarket.

In addition, Federal-Mogul is operated independently from Pep Boys and IEH Auto. Transactions among Federal-Mogul, Pep Boys and IEH Auto have been eliminated in consolidation.

Federal-Mogul Rights Offering

On March 26, 2015, Federal-Mogul received \$250 million in connection with its previously announced common stock registered rights offering (the "Federal-Mogul Rights Offering"). In connection with the Federal-Mogul Rights Offering, we fully exercised our subscription rights under our basic and over subscription privileges to purchase additional shares of Federal-Mogul common stock, thereby increasing our ownership of Federal-Mogul, for an aggregate additional investment of \$230 million.

Federal-Mogul Tender Offer

On September 6, 2016, we entered into an agreement and plan of merger with Federal-Mogul pursuant to which, and upon the terms and subject to the conditions thereof, we commenced a cash tender offer (the "Federal-Mogul Tender Offer") to acquire all of the issued and outstanding shares of Federal-Mogul's common stock not already owned by us for a purchase price of \$9.25 per share, net to the seller in cash, without interest, less any applicable tax withholding. The Federal-Mogul Tender Offer was subsequently extended to January 18, 2017 and the purchase price per share was subsequently increased to \$10.00 per share. See Note 18, "Subsequent Events," for further discussion.

Accounts Receivable, net

Federal-Mogul's subsidiaries in Brazil, Canada, France, Germany, Italy, Canada and the United States are party to accounts receivable factoring and securitization facilities. Gross accounts receivable transferred under these facilities were \$487 million and \$408 million as of December 31, 2016 and 2015, respectively. Of those gross amounts, \$485 million and \$401 million, respectively, qualify as sales as defined in FASB ASC Topic 860, *Transfers and Servicing*. The remaining transferred receivables were pledged as collateral and accounted for as secured borrowings and recorded in the consolidated balance sheets within accounts receivable, net and debt. Under the terms of these facilities, Federal-Mogul is not obligated to draw cash immediately upon the transfer of accounts receivable. As of December 31, 2016 and 2015, Federal-Mogul had withdrawn cash

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

related to such transferred receivables of zero and \$1 million, respectively. Proceeds from the transfers of accounts receivable qualifying as sales were approximately \$1.6 billion, \$1.6 billion and \$1.7 billion for the years ended December 31, 2016, 2015 and 2014, respectively.

For the years ended December 31, 2016, 2015 and 2014, expenses associated with transfers of receivables were \$12 million, \$9 million and \$6 million, respectively, and were recorded in the consolidated statements of operations within other income (loss), net. Where Federal-Mogul receives a fee to service and monitor these transferred receivables, such fees are sufficient to offset the costs and as such, a servicing asset or liability is not recorded as a result of such activities.

Federal-Mogul Restructuring

During the years ended December 31, 2016, 2015 and 2014, Federal-Mogul recorded an aggregate of \$27 million, \$89 million and \$86 million in restructuring charges, respectively. These restructuring charges, primarily consisting of employee costs and headcount reductions, pertain to all restructuring programs that Federal-Mogul has initiated in order to improve its operating performance.

Federal-Mogul has approved and initiated restructuring activities as a part of a broader initiative to improve operating performance and reduce costs. As such, Federal-Mogul will continue to evaluate its activities and opportunities to align its business with its executive management's strategy. Restructuring expenses for the year ended December 31, 2016 primarily related to Europe, Middle East and Africa locations aimed at optimizing Federal-Mogul's cost structures. Federal-Mogul expects to complete these programs in 2017 and does not expect to incur any additional restructuring related to these programs. For programs previously initiated in prior periods, Federal-Mogul expects to complete the majority of these programs in 2018 and does not expect to incur any additional restructuring charges related to these programs.

Energy

We conduct our Energy segment through our majority ownership in CVR. CVR is a diversified holding company primarily engaged in the petroleum refining and nitrogen fertilizer manufacturing industries through its holdings in CVR Refining ("CVR Refining") and 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 ("UAN") and ammonia. As of December 31, 2016, CVR owned 100% of the general partners of CVR Refining and CVR Partners and approximately 66% of the common units of CVR Refining and approximately 34% of the common units of CVR Partners.

As of December 31, 2016, we owned approximately 82.0% of the total outstanding common stock of CVR. In addition, as of December 31, 2016, we owned approximately 3.9% of the total outstanding common units of CVR Refining directly.

CVR Refining Call Right

On August 2, 2016, we sold 250,000 common units of CVR Refining. As a result of this transaction, we and our affiliates collectively own 69.99% of CVR. Pursuant to CVR Refining's partnership agreement, in certain circumstances, the general partner of CVR Refining has the right to purchase all, but not less than all, of CVR Refining common units held by unaffiliated unit holders at a price not less than their then-current market price, as calculated pursuant to the terms of such partnership agreement (the "Call Right"). Pursuant to the terms of the partnership agreement, because our holdings were reduced to less than 70.0%, the ownership threshold for the application of such Call Right was permanently reduced from 95% to 80%. Accordingly, if at any time the general partner of CVR Refining and its affiliates owns more than 80% of CVR Refining common units, it will have the right, but not the obligation, to exercise such Call Right.

CVR Refining Equity Offerings

On January 23, 2013, CVR Refining completed its initial public offering of its common units representing limited partner interests. On June 30, 2014, CVR Refining completed an underwritten offering (the "CVR Refining Follow-on Offering"), resulting in gross proceeds of \$170 million before giving effect to underwriting discounts and other offering expenses. On July 24, 2014, the underwriters exercised their option to purchase additional common units of CVR Refining, resulting in gross proceeds of \$15 million. CVR Refining used this \$15 million in gross proceeds to redeem an equal amount of common units from CVR Refining. Additionally, on July 24, 2014, CVR Refining sold common units to the public in connection with the underwriters' exercise of their remaining option to purchase additional common units, resulting in gross proceeds of \$10 million.

As a result of the CVR Refining Follow-on Offering during 2014, our consolidated equity increased by an aggregate of \$160 million, of which \$150 million was attributable to non-affiliated non-controlling interests and \$10 million was attributable

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

to us. These offerings are reflected in proceeds from subsidiary equity offering within the consolidated statement of equity changes.

Railcar

We conduct our Railcar segment through our majority ownership interests in ARI and our wholly owned subsidiary ARL. As discussed in Note 1, "Description of Business and Basis of Presentation - Agreement to Sell ARL," the ARL Initial Sale is expected to close in the second quarter of 2017. Additionally, in accordance with U.S. GAAP, the transaction meets the criteria for classification as held for sale as of December 31, 2016 however, the transaction does not qualify for presentation and disclosure as a discontinued operation and therefore, continues to be classified within continuing operations in our consolidated financial statements until the closing of the ARL Initial Sale.

ARI manufactures railcars that are offered for sale or lease, custom and standard railcar components and other industrial products, primarily aluminum and special alloy steel castings. These products are sold to various types of companies including shippers, leasing companies, industrial companies, and Class I railroads. ARI leases railcars that it manufactures to certain markets. ARI provides railcar services consisting of railcar repair services, ranging from full to light repair, engineering and on-site repairs and maintenance through its various repair facilities, including mini repair shops and mobile repair units.

ARL is engaged in the business of leasing railcars to customers with specific requirements whose products require specialized railcars dedicated to transporting, storing, and preserving the integrity of their products. These products are primarily in the chemical, mineral, petrochemical, food and agriculture, and energy industries.

Transactions between ARI and ARL have been eliminated in consolidation.

As of December 31, 2016, we owned approximately 62.2% of the total outstanding common stock of ARI.

Gaming

We conduct our Gaming segment through our majority ownership in Tropicana and our wholly owned subsidiary, TER, which owns and operates the Trump Taj Mahal. The Trump Taj Mahal closed and ceased its casino and hotel operations on October 10, 2016. As discussed below, we obtained control and began consolidating the results of TER upon its emergence from bankruptcy on February 26, 2016.

Tropicana owns and operates a diversified, multi-jurisdictional collection of casino gaming properties. The eight casino facilities it operates feature approximately 392,000 square feet of gaming space with 7,900 slot machines, 300 table games and 5,500 hotel rooms with two casino facilities located in Nevada and one in each of Mississippi, Missouri, Indiana, Louisiana, New Jersey and Aruba.

TER owns and operates Trump Taj Mahal which is located in Atlantic City, New Jersey. Trump Taj Mahal features approximately 160,000 square feet of gaming space with 2,500 slot machines, 130 table games and 2,000 hotel rooms. In addition, Trump Entertainment also owns an idled casino property in Atlantic City, New Jersey, Trump Plaza Hotel and Casino, which ceased operations in September 2014.

As of December 31, 2016, we owned approximately 72.5% of the total outstanding common stock of Tropicana.

Metals

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

Mining

We conduct our Mining segment through our majority ownership in Ferrous Resources. We obtained control of and consolidated the results of Ferrous Resources during the second quarter of 2015.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Ferrous Resources acquired certain rights to iron ore mineral resources in Brazil and develops mining operations and related infrastructure to produce and sell iron ore products to the global steel industry. Ferrous Resources has acquired significant iron ore assets in the State of Minas Gerais, Brazil, known as Viga, Viga Norte, Esperança, Serrinha and Santanense. In addition, Ferrous Resources has acquired certain mineral rights near Jacuípe in the State of Bahia, Brazil. Of the assets acquired, Viga, Esperança and Santanense are already extracting and producing iron ore, while the other assets are at an early stage of exploration.

In response to the depressed iron ore price environment, Ferrous Resources decided to temporarily suspend Esperança's and Santanense's operations in the first quarter of 2015 in order to study alternatives to further reduce cost of production and improve product quality and therefore to improve profitability and margin per metric ton.

As of December 31, 2016, we owned approximately 77.2% of the total outstanding common stock of Ferrous Resources.

Food Packaging

We conduct our Food Packaging segment through our majority ownership in Viskase Companies, Inc. ("Viskase"). Viskase is a worldwide leader in the production and sale of cellulosic, fibrous and plastic casings for the processed meat and poultry industry. As of December 31, 2016, Viskase operated ten manufacturing facilities, six distribution centers and three service centers throughout North America, Europe, South America and Asia and derived approximately 70% of its total net sales from customers located outside the United States for the year ended December 31, 2016.

As of December 31, 2016, we owned approximately 74.6% of the total outstanding common stock of Viskase.

Real Estate

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

As of December 31, 2016, we owned 15 commercial rental real estate properties. Our property development operations are run primarily through Bayswater Development LLC, a real estate investment, management and development subsidiary that focuses primarily on the construction and sale of single-family and multi-family homes, lots in subdivisions and planned communities and raw land for residential development. Our New Seabury development property in Cape Cod, Massachusetts and our Grand Harbor development property in Vero Beach, Florida include land for future residential development of approximately 272 and 1,128 units of residential housing, respectively. Both our developments operate golf and club operations as well. In addition, our Real Estate segment owns an unfinished development property which is located on approximately 23 acres in Las Vegas, Nevada.

As of December 31, 2016 and 2015, \$24 million and \$27 million, respectively, of the net investment in financing leases and net real estate leased to others which is included in property, plant and equipment, net, were pledged to collateralize the payment of nonrecourse mortgages payable.

Home Fashion

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

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Consolidated Anticipated Future Receipts

The following is a summary of the consolidated anticipated future receipts of the minimum lease payments receivable under the financing and operating method on a consolidated basis at December 31, 2016 :

Year	Amount
	(in millions)
2017	\$ 255
2018	224
2019	165
2020	102
2021	51
Thereafter	63
	<u>\$ 860</u>

In connection with the ARL Initial Sale, which is expected to close in the second quarter of 2017, the table above excludes anticipated future receipts of minimum lease payments receivables aggregating \$781 million relating to certain leased railcars at ARL that are classified as assets held for sale as of December 31, 2016 .

4. Related Party Transactions .

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

Investment

Mr. Icahn, along with his affiliates (excluding Icahn Enterprises and Icahn Enterprises Holdings), makes investments in the Investment Funds. During the years ended December 31, 2016 , 2015 and 2014 , affiliates of Mr. Icahn invested \$505 million , \$276 million and \$500 million , respectively, in the Investment Funds. During the years ended December 31, 2016 and 2015 , certain affiliates of Mr. Icahn had redemptions of \$7 million and \$36 million , respectively, from the Investment Funds. As of December 31, 2016 and 2015 , the total fair market value of investments in the Investment Funds made by Mr. Icahn and his affiliates (excluding Icahn Enterprises and Icahn Enterprises Holdings) was approximately \$3.7 billion and \$4.1 billion , respectively, representing approximately 69% and 55% , respectively, of the Investment Funds' assets under management.

Icahn Capital LP ("Icahn Capital") pays 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). Effective April 1, 2011, based on an expense-sharing arrangement, certain expenses borne by Icahn Capital are reimbursed by the Investment Funds. For the years ended December 31, 2016 , 2015 , and 2014 , \$34 million , \$235 million and \$155 million , respectively, was allocated to the Investment Funds based on this expense-sharing arrangement.

Railcar

ARL

On January 1, 2014, AEP Railcar Corp. ("AEP") contributed the fair market value of its 100% interest in AEP Leasing to ARL and in exchange, AEP received a 75% membership interest in ARL. ARL then incurred additional debt of \$381 million (the "ARL Financing") in February 2014. Pursuant to a certain contribution agreement, ARL distributed \$381 million to IRL Holding, LLC ("IRL"), an affiliate of Mr. Icahn, on February 24, 2014. In connection with this debt financing transaction, ACF Industries Holding LLC, an affiliate, has provided an unconditional guaranty in respect of the debt incurred for the ARL Financing.

During the year ended December 31, 2015, ARL distributed an aggregate of \$25 million in distributions to IRL and also made a non-resident withholding of \$2 million on IRL's behalf. In addition, pursuant to a certain contribution agreement, ARL made a \$3 million guaranteed payment to IRL during the year ended December 31, 2014.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

These transactions were approved by a special committee of independent members of our board of directors. The special committee was advised by its own legal counsel and independent financial adviser with respect to the transactions. The special committee received an opinion from its financial adviser as to the fairness to us, from a financial point of view, of the consideration paid by us.

On February 29, 2016, Icahn Enterprises entered into a contribution agreement with IRL Holding, LLC ("IRL"), an affiliate of Mr. Icahn, to acquire the remaining 25% economic interest in ARL not already owned by us. Pursuant to this contribution agreement, we contributed 685,367 newly issued depositary units of Icahn Enterprises to IRL in exchange for the remaining 25% economic interest in ARL. As a result of the transaction, we own a 100% economic interest in ARL. This transaction was authorized by the independent committee of the board of directors of the general partner of Icahn Enterprises. The independent committee was advised by independent counsel and retained an independent financial advisor which rendered a fairness opinion.

Railcar Component Purchases from ACF

ARI has from time to time purchased components from ACF Industries LLC ("ACF"), an affiliate of Mr. Icahn, under a long-term agreement, as well as on a purchase order basis. ACF is a manufacturer and fabricator of specialty railcar parts and miscellaneous steel products. Under the manufacturing services agreement entered into in 1994 and amended in 2005, ACF agreed to manufacture and distribute, at ARI's instruction, various railcar components. In consideration for these services, ARI agreed to pay ACF based on agreed upon rates. The agreement automatically renews unless written notice is provided by ARI.

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

For the years ended December 31, 2016, 2015 and 2014, ARI purchased \$7 million, \$18 million and \$5 million, respectively, of components from ACF.

Railcar Component Sales to ACF

In January 2013, ARI entered into a purchasing and engineering services agreement and license with ACF. The agreement was unanimously approved by the independent directors of ARI's and Icahn Enterprises' audit committee on the basis that the terms of the agreement were not materially less favorable to ARI than those that could have been obtained in a comparable transaction with an unrelated person. Under this agreement, ARI provides purchasing support and engineering services to ACF in connection with ACF's manufacture and sale of tank railcars at its facility in Milton, Pennsylvania. Additionally, ARI has granted ACF a nonexclusive, non-assignable license to certain of ARI's intellectual property, including certain designs, specifications, processes and manufacturing know-how required to manufacture and sell tank railcars during the term of the agreement. In December 2016, ARI and ACF amended this agreement to, among other provisions, extend the termination date to December 31, 2017 from December 31, 2016, subject to certain early termination events.

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

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

Revenues of \$1 million, \$10 million and \$19 million for the years ended December 31, 2016, 2015 and 2014, respectively, were recorded for sales of railcar components to ACF and for royalties and profits on railcars sold by ACF.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Railcar Repair Services and Support for ACF

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

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

ARI's revenues under this agreement were less than \$1 million for both of the years ended December 31, 2016 and 2015

Railcar Purchases from ACF

In April 2013, AEP Leasing entered into an agreement ("ACF Agreement") with ACF whereby AEP Leasing agreed to purchase railcars from ACF. The ACF Agreement was assumed by ARL in connection with our purchase of a 75% economic interest in ARL in September 2013. The ACF Agreement was unanimously approved by Icahn Enterprises' audit committee consisting of independent directors, who were advised by independent counsel and an independent financial advisor on the basis that the terms were not less favorable than those terms that could have been obtained in a comparable transaction with an unaffiliated third party. Under this agreement, purchases of railcars by our Railcar segment from ACF were zero, \$9 million and \$127 million for the years ended December 31, 2016, 2015 and 2014 respectively.

In addition to the above purchases, on a contract-by-contract basis, ARL purchased \$14 million and \$59 million of railcars from ACF for the years ended December 31, 2016 and 2015, respectively.

Railcar Management Transition Agreement

On December 16, 2016, ARI entered into a railcar management transition agreement (the "RMTA") with ARL. In anticipation of the expected sale of ARL to SMBC Rail, ARI and ARL entered into the RMTA to manage the transition, from ARL to ARI, of the management of ARI's railcar leasing business, including the railcars owned by ARI.

Insight Portfolio Group LLC

Insight Portfolio Group LLC ("Insight Portfolio Group") is an entity formed and controlled by Mr. Icahn in order to maximize the potential buying power of a group of entities with which Mr. Icahn has a relationship in negotiating with a wide range of suppliers of goods, services and tangible and intangible property at negotiated rates.

In 2013, Icahn Enterprises Holdings acquired a minority equity interest in Insight Portfolio Group and agreed to pay a portion of Insight Portfolio Group's operating expenses. In addition to the minority equity interest held by Icahn Enterprises Holdings, certain subsidiaries of Icahn Enterprises Holdings, including Federal-Mogul, CVR, PSC Metals, ARI, ARL, Tropicana, Viskase and WPH also acquired minority equity interests in Insight Portfolio Group and agreed to pay a portion of Insight Portfolio Group's operating expenses. A number of other entities with which Mr. Icahn has a relationship also acquired equity interests in Insight Portfolio Group and also agreed to pay certain of Insight Portfolio Group's operating expenses. For each of the years ended December 31, 2016, 2015 and 2014, we and certain of our subsidiaries paid certain of the Insight Portfolio Group's operating expenses of approximately \$2 million.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

5. Investments and Related Matters .

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 consolidated balance sheets. These investments are considered trading securities. In addition, our Investment segment has certain derivative transactions which are discussed in Note 6 , " Fair Value Measurements - Investment." The carrying value and detail of security type and business sector with respect to investments and securities sold, not yet purchased held by our Investment segment consist of the following:

Assets	December 31,	
	2016	2015
	(in millions)	
Investments:		
Equity securities:		
Basic materials	\$ 963	\$ 563
Communications	169	407
Consumer, non-cyclical	2,677	3,684
Consumer, cyclical	408	115
Diversified	7	17
Energy	1,278	1,461
Financial	2,385	2,094
Industrial	214	188
Technology	911	5,795
Utilities	11	—
	9,023	14,324
Corporate debt:		
Consumer, cyclical	186	55
Financial	4	4
Sovereign debt	—	13
	190	72
Mortgage-backed securities:		
Financial	—	157
	\$ 9,213	\$ 14,553
Liabilities		
Securities sold, not yet purchased, at fair value:		
Equity securities:		
Consumer, cyclical	968	794
Energy	19	—
Industrial	100	—
	1,087	794
Debt securities:		
Consumer, cyclical	52	—
	\$ 1,139	\$ 794

The portion of trading gains (loss) that relates to trading securities still held by our Investment segment was \$340 million and \$(2.2) billion for the years ended December 31, 2016 and 2015 , respectively.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

As of December 31, 2016, the Investment Funds and their affiliates collectively owned approximately 24.2% of Herbalife Ltd. ("Herbalife") and 35.3% of Hertz Global Holdings, Inc. ("Hertz"). Our Investment segment applied the fair value option to Herbalife and Hertz because these investments would have otherwise been subject to the equity method of accounting starting in the third quarter of 2016 and fourth quarter of 2016, respectively. Our Investment segment recorded an aggregate net loss of \$502 million for the year ended December 31, 2016 with respect to its investment in Herbalife and Hertz. As of December 31, 2016, the aggregate fair value of the Investment Funds' investment in Herbalife and Hertz was \$1.4 billion and was included in investments in our consolidated balance sheets. We believe that the Investment Funds' investment in Herbalife or Hertz was not material, either individually or in the aggregate, to our consolidated financial statements.

Other Segments

The carrying value of investments held by our other segments and our Holding Company consist of the following:

	December 31,	
	2016	2015
	(in millions)	
Equity method investments	\$ 302	\$ 323
Other investments	366	475
	\$ 668	\$ 798

6. Fair Value Measurements .

U.S. GAAP requires enhanced disclosures about investments and non-recurring non-financial assets and non-financial liabilities that are measured and reported at fair value and has established a hierarchical disclosure framework that prioritizes and ranks the level of market price observability used in measuring investments or non-financial assets and liabilities at fair value. Market price observability is impacted by a number of factors, including the type of investment and the characteristics specific to the investment. Investments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Investments and non-financial assets and/or liabilities measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1 - Quoted prices are available in active markets for identical investments as of the reporting date. The types of investments included in Level 1 include listed equities and listed derivatives. We do not adjust the quoted price for these investments, even in situations where we hold a large position.

Level 2 - Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies. Investments that are generally included in this category include corporate bonds and loans, less liquid and restricted equity securities and certain over-the-counter derivatives. The inputs and assumptions of our Level 2 investments are derived from market observable sources including reported trades, broker/dealer quotes and other pertinent data.

Level 3 - Pricing inputs are unobservable for the investment and non-financial asset and/or liability and include situations where there is little, if any, market activity for the investment or non-financial asset and/or liability. The inputs into the determination of fair value require significant management judgment or estimation. Fair value is determined using comparable market transactions and other valuation methodologies, adjusted as appropriate for liquidity, credit, market and/or other risk factors.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the investment. Significant transfers, if any, between the levels within the fair value hierarchy are recognized at the beginning of the reporting period when changes in circumstances require such transfers.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table summarizes the valuation of our investments, derivative contracts, securities sold not yet purchased and other liabilities by the above fair value hierarchy levels measured on a recurring and non-recurring basis as of December 31, 2016 and 2015 :

	December 31, 2016				December 31, 2015			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
(in millions)								
Assets								
Investments (Note 5)	\$ 9,033	\$ 306	\$ 240	\$ 9,579	\$ 14,447	\$ 289	\$ 292	\$ 15,028
Derivative contracts, at fair value ⁽¹⁾	—	23	—	23	—	259	—	259
	<u>\$ 9,033</u>	<u>\$ 329</u>	<u>\$ 240</u>	<u>\$ 9,602</u>	<u>\$ 14,447</u>	<u>\$ 548</u>	<u>\$ 292</u>	<u>\$ 15,287</u>
Liabilities								
Securities sold, not yet purchased (Note 5)	\$ 1,087	\$ 52	\$ —	\$ 1,139	\$ 794	\$ —	\$ —	\$ 794
Other liabilities	\$ —	\$ 187	\$ —	\$ 187	\$ —	\$ 3	\$ —	\$ 3
Derivative contracts, at fair value ⁽²⁾	—	1,139	—	1,139	—	36	—	36
	<u>\$ 1,087</u>	<u>\$ 1,378</u>	<u>\$ —</u>	<u>\$ 2,465</u>	<u>\$ 794</u>	<u>\$ 39</u>	<u>\$ —</u>	<u>\$ 833</u>

⁽¹⁾ Amounts are classified within other assets in our consolidated balance sheets.

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

Assets Measured at Fair Value on a Non-Recurring Basis for Which We Use Level 3 Inputs to Determine Fair Value

We have certain investments in debt securities classified as held-to-maturity within our Gaming segment since we have the ability and intent to hold the bonds to maturity. The debt securities are classified as Level 3 investments measured at fair value on a non-recurring basis and therefore are excluded from the roll forward of Level 3 investments measured on a recurring basis below. As of December 31, 2016 and 2015, the fair value of these debt securities was \$28 million and \$9 million, respectively, with the increase resulting primarily from our acquisition of TER during the first quarter of 2016.

Certain assets measured at fair value using level 3 inputs on a nonrecurring basis for which impairment was recorded are described below.

During 2016, 2015 and 2014, we recorded aggregate goodwill impairment charges of \$577 million, \$571 million and \$103 million, respectively. Additionally, during 2016 and 2015, we recorded intangible asset impairment charges of \$16 million and \$2 million, respectively. Refer to Note 8, "Goodwill and Intangible Assets, Net," for further discussion.

During 2016, we recorded an aggregate \$99 million of impairment relating to property, plant and equipment at our Gaming, Automotive, Real Estate and Metals segments and our Holding Company. During 2015, we recorded aggregate impairment charges of \$201 million relating to property, plant and equipment at our Automotive, Metals, Mining and Real Estate segments. During 2014 we recorded aggregate impairment charges of \$27 million relating to property, plant and equipment at our Automotive, Metals and Real Estate segments. We determined the fair value of property, plant and equipment by applying probability weighted, expected present value techniques to the estimated future cash flows using assumptions a market participant would utilize.

During 2016 and 2015, we recorded aggregate impairment charges of \$17 million and \$14 million, respectively, relating to assets held for sale at our Automotive and Metals segments. During 2014, we recorded an impairment charge of \$5 million relating to equity method investments at our Automotive segment.

Refer to Note 13, "Segment and Geographic Reporting," for total impairment recorded by each of our segments.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Assets Measured at Fair Value on a Recurring Basis for Which We Use Level 3 Inputs to Determine Fair Value

The changes in investments measured at fair value on a recurring basis for which we use Level 3 inputs to determine fair value are as follows:

	Year Ended December 31,	
	2016	2015
	(in millions)	
Balance at January 1	\$ 283	\$ 229
Net transfers out	(131)	(47)
Realized and unrealized gains, net	10	1
Purchases	50	100
Balance at December 31	\$ 212	\$ 283

⁽¹⁾Includes unrealized (losses) gains of \$(6) million of \$1 million for the years ended December 31, 2016 and 2015, respectively, relating to investments still held at December 31 of each respective period and which are included in net (loss) gain from investment activities in the consolidated statements of operations.

During 2016, we transferred out a Level 3 corporate debt investment in the amount of \$126 million. See Note 3, "Operating Units - Gaming," for further discussion regarding this transaction. During 2015, the Holding Company obtained control of, and consolidated, Ferrous Resources, which was previously considered a Level 3 investment due to unobservable market data. The fair value of our investment in Ferrous Resources immediately prior to obtaining control was \$36 million, which was transferred out of Level 3 investments during the second quarter of 2015. In addition, during 2015, our Gaming segment received \$10 million as reimbursement for certain approved capital expenditures.

During 2015, the Holding Company made a certain investment classified as trading securities in the amount of \$100 million, which is considered a Level 3 investment due to unobservable market data and is measured at fair value on a recurring basis. We purchased an additional \$50 million of this investment during 2016. We determined the fair value of this investment using the Black-Scholes option pricing model as well as other valuation techniques. As of December 31, 2016 and 2015, the fair value of this investment was \$207 million and \$157 million, respectively.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table presents our Automotive segment's defined benefit plan assets measured at fair value on a recurring basis as of December 31, 2016 and 2015 :

	December 31, 2016				December 31, 2015			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
(in millions)								
U.S. Plans:								
Cash	\$ 30	\$ —	\$ —	\$ 30	\$ 26	\$ —	\$ —	\$ 26
Investments with registered investment companies:								
Equity securities	346	—	—	346	310	—	—	310
Fixed income securities	154	—	—	154	149	—	—	149
Real estate and other	41	—	—	41	27	—	—	27
Equity securities	204	—	—	204	220	—	—	220
Corporate and other	—	21	—	21	—	22	—	22
Government	11	17	—	28	17	13	—	30
Hedge funds	—	—	32	32	—	—	86	86
	<u>\$ 786</u>	<u>\$ 38</u>	<u>\$ 32</u>	<u>\$ 856</u>	<u>\$ 749</u>	<u>\$ 35</u>	<u>\$ 86</u>	<u>\$ 870</u>
Non-U.S. Plans:								
Insurance contracts	\$ —	\$ —	\$ 42	\$ 42	\$ —	\$ —	\$ 40	\$ 40
Investments with registered investment companies:								
Fixed income securities	19	—	—	19	13	—	—	13
Equity securities	2	—	—	2	2	—	—	2
Corporate bonds	—	—	—	—	—	2	—	2
	<u>\$ 21</u>	<u>\$ —</u>	<u>\$ 42</u>	<u>\$ 63</u>	<u>\$ 15</u>	<u>\$ 2</u>	<u>\$ 40</u>	<u>\$ 57</u>

The changes in U.S. and Non-U.S. plan assets measured at fair value for which our Automotive segment has used Level 3 input to determine fair value are as follows:

	Year Ended December 31,	
	2016	2015
(in millions)		
U.S. Plans:		
Hedge funds:		
Balance at January 1	\$ 86	\$ 91
Realized/unrealized (losses) gains, net	—	(5)
Purchases and settlements, net	48	—
Sales, net	(102)	—
Balance at December 31	<u>\$ 32</u>	<u>\$ 86</u>

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	Year Ended December 31,	
	2016	2015
	(in millions)	
Non-U.S. Plans:		
Insurance contracts:		
Balance at January 1	\$ 40	\$ 41
Realized and unrealized gains, net	2	1
Purchases and settlements, net	3	6
Proceeds	(2)	(4)
Foreign currency exchange rate movements	(1)	(4)
Balance at December 31	\$ 42	\$ 40

The following table presents our Food Packaging and Railcar segment's defined benefit plan assets measured at fair value on a recurring basis as of December 31, 2016 and 2015 :

	December 31, 2016				December 31, 2015			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
	(in millions)							

U.S. and Non-U.S. Plans:

Asset category:

Cash equivalents	\$ 4	\$ 1	\$ —	\$ 5	\$ 5	\$ 1	\$ —	\$ 6
Equity securities	54	27	—	81	51	27	—	78
Fixed income securities	18	2	—	20	7	12	—	19
Other	5	3	9	17	5	—	21	26
	\$ 81	\$ 33	\$ 9	\$ 123	\$ 68	\$ 40	\$ 21	\$ 129

The changes in U.S. and Non-U.S. plan assets measured at fair value for which our Food Packaging and Railcar segments have used Level 3 input to determine fair value are as follows:

	Year Ended December 31,	
	2016	2015
	(in millions)	
U.S. and Non-U.S. Plans:		
Balance at January 1	\$ 21	\$ 21
Realized and unrealized gains, net	—	—
Purchases and settlements, net	(12)	—
Balance at December 31	\$ 9	\$ 21

7. Financial Instruments .

Certain derivative contracts executed by the Investment Funds with a single counterparty, by our Automotive segment with a single counterparty, by our Energy segment with a single counterparty, or by our Holding Company with a single counterparty are reported on a net-by-counterparty basis where a legal right of offset exists under an enforceable netting agreement. Values for the derivative financial instruments, principally swaps, forwards, over-the-counter options and other conditional and exchange contracts, are reported on a net-by-counterparty basis. As a result, the net exposure to counterparties is reported in either other assets or accrued expenses and other liabilities in our consolidated balance sheets.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Investment Segment and Holding Company

The Investment Funds currently maintain cash deposits and cash equivalents with financial institutions. Certain account balances may not be covered by the Federal Deposit Insurance Corporation, while other accounts may exceed federally insured limits. The Investment Funds have prime broker arrangements in place with multiple prime brokers as well as a custodian bank. The Investment Funds also have relationships with several financial institutions with which they trade derivative and other financial instruments.

In the normal course of business, the Investment Funds and the Holding Company may trade various financial instruments and enter into certain investment activities, which may give rise to off-balance-sheet risks, with the objective of capital appreciation or as economic hedges against other securities or the market as a whole. The Investment Funds' and the Holding Company's investments may include futures, options, swaps and securities sold, not yet purchased. These financial instruments represent future commitments to purchase or sell other financial instruments or to exchange an amount of cash based on the change in an underlying instrument at specific terms at specified future dates. Risks arise with these financial instruments from potential counterparty non-performance and from changes in the market values of underlying instruments.

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

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

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

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

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

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

The Investment Funds 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,

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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 consolidated balance sheets. At December 31, 2016, the Investment Funds did not have any written put options. At December 31, 2015, the maximum payout amounts relating to certain put options written by the Investment Funds were approximately \$5.9 billion, of which approximately \$5.9 billion related to covered put options on existing short positions on certain stock and credit indices. As of December 31, 2015, there were unrealized gains of \$67 million with respect to these put options.

Certain terms of the Investment Funds' contracts with derivative counterparties, which are standard and customary to such contracts, contain certain triggering events that would give the counterparties the right to terminate the derivative instruments. In such events, the counterparties to the derivative instruments could request immediate payment on derivative instruments in net liability positions. The aggregate fair value of all of the Investment Funds' derivative instruments with credit-risk-related contingent features that are in a liability position at December 31, 2016 and 2015 was \$21 million and \$33 million, respectively.

At December 31, 2016 and 2015, the Investment Funds had \$634 million and \$883 million, respectively, posted as collateral for derivative positions, including those derivative instruments with credit-risk-related contingent features; these amounts are included in cash held at consolidated affiliated partnerships and restricted cash in our consolidated balance sheets.

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

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

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

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

Automotive

Commodity Price Risk

Federal-Mogul's production processes are dependent upon the supply of certain raw materials exposed to price fluctuations on the open market. The primary purpose of Federal-Mogul's commodity price forward contract activity is to manage the volatility associated with forecasted purchases. Federal-Mogul monitors its commodity price risk exposures regularly to maximize the overall effectiveness of its commodity forward contracts. Principal raw materials hedged include copper, nickel, tin, zinc, high-grade aluminum and aluminum alloy. Forward contracts are used to mitigate commodity price risk associated with raw materials, generally related to purchases forecasts for up to 18 months in the future.

Federal-Mogul had commodity price hedge contracts outstanding with combined notional values of \$16 million and \$28 million at December 31, 2016 and 2015, respectively, substantially all of which mature within one year in each of the respective periods and all of which were designated as hedging instruments for accounting purposes. Federal-Mogul had recorded a net asset of \$4 million and a net liability of \$3 million as of December 31, 2016 and 2015, respectively, with respect to these hedging positions. Unrealized net gains (losses) of \$2 million and \$(2) million were recorded in accumulated other comprehensive loss as of December 31, 2016 and 2015, respectively.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Foreign Currency Risk

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

Federal-Mogul generally tries to use natural hedges within its foreign currency activities, including the matching of revenues and costs, to minimize foreign currency risk. Where natural hedges are not in place, Federal-Mogul considers managing certain aspects of its foreign currency activities and larger transactions through the use of foreign currency options or forward contracts. Principal currencies hedged have historically included the euro, British pound and Polish zloty. Foreign currency forwards are also used in conjunction with Federal-Mogul's commodity hedging program. As part of its hedging program, Federal-Mogul attempts to limit hedge ineffectiveness by matching terms of the commodity purchases with the hedging instrument. Federal-Mogul did not hold any foreign currency price hedge contracts as of December 31, 2016 or 2015 .

Concentrations of Credit Risk

Financial instruments including cash equivalents, derivative contracts, and accounts receivable, expose Federal-Mogul to counter-party credit risk for non-performance. Federal-Mogul's counterparties for cash equivalents and derivative contracts are banks and financial institutions that meet its requirement of high credit standing. Federal-Mogul's counterparties for derivative contracts are substantial investment and commercial banks with significant experience using such derivatives. Federal-Mogul manages its credit risk through policies requiring minimum credit standing and limiting credit exposure to any one counter-party and through monitoring counter-party credit risks. Federal-Mogul's concentration of credit risk related to derivative contracts at December 31, 2016 and 2015 was not material.

Energy

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

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

Commodity Swaps

CVR Refining enters into commodity swap contracts in order to fix the margin on a portion of future production. Additionally, CVR Refining may enter into price and basis swaps in order to fix the price on a portion of its commodity purchases and product sales. The physical volumes are not exchanged and these contracts are net settled with cash. The contract fair value of the commodity swaps is reflected on the consolidated balance sheets with changes in fair value currently recognized in the consolidated statement of operations. Quoted prices for similar assets or liabilities in active markets (Level 2) are considered to determine the fair values for the purpose of marking to market the hedging instruments at each period end. At December 31, 2016 and 2015, CVR Refining had open commodity hedging instruments consisting of 4.0 million and 2.5 million barrels of crack spreads, respectively, primarily to fix the margin on a portion of its future gasoline and distillate production. Additionally, at December 31, 2015, CVR Refining had open commodity hedging instruments consisting of 1.4 million barrels primarily to fix the price on a portion of its future crude oil purchase or the basis on a portion of its future product sales. The fair value of the outstanding contracts at December 31, 2016 and 2015 was a net (liability) asset of \$(11) million and \$45 million , respectively. CVR Refining recognized a net (loss) gain of \$(19) million , \$(36) million and \$187 million for the years ended December 31, 2016 , 2015 and 2014 , respectively, which are included in other income (loss), net in the consolidated statements of operations.

Interest Rate Swaps

Coffeyville Resources Nitrogen Fertilizers, LLC ("CRNF"), a subsidiary of CVR Partners, had two floating-to-fixed interest rate swap agreements for the purpose of hedging the interest rate risk associated with a portion of its \$125 million floating rate term debt, which matured in April 2016. The aggregate notional amount covered under these agreements totaled \$62.5 million (split evenly between the two agreements) which commenced on August 12, 2011 and expired on February 12,

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

2016. The interest rate swaps agreements terminated in February 2016. The realized losses on the interest rate swaps reclassified from accumulated other comprehensive loss into interest expense was zero for the year ended December 31, 2016 and \$1 million for each of the years ended December 31, 2015 and 2014.

Consolidated Derivative Information

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

	Asset Derivatives ⁽¹⁾		Liability Derivatives ⁽²⁾	
	December 31,		December 31,	
	2016	2015	2016	2015
	(in millions)			
Equity contracts	\$ 15	\$ 339	\$ 1,104	\$ 122
Foreign exchange contracts	—	—	—	19
Credit contracts	17	45	39	53
Commodity contracts	2	46	11	10
Sub-total	34	430	1,154	204
Netting across contract types ⁽³⁾	(15)	(171)	(15)	(171)
Total ⁽³⁾	\$ 19	\$ 259	\$ 1,139	\$ 33

⁽¹⁾ Net asset derivatives are located within other assets in our consolidated balance sheets.

⁽²⁾ Net liability derivatives are located within accrued expenses and other liabilities in our consolidated balance sheets.

⁽³⁾ Excludes netting of cash collateral received and posted. The total collateral posted at December 31, 2016 and 2015 was \$634 million and \$883 million, respectively, across all counterparties.

The following table presents the effects of our derivative instruments not designated as hedging instruments on the statements of operations for the years ended December 31, 2016, 2015 and 2014:

	Gain (Loss) Recognized in Income ⁽¹⁾		
	Year Ended December 31,		
	2016	2015	2014
	(in millions)		
Equity contracts	\$ (1,609)	\$ (1)	\$ (1,251)
Foreign exchange contracts	35	160	213
Credit contracts	44	489	70
Interest rate contracts	(28)	—	—
Commodity contracts	(101)	57	186
	\$ (1,659)	\$ 705	\$ (782)

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

At December 31, 2016 and 2015, the volume of our derivative activities based on their notional exposure, categorized by primary underlying risk, are as follows:

	December 31, 2016		December 31, 2015	
	Long Notional Exposure	Short Notional Exposure	Long Notional Exposure	Short Notional Exposure
Primary underlying risk:	(in millions)			
Credit swaps ⁽¹⁾	\$ 202	\$ 472	\$ 187	\$ 2,306
Equity swaps	112	14,094	1,343	14,167
Foreign currency forwards	—	—	—	842
Interest rate swap contracts ⁽²⁾	—	—	—	137
Commodity contracts	16	754	43	643

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

- ⁽¹⁾The short notional amount on our credit default swap positions is approximately \$2.6 billion and \$10.0 billion as of December 31, 2016 and 2015, respectively. However, because credit spreads cannot compress below zero, our downside short notional exposure to loss is approximately \$0.5 billion and \$2.3 billion as of December 31, 2016 and 2015, respectively.
- ⁽²⁾The short notional amount on certain of our interest rate contracts with a three month duration is approximately \$16.0 billion as of December 31, 2015. We assume that interest rates will not fall below zero and therefore our downside short notional exposure to loss on these contracts is \$74 million (of the total \$137 million disclosed in the above table) as of December 31, 2015.

8. Goodwill and Intangible Assets, Net.

Goodwill consists of the following:

	December 31, 2016						
	Automotive	Energy	Railcar	Gaming	Mining	Food Packaging	Consolidated
	(in millions)						
Gross carrying amount, January 1	\$ 1,457	\$ 930	\$ 7	\$ —	\$ 6	\$ 3	\$ 2,403
Acquisitions	205	—	—	3	—	1	209
Foreign exchange	—	—	—	—	—	—	—
Gross carrying amount, December 31	1,662	930	7	3	6	4	2,612
Accumulated impairment, January 1	(537)	(356)	—	—	(6)	—	(899)
Impairment	—	(574)	—	(3)	—	—	(577)
Accumulated impairment, December 31	(537)	(930)	—	(3)	(6)	—	(1,476)
Net carrying value, December 31	\$ 1,125	\$ —	\$ 7	\$ —	\$ —	\$ 4	\$ 1,136

	December 31, 2015						
	Automotive	Energy	Railcar	Mining	Food Packaging	Consolidated	
	(in millions)						
Gross carrying amount, January 1	\$ 1,389	\$ 930	\$ 7	\$ —	\$ 3	\$ 3	\$ 2,329
Acquisitions	74	—	—	6	—	—	80
Foreign exchange	(6)	—	—	—	—	—	(6)
Gross carrying amount, December 31	1,457	930	7	6	3	3	2,403
Accumulated impairment, January 1	(225)	(103)	—	—	—	—	(328)
Impairment	(312)	(253)	—	(6)	—	—	(571)
Accumulated impairment, December 31	(537)	(356)	—	(6)	—	—	(899)
Net carrying value, December 31	\$ 920	\$ 574	\$ 7	\$ —	\$ 3	\$ 3	\$ 1,504

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Intangible assets, net consists of the following:

	December 31, 2016			December 31, 2015		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
	(in millions)					
Definite-lived intangible assets:						
Customer relationships	\$ 1,060	\$ (472)	\$ 588	\$ 1,041	\$ (408)	\$ 633
Developed technology	142	(104)	38	144	(90)	54
In-place leases	121	(83)	38	121	(73)	48
Gasification technology license	60	(11)	49	60	(9)	51
Other	46	(21)	25	44	(20)	24
	\$ 1,429	\$ (691)	\$ 738	\$ 1,410	\$ (600)	\$ 810
Indefinite-lived intangible assets:						
Trademarks and brand names			\$ 304			\$ 260
Gaming licenses			38			38
			342			298
Intangible assets, net			\$ 1,080			\$ 1,108

We recorded amortization expense associated with definite-lived intangible assets for the years ended December 31, 2016, 2015 and 2014 of \$91 million, \$92 million and \$83 million, respectively. We utilize the straight-line method of amortization, recognized over the estimated useful lives of the assets.

The estimated future amortization expense for our definite-lived intangible assets is as follows:

Year	Amount
	(in millions)
2017	\$ 91
2018	82
2019	81
2020	80
2021	71
Thereafter	333
	\$ 738

Acquisitions of Businesses

In addition to below, acquisitions of businesses are further discussed in Note 1, "Description of Business and Basis of Presentation - Acquisitions of Businesses."

Automotive

During the first quarter of 2016, we acquired Pep Boys and allocated \$48 million to trademarks and brand names, \$19 million to customer relationships, \$3 million to other definite-lived intangible assets and \$199 million to goodwill as of the acquisition date. None of the goodwill is expected to be deductible for income tax purposes. We continue to finalize the valuation of the Pep Boys acquisition and have recorded provisional amounts based on preliminary estimates of fair value of net assets acquired, including goodwill. The provisional measurements of net assets are subject to change as we finalize the purchase price allocation.

Gaming

During the first quarter of 2016, we acquired TER and allocated \$13 million to trademarks and brand names, \$1 million to customer relationships and \$3 million to goodwill as of the acquisition date. Additionally, as discussed in Note 1, "Description

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

of Business and Basis of Presentation," the Trump Taj Mahal closed and ceased its casino and hotel operations on October 10, 2016. As a result of this triggering event, for the year ended December 31, 2016, we recorded an intangible asset impairment charge of \$13 million, which represented the full amount of the trademark and brand names intangible assets allocated to TER and a goodwill impairment charge of \$3 million, which represented the full amount of goodwill allocated to TER.

Impairment of Goodwill

We base the fair value of our reporting units on consideration of various valuation methodologies, including projecting future cash flows discounted at rates commensurate with the risks involved ("DCF"). Assumptions used in a DCF require the exercise of significant judgment, including judgment about appropriate discount rates and terminal values, growth rates, and the amount and timing of expected future cash flows. The forecasted cash flows are based on current plans and for years beyond that plan, the estimates are based on assumed growth rates. We believe that our assumptions are consistent with the plans and estimates used to manage the underlying businesses. The discount rates, which are intended to reflect the risks inherent in future cash flow projections, used in a DCF are based on estimates of the weighted-average cost of capital of a market participant. Such estimates are derived from our analysis of peer companies and consider the industry weighted average return on debt and equity from a market participant perspective.

Automotive

We perform the annual goodwill impairment test for our Automotive segment as of October 1 of each year, or more frequently if impairment indicators exist. The first step of the impairment analysis involves comparing the fair values of our Automotive segment's reporting units' assets to their respective carrying values to determine the potential for goodwill impairment. The second step of the impairment test, if necessary, involves quantifying the level of goodwill impairment.

As a result of our annual goodwill impairment analysis for our Automotive segment in 2015, our Automotive segment's motorparts reporting unit failed "Step 1" of the goodwill impairment analysis. Based on "Step 2" of the goodwill impairment analysis of our Automotive segment's motorparts reporting unit, we recorded a goodwill impairment charge of \$312 million for the year ended December 31, 2015. Additionally, as a result of our recoverability analysis, there were no indications of impairment related to long-lived assets for our Automotive segment's motorparts reporting unit for the year ended December 31, 2015.

Based on "Step 1" of our annual goodwill impairment tests of our Automotive segment's reporting units as of October 1, 2016, the fair values of all of our reporting units within our Automotive segment were substantially in excess of their carrying values, except for our motorparts reporting unit whose fair value exceeded its carrying value by approximately 7%. Our motorparts reporting unit had \$349 million of goodwill allocated to it as of December 31, 2016.

Energy

We perform the annual goodwill impairment test for our Energy segment as of April 30 of each year, or more frequently if impairment indicators exist. The first step of the impairment analysis involves comparing the fair values of our Energy segment's reporting units' assets to their respective carrying values to determine the potential for goodwill impairment. The second step of the impairment test, if necessary, involves quantifying the level of goodwill impairment.

During the fourth quarter of 2014, based on certain negative trends occurring in the energy markets, particularly with respect to the significant volatility in the oil markets as a result of a drop in forecasted worldwide demand for crude oil supply and inventories, we determined that goodwill impairment indicators existed in both of our Energy segment's petroleum and fertilizer reporting units. Accordingly, we performed a "Step 1" goodwill impairment analysis for our Energy segment's reporting units as of December 1, 2014. Our Energy segment's petroleum reporting unit passed "Step 1" of the goodwill impairment analysis, and therefore, we did not perform "Step 2" of the goodwill impairment analysis for this reporting unit. However, our Energy segment's fertilizer reporting unit failed "Step 1" of the goodwill impairment analysis and as a result we performed "Step 2" of the goodwill impairment analysis. Based on "Step 2" results of the goodwill impairment analysis, we recognized a preliminary impairment charge of \$103 million for our Energy segment's fertilizer reporting unit for the year ended December 31, 2014.

During the fourth quarter of 2015, due to worsening sales trends for our Energy segment's fertilizer reporting unit, we performed an interim goodwill impairment analysis. Based on this analysis, our Energy segment recognized a goodwill impairment charge of \$253 million, which represented the full amount of the remaining goodwill allocated to the fertilizer reporting unit.

During the first quarter of 2016, due to worsening sales trends for our Energy segment's petroleum reporting unit, we performed an interim goodwill impairment analysis. Based on this analysis, our Energy segment recognized a goodwill

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

impairment charge of \$574 million , which represented the full amount of the remaining goodwill allocated to the petroleum reporting unit.

Gaming

As discussed above, in connection with the closing of the Trump Taj Mahal, we recorded a goodwill impairment charge of \$3 million in 2016, which represented the full amount of goodwill allocated to TER.

Mining

During the fourth quarter of 2015, due to worsening demand and price trends for iron ore affecting our Mining segment, we performed an interim goodwill impairment analysis. Based on this analysis, our Mining segment recognized a goodwill impairment charge of \$6 million , which represented the full amount of the goodwill allocated to the segment.

9 . Property, Plant and Equipment, Net .

Property, plant and equipment, net consists of the following:

	Useful Life (in years)	December 31,	
		2016	2015
		(in millions)	
Land		\$ 944	\$ 549
Buildings and improvements	3 - 40	3,050	2,459
Machinery, equipment and furniture	1 - 30	7,538	6,044
Assets leased to others	15 - 39	1,939	3,994
Construction in progress		541	598
		14,012	13,644
Less: Accumulated depreciation and amortization		(3,890)	(4,109)
Property, plant and equipment, net		\$ 10,122	\$ 9,535

Assets leased to others are related to our Railcar and Real Estate segments. Included in assets leased to others in the table above are our Railcar segment's railcars for lease in the amount of approximately \$1.5 billion and 3.6 billion as of December 31, 2016 and 2015 , respectively. Additionally, included in assets leased to others in the table above are our Real Estate segment's properties on lease in the amount of \$415 million and \$423 million as of December 31, 2016 and 2015 , respectively. Aggregate accumulated depreciation pertaining to assets leased to others is approximately \$224 million and approximately \$1.1 billion as of December 31, 2016 and 2015 , respectively.

Depreciation and amortization expense related to property, plant and equipment for the years ended December 31, 2016 , 2015 and 2014 was \$917 million , \$752 million and \$701 million , respectively.

In connection with the ARL Initial Sale, as described in Note 1 , " Description of Business and Basis of Presentation - Agreement to Sell ARL," our Railcar segment has railcars for lease of approximately \$2.1 billion , net of accumulated depreciation of \$950 million , which are classified as assets held for sale on the consolidated balance sheet as of December 31, 2016 .

See Note 6 , " Fair Value Measurements ," for discussion regarding certain impairments to our property, plant and equipment.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

10 . Debt .

Debt consists of the following:

	December 31,	
	2016	2015
	(in millions)	
5.875% senior unsecured notes due 2022 - Icahn Enterprises/Icahn Enterprises Holdings	\$ 1,340	\$ 1,338
6.00% senior unsecured notes due 2020 - Icahn Enterprises/Icahn Enterprises Holdings	1,705	1,706
4.875% senior unsecured notes due 2019 - Icahn Enterprises/Icahn Enterprises Holdings	1,271	1,270
3.50% senior unsecured notes due 2017 - Icahn Enterprises/Icahn Enterprises Holdings	1,174	1,172
Debt and credit facilities - Automotive	3,249	3,121
Debt facilities - Energy	1,118	619
Debt and credit facilities - Railcar	571	2,671
Credit facilities - Gaming	287	289
Credit facilities - Food Packaging	265	267
Capital leases and other	139	141
	\$ 11,119	\$ 12,594

Senior Unsecured Notes - Icahn Enterprises and Icahn Enterprises Holdings

5.875% Senior Unsecured Notes Due 2022

On January 29, 2014, we and a wholly owned subsidiary of ours, Icahn Enterprises Finance Corp. (“Icahn Enterprises Finance”), (collectively, the “Issuers”), issued \$1.350 billion in aggregate principal amount of 5.875% Senior Notes due 2022 (the “2022 Notes”). The net proceeds from the sale of the 2022 Notes were approximately \$1.340 billion after deducting the initial purchaser’s discount and commission and estimated fees and expenses related to the offering. Interest on the 2022 Notes are payable on February 1 and August 1 of each year, commencing August 1, 2014. The 2022 Notes Purchase Agreement contains customary representations, warranties and covenants of the parties and indemnification and contribution provisions whereby the Issuers and the Guarantor, on the one hand, and the 2022 Notes Purchaser, on the other, have agreed to indemnify each other against certain liabilities.

The Issuers issued the 2022 Notes under the indenture dated January 29, 2014 (the “2022 Indenture”), among the Issuers, Icahn Enterprises Holdings (the “Guarantor”), and Wilmington Trust Company, as trustee. The 2022 Indenture contains customary events of defaults and covenants relating to, among other things, the incurrence of debt, affiliate transactions, liens and restricted payments.

In connection with the sale of the 2022 Notes, the Issuers and the Guarantor entered into a certain registration rights agreement dated January 29, 2014. See below for further discussion of this registration rights agreement.

6.00% Senior Unsecured Notes Due 2020

On August 1, 2013, the Issuers issued \$500 million aggregate principal amount of 6% Senior Notes due 2020 (the “Initial 2020 Notes”). In addition, on January 21, 2014, the Issuers issued \$1.200 billion in aggregate principal amount of 6% Senior Notes due 2020 (the “Additional 2020 Notes” and together with the Initial 2020 Notes, the “2020 Notes”). The net proceeds from the sale of the Initial 2020 Notes and the Additional 2020 Notes were \$493 million and approximately \$1.217 billion, respectively, after deducting the initial purchasers' discount and commission and estimated fees and expenses related to the offerings. The Additional 2020 Notes constitute the same series of securities of the Initial 2020 Notes for purposes of the indenture governing the notes and vote together on all matters with such series. The Additional 2020 Notes have substantially identical terms as the Initial 2020 Notes. Interest on the 2020 Notes is payable on February 1 and August 1 of each year, commencing February 1, 2014.

The Issuers issued the 2020 Notes under an indenture dated August 1, 2013 (the “2020 Indenture”), among the Issuers, the Guarantor and Wilmington Trust Company, as trustee. The 2020 Indenture contains customary events of defaults and covenants relating to, among other things, the incurrence of debt, affiliate transactions, liens and restricted payments.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

In connection with the sale of the Initial 2020 Notes, the Issuers and the Guarantor entered into a registration rights agreement dated August 1, 2013. In connection with the sale of the Additional 2020 Notes, the Issuers and the Guarantor entered into a certain registration rights agreement dated January 29, 2014. See below for further discussion of this registration rights agreements.

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

On January 21, 2014, the Issuers issued \$1.275 billion in aggregate principal amount of our 4.875% Senior Notes due 2019 (the "2019 Notes") and \$1.175 billion in aggregate principal amount of our 3.500% Senior Notes due 2017 (the "2017 Notes"). The net proceeds from the sale of the 2019 Notes and the 2017 Notes were \$1.269 billion and \$1.169 billion, respectively, after deducting the initial purchasers' discount and commission and estimated fees and expenses related to the offering. Interest on the 2019 Notes and the 2017 Notes is payable on March 15 and September 15 of each year and commenced September 15, 2014. As described further in Note 18, "Subsequent Events," we repaid our 2017 Notes in full, including accrued interest, in January 2017.

We used the proceeds from the issuance of the Additional 2020 Notes, the 2019 Notes, and the 2017 Notes to refinance prior senior unsecured notes outstanding at the time. As a result of this refinancing, we recognized a loss of \$108 million on extinguishment of debt during the year ended December 31, 2014, which is reflected in other income, net in the consolidated statements of operations.

The Issuers issued the 2019 Notes and the 2017 Notes under an indenture dated January 21, 2014 (the "2017 and 2019 Indenture"), among the Issuers, Icahn Enterprises Holdings, as guarantor, and Wilmington Trust Company, as trustee. The 2017 and 2019 Indenture contains customary events of defaults and covenants relating to, among other things, the incurrence of debt, affiliate transactions, liens and restricted payments.

In connection with the sale of the 2019 Notes and the 2017 Notes, the Issuers and the Guarantor entered into a registration rights agreements dated January 21, 2014. See below for further discussion of this registration rights agreement.

Registration Rights Agreements

Each of our senior unsecured notes described above are subject to registration rights agreements agreed to by the Issuers, the Guarantor and initial purchasers of the respective notes. In accordance with such registration rights agreements, we filed registration statements on Form S-4 for the sole purpose of exchanging the unregistered notes for notes that are registered with the SEC, publicly tradable and which have substantially identical terms as the unregistered notes ("Exchange Notes"). Substantially all of the unregistered senior unsecured notes were properly tendered in the respective exchange offers and accepted by us in exchange for registered Exchange Notes.

Ranking of Senior Unsecured Notes Issued by the Issuers

All 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. All 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. All 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.

Senior Unsecured Notes Restrictions and Covenants

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 we and the guarantor of the notes (currently only Icahn Enterprises Holdings) maintain certain minimum financial ratios, as defined therein. The indentures also restrict the creation of liens, mergers, consolidations and sales of substantially all of our assets, and transactions with affiliates.

As of December 31, 2016 and 2015, we were in compliance with all covenants, including maintaining certain minimum financial ratios, as defined in the indentures. Additionally, as of December 31, 2016, based on covenants in the indentures governing our senior unsecured notes, we are not permitted to incur additional indebtedness.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Debt Facilities - Automotive

Federal-Mogul

Federal-Mogul has a revolving line of credit in the U.S. ("Federal-Mogul Revolving Facility"), which provides for (i) aggregate commitments available of \$600 million, (ii) a maturity date of December 6, 2018, subject to certain limited exceptions, and (iii) additional liquidity of Federal-Mogul's borrowing base. Advances under the Federal-Mogul Revolving Facility generally bear interest at a variable rate per annum equal to (i) the Alternate Base Rate (as defined in the Federal-Mogul Credit Agreement) plus an adjustable margin of 0.50% to 1.00% based on the average monthly availability under the Federal-Mogul Revolving Facility or (ii) Adjusted LIBOR Rate (as defined in the Federal-Mogul Credit Agreement) plus a margin of 1.50% to 2.00% based on the average monthly availability under the Federal-Mogul Revolving Facility. An unused commitment fee of 0.375% also is payable under the terms of the Federal-Mogul Revolving Facility.

On April 15, 2014, Federal-Mogul entered into a tranche B term loan facility (the "Tranche B Facility") and a tranche C term loan facility (the "Tranche C Facility," and together with the Tranche B Facility, the "Federal-Mogul Term Facilities"). Immediately following the closing of the Federal-Mogul Term Facilities, Federal-Mogul repaid its then existing outstanding indebtedness. In connection with this debt refinancing, our Automotive segment recognized a non-cash loss on the extinguishment of debt of \$36 million during the year ended December 31, 2014, which was attributable to the write-off of the unamortized fair value adjustment and unamortized debt issuance costs.

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

Borrowings under the Tranche B Facility generally bear interest at a variable rate per annum equal to (i) the Alternate Base Rate plus a margin of 2.00% or (ii) the Adjusted LIBOR Rate plus a margin of 3.00%, subject, in each case, to a minimum rate of 1.00% plus the applicable margin. Borrowings under the Tranche C Facility generally bear interest at a variable rate per annum equal to (i) the Alternate Base Rate plus a margin of 2.75% or (ii) the Adjusted LIBOR Rate plus a margin of 3.75%, subject, in each case, to a minimum rate of 1.00% plus the applicable margin.

The obligations under the Federal-Mogul Revolving Facility and the Federal-Mogul Term Facilities agreement are guaranteed by substantially all of the domestic subsidiaries and certain foreign subsidiaries of Federal-Mogul, and are secured by substantially all personal property and certain real property of Federal-Mogul and such guarantors, subject to certain limitations. The liens granted to secure these obligations and certain cash management and hedging obligations have first priority. As such, Federal-Mogul's availability is limited by borrowing base conditions.

The Federal-Mogul Revolving Facility and the Federal-Mogul Term Facilities agreement contains certain affirmative and negative covenants and events of default, including, subject to certain exceptions, restrictions on incurring additional indebtedness, mandatory prepayment provisions associated with specified asset sales and dispositions, and limitations on: i) investments; ii) certain acquisitions, mergers or consolidations; iii) sale and leaseback transactions; iv) certain transactions with affiliates; and v) dividends and other payments in respect of capital stock. Federal-Mogul was in compliance with all debt covenants as of December 31, 2016 and 2015.

As of December 31, 2016 and 2015, the borrowing availability under the Federal-Mogul Revolving Facility was \$213 million and \$170 million, respectively. As of December 31, 2016 and 2015, the outstanding balance on the Federal-Mogul Revolving Facility was \$345 million and \$340 million, respectively. Federal-Mogul had \$37 million and \$40 million of letters of credit outstanding as December 31, 2016 and 2015, respectively, pertaining to Federal-Mogul's term loan credit facility. To the extent letters of credit associated with the Federal-Mogul Revolving Facility are issued, there will be a corresponding decrease in borrowings available under this facility. Availability under the Federal-Mogul Revolving Facility was limited by borrowing base conditions as of December 31, 2016. In addition, Federal-Mogul had additional availability under foreign lines of credit of \$60 million and \$59 million as of December 31, 2016 and 2015.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The weighted average cash interest rates for Federal-Mogul's debt were approximately 4.3% and 4.4% as of December 31, 2016 and 2015, respectively.

IEP Auto

On August 16, 2016, IEP Auto Holdings LLC, a wholly owned subsidiary of ours and parent company of IEH Auto and Pep Boys, executed a new loan and security agreement (the "IEP Auto Credit Facility") providing for borrowings of up to \$675 million. A portion of the proceeds from the new IEP Auto Credit Facility was used to repay in full both the IEH Auto Revolving Credit Facility and Pep Boys Revolving Credit Facility (each as defined and discussed below). In addition, the IEP Auto Credit Facility replaced both the IEH Auto Revolving Credit Facility and Pep Boys Revolving Credit Facility.

The IEP Auto Credit Facility consists of an asset-based revolving credit facility of \$600 million and a first in-last out revolving credit facility of \$75 million with a schedule maturity date of August 16, 2021 and August 16, 2019, respectively. The interest rates on the IEP Auto Credit Facility range from LIBOR plus a margin of 1.25% to 2.75% for LIBOR Rate borrowings or Prime Rate plus 0.25% to 1.75% for Prime Rate borrowings at the election of IEP Auto.

As of December 31, 2016, IEP Auto had an aggregate \$232 million outstanding under the IEP Auto Credit Facility. As of December 31, 2016, there was \$48 million in letters of credit outstanding with respect to the IEP Auto Credit Facility. To the extent letters of credit associated with the IEP Auto Credit Facility are issued, there will be a corresponding decrease in borrowings available under this facility. As of December 31, 2016, taking into account the borrowing base requirements (including reduction for amounts outstanding under the trade payable program), there was \$132 million of availability under the IEP Auto Credit Facility.

IEH Auto Credit Facility

On November 25, 2015, IEH Auto entered into a senior secured asset based revolving credit facility (the "IEH Auto Revolving Credit Facility") for \$125 million. As discussed above, the IEH Auto Revolving Credit Facility was paid in full from a portion of the proceeds from the IEP Auto Credit Facility and terminated during the third quarter of 2016.

Pep Boys Credit Facility

Pep Boys had a revolving credit agreement (the "Pep Boys Revolving Credit Facility") providing for borrowings of up to \$300 million, with an original maturity date of July 26, 2016 and subsequently extended to October 24, 2016. As discussed above, the Pep Boys Revolving Credit Facility was paid in full from a portion of the proceeds from the IEP Auto Credit Facility and terminated during the third quarter of 2016.

Debt and Credit Facilities - Energy

Senior Notes

On October 23, 2012, CVR Refining issued \$500 million in aggregate principal amount of 6.5% Senior Notes due 2022 (the "CVR Refining 2022 Notes"). CVR Refining received \$493 million of cash proceeds, net of underwriting fees. The CVR Refining 2022 Notes are fully and unconditionally guaranteed by CVR Refining and each of CVR Refining's existing domestic subsidiaries on a joint and several basis. The CVR Refining 2022 Notes mature on November 1, 2022, unless earlier redeemed or repurchased by the issuers. Interest is payable on the CVR Refining 2022 Notes semi-annually on May 1 and November 1 of each year.

The CVR Refining 2022 Notes contain customary covenants for a financing of this type that limit, subject to certain exceptions, the incurrence of additional indebtedness or guarantees, the creation of liens on assets, the ability to dispose of assets, the ability to make certain payments on contractually subordinated debt, the ability to merge, consolidate with or into another entity and the ability to enter into certain affiliate transactions. The CVR Refining 2022 Notes provide that CVR Refining can make distributions to holders of its common units provided, among other things, it has a minimum fixed charge coverage ratio and there is no default or event of default under the CVR Refining 2022 Notes. As of December 31, 2016, CVR Refining was in compliance with the covenants contained in the CVR Refining 2022 Notes.

Amended and Restated Asset Based ("ABL") Credit Facility

CVR Refining has a senior secured asset based revolving credit facility (the "CVR ABL Credit Facility") with a group of lenders and Wells Fargo Bank, National Association, as administrative agent and collateral agent. The CVR ABL Credit Facility has an aggregate principal amount of up to \$400 million with an incremental facility, which permits an increase in borrowings of up to \$200 million subject to receipt of additional lender commitments and certain other conditions. The proceeds of the loans may be used for capital expenditures and working capital and general corporate purposes of CVR Refining and its

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

subsidiaries. The CVR ABL Credit Facility provides for loans and letters of credit in an amount up to the aggregate availability under the facility, subject to meeting certain borrowing base conditions, with sub-limits of 10% of the total facility commitment for swingline loans and 90% of the total facility commitment for letters of credit. The CVR ABL Credit Facility is scheduled to mature on December 20, 2017.

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

The CVR ABL Credit Facility also contains customary covenants for a financing of this type that limit the ability of CVR Refining and its respective subsidiaries to, among other things, incur liens, engage in a consolidation, merger, purchase or sale of assets, pay dividends, incur indebtedness, make advances, investments and loans, enter into affiliate transactions, issue equity interests, or create subsidiaries and unrestricted subsidiaries. The CVR ABL Credit Facility also contains a fixed charge coverage ratio financial covenant, as defined therein. CVR Refining was in compliance with the covenants of the CVR ABL Credit Facility as of December 31, 2016 .

As of December 31, 2016 , CVR Refining and its subsidiaries had availability under the CVR ABL Credit Facility of \$312 million and had letters of credit outstanding of \$28 million . There were no borrowings outstanding under the CVR ABL Credit Facility as of December 31, 2016 . Availability under the CVR ABL Credit Facility was limited by borrowing base conditions as of December 31, 2016 .

CVR Partners 2023 Senior Secured Notes

On June 10, 2016, CVR Partners issued \$645 million aggregate principal amount of 9.25% Senior Secured Notes due 2023 (the "CVR Partners 2023 Notes"). The CVR Partners 2023 Notes mature on June 15, 2023, unless earlier redeemed or repurchased by the issuers. Interest on the CVR Partners 2023 Notes is payable semi-annually in arrears on June 15 and December 15 of each year, beginning on December 15, 2016. The CVR Partners 2023 Notes are guaranteed on a senior secured basis by all of the Nitrogen Fertilizer Partnership's existing subsidiaries. CVR Partners received \$623 million of cash proceeds, net of the original issue discount and underwriting fees, but before deducting other third-party fees and expenses associated with the offering. The net proceeds from the sale of the CVR Partners 2023 Notes were used to: (i) repay all amounts outstanding under the senior term loan credit facility with Coffeyville Resources, LLC; (ii) finance the CVR Nitrogen 2021 Notes tender offer (discussed below) and (iii) to pay related fees and expenses.

The CVR Partners 2023 Notes contain customary covenants for a financing of this type that, among other things, restrict CVR Partners' ability and the ability of certain of its subsidiaries to: (i) sell assets; (ii) pay distributions on, redeem or repurchase CVR Partners' units or redeem or repurchase its subordinated debt; (iii) make investments; (iv) incur or guarantee additional indebtedness or issue preferred units; (v) create or incur certain liens; (vi) enter into agreements that restrict distributions or other payments from CVR Partners' restricted subsidiaries to CVR Partners; (vii) consolidate, merge or transfer all or substantially all of CVR Partners' assets; (viii) engage in transactions with affiliates; and (ix) create unrestricted subsidiaries.

CVR Nitrogen 2021 Notes

Prior to the acquisition of CVR Nitrogen by CVR Partners, CVR Nitrogen issued \$320 million of 6.5% senior secured notes due 2021 (the "CVR Nitrogen 2021 Notes"). The CVR Nitrogen 2021 Notes are scheduled to mature on April 15, 2021, unless repurchased or redeemed earlier in accordance with their terms. Subsequent to our acquisition of CVR Nitrogen in 2016, CVR Nitrogen repurchased \$315 million of the CVR Nitrogen 2021 Notes, plus \$5 million in premiums and accrued and unpaid interest. The repurchase of a portion of the CVR Nitrogen 2021 Notes resulted in a loss on extinguishment of debt of \$5 million for the year ended December 31, 2016 . As of December 31, 2016 , \$2 million of the CVR Nitrogen 2021 Notes remained outstanding.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

CVR Partners 2016 Credit Facility

On September 30, 2016, CVR Partners entered into a senior secured asset based revolving credit facility (the "CVR Partners Credit Facility") that provided availability of up to \$50 million with an incremental facility, which permits an increase in borrowings of up to \$25 million in the aggregate subject to additional lender commitments and certain other conditions. The proceeds of the loans may be used for capital expenditures and working capital and general corporate purposes of CVR Partners and its subsidiaries. The CVR Partners Credit Facility provides for loans and standby letters of credit in an amount up to the aggregate availability under the facility, subject to meeting certain borrowing base conditions, with sub-limits of the lesser of 10.0% of the total facility commitment and \$5 million for swingline loans and \$10 million for letters of credit. The CVR Partners Credit Facility is scheduled to mature on September 30, 2021.

At the option of the borrowers, loans under the CVR Partners Credit Facility initially bear interest at an annual rate equal to (i) 2.0% plus LIBOR or (ii) 1.0% plus a base rate, subject to a 0.5% step-down based on the previous quarter's excess availability. The borrowers must also pay a commitment fee on the unutilized commitments and also pay customary letter of credit fees.

The CVR Partners Credit Facility also contains customary covenants for a financing of this type that limit the ability of the Nitrogen Fertilizer Partnership and its subsidiaries to, among other things, incur liens, engage in a consolidation, merger, purchase or sale of assets, pay dividends, incur indebtedness, make advances, investments and loans, enter into affiliate transactions, issue equity interests or create subsidiaries and unrestricted subsidiaries. The CVR Partners Credit Facility also contains a fixed charge coverage ratio financial covenant, as defined therein.

As of December 31, 2016, CVR Partners and its subsidiaries had availability under the CVR Partners Credit Facility of \$49 million. There were no borrowings outstanding under the CVR Partners Credit Facility as of December 31, 2016.

CVR Partners 2011 Credit Facility

CVR Partners' prior credit facility included a term loan in the amount of \$125 million and a revolving credit facility with no amounts outstanding as of December 31, 2015. On April 1, 2016, CVR Partners repaid all amounts outstanding with respect to its term loan under the credit facility and the credit facility was terminated.

Debt and Credit Facilities - Railcar

ARI

2014 Lease Fleet Financing

In connection with a certain refinancing transaction, ARI incurred a \$2 million loss on extinguishment of debt in 2014, which is reflected in other income, net in our consolidated statements of operations.

2015 Lease Fleet Financing

On January 29, 2015, ARI refinanced its lease fleet financing facilities to, among other things, increase the aggregate borrowings thereunder. In connection with the refinancing, a subsidiary of ARI completed a private placement of \$626 million in aggregate principal amount of notes consisting of \$250 million in aggregate principal amount of its 2.98% fixed rate secured railcar equipment notes and \$376 million in aggregate principal amount of its 4.06% fixed rate secured railcar equipment notes (collectively, the "ARI 2015 Notes"). Of the aggregate principal amount, \$409 million was used to refinance certain lease fleet financing facilities, resulting in net proceeds of \$212 million. In conjunction with the refinancing, our Railcar segment incurred a \$2 million loss on debt extinguishment in for the year ended December 31, 2015, which is reflected in other income, net in the consolidated statements of operations. As of December 31, 2016, the outstanding principal balance on the ARI 2015 Notes was \$576 million. The ARI 2015 Notes have a legal final maturity date of January 17, 2045 and an expected principal repayment date of January 15, 2025.

Interest on the ARI 2015 Notes is payable monthly on the 15th calendar day of each month in accordance with the flow of funds provisions described in the ARI Indenture. While the legal final maturity date of the ARI 2015 Notes is January 17, 2045, cash flows from certain assets will be applied, pursuant to the flow of funds provisions of the indenture, so as to achieve monthly targeted principal balances. Also, under the flow of funds provisions of the indenture, early amortization of the ARI 2015 Notes may be required in certain circumstances. If the ARI 2015 Notes are not repaid by the expected principal repayment date on January 15, 2025, additional interest will accrue at a rate of 5.0% per annum and be payable monthly according to the flow of funds. ARI is required to maintain deposits in a liquidity reserve bank account equal to nine months of interest payments. As of both December 31, 2016 and 2015, the liquidity reserve amount was \$17 million, and included within cash held at consolidated affiliated partnerships and restricted cash on the consolidated balance sheets.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The ARI 2015 Notes contain covenants which limit, among other things, ARI's ability to incur additional indebtedness or encumbrances on its assets, pay dividends or make distributions, make certain investments, perform its business other than specified activities, enter into certain types of transactions with its affiliates, and sell assets or consolidate or merge with or into other companies. These covenants are subject to a number of exceptions and qualifications. ARI was in compliance with all of these covenants as of December 31, 2016 .

2015 Revolving Credit Facility

In December 2015, ARI completed a financing of its railcar lease fleet with availability of up to \$200 million under a credit agreement ("ARI 2015 Credit Agreement"). The initial amount drawn from the revolving credit facility ("ARI Revolving Loan") obtained at closing amounted to \$100 million , net of fees and expenses. In February 2016, ARI repaid amounts outstanding under the ARI Revolving Loan in full and as of December 31, 2016 , ARI had borrowing availability of \$200 million under the ARI Revolving Loan.

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

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

Subject to the provisions of the ARI 2015 Credit Agreement, the ARI Revolving Loan may be borrowed and reborrowed until the maturity date. The final scheduled maturity of the ARI Revolving Loan is December 10, 2018, or such earlier date as provided in the Credit Agreement. ARI was in compliance with all of its covenants under the ARI 2015 Credit Agreement as of December 31, 2016 .

As of December 31, 2016 and 2015, the net book value of the railcars that were pledged as part of the Lease Fleet Financings was \$544 million and \$564 million , respectively.

ARL Sale and Railcar Management Transition Agreement

On December 16, 2016, ARI entered into the RMTA with ARL to manage the transition from ARL to ARI, of the management of ARI's railcar leasing business in anticipation of the ARL Initial Sale. The RMTA, among other things, (i) permits ARI to assume the management of its leased railcars following the consummation of the ARL Initial Sale; (ii) requires ARI to use commercially reasonable efforts to obtain the consent of noteholders (the "ARI Noteholder Consent") for ARI to replace ARL as manager of the ARI's railcars under the Indenture and certain related documents; and (iii) requires ARL to transfer to ARI certain books and records and electronic data with respect to ARI's leased railcars and ARI's leasing businesses and otherwise assist in the transfer of the management of the leasing businesses to ARI, provided that if ARI does not obtain the ARI Noteholder Consent, ARL will remain the manager of ARI's railcars under the Indenture. ARI has no obligation to pay any consent or similar fees in connection with obtaining the ARI Noteholder Consent. ARI also anticipates amending the 2015 Credit Agreement to permit ARI to separate the management of its railcars from ARL's management.

ARL

In connection with the ARL Initial Sale, as described in Note 1 , " Description of Business and Basis of Presentation - Agreement to Sell ARL," our Railcar segment has debt outstanding of approximately \$1.7 billion classified within liabilities held for sale on the consolidated balance sheet as of December 31, 2016 , which represents the entire debt balance relating to ARL. The following discussion includes debt relating to ARL for all periods presented, including debt classified within liabilities held for sale.

As December 31, 2016 and 2015, ARL was in compliance with all debt covenants with respect to revolving credit facility, term loans and bond securitization notes as described below.

Revolving Credit Facilities

On December 19, 2014, ARL closed on the Citizen's Bank revolving credit facility (the "Citizen Bank Revolver"), with Citizen Bank's as the administrative agent, along with several other participating banks. The capacity of the Citizen Bank Revolver is \$250 million . In addition, under certain circumstances, ARL has the ability to increase the Citizen Bank Revolver credit availability by \$100 million to a total availability of \$350 million . The Citizen Bank Revolver bears interest of LIBOR plus 1.45% with a maturity date of December 19, 2017. The Citizen Bank Revolver is secured by railcars and related leases and

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

lease receivables and is subject to certain covenants, including maintenance of certain financial ratios related to net worth, utilization and loan to value. As of December 31, 2016 and 2015 there were \$243 million and \$250 million, respectively, borrowings under the Citizen Bank Revolver.

Term Notes

ARL and its wholly owned subsidiaries have various term loans, all of which are non-recourse to us, some of which bear interest at variable rates based on LIBOR and have maturities between 2017 and 2022, and the rest bear interest at rates between 3.07% and 6.95% and have maturities between 2018 and 2020. As of December 31, 2016 and 2015, the total outstanding on these term loans was \$1.1 billion and \$1.3 billion, respectively. Substantially all of the term loans are secured by railcars and related leases and lease receivables and are subject to certain covenants, including maintenance of certain financial ratios related to net worth, utilization and loan to value.

Bond Securitizations

On December 12, 2012, a subsidiary of ARL entered into a two bond securitization transactions, one of which had a principal of \$110 million (the "ARL 2012 Class A-1 Notes") and the other had a principal amount of \$106 million (the "ARL 2012 Class A-2 Notes") and, together with the ARL Class A-1 Notes, collectively referred to herein as the "ARL 2012 Bond Securitization Notes"). The ARL 2012 Class A-1 Notes bear interest of LIBOR plus 1.75%; the ARL 2012 Class A-2 Notes bear a fixed interest rate of 3.81%. The expected principal repayment date for the ARL 2012 Bond Securitization Notes is December 15, 2022 and the legal final maturity date for the ARL 2012 Bond Securitization Notes is December 15, 2042.

On June 25, 2014, a certain subsidiary of ARL entered into a bond securitization transaction with an aggregate principal amount of \$325 million principal amount which a fixed interest rate ranging from 2.92% to 3.97%. The expected principal repayment date on these bond securitization notes is June 15, 2024 and the legal final maturity date is June 15, 2044.

As of December 31, 2016 and 2015, the total outstanding on these bond securitization notes was \$444 million and \$474 million, respectively.

Average Interest Rates

The 30-day LIBOR rate was 0.72% and 0.36% at December 31, 2016 and 2015, respectively. ARL's average interest rate on all of its borrowings was 3.28% and 3.41% for the years ended December 31, 2016 and 2015, respectively.

Credit Facilities - Gaming

Credit Facilities

On November 27, 2013, Tropicana entered into (i) a senior secured first lien term loan facility in an aggregate principal amount of \$300 million (the "Tropicana Term Loan") and (ii) a senior secured first lien revolving credit facility in an aggregate principal amount of \$15 million (the "Tropicana Revolving Facility" and, together with the Tropicana Term Loan, the "Tropicana Credit Facilities"). Commencing on December 31, 2013, the Tropicana Term Loan amortizes in equal quarterly installments in an amount of \$750,000, with any remaining balance payable on the final maturity date of the Tropicana Term Loan, which is November 27, 2020. Amounts under the Tropicana Revolving Facility are available to be borrowed and re-borrowed until its termination on November 27, 2018. The Tropicana Term Loan accrues interest at one of two rates plus an applicable margin (as stipulated in the credit agreement), at Tropicana's option, provided that in either case, the applicable interest rate shall not be less than 4% annually. As of December 31, 2016 and 2015, the interest rate on the Tropicana Term Loan was 4.0% and the Tropicana Revolving Facility was undrawn and had \$15 million of availability.

The Tropicana Credit Facilities are guaranteed by all of Tropicana's domestic subsidiaries, subject to limited exceptions, and additional subsidiaries may be required to provide guarantees, subject to limited exceptions. Key covenants binding Tropicana and its subsidiaries include limitations on indebtedness, liens, investments, acquisitions, asset sales, dividends and other restricted payments, and affiliate and extraordinary transactions. Tropicana was in compliance with the covenants of the Tropicana Term Loan at December 31, 2016.

Credit Facility - Food Packaging

Credit Facility

In connection with certain financing transactions, on January 30, 2014, Viskase entered into a credit agreement providing for a \$275 million senior secured covenant light term loan facility ("Viskase Term Loan"). A portion of the proceeds from the Viskase Term Loan was used to satisfy and discharge all of the existing Viskase 9.875% Notes and Viskase recorded a loss of

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

\$16 million on debt extinguishment during the year ended December 31, 2014, which is reflected in other income, net in the consolidated statements of operations.

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

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

Other

In its foreign operations, Viskase had unsecured lines of credit with various banks providing \$8 million of availability as of December 31, 2016 .

Other Segments

Secured Credit Agreement - Home Fashion

On November 24, 2015, WPH entered into a \$30 million credit agreement ("WPH Facility") subject to monthly borrowing base calculations and which may be used for letters of credit up to \$10 million . The WPH Facility has the ability to increase to \$55 million upon meeting certain criteria. Under the five-year agreement, which matures on November 24, 2020, borrowings under the WPH Facility bear interest at LIBOR plus 1.5%. WPH pays an unused line fee at a rate of 0.25% per annum on any increase in the WPH Facility above \$30 million that is unused during any month. Obligations under the WPH Facility are secured by WPH's U.S. receivables, U.S. inventory and certain other assets. The WPH Facility is also subject to certain fixed charge coverage ratio under certain conditions. As of December 31, 2016 there were no borrowings under the WPH Facility. The letters of credit under the WPH Facility are subject to 0.50% annual fee on the outstanding face amount of the letters of credit issued under the WPH Facility, which outstanding amount was \$5 million as of December 31, 2016 .

Consolidated Maturities

The following is a summary of the maturities of our debt and capital lease obligations as of:

Year	Debt	Capital Leases
	(in millions)	
2017	\$ 1,378	\$ 10
2018	1,110	7
2019	1,348	6
2020	2,047	4
2021	2,263	3
Thereafter	2,976	35
	\$ 11,122	\$ 65

In connection with the ARL Initial Sale, which is expected to close in the second quarter of 2017, the table above excludes maturities of debt aggregating approximately \$1.8 billion pertaining to debt held by ARL that is classified as liabilities held for sale as of December 31, 2016 .

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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

Federal-Mogul, ARI and Viskase each sponsor several defined benefit pension plans (the "Pension Benefits"). Additionally, Federal-Mogul and Viskase each sponsors health care and life insurance benefits ("Other Post-Employment Benefits") for certain employees and retirees around the world. The Pension Benefits are funded based on the funding requirements of federal and international laws and regulations, as applicable, in advance of benefit payments and the Other Benefits as benefits are provided to participating employees. As prescribed by U.S. GAAP, Federal-Mogul, ARI and Viskase each uses, as applicable, appropriate actuarial methods and assumptions in accounting for its defined benefit pension plans, non-pension post-employment benefits, and disability, early retirement and other post-employment benefits. The measurement date for all defined benefit plans is December 31 of each year.

Components of net periodic benefit cost (credit) for the years ended December 31, 2016 , 2015 and 2014 are as follows:

	Pension Benefits			Other Post-Employment Benefits		
	Year Ended December 31,			Year Ended December 31,		
	2016	2015	2014	2016	2015	2014
	(in millions)					
Service cost	\$ 18	\$ 19	\$ 16	\$ —	\$ —	\$ —
Interest cost	70	66	76	14	13	15
Expected return on plan assets	(59)	(71)	(74)	—	—	—
Amortization of actuarial losses	22	26	10	2	5	3
Amortization of prior service credit	—	—	—	(4)	(4)	(5)
Settlement (gain) loss	—	—	(2)	—	—	—
Curtailement gain	—	(2)	—	—	—	—
	<u>\$ 51</u>	<u>\$ 38</u>	<u>\$ 26</u>	<u>\$ 12</u>	<u>\$ 14</u>	<u>\$ 13</u>

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Automotive

The following provides disclosures for our Automotive segment's benefit obligations, plan assets, funded status, recognition in the consolidated balance sheets and inputs and valuation assumptions:

	Pension Benefits				Other	
	United States Plans		Non-U.S. Plans		Post-Employment Benefits	
	2016	2015	2016	2015	2016	2015
	(in millions)					
Change in benefit obligation:						
Benefit obligation, beginning of year	\$ 1,221	\$ 1,291	\$ 487	\$ 575	\$ 323	\$ 368
Service cost	3	3	14	16	—	—
Interest cost	49	48	13	10	14	13
Benefits paid	(98)	(89)	(21)	(24)	(24)	(23)
Medicare subsidies received	—	—	—	—	2	3
Curtailments	—	—	(1)	(3)	—	—
Settlements	—	—	(4)	—	—	—
Actuarial losses (gains) and changes in actuarial assumptions	(8)	(32)	39	(75)	(21)	(35)
Net transfers in (out)	—	—	—	45	—	—
Currency translation	—	—	(17)	(57)	1	(3)
Benefit obligation, end of year	1,167	1,221	510	487	295	323
Change in plan assets:						
Fair value of plan assets, beginning of year	870	912	57	54	—	—
Actual return on plan assets	45	(27)	3	2	—	—
Settlements	—	—	(4)	—	—	—
Company contributions	39	74	30	30	22	20
Benefits paid	(98)	(89)	(21)	(24)	(24)	(23)
Acquisitions	—	—	1	—	—	—
Medicare subsidies received	—	—	—	—	2	3
Currency translation	—	—	(3)	(5)	—	—
Fair value of plan assets, end of year	856	870	63	57	—	—
Funded status of the plan	\$ (311)	\$ (351)	\$ (447)	\$ (430)	\$ (295)	\$ (323)
Amounts recognized in the consolidated balance sheets:						
Net liability recognized	\$ (311)	\$ (351)	\$ (447)	\$ (430)	\$ (295)	\$ (323)
Amounts recognized in accumulated other comprehensive loss, inclusive of tax impacts:						
Net actuarial loss	\$ 435	\$ 452	\$ 93	\$ 72	\$ 34	\$ 56
Prior service cost (credit)	—	—	1	1	6	(10)
Total	\$ 435	\$ 452	\$ 94	\$ 73	\$ 40	\$ 46

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Weighted-average assumptions used to determine the benefit obligation as of December 31, 2016 , 2015 and 2014 :

	Pension Benefits						Other		
	United States Plans			Non-U.S. Plans			Post-Employment Benefits		
	December 31,						December 31,		
	2016	2015	2014	2016	2015	2014	2016	2015	2014
	(in millions)								
Discount rate	3.90%	4.15%	3.85%	2.03%	2.72%	1.77%	3.98%	4.18%	3.84%
Rate of compensation increase	n/a	n/a	n/a	2.96%	3.19%	3.16%	n/a	n/a	n/a

Weighted-average assumptions used to determine net periodic benefit cost (credit) for the years ended December 31, 2016 , 2015 and 2014 :

	Pension Benefits						Other		
	United States Plans			Non-U.S. Plans			Post-Employment Benefits		
	Year Ended December 31,						Year Ended December 31,		
	2016	2015	2014	2016	2015	2014	2016	2015	2014
	(in millions)								
Discount rate	4.15%	3.85%	4.55%	2.72%	1.77%	3.49%	4.18%	3.84%	4.45%
Expected return on plan assets	5.65%	6.55%	6.95%	3.22%	3.52%	4.18%	n/a	n/a	n/a
Rate of compensation increase	n/a	n/a	n/a	3.19%	3.16%	3.17%	n/a	n/a	n/a

Long-term Rate of Return

Federal-Mogul's expected return on assets is established annually through analysis of anticipated future long-term investment performance for the plan based upon the asset allocation strategy and is primarily a long-term prospective rate.

The study was performed in December 2016 resulting in changes to the expected long-term rate of return on assets. The weighted-average long-term rate of return on assets for the United States pension plans decreased from 5.65% at December 31, 2015 to 5.55% at December 31, 2016 . The expected long-term rate of return on plan assets used in determining pension expense for non-U.S. plans is determined in a similar manner to the U.S. plans and decreased from 3.22% at December 31, 2015 to 3.05% at December 31, 2016 .

Plan Assets

Certain pension plans sponsored by Federal-Mogul invest in a diversified portfolio consisting of an array of asset classes that attempts to maximize returns while minimizing volatility. These asset classes include developed market equities, emerging market equities, private equity, global high quality and high yield fixed income, real estate, and absolute return strategies.

As of December 31, 2016 , plan assets were comprised of 64% equity investments, 24% fixed income investments, and 12% in other investments which include hedge funds. Approximately 63% of the U.S. plan assets were invested in actively managed investment funds. Federal-Mogul's investment strategy includes a target asset allocation of 50% equity investments, 25% fixed income investments and 25% in other investment types including hedge funds.

The U.S. investment strategy mitigates risk by incorporating diversification across appropriate asset classes to meet the plan's objectives. It is intended to reduce risk, provide long-term financial stability for the plan, and maintain funded levels that meet long-term plan obligations while preserving sufficient liquidity for near-term benefit payments. Risk assumed is considered appropriate for the return anticipated and consistent with the diversification of plan assets.

The insurance contracts guarantee a minimum rate of return. Federal-Mogul has no input into the investment strategy of the assets underlying the contracts, but they are typically heavily invested in active bond markets and are highly regulated by local law. The majority of the assets of the non-U.S. plans are invested through insurance contracts. The target asset allocation for the non-U.S. pension plans is 65% insurance contracts, 30% debt investments and 5% equity investments.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Refer to Note 6, “Fair Value Measurements,” for discussion of the fair value of each major category of plan assets, including the inputs and valuation techniques used to develop the fair value measurements of the plans' assets, at December 31, 2016 and 2015.

Information for defined benefit plans with projected benefit obligations in excess of plan assets:

	Pension Benefits				Other	
	United States Plans		Non-U.S. Plans		Post-Employment Benefits	
	December 31,					
	2016	2015	2016	2015	2016	2015
	(in millions)					
Projected benefit obligation	\$ 1,167	\$ 1,221	\$ 509	\$ 486	\$ 295	\$ 323
Fair value of plan assets	856	870	62	56	—	—

Information for pension plans with accumulated benefit obligations in excess of plan assets:

	Pension Benefits			
	United States Plans		Non-U.S. Plans	
	December 31,			
	2016	2015	2016	2015
	(in millions)			
Projected benefit obligation	\$ 1,167	\$ 1,221	\$ 494	\$ 482
Accumulated benefit obligation	1,167	1,221	459	445
Fair value of plan assets	856	870	50	53

The accumulated benefit obligation for all pension plans was approximately \$1.6 billion and \$1.7 billion as of December 31, 2016 and 2015, respectively.

The assumed health care and drug cost trend rates used to measure next year's post-employment healthcare benefits are as follows:

	Other Post-Employment Benefits	
	2016	2015
Initial health care cost trend rate	6.69%	6.97%
Ultimate health care cost trend rate	5.00%	5.00%
Year ultimate health care cost trend rate reached	2022	2022

The assumed health care cost trend rate has a significant impact on the amounts reported for OPEB plans. The following table illustrates the sensitivity to a change in the assumed health care cost trend rate:

	Total Service and	APBO
	Interest Cost	
	(in millions)	
100 basis point (“bp”) increase in health care cost trend rate	\$ 1	\$ 24
100 bp decrease in health care cost trend rate	(1)	(21)

Estimated amounts to be amortized from accumulated other comprehensive loss into net period benefit cost for 2017 based on 2016 plan measurements are \$9 million, consisting primarily of amortization of net actuarial loss in the U.S. pension plans.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Federal-Mogul's projected benefit payments from the plans are estimated as follows:

Years	Pension Benefits		Other Post-Employment Benefits
	United States Plans	Non-U.S. Plans	
	(in millions)		
2017	\$ 84	\$ 22	\$ 23
2018	84	22	23
2019	86	24	23
2020	87	24	23
2021	86	24	22
2022-2026	387	131	101

Federal-Mogul expects to contribute approximately \$75 million to its pension plans in 2017.

Federal-Mogul also maintains certain defined contribution pension plans for eligible employees. Effective January 1, 2013, Federal-Mogul amended its U.S. defined contribution plan to allow for an enhanced company match and company provided age-based contributions for eligible U.S. salaried and non-union hourly employees. The total expenses attributable to Federal-Mogul's defined contribution savings plan were \$43 million, \$45 million and \$45 million for the years ended December 31, 2016, 2015 and 2014, respectively.

Other Benefits

Federal-Mogul accounts for benefits to former or inactive employees paid after employment but before retirement pursuant to FASB ASC Topic 712, *Compensation - Nonretirement Post-employment Benefits*. The liabilities for such U.S. and European post-employment benefits were \$60 million and \$59 million at December 31, 2016 and 2015, respectively.

Railcar and Food Packaging

ARI is the sponsor of three defined benefit pension plans, two of which cover certain employees at designated repair facilities. All three of ARI's defined benefit pension plans are frozen and no additional benefits are accruing thereunder. Viskase and its subsidiaries have defined contribution and defined benefit plans varying by country and subsidiary. Viskase's operations in the United States, France, Germany and Canada have historically offered defined benefit retirement plans and post-retirement health care and life insurance benefits to their employees. Most of these benefits have been terminated, resulting in reductions in various liabilities.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table provides disclosures for ARI's and Viskase's benefit obligations, plan assets, funded status, and recognition in the consolidated balance sheets. As pension costs for ARI and Viskase are not material to our consolidated financial position and results of operations, we do not provide information regarding their inputs and valuation assumptions.

	Pension Benefits	
	2016	2015
	(in millions)	
Change in benefit obligation:		
Benefit obligation, beginning of year	\$ 191	\$ 203
Service cost	1	1
Interest cost	8	8
Benefits paid	(15)	(10)
Actuarial gain (loss)	4	(9)
Curtailement gain	—	(1)
Currency translation	—	(1)
Benefit obligation, end of year	189	191
Change in plan assets:		
Fair value of plan assets, beginning of year	133	144
Actual return on plan assets	8	(3)
Company contributions	—	2
Currency translation	—	—
Benefits paid	(15)	(10)
Fair value of plan assets, end of year	126	133
Funded status of the plan	\$ (63)	\$ (58)
Amounts recognized in the consolidated balance sheets:		
Net liability recognized	\$ (63)	\$ (58)
Amounts recognized in accumulated other comprehensive loss, inclusive of tax impacts:		
Net actuarial loss	\$ (63)	\$ (58)
Total	\$ (63)	\$ (58)

12 . Net Income Per LP Unit .

The following table sets forth the allocation of net (loss) income attributable to Icahn Enterprises allocable to limited partners and the computation of basic and diluted (loss) income per LP unit of Icahn Enterprises for the periods indicated:

	Year Ended December 31,		
	2016	2015	2014
	(in millions, except per unit data)		
Net loss attributable to Icahn Enterprises	\$ (1,128)	\$ (1,194)	\$ (373)
Net loss attributable to Icahn Enterprises allocable to limited partners (98.01% allocation)	\$ (1,106)	\$ (1,170)	\$ (366)
Basic and diluted loss per LP unit	\$ (8.07)	\$ (9.29)	\$ (3.08)
Basic and diluted weighted average LP units outstanding	137	126	119

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Unit Distributions

During 2016, we declared four quarterly distributions aggregating \$6.00 per depositary unit. Depositary unitholders were given the option to make an election to receive the distributions in either cash or additional depositary units; if a holder did not make an election, it was automatically deemed to have elected to receive the distributions in cash.

Icahn Enterprises depositary units outstanding during 2016 increased as a result of the four quarterly distributions in which we distributed an aggregate 12,574,723 of Icahn Enterprises' depositary units to those depositary unitholders who elected to receive such distributions in additional depositary units. Additionally, as described in Note 4, "Related Party Transactions," on February 29, 2016, Icahn Enterprises entered into a contribution agreement with an affiliate of Mr. Icahn, to acquire the remaining 25% economic interest in ARL not already owned by us. Pursuant to this contribution agreement, we contributed 685,367 newly issued depositary units of Icahn Enterprises to IRL in exchange for the remaining 25% economic interest in ARL.

Mr. Icahn and his affiliates elected to receive a majority of their proportionate share of these distributions in depositary units. As of December 31, 2016, Mr. Icahn and his affiliates owned approximately 89.8% of Icahn Enterprises outstanding depositary units.

13 . Segment and Geographic Reporting .

We are a diversified holding company owning subsidiaries currently engaged in the following continuing operating businesses: Investment, Automotive, Energy, Railcar, Gaming, Metals, Mining, Food Packaging, Real Estate and Home Fashion. We also report the results of our Holding Company, which includes the results of certain subsidiaries of Icahn Enterprises and Icahn Enterprises Holdings, and investment activity and expenses associated with the Holding Company. 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, as presented below. 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. See Note 3, "Operating Units," for a detailed description of each of our segments.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Icahn Enterprises' condensed statements of operations by reporting segment for the years ended December 31, 2016, 2015 and 2014 are presented below:

Year Ended December 31, 2016												
Investment	Automotive	Energy	Railcar	Gaming	Metals	Mining	Food Packaging	Real Estate	Home Fashion	Holding Company	Consolidated	
(in millions)												
Revenues:												
Net sales	\$ —	\$ 9,420	\$ 4,782	\$ 430	\$ —	\$ 267	\$ 71	\$ 329	\$ 17	\$ 195	\$ —	\$ 15,511
Other revenues from operations	—	422	—	522	944	—	—	—	70	—	—	1,958
Net (loss) income from investment activities	(1,388)	—	5	—	—	—	—	—	—	—	10	(1,373)
Interest and dividend income	112	4	1	2	1	—	2	—	—	—	9	131
Other (loss) income, net	53	82	(24)	8	3	2	(10)	3	1	1	2	121
	(1,223)	9,928	4,764	962	948	269	63	332	88	196	21	16,348
Expenses:												
Cost of goods sold	—	7,658	4,618	366	—	284	56	249	13	168	—	13,412
Other expenses from operations	—	430	—	223	460	—	—	—	46	—	—	1,159
Selling, general and administrative	34	1,521	138	48	440	18	22	52	10	38	21	2,342
Restructuring	—	27	—	—	—	2	—	3	—	—	—	32
Impairment	—	18	574	—	106	1	—	—	5	2	3	709
Interest expense	230	157	83	85	13	—	7	12	2	—	289	878
	264	9,811	5,413	722	1,019	305	85	316	76	208	313	18,532
(Loss) income before income tax (expense) benefit	(1,487)	117	(649)	240	(71)	(36)	(22)	16	12	(12)	(292)	(2,184)
Income tax (expense) benefit	—	(40)	45	(57)	(24)	16	(2)	(8)	—	—	34	(36)
Net (loss) income	(1,487)	77	(604)	183	(95)	(20)	(24)	8	12	(12)	(258)	(2,220)
Less: net loss (income) attributable to non-controlling interests	883	(24)	277	(33)	(14)	—	5	(2)	—	—	—	1,092
Net (loss) income attributable to Icahn Enterprises	\$ (604)	\$ 53	\$ (327)	\$ 150	\$ (109)	\$ (20)	\$ (19)	\$ 6	\$ 12	\$ (12)	\$ (258)	\$ (1,128)

Supplemental information:

Capital expenditures	\$ —	\$ 418	\$ 133	\$ 133	\$ 85	\$ 5	\$ 22	\$ 18	\$ 1	\$ 11	\$ —	\$ 826
Depreciation and amortization (1)	\$ —	\$ 473	\$ 258	\$ 134	\$ 71	\$ 22	\$ 3	\$ 20	\$ 22	\$ 8	\$ —	\$ 1,011

Year Ended December 31, 2015

Investment	Automotive	Energy	Railcar	Gaming	Metals	Mining	Food Packaging	Real Estate	Home Fashion	Holding Company	Consolidated	
(in millions)												
Revenues:												
Net sales	\$ —	\$ 7,789	\$ 5,433	\$ 440	\$ —	\$ 361	\$ 30	\$ 344	\$ 14	\$ 193	\$ —	\$ 14,604
Other revenues from operations	—	—	—	499	811	—	—	—	76	—	—	1,386
Net gain (loss) from investment activities	(1,041)	—	36	—	—	—	—	—	—	—	18	(987)
Interest and dividend income	178	6	2	2	1	—	1	—	—	—	4	194
Other (loss) income, net	(2)	58	(29)	7	(1)	4	(3)	(7)	41	1	6	75
	(865)	7,853	5,442	948	811	365	28	337	131	194	28	15,272
Expenses:												
Cost of goods sold	—	6,577	4,949	338	—	406	38	263	7	163	—	12,741
Other expenses from operations	—	—	—	201	396	—	—	—	46	—	—	643
Selling, general and administrative	237	1,001	127	45	338	20	12	50	13	34	31	1,908
Restructuring	—	89	—	—	—	2	—	5	—	1	—	97
Impairment	—	344	253	—	—	20	169	—	2	—	—	788
Interest expense	563	144	47	82	12	—	3	12	2	—	289	1,154
	800	8,155	5,376	666	746	448	222	330	70	198	320	17,331
(Loss) income before income tax (expense) benefit	(1,665)	(302)	66	282	65	(83)	(194)	7	61	(4)	(292)	(2,059)
Income tax (expense) benefit	—	(50)	(59)	(69)	(27)	32	(1)	(10)	—	—	116	(68)
Net (loss) income	(1,665)	(352)	7	213	38	(51)	(195)	(3)	61	(4)	(176)	(2,127)

Less: net loss (income) attributable to non-controlling interests	905	53	18	(76)	(12)	—	45	—	—	—	—	933
Net (loss) income attributable to Icahn Enterprises	\$ (760)	\$ (299)	\$ 25	\$ 137	\$ 26	\$ (51)	\$ (150)	\$ (3)	\$ 61	\$ (4)	\$ (176)	\$ (1,194)

Supplemental information:

Capital expenditures	\$ —	\$ 449	\$ 219	\$ 522	\$ 94	\$ 24	\$ 20	\$ 22	\$ 3	\$ 6	\$ —	\$ 1,359
Depreciation and amortization (1)	\$ —	\$ 346	\$ 229	\$ 127	\$ 63	\$ 29	\$ 8	\$ 19	\$ 21	\$ 7	\$ —	\$ 849

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

	Year Ended December 31, 2014										
	Investment	Automotive	Energy	Railcar	Gaming	Metals	Food Packaging	Real Estate	Home Fashion	Holding Company	Consolidated
	(in millions)										
Revenues:											
Net sales	\$ —	\$ 7,317	\$ 9,109	\$ 379	\$ —	\$ 711	\$ 365	\$ 15	\$ 176	\$ —	\$ 18,072
Other revenues from operations	—	—	—	411	759	—	—	80	—	—	1,250
Net gain from investment activities	(421)	—	(6)	—	—	—	—	—	—	(137)	(564)
Interest and dividend income	202	5	3	3	2	—	—	—	—	2	217
Other (loss) income, net	1	2	186	16	88	—	(19)	6	5	(103)	182
	(218)	7,324	9,292	809	849	711	346	101	181	(238)	19,157
Expenses:											
Cost of goods sold	—	6,260	8,774	288	—	728	275	8	152	—	16,485
Other expenses from operations	—	—	—	175	387	—	—	51	—	—	613
Selling, general and administrative	167	825	136	42	327	23	45	12	29	19	1,625
Restructuring	—	86	—	—	—	—	—	—	(2)	—	84
Impairment	—	24	103	—	—	3	—	5	—	—	135
Interest expense	299	128	38	60	13	—	14	3	—	292	847
	466	7,323	9,051	565	727	754	334	79	179	311	19,789
Income (loss) before income tax benefit (expense)	(684)	1	241	244	122	(43)	12	22	2	(549)	(632)
Income tax benefit (expense)	—	(91)	(73)	(56)	147	18	(3)	—	—	161	103
Net income (loss)	(684)	(90)	168	188	269	(25)	9	22	2	(388)	(529)
Less: net (income) loss attributable to non-controlling interests	379	3	(73)	(66)	(84)	—	(3)	—	—	—	156
Net income (loss) attributable to Icahn Enterprises	\$ (305)	\$ (87)	\$ 95	\$ 122	\$ 185	\$ (25)	\$ 6	\$ 22	\$ 2	\$ (388)	\$ (373)
Supplemental information:											
Capital expenditures	\$ —	\$ 418	\$ 218	\$ 626	\$ 81	\$ 41	\$ 23	\$ 1	\$ 3	\$ —	\$ 1,411
Depreciation and amortization (2)	\$ —	\$ 336	\$ 219	\$ 106	\$ 50	\$ 26	\$ 22	\$ 22	\$ 7	\$ —	\$ 788

⁽¹⁾Excludes amounts related to the amortization of deferred financing costs and debt discounts and premiums included in interest expense in the consolidated amounts of \$23 million, \$14 million and \$22 million for the years ended December 31, 2016, 2015 and 2014, respectively.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Icahn Enterprises' condensed balance sheets by reporting segment as of December 31, 2016 and 2015 are presented below:

	December 31, 2016											
	Investment	Automotive	Energy	Railcar	Gaming	Metals	Mining	Food Packaging	Real Estate	Home Fashion	Holding Company	Consolidated
	(in millions)											
ASSETS												
Cash and cash equivalents	\$ 13	\$ 353	\$ 736	\$ 179	\$ 244	\$ 4	\$ 14	\$ 39	\$ 24	\$ 2	\$ 225	\$ 1,833
Cash held at consolidated affiliated partnerships and restricted cash	752	2	—	19	15	5	—	2	2	4	3	804
Investments	9,213	270	6	35	33	—	—	—	—	—	324	9,881
Accounts receivable, net	—	1,270	152	40	12	29	5	63	3	35	—	1,609
Inventories, net	—	2,353	349	75	—	38	25	72	—	71	—	2,983
Property, plant and equipment, net	—	3,302	3,358	1,567	814	100	152	152	602	75	—	10,122
Goodwill and intangible assets, net	—	1,765	318	7	75	4	—	8	38	1	—	2,216
Other assets	1,518	504	94	1,410	209	13	23	92	18	5	1	3,887
Total assets	\$ 11,496	\$ 9,819	\$ 5,013	\$ 3,332	\$ 1,402	\$ 193	\$ 219	\$ 428	\$ 687	\$ 193	\$ 553	\$ 33,335
LIABILITIES AND EQUITY												
Accounts payable, accrued expenses and other liabilities	\$ 1,236	\$ 2,834	\$ 1,474	\$ 2,100	\$ 153	\$ 34	\$ 38	\$ 69	\$ 20	\$ 29	\$ 168	\$ 8,155
Securities sold, not yet purchased, at fair value	1,139	—	—	—	—	—	—	—	—	—	—	1,139
Due to brokers	3,725	—	—	—	—	—	—	—	—	—	—	3,725
Post-employment benefit liability	—	1,113	—	9	—	2	—	56	—	—	—	1,180
Debt	—	3,259	1,165	571	287	2	55	265	25	—	5,490	11,119
Total liabilities	6,100	7,206	2,639	2,680	440	38	93	390	45	29	5,658	25,318
Equity attributable to Icahn Enterprises	1,669	2,292	1,034	444	730	155	104	25	642	164	(5,105)	2,154
Equity attributable to non-controlling interests	3,727	321	1,340	208	232	—	22	13	—	—	—	5,863
Total equity	5,396	2,613	2,374	652	962	155	126	38	642	164	(5,105)	8,017
Total liabilities and equity	\$ 11,496	\$ 9,819	\$ 5,013	\$ 3,332	\$ 1,402	\$ 193	\$ 219	\$ 428	\$ 687	\$ 193	\$ 553	\$ 33,335
	December 31, 2015											
	Investment	Automotive	Energy	Railcar	Gaming	Metals	Mining	Food Packaging	Real Estate	Home Fashion	Holding Company	Consolidated
	(in millions)											
ASSETS												
Cash and cash equivalents	\$ 10	\$ 201	\$ 765	\$ 623	\$ 217	\$ 12	\$ 14	\$ 37	\$ 19	\$ 14	\$ 166	\$ 2,078
Cash held at consolidated affiliated partnerships and restricted cash	1,199	—	—	53	14	4	—	1	2	6	3	1,282
Investments	14,553	296	—	27	26	—	—	—	—	—	449	15,351
Accounts receivable, net	—	1,418	96	36	9	26	4	60	2	34	—	1,685
Inventories, net	—	1,656	290	97	—	39	32	77	—	68	—	2,259
Property, plant and equipment, net	—	2,386	2,698	2,767	740	116	134	152	467	72	3	9,535
Goodwill and intangible assets, net	—	1,556	911	7	74	5	—	8	48	3	—	2,612
Other assets	378	430	128	71	205	13	19	81	163	9	108	1,605
Total assets	\$ 16,140	\$ 7,943	\$ 4,888	\$ 3,681	\$ 1,285	\$ 215	\$ 203	\$ 416	\$ 701	\$ 206	\$ 729	\$ 36,407
LIABILITIES AND EQUITY												
Accounts payable, accrued expenses and other liabilities	\$ 488	\$ 2,061	\$ 1,366	\$ 299	\$ 122	\$ 30	\$ 30	\$ 62	\$ 17	\$ 30	\$ (60)	\$ 4,445
Securities sold, not yet purchased, at fair value	794	—	—	—	—	—	—	—	—	—	—	794
Due to brokers	7,317	—	—	—	—	—	—	—	—	—	—	7,317
Post-employment benefit liability	—	1,163	—	8	—	2	—	51	—	—	—	1,224
Debt	—	3,135	667	2,671	289	1	50	267	28	—	5,486	12,594
Total liabilities	8,599	6,359	2,033	2,978	411	33	80	380	45	30	5,426	26,374
Equity attributable to Icahn Enterprises	3,428	1,270	1,508	742	604	182	95	23	656	176	(4,697)	3,987
Equity attributable to non-controlling interests	4,113	314	1,347	(39)	270	—	28	13	—	—	—	6,046

Total equity	7,541	1,584	2,855	703	874	182	123	36	656	176	(4,697)	10,033
Total liabilities and equity	\$ 16,140	\$ 7,943	\$ 4,888	\$ 3,681	\$ 1,285	\$ 215	\$ 203	\$ 416	\$ 701	\$ 206	\$ 729	\$ 36,407

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The following table presents our segments' geographic net sales from external customers, other revenues from operations and property, plant and equipment, net for the periods indicated:

	Net Sales			Other Revenues From Operations			Property, Plant and Equipment, Net		
	Year Ended December 31,			Year Ended December 31,			December 31,		
	2016	2015	2014	2016	2015	2014	2016	2015	
	(in millions)								
United States	\$ 10,489	\$ 9,672	\$ 13,086	\$ 1,886	\$ 1,304	\$ 1,169	\$ 8,063	\$ 7,221	
Germany	1,455	1,480	1,507	—	—	—	458	464	
Other	3,567	3,452	3,479	72	82	81	1,601	1,850	
	\$ 15,511	\$ 14,604	\$ 18,072	\$ 1,958	\$ 1,386	\$ 1,250	\$ 10,122	\$ 9,535	

Geographic locations for net sales and other revenues from operations are based on locations of the customers and geographic locations for property, plant, and equipment are based on the locations of the assets.

Icahn Enterprises Holdings

Due to the structure of our business, the consolidated results of operations for Icahn Enterprises and Icahn Enterprises Holdings are substantially the same. Differences primarily relate to non-cash portions of interest expense, and are only reflected in the results of operations for our Holding Company. See Note 10, "Debt," for additional information. Segment information for Icahn Enterprises Holdings is presented below for significant financial statement line items affected by these differences.

	Year Ended December 31,									December 31,	
	2016			2015			2014			2016	2015
	Interest Expense	Net (Loss) Income	Net (Loss) Income Attributable to Icahn Enterprises Holdings	Interest Expense	Net (Loss) Income	Net (Loss) Income Attributable to Icahn Enterprises Holdings	Interest Expense	Net Income (Loss)	Net Income (Loss) Attributable to Icahn Enterprises Holdings	Total Assets	Total Assets
	(in millions)									(in millions)	
Investment	\$ 230	\$ (1,487)	\$ (604)	\$ 563	\$ (1,665)	\$ (760)	\$ 299	\$ (684)	\$ (305)	\$ 11,496	\$ 16,140
Automotive	157	77	53	144	(352)	(299)	128	(90)	(87)	9,819	7,943
Energy	83	(604)	(327)	47	7	25	38	168	95	5,013	4,888
Railcar	85	183	150	82	213	137	60	188	122	3,332	3,681
Gaming	13	(95)	(109)	12	38	26	13	269	185	1,402	1,285
Metals	—	(20)	(20)	—	(51)	(51)	—	(25)	(25)	193	215
Mining	7	(24)	(19)	3	(195)	(150)	—	—	—	219	203
Food Packaging	12	8	6	12	(3)	(3)	14	9	6	428	416
Real Estate	2	12	12	2	61	61	3	22	22	687	701
Home Fashion	—	(12)	(12)	—	(4)	(4)	—	2	2	193	206
Holding Company	288	(257)	(257)	288	(175)	(175)	291	(387)	(387)	578	753
Consolidated	\$ 877	\$ (2,219)	\$ (1,127)	\$ 1,153	\$ (2,126)	\$ (1,193)	\$ 846	\$ (528)	\$ (372)	\$ 33,360	\$ 36,431

Amounts related to the amortization of deferred financing costs and debt discounts and premiums included in interest expense for the consolidated results of Icahn Enterprises Holdings were \$22 million, \$13 million and \$21 million for the years ended December 31, 2016, 2015 and 2014, respectively.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

14 . Income Taxes .

The difference between the book basis and the tax basis of our net assets, not directly subject to income taxes, is as follows:

	Icahn Enterprises		Icahn Enterprises Holdings	
	December 31,		December 31,	
	2016	2015	2016	2015
	(in millions)		(in millions)	
Book basis of net assets	\$ 2,154	\$ 3,987	\$ 2,179	\$ 4,011
Book/tax basis difference	1,888	(88)	1,888	(88)
Tax basis of net assets	<u>\$ 4,042</u>	<u>\$ 3,899</u>	<u>\$ 4,067</u>	<u>\$ 3,923</u>

Our corporate subsidiaries recorded the following income tax benefit (expense) attributable to continuing operations for our taxable subsidiaries:

	Year Ended December 31,		
	2016	2015	2014
	(in millions)		
Current:			
Domestic	\$ (40)	\$ (17)	\$ (45)
International	(101)	(55)	(35)
Total current	(141)	(72)	(80)
Deferred:			
Domestic	73	(15)	201
International	32	19	(18)
Total deferred	105	4	183
	<u>\$ (36)</u>	<u>\$ (68)</u>	<u>\$ 103</u>

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The tax effect of significant differences representing deferred tax assets (liabilities) (the difference between financial statement carrying value and the tax basis of assets and liabilities) is as follows:

	December 31,	
	2016	2015
	(in millions)	
Deferred tax assets:		
Property, plant and equipment	\$ 312	\$ 341
Net operating loss	1,981	1,511
Tax credits	139	133
Post-employment benefits, including pensions	334	347
Reorganization costs	7	5
Other	430	418
Total deferred tax assets	3,203	2,755
Less: Valuation allowance	(1,821)	(1,444)
Net deferred tax assets	\$ 1,382	\$ 1,311
Deferred tax liabilities:		
Property, plant and equipment	\$ (592)	\$ (354)
Intangible assets	(195)	(163)
Investment in partnerships	(1,495)	(1,376)
Investment in U.S. subsidiaries	(307)	(307)
Other	(101)	(13)
Total deferred tax liabilities	(2,690)	(2,213)
	\$ (1,308)	\$ (902)

We recorded deferred tax assets and deferred tax liabilities of \$305 million and \$1,613 million, respectively, as of December 31, 2016 and \$299 million and 1,201 million, respectively, as of December 31, 2015. Deferred tax assets are included in other assets in our consolidated balance sheets.

We analyze all positive and negative evidence to consider whether it is more likely than not that all of the deferred tax assets will be realized. Projected future income, tax planning strategies and the expected reversal of deferred tax liabilities are considered in making this assessment. As of December 31, 2016 we had a valuation allowance of approximately \$1,821 million primarily related to tax loss and credit carryforwards, post-retirement benefits and other deferred tax assets. The current and future provisions for income taxes may be significantly impacted by changes to valuation allowances. These allowances will be maintained until it is more likely than not that the deferred tax assets will be realized. For the year ended December 31, 2016, the valuation allowance on deferred tax assets increased by \$377 million. The increase was attributable to \$356 million increase from the acquisition of TER, a \$59 million increase from the acquisition of Pep Boys, offset by an aggregate decrease of \$38 million recorded by our Automotive, Mining and Gaming segments. For the year ended December 31, 2015, the valuation allowance on deferred tax assets increased by \$385 million. The increase was attributable to \$394 million increase from the acquisition of Ferrous Resources and a \$7 million increase recorded by American Entertainment Properties ("AEPC"), an indirect wholly owned subsidiary of ours, offset by a decrease of \$16 million recorded by our Automotive segment.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

A reconciliation of the effective tax rate on continuing operations as shown in the consolidated statements of operations to the federal statutory rate is as follows:

	Year Ended December 31,		
	2016	2015	2014
Federal statutory rate	35.0 %	35.0 %	35.0 %
Foreign operations	1.8	1.4	6.7
Valuation allowance	(2.1)	(5.5)	21.5
Non-controlling interest	(0.3)	2.0	7.5
Goodwill	(10.3)	(9.5)	(5.7)
Gain on settlement of liabilities subject to compromise	(0.4)	0.2	4.9
Income not subject to taxation	(23.4)	(25.4)	(47.2)
Other	(1.9)	(1.5)	(6.4)
	<u>(1.6)%</u>	<u>(3.3)%</u>	<u>16.3 %</u>

Automotive

Federal-Mogul did not record taxes on its undistributed earnings from foreign subsidiaries of \$778 million at December 31, 2016 since these earnings are considered to be permanently reinvested. If at some future date, these earnings cease to be permanently reinvested, Federal-Mogul may be subject to U.S. income taxes and foreign withholding taxes on such amounts. Determining the unrecognized deferred tax liability on the potential distribution of these earnings is not practicable as such liability, if any, is dependent on circumstances existing when remittance occurs.

As of December 31, 2016, Federal-Mogul had \$300 million of cash and cash equivalents, of which \$166 million was held by foreign subsidiaries. In accordance with FASB ASC 740-30-25-17 through 19, Federal-Mogul asserts that these funds are indefinitely reinvested due to operational and investing needs of the foreign locations. Furthermore, Federal-Mogul will accrue any applicable taxes in the period when it no longer intends to indefinitely reinvest these funds. Federal-Mogul expects that the impact on cash taxes would be immaterial due to: the availability of net operation loss carryforwards and related valuation allowances; earnings considered previously taxed; and applicable tax treaties.

Federal-Mogul continues to maintain a valuation allowance related to its net deferred tax assets in multiple jurisdictions. As of December 31, 2016, our Automotive segment had valuation allowances of \$867 million related to tax loss and credit carryforwards. The current and future provisions for income taxes may be significantly impacted by changes to valuation allowances in certain countries. These allowances will be maintained until it is more likely than not that the deferred tax assets will be realized. The future provision for income taxes will include no tax benefit with respect to losses incurred and no tax expense with respect to income generated in these countries until the respective valuation allowance is eliminated.

At December 31, 2016, our Automotive segment had a deferred tax asset before valuation allowance of approximately \$1.0 billion for tax loss carryforwards and tax credits, including approximately \$628 million in the United States with expiration dates from 2017 through 2035; \$124 million in the United Kingdom with no expiration date; and \$287 million in other jurisdictions with various expiration dates.

During 2013, IEH FM Holdings LLC, the parent company of Federal-Mogul, was contributed to American Entertainment Properties Corp. ("AEPC") in a tax-free transaction. Pursuant to the contribution and additional shares purchased, AEPC owns more than 80% of Federal-Mogul and Federal-Mogul is now included in the federal income tax consolidated group of AEPC. Positive and negative evidence was evaluated and AEPC was able to conclude that it was more likely than not to realize a portion of the Federal-Mogul deferred tax assets as part of the consolidated U.S. tax filing and released \$18 million of valuation allowance during the year ended December 31, 2014.

Energy

On May 19, 2012, CVR became a member of the consolidated federal tax group of AEPC. At December 31, 2016, CVR has Oklahoma state income tax credits of approximately \$26 million which are available to reduce future Oklahoma state regular income taxes. These credits have an indefinite life.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

American Entertainment Properties Corp.

At December 31, 2016, AEPC, which includes all or parts of our Automotive, Energy, Railcar, Metals, Home Fashion and Real Estate segments had approximately \$1.5 billion of net operating loss carryforwards with expiration dates from years 2026 through 2035.

AEPC did not record taxes on its undistributed earnings from our Metals and Home Fashion segments' foreign subsidiaries of \$23 million as of December 31, 2016 since these earnings are considered to be permanently reinvested. AEPC may be subject to U.S. income taxes and foreign withholding taxes on such amounts. Determining the unrecognized deferred tax liability on the potential distribution of these earnings is not practicable as such liability, if any, is dependent on circumstances existing when remittance occurs.

At December 31, 2016, Viskase had U.S. federal and state net operating loss carryforwards of \$91 million which will begin expiring in the year 2024 and forward, and foreign net operating loss carryforwards of \$19 million with an unlimited carryforward period.

Viskase did not record taxes on its undistributed earnings from foreign subsidiaries of \$81 million at December 31, 2016 since these earnings are considered to be permanently reinvested. Viskase may be subject to U.S. income taxes and foreign withholding taxes on such amounts. Determining the unrecognized deferred tax liability on the potential distribution of these earnings is not practicable as such liability, if any, is dependent on circumstances existing when remittance occurs.

ARI considers its Canadian earnings to be permanently reinvested, and therefore has not recorded a provision for U.S. income tax or foreign withholding taxes on the cumulative earnings of its Canadian subsidiary. Such undistributed earnings from ARI's Canadian subsidiary have been included in consolidated equity in the amount \$4 million and \$3 million as of December 31, 2016 and 2015, respectively. If ARI were to change its intentions and such earnings were remitted to the U.S., these earnings would be subject to U.S. income taxes. However, as of December 31, 2016 and 2015 foreign tax credits would be available to offset these taxes such that the U.S. tax impact would be insignificant.

Our Gaming segment has federal NOL carryforwards pursuant to the purchase of Adamar of New Jersey, Inc. ("Adamar"). Internal Revenue Code Section 382 ("Code 382") places certain limitations on the annual amount of NOL carryforwards that can be utilized when a change of ownership occurs. Our Gaming segment believes its purchase of Adamar was a change in ownership pursuant to Code 382. As a result of the annual limitation, the NOL carryforward amount available to be used in future periods is \$148 million and will begin to expire in the year 2027 and forward. As of March 8, 2010, Tropicana had various net deferred tax assets made up primarily of the expected future tax benefit of net operating loss carryforwards and excess tax basis not yet deductible for tax purposes. A valuation allowance was provided in full against these net deferred tax assets upon emergence from bankruptcy. During the year ended December 31, 2014, our Gaming segment reversed the valuation allowance related to the net deferred tax assets by \$196 million. The reduction in the valuation allowance is a result of our Gaming segment analyzing all positive and negative evidence and concluding that it is more likely than not to realize the benefit of this portion of its net deferred tax assets. The reduction in the valuation allowance was recorded as an income tax benefit during the year ended December 31, 2014. Additionally, during the year ended December 31, 2016, AEPC acquired the stock of TER. As of December 31, 2016, TER has \$270 million of deferred tax assets related to federal and state net operating loss carryforwards and tax credits. A valuation allowance is recorded in full on the deferred tax assets of TER.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Accounting for Uncertainty in Income Taxes

A summary of the changes in the gross amounts of unrecognized tax benefits for the years ended December 31, 2016, 2015 and 2014 are as follows:

	Years Ended December 31,		
	2016	2015	2014
	(in millions)		
Balance at January 1	\$ 94	\$ 113	\$ 132
Addition based on tax positions related to the current year	7	19	18
Increase for tax positions of prior years	8	6	10
Decrease for tax positions of prior years	(1)	(10)	(14)
Decrease for statute of limitation expiration	(6)	(21)	(3)
Settlements	—	(8)	(25)
Impact of currency translation and other	(1)	(5)	(5)
Balance at December 31	<u>\$ 101</u>	<u>\$ 94</u>	<u>\$ 113</u>

At December 31, 2016, 2015 and 2014, we had unrecognized tax benefits of \$101 million, \$94 million and \$113 million, respectively. Of these totals, \$70 million, \$68 million and \$76 million represents the amount of unrecognized tax benefits that if recognized, would affect the annual effective tax rate in the respective periods. The total unrecognized tax benefits differ from the amount which would affect the effective tax rate primarily due to the impact of valuation allowances.

During the next 12 months, Federal-Mogul believes that it is reasonably possible that unrecognized tax benefits of Federal-Mogul may decrease by approximately \$3 million due to audit settlements or statute expirations, of which approximately \$3 million, if recognized, could impact the effective tax rate. We do not anticipate any significant changes to the amount of our unrecognized tax benefits in our other business segments during the next 12 months.

We recognize interest and penalties accrued related to unrecognized tax benefits as a component of income tax expense. We recorded \$16 million, \$15 million and \$19 million as of December 31, 2016, 2015 and 2014, respectively, in liabilities for tax related net interest and penalties in our consolidated balance sheets. Income tax (benefit) expense related to interest and penalties were \$1 million, \$(4) million and \$(11) million for the years December 31, 2016, 2015 and 2014, respectively. We or certain of our subsidiaries file income tax returns in the U.S. federal jurisdiction, various state jurisdictions and various non-U.S. jurisdictions. We and our subsidiaries are no longer subject to U.S. federal tax examinations for years before 2011 or state and local examinations for years before 2008, with limited exceptions. We, or our subsidiaries, are currently under various income tax examinations in several states and foreign jurisdictions, but are no longer subject to income tax examinations in major foreign jurisdictions for years prior to 2005.

15. Changes in Accumulated Other Comprehensive Loss .

Changes in accumulated other comprehensive loss consists of the following:

	Post-Employment Benefits, Net of Tax	Hedge Instruments, Net of Tax	Translation Adjustments and Other, Net of Tax	Total
	(in millions)			
Balance, December 31, 2015	\$ (632)	\$ (25)	\$ (800)	\$ (1,457)
Other comprehensive income (loss) before reclassifications, net of tax	(1)	2	(147)	(146)
Reclassifications from accumulated other comprehensive income (loss) to earnings	19	1	(1)	19
Other comprehensive income (loss), net of tax	18	3	(148)	(127)
Balance, December 31, 2016	<u>\$ (614)</u>	<u>\$ (22)</u>	<u>\$ (948)</u>	<u>\$ (1,584)</u>

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

16. Other Income, Net .

Other income, net consists of the following:

	Year Ended December 31,		
	2016	2015	2014
	(in millions)		
Gain on acquisition	\$ —	\$ 5	\$ —
Realized and unrealized (loss) gain on derivatives, net (Note 7)	(19)	(29)	186
Other derivative income	66	—	—
Gain on disposition of assets	14	40	25
Loss on extinguishment of debt (Note 10)	(5)	(2)	(162)
Equity earnings from non-consolidated affiliates	64	62	50
Foreign currency transaction loss	(1)	(10)	(10)
Tax settlement gain	—	—	32
Predecessor claim settlement	3	—	53
Other	(1)	9	8
	<u>\$ 121</u>	<u>\$ 75</u>	<u>\$ 182</u>

17. Commitments and Contingencies .

Automotive

Environmental Matters

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

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

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

Total environmental liabilities, determined on an undiscounted basis, were \$16 million and \$14 million as of December 31, 2016 and 2015, respectively, and are included in accrued expenses and other liabilities in our consolidated balance sheets.

Federal-Mogul believes that recorded environmental liabilities will be adequate to cover its estimated liability for its exposure in respect to such matters. In the event that such liabilities were to significantly exceed the amounts recorded by Federal-Mogul, our Automotive segment's results of operations could be materially affected. At December 31, 2016, Federal-

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Mogul estimates reasonably possible material additional losses, above and beyond its best estimate of required remediation costs as recorded, to approximate \$41 million .

Asset Retirement Obligations

Our Automotive segment has identified sites with contractual obligations and several sites that are closed or expected to be closed and sold. In connection with these sites, our Automotive segment has accrued \$21 million and \$16 million as of December 31, 2016 and 2015, respectively, for asset retirement obligations ("ARO"), primarily related to anticipated costs of removing hazardous building materials at its facilities, and has considered impairment issues that may result from capitalization of these ARO amounts.

Other Matters

On April 25, 2014, a group of plaintiffs brought an action against Federal-Mogul Products, Inc. ("FM Products"), a wholly-owned subsidiary of Federal-Mogul, alleging injuries and damages associated with the discharge of chlorinated hydrocarbons by the former owner of a facility located in Kentucky. Since 1998, when FM Products acquired the facility, it has been cooperating with the applicable regulatory agencies on remediating the prior discharges pursuant to an order entered into by the facility's former owner. Federal-Mogul does not currently believe the outcome of this litigation will have a material impact on its financial statements.

On September 29, 2016, September 30, 2016, October 12, 2016 and October 19, 2016, respectively, four putative class actions, captioned *Skybo v. Ninivaggi et al.*, C.A. No. 12790, *Lemancheck v. Ninivaggi et al.*, C.A. No. 12791, *Raul v. Ninivaggi et al.*, C.A. No. 12821 and *Mercado v. Ninivaggi et al.*, C.A. No. 12837, were filed in the Court of Chancery of the State of Delaware against the Board, Icahn Enterprises L.P. and certain of its affiliates, including Parent and the Offeror (the "Icahn Defendants"), and, in the case of *Raul*, Federal-Mogul. The complaints allege that, among other things, the Board breached its fiduciary duties by approving the proposed Merger Agreement, that the Icahn Defendants breached their fiduciary duties to the minority stockholders and/or aided and abetted the Board's breaches of its fiduciary duties, as well as alleging certain material misstatements and omissions in the Schedule 14D-9. The complaints allege that, among other things, the then-Offer Price was inadequate and, together with that the Merger Agreement, was the result of a flawed and unfair sales process and conflicts of interest of the Board and the Special Committee, alleging that the Special Committee and Federal-Mogul's management lacked independence from the Icahn Defendants. In addition, the complaints allege that the Merger Agreement contains certain allegedly preclusive deal protection provisions, including a no-solicitation provision, an information rights provision and a matching rights provision. Among other things, the complaints sought to enjoin the transactions contemplated by the Merger Agreement, as well as award costs and disbursements, including reasonable attorneys' and experts' fees. The *Raul* and *Mercado* complaints further seek to rescind the transaction or award rescissory damages, or (in the case of *Raul*) award a quasi-appraisal remedy in the event that the transaction was consummated, as well as award money damages. On October 28, 2016, all four actions were consolidated under the caption *In re Federal-Mogul Holdings, Inc. Stockholder Litigation*, C.A. No. 12790-CB (the "Delaware Action"). On February 3, 2017, an order was entered requiring plaintiffs to file their amended complaint by March 6, 2017.

On October 5, 2016, a putative class action captioned *Sanders v. Federal-Mogul Holdings Corporation et al.*, C.A. No. 16-155387 was filed in the Circuit Court for Oakland County of the State of Michigan against the Company, the Board and the Icahn Defendants (the "Michigan Action"). The complaint alleges, among other things, that the Board breached its fiduciary duties and that Federal-Mogul and the Icahn Defendants aided and abetted the Board's breaches of its fiduciary duties, as well as alleging certain material misstatements and omissions in the Schedule 14D-9. The complaint alleges that, among other things, the then-Offer Price was unfair and the result of an unfair sales process that included conflicts of interest. In addition, the complaint alleges that the Merger Agreement contains certain allegedly preclusive deal protection provisions, including a no-solicitation provision, an information rights provision and a matching rights provision. Among other things, the complaint sought to enjoin the transactions contemplated by the Merger Agreement, or, in the event that the transactions were consummated, rescind the transactions or award rescissory damages, as well as award money damages and costs, including reasonable attorneys' and experts' fees. On February 10, 2017, an order was entered providing that plaintiff shall have through March 6, 2016, to file his First Amended Complaint.

Federal-Mogul believes that the claims in the Delaware and Michigan Actions are without merit and intends to defend against them vigorously.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Energy

Unconditional Purchase Obligations

The minimum required payments for CVR's unconditional purchase obligations are as follows:

	Unconditional Purchase Obligations (1)
	(in millions)
2017	\$ 150
2018	129
2019	126
2020	109
2021	97
Thereafter	640
	\$ 1,251

⁽¹⁾ This amount includes \$734 million payable ratably over 14 years pursuant to petroleum transportation service agreements between CRRM and each of TransCanada Keystone Limited Partnership and TransCanada Keystone Pipeline, LP (together, "TransCanada"). The purchase obligation reflects the exchange rate between the Canadian dollar and the U.S. dollar as of December 31, 2016, where applicable. Under the agreements, CRRM receives transportation of at least 25,000 barrels per day of crude oil with a delivery point at Cushing, Oklahoma for a term of 20 years on TransCanada's Keystone pipeline system. CRRM began receiving crude oil under the agreements in the first quarter of 2011.

Unconditional Purchase Obligations

CVR leases various equipment, including railcars, and real properties under long-term operating leases expiring at various dates. For the years ended December 31, 2016, 2015 and 2014 lease expense was \$8 million, \$9 million and \$9 million respectively. The lease agreements have various remaining terms. Some agreements are renewable, at CVR's option, for additional periods. It is expected, in the ordinary course of business, that leases will be renewed or replaced as they expire. Additionally, in the normal course of business, CVR has long-term commitments to purchase oxygen, nitrogen, electricity, storage capacity and pipeline transportation services.

Crude Oil Supply Agreement

On August 31, 2012, CRRM and Vitol Inc. ("Vitol"), entered into an Amended and Restated Crude Oil Supply Agreement (as amended, the "Vitol Agreement"). Under the Vitol Agreement, Vitol supplies the petroleum business with crude oil and intermediation logistics, which helps to reduce CVR Refining's inventory position and mitigate crude oil pricing risk. The Vitol Agreement will automatically renew for successive one-year terms (each such term, a "Renewal Term") unless either party provides the other with notice of nonrenewal at least 180 days prior to expiration of any Renewal Term. The Vitol Agreement currently extends through December 31, 2017.

Litigation

From time to time, CVR is involved in various lawsuits arising in the normal course of business, including matters such as those described below under, "Environmental, Health and Safety Matters." Liabilities related to such litigation are recognized when the related costs are probable and can be reasonably estimated. These provisions are reviewed at least quarterly and adjusted to reflect the impacts of negotiations, settlements, rulings, advice of legal counsel and other information and events pertaining to a particular case. It is possible that CVR's management estimates of the outcomes will change within the next year due to uncertainties inherent in litigation and settlement negotiations. In the opinion of CVR management, the ultimate resolution of any other litigation matters is not expected to have a material adverse effect on the accompanying consolidated financial statements. There can be no assurance that CVR management's beliefs or opinions with respect to liability for potential litigation matters will prove to be accurate.

On August 29, 2015, Mike Mustard, a purported unitholder of Rentech Nitrogen Partners, L.P. ("Rentech Nitrogen"), filed a class action complaint on behalf of the public unitholders of Rentech Nitrogen against Rentech Nitrogen, Rentech Nitrogen GP, LLC ("Rentech Nitrogen GP"), Rentech Nitrogen Holdings, Inc., Rentech, Inc., DSHC, LLC, CVR Partners, two subsidiaries of CVR Partners, and the members of the board of directors of Rentech Nitrogen GP (the "Rentech Nitrogen Board"), in the Court of Chancery of the State of Delaware (the "Mustard Lawsuit"). On October 6, 2015, Jesse Sloan, a purported unitholder of Rentech Nitrogen, filed a class action complaint on behalf of the public unitholders of Rentech Nitrogen

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

against Rentech Nitrogen, Rentech Nitrogen GP, CVR Partners, two subsidiaries of CVR Partners, and the members of the Rentech Nitrogen Board, in the United States District Court for the Central District of California (the "Sloan Lawsuit"). Both lawsuits alleged, among other things, that the attempted sale of Rentech Nitrogen to CVR Partners was conducted by means of an unfair process and for an unfair price. In July 2016, the Mustard Lawsuit was dismissed. In October 2016, the United States District Court for the Central District of California issued an order and judgment approving the settlement of the Sloan Lawsuit. Under the terms of the settlement, the defendants made certain supplemental disclosures related to the East Dubuque Merger, and in return, the settlement resolves and releases all claims by unitholders of Rentech Nitrogen challenging the East Dubuque Merger.

CRNF received a ten year property tax abatement from Montgomery County, Kansas (the "County") in connection with the construction of the Coffeyville fertilizer facility that expired on December 31, 2007. In connection with the expiration of the abatement, the County reclassified and reassessed CRNF's nitrogen fertilizer plant for property tax purposes. The reclassification and reassessment resulted in an increase in CRNF's annual property tax expense by an average of \$11 million per year for each of the years ended December 31, 2008 and 2009, \$12 million for the year ended December 31, 2010 and \$11 million for each of the years ended December 31, 2011 and 2012. CRNF protested the classification and resulting valuation for each of those years to the Kansas Board of Tax Appeals ("BOTA"), followed by an appeal to the Kansas Court of Appeals. However, CRNF fully accrued and paid the property taxes the county claims are owed for the years ended December 31, 2008 through 2012. The Kansas Court of Appeals, in a memorandum opinion dated August 9, 2013, reversed the BOTA decision in part and remanded the case to BOTA, instructing BOTA to classify each asset on an asset by asset basis instead of making a broad determination that the entire plant was real property as BOTA did originally. The County filed a motion for rehearing with the Kansas Court of Appeals and a petition for review with the Kansas Supreme Court, both of which have been denied.

In March 2015, BOTA concluded that based upon an asset by asset determination, a substantial majority of the assets in dispute will be classified as personal property for the 2008 tax year. The parties stipulated to the value of the real property, following which BOTA issued its final decision. The County has appealed the decision with respect to classification to the Kansas Court of Appeals. No amounts have been received or recognized in these consolidated financial statements related to the 2008 property tax matter or BOTA's decision.

On February 25, 2013, the County and CRNF agreed to a settlement for tax years 2009 through 2012, which has lowered and will lower CRNF's property taxes by about \$11 million per year (as compared to the 2012 tax year) for tax years 2013 to 2016 based on current mill levy rates. In addition, the settlement provides the County will support CRNF's application before BOTA for a ten-year tax exemption for the UAN expansion. Finally, the settlement provides that CRNF will continue its appeal of the 2008 reclassification and reassessment discussed above.

The SEC conducted an investigation in connection with respect to CVR's disclosures (which were prepared by CVR's outside counsel) following the announcement of a tender offer for CVR's stock initiated in February 2012. CVR cooperated with the SEC and produced, at the SEC's request, documents pertaining to the tender offer and CVR's disclosures. On February 14, 2017, the SEC issued an order instituting cease and desist proceedings that require CVR to prospectively comply with certain disclosure obligations in response to tender offers for CVR's securities. No civil penalty was issued.

Flood, Crude Oil Discharge and Insurance

Crude oil was discharged from the Coffeyville refinery on July 1, 2007, due to the short amount of time available to shutdown and secure the refinery in preparation for the flood that occurred on June 30, 2007. On October 25, 2010, the Company received a letter from the United States Coast Guard on behalf of the EPA seeking approximately \$1.8 million in oversight cost reimbursement. The Company responded by asserting defenses to the Coast Guard's claim for oversight costs. On September 23, 2011, the United States Department of Justice ("DOJ"), acting on behalf of the EPA and the United States Coast Guard, filed suit against CRRM in the United States District Court for the District of Kansas seeking recovery from CRRM related to alleged non-compliance with the Clean Air Act's Risk Management Program ("RMP"), the Clean Water Act ("CWA") and the Oil Pollution Act of 1990 ("OPA"). CRRM reached an agreement with the DOJ resolving its claims under CWA and OPA. The agreement was memorialized in a Consent Decree that was filed with and approved by the Court on February 12, 2013 and March 25, 2013, respectively (the "2013 Consent Decree"). On April 19, 2013, CRRM paid a civil penalty (including accrued interest) in the amount of \$0.6 million related to the CWA claims and reimbursed the Coast Guard for oversight costs under OPA in the amount of \$1.7 million. The 2013 Consent Decree also requires CRRM to make small capital upgrades to the Coffeyville refinery crude oil tank farm, develop flood procedures and provide employee training, the majority of which have already been completed.

The parties also reached an agreement to settle DOJ's claims related to alleged non-compliance with RMP. The agreement is memorialized in a separate consent decree that was filed with and approved by the Court on May 21, 2013 and July 2, 2013,

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

respectively, and provided for a civil penalty of \$0.3 million. On July 29, 2013, CRRM paid the civil penalty related to the RMP claims. In 2015, CRRM continued to implement the recommendations of several audits required by the RMP Consent Decree, which were related to compliance with RMP requirements.

CRRM sought insurance coverage for the crude oil release and for the ultimate costs for remediation and third-party property damage claims. On July 10, 2008, CVR filed a lawsuit in the United States District Court for the District of Kansas (the "Court") against certain of CVR's environmental insurance carriers requesting insurance coverage indemnification for the June/July 2007 flood and crude oil discharge losses. Each insurer reserved its rights under various policy exclusions and limitations and cited potential coverage defenses. The Court issued summary judgment opinions that eliminated the majority of the insurance defendants' reservations and defenses. CRRM has received \$25 million of insurance proceeds under its primary environmental liability insurance policy, which constitutes full payment of the primary pollution liability policy limit. During the second quarter of 2015, CRRM entered into a settlement agreement and release with the insurance carriers involved in the lawsuit, pursuant to which (i) CRRM received settlement proceeds of approximately \$31 million, (ii) the parties mutually released each other from all claims relating to the flood and crude oil discharge and (iii) all pending appeals have been dismissed. Of the settlement proceeds received, \$27 million were recorded as a flood insurance recovery located in other income within the consolidated statements of operations for the year ended December 31, 2015. The remaining \$4 million of settlement proceeds reduced \$4 million of receivable related to this matter, which was included in other assets on the consolidated balance sheets as of December 31, 2014.

Environmental, Health and Safety Matters

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

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

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

On August 1, 2016, CRCT received a Notice of Probable Violation, Proposed Civil Penalty and Proposed Compliance Order (the "NOPV") from the U.S. Department of Transportation's Pipeline and Hazardous Materials Safety Administration (the "PHMSA"). The NOPV alleges violations of the Pipeline Safety Regulations, Title 49, Code of Federal Regulations. The alleged violations include alleged failures (during various time periods) to (i) conduct quarterly notification drills, (ii) maintain certain required records, (iii) utilize certain required safety equipment (including line markers), (iv) take certain pipeline integrity management activities, (v) conduct certain cathodic protection testing, and (vi) make certain atmospheric corrosion

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

inspections. The preliminary assessed civil penalty is approximately \$0.5 million and the NOPV contained a compliance order outlining remedial compliance steps to be undertaken by CRCT. CRCT paid approximately \$160,000 of the preliminary assessed civil penalty, is contesting and requesting mitigation of the remainder, and is also requesting reconsideration of the proposed compliance order. Although our Energy segment cannot predict with certainty the ultimate resolution of the claims asserted, it does not believe that the claims in the NOPV will have a material adverse effect on its operations.

CRRM and CRT have agreed to perform corrective actions at the Coffeyville, Kansas refinery and the now-closed Phillipsburg, Kansas terminal facility, pursuant to Administrative Orders on Consent issued under RCRA to address historical contamination by the prior owners (RCRA Docket No. VII-94-H-20 and Docket No. VII-95-H-11, respectively). WRC and the Oklahoma Department of Environmental Quality ("ODEQ") have entered into a Consent Order (Case No. 15-056) to resolve certain legacy environmental issues related to historical groundwater contamination and the operation of a wastewater conveyance. As of December 31, 2016 and 2015, our Energy segment had environmental accruals of \$5 million and \$4 million, respectively, which were reflected in the consolidated balance sheets for probable and estimated costs for remediation of environmental contamination under the RCRA Administrative Orders and the ODEQ Consent Order. Accruals were determined based on an estimate of payment costs through 2026, for which the scope of remediation was arranged with the EPA and ODEQ, and were discounted at the appropriate risk free rates at December 31, 2016 and 2015. The accruals include estimated closure and post-closure costs of less than \$1 million for the two landfills at both December 31, 2016 and 2015.

CVR's management periodically reviews and, as appropriate, revises its environmental accruals. Based on current information and regulatory requirements, CVR's management believes that the accruals established for environmental expenditures are adequate.

In 2007, the EPA promulgated the Mobile Source Air Toxic II ("MSAT II") rule that requires the reduction of benzene in gasoline by 2011. The MSAT II projects for CRRM and WRC were completed within the compliance deadline of November 1, 2014. The projects were completed at a total cost, excluding capitalized interest, of \$48 million for CRRM and \$89 million for WRC.

In April 2014, the EPA promulgated the Tier 3 Motor Vehicle Emission and Fuel Standards, which will require that gasoline contain no more than ten parts per million of sulfur on an annual average basis. Refineries must be in compliance with the more stringent emission standards by January 1, 2017; however, compliance with the rule is extended until January 1, 2020 for approved small volume refineries and small refiners. In March 2015, the EPA approved the Wynnewood refinery's application requesting "small volume refinery" status. In June 2016, because it exceeded the EPA's specified throughput limit for a "small volume refinery," the Wynnewood refinery became disqualified as a "small volume refinery." Therefore, the Wynnewood refinery's compliance deadline was accelerated to December 21, 2018. It is not anticipated that the refineries will require additional controls or capital expenditures to meet the anticipated new standard.

CVR Refining is subject to the Renewable Fuel Standard ("RFS") which requires refiners to either blend "renewable fuels" with their transportation fuels or purchase renewable fuel credits, known as RINs in lieu of blending. Due to mandates in the RFS requiring increasing volumes of renewable fuels to replace petroleum products in the U.S. transportation fuel market, there may be a decrease in demand for petroleum products. Beginning in 2011, the Coffeyville refinery was required to blend renewable fuels into its transportation fuel or purchase RINs in lieu of blending. In 2013, the Wynnewood refinery was subject to the RFS for the first time. CVR Refining is not able to blend the substantial majority of its transportation fuels and has to purchase RINs on the open market, as well as waiver credits for cellulosic biofuels from the EPA, in order to comply with the RFS.

The cost of RINs has been extremely volatile as the EPA's proposed renewable fuel volume mandates approached the "blend wall." The blend wall refers to the point at which the amount of ethanol blended into the transportation fuel supply exceeds the demand for transportation fuel containing such levels of ethanol. The blend wall is generally considered to be reached when more than 10% ethanol by volume ("E10 gasoline") is blended into transportation fuel.

On December 14, 2015, the EPA published in the Federal Register a final rule establishing the renewable fuel volume mandates for 2014, 2015 and 2016, and the biomass-based diesel mandate for 2017. On December 12, 2016, the EPA published in the Federal Register a final rule establishing the renewable fuel volume mandates for 2017, and the biomass-based diesel mandate for 2018. The volumes included in the EPA's final rule increase each year, but are lower, with the exception of the volumes for biomass-based diesel, than the volumes required by the Clean Air Act. The EPA used its waiver authorities to lower the volumes, but its decision to do so for the 2014-2016 compliance years has been challenged in the U.S. Court of Appeals for the District of Columbia Circuit. In addition, the EPA has articulated a policy to incentivize additional investments in renewable fuel blending and distribution infrastructure by increasing the price of RINs.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

The cost of RINs was \$206 million, \$124 million and \$127 million for years ended December 31, 2016, 2015 and 2014, respectively. As of December 31, 2016 and 2015, the petroleum business' biofuel blending obligation was \$186 million and \$10 million, respectively, which is included in accrued expenses and other liabilities on the consolidated balance sheets. The price of RINs has been extremely volatile and has increased over the last year. The future cost of RINs 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 the refineries and downstream terminals, all of which can vary significantly from period to period.

In March 2004, CRRM and CRT entered into a Consent Decree (the "2004 Consent Decree") with the EPA and the Kansas Department of Health and Environment (the "KDHE") to resolve air compliance concerns raised by the EPA and KDHE related to Farmland Industries Inc.'s prior ownership and operation of the Coffeyville crude oil refinery and the now-closed Phillipsburg terminal facilities. Under the 2004 Consent Decree, CRRM agreed to reduce emissions of sulfur dioxide, nitrogen oxides and particulate matter from its fluid catalytic cracking unit ("FCCU") by January 1, 2011. In addition, pursuant to the 2004 Consent Decree, CRRM and CRT assumed clean-up obligations at the Coffeyville refinery and the now-closed Phillipsburg terminal facilities.

In March 2012, CRRM entered into a second consent decree (the "Second Consent Decree") with the EPA and KDHE, which replaced the 2004 Consent Decree (other than certain financial assurance provisions associated with corrective action at the refinery and terminal under RCRA). The Second Consent Decree was entered by the U.S. District Court for the District of Kansas on April 19, 2012. The Second Consent Decree gave CRRM more time to install the FCCU controls from the 2004 Consent Decree and expands the scope of the settlement so that it is now considered a "global settlement" under the EPA's "National Petroleum Refining Initiative." Under the National Petroleum Refining Initiative, the EPA alleged industry-wide non-compliance with four "marquee" issues under the Clean Air Act: New Source Review, Flaring, Leak Detection and Repair, and Benzene Waste Operations NESHAP. The National Petroleum Refining Initiative has resulted in most U.S. refineries (representing more than 95% of the U.S. refining capacity) entering into consent decrees requiring the payment of civil penalties and the installation of air pollution control equipment and enhanced operating procedures. Under the Second Consent Decree, CRRM was required to pay a civil penalty of approximately \$0.7 million and complete the installation of FCCU controls required under the 2004 Consent Decree, add controls to certain heaters and boilers and enhance certain work practices relating to wastewater and fugitive emissions. In March 2016, the United States District Court for the District of Kansas approved a modification to the Second Consent Decree memorializing an agreement with the EPA and KDHE to modify provisions in the Second Consent Decree relating to the installation of controls to reduce air emissions of sulfur dioxide from the refinery's FCCU. Pursuant to the terms of the modification, CRRM is permitted to use alternative means of control to those currently specified in the Second Consent Decree provided it can meet the limits specified in the modification. As the modification does not require the controls specified in the Second Consent Decree, compliance costs have been reduced by approximately \$35.0 million. The additional incremental capital expenditures associated with the Second Consent Decree are expected to be approximately \$6.0 million.

In January 2014, the EPA issued an inspection report to the Wynnewood refinery related to a RCRA compliance evaluation inspection conducted in March 2013. In February 2014, ODEQ notified WRC that it concurred with the EPA's inspection findings and would be pursuing enforcement. WRC and ODEQ entered into a Consent Order in June 2015 resolving all alleged non-compliance associated with the RCRA compliance evaluation inspection, as well as issues related to possible soil and groundwater contamination associated with the prior owner's operation of the refinery. The Consent Order requires WRC to take certain corrective actions, including specified groundwater remediation and monitoring measures pursuant to a work plan and replacement of a wastewater conveyance to be approved by ODEQ. ODEQ approved the work plan submitted by WRC on February 1, 2016 and the replacement of a wastewater conveyance on August 15, 2016. WRC is in the process of implementing the specified groundwater remediation and monitoring measures. The costs of complying with the Consent Order are estimated to be approximately \$4 million.

Environmental expenditures are capitalized when such expenditures are expected to result in future economic benefits. Capital expenditures incurred for environmental compliance and efficiency of the operations were \$17 million, \$36 million and \$101 million for the years ended December 31, 2016, 2015 and 2014, respectively, and were incurred to improve the environmental compliance and efficiency of the operations.

CRRM, CRNF, CRCT, WRC, EDNF and CRT each believe it is in substantial compliance with existing EHS rules and regulations. There can be no assurance that the EHS matters described above or other EHS matters which may develop in the future will not have a material adverse effect on CVR's business, financial condition, or results of operations.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

On September 28, 2012, the Wynnewood refinery experienced an explosion in a boiler unit during startup after a short outage as part of the turnaround process. Two employees were fatally injured. Damage at the refinery was limited to the boiler. Additionally, there has been no evidence of environmental impact. The refinery was in the final stages of shutdown for turnaround maintenance at the time of the incident. WRC completed an internal investigation of the incident and cooperated with OSHA in its investigation. OSHA also conducted a general inspection of the facility during the boiler incident investigation. In March 2013, OSHA completed its investigation and communicated its citations to WRC. OSHA also placed WRC in its Severe Violators Enforcement Program ("SVEP"). WRC is vigorously contesting the citations and OSHA's placement of WRC in the SVEP. Any penalties associated with OSHA's citations are not expected to have a material adverse effect on the consolidated financial statements.

On September 19, 2016, Coffeyville Resources Pipeline, LLC ("CRPLLC"), an indirect wholly-owned subsidiary of CVR Refining, entered into an agreement with Velocity Central Oklahoma Pipeline LLC ("Velocity") related to their joint ownership of Velocity Pipeline Partners, LLC ("VPP"), which will construct, own and operate a crude oil pipeline. CRPLLC holds a 40% interest in VPP. Velocity holds a 60% interest in VPP and serves as the day-to-day operator of VPP. As of December 31, 2016, CRPLLC has contributed approximately \$6 million to VPP, which is recorded in other assets on the consolidated balance sheet, and expects to contribute a total of approximately \$9 million during the pipeline construction.

Railcar

On October 24, 2014, ARI filed a complaint in United States District Court for the Southern District of New York against GyanSys, Inc. ("GyanSys"). The complaint asserts a claim against GyanSys for breaching its contract with ARI to implement an enterprise resource planning system. ARI's complaint alleges that it has suffered damages in excess of \$25 million as a result of GyanSys' breach. GyanSys filed a response to the suit denying its responsibility. It also alleged a counterclaim against ARI for breach of contract and wrongful termination, seeking equitable relief and damages, which GyanSys alleges to be more than \$10 million. At this time, ARI does not have sufficient information to reasonably form an estimate of the potential outcome (gain or loss) of this litigation and as a result, no such accrual has been made. On September 9, 2015, the court denied ARI's motion to dismiss the wrongful termination counterclaim. A trial date has been tentatively scheduled for June 12, 2017. However, ARI believes that GyanSys' counterclaims lack merit and will continue to vigorously defend against these counterclaims.

FRA Directive

As previously disclosed, on September 30, 2016 the Federal Railroad Administration ("FRA") issued Railworthiness Directive ("RWD") No. 2016-01 (the "Original Directive"). The Original Directive addressed, among other things, certain welding practices in one weld area in specified DOT 111 tank railcars manufactured between 2009 and 2015 by ARI and ACF. Our Railcar segment met and corresponded with the FRA following the issuance of the Original Directive to express its concerns with the Original Directive and its impact on our Railcar segment, as well as the industry as a whole.

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

The Original Directive indicated that approximately 14,800 general purpose tank railcars could be affected. The Revised Directive requires owners to identify their subject tank cars and then from that population identify the 15% of subject tank cars currently in hazardous materials service with the highest mileage in each tank car owner's fleet. Visual inspection of each of the subject tank railcars is required by the car operator prior to putting any railcar into service. Owners must ensure appropriate inspection, testing and repairs, if needed, within 12 months of the Issuance Date for the 15% of their subject tank railcars identified to be in hazardous materials service with the highest mileage. The FRA will monitor and analyze the results of the 15% sample and has reserved the right to impose additional test and inspection requirements for the remaining fleet of tank cars subject to the Revised Directive.

Our Railcar segment has evaluated its potential exposure related to the Revised Directive and has established a loss contingency of \$16 million to cover its probable and estimable liabilities, as of December 31, 2016, with respect to our Railcar segment's response to the Revised Directive, taking into account currently available information and our Railcar segment's contractual obligations in its capacity as both a manufacturer and lessor of railcars subject to the Revised Directive. This amount is included in accrued expenses and other liabilities on the consolidated balance sheet and will continue to be evaluated as our Railcar segment's and its customers' compliance with the Revised Directive progresses and our Railcar segment's understanding of the impact the Revised Directive may have on its business, including results of operations and cash flows, evolves. Actual results could differ from this estimate.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

It is reasonably possible that a loss exists in excess of the amount accrued our Railcar segment. However, the amount of potential costs and expenses expected to be incurred for compliance with the Revised Directive in excess of the loss contingency of \$16 million cannot be reasonably estimated at this time.

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

Gaming

Tropicana Evansville Land Lease

Tropicana leases from the City of Evansville, Indiana approximately ten acres of the approximately 20 acres on which Tropicana Evansville is situated. In January 2016 Tropicana and the City of Evansville entered into a sixth amendment to the lease agreement (the "Sixth Amendment"), which was approved by the Indiana Gaming Commission in February 2016, along with Tropicana's application to move its casino operation from its current dockside gaming vessel to a future-developed landside gaming facility. Under the Sixth Amendment, in exchange for Tropicana's commitment to expend at least \$50 million to develop a landside gaming facility (the "Tropicana Development Project") along with a pre-payment of lease rent in the amount of \$25 million (the "Rental Pre-Payments"), the City of Evansville granted Tropicana a \$20 million redevelopment credit (the "Redevelopment Credit"). In December 2015, Tropicana paid the first \$12.5 million Rental Pre-Payment, and the second \$12.5 million Rental Pre-Payment is due upon the opening of the Tropicana Development Project. Both the Rental Pre-Payments and the Redevelopment Credit will be applied against future rent in equal monthly amounts over a period of one hundred and 120 months commencing upon the opening of the Tropicana Development Project. Under the terms of the lease, as amended by the Sixth Amendment, Tropicana may extend the lease term through November 30, 2055 by exercising renewal options. The current term commenced December 1, 2015 and expires November 30, 2027 under the terms of the Sixth Amendment. Thereafter, Tropicana may extend the lease for a three (3) year term through November 30, 2030, followed by five (5) five-year renewal options through November 30, 2055. Under the terms of the Sixth Amendment, in the event Tropicana decides not to exercise its renewal option(s) and continues to conduct gaming operations in the City of Evansville, the lease may not be terminated and will continue through November 30, 2055, unless Tropicana and the City of Evansville enter into a replacement agreement that includes payments to the City of Evansville in the amount equal to rent payments under the lease. Under the terms of the lease, as amended by the Sixth Amendment, Tropicana is required to pay a percentage of the adjusted gross receipts ("AGR") for the year in rent with a minimum annual rent of no less than \$2 million. The percentage rent shall be equal to 2% of the AGR up to \$25 million, plus 4% of the AGR in excess of \$25 million up to \$50 million, plus 6% of the AGR in excess of \$50 million up to \$75 million, plus 8% of the AGR in excess of \$75 million up to \$100 million and plus 10% of the AGR in excess of \$100 million. In accordance with a prior lease amendment in March 2010, during 2010 Tropicana paid a total of \$14 million for the prepayment of rent to the City of Evansville for the period between January 2011 and December 2015.

Pursuant to the terms of the Sixth Amendment, Tropicana has commenced construction of the new landside gaming facility, which will encompass 75,000 square feet of enclosed space (including approximately 45,000 square feet of casino floor, additional food and beverage outlets and back of house space). In addition, pursuant to the Sixth Amendment, Tropicana intends to remove its riverboat casino from its current location, so that the Evansville LST 325 Maritime vessel, a historic warship, can be docked in its place. In addition, Tropicana anticipates making available to the City of Evansville and other

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

parties, space within the existing pavilion building for a ticket counter, museum and/or gift shop to support the Evansville LST 325 Maritime vessel.

Metals

Environmental Matters

Certain of PSC Metals' facilities are environmentally impaired in part as a result of operating practices at the sites prior to their acquisition by PSC Metals and as a result of PSC Metals' operations. PSC Metals has established procedures to periodically evaluate these sites, giving consideration to the nature and extent of the contamination. PSC Metals has provided for the remediation of these sites based upon management's judgment and prior experience. PSC Metals has recorded a liability of \$28 million and \$29 million at December 31, 2016 and 2015, respectively, to remediate these sites. PSC Metals believes, based on past experience, that the vast majority of these environmental liabilities and costs will be assessed and paid over an extended period of time. PSC Metals believes that it will be able to fund such costs in the ordinary course of business.

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

PSC Metals has been designated as a PRP under U.S. federal and state superfund laws with respect to certain sites with which PSC Metals may have had a direct or indirect involvement. It is alleged that PSC Metals and its subsidiaries or their predecessors transported waste to the sites, disposed of waste at the sites or operated the sites in question. In addition, one of PSC Metals' Knoxville locations was the subject of investigations by the State of Tennessee under the federal Superfund law. These investigations were performed by the State of Tennessee pursuant to a contract with the EPA. PSC Metals is exploring a potential settlement of the matter. Currently, PSC Metals cannot assess the impact of any cost or liability associated with these investigations. With respect to all other matters in which PSC Metals has been designated as a PRP under U.S. federal and state superfund laws, PSC Metals has reviewed the nature and extent of the allegations, the number, connection and financial ability of other named and unnamed PRPs and the nature and estimated cost of the likely remedy. Based on reviewing the nature and extent of the allegations, PSC Metals has estimated its liability to remediate these sites to be immaterial at each of December 31, 2016 and 2015. If it is determined that PSC Metals has liability to remediate those sites and that more expensive remediation approaches are required in the future, PSC Metals could incur additional obligations, which could be material.

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

Other Matters

Mr. Icahn, through certain affiliates, owns 100% of Icahn Enterprises GP and approximately 89.8% of Icahn Enterprises' outstanding depositary units as of December 31, 2016. Applicable pension and tax laws make each member of a "controlled group" of entities, generally defined as entities in which there is at least an 80% common ownership interest, jointly and severally liable for certain pension plan obligations of any member of the controlled group. These pension obligations include ongoing contributions to fund the plan, as well as liability for any unfunded liabilities that may exist at the time the plan is terminated. In addition, the failure to pay these pension obligations when due may result in the creation of liens in favor of the pension plan or the Pension Benefit Guaranty Corporation ("PBGC") against the assets of each member of the controlled group.

As a result of the more than 80% ownership interest in us by Mr. Icahn's affiliates, we and our subsidiaries are subject to the pension liabilities of entities in which Mr. Icahn has a direct or indirect ownership interest of at least 80%. As a result of our

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

ownership of more than 80% in our subsidiaries, we and our subsidiaries are subject to the pension liabilities of all entities in which Mr. Icahn has a direct or indirect ownership interest of at least 80%. ACF and Federal-Mogul, are the sponsors of several pension plans. All the minimum funding requirements of the Internal Revenue Code, as amended, and the Employee Retirement Income Security Act of 1974, as amended by the Pension Protection Act of 2006, for these plans have been met as of December 31, 2016 and 2015. If the plans were voluntarily terminated, they would be underfunded by approximately \$613 million and \$589 million as of December 31, 2016 and 2015, respectively. These results are based on the most recent information provided by the plans' actuaries. These liabilities could increase or decrease, depending on a number of factors, including future changes in benefits, investment returns, and the assumptions used to calculate the liability. As members of the controlled group, we would be liable for any failure of ACF and Federal-Mogul to make ongoing pension contributions or to pay the unfunded liabilities upon a termination of the pension plans of ACF and Federal-Mogul. In addition, other entities now or in the future within the controlled group in which we are included may have pension plan obligations that are, or may become, underfunded and we would be liable for any failure of such entities to make ongoing pension contributions or to pay the unfunded liabilities upon termination of such plans.

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

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

In June and July of 2014, the U.S. Attorney's office for the Southern District of New York and the SEC contacted Icahn Enterprises and Mr. Carl Icahn seeking the production of various documents pertaining to our and Mr. Icahn's trading activities in various securities. We and Mr. Icahn have cooperated with the requests and provided documents in response to the subpoenas in October 2014. Neither the U.S. Attorney's office for the Southern District of New York nor the SEC has made any claims or allegations against us or Mr. Icahn and we have not heard back from either office. We maintain a strong compliance program and, while no assurances can be made, at this time we do not believe this inquiry or any proceedings will have a material impact on our business, financial condition, results of operations or cash flows.

Consolidated Leases

Consolidated future minimum lease payments under operating leases with initial terms of one or more years consist of the following at December 31, 2016 :

Year	Amount
	(in millions)
2017	\$ 245
2018	225
2019	183
2020	155
2021	130
Thereafter	356
	<u>\$ 1,294</u>

In connection with the ARL Initial Sale, which is expected to close in the second quarter of 2017, the table above excludes future minimum lease payments under operating leases with initial terms of one or more years aggregating \$17 million relating to ARL as of December 31, 2016 .

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Rent expense under operating leases for the years ended December 31, 2016, 2015 and 2014 was \$237 million, \$145 million and \$112 million, respectively.

18. Subsequent Events .

Icahn Enterprises

Distribution

On February 27, 2017, the Board of Directors of the general partner of Icahn Enterprises declared a quarterly distribution in the amount of \$1.50 per depositary unit, which will be paid on or about April 18, 2017 to depositary unitholders of record at the close of business on March 13, 2017. Depositary unitholders will have until April 5, 2017 to make an election to receive either cash or additional depositary units; if a holder does not make an election, it will automatically be deemed to have elected to receive the dividend in cash. Depositary unitholders who elect to receive additional depositary units will receive units valued at the volume weighted average trading price of the units on NASDAQ during the 5 consecutive trading days ending April 12, 2017. No fractional depositary units will be issued pursuant to the distribution payment. Icahn Enterprises will make a cash payment in lieu of issuing fractional depositary units to any holders electing to receive depositary units. Any holders that would only be eligible to receive a fraction of a depositary unit based on the above calculation will receive a cash payment.

Refinancing of 3.50% Senior Unsecured Notes Due 2017

On January 18, 2017, we and a wholly owned subsidiary of ours, Icahn Enterprises Finance (collectively, the "Issuers"), issued \$695 million in aggregate principal amount of 6.250% senior notes due 2022 and \$500 million in aggregate principal amount of 6.750% senior notes due 2024 (collectively, the "New Notes"). The net proceeds from the sale of the New Notes were approximately \$1.192 billion, after deducting the initial purchaser's discount and commission and estimated fees and expenses related to the offering. These proceeds were used to repay our existing 2017 Notes, including accrued interest, resulting in a de minimis loss on extinguishment during the first quarter of 2017. Interest on the New Notes are payable on February 1 and August 1 of each year, commencing August 1, 2017. The Issuers issued the New Notes under an indenture dated January 18, 2017, among the Issuers, Icahn Enterprises Holdings (the "Guarantor"), and Wilmington Trust Company, as trustee. The indenture contains customary events of defaults and covenants relating to, among other things, the incurrence of debt, affiliate transactions, liens and restricted payments. Prior to maturity of the New Notes, the Issuers may redeem some or all of the notes at certain times by paying a premium as specified in the indenture, plus accrued and unpaid interest.

The New 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. All 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. All 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.

In connection with the sale of the New Notes, the Issuers and the Guarantor entered into a certain registration rights agreement dated January 18, 2017 in which the Issuers and the Guarantor have agreed to file a registration statement with the SEC within 120 days of the date of the registration rights agreement and to make an offer to exchange the unregistered New Notes for registered, publicly tradable notes that have substantially identical terms as the New Notes.

Icahn Enterprises Rights Offering

Subsequent to December 31, 2016, Icahn Enterprises commenced a rights offering entitling holders of the rights to acquire newly issued depositary units of Icahn Enterprises. The purposes of the rights offering are to (i) to enhance Icahn Enterprises' depositary unit holder equity; (ii) to endeavor to improve Icahn Enterprises' credit ratings; and (iii) to raise equity capital to be used for general partnership purposes. The rights offering, which expired on February 22, 2017, was fully subscribed with total basic subscription rights and over-subscription rights being exercised resulting in a total of 11,171,104 depositary units to be issued on or about March 1, 2017 and for aggregate proceeds of \$600 million. Affiliates of Mr. Icahn fully exercised all of the basic subscription rights and over-subscription rights allocated to them in the rights offering aggregating 10,525,105 additional depositary units. Mr. Icahn and his affiliates owned approximately 90.1% of Icahn Enterprises' outstanding depositary units as of March 1, 2017.

Investment

On February 1, 2017, an affiliate of Mr. Icahn invested \$600 million in the Investment Funds.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

On March 1, 2017, we invested \$500 million in the Investment Funds.

Automotive

Federal-Mogul Tender Offer

As discussed in Note 3 , " Operating Units - Automotive," we commenced the Federal-Mogul Tender Offer which expired on January 18, 2017. As of the expiration, the tendered shares of Federal-Mogul's common stock not already owned by us together with the shares of Federal-Mogul's common stock already owned by us represented approximately 92.4% of the outstanding shares of Federal-Mogul's common stock. Icahn Enterprises accepted for payment all validly tendered shares of Federal-Mogul's common stock that were not properly withdrawn and paid for such shares promptly in accordance with the terms of the Federal-Mogul Tender Offer.

The completion of the Federal-Mogul Tender Offer was the first step in Icahn Enterprises' two-step acquisition of Federal-Mogul pursuant to our agreement and plan of merger with Federal-Mogul. All conditions set forth in the agreement and plan of merger with Federal-Mogul were satisfied and, on January 23, 2017, Icahn Enterprises completed the second and final step of the acquisition, a short-form merger under Delaware law. In the short-form merger, a wholly owned subsidiary of ours merged with and into Federal-Mogul and each share of Federal-Mogul common stock not tendered in the Federal-Mogul Tender Offer, other than those as to which holders exercise appraisal rights under Delaware law and those already held by us, were canceled and automatically converted into the right to receive \$10.00 per share in cash, without interest and less any applicable tax withholding. This is the same price per share paid in the Federal-Mogul Tender Offer. Following the merger, Federal Mogul's common stock ceased to be traded on the NASDAQ Global Select Market. The Federal-Mogul Tender Offer and subsequent short form merger resulted in an aggregate purchase price of \$305 million.

As further discussed in 14 , " Income Taxes ," we have disclosed the details of our Automotive segment's deferred tax assets, including the amount of its tax loss carryforwards and tax credits and the valuation allowance related to these deferred tax assets. In assessing the recoverability of deferred tax assets, we consider whether some portion or all of the deferred tax assets will not be realized based on the recognition threshold and measurement of a tax position in accordance with FASB ASC Topic 740, *Income Taxes* . The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. We consider the scheduled reversal of deferred tax liabilities, projected future taxable income and tax planning strategies in making this assessment. In accordance with FASB ASC Topic 740, based upon the level of historic taxable losses and limitations in utilizing the losses generated, we have maintained a deferred tax valuation allowance against a significant portion of our Automotive segment's U.S. tax loss carryforwards and credits. Pursuant to the completion of the Federal-Mogul Tender Offer and short-form merger on January 23, 2017, Federal-Mogul is now wholly owned by us, which may impact the estimated realization of our Automotive segment's deferred tax assets. If future consolidated corporate taxable income increases as expected, which may include the income related to the ARL Initial Sale, we will likely realize the benefits of a significant portion of our Automotive segment's U.S. deferred tax assets. The ARL Initial Sale is expected to close in the second quarter of 2017.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

19 . Quarterly Financial Data (Unaudited) .

Quarterly financial data for Icahn Enterprises is presented below:

	For the Three Months Ended ⁽¹⁾							
	March 31,		June 30,		September 30,		December 31,	
	2016	2015	2016	2015	2016	2015	2016	2015
	(in millions, except per unit data)							
Net sales	\$ 3,548	\$ 3,565	\$ 4,094	\$ 3,979	\$ 3,904	\$ 3,720	\$ 3,965	\$ 3,340
Gross margin on net sales	425	440	646	655	526	496	502	272
Total revenues	3,127	4,511	4,350	4,984	4,899	3,212	3,972	2,565
Net income (loss)	(1,609)	422	(285)	541	238	(940)	(564)	(2,150)
Net (income) loss attributable to non-controlling interests	772	(261)	216	(329)	(254)	500	358	1,023
Net income (loss) attributable to Icahn Enterprises	(837)	161	(69)	212	(16)	(440)	(206)	(1,127)
Basic income (loss) per LP unit ⁽²⁾	\$ (6.21)	\$ 1.28	\$ (0.50)	\$ 1.68	\$ (0.12)	\$ (3.40)	\$ (1.42)	\$ (8.56)
Diluted income (loss) per LP unit ⁽²⁾	\$ (6.21)	\$ 1.27	\$ (0.50)	\$ 1.68	\$ (0.12)	\$ (3.40)	\$ (1.42)	\$ (8.56)

⁽¹⁾ The comparability of our quarterly financial data is impacted by the acquisitions of certain businesses during both of the years December 31, 2016 and 2015 as discussed in Note 1, "Description of Business and Basis of Presentation."

⁽²⁾ Basic and diluted income (loss) per LP unit is computed separately for each quarter and therefore, the sum of such quarterly per LP unit amounts may differ from the total for the year.

Item 9. Changes In and Disagreements With Accountants on Accounting and Financial Disclosure.

None.

Item 9A. Controls and Procedures.**Evaluation of Disclosure Controls and Procedures**

As of December 31, 2016, 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 Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by us in such reports is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting and for an assessment of the effectiveness of internal control over financial reporting; as such items are defined in Rule 13a-15f under the Exchange Act.

Our internal control over financial reporting is designed to provide reasonable assurance that our financial reporting and preparation of financial statements is reliable and in accordance with generally accepted accounting principles. Our policies and procedures are designed to provide reasonable assurance that transactions are recorded and records maintained in reasonable detail as necessary to accurately and fairly reflect transactions and that all transactions are properly authorized by management in order to prevent or timely detect unauthorized transactions or misappropriation of assets that could have a material effect on our financial statements.

Management is required to base its assessment on the effectiveness of our internal control over financial reporting on a suitable, recognized control framework. Management has utilized the criteria established in the 2013 *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") to evaluate the effectiveness of internal control over financial reporting.

Our management has performed an assessment according to the guidelines established by COSO. Based on the assessment, management has concluded that our system of internal control over financial reporting, as of December 31, 2016, is effective.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our assessment of the effectiveness of our internal control over financial reporting as of December 31, 2016 did not include Pep Boys, which was acquired on February 3, 2016. Pep Boy's revenues and total assets comprised 11% and 6% of our consolidated revenues and total assets for the year ended December 31, 2016, respectively. Pep Boys will be included in our assessment of the effectiveness of internal controls over financial reporting for the year ending December 31, 2017.

Grant Thornton LLP, our independent registered public accounting firm, has audited and issued their reports on Icahn Enterprises' internal control over financial reporting, which appears below.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the fourth quarter of 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Partners of
Icahn Enterprises L.P.

We have audited the internal control over financial reporting of Icahn Enterprises L.P. (a Delaware limited partnership) and subsidiaries (the “Partnership”) as of December 31, 2016, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). The Partnership’s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management’s Report on Internal Control over Financial Reporting (“Management’s Report”). Our responsibility is to express an opinion on the Partnership’s internal control over financial reporting based on our audit. Our audit of, and opinion on, the Partnership’s internal control over financial reporting does not include the internal control over financial reporting of The Pep Boys Manny, Moe and Jack, a wholly-owned subsidiary, whose financial statements reflect total assets and revenues constituting 6 and 11 percent, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2016. As indicated in Management’s Report, The Pep Boys Manny, Moe and Jack was acquired during 2016. Management’s assertion on the effectiveness of the Partnership’s internal control over financial reporting excluded internal control over financial reporting of The Pep Boys Manny, Moe and Jack.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company’s internal control over financial reporting is a process designed 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. A company’s internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Partnership maintained, in all material respects, effective internal control over financial reporting as of December 31, 2016, based on criteria established in the 2013 *Internal Control-Integrated Framework* issued by COSO.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements of the Partnership as of and for the year ended December 31, 2016, and our report dated March 1, 2017 expressed an unqualified opinion on those financial statements.

/s/GRANT THORNTON LLP

New York, New York
March 1, 2017

Item 9B. Other Information.

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance.

The names, offices held and ages of the directors and executive officers of Icahn Enterprises G.P., Inc. ("Icahn Enterprises GP") as of March 1, 2017 are as follows:

Name	Age	Position
Carl C. Icahn	81	Chairman of the Board
Keith Cozza	38	President, Chief Executive Officer and Director
SungHwan Cho	42	Chief Financial Officer and Director
Peter Reck	50	Chief Accounting Officer
William A. Leidesdorf	71	Director
James L. Nelson	67	Director
Jack G. Wasserman	80	Director

Our directors are selected by Carl C. Icahn, as the controlling stockholder of Icahn Enterprises GP, and are not elected by our limited partners. Individuals who possess characteristics that include integrity, business experience, financial acumen and leadership abilities are qualified to serve on our board of directors. Listed below are our directors and executive officers with their biographies. In addition, we have summarized for each director why such director has been chosen to serve on our board of directors.

Carl C. Icahn has served as chairman of the board and a director of Starfire Holding Corporation, a privately-held holding company, and chairman of the board and a director of various subsidiaries of Starfire, since 1984. Since August 2007, through his position as Chief Executive Officer of Icahn Capital LP, a wholly owned subsidiary of Icahn Enterprises L.P. ("Icahn Enterprises") and Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings") and certain related entities, Mr. Icahn's principal occupation is managing the private investment funds comprising our Investment segment. Since November 1990, Mr. Icahn has been chairman of the board of Icahn Enterprises GP, the general partner of Icahn Enterprises and Icahn Enterprises Holdings. Mr. Icahn has been: chairman of the board of CVR Refining GP, LLC, the general partner of CVR Refining, LP, since January 2013; chairman of the board of CVR Energy, Inc., since June 2012; chairman of the board of Tropicana Entertainment Inc. since March 2010; President and a member of the executive committee of XO Holdings, a competitive provider of telecom services since September 2011, and chairman of the board and a director of its predecessors since January 2003; Mr. Icahn was previously: a director of Federal-Mogul Holdings LLC (formerly known as Federal-Mogul Holdings Corporation), or Federal-Mogul, from December 2007 to May 2015, and the non-executive chairman of the board of Federal-Mogul from January 2008 to May 2015; a director of American Railcar Leasing LLC from June 2004 to July 2014; and chairman of the board and a director of American Railcar Industries, Inc. from 1994 to 2014; a director of WestPoint Home LLC, from October 2005 until December 2011; and a director of Cadus Corporation, a company engaged in the acquisition of real estate for renovation or construction and resale, from July 1993 to July 2010.

Mr. Icahn brings to his role as the chairman of the board his significant business experience in leadership roles as director in various companies as discussed above, including certain of our subsidiaries. In addition, Mr. Icahn is uniquely qualified based on his historical background for creating value in companies across multiple industries. Mr. Icahn has proven to be a successful investor over the past 40 years.

Mr. Icahn is currently serving as a special advisor to President Donald J. Trump on issues relating to regulatory reform.

Keith Cozza has served as President and Chief Executive Officer of Icahn Enterprises and Icahn Enterprises Holdings, and their general partner, Icahn Enterprises GP, since February 2014, and as a director since September 2012. Mr. Cozza served as Executive Vice President from February 2013 to February 2014. Mr. Cozza has served as Chief Operating Officer of Icahn Capital, a wholly owned subsidiary of Icahn Enterprises and Icahn Enterprises Holdings, since February 2013. Mr. Cozza has served as Chief Financial Officer of Icahn Associates Holding LLC, a company controlled by Carl C. Icahn, since 2006. From 2004 to 2006 Mr. Cozza served as Controller at Icahn Associates Holding LLC. Prior to that Mr. Cozza was a senior assurance associate at Grant Thornton LLP.

Mr. Cozza has been a director of: Federal-Mogul Holdings LLC (formerly known as Federal-Mogul Holdings Corporation), a supplier of automotive powertrain and safety components, since January 2017; The Pep Boys - Manny, Moe & Jack, an automotive parts installer and retailer, since February 2016; IEH Auto Parts LLC, since June 2015; Tropicana Entertainment Inc., since February 2014; PSC Metals Inc., since February 2014; Herbalife Ltd., a nutrition company, since April 2013 and XO Holdings, a competitive provider of telecom services, since August 2011. Mr. Cozza has also been a member of the Executive Committee of American Railcar Leasing LLC since June 2014. Mr. Cozza was previously a director of: FCX Oil & Gas Inc., a wholly-owned subsidiary of Freeport-McMoRan Inc., from October 2015 to April 2016; CVR Refining GP, LLC, the general partner of CVR Refining, LP,

from January 2013 to February 2014; and MGM Holdings Inc., an entertainment company focused on the production and distribution of film and television content, from April 2012 to August 2012. XO Holdings is indirectly controlled by Carl C. Icahn. Mr. Icahn also has or previously had non-controlling interests in Freeport-McMoRan, Herbalife and MGM Holdings through the ownership of securities.

Mr. Cozza brings to his service as a director his significant experience in leadership roles as director of various companies as discussed above. In particular, his experience as Chief Financial Officer of Icahn Associates Holding LLC enables him to understand the complex business and financial issues that we may face.

SungHwan Cho has served as Chief Financial Officer of Icahn Enterprises and Icahn Enterprises Holdings and their general partner, Icahn Enterprises GP, since March 2012 and as a director since September 2012. Prior to that time, he was Senior Vice President and previously Portfolio Company Associate at Icahn Enterprises and Icahn Enterprises Holdings from October 2006 to February 2012. From 2004 to 2006, Mr. Cho served as director of finance for Atari, Inc., a publisher of interactive entertainment products. From 1999 to 2002, Mr. Cho served as director of corporate development and director of product development at Talk America, a telecommunications provider to small business and residential customers. From 1996 to 1999, he was an investment banker at Salomon Smith Barney in New York and Tokyo.

Mr. Cho has been a director of: Trump Entertainment Resorts, Inc. since February 2016; The Pep Boys - Manny, Moe & Jack since February 2016; Ferrrous Resources Limited, since June 2015; IEH Auto Parts LLC, an automotive parts distributor, since June 2015; American Railcar Leasing LLC, since September 2013; CVR Refining GP, LLC, the general partner of CVR Refining, LP since January 2013; CVR Energy, Inc., since May 2012; CVR GP, LLC, the general partner of CVR Partners LP, since May 2012; Federal-Mogul Holdings LLC (formerly known as Federal-Mogul Holdings Corporation), since May 2012; XO Holdings, a competitive provider of telecom services, since August 2011; American Railcar Industries, Inc., since June 2011; Take-Two Interactive Software Inc., a publisher of interactive entertainment products, from April 2010 until November 2013; WestPoint Home LLC, since January 2008; PSC Metals Inc., since December 2006; and Viskase Companies, Inc., since November 2006. XO Holdings is indirectly controlled by Carl C. Icahn. Mr. Icahn also previously had a non-controlling interest in Take-Two Interactive Software through the ownership of securities.

Mr. Cho brings to his service as a director his significant experience in leadership roles as director of various companies as discussed above. In particular, his service as Chief Financial Officer of Icahn Enterprises and Icahn Enterprises Holdings enables him to understand the complex business and financial issues that we may face.

Peter Reck has served as Chief Accounting Officer of our general partner, Icahn Enterprises GP, since March 2012, and as its Secretary since April 2012. Mr. Reck was Controller of Icahn Enterprises and Icahn Enterprises Holdings from November 2005 to March 2012. Since March 2012, Mr. Reck has served as director of: The Pep Boys - Manny, Moe & Jack, since February 2016; and Viskase Companies, Inc. since March 2012. Previously, Mr. Reck served as Controller of Family Office and Treasurer of Philanthropies for Bromor Management, the Family Office of Charles Bronfman. Mr. Reck also served as Controller for the Bank of Uruguay and worked at KPMG LLP in their audit practice.

William A. Leidesdorf has served as a director of Icahn Enterprises GP since March 1991 and is a member of our audit committee. Mr. Leidesdorf has served as a director and member of the audit committee of Tropicana Entertainment Inc., since May 2014, and a director of IEH Auto Parts LLC, since June 2015. Mr. Leidesdorf previously served as: a director and member of the audit committee of American Entertainment Properties Corp., a subsidiary of Icahn Enterprises, from December 2003 to March 2013; a director of Renco Steel, during its bankruptcy, its subsidiary, WCI Steel, Inc., a steel producer which filed for Chapter 11 bankruptcy protection and Simpson Housing Limited Partnership, a privately held real estate investment trust; an owner and a managing director of Renaissance Housing, LLC, and a company primarily engaged in the acquisition of multifamily housing and, the owner and managing director of Renaissance Hamptons Mayfair, LLC, a company primarily engaged in acquiring multifamily residential properties from 2008 until April 2015; and a principal in Bedrock Investment Management Group, LLC, a company engaged in the acquisition of troubled residential subdivisions, from 2008 until December 2014.

Mr. Leidesdorf brings to his service as a director his significant business experience and leadership role as a director in various companies including certain of our subsidiaries. His experience has enabled him to understand the complex business and financial issues that companies may face. Mr. Leidesdorf has also had experience with large-scale real estate workouts and has been responsible for managing real estate portfolios for a number of institutions, including responsibility for audits and compliance with various federal and state regulatory authorities.

James L. Nelson has served as a director and member of the audit committee of the general partner of Icahn Enterprises L.P. since June 2001. Mr. Nelson has also served as a director of: New York REIT, Inc., a publicly traded real estate investment trust, since November 2015; and Herbalife Ltd., a nutrition company in which Mr. Icahn holds a non-controlling interest through the ownership of securities, since April 2014. Mr. Nelson has served as a director of IEH Auto Parts LLC, an automotive parts distributor, since June 2015. Mr. Nelson previously served as: a director and member of the compensation,

governance and strategic alternatives committees of Voltari Corporation, a commercial real estate company controlled by Mr. Icahn, from June 2011 through September 2015 (and, from January 2012 through September 2015, served as Chairman of its Board of Directors); a director of VII Peaks Co-Optivist Income BDC II, Inc., an externally managed, closed-end management investment company, from November 2013 through August 2014; a director of Ubiquity Broadcasting Corporation, a vertically integrated, technology-focused media company, from April 2014 to August 2014; a director and member of the audit committee of Tropicana Entertainment Inc. from March 2010 to May 2014; a director and member of the Governance and Nominating Committee of SITO Mobile, Ltd., a technology-based mobile solutions provider serving businesses, advertisers and brands, from May 2013 to April 2014; a director and member of the audit committee of Take Two Interactive Software, Inc., a publisher, developer, and distributor of video games and video game peripherals in which Mr. Icahn previously held an interest through the ownership of securities, from April 2010 through November 2013; a director and as chairman of the audit committee of the board of directors of Cequel Communications, an owner and operator of a large cable television system, from April 2008 to November 2012; and a director and chairman of the audit committee of Viskase Companies, Inc. from April 2003 through April 2010.

Mr. Nelson brings to his service as a director his significant experience and leadership roles serving as chief executive officer, director and chairman of the audit committee of various companies.

Jack G. Wasserman has served as a director and the Chairman of the audit committee of the general partner of Icahn Enterprises L.P., since December 1993. Mr. Wasserman has also served as a director of Cadus Corporation, a company engaged in the acquisition of real estate for renovation or construction and resale, a company controlled by Mr. Icahn, since December 1998. Mr. Wasserman has served as a director and member of the audit committee of Trump Entertainment Resorts, Inc., since February 2016, and as a director of IEH Auto Parts LLC since June 2015. Mr. Wasserman has been engaged in the practice of law as a sole practitioner, since September 2001. Mr. Wasserman previously served as: a director of Wendy's, a franchisor of the Wendy's restaurant system, as the chairman of the ERISA committee of Wendy's and as a member of the audit and compensation committees of Wendy's, from March 2004 to June 2015; a director and chairman of the audit committee of American Entertainment Properties Corp. a subsidiary of Icahn Enterprises, from December 2003 to March 2013; and a senior partner of Wasserman, Schneider, Babb & Reed, a New York-based law firm, and its predecessors, from 1966 until 2001. He is a current and past director of numerous not-for-profit organizations. Mr. Wasserman is an attorney and a member of the Bars of New York, Florida and the District of Columbia.

Mr. Wasserman brings to his service as a director his significant experience and leadership roles as a director of various public companies. In addition, Mr. Wasserman practiced law for almost 40 years with the law firm of Wasserman, Schneider, Babb & Reed of which he was a senior partner; the firm concentrated its practice in international trade and related corporate matters, primarily for Fortune 500-type companies operating in a broad range of industries, and he is familiar with financial statements and domestic and trans-border transactions.

Audit Committee

James L. Nelson, William A. Leidesdorf and Jack G. Wasserman serve on our audit committee. We believe that the audit committee members are "independent" within the meaning of Rule 5605(a)(2) of the NASDAQ Listing Rules of the NASDAQ Stock Market ("NASDAQ"). A copy of the audit committee charter is available on our website at www.ielp.com/governance.cfm or may be obtained without charge by writing to Icahn Enterprises L.P., 767 Fifth Avenue, Suite 4700, New York, NY 10153, Attention: Investor Relations.

Our audit committee has twelve regularly scheduled meetings each year, and numerous other meetings when circumstances require. Eight meetings are held in connection (a) with the audit committee's review, together with our senior management, the senior management of our subsidiaries, and representatives of our independent auditor, of our quarterly reports on Form 10-Q and our annual report on Form 10-K and (b) telephone conferences with the senior management of each of our subsidiaries. Four meetings are held with our Chief Financial Officer, Chief Accounting Officer, and Chief Auditor, who report to the audit committee on company-wide developing financial and related matters. At the time of the annual report on Form 10-K, the audit committee meets in executive session, and also meets separately with our independent auditor and our senior management. Our audit committee holds two annual executive sessions. When necessary, our audit committee holds informal meetings, meets with its independent counsel, and, when appropriate, with independent financial advisers.

The functions of our audit committee include, but are not limited to: (1) the review of our financial and accounting policies and procedures, including oversight; (2) the selection of our independent auditor and the determination of the auditor's fees for audit services; (3) the pre-approval of any non-audit services and the fees to be paid to our independent auditor; (4) the obtaining, at least annually, of a report from our independent auditor of the adequacy of our internal controls over financial reporting; (5) the review of the results of all audits of our books and records performed by the independent auditor for, among other reasons, to determine the integrity of our financial statements; (6) discussing our policies with respect to risk assessment and risk management, and reporting such policies to the full board of directors; (7) the review of significant earnings press releases prior to release with respect to the types of information disclosed and the manner in which the information is disclosed;

and (8) the review and approval of related party transactions and conflicts of interest in accordance with the terms of our partnership agreement. Our audit committee is empowered, in its discretion, to engage such advisors as it might deem necessary, including legal counsel and financial and accounting advisors.

Our board of directors has determined that we do not have an “audit committee financial expert,” within the meaning of Item 407(d)(5) of Regulation S-K, serving on our audit committee. We believe that each member of the audit committee is financially literate and possesses sufficient experience, both professionally and by virtue of his service as a director and member of the audit committee of Icahn Enterprises GP, to be fully capable of discharging his duties as a member of our audit committee. However, none of the members of our audit committee has a professional background in accounting or preparing, auditing, analyzing or evaluating financial statements. If our audit committee determines that it requires additional financial expertise, it will either engage professional advisors or seek to recruit a member who would qualify as an “audit committee financial expert” within the meaning of Item 407(d)(5) of Regulation S-K.

Jack G. Wasserman has been chosen to preside and currently presides at executive sessions of our non-management directors. Interested parties may directly communicate with the presiding director of the audit committee or with the non-management directors of the audit committee as a group by directing all inquiries to our ethics hotline at (877) 888-0002.

Audit Committee Report

The audit committee has confirmed that: (1) the audit committee reviewed and discussed our audited financial statements for the year ended December 31, 2016 with management; (2) the audit committee has discussed with our independent auditors the matters required to be discussed by SAS 61 (Codification of Statements on Auditing Standards, AU§380); (3) the audit committee has received the written disclosures and the letter from the independent accountants required by Independence Standards Board Standard No. 1; and (4) based on the review and discussions referred to in clauses (1), (2) and (3) above, the audit committee recommended to the board of directors that our audited financial statements for the year ended December 31, 2016 be included in this Report.

This report is provided by the following independent directors, who constitute the audit committee:

William A. Leidesdorf

James L. Nelson

Jack G. Wasserman

Code of Business Conduct and Ethics

Icahn Enterprises GP's board of directors has adopted a Code of Business Conduct and Ethics applicable to all directors, officers and employees, including our principal executive officer, principal financial officer and principal accounting officer. A copy of the Code of Business Conduct and Ethics is available on our website at www.ielp.com/governance.cfm and may be obtained without charge by writing to Icahn Enterprises L.P., 767 Fifth Avenue, Suite 4700, New York, NY 10153, Attention: Investor Relations.

NASDAQ Corporate Governance Compliance

Pursuant to Rule 5615(a)(4)(J) of the NASDAQ corporate governance requirements, in the event that an executive officer of Icahn Enterprises' or Icahn Enterprises Holdings', or a person performing an equivalent role, becomes aware of any noncompliance with NASDAQ's corporate governance requirements, he or she is required to provide prompt notice to NASDAQ of such noncompliance. As of March 1, 2017, we believe that we are compliant with NASDAQ's corporate governance requirements.

Board Leadership Structure

Our leadership structure includes the positions of chairman of the board ("Chairman") and Chief Executive Officer. Mr. Icahn serves as our Chairman and Mr. Cozza serves as our Chief Executive Officer.

The Chairman is responsible for organizing the board of directors and setting its agenda and priorities. The Chairman does not participate in the day-to-day business operations of our business segments, other than our Investment segment. The Chief Executive Officer is accountable directly to the board of directors, including the Chairman, and has day-to-day responsibility, in consultation with our Chairman, for general oversight of our business segments. Our business segments are operated through subsidiaries with their own management teams, including boards of directors, responsible for the day-to-day operations of those businesses. We believe that our leadership structure is appropriate for our holding company structure as it enhances our corporate governance and company oversight by separating responsibilities between the Chief Executive Officer and Chairman.

Board of Directors Role in Risk Oversight

In connection with its oversight responsibilities the Board, including the Audit Committee, periodically reviews the significant risks that we face. These risks include strategic, financial, operational and compliance risks. The Board administers its risk oversight responsibilities through its Chief Executive Officer and its Chief Financial Officer, who, together with our chief auditor and management representatives of each of our operating subsidiaries, review and assess the operations of the businesses as well as each respective management's identification, assessment and mitigation of the material risks affecting our operations.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), requires our executive officers and directors and persons who own more than 10% of a registered class of our equity securities, to file with the SEC initial statements of beneficial ownership, reports of changes in ownership and Annual Reports concerning their ownership, of common stock and other of our equity securities on Forms 3, 4, and 5, respectively. Executive officers, directors and greater than 10% stockholders are required by SEC regulations to furnish us with copies of all Section 16(a) reports they file. Based solely on information available to us in public filings, we believe that all reports required by Section 16(a) were timely filed.

Item 11. Executive Compensation.

Company Structure and Reporting Requirements

Icahn Enterprises is a master limited partnership ("MLP") and is not subject to the proxy solicitation rules as required by section 14A of the Exchange Act or §240.14a-20. Furthermore, because Icahn Enterprises has not ever been a TARP recipient, as defined in section 111(a)(3) of the Emergency Economic Stabilization Act of 2008, it is not subject to §240.14a-20. As a MLP, pursuant to Icahn Enterprises' partnership agreement, the general partner, Icahn Enterprises GP, has exclusive management powers over the business and affairs of Icahn Enterprises. That is, Icahn Enterprises GP's stockholders have the right to elect members of Icahn Enterprises GP's board of directors, who, in turn, elect the officers of Icahn Enterprises. Accordingly, Icahn Enterprises does not hold annual meetings to elect its directors.

Compensation Discussion and Analysis

The following section provides an overview and analysis of our compensation programs, the compensation decisions we have made under those programs, and the factors we considered in making those decisions. Later in this section, under the heading "Additional Information Regarding Executive Compensation," we provide a table containing specific information about the compensation earned by the following individuals in 2016, whom we refer to as our named executive officers:

- Carl C. Icahn, Chairman of the Board ⁽¹⁾
- Keith Cozza, President and Chief Executive Officer ⁽²⁾
- SungHwan Cho, Chief Financial Officer ⁽³⁾
- Peter Reck, Chief Accounting Officer

⁽¹⁾In addition, Mr. Icahn serves as Chief Executive Officer of our subsidiary, Icahn Capital and of the General Partners.

⁽²⁾In addition, Mr. Cozza also serves as the Chief Operating Officer of Icahn Capital, serves as director of Icahn Enterprises and Icahn Enterprises Holdings and holds officer and/or director positions at certain of our other subsidiaries.

⁽³⁾In addition, Mr. Cho serves as a director of Icahn Enterprises and Icahn Enterprises Holdings.

The discussion below is intended to help you understand the detailed information provided in the table and put that information into context within our overall compensation program.

Overview of Compensation Program

Throughout this narrative discussion and in the accompanying table, we refer to our named executive officers. The key compensation package provided to our named executive officers consists of (i) base salary, (ii) incentive compensation and (iii) other benefits. The key compensation provided to our named executive officers for 2016 consisted of salary and bonuses. See "Additional Information Regarding Executive Compensation - Summary Compensation Table" for the compensation received by each of our named executive officers for 2016. Executive compensation levels and bonuses are established based upon the recommendation of our chairman, which are discussed with members of the board. The board of directors does not delegate the authority to establish executive officer compensation to any other person and has not retained any compensation consultants to determine or recommend the amount or form of executive and director compensation.

Compensation Philosophy and Objectives

Our executive compensation philosophy is designed to support our key business objectives while maximizing value to our unitholders. The objectives of our compensation structure are to attract and retain valuable employees, assure fair and internally equitable pay levels and provide a mix of base salary and variable bonuses that provides motivation and rewards performance. At the same time, we seek to optimize and manage compensation costs.

The primary components of our executive compensation are base salary and, except as otherwise indicated, annual bonus, payable in cash. Base salary is paid for ongoing performance throughout the year and is determined based on job function and each executive's contribution to our performance and achievement of our overall business objectives. Our annual bonuses are intended to reward particular achievement during the year, motivate future performance and attract and retain highly qualified key employees.

Determination of Appropriate Pay Levels

We compete with many other companies for experienced and talented executives. Although we do not benchmark compensation against a specified peer group of companies, we review and consider market information regarding pay practices in the real estate and finance industries generally in assessing the reasonableness of compensation and ensuring that compensation levels remain competitive in the marketplace.

Each element of compensation is reviewed so that the overall compensation package will attract, motivate and retain our key employees, including our named executive officers, by rewarding superior performance. The following factors are considered to determine the amount of compensation paid to each executive officer:

- overall job performance, including performance against corporate and individual objectives;
- job responsibilities, including unique skills necessary to support our long-term performance, including that of our subsidiaries; and
- teamwork, both contributions as a member of the executive management team and fostering an environment of personal and professional growth for the entire work force.

Determination of Bonuses

The Company believes that bonuses are an integral component of compensation that is an important way to motivate and reward performance of our employees. The Company does not have a formula or pre-established policy for determining either salary levels or bonuses; bonuses are discretionary. In addition, in order that we remain competitive in the marketplace, we may review market information regarding pay practices in the real estate and finance industries generally in determining bonuses. Generally, bonuses are determined by various factors, including, but not limited to, the achievement of financial goals and other Company goals that are determined to be critical to the success of the Company, overall job performance, including performance against corporate and individual objectives, job responsibilities and teamwork for each individual.

Allocation of Compensation

There is no pre-established policy or target for the allocation of compensation. As we are a limited partnership and a controlled entity, under the NASDAQ listing rules, our status as a limited partnership exempts us from certain corporate governance rules, including the requirement to maintain a compensation committee. In 2016, the total compensation granted to named executive officers was in the form of cash compensation.

Compensation Components

Base Salary

Base salaries for executive officers are determined based on job performance, job responsibilities and teamwork.

Mr. Icahn is currently an at will employee serving as Chairman of the Board of Icahn Enterprises GP and as Chairman and Chief Executive Officer of Icahn Capital and Chief Executive Officer of the General Partners for which he receives an annual base salary of \$1 per annum.

Generally, total compensation is used in determining the amount of contributions permitted under our 401(k) Plan. In addition, base salary may include accrued but unused paid time off ("PTO") days that have been paid in accordance with the Company's PTO policy.

See "Additional Information Regarding Executive Compensation - Summary Compensation Table" for detailed information on the compensation received by each of our named executive officers for 2016.

Bonus

For 2016, Messrs. Cozza, Cho and Reck received discretionary bonuses of \$2,500,000, \$1,200,000 and \$215,000, respectively.

401(k) Plan and Other Benefits

For 2016, Messrs. Cozza, Cho and Reck were our only named executive officers participating in our qualified Icahn Enterprises Holdings 401(k) Plan, or the 401(k) Plan, and thus received matching contributions for 2016. The matching contributions for the respective named executive officer in 2016 are disclosed in our Summary Compensation Table under "All Other Compensation" and in the related footnote. Mr. Icahn was our only named executive who did not participate in the 401(k) Plan for 2016. All of our named executive officers are entitled to receive medical, dental and paid time-off benefits that are offered to all of our employees and are designed to enable us to attract and retain our workforce in a competitive environment. Our 401(k) Plan helps employees save and prepare financially for retirement. Health and paid time-off benefits help ensure that we have a productive and focused workforce.

Our qualified 401(k) Plan allows employees to contribute up to 50% of their eligible compensation, up to the limits imposed by the Internal Revenue Code, as amended on a pre-tax basis. We currently match, within prescribed limits, 50% of eligible employees' contributions up to 6.25% of their eligible compensation. Participants choose to invest their account balances from an array of investment options as selected by plan fiduciaries from time to time. The 401(k) Plan provides distributions in a lump sum. Under certain circumstances, loans and withdrawals are permitted.

Perquisites

The total value of all perquisites and personal benefits (exclusive of 401(k) matching contributions) provided to each of our named executive officers for 2016, 2015 and 2014 was less than \$10,000 per person, except for Mr. Icahn, for whom perquisites and other benefits are identified in the Summary Compensation Table under the "All Other Compensation" column and in related footnotes.

Compensation Committee Report

As stated above, pursuant to exemptions from the NASDAQ listing rules, the board of directors is not required to have, and does not have, a standing compensation committee. The board of directors has reviewed and discussed the Compensation Disclosure and Analysis required by Item 402(b) of Regulation S-K with management. Based on that review and discussion, the board of directors recommended that the Compensation Disclosure and Analysis be included in this Report.

This report is provided by the board of directors:

Carl C. Icahn

Sung Hwan Cho

Keith Cozza

William A. Leidesdorf

James L. Nelson

Jack G. Wasserman

Compensation Committee Interlocks and Insider Participation

During 2016, our entire board of directors, including Mr. Icahn, participated in deliberations concerning executive compensation. During 2016, none of our executive officers served on the compensation committee (or equivalent), or the board of directors, of another entity whose executive officer(s) served on our board of directors.

Additional Information Regarding Executive Compensation

The following table sets forth information in respect of the compensation earned for services to us and/or our subsidiaries by each of our named executive officers for 2016.

Summary Compensation Table

Name and Principal Position	Year	Annual Compensation ⁽¹⁾			Total (\$)
		Salary (\$)	Bonus (\$)	All Other Compensation (\$)	
Carl C. Icahn ⁽²⁾ Chairman of the Board	2016	1	—	104,910 ⁽³⁾	104,911
	2015	1	—	137,227 ⁽³⁾	137,228
	2014	1	—	105,532 ⁽³⁾	105,533
Keith Cozza ⁽⁴⁾ President and Chief Executive Officer	2016	1,557,736	2,500,000	10,779 ⁽³⁾	4,068,515
	2015	1,569,498	2,500,000	10,466 ⁽³⁾	4,079,964
	2014	1,505,567	2,000,000	9,284 ⁽³⁾	3,514,851
SungHwan Cho ⁽⁵⁾ Chief Financial Officer	2016	822,616	1,200,000	10,779 ⁽³⁾	2,033,395
	2015	649,267	1,200,000	10,562 ⁽³⁾	1,859,829
	2014	513,466	1,000,000	9,326 ⁽³⁾	1,522,792
Peter Reck ⁽⁶⁾ Chief Accounting Officer	2016	300,000	215,000	9,774 ⁽³⁾	524,774
	2015	301,154	215,000	9,801 ⁽³⁾	525,955
	2014	280,000	210,000	8,514 ⁽³⁾	498,514

- (1) Pursuant to applicable regulations, certain columns of the Summary Compensation Table have been omitted, as there has been no compensation awarded to, earned by or paid to any of the named executive officers by us, any of our subsidiaries or by Icahn Enterprises GP, which was subsequently reimbursed by us, required to be reported in those columns.
- (2) The salary indicated above represents compensation paid to Mr. Icahn in each of 2016, 2015 and 2014 for his services as Chief Executive Officer of our subsidiary, Icahn Capital, and of the General Partners. Mr. Icahn is currently an at will employee serving as Chairman of the Board of Icahn Enterprises GP and as Chairman and Chief Executive Officer of Icahn Capital and Chief Executive Officer of the General Partners for which he currently receives an annual base salary of \$1 per annum. Mr. Icahn does not receive director fees from us.
- (3) Represents other compensation paid to the following named executive officers: (i) Carl C. Icahn, \$20,107, \$18,719 and \$17,559, in medical and dental benefits for 2016, 2015 and 2014, respectively; \$955 in life insurance paid by us for both 2016 and 2015 and \$173 for 2014; and in his capacity as the Chairman of the board of directors of Federal-Mogul, \$83,848, \$118,508 and \$87,800 representing the incremental cost of Mr. Icahn's personal use of Federal-Mogul's corporate aircraft for 2016, 2015 and 2014, respectively. Mr. Icahn received no fees or compensation from Federal-Mogul for 2016, 2015 and 2014 other than the use of the corporate aircraft as discussed above. The calculation of incremental cost for the personal use of Federal-Mogul's corporate aircraft includes the variable costs incurred as a result of personal flight activity, which are comprised of a portion of ongoing maintenance and repairs, aircraft fuel, airport fees, catering, and fees and travel expenses for the flight crew. The use of the aircraft for personal use by Mr. Icahn was approved by the board of directors and the Compensation Committee of Federal-Mogul; (ii) Mr. Cho, \$8,438, \$8,221 and \$8,167 in matching contributions under our 401(k) Plan for 2016, 2015 and 2014, respectively; \$1,386, \$1,386 and \$986 in medical and dental benefits paid by us for 2016, 2015 and 2014, respectively; and \$955 in life insurance premiums paid by us for both 2016 and 2015 and \$173 for 2014; (iii) Mr. Reck, \$8,291, \$8,342 and \$7,977 in matching contributions under our 401(k) Plan for 2016, 2015 and 2014, respectively; \$764, \$764 and \$364 in medical and dental benefits paid by us for 2016, 2015 and 2014, respectively; and \$719, \$695 and \$173 in life insurance premiums paid by us for 2016, 2015 and 2014, respectively; (iv) Mr. Cozza, \$8,438 in matching contributions under our 401(k) Plan for 2016, and \$8,125 for both 2015 and 2014; \$1,386 in medical and dental benefits paid by us for 2016, and \$986 for both 2015 and 2014, respectively; \$955 in life insurance premiums paid by us for both 2016 and 2015 and \$173 for 2014. In each of 2016, 2015 and 2014, to the extent that a named executive officer participated in our 401(k) Plan, we made a matching contribution to his individual 401(k) Plan account in the amount of one-half (1/2) of up to the first six and one-quarter (6.25%) percent of eligible compensation

(within prescribed limits) contributed by the employee. Mr. Icahn did not participate in the 401(k) plan during 2016, 2015 and 2014 and thus did not receive any matching contributions for those fiscal years.

- (4) Mr. Cozza served as Executive Vice President of Icahn Enterprises and Icahn Enterprises Holdings from February 20, 2013 through February 4, 2014. Effective February 5, 2014, Mr. Cozza was appointed as President and Chief Executive Officer of Icahn Enterprises and Icahn Enterprises Holdings. In addition, Mr. Cozza serves as the Chief Operating Officer of Icahn Capital and holds officer and/or director positions at certain of our other subsidiaries. During 2016, Mr. Cozza received a salary of \$1,557,736 and a bonus of \$2,500,000, which was determined based on various factors, including, but not limited to, overall job performance, including performance against corporate and individual objectives, job responsibilities and teamwork.
- (5) Mr. Cho served as Chief Financial Officer of Icahn Enterprises and Icahn Enterprises Holdings since March 2012. During 2016, Mr. Cho received a salary of \$822,616 and a bonus of \$1,200,000, which was determined based on various factors, including, but not limited to overall job performance, including performance against corporate and individual objectives, job responsibilities and teamwork. The increase in salary for Mr. Cho in 2016 relative to 2015 was primarily due to his individual job performance, coupled with the fact that Mr. Cho had played a key role with respect to the disposition of ARL during 2016.
- (6) Mr. Reck served as Chief Accounting Officer of Icahn Enterprises and Icahn Enterprises Holdings since March 2012. During 2016, Mr. Reck received a salary of \$300,000 and a bonus of \$215,000 which was determined based on various factors, including, but not limited to overall job performance, including performance against corporate and individual objectives, job responsibilities and teamwork.

Each of our executive officers may perform services for affiliates of Mr. Icahn for which we receive reimbursement. See Item 13, “Certain Relationships and Related Transactions, and Director Independence.”

There are no family relationships between or among any of our directors and/or executive officers.

Employment Agreements

We currently do not have any employment agreements with our named executives.

Stock Award, Option and Non-Equity Incentive Plans

We do not have any stock award, option or non-equity incentive plans with respect to our named executives.

Potential Payments Upon Termination or Change in Control

We do not have any employment agreements or other arrangements pursuant to which any of our employees would have received potential payments upon termination or change in control as of December 31, 2016.

Director Compensation

The following table provides compensation information for our directors in 2016, except for Messrs. Icahn, Cho and Cozza. Compensation received by Messrs. Icahn, Cho and Cozza is included in the Summary Compensation Table. Messrs. Icahn, Cho and Cozza did not receive compensation for serving as director of the Icahn Enterprises and Icahn Enterprises Holdings.

Name	Fees Earned or Paid in Cash (\$)	All Other Compensation (\$)	Total (\$)
William A. Leidesdorf	35,000	—	35,000
James L. Nelson	35,000	—	35,000
Jack G. Wasserman	40,000	—	40,000

Each director will hold office until his successor is elected and qualified. During 2016, Messrs. Wasserman, Leidesdorf and Nelson each received \$35,000 in respect of their services rendered as members of our board of directors. In addition, Mr. Wasserman received an additional \$5,000 for serving as the chairman of the audit committee.

Directors receive only cash compensation, if applicable, and currently are not granted any options, units or other equity-based awards.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Security Holder Matters.

As of March 1, 2017, affiliates of Mr. Icahn, owned 140,524,155 of Icahn Enterprises' depository units, or approximately 90.1% of Icahn Enterprises' outstanding depository units. In accordance with the listing rules of NASDAQ, Icahn Enterprises' status as a limited partnership affords Icahn Enterprises an exemption from certain corporate governance requirements which includes an exemption from the requirement to have compensation and nominating committees consisting entirely of independent directors. Icahn Enterprises GP's board of directors presently consists of three independent directors and the audit committee consists entirely of independent directors.

The affirmative vote of unitholders holding more than 75% of the total number of all depository units then outstanding, including depository units held by Icahn Enterprises GP and its affiliates, is required to remove Icahn Enterprises GP. Thus, since Mr. Icahn, through affiliates, currently holds approximately 90.1% of Icahn Enterprises' outstanding depository units, Icahn Enterprises GP will not be able to be removed pursuant to the terms of our partnership agreement without Mr. Icahn's consent. Moreover, under the partnership agreement, the affirmative vote of Icahn Enterprises GP and unitholders owning more than 50% of the total number of all outstanding depository units then held by unitholders, including affiliates of Mr. Icahn, is required to approve, among other things, selling or otherwise disposing of all or substantially all of our assets in a single sale or in a related series of multiple sales, our dissolution or electing to continue Icahn Enterprises in certain instances, electing a successor general partner, making certain amendments to the partnership agreement or causing us, in our capacity as sole limited partner of Icahn Enterprises Holdings, to consent to certain proposals submitted for the approval of the limited partners of Icahn Enterprises Holdings. Accordingly, as affiliates of Mr. Icahn hold in excess of 50% of the depository units outstanding, Mr. Icahn, through affiliates, will have effective control over such approval rights.

The following table provides information, as of March 1, 2017, as to the beneficial ownership of the depository units for each director of Icahn Enterprises GP and all directors and executive officers of Icahn Enterprises GP, as a group. Except for Mr. Icahn, none of our named executive officers or directors beneficially owns more than 5% of Icahn Enterprises' depository units.

Name of Beneficial Owner	Beneficial Ownership of Icahn Enterprises' Depository Units	Percent of Class
Carl C. Icahn	140,524,155 ^{(a) (b)}	90.1%
Keith Cozza	2,000	*
SungHwan Cho	1,100	*
Jack G. Wasserman	862	*
James L. Nelson	1,292	*
Peter Reck	—	—%
William A. Leidesdorf	—	—%
All Directors and Executive Officers as a Group (seven persons)	140,529,409	90.1%

* Less than 1% of total outstanding depository units of Icahn Enterprises.

(a) The foregoing is exclusive of a 1.99% ownership interest which Icahn Enterprises GP holds by virtue of its 1% general partner interest in each of us and Icahn Enterprises Holdings.

(b) The following footnotes describe Mr. Icahn's beneficial ownership of Icahn Enterprises' depository units:

- (1) CCI Onshore LLC ("CCI Onshore") beneficially owns 31,704,855 Depository Units. High Coast Limited Partnership ("High Coast") is the sole member of CCI Onshore. Little Meadow Corp. ("Little Meadow") is the general partner of High Coast. Carl C. Icahn beneficially owns 100% of Little Meadow. Pursuant to Rule 16a-1(a)(2) under the Exchange Act, each of Mr. Icahn, Little Meadow and High Coast (by virtue of their relationships to CCI Onshore) may be deemed to indirectly beneficially own the Depository Units which CCI Onshore owns. Each of Mr. Icahn, Little Meadow and High Coast disclaims beneficial ownership of such Depository Units except to the extent of their pecuniary interest therein.
- (2) Gascon Partners ("Gascon") beneficially owns 19,264,759 Depository Units. Little Meadow is the managing general partner of Gascon. Carl C. Icahn beneficially owns 100% of Little Meadow. Pursuant to Rule 16a-1(a)(2) under the Exchange Act, each of Mr. Icahn and Little Meadow (by virtue of their relationships to Gascon) may be deemed to indirectly beneficially own the Depository Units which Gascon owns. Each of Mr. Icahn and Little Meadow disclaims beneficial ownership of such Depository Units except to the extent of their pecuniary interest therein.
- (3) High Coast beneficially owns 68,599,657 Depository Units. Little Meadow is the general partner of High Coast. Carl C. Icahn beneficially owns 100% of Little Meadow. Pursuant to Rule 16a-1(a)(2) under the Exchange Act, each of Mr. Icahn and Little Meadow (by virtue of their relationships to High Coast) may be deemed to indirectly beneficially own the Depository Units which High Coast owns. Each of Mr. Icahn and Little Meadow disclaims beneficial ownership of such Depository Units except to the extent of their pecuniary interest therein.
- (4) Highcrest Investors LLC ("Highcrest") beneficially owns 15,723,298 Depository Units. Starfire Holding Corporation ("Starfire") beneficially owns 100% of Highcrest. Carl C. Icahn beneficially owns 100% of Starfire. Pursuant to Rule 16a-1(a)(2) under the Exchange Act, each of Mr. Icahn and Starfire (by virtue of their relationships to Highcrest) may be deemed to indirectly beneficially own the Depository Units which Highcrest owns. Each of Mr. Icahn and Starfire disclaims beneficial ownership of such Depository Units except to the extent of their pecuniary interest therein.
- (5) Thornwood Associates Limited Partnership ("Thornwood") beneficially owns 5,231,586 Depository Units. Barberry Corp. ("Barberry") is the general partner of Thornwood. Carl C. Icahn beneficially owns 100% of Barberry. Pursuant to Rule 16a-1(a)(2) under the Exchange Act, each of Mr. Icahn and Barberry (by virtue of their relationships to Thornwood) may be deemed to indirectly beneficially own the Depository Units which Thornwood owns. Each of Mr. Icahn and Barberry disclaims beneficial ownership of such Depository Units except to the extent of their pecuniary interest therein.
- (6) Does not include 12,000 Depository Units owned by Gail Golden, the wife of Mr. Icahn. Mr. Icahn, by virtue of his relationship to Ms. Golden, may be deemed to beneficially own such Depository Units. Mr. Icahn disclaims beneficial ownership of such Depository Units for all purposes.

Item 13. Certain Relationships and Related Transactions, and Director Independence.

Related Party Transaction Policy

Our amended and restated agreement of limited partnership expressly permits us to enter into transactions with our general partner or any of its affiliates, including, without limitation, buying or selling properties from or to our general partner and any of its affiliates and borrowing and lending money from or to our general partner and any of its affiliates, subject to the 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.

Related Party Transactions with Our General Partner and Its Affiliates

Mr. Icahn, in his capacity as majority unitholder, will not receive any additional benefit with respect to distributions and allocations of profits and losses not shared on a pro rata basis by all other unitholders. In addition, Mr. Icahn has confirmed to us that neither he nor any of his affiliates will receive any fees from us in consideration for services rendered in connection with non-real estate related investments by us other than compensation pursuant to his employment agreement and as otherwise disclosed herein. We have and in the future may determine to make investments in entities in which Mr. Icahn or his affiliates also have investments. We may enter into other transactions with Mr. Icahn and his affiliates, including, without limitation, buying and selling assets from or to affiliates of Mr. Icahn and participating in joint venture investments in assets with affiliates of Mr. Icahn, whether real estate or non-real estate related. Furthermore, it should be noted that our partnership agreement provides that Icahn Enterprises GP and its affiliates are permitted to have other business interests and may engage in other business ventures of any nature whatsoever, and may compete directly or indirectly with our business. Mr. Icahn and his affiliates currently invest in assets that may be similar to those in which we may invest and Mr. Icahn and his affiliates intend to continue to do so. Pursuant to the partnership agreement, however, we will not have any right to participate therein or receive or share in any income or profits derived therefrom.

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

During 2016, we declared four quarterly distributions aggregating \$6.00 per depositary unit. Depositary unitholders were given the option to make an election to receive the distributions in either cash or additional depositary units; if a holder did not make an election, it was automatically deemed to have elected to receive the distributions in cash. As a result of the above declared distributions, during 2016 we distributed an aggregate 12,574,723 of Icahn Enterprises' depositary units to those Depositary unitholders who elected to receive such distributions in additional depositary units, of which an aggregate of 12,279,865 depositary units were distributed to Mr. Icahn and his affiliates.

During 2016, Mr. Icahn and his affiliates elected to receive a majority of their proportionate share of these distributions in depositary units. Mr. Icahn and his affiliates owned approximately 89.8% of Icahn Enterprises' outstanding depositary units as of December 31, 2016. Mr. Icahn and his affiliates have indicated that it is their intention to continue to elect to receive the distribution in additional depositary units for the foreseeable future.

On February 27, 2017, the Board of Directors of the general partner of Icahn Enterprises declared a quarterly distribution in the amount of \$1.50 per depositary unit, which will be paid on or about April 18, 2017 to depositary unitholders of record at the close of business on March 13, 2017. Depositary unitholders will have until April 5, 2017 to make an election to receive either cash or additional depositary units; if a holder does not make an election, it will automatically be deemed to have elected to receive the dividend in cash. Depositary unitholders who elect to receive additional depositary units will receive units valued at the volume weighted average trading price of the units on NASDAQ during the 5 consecutive trading days ending April 12, 2017. No fractional depositary units will be issued pursuant to the distribution payment. Icahn Enterprises will make a cash payment in lieu of issuing fractional depositary units to any holders electing to receive depositary units. Any holders that would only be eligible to receive a fraction of a depositary unit based on the above calculation will receive a cash payment.

In 2016, Icahn Enterprises GP was allocated \$22 million of our net loss attributable to Icahn Enterprises as a result of its combined 1.99% general partner interests in us and Icahn Enterprises Holdings.

Pursuant to registration rights agreements, Mr. Icahn has certain registration rights with regard to the depositary units beneficially owned by him.

Investments in the Investment Funds

We may, on occasion, invest in securities in which entities affiliated with Mr. Icahn are also investing. Additionally, Mr. Icahn and his affiliated entities may also invest in securities in which Icahn Enterprises and its consolidated subsidiaries invest. Mr. Icahn and his affiliates (excluding Icahn Enterprises and Icahn Enterprises Holdings), make investments in the Investment Funds. During 2016, affiliates of Mr. Icahn invested \$505 million in the Investment Funds and had redemptions of \$7 million from the Investment Funds. As of December 31, 2016, the total fair market value of investments in the Investment Funds made by Mr. Icahn and his affiliates (excluding Icahn Enterprises and Icahn Enterprises Holdings) was approximately \$3.7 billion, representing approximately 69% of the Investment Funds' assets under management.

Other Related Party Transactions

On April 1, 2010, Icahn Enterprises and Icahn Capital, a wholly owned indirect subsidiary of Icahn Enterprises, entered into a co-manager agreement (the "Co-Manager Agreement") with Brett Icahn, the son of Carl C. Icahn. At that time Icahn Capital also entered into a co-manager agreement on the same terms with another individual. Under the Co-Manager Agreement, Brett Icahn serves as a co-portfolio manager of the Sargon Portfolio, a designated portfolio of assets within the Investment Funds comprising Icahn Enterprises' Investment segment.

On July 24, 2012, (i) Icahn Enterprises and Icahn Capital entered into an amendment to the Co-Manager Agreement with Brett Icahn (the "Amended Icahn Enterprises Co-Manager Agreement"), and (ii) High River Limited Partnership ("High River"), an affiliate of Carl C. Icahn, entered into a new co-manager agreement with Brett Icahn (such co-manager agreements, collectively the "High River Co-Manager Agreement," and together with the Amended Icahn Enterprises Co-Manager Agreement, the "2012 Co-Manager Agreement"). On July 24, 2012, similar agreements were entered into with another individual. The 2012 Co-Manager Agreement is effective as of August 1, 2012. Pursuant to the 2012 Co-Manager Agreement, subject to the supervision and control of Icahn Capital and Carl Icahn, the Investment Funds and High River would make available up to an aggregate of \$3 billion (to be provided approximately 80% by the Investment Funds and 20% by High River) for management within the Sargon Portfolio over a four-year term and Brett Icahn would be entitled, subject to the terms of the 2012 Co-Manager Agreement, to a one-time lump sum payment at the end of such four-year period, equal to 7.5% of the profit generated by the portfolio over a hurdle rate of return, minus certain costs (payable by each of the Investment Funds and High River based upon their respective profits).

On October 22, 2013, Icahn Enterprises and Icahn Capital entered into an amendment (the "Co-Manager Amendment") to the Amended and Restated Co-Manager Agreement made as of August 1, 2012 by and between Icahn Enterprises, Icahn Capital and each of David Schechter and Brett Icahn (the "2013 Co-Manager Agreement").

The Co-Manager Amendment modified certain provisions of the 2012 Co-Manager Agreement solely as they related to the shares of common stock of Netflix, Inc., a Delaware corporation, held within the New Sargon Portfolio (the "Designated Shares"). Pursuant to the 2013 Co-Manager Amendment, up to 85% of the Designated Shares may be sold by Icahn Enterprises and Icahn Capital without the consent of the Co-Managers. Following the sale of any of the Designated Shares without the consent of the Co-Managers, Icahn Enterprises and Icahn Capital must make available to the New Sargon Portfolio an amount in cash or cash equivalents equal to the proceeds received from such sale. Further, pursuant to the Amendment, the shares sold without consent of the Co-Managers will be deemed to remain in the New Sargon Portfolio on a notional basis for the purposes of calculating the market value of the New Sargon Portfolio in connection with the determination of gain in the New Sargon Portfolio.

During the year ended December 31, 2016, amounts due to Brett Icahn under these agreements by the Investment Funds decreased by approximately \$33 million. There was no balance due to Brett Icahn by Icahn Enterprises and Icahn Capital at

December 31, 2016, pursuant to the terms of the Co-Manager Agreement, 2012 Co-Manager Agreement and 2013 Co-Manager Agreement. The Co-Manager Agreements, as amended, expired on July 31, 2016 in accordance and in full compliance with their terms and conditions.

On August 1, 2016, Brett Icahn and David Schechter (collectively, the "Consultants") entered into consulting agreements with Icahn Enterprises under which they will exclusively provide Carl C. Icahn investment advice with respect to his investment strategy for the Investment segment and with respect to capital allocation across Icahn Enterprises' various operating subsidiaries. The consulting agreements expire on August 1, 2017. Pursuant to the agreements, Icahn Enterprises will pay the Consultants a fee that will be determined by Carl C. Icahn, in his full and sole discretion, at the end of the consulting term based on his determination of the Consultants' performance. For the avoidance of doubt, the Consultants agree that, at Carl C. Icahn's full and sole discretion, this fee for services provided may be as little as zero dollars and shall in no event exceed \$120,000.

Icahn Capital paid for salaries and benefits of certain employees who may also perform various functions on behalf of certain other entities beneficially owned by Carl C. Icahn (collectively, "Icahn Affiliates"), including administrative and investment services. During the year ended December 31, 2016, under a separate expense-sharing agreement, we have charged Icahn Affiliates approximately \$3 million for such services.

Icahn Capital pays 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); Icahn Capital shall be allocated pro rata for such expenses in accordance with each investor's capital accounts in the Investment Funds. Effective April 1, 2011, based on an expense-sharing arrangement, certain expenses borne by Icahn Capital are reimbursed by the Investment Funds, generally when such expenses are paid. During the year ended December 31, 2016, \$34 million was allocated to the Investment Funds based on this expense-sharing arrangement.

During the year ended December 31, 2016, we paid an affiliate \$1 million for the non-exclusive use of office space.

During the year ended December 31, 2016, we paid \$2 million to XO Holdings, Inc., an affiliate of Icahn Enterprises GP, our general partner, for telecommunications services.

During the year ended December 31, 2016, our Holding Company provided certain professional services to an Icahn affiliate for which we charged \$3 million.

During the year ended December 31, 2016, Federal-Mogul made purchases from Hertz Global Holdings Inc. ("Hertz") and Xerox Corporation ("Xerox") of \$2 million and \$5 million, respectively, and had sales to Navistar, Inc. ("Navistar") of \$15 million. We and affiliates of Mr. Icahn have a non-controlling ownership in Hertz, Xerox and Navistar.

On February 29, 2016, Icahn Enterprises entered into a contribution agreement with IRL Holding, LLC ("IRL"), an affiliate of Mr. Icahn, to acquire the remaining 25% economic interest in ARL not already owned by us. Pursuant to this contribution agreement, we contributed 685,367 newly issued depositary units of Icahn Enterprises to IRL in exchange for the remaining 25% economic interest in ARL. As a result of the transaction, we own a 100% economic interest in ARL. This transaction was authorized by the independent committee of the board of directors of the general partner of Icahn Enterprises. The independent committee was advised by independent counsel and retained an independent financial advisor which rendered a fairness opinion.

ARI has from time to time purchased components from ACF Industries LLC ("ACF"), an affiliate of Mr. Icahn, under a long-term agreement, as well as on a purchase order basis. ACF is a manufacturer and fabricator of specialty railcar parts and miscellaneous steel products. Under the manufacturing services agreement entered into in 1994 and amended in 2005, ACF agreed to manufacture and distribute, at ARI's instruction, various railcar components. In consideration for these services, ARI agreed to pay ACF based on agreed upon rates. The agreement automatically renews unless written notice is provided by ARI.

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

ARI purchased \$7 million of components from ACF during the year ended December 31, 2016.

In January 2013, ARI entered into a purchasing and engineering services agreement and license with ACF. The agreement was unanimously approved by the independent directors of ARI's and Icahn Enterprises' audit committee on the basis that the terms of the agreement were not materially less favorable to ARI than those that could have been obtained in a comparable

transaction with an unrelated person. Under this agreement, ARI provides purchasing support and engineering services to ACF in connection with ACF's manufacture and sale of tank railcars at its facility in Milton, Pennsylvania. Additionally, ARI has granted ACF a nonexclusive, non-assignable license to certain of ARI's intellectual property, including certain designs, specifications, processes and manufacturing know-how required to manufacture and sell tank railcars during the term of the agreement. In December 2015, ARI and ACF amended this agreement to, among other provisions, extend the termination date to December 31, 2017 from December 31, 2016, subject to certain early termination events.

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

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

During the year ended December 31, 2016, revenues of \$1 million were recorded for sales of railcar components to ACF and for royalties and profits on railcars sold by ACF.

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

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

ARI's revenues under this agreement were less than \$1 million during the year ended December 31, 2016.

ARL purchased \$14 million of railcars from ACF during the year ended December 31, 2016.

ARL provided certain tax services to ACF for which it received \$144,000 during the year ended December 31, 2016.

Insight Portfolio Group LLC ("Insight Portfolio Group") is an entity formed and controlled by Mr. Icahn in order to maximize the potential buying power of a group of entities with which Mr. Icahn has a relationship in negotiating with a wide range of suppliers of goods, services and tangible and intangible property at negotiated rates.

In 2013, Icahn Enterprises Holdings acquired a minority equity interest in Insight Portfolio Group and agreed to pay a portion of Insight Portfolio Group's operating expenses. In addition to the minority equity interest held by Icahn Enterprises Holdings, certain subsidiaries of Icahn Enterprises Holdings, including Federal-Mogul, CVR, PSC Metals, ARI, ARL, Tropicana, Viskase and WPH also acquired minority equity interests in Insight Portfolio Group and agreed to pay a portion of Insight Portfolio Group's operating expenses. A number of other entities with which Mr. Icahn has a relationship also acquired equity interests in Insight Portfolio Group and also agreed to pay certain of Insight Portfolio Group's operating expenses. For the year ended December 31, 2016, we and certain of our subsidiaries paid certain of the Insight Portfolio Group's operating expenses of approximately \$2 million.

We may also enter into other transactions with Icahn Enterprises GP and its affiliates, including, without limitation, buying and selling properties and borrowing and lending funds from or to Icahn Enterprises GP or its affiliates, joint venture developments and issuing securities to Icahn Enterprises GP or its affiliates in exchange for, among other things, assets that they now own or may acquire in the future. Icahn Enterprises GP is also entitled to reimbursement by us for all allocable direct and indirect overhead expenses, including, but not limited to, salaries and rent, incurred in connection with the conduct of our business.

Partnership Provisions Concerning Property Management

Icahn Enterprises GP and its affiliates may receive fees in connection with the acquisition, sale, financing, development, construction, marketing and management of new properties acquired by us. As development and other new properties are acquired, developed, constructed, operated, leased and financed, Icahn Enterprises GP or its affiliates may perform acquisition functions, including the review, verification and analysis of data and documentation with respect to potential acquisitions, and perform development and construction oversight and other land development services, property management and leasing services, either on a day-to-day basis or on an asset management basis, and may perform other services and be entitled to fees and reimbursement of expenses relating thereto, provided the terms of such transactions are in accordance with our partnership agreement. It is not possible to state precisely what role, if any, Icahn Enterprises GP or any of its affiliates may have in the acquisition, development or management of any new investments. Consequently, it is not possible to state the amount of the income, fees or commissions Icahn Enterprises GP or its affiliates might be paid in connection therewith since the amount thereof is dependent upon the specific circumstances of each investment, including the nature of the services provided, the location of the investment and the amount customarily paid in such locality for such services. Subject to the specific circumstances surrounding each transaction and the overall fairness and reasonableness thereof to us, the fees charged by Icahn Enterprises GP and its affiliates for the services described below generally will be within the ranges set forth below:

- *Property Management and Asset Management Services.* To the extent that we acquire any properties requiring active management (e.g., operating properties that are not net-leased) or asset management services, including on-site services, we may enter into fee-paying management or other arrangements with Icahn Enterprises GP or its affiliates.
- *Brokerage and Leasing Commissions.* We also may pay affiliates of Icahn Enterprises GP real estate brokerage and leasing commissions (which generally may range from 2% to 6% of the purchase price or rentals depending on location; this range may be somewhat higher for problem properties or lesser-valued properties).
- *Lending Arrangements.* Icahn Enterprises GP or its affiliates may lend money to, or arrange loans for, us. Fees payable to Icahn Enterprises GP or its affiliates in connection with such activities include mortgage brokerage fees (generally .5% to 3% of the loan amount), mortgage origination fees (generally .5% to 1.5% of the loan amount) and loan servicing fees (generally .10% to .12% of the loan amount), as well as interest on any amounts loaned by Icahn Enterprises GP or its affiliates to us.
- *Development and Construction Services.* Icahn Enterprises GP or its affiliates may also receive fees for development services, generally 1% to 4% of development costs, and general contracting services or construction management services, generally 4% to 6% of construction costs.

During the year ended December 31, 2016, we did not receive any fees in respect of items as described above.

Affiliate Pension Obligations

Mr. Icahn, through certain affiliates, owns 100% of Icahn Enterprises GP and approximately 89.8% of Icahn Enterprises' outstanding depository units as of December 31, 2016. Applicable pension and tax laws make each member of a "controlled group" of entities, generally defined as entities in which there is at least an 80% common ownership interest, jointly and severally liable for certain pension plan obligations of any member of the controlled group. These pension obligations include ongoing contributions to fund the plan, as well as liability for any unfunded liabilities that may exist at the time the plan is terminated. In addition, the failure to pay these pension obligations when due may result in the creation of liens in favor of the pension plan or the Pension Benefit Guaranty Corporation ("PBGC") against the assets of each member of the controlled group.

As a result of the more than 80% ownership interest in us by Mr. Icahn's affiliates, we and our subsidiaries are subject to the pension liabilities of entities in which Mr. Icahn has a direct or indirect ownership interest of at least 80%. As a result of our ownership of more than 80% in our subsidiaries, we and our subsidiaries are subject to the pension liabilities of all entities in which Mr. Icahn has a direct or indirect ownership interest of at least 80%. ACF and Federal-Mogul, are the sponsors of several pension plans. All the minimum funding requirements of the Internal Revenue Code, as amended and the Employee Retirement Income Security Act of 1974, as amended by the Pension Protection Act of 2006, for these plans have been met as of December 31, 2016 and 2015. If the plans were voluntarily terminated, they would be underfunded by approximately \$613 million and \$589 million as of December 31, 2016 and 2015, respectively. These results are based on the most recent information provided by the plans' actuaries. These liabilities could increase or decrease, depending on a number of factors, including future changes in benefits, investment returns, and the assumptions used to calculate the liability. As members of the controlled group, we would be liable for any failure of ACF and Federal-Mogul to make ongoing pension contributions or to pay the unfunded liabilities upon a termination of the pension plans of ACF and Federal-Mogul. In addition, other entities now or in the future within the controlled group in which we are included may have pension plan obligations that are, or may become, underfunded and we would be liable for any failure of such entities to make ongoing pension contributions or to pay the unfunded liabilities upon termination of such plans.

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

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

Director Independence

The board of directors of Icahn Enterprises GP has determined that we are a “controlled company” for the purposes of the NASDAQ's listing rules and therefore are not required to have a majority of independent directors or to have compensation and nominating committees consisting entirely of independent directors. Nevertheless, we believe that Messrs. Leidesdorf, Nelson and Wasserman are “independent” as defined in the currently applicable listing rules of NASDAQ. Messrs. Leidesdorf, Nelson and Wasserman serve as members of our audit committee. A majority of the members of Icahn Enterprises GP's board of directors are independent and the audit committee consists entirely of these independent directors.

Item 14. Principal Accountant Fees and Services.

We incurred \$17,146,000 and \$13,229,000 in audit fees and expenses from Grant Thornton LLP for 2016 and 2015 , respectively. We include in the category of audit fees such services related to the audits of annual consolidated financial statements and internal controls, reviews of quarterly financial statements, reviews of reports filed with the SEC and other services, including services related to consents and registration statements filed with the SEC.

We incurred \$583,000 and \$804,000 in audit-related fees and expenses from Grant Thornton LLP for 2016 and 2015 , respectively, relating primarily to services provided in connection with offering memorandums, potential acquisitions and dispositions and employee benefit plans. Additionally, we incurred \$266,000 and \$34,000 in tax-related fees and expenses from Grant Thornton LLP for 2016 and 2015 , respectively.

In accordance with Icahn Enterprises' and Icahn Enterprises Holdings' Amended and Restated Audit Committee Charters adopted on March 12, 2004, the audit committee is required to approve in advance any and all audit services and permitted non-audit services provided to Icahn Enterprises, Icahn Enterprises Holdings and their consolidated subsidiaries by their independent auditors (subject to the de minimis exception of Section 10A (i) (1) (B) of the '34 Act), all as required by applicable law or listing standards. All of the fees in 2016 and 2015 were pre-approved by the audit committee.

PART IV

Item 15. Exhibits and Financial Statement Schedules.

(a)(1) Financial Statements:

The following financial statements of Icahn Enterprises L.P., and subsidiaries, are included in Part II, Item 8 of this Report:

	Page Number
Consolidated Balance Sheets	137
Consolidated Statements of Operations	138
Consolidated Statements of Comprehensive Income	139
Consolidated Statement of Changes in Equity	140
Consolidated Statements of Cash Flows	141
Notes to Consolidated Financial Statements	149

The following financial statements of Icahn Enterprises Holdings L.P., and subsidiaries, are included in Part II, Item 8 of this Report:

	Page Number
Consolidated Balance Sheets	143
Consolidated Statements of Operations	144
Consolidated Statements of Comprehensive Income	145
Consolidated Statement of Changes in Equity	146
Consolidated Statements of Cash Flows	147
Notes to Consolidated Financial Statements	149

(a)(2) Financial Statement Schedules:

	Page Number
Schedule I - Condensed Financial Information of Parent (Icahn Enterprises L.P.)	246
Schedule I - Condensed Financial Information of Parent (Icahn Enterprises Holdings L.P.)	250

All other financial statement schedules have been omitted because the required financial information is not applicable, immaterial or the information is shown in the consolidated financial statements or notes thereto.

(a)(3) Exhibits:

The list of exhibits required by Item 601 of Regulation S-K and filed as part of this Report is set forth in the Exhibit Index.

Item 16. Form 10-K Summary.

None.

SCHEDULE I
ICAHN ENTERPRISES, L.P.
(Parent Company)
CONDENSED BALANCE SHEETS

	December 31,	
	2016	2015
	(In millions, except unit amounts)	
ASSETS		
Investments in subsidiaries, net	\$ 7,750	\$ 9,579
Total Assets	\$ 7,750	\$ 9,579
LIABILITIES AND EQUITY		
Accrued expenses and other liabilities	\$ 106	\$ 106
Debt	5,490	5,486
	5,596	5,592
Commitments and contingencies (Note 3)		
Equity:		
Limited partners: Depository units: 144,741,149 and 131,481,059 units issued and outstanding at December 31, 2016 and 2015, respectively	2,448	4,244
General partner	(294)	(257)
Total equity	2,154	3,987
Total Liabilities and Equity	\$ 7,750	\$ 9,579

See notes to condensed financial statements.

SCHEDULE I

**ICAHN ENTERPRISES, L.P.
(Parent Company)**

CONDENSED STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2016	2015	2014
	(In millions)		
Interest expense	\$ (289)	\$ (289)	\$ (292)
Loss on extinguishment of debt	—	—	(108)
Equity in (loss) earnings of subsidiaries	(839)	(905)	27
Net loss	\$ (1,128)	\$ (1,194)	\$ (373)
Net loss allocable to:			
Limited partners	\$ (1,106)	\$ (1,170)	\$ (366)
General partner	(22)	(24)	(7)
	\$ (1,128)	\$ (1,194)	\$ (373)

See notes to condensed financial statements.

SCHEDULE I

**ICAHN ENTERPRISES, L.P.
(Parent Company)**

CONDENSED STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2016	2015	2014
	(In millions)		
Cash flows from operating activities:			
Net loss	\$ (1,128)	\$ (1,194)	\$ (373)
Adjustments to reconcile net loss to net cash used in operating activities:			
Amortization of deferred financing costs	1	1	1
Loss on extinguishment of debt	—	—	108
Equity in loss (income) of subsidiary	839	905	(27)
Net cash used in operating activities	(288)	(288)	(291)
Cash flows from investing activities:			
Net investment in and advances from subsidiary	390	404	(951)
Net cash provided by (used in) investing activities	390	404	(951)
Cash flows from financing activities:			
Partnership distributions	(103)	(116)	(125)
Partnership contributions	1	—	—
Proceeds from borrowings	—	—	4,991
Repayments of borrowings	—	—	(3,624)
Net cash (used in) provided by financing activities	(102)	(116)	1,242
Net change in cash and cash equivalents	—	—	—
Cash and cash equivalents, beginning of period	—	—	—
Cash and cash equivalents, end of period	\$ —	\$ —	\$ —

See notes to condensed financial statements.

ICAHN ENTERPRISES L.P. (Parent Company)
NOTES TO CONDENSED FINANCIAL STATEMENTS

1. Description of Business and Basis of Presentation.

Icahn Enterprises, L.P. ("Icahn Enterprises") is a master limited partnership formed in Delaware on February 17, 1987. We own a 99% limited partner interest in Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"). Icahn Enterprises Holdings and its subsidiaries own substantially all of our assets and liabilities and conduct substantially all of our operations. Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), our sole general partner, which is owned and controlled by Carl C. Icahn, owns a 1% general partner interest in both us and Icahn Enterprises Holdings, representing an aggregate 1.99% general partner interest in us and Icahn Enterprises Holdings. As of December 31, 2016, Icahn Enterprises Holdings is engaged in the following continuing operating businesses: Investment, Automotive, Energy, Railcar, Gaming, Metals, Mining, Food Packaging, Real Estate and Home Fashion.

For the years ended December 31, 2016, 2015 and 2014, Icahn Enterprises received \$390 million, \$404 million and \$416 million, respectively, in dividends and distributions from consolidated subsidiaries.

The condensed financial statements of Icahn Enterprises should be read in conjunction with the consolidated financial statements and notes thereto included in Item 8 of this Report.

2. Debt.

See Note 10, "Debt," to the consolidated financial statements located in Item 8 of this Report. Icahn Enterprises' Parent company debt consists of the following:

	December 31,	
	2016	2015
	(in millions)	
Senior unsecured 5.875% notes due 2022	\$ 1,340	\$ 1,338
Senior unsecured 6.00% notes due 2020	1,705	1,706
Senior unsecured 4.875% notes due 2019	1,271	1,270
Senior unsecured 3.5% notes due 2017	1,174	1,172
Total debt	\$ 5,490	\$ 5,486

3. Commitments and Contingencies.

See Note 17, "Commitments and Contingencies," to the consolidated financial statements.

SCHEDULE I
ICAHN ENTERPRISES HOLDINGS L.P.
(Parent Company)
CONDENSED BALANCE SHEETS

	December 31,	
	2016	2015
	(in millions)	
ASSETS		
Cash and cash equivalents	\$ 65	\$ 51
Other assets	94	219
Investments in subsidiaries, net	7,642	9,363
Total Assets	\$ 7,801	\$ 9,633
LIABILITIES AND EQUITY		
Accounts payable, accrued expenses and other liabilities	\$ 108	\$ 109
Debt	5,514	5,513
	5,622	5,622
Commitments and contingencies (Note 3)		
Equity:		
Limited partner	2,498	4,310
General partner	(319)	(299)
Total equity	2,179	4,011
Total Liabilities and Equity	\$ 7,801	\$ 9,633

See notes to condensed financial statements.

SCHEDULE I

ICAHN ENTERPRISES HOLDINGS L.P.
(Parent Company)

CONDENSED STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2016	2015	2014
	(in millions)		
Interest and dividend income	\$ 1	\$ —	\$ 1
Loss on extinguishment of debt	—	—	(108)
Equity in (loss) earnings of subsidiaries	(818)	(903)	28
Other income, net	8	28	20
	(809)	(875)	(59)
Interest expense	290	291	290
Selling, general and administrative	28	27	23
	318	318	313
Net loss	\$ (1,127)	\$ (1,193)	\$ (372)
Net loss allocable to:			
Limited partner	\$ (1,116)	\$ (1,181)	\$ (368)
General partner	(11)	(12)	(4)
	\$ (1,127)	\$ (1,193)	\$ (372)

See notes to condensed financial statements.

SCHEDULE I

ICAHN ENTERPRISES HOLDINGS L.P.
(Parent Company)

CONDENSED STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2016	2015	2014
	(in millions)		
Cash flows from operating activities:			
Net loss	\$ (1,127)	\$ (1,193)	\$ (372)
Adjustments to reconcile net loss to net cash used in operating activities:			
Equity in (income) loss of subsidiary	818	903	(28)
Loss on extinguishment of debt	—	—	108
Depreciation and amortization	3	2	5
Other, net	7	(16)	—
Change in operating assets and liabilities	(6)	(4)	(47)
Net cash used in operating activities	(305)	(308)	(334)
Cash flows from investing activities:			
Net investment in subsidiaries	421	155	(661)
Purchase of investments	—	(96)	—
Other, net	—	28	9
Net cash provided by (used in) investing activities	421	87	(652)
Cash flows from financing activities:			
Partnership distributions	(103)	(116)	(125)
Partner contribution	1	—	—
Proceeds from borrowings	—	—	4,991
Repayments of borrowings	—	—	(3,634)
Net cash (used in) provided by financing activities	(102)	(116)	1,232
Net change in cash and cash equivalents	14	(337)	246
Cash and cash equivalents, beginning of period	51	388	142
Cash and cash equivalents, end of period	\$ 65	\$ 51	\$ 388

See notes to condensed financial statements.

ICAHN ENTERPRISES HOLDINGS L.P. (Parent Company)

NOTES TO CONDENSED FINANCIAL STATEMENTS

1. Description of Business and Basis of Presentation.

Icahn Enterprises Holdings L.P. (“Icahn Enterprises Holdings”) is a limited partnership formed in Delaware on February 17, 1987. Our sole limited partner is Icahn Enterprises L.P. (“Icahn Enterprises”), a master limited partnership which owns a 99% interest in us. Icahn Enterprises G.P. Inc. (“Icahn Enterprises GP”), our sole 1% general partner, is a Delaware corporation which is owned and controlled by Carl C. Icahn. As of December 31, 2016, Icahn Enterprises Holdings is engaged in the following continuing operating businesses: Investment, Automotive, Energy, Railcar, Gaming, Metals, Mining, Food Packaging, Real Estate and Home Fashion.

For the years ended December 31, 2016, 2015 and 2014, Icahn Enterprises Holdings received \$421 million, \$155 million and \$696 million, respectively, in dividends and distributions from consolidated subsidiaries.

The condensed financial statements of Icahn Enterprises Holdings should be read in conjunction with the consolidated financial statements and notes thereto included in Item 8 of this Report.

2. Debt.

See Note 10, “Debt,” to the consolidated financial statements located in Item 8 of this Report. Icahn Enterprises Holdings' Parent company debt consists of the following:

	December 31,	
	2016	2015
	(in millions)	
Senior unsecured 5.875% notes due 2022	\$ 1,340	1,338
Senior unsecured 6.00% notes due 2020	1,705	1,706
Senior unsecured 4.875% notes due 2019	1,271	1,270
Senior unsecured 3.5% notes due 2017	1,174	1,172
Mortgages payable	24	27
Total debt	\$ 5,514	\$ 5,513

3. Commitments and Contingencies.

See Note 17, “Commitments and Contingencies,” to the consolidated financial statements.

EXHIBIT INDEX

Exhibit No.	Description
2.1	Agreement and Plan of Merger, dated as of December 30, 2015, by and among Icahn Enterprises Holdings L.P., IEP Parts Acquisition LLC and The Pep Boys - Manny, Moe and Jack (incorporated by reference to Exhibit 2.1 to Icahn Enterprises' and Icahn Enterprises Holdings' joint Form 8-K (SEC File Nos. 1-9516 and 333-118021-01, respectively), filed on December 30, 2015.
2.2	Agreement and Plan of Merger, dated as of September 6, 2016, by and among Federal Mogul Holdings Corporation, American Entertainment Properties Corp. and IEH FM Holdings LLC (incorporated by reference to Exhibit 2.1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on September 7, 2016.
2.3	Equity Asset and Purchase Agreement, dated as of December 16, 2016, by and among American Railcar Leasing LLC, American Entertainment Properties Corp., AEP Rail Corp., SMBC Rail Services LLC and Sumitomo Mitsui Banking Corporation (incorporated by reference to Exhibit 2.1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on December 19, 2016.
3.1	Certificate of Limited Partnership of Icahn Enterprises L.P., f/k/a American Real Estate Partners, L.P. ("Icahn Enterprises") dated February 17, 1987, as thereafter amended from time to time (incorporated by reference to Exhibit 3.1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on September 20, 2007).
3.2	Second Amended and Restated Agreement of Limited Partnership of Icahn Enterprises L.P., dated August 2, 2016 (incorporated by reference to Exhibit 3.1 to Icahn Enterprises' Form 10-Q for the quarterly period ended June 30, 2016 (SEC File No. 1-9516), filed on August 4, 2016).
3.3	Certificate of Limited Partnership of Icahn Enterprises Holdings L.P., f/k/a American Real Estate Holdings Limited Partnership ("Icahn Enterprises Holdings"), dated February 17, 1987, as amended pursuant to the First Amendment thereto, dated March 10, 1987 (incorporated by reference to Exhibit 3.5 to Icahn Enterprises' Form 10-Q for the quarter ended March 31, 2004 (SEC File No. 1-9516), filed on May 10, 2004, as further amended pursuant to the Certificate of Amendment thereto, dated September 17, 2007 (incorporated by reference to Exhibit 3.9 to Icahn Enterprises' Form 10-K for the year ended December 31, 2007 (SEC File No. 1-9516), filed on March 17, 2008).
3.4	Amended and Restated Agreement of Limited Partnership of Icahn Enterprises Holdings, dated as of July 1, 1987 (incorporated by reference to Exhibit 3.5 to Icahn Enterprises' Form 10-Q for the quarter ended March 31, 2004 (SEC File No. 1-9516), filed on May 10, 2004).
3.5	Amendment No. 1 to the Amended and Restated Agreement of Limited Partnership of Icahn Enterprises Holdings, dated August 16, 1996 (incorporated by reference to Exhibit 10.2 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on August 16, 1996).
3.6	Amendment No. 2 to the Amended and Restated Agreement of Limited Partnership of Icahn Enterprises Holdings, dated June 14, 2002 (incorporated by reference to Exhibit 3.9 to Icahn Enterprises' Form 10-K for the year ended December 31, 2002 (SEC File No. 1-9516), filed on March 31, 2003).
3.7	Amendment No. 3 to the Amended and Restated Agreement of Limited Partnership of Icahn Enterprises Holdings, dated June 29, 2005 (incorporated by reference to Exhibit 3.2 to Icahn Enterprises' Form 10-Q for the quarter ended March 31, 2005 (SEC File No. 1-9516), filed on June 30, 2005).
3.8	Amendment No. 4 to the Amended and Restated Agreement of Limited Partnership of Icahn Enterprises Holdings, dated September 17, 2007 (incorporated by reference to Exhibit 3.11 to Icahn Enterprises' Form 10-K for the year ended December 31, 2007 (SEC File No. 1-9516), filed on March 17, 2008).
4.1	Form of Transfer Application (incorporated by reference to Exhibit 4.4 to Icahn Enterprises' Form 10-K for the year ended December 31, 2004 (SEC File No. 1-9516), filed on March 16, 2005).
4.2	Specimen Depositary Receipt (incorporated by reference to Exhibit 4.3 to Icahn Enterprises' Form 10-K for the year ended December 31, 2014 (SEC File No. 1-9516), filed on March 16, 2005).
4.3	Specimen Depositary Certificate (incorporated by reference to Exhibit 4.1 to Icahn Enterprises' Form 10-Q for the quarterly period ended June 30, 2016 (SEC File No. 1-9516), filed on August 4, 2016).
4.4	Specimen Certificate representing preferred units (incorporated by reference to Exhibit 4.9 to Icahn Enterprises' Form S-3 (SEC File No. 33-54767), filed on February 22, 1995).
4.5	Registration Rights Agreement between Icahn Enterprises and High Coast Limited Partnership (f/k/a X LP) (incorporated by reference to Exhibit 10.2 to Icahn Enterprises' Form 10-K for the year ended December 31, 2004 (SEC File No. 1-9516), filed on March 16, 2005).
4.6	Registration Rights Agreement, dated June 30, 2005 between Icahn Enterprises and Highcrest Investors Corp., Amos Corp., Cyprus, LLC and Gascon Partners (incorporated by reference to Exhibit 10.6 to Icahn Enterprises' Form 10-Q (SEC File No. 1-9516), filed on August 9, 2005), as amended by Amendment No. 1 thereto, dated as of August 8, 2007 (incorporated by reference to Exhibit 10.5 to Icahn Enterprises' Form 10-Q for the quarter ended June 30, 2007 (SEC File No. 1-9516), filed on August 9, 2007).

- 4.7 Indenture, dated as of August 1, 2013, among Icahn Enterprises, Icahn Enterprises Finance, Icahn Enterprises Holdings, as Guarantor, and Wilmington Trust Company, as Trustee relating to the 6.000% Senior Notes Due 2020 (incorporated by reference to Exhibit 4.1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on August 1, 2013).
- 4.8 Amended and Restated Depositary Agreement among Icahn Enterprises, Icahn Enterprises GP and Registrar and Transfer Company, dated as of August 23, 2013 (incorporated by reference to Exhibit 10.1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on August 23, 2013).
- 4.9 Indenture, dated as of January 21, 2014, among Icahn Enterprises, Icahn Enterprises Finance, Icahn Enterprises Holdings, as Guarantor, and Wilmington Trust Company, as Trustee relating to the 3.500% Senior Notes Due 2017 and 4.875% Senior Notes Due 2019 (incorporated by reference to Exhibit 4.1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on January 21, 2014).
- 4.10 Indenture, dated as of January 29, 2014, among Icahn Enterprises, Icahn Enterprises Finance, Icahn Enterprises Holdings, as Guarantor, and Wilmington Trust Company, as Trustee relating to the 5.875% Senior Notes Due 2022 (incorporated by reference to Exhibit 4.1 to Icahn Enterprises' Form 8-K/A (SEC File No. 1-9516), filed on January 30, 2014).
- 4.11 Indenture, dated as of January 18, 2017, among Icahn Enterprises, Icahn Enterprises Finance, Icahn Enterprises Holdings, as Guarantor, and Wilmington Trust Company, as Trustee relating to the 6.250% Senior Notes Due 2022 and 6.750% Senior Notes Due 2024 (incorporated by reference to Exhibit 4.1 to Icahn Enterprises' and Icahn Enterprises Holdings' joint Form 8-K (SEC File Nos. 1-9516 and 333-118021-01, respectively).
- 10.1 Amended and Restated Agency Agreement (incorporated by reference to Exhibit 10.12 to Icahn Enterprises' Form 10-K for the year ended December 31, 1994 (SEC File No. 1-9516), filed on March 31, 1995).
- 10.2 Rights Offering Sponsor Agreement, dated June 23, 2005, by and between WS Textile Co., Inc. and Icahn Enterprises Holdings (incorporated by reference to Exhibit 10.3 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on July 1, 2005).
- 10.3 Undertaking, dated November 20, 1998, by Starfire Holding Corporation, for the benefit of Icahn Enterprises and its subsidiaries (incorporated by reference to Exhibit 10.42 to Icahn Enterprises' Form 10-K for the year ended December 31, 2005 (SEC File No. 1-9516), filed on March 16, 2006).
- 10.4 Stock Purchase Agreement by and among Icahn Enterprises Holdings, IEH FM Holdings LLC, Barberry Corp. and Thornwood Associates Limited Partnership, dated July 3, 2008 (incorporated by reference to Exhibit 10.1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on July 3, 2008).
- 10.5 Covered Affiliate and Shared Expenses Agreement by and among Icahn Enterprises, Icahn Partners LP, Icahn Fund Ltd., Icahn Fund II Ltd., Icahn Fund III Ltd., Icahn Partners Master Fund L.P., Icahn Partners Master Fund II L.P., Icahn Partners Master Fund III L.P., Icahn Cayman Partners, L.P. and Icahn Partners Master Fund II Feeder LP (incorporated by reference to Exhibit 10.4 to Icahn Enterprises' Form 10-Q for the quarter ended June 30, 2007 (SEC File No. 1-9516), filed on August 9, 2007).
- 10.6 Tender and Support Agreement, dated as of October 6, 2008, by and among Icahn Enterprises Holdings L.P. and Eli Lilly and Company (incorporated by reference to Exhibit 10.1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on October 9, 2008).
- 10.7 Support Agreement, dated as of December 15, 2010, by and among Dynegy Inc., High River Limited Partnership, Icahn Partners LP, Icahn Partners Master Fund LP, Icahn Partners Master Fund II LP and Icahn Partners Master Fund III LP (incorporated by reference to Exhibit 10.1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on December 7, 2010).
- 10.8 Loan and Security Agreement, dated as of June 15, 2011, among WestPoint Home, Inc., as the Borrower, the Lenders from time to time party thereto, and Bank of America, N.A., as the Administrative Agent (incorporated by reference to Exhibit 10.1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on August 9, 2011).
- 10.9 Transaction Agreement, dated as of April 18, 2012, by and among CVR Energy, Inc., IEP Energy LLC, Icahn Partners LP, Icahn Partners Master Fund LP, Icahn Partners Master Fund II LP, Icahn Partners Master Fund III LP, High River Limited Partnership, Hopper Investments LLC, Barberry Corp., Icahn Onshore LP, Icahn Offshore LP, Icahn Capital LP, IPH GP LLC, Icahn Enterprises Holdings L.P., Icahn Enterprises G.P. Inc., Beckton Corp. and Carl C. Icahn. (incorporated by reference to Exhibit (d) to the CVR Energy Inc. Schedule TO/A (File No. 005-83522) filed on April 23, 2012).
- 10.10 Investment Agreement, by and between Federal-Mogul Corporation and IEH FM Holdings LLC, dated December 2, 2012 (incorporated by reference to Exhibit 10.1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on December 3, 2012).
- 10.11 Contribution and Exchange Agreement by and among Icahn Enterprises, CCI Offshore Corp., CCI Onshore Corp., Icahn Management LP and Carl C. Icahn (incorporated by reference to Exhibit 10.1 to Icahn Enterprises' Form 10-Q for the quarter ended June 30, 2007 (SEC File No. 1-9516), filed on August 9, 2007).

- 10.12 Contribution and Exchange Agreement by and among Icahn Enterprises, Barberry Corp. and Thornwood Associates Limited Partnership, dated December 2, 2008 (incorporated by reference to Exhibit 10.1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on December 3, 2008).
- 10.13 Contribution and Exchange Agreement, dated January 12, 2010, among Icahn Enterprises, Beckton Corp., Barberry Corp., Modal LLC and Caboose Holding, LLC (incorporated by reference to Exhibit 10.2 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on January 15, 2010).
- 10.14 Contribution and Exchange Agreement, dated January 12, 2010, among Icahn Enterprises, Beckton Corp., Barberry Corp., Koala Holding Limited Partnership, High River Limited Partnership and Meadow Walk Limited Partnership (incorporated by reference to Exhibit 10.3 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on January 15, 2010).
- 10.15 Contribution and Exchange Agreement by and among Icahn Enterprises, Beckton Corp., Barberry Corp., High River Limited Partnership, and Koala Holding Limited Partnership dated August 24, 2012 (incorporated by reference to Exhibit 10.1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on August 28, 2012).
- 10.16 Contribution Agreement, dated September 20, 2013, among AEP Rail Corp., IRL Holding LLC, American Railcar Leasing, LLC and IEP Energy Holding LLC (incorporated by reference to Exhibit 10.1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on September 25, 2013).
- 10.17 Contribution Agreement, dated February 29, 2016, among Icahn Enterprises L.P. and IRL Holding LLC (incorporated by reference to Exhibit 1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on March 1, 2016).
- 10.18 Senior Term Loan Credit Agreement, dated April 1, 2016, by and among CVR Partners, LP, as Borrower, and American Entertainment Properties Corp., as Lender (incorporated by reference to Exhibit 10.1 to Icahn Enterprises' and Icahn Enterprises Holdings' joint Form 8-K (SEC File Nos. 1-9516 and 333-118021-01, respectively), filed on April 7, 2016).
- 10.19 Senior Term Loan Credit Agreement, dated April 1, 2016, by and among CVR Partners, LP, as Borrower, and Coffeyville Resources, LLC, as Lender (incorporated by reference to Exhibit 10.2 to Icahn Enterprises' and Icahn Enterprises Holdings' joint Form 8-K (SEC File Nos. 1-9516 and 333-118021-01, respectively), filed on April 7, 2016).
- 10.20 Registration Rights Agreement, dated August 1, 2013, among Icahn Enterprises, Icahn Enterprises Finance, Icahn Enterprises Holdings, as Guarantor, and Jefferies LLC, as the Initial Purchaser (incorporated by reference to Exhibit 10.1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on August 1, 2013).
- 10.21 Registration Rights Agreement, dated January 21, 2014, among Icahn Enterprises, Icahn Enterprises Finance, Icahn Enterprises Holdings, as Guarantor, Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC, Morgan Stanley & Co. LLC, Jefferies LLC and UBS Securities LLC, as the Initial Purchaser (incorporated by reference to Exhibit 10.1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on January 21, 2014).
- 10.22 Registration Rights Agreement, dated January 29, 2014, among Icahn Enterprises, Icahn Enterprises Finance, Icahn Enterprises Holdings, as Guarantor, and Jefferies LLC, as the Initial Purchaser (incorporated by reference to Exhibit 10.1 to Icahn Enterprises' Form 8-K/A (SEC File No. 1-9516), filed on January 30, 2014).
- 10.23 Registration Rights Agreement, dated January 18, 2017, among Icahn Enterprises, Icahn Enterprises Finance, Icahn Enterprises Holdings, as Guarantor, and Jefferies LLC, as the Initial Purchaser (incorporated by reference to Exhibit 10.1 to Icahn Enterprises' and Icahn Enterprises Holdings' joint Form 8-K (SEC File Nos. 1-9516 and 333-118021-01, respectively), filed on January 18, 2017).
- 10.24 Agreement dated as of March 31, 2011 among Icahn Enterprises L.P., Icahn Enterprises Holdings L.P. and Icahn Enterprises G.P. Inc., Icahn Onshore LP, Icahn Offshore LP and Icahn Capital LP, Icahn Partners LP, Icahn Partners Master Fund LP, Icahn Partners Master Fund II LP, Icahn Partners Master Fund III LP, Carl C. Icahn, Brett Icahn, Samuel Merksamer, David Schechter, Vincent Intrieri and David Yim (incorporated by reference to Exhibit 10.2 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on August 9, 2011).
- 10.25 Amended and Restated Co- Manager Agreement, dated July 24, 2012, among Icahn Enterprises L.P., Icahn Capital LP and Brett Icahn (incorporated by reference to Exhibit 10.1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on July 27, 2012).
- 10.26 Amended and Restated Co- Manager Agreement, dated July 24, 2012, among Icahn Enterprises L.P., Icahn Capital LP and David Schechter (incorporated by reference to Exhibit 10.2 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on July 27, 2012).
- 10.27 Amended and Restated Co- Manager Agreement, dated October 22, 2013, among Icahn Enterprises, Icahn Capital LP and each of Brett Icahn and David Schechter (incorporated by reference to Exhibit 10.1 to Icahn Enterprises' Form 8-K (SEC File No. 1-9516), filed on October 22, 2013).
- 12.1 Ratio of earnings to fixed charges (Icahn Enterprises).
- 12.2 Ratio of earnings to fixed charges (Icahn Enterprises Holdings).
- 14.1 Code of Business Conduct and Ethics (incorporated by reference to Exhibit 14.1 to Icahn Enterprises' Form 10-Q for the quarter ended September 30, 2012 (SEC File No. 1-9516), filed on November 7, 2012).

18.1	Preferability letter received from Grant Thornton LLP, dated November 7, 2007 (incorporated by reference to Exhibit 18.1 to Icahn Enterprises' Form 10-Q for the quarter ended September 30, 2007 (SEC File No. 1-9516), filed on November 9, 2007).
21.1	Subsidiaries of the Registrants.
23.1	Consent of Grant Thornton LLP.
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.INS	XBRL Instance Document.
101.SCH	XBRL Taxonomy Extension Schema Document.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
RATIO OF EARNINGS TO FIXED CHARGES
(in millions, except ratio)

	Year Ended December 31,				
	2016	2015	2014	2013	2012
Earnings:					
(Loss) income from continuing operations before income taxes, income (loss) from equity investees and non-controlling interests	\$ (2,248)	\$ (2,121)	\$ (682)	\$ 2,300	\$ 646
Fixed charges	958	1,203	885	595	607
Distributed income of equity investees	77	11	25	33	31
Total Earnings	<u>\$ (1,213)</u>	<u>\$ (907)</u>	<u>\$ 228</u>	<u>\$ 2,928</u>	<u>\$ 1,284</u>
Fixed Charges:					
Interest expense	\$ 878	\$ 1,154	\$ 847	\$ 560	\$ 572
Estimated interest within rental expense	80	49	38	35	35
Total Fixed Charges	<u>\$ 958</u>	<u>\$ 1,203</u>	<u>\$ 885</u>	<u>\$ 595</u>	<u>\$ 607</u>
Ratio of earnings to fixed charges	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>4.9</u>	<u>2.1</u>
Dollar shortfall	<u>\$ 2,171</u>	<u>\$ 2,110</u>	<u>\$ 657</u>	<u>n/a</u>	<u>n/a</u>

ICAHN ENTERPRISES HOLDINGS L.P. AND SUBSIDIARIES
RATIO OF EARNINGS TO FIXED CHARGES
(in millions, except ratio)

	Year Ended December 31,				
	2016	2015	2014	2013	2012
Earnings:					
(Loss) income from continuing operations before income taxes, income (loss) from equity investees and non-controlling interests	\$ (2,247)	\$ (2,120)	\$ (681)	\$ 2,300	\$ 647
Fixed charges	957	1,202	884	595	606
Distributed income of equity investees	77	11	25	33	31
Total Earnings	<u>\$ (1,213)</u>	<u>\$ (907)</u>	<u>\$ 228</u>	<u>\$ 2,928</u>	<u>\$ 1,284</u>
Fixed Charges:					
Interest expense	\$ 877	\$ 1,153	\$ 846	\$ 560	\$ 571
Estimated interest within rental expense	80	49	38	35	35
Total Fixed Charges	<u>\$ 957</u>	<u>\$ 1,202</u>	<u>\$ 884</u>	<u>\$ 595</u>	<u>\$ 606</u>
Ratio of earnings to fixed charges	<u>n/a</u>	<u>n/a</u>	<u>n/a</u>	<u>4.9</u>	<u>2.1</u>
Dollar shortfall	<u>\$ 2,170</u>	<u>\$ 2,109</u>	<u>\$ 656</u>	<u>n/a</u>	<u>n/a</u>

Subsidiaries of the Registrants

Entity	Jurisdiction of Formation
Icahn Enterprises Holdings L.P. ⁽¹⁾	Delaware
American Entertainment Properties Corp.	Delaware
Icahn Building LLC	Nevada
AREP Oil & Gas Holdings LLC	Delaware
AREP O&G Holdings LLC	Delaware
NEG Oil & Gas Sub LLC	Delaware
AREP Real Estate Holdings LLC	Delaware
Atlantic Coast Entertainment Holdings, Inc.	Delaware
Icahn Enterprises Onshore/Offshore Investors LLC	Delaware
IEH ARI Holdings LLC	Delaware
IEP Ferrous Brazil LLC	Delaware
IEH Merger Sub LLC	Delaware
Icahn Strategy Holding Corp.	Delaware
Icahn Strategy 2 LLC	Delaware
Meadow Star LLC	Delaware
IEP Energy Holding LLC	Delaware
IEP Energy LLC	Delaware
Icahn Nevada Management Corp.	Delaware
AEP Rail Corp.	Delaware
ACE Nevada Corp.	Nevada
IEH Portland LLC	Delaware
AC PTC I LLC	Delaware
LV Fairfield Holdings LLC	Delaware
AREP Asset Management LLC	Delaware
AREP New York Holdings LLC	Delaware
AREH (RAY) LLC	Delaware
AREH Concord Holdings LLC	Delaware
AREH Windsor Locks LLC	Delaware
AEP Real Estate Holdings LLC	Delaware
IEH AIM LLC	Delaware
IEH BA LLC	Delaware
IEH BioPharma LLC	Delaware
IEH Canton Ohio LLC	Delaware
IEH Investment I LLC	Delaware
IEH Loop Road LLC	Delaware
IEH Sherman Drive LLC	Delaware
IEH Venture Investments I LLC	Delaware
IEP Ferrous Brazil Sub LLC	Delaware
IEP Parts Acquisition LLC	Delaware
Icahn Nevada Gaming Acquisition LLC	Delaware
Greenville Holding LLC	Delaware
IEP Viga LLC	Delaware
IEH SP LLC	Delaware
ICM GP LLC	Delaware
IPH GP LLC	Delaware
Icahn Capital Management LP	Delaware

Icahn Capital LP	Delaware
Icahn Onshore LP	Delaware
Icahn Offshore LP	Delaware
Icahn Partners LP	Delaware
Icahn Agency Services LLC	Delaware
IEH Investments I LLC	Delaware
Icahn Partners Master Fund LP	Delaware
Federal-Mogul Holdings LLC	Delaware
Federal Mogul Argentina SA.	Argentina
Federal-Mogul Plasticos Puntanos, S.A.	Argentina
Federal-Mogul Pty Ltd	Australia
Federal-Mogul Automotive Pty Ltd.	Australia
FM Motorparts Pty Ltd.	Australia
Federal-Mogul S.A.	Belgium
Federal-Mogul EMEA Distribution Services, BVBA	Belgium
Federal-Mogul Global Aftermarket EMEA BVBA	Belgium
Coventry Assurance, Ltd.	Bermuda
Federal Mogul Componentes de Motores Ltda.	Brazil
Federal-Mogul Friction Products Sorocaba - Sistemas Automotivos Ltda.	Brazil
Federal-Mogul Industria de Autopecas Ltda.	Brazil
Federal-Mogul Sistemas Automotivos Ltda.	Brazil
Federal-Mogul Sorocaba-Holding Ltda	Brazil
FM Participacoes e Investimentos, LTDA	Brazil
Federal-Mogul Canada Limited	Canada
Federal-Mogul (Changshu) Automotive Parts Co., Ltd	China
Federal-Mogul (Chongqing) Friction Materials Co., Ltd.	China
Federal-Mogul (Dalian) Co., Ltd.	China
Federal-Mogul (Langfang) Automotive Components Co., Ltd.	China
Federal-Mogul (Shanghai) Automotive Parts Co., Ltd.	China
Federal-Mogul ARN (Anqing) Powder Metallurgy Co., Ltd	China
Federal-Mogul Dongsuh (Qingdao) Pistons Co., Ltd.	China
Federal-Mogul Friction Products Co. Ltd.	China
Federal-Mogul (China) Co., Ltd..	China
Federal-Mogul Deva (Qingdao) Automotive Parts Co., Ltd.	China
Federal-Mogul Motorparts Management (Shanghai) Co., Ltd.	China
Federal-Mogul Motorparts (Qingdao) Co., Ltd	China
Federal-Mogul Motorparts (Zhejiang) Limited	China
Federal-Mogul Qingdao Pistons Co. Ltd.	China
Federal-Mogul Sealing System (Nanchang) Co., Ltd.	China
Federal-Mogul Shanghai Bearings Co., Ltd	China
Federal-Mogul Shanghai Compound Material Co., Ltd.	China
Federal-Mogul Zhengsheng (Changsha) Piston Ring Co., LTD	China
Federal-Mogul Motorparts Colombia S.A.S.	Colombia
Sapav Marketing Ltd.	Cyprus
Sibirica Eneergy Limited	Cyprus
Federal-Mogul Friction Products A.S.	Czech Rep.
Federal-Mogul Valvetrain s.r.o	Czech Rep.
Federal-Mogul Aftermarket Egypt LTD	Egypt
Ateliers Juliette Adam SAS	France
Federal Mogul Aftermarket France SAS	France

Federal-Mogul Financial Services SAS	France
Federal-Mogul Ignition Products SAS	France
Federal-Mogul Ignition SAS	France
Federal Mogul Operations France SAS	France
Federal Mogul Piston Rings SAS	France
Federal-Mogul Sealing System SAS	France
Federal-Mogul Services Sarl	France
Federal-Mogul Systems Protection SAS	France
Federal-Mogul SAS	France
Federal-Mogul Valvetrain La Source SAS	France
Federal-Mogul Valvetrain Schirmeck SAS	France
Fonciere de Liberation SAS	France
Saxid SAS	France
Federal-Mogul Aftermarket GmbH	Germany
Federal-Mogul Automotive GmbH & Co. KG	Germany
Federal-Mogul Automotive Verwaltungs GmbH	Germany
Federal-Mogul Betriebsgrundstücke Burscheid GmbH	Germany
Federal-Mogul Bremsbelag GmbH	Germany
Federal-Mogul Burscheid Beteiligungs GmbH	Germany
Federal-Mogul Burscheid GmbH	Germany
Federal-Mogul Deva GmbH	Germany
Federal-Mogul Friction GmbH	Germany
Federal-Mogul Friction Materials Germany GmbH	Germany
Federal-Mogul Friction Products GmbH	Germany
Federal-Mogul Friction Products International GmbH	Germany
Federal-Mogul Friedberg GmbH	Germany
Federal-Mogul Germany Investments Holding GmbH	Germany
Federal-Mogul Heinsberg GmbH	Germany
Federal-Mogul Holding Deutschland GmbH	Germany
Federal-Mogul Ignition GmbH	Germany
Federal-Mogul Immobilien GmbH	Germany
Federal-Mogul Nurenberg GmbH	Germany
Federal-Mogul Motorparts Braking Services GmbH	Germany
Federal-Mogul Powertrain Russia GmbH	Germany
Federal-Mogul R&L Freidberg Casting GmbH & Co. KG.....	Germany
Federal-Mogul Sealing Systems Bretten GmbH	Germany
Federal-Mogul Sealing Systems GmbH	Germany
Federal-Mogul TP Europe GmbH & Co. KG	Germany
Federal-Mogul TP Piston Rings GmbH	Germany
Federal-Mogul Valvetrain GmbH	Germany
Federal-Mogul Vermögensverwaltungs GmbH	Germany
Federal-Mogul Verwaltungs und Beteiligungs GmbH	Germany
Federal-Mogul Wiesbaden GmbH	Germany
Goetze Wohnungsbau GmbH .	Germany
Federal-Mogul Motorparts Holding GmbH.	Germany
VTD Vakuumtechnik Dresden GmbH	Germany
Federal-Mogul de Guatemala, S.A.	Guatemala
Curzon Insurance Limited.	Guernsey
Federal-Mogul (T&N) Hong Kong Limited	Hong Kong
Federal-Mogul World Trade (Asia) Limited	Hong Kong

Federal-Mogul Hungary Kft	Hungary
Federal Mogul Wipers Hungary Kft	Hungary
Federal-Mogul Systems Protection Hungary Kft.	Hungary
Federal-Mogul Anand Bearings India Limited	India
Federal-Mogul Anand Sealings India Limited	India
Federal-Mogul Ignition Products India Limited	India
Federal-Mogul Bearing India Limited	India
Federal-Mogul Goetze (India) Limited.	India
Federal-Mogul Powertrain Solutions India Private Limited	India
Federal-Mogul TPR (India) Limited.	India
Federal-Mogul Motorparts (India) Limited	India
Motocare India Private Limited	India
Federal-Mogul Italy S.r.l.	Italy
Federal-Mogul Powertrain Italy S.r.l.	Italy
Saxid s.r.l.	Italy
Federal Mogul Japan K.K.	Japan
Federal-Mogul Asia Investments Holding Korea, Ltd.	Korea
KFM Bearing Co., Ltd.	Korea
KFM Innovative Technology Company Limited	Korea
Federal-Mogul Luxembourg S. a. r. l.	Luxembourg
Federal-Mogul Holdings, Ltd.	Mauritius Is
F-M Holding Mexico, S.A. de C.V.	Mexico
Federal-Mogul de Matamoros, S.A. de C.V.	Mexico
Federal-Mogul de Mexico, S.A. de C.V.	Mexico
Federal-Mogul Distribucion de Mexico, S de RL de CV	Mexico
Federal-Mogul FIL-P43, S. de R.L de C.V.	Mexico
Federal-Mogul FIL-S43, S. de R.L. de C.V	Mexico
Federal-Mogul Lighting, S.A. de C.V.	Mexico
Federal-Mogul Juarez S de R.L. de C.V.	Mexico
Federal-Mogul S.A. de C.V.	Mexico
Federal-Mogul SP Mexico, S. de R.L. de C.V.	Mexico
Federal-Mogul Powertrain Mexico Distribution S de R.L. de C.V.	Mexico
Federal-Mogul Valve Train S. de R.L. de C.V.	Mexico
Forjas y Maquinas, S. de R.L. de C.V	Mexico
McCord Payen de Mexico S. de R.L.	Mexico
Productos de Frenos Automotrices de Calidad S.A. de C.V.	Mexico
Raimsa, S.A. de C.V.	Mexico
Servicios Administrativos Industriales, S.A.	Mexico
Servicio de Componentes Automotrices, S.A. de C.A.	Mexico
Subensambles Internacionales, S.A. de S.V.	Mexico
T&N de Mexico S.de R.L	Mexico
Federal-Mogul Systems Protection Morocco SARL AU	Morocco
Cooperatief Federal-Mogul Dutch Investments B.A.	Netherlands
Federal-Mogul Investments B.V.	Netherlands
Federal-Mogul Motorparts Holding B.V.	Netherlands
Federal-Mogul Motorparts MinorityHolding B.V.	Netherlands
Federal-Mogul VCS Holding B.V.	Netherlands
Federal-Mogul Motorparts Philippines, Inc.	Philippines
Federal-Mogul Bimet Spolka Akcyjna	Poland
Federal-Mogul Finance Services Poland Sp.z.o.o	Poland

Federal-Mogul Gorzyce S.A.	Poland
Federal-Mogul Motorparts Poland sp.z.o.o.	Poland
Federal-Mogul Friction Products Ploiesti s.r.l.	Romania
Federal-Mogul Friction Services s.r.l.	Romania
Federal-Mogul Motorparts Ploiesti s.r.l.	Romania
Federal-Mogul Dimitrovgrad LLC	Russia
Federal-Mogul Naberezhnye Chelny LLC	Russia
Federal-Mogul Powertrain Vostok OOO	Russia
Federal-Mogul VCS OOO	Russia
Trend LLC	Russia
Federal-Mogul Motorparts (Singapore) Pte. Ltd.	Singapore
Federal-Mogul Singapore Investments Pte. Ltd.	Singapore
Federal Mogul (Proprietary) Limited	South Africa
Federal Mogul Aftermarket Southern Africa (Pty) Limited	South Africa
Federal Mogul of South Africa (Pty) Ltd.	South Africa
Federal Mogul Powertrain Systems S A (Proprietary Limited	South Africa
Federal-Mogul Aftermarket Espana, SA	Spain
Federal-Mogul Friction Products Barcelona S.L.	Spain
Federal-Mogul Friction Products SA	Spain
Federal-Mogul Friction Spain S.L.	Spain
Federal-Mogul Iberica, S.L	Spain
F-M Holding Daros AB	Sweden
Federal-Mogul Goteborg AB	Sweden
Federal-Mogul Holding Sweden AB	Sweden
Federal-Mogul GmbH	Switzerland
Federal-Mogul Motorparts Taiwan Co., Limited	Taiwan
Parts Zone (Thailand) Company Limited	Thailand
Federal-Mogul Serina Co., Ltd	Thailand
Federal-Mogul (Thailand) Ltd.	Thailand
Federal-Mogul Motorparts (Thailand) Limited	Thailand
A.E. Group Machines Limited	UK
AE International Limited	UK
Federal-Mogul Aftermarket UK Limited	UK
Federal-Mogul Asia Investments Limited	UK
Federal-Mogul Bradford Limited	UK
Lydmet Limited	UK
Federal-Mogul Employee Trust Administration Limited	UK
Federal-Mogul Engineering Limited	UK
Federal-Mogul Friction Products Limited	UK
Federal-Mogul Global Growth Limited	UK
Federal-Mogul UK Powertrain Limited	UK
Payen International Limited	UK
Federal-Mogul Coventry Limited (f/k/a) Federal-Mogul Sintered Products Limited	UK
Federal-Mogul Technology Limited	UK
Federal Mogul UK Powertrain Limited	UK
Federal-Mogul Valvetrain Limited	UK
Ferodo Limited	UK
F-M Motorparts Limited	UK
F-M Trademarks Limited	UK
Leeds Piston Ring & Engineering Co. Ltd.	UK

Sintration Limited	UK
FDML Holdings Limited	UK
Federal-Mogul UK Investments Limited	UK
Federal-Mogul Limited	UK
Lydmet Limited	UK
Piston Rings (UK) Ltd.	UK
Saxid Limited	UK
Wellworthy Limited	UK
Beck Arnley Holdings LLC	Delaware
Carter Automotive Company, Inc.	Delaware
Federal-Mogul Corporation	Delaware
Federal-Mogul Filtration LLC	Delaware
Federal-Mogul Finance 1, LLC	Delaware
Federal-Mogul Finance 2, LLC	Delaware
Federal-Mogul Global LLC	Delaware
Federal-Mogul Ignition Company	Delaware
Federal-Mogul Piston Rings, Inc.	Delaware
Federal-Mogul Powertrain IP, LLC	Delaware
Federal-Mogul Risk Advisory Services LLC	Delaware
Federal-Mogul Transaction LLC	Delaware
Federal-Mogul Motorparts Corporation	Delaware
Federal-Mogul Valve Train International LLC	Delaware
Ferodo America, Inc.	Delaware
F-M Motorparts TSC, Inc.	Delaware
F-M TSC Real Estate Holdings LLC	Delaware
Felt Products Mfg. Co.	Delaware
FM International, LLC	Delaware
Gasket Holdings Inc.	Delaware
Muzzy-Lyon Auto Parts, Inc.	Delaware
T&N Industries Inc.	Delaware
Federal-Mogul Chassis LLC	Delaware
Federal-Mogul Powertrain LLC.	Michigan
Federal-Mogul World Wide, Inc.	Michigan
Speyside Real Estate, Inc.	Michigan
Federal-Mogul Products, Inc.	Missouri
Federal-Mogul Sevierville, Inc.	Tennessee
Federal-Mogul (Vietnam) Ltd	Vietnam
IEP Auto Holdings LLC	Delaware
IEH Auto Parts Holding LLC	Delaware
IEH Auto Parts LLC	Delaware
The Pep Boys Manny Moe & Jack	Pennsylvania
Pep Boys - Manny, Moe & Jack of Delaware, Inc.	Delaware
The Pep Boys - Manny, Moe & Jack of California	California
Pep Boys - Manny, Moe & Jack of Puerto Rico, Inc.	Delaware
Tire Stores Holding Corp.	Delaware
Big 10 Tire Stores, LLC	Delaware
Colchester Insurance Company	Vermont
Carrus Supply Corporation	Delaware
CVR Energy Inc.	Delaware
Coffeyville Refining & Marketing Holdings, Inc.	Delaware

Coffeyville Refining & Marketing, Inc.	Delaware
Coffeyville Nitrogen Fertilizers, Inc.	Delaware
Coffeyville Crude Transportation, Inc.	Delaware
Coffeyville Terminal, Inc.	Delaware
Coffeyville Pipeline, Inc.	Delaware
CL JV Holdings, LLC	Delaware
Coffeyville Resources, LLC	Delaware
Coffeyville Resources Refining & Marketing, LLC	Delaware
Coffeyville Resources Crude Transportation, LLC	Delaware
Coffeyville Resources Terminal, LLC	Delaware
Coffeyville Resources Pipeline, LLC	Delaware
CVR GP, LLC	Delaware
CVR Partners, LP	Delaware
Coffeyville Resources Nitrogen Fertilizers, LLC	Delaware
Coffeyville Finance Inc.	Delaware
Wynnewood Energy Company, LLC	Delaware
Wynnewood Refining Company, LLC	Delaware
CVR Refining Holdings, LLC	Delaware
CVR Refining Holdings Sub, LLC	Delaware
CVR Refining, LLC	Delaware
Wynnewood Insurance Corporation	Hawaii
CVR Refining, LP	Delaware
CVR Refining GP, LLC	Delaware
CVR Nitrogen GP, LLC	Delaware
CVR Nitrogen, LP	Delaware
CVR Nitrogen Finance Corporation	Delaware
East Dubuque Nitrogen Fertilizers, LLC	Delaware
Tropicana Entertainment, Inc.	Delaware
Tropicana Atlantic City Corp.	New Jersey
Tropicana AC Sub Corp.	New Jersey
New Tropicana Holdings, Inc.	Delaware
New Tropicana OpCo, Inc.	Delaware
Aztar Riverboat Holding Company, LLC	Indiana
Aztar Indiana Gaming Company, LLC	Indiana
New Jazz Enterprises, L.L.C.	Nevada
Catfish Queen Partnership in Commendam	Louisiana
Centroplex Centre Convention Hotel, L.L.C.	Louisiana
Columbia Properties Tahoe, LLC	Nevada
MB Development, LLC	Nevada
Tropicana Laughlin, LLC	Nevada
Lighthouse Point, LLC	Mississippi
Tropicana Ent. Cayman Holdings Co. Ltd	Cayman Islands
Aruba Development Corp VBA	Aruba
Tropicana Aruba Casino Operating Co. N.V.	Aruba
Tropicana Aruba Resort Operating Corp. VBA	Aruba
Tropicana St. Louis, LLC	Delaware
TEI (STLH), LLC	Delaware
TEI (ES), LLC	Delaware
TEI (St. Louis) RE, LLC	Delaware
TLH LLC	Delaware

SE Inlet Properties LLC	Delaware
TropWorld Games LLC	Nevada
TEI R7 Investment LLC	Delaware
TEI Management Services LLC	Delaware
Trump Entertainment Resorts, Inc.	Delaware
Trump Entertainment Resorts Holdings LP	Delaware
TERH LP Inc.	Delaware
Trump Entertainment Resorts Development Company LLC	Delaware
TER Development Co. LLC	Delaware
Trump Marina Associates, LLC	New Jersey
Trump Plaza Associates, LLC	New Jersey
Trump Taj Mahal Associates, LLC	New Jersey
American Railcar Industries, Inc.	North Dakota
ARI Fleet Services of Canada, Inc.	Canada
ARI Component Venture LLC	Delaware
ARI Longtrain, Inc.	Delaware
Longtrain Leasing I, LLC	Delaware
Longtrain Leasing II, LLC	Delaware
Longtrain Leasing III, LLC (Formed January 7, 2015)	Delaware
Castings LLC	Delaware
Blue Lagoon Realty, LLC	Delaware
ARI Railcar Services, LLC	Delaware
Southwest Steel Casting Company, LLC	Texas
ARI Property Bude, LLC	Delaware
ARI Property Brookhaven, LLC	Delaware
ARI Property Goodrich, LLC	Delaware
ARI Longview, LLC	Delaware
ARI Mobile Repair Services, LLC	Delaware
ARI Property North Kansas, LLC	Delaware
ARI Property Tennille, LLC	Delaware
Southwest Steel Property, LLC	Delaware
ARI Leasing, LLC	Delaware
American Railcar Leasing, LLC	Delaware
American Railcar Leasing Canada Limited	Delaware
NCF IV LLC	Delaware
ARL First LLC	Delaware
ARI Second LLC	Delaware
ARI Third LLC	Delaware
ARL II Funding LLC	Delaware
ARL Lease Administrators LLC	Delaware
Shippers Third LLC	Delaware
ARL Fifth LLC	Delaware
AEP Leasing LLC	Delaware
NCF I LLC	Delaware
NCF II LLC	Delaware
NCF III LLC	Delaware
RCF 2014 LLC	Delaware
ARL Second LLC	Delaware
ARI Member Corp	Delaware
RCF 2014 Member Corp	Delaware

Shippers Member Corp	Delaware
ARL Member Corp	Delaware
Ferrous Limited	Isle of Man
Ferrous Resources Limited	United Kingdom
Mediterranean Iron Limited	Malta
Atlantic Iron Sarl	Luxembourg
Ferrous Resources Do Brasil S.A.	Brazil
Empresa de Mineracao Esperanca S.A.	Brazil
Mineracao Jacuipe Ltda	Brazil
Viskase Companies, Inc	Delaware
WSC Corp.	Delaware
Viskase Films, Inc.	Delaware
Viskase del Norte, S.A. de C.V.	Mexico
Servicos Viskase del Norte, S.A. de C.V.	Mexico
Viskase S.A.S.	France
Viskase SpA	Italy
Viskase Gmbh	Germany
Viskase Polska SP.ZO.O	Poland
Viskase Brasil Embalagens Ltda	Brazil
Viskase Asia Pacific Corp	Philippines
Viskase Sales Philippines Inc.	Philippines
Viskase Holdings, Inc.	Delaware
Darmex Casings SP.ZO.O	Poland
Walsroder Casings GmbH	Germany
Walsroder Casings Polska Sp.zo.o	Poland
CT Casings Beteiligungs GmbH	Germany
PSC Metals Inc.	Ohio
M W Recycling, LLC	Ohio
TAP USA, LLC	Ohio
PSC Metals - Mitco, LLC	Ohio
Carbon Plate Steel Products, LLC	Ohio
PSC Metals - Knoxville, LLC	Ohio
PSC Metals - Joyce, LLC	Ohio
PSC Metals - CAW, LLC	Ohio
PSC Metals - Alliance, LLC	Ohio
PSC Metals - Elyria, LLC	Ohio
PSC Metals - Garn, LLC	Ohio
PSC Metals - Aliquippa, LLC	Ohio
PSC Metals - Wooster, LLC	Ohio
PSC Metals - Metallics, LLC	Ohio
PSC Metals - Akron, LLC	Ohio
PSC Metals - Massillon, LLC	Ohio
PSC Metals - Newark, LLC	Ohio
PSC Metals - Beaver Falls, LLC	Ohio
PSC Metals - Canton, LLC	Ohio
PSC Metals - Chattanooga, LLC	Ohio
PSC Metals - Rockwood, LLC	Ohio
PSC Metals - St. Louis, LLC	Ohio
PSC Metals - South Knoxville, LLC	Ohio
PSC Metals - New York, LLC	New York

PSC Metals - D&L, LLC	Pennsylvania
CAPPCO Tubular Products Canada, Inc.	Canada
CAPPCO Tubular Products USA, LLC	Georgia
Vero Beach Acquisition LLC	Delaware
Vero Beach Acquisition II LLC	Delaware
AREP Florida Holdings LLC	Delaware
New Seabury Real Estate Holdings LLC	Delaware
IEP RESI LLC	Delaware
IEP Peachtree LLC	Delaware
IEP Dallas LLC	Delaware
AREH Hudson Street LLC	Delaware
GH Vero Beach Development LLC	Delaware
Grand Harbor North Land LLC	Delaware
Vero Beach Title & Escrow Company LLC	Delaware
River Village Tower I	Delaware
River Village Tower II	Delaware
River Village Tower III	Delaware
River Village Tower IV	Delaware
River Village Tower V	Delaware
VB Community Management LLC - New for residential property management in Vero Beach	Delaware
GH Vero Holdings LLC	Delaware
Bayswater Falling Waters LLC	Delaware
Bayswater Development LLC	Delaware
New Seabury Private Sewer Treatment Facility LLC	Delaware
Bayswater Brokerage Mass. LLC	Delaware
New Seabury Properties L.L.C.	Delaware
Grand Harbor Golf Club LLC	Delaware
Oak Harbor Golf Club LLC	Delaware
OH Somerset ALF LLC	Delaware
GHG Asset Management LLC	Delaware
OHG Asset Management LLC	Delaware
Oak Harbor Assisted Living Facility LLC	Delaware
IEH GH Management LLC	Delaware
New Seabury Golf Club LLC	Delaware
NS Beach Club LLC	Delaware
Westpoint Home LLC	Delaware
WestPoint Home Netherlands Holding, LLC	Delaware
WestPoint Home (Netherlands) Coopertief	Netherlands
WestPoint Home Asia Ltd.	British Virgin Islands
WestPoint Pakistan LLC	Delaware
WP IP, LLC	Nevada
WP Trademarks, LLC	Delaware
WP Property Holdings I, LLC	Delaware
WP Property Holdings II, LLC	Delaware
WestPoint Home Stores, LLC	Delaware
WP Sales, Inc.	Delaware
WPH - Nostalgia LLC	Delaware
WP Properties Lanier/Carter, LLC	Delaware
WP Properties Lumberton, LLC	Delaware
WP Properties Wagram, LLC	Delaware

WP Properties Clemson, LLC	Delaware
WP Properties Wagram Facility, LLC	Delaware
WestPoint Home (Netherlands) B.V.	Netherlands
WestPoint Home (Bahrain) W.L.L.	Bahrain
WestPoint Home (Shanghai) Inc.	China

⁽¹⁾ Icahn Enterprises Holdings L.P. is a 99% owned subsidiary of Icahn Enterprises L.P. All other subsidiaries listed above are subsidiaries of Icahn Enterprises Holdings L.P. and therefore are also subsidiaries of Icahn Enterprises L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated March 1, 2017 , with respect to the consolidated financial statements, schedule and internal control over financial reporting of Icahn Enterprises L.P. and subsidiaries included in the joint Annual Report of Icahn Enterprises L.P. and Icahn Enterprises Holdings L.P. on Form 10-K for the year ended December 31, 2016 . We consent to the incorporation by reference of said reports in the Registration Statement of Icahn Enterprises L.P. and subsidiaries on Form S-3 (File No. 333-213563).

/s/GRANT THORNTON LLP

New York, New York
March 1, 2017

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, Keith Cozza, certify that:

1. I have reviewed this joint annual report on Form 10-K of Icahn Enterprises L.P. and Icahn Enterprises Holdings L.P. for the year ended December 31, 2016 ;
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/Keith Cozza

Keith Cozza

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: March 1, 2017

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, SungHwan Cho, certify that:

1. I have reviewed this joint annual report on Form 10-K of Icahn Enterprises L.P. and Icahn Enterprises Holdings L.P. for the year ended December 31, 2016 ;
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/SungHwan Cho

SungHwan Cho

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

Date: March 1, 2017

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 annual report on Form 10-K of Icahn Enterprises L.P. and Icahn Enterprises Holdings L.P., for the year ended December 31, 2016, 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 annual report on Form 10-K for the year ended December 31, 2016 :

- (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/Keith Cozza

Keith Cozza

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: March 1, 2017

/s/SungHwan Cho

SungHwan Cho

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

Date: March 1, 2017