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

FORM 10-K

(Mark one)

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

For the Fiscal Year Ended December 31, 2021

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

For the Transition Period from to

(Commission File Number)	(Exact Name of Registrant as Specified in Its Charter) (Address of Principal Executive Offices) (Zip Code) (Telephone Number)	(State or Other Jurisdiction of Incorporation or Organization)	(IRS Employer Identification No.)
1-9516	**ICAHN ENTERPRISES L.P.** **16690 Collins Avenue, PH-1** **Sunny Isles Beach, FL 33160** **(305) 422-4100**	**Delaware**	**13-3398766**

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

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

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. 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. 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. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

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

Large Accelerated Filer	☒	Accelerated Filer	☐	Emerging Growth Company	☐
Non-accelerated Filer	☐	Smaller Reporting Company	☐		

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

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report. ☒

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

The aggregate market value of Icahn Enterprises' depositary units held by non-affiliates of the registrant as of June 30, 2021, the last business day of the registrant's most recently completed second fiscal quarter, based upon the closing price of depositary units on the Nasdaq Global Select Market ("Nasdaq") on such date was $1,478 million. As of February 25, 2022, there were 293,416,326 depositary units outstanding.

FORWARD-LOOKING STATEMENTS

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

Forward-looking statements include certain statements made under the caption, “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” under Item 7 of this Report, but also forward-looking statements that appear in other parts of this Report. Forward-looking statements reflect our current views with respect to future events and are based on certain assumptions and are subject to risks and uncertainties that could cause our actual results to differ materially from trends, plans, or expectations set forth in the forward-looking statements. These risks and uncertainties may include the risks and uncertainties described elsewhere in this Report, including under the caption “Risk Factors,” under Item 1A of this Report. Additionally, there may be other factors not presently known to us or which we currently consider to be immaterial that may cause our actual results to differ materially from the forward-looking statements.

SUMMARY RISK FACTORS

Investing in our securities involves certain risks. Before investing in any of our securities, you should carefully consider the following summary of the principal factors that make an investment in our securities speculative or risky as well as the risks described under the caption "Risk Factors," under Item 1A of this Report. If any of these risks actually occurs, it could have a material adverse effect on our businesses. The risks described below and under the caption "Risk Factors," under Item 1A of this Report are not the only risks that affect our businesses. Additional risks that are unknown or not presently deemed significant may also have a material adverse effect on our businesses. The following is a summary of our risk factors that appear in Item 1A of this Report.

Risks Relating to Our Structure

- Our general partner, and its control person, has significant influence over us, and sales by our controlling unitholder could cause our unit price to decline;
- We have engaged, and in the future may engage, in transactions with our affiliates;
- We are subject to the risk of becoming an investment company;
- We may structure transactions in a less advantageous manner to avoid becoming subject to the Investment Company Act;
- We may become taxable as a corporation if we are no longer treated as a partnership for U.S. federal income tax purposes;
- We may be negatively impacted by the potential for changes in tax laws;
- 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;
- Tax gain or loss on the disposition of our depositary units could be more or less than expected;
- Tax-exempt entities may recognize unrelated business taxable income they receive from holding our units, and may face other unique issues specific to their U.S. federal income tax classification;
- Non-U.S. persons face unique tax issues from owning units that may result in adverse tax consequences to them, including being subject to withholding regimes and U.S. federal income tax on certain income they may earn from holding our units;
- We may be liable for any underwithholding by nominees of our distributions made after January 2023;
- Our unitholders likely will be subject to state and local taxes and return filing or withholding requirements in states in which they do not live as a result of investing in our units;
- We prorate our items of income, gain, loss and deduction between transferors and transferees of our units based upon the ownership of our units at the close of business on the last day of each month, instead of on the basis of the date a particular unit is transferred. The IRS may challenge this treatment, which could change the allocation of items of income, gain, loss and deduction among our unitholders;
- A unitholder whose units are loaned to a "short seller" to cover a short sale of units may be considered as having disposed of those units. If so, such unitholder would no longer be treated for U.S. federal income tax purposes as a partner with respect to those units during the period of the loan and may recognize gain or loss from the disposition;
- If the IRS makes audit adjustments to our income tax returns for tax years beginning after 2017, it (and some states) may collect any resulting taxes (including any applicable penalties and interest) directly from us, in which case our cash available to service debt or pay distributions to our unitholders, if and when resumed, could be substantially reduced;
- We may be subject to the pension liabilities of our affiliates;
- 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;
- Certain members of our management team may be involved in other business activities that may involve conflicts of interest;
- Holders of Icahn Enterprises' depositary units have limited voting rights, including rights to participate in our management;
- 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; and
- Since we are a limited partnership, you may not be able to pursue legal claims against us in U.S. federal courts.

Risks Relating to Liquidity and Capital Requirements

- We are a holding company and depend on the businesses of our subsidiaries to satisfy our obligations;
- To service our indebtedness, we will 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 failure to comply with the covenants contained under any of our debt instruments, including the indentures governing our senior unsecured notes (including our failure to comply as a result of events beyond our control), could result in an event of default that would materially and adversely affect our financial condition;
- We may not have sufficient funds necessary to finance a change of control offer that may be required by the indentures governing our senior notes;
- 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; and
- Future cash distributions to Icahn Enterprises' unitholders, if any, can be affected by numerous factors.

Risks Relating to Our Investment Segment

- Our investments may be subject to significant uncertainties;
- The historical financial information for the Investment Funds is not necessarily indicative of its future performance;
- 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;
- We may not be able to identify suitable investments, and our investments may not result in favorable returns or may result in losses;
- Successful execution of our activist investment activities involves many risks, certain of which are outside of our control;
- The Investment Funds make investments in companies we do not control;
- 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 possibility of increased regulation could result in additional burdens on our Investment segment;
- The ability to hedge investments successfully is subject to numerous risks;
- The Investment Funds invest in distressed securities, as well as bank loans, asset backed securities and mortgage-backed securities; and
- 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.

Risks Relating to our Consolidated Operating Subsidiaries

Our consolidated operating subsidiaries are subject to various risks, including but not limited to:

- Changes in regulations and regulatory actions;
- Operational disruptions, damage to property, injury to persons or environmental and legal liability;
- Environmental laws and regulations;
- Volatility of commodity prices;
- Compliance with the U.S. Environmental Protection Agency Renewable Fuel Standard;
- Climate change laws and regulations;
- Operations in foreign countries; and
- Significant labor disputes involving any of our businesses or one or more of their customers or suppliers.

ICAHN ENTERPRISES L.P.
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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 and headquartered in Sunny Isles Beach, Florida. We are a diversified holding company owning subsidiaries engaged in the following operating businesses: Investment, Energy, Automotive, Food Packaging, Real Estate, Home Fashion and Pharma. In addition, we operated a Metals segment until it was sold in December 2021. References to “we,” “our” or “us” herein include Icahn Enterprises and its subsidiaries, unless the context otherwise requires.

Icahn Enterprises owns 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”), 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, 2021, representing an aggregate 1.99% general partner interest in Icahn Enterprises Holdings and us. Mr. Icahn and his affiliates owned approximately 88% of our outstanding depositary units as of December 31, 2021.

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

Our business strategy and core strengths, and certain other business developments, are not disclosed in this Report since they are not materially different from prior disclosures, as described in Item 1 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2019, as filed with the Securities and Exchange Commission (“SEC”) on February 28, 2020, and which is incorporated by reference herein.

Business Description

Icahn Enterprises began as American Real Estate Partners L.P. in 1987 and currently operates a portfolio of seven diversified reporting segments. With the exception of our Investment segment, our operating segments primarily comprise independently operated businesses that we have obtained a controlling interest in through execution of our business strategy. Our Investment segment derives revenues from gains and losses from investment transactions. Our other operating segments derive revenues principally from net sales of various products, primarily within our Energy and Automotive segments, which together accounted for the significant majority of our consolidated net sales for each of the three years in the period ended December 31, 2021. Our other operating segments’ revenues are also derived through various other revenue streams which primarily consists of automotive services and real estate leasing operations. The majority of our consolidated revenues are derived from customers in the United States. Our Food Packaging segment, and prior to August 2019, our Mining segment, accounted for the majority of our consolidated revenues derived from customers outside the United States.

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, 2021, we had investments with a fair market value of approximately $4.2 billion in the Investment Funds, as defined below.

Investment

Our Investment segment is comprised of various private investment funds ("Investment Funds") in which we have general partner interests and through which we invest our proprietary capital. We, certain of Mr. Icahn's wholly-owned affiliates and Brett Icahn, son of Mr. Icahn, are the sole investors in the Investment Funds. As general partner, we provide investment advisory and certain administrative and back-office services to the Investment Funds but do not provide such services to any other entities, individuals or accounts. Interests in the Investment Funds are not offered to outside investors.

Investment Strategy

The investment strategy of the Investment Funds 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 Investment Funds 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 often act as activist investors ready to take the steps necessary to seek to unlock value, including through 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 they believe to be undervalued by the marketplace. The Investment Funds often take significant positions in the companies in which they invest.

Income

Our Investment segment's income or loss is driven by the amount of funds allocated to the Investment Funds and the performance of the underlying investments in the Investment Funds. Funds allocated to the Investment Funds are based on the net contributions and redemptions by our Holding Company, by Mr. Icahn and his affiliates and by Brett Icahn.

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, and subsidiaries) to be bound by certain restrictions on their investments in any assets that we 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.

Energy

We conduct our Energy segment through our majority owned subsidiary, CVR Energy, Inc. ("CVR Energy"). CVR Energy is headquartered in Sugar Land, Texas. CVR Energy 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.

CVR Energy is a diversified holding company primarily engaged in the petroleum refining and nitrogen fertilizer manufacturing businesses through its holdings in CVR Refining, LP ("CVR Refining") and CVR Partners, LP ("CVR Partners"), respectively. CVR Refining is an independent petroleum refiner and marketer of high value transportation fuels. CVR Partners produces and markets nitrogen fertilizers in the form of ammonia and urea ammonium nitrate ("UAN"). CVR Energy has a general partner interest in each of CVR Refining and CVR Partners. In addition, CVR Energy is the sole limited partner of CVR Refining and owns 36% of the outstanding common units of CVR Partners as of December 31, 2021. As of December 31, 2021, we owned approximately 71% of the total outstanding common stock of CVR Energy.

Our Energy segment's net sales for the years ended December 31, 2021, 2020 and 2019 represented approximately 70%, 58% and 65%, respectively, of our consolidated net sales, primarily from the sale of its petroleum products.

Products, Raw Materials and Supply

CVR Refining has the capability to process a variety of crude oil blends. CVR Refining's oil refineries in Coffeyville, Kansas and Wynnewood, Oklahoma have a combined capacity of 206,500 barrels per day. In addition to the use of third-party pipelines for the supply of crude oil, CVR Refining has an extensive gathering system consisting of logistics assets that are owned, leased or part of a joint venture operation. Petroleum refining product yield includes gasoline, diesel fuel, pet coke and other refined products such as natural gas liquids, asphalt and jet fuel among other products.

CVR Partners produces and distributes nitrogen fertilizer products, which are used by farmers to improve the yield and quality of their crops. The principal products are UAN and ammonia. CVR Partners' Coffeyville, Kansas facility uses pet coke to produce nitrogen fertilizer and is supplied by its adjacent crude oil refinery pursuant to a renewable long-term agreement with CVR Refining, as well as by third parties. 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' East Dubuque, Illinois facility uses natural gas to produce nitrogen fertilizer. The East Dubuque facility is able to purchase natural gas at competitive prices due to its connection to the Northern Natural Gas interstate pipeline system, which is within one mile of the facility, and a third-party owned and operated pipeline.

Environmental Regulations

CVR Energy's petroleum and nitrogen fertilizer businesses are subject to extensive and frequently changing federal, state and local, environmental, health and safety laws and regulations governing the emission, transportation, storage, disposal and release of regulated substances or wastes, the treatment and discharge of waste-water and storm water, and the storage, handling, use and transportation of petroleum and nitrogen products, and the characteristics and composition of gasoline, diesel fuels, UAN and ammonia. 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 monitoring of controls;
- liability for the investigation and remediation of contaminated soil and groundwater at current and former facilities (if any) and 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 Energy'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 Energy's permits, licenses or authorizations. In addition, the laws and regulations to which CVR Energy is subject to 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. These laws and regulations could result in increased capital, operating and compliance costs.

CVR Energy's businesses are also subject to, or impacted by, various other environmental laws and regulations such as the federal Clean Air Act, the federal Clean Water Act, release reporting requirements relating to the release of hazardous substances into the environment, certain fuel regulations, renewable fuel standards, as discussed below, and various other laws and regulations.

Renewable Fuel Standard

CVR Refining is subject to the Clean Air Act's renewable fuel standard ("RFS") which requires refiners to either blend "renewable fuels" with their transportation fuels or purchase renewable fuel credits, known as renewable identification numbers, in lieu of blending. See Item 1A, "Risk Factors" and Note 17, "Commitments and Contingencies," to the consolidated financial statements for further discussion.

Automotive

We conduct our Automotive segment through our wholly owned subsidiary, Icahn Automotive Group LLC ("Icahn Automotive"). Icahn Automotive is headquartered in Kennesaw, Georgia.

Icahn Automotive was formed by us to invest in and operate businesses involved in automotive repair and maintenance services ("automotive services") as well as the distribution and sale of automotive aftermarket parts and accessories to end-user do-it-yourself customers, wholesale distributors, and professional auto mechanics ("aftermarket parts"). Icahn Automotive's automotive services and aftermarket parts businesses serve different customer channels and have distinct strategies, opportunities and requirements. As a result, the board of directors of Icahn Automotive has approved the separation of its aftermarket parts and automotive services businesses into two independent operating companies, each with its own Chief Executive Officer and management teams, and both of which are supported by a central shared service group.

Our Automotive segment's net sales for the years ended December 31, 2021, 2020 and 2019 represented approximately 17%, 28% and 24%, respectively, of our consolidated net sales.

Products, Services and Customers

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 (retail) toward do-it-for-me (services) due to increasing vehicle complexity and electronic content, as well as decreasing availability of diagnostic equipment and know-how. Icahn Automotive provides its customers with access to over two million replacement parts for domestic and imported vehicles through an extensive network of suppliers. Icahn Automotive seeks to provide (i) an extensive selection of product offerings, (ii) competitive pricing, (iii) exceptional in-store service experience and (iv) superior delivery to its customers.

Suppliers

Icahn Automotive purchases parts from manufacturers and other distributors for sale in the aftermarket. Purchases are made based on current inventory or operational needs and are fulfilled by suppliers within short periods of time. During 2021, Icahn Automotive's ten largest suppliers accounted for approximately 58% of the merchandise purchased and its two largest suppliers accounted for more than 27% of the merchandise purchased. Icahn Automotive believes that the relationships that it has established with its suppliers are generally positive. In the past, Icahn Automotive has not experienced difficulty in obtaining satisfactory sources of supply and it believes that adequate alternative sources of supply exist, at similar cost, for the types of merchandise sold in its stores.

Other Operating Segments

Food Packaging

We conduct our Food Packaging segment through our majority owned subsidiary, Viskase Companies, Inc. ("Viskase"). Viskase is a producer of cellulosic, fibrous and plastic casings used to prepare and package processed meat products. Approximately 71% of Viskase's net sales during 2021 were derived from customers outside the United States.

In October 2020, Viskase completed an equity private placement whereby we acquired an additional 50,000,000 shares of Viskase common stock for $100 million. In connection with this transaction, our ownership of Viskase increased from approximately 79% to 89%.

Real Estate

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

Home Fashion

We conduct our Home Fashion segment through our wholly owned subsidiary, WestPoint Home LLC ("WPH"). WPH's business consists of manufacturing, sourcing, marketing, distributing and selling home fashion consumer products. WPH's operations include a manufacturing and distribution facility in Chipley, Florida and a manufacturing facility in Bahrain, both of which are owned facilities.

Pharma

We conduct our Pharma segment through our wholly owned subsidiary, Vivus LLC, formerly Vivus, Inc. ("Vivus"). We acquired all of the outstanding common stock of Vivus in December 2020 upon its emergence from bankruptcy. Prior to Vivus' emergence from bankruptcy, we held an investment in all of Vivus' convertible corporate debt securities as well as all of its other outstanding debt. Vivus is a specialty pharmaceutical company with two approved therapies and one product candidate in active clinical development.

Metals

We conducted our Metals segment through our wholly owned subsidiary, PSC Metals, LLC ("PSC Metals"). On December 7, 2021, we closed on the sale of PSC Metals. As a result, we no longer operate a Metals segment.

Employees

We have an aggregate of 36 employees at our Holding Company and Investment segment. Our other reporting segments employ an aggregate of approximately 19,500 employees, of which approximately 68% are employed within our Automotive segment, 13% are employed with our Food Packaging segment and 10% or less at each of our other segments. Approximately 19% of our employees are employed internationally, primarily within our Food Packaging and Home Fashion segments.

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 Ethics and Business Conduct and Audit Committee Charter, are available on our website (under Corporate Governance) and are available in print without charge to any stockholder requesting them. Any amendment or waiver of the provisions of our Code of Ethics will be posted on our website. 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

Investing in our securities involves certain risks. Before investing in any of our securities, you should carefully consider the following risks. If any of these risks actually occurs, it could have a material adverse effect on our business. The risks described below are not the only risks that affect our businesses. Additional risks that are unknown or not presently deemed significant may also have a material adverse effect on our businesses.

Risks Relating to Our Structure

Our general partner, and its control person, has significant influence over us, and sales by our controlling unitholder could cause our unit price to decline.

Mr. Icahn, through affiliates, owns 100% of Icahn Enterprises GP, the general partner of Icahn Enterprises, and approximately 88% of Icahn Enterprises' outstanding depositary units as of December 31, 2021, 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 Enterprises' executives and Icahn family members. However, there can be no assurance that such planning will be effective. Furthermore, if upon Mr. Icahn's death, the charitable and other trusts do not give control of Icahn Enterprises GP to Brett Icahn, Brett Icahn will have the right to terminate the manager agreement between Brett Icahn and Icahn Enterprises. In addition, it is currently anticipated that Brett Icahn will succeed Carl Icahn as Chairman of the board of Icahn Enterprises GP and as Chief Executive Officer of the Investment segment following the end of the 7-year term of the manager agreement or earlier if Carl Icahn should so determine.

Sales of a substantial number of depositary units held by Mr. Icahn and his affiliates could have a negative impact on the market price of our depositary units. Likewise, the market may anticipate sales by Mr. Icahn or his estate even if Mr. Icahn or his estate is not selling, or has no plans to sell, depositary units.

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.

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. Events beyond our control, including significant appreciation or depreciation in the market value of certain of our publicly traded holdings or adverse developments with respect to our ownership of certain of our subsidiaries, could result in our inadvertently becoming an investment company that is required to register under the Investment Company Act. Transactions involving the sale of certain assets could result in our being considered an investment company. Following such events or transactions, an exemption under the Investment Company Act would provide us up to one year to take steps to avoid becoming classified as an investment company. We expect to take steps to avoid becoming classified as an investment company, but no assurance can be made that we will successfully be able to take the steps necessary to avoid becoming classified as an investment company.

If we are unsuccessful, then we will be required to register as a registered investment company and will be 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 currently operate our business, nor are registered investment companies permitted to have many of the relationships that we have with our affiliated companies. In addition, if we become required to register under the Investment Company Act, it is likely that we would be treated as a corporation for U.S. federal income tax purposes and would be subject to the tax consequences described below under the caption, "We may become taxable as a corporation if we are no longer treated as a partnership for U.S. federal income tax purposes."

If it were established that we were an investment company and did not register as an investment company when required to do so, 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 structure transactions in a less advantageous manner to avoid becoming subject to the Investment Company Act.

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.

We may become taxable as a corporation if we are no longer treated as a partnership for U.S. federal income tax purposes.

We believe that we have been and are properly treated as a partnership for U.S. 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 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 become required to 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.

We may be negatively impacted by the potential for changes in tax laws.

Our investment strategy considers various tax related impacts. Past or future legislative proposals have been or may be introduced that, if enacted, could have a material and adverse effect on us. For example, past proposals have included taxing publicly traded partnerships, such as us, as corporations and introducing substantive changes to the definition of “qualifying” income, which could make it more difficult or impossible to 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. If certain proposals were enacted, Mr. Icahn or his estate could become subject to additional U.S. federal income tax. The imposition of such additional tax, or the potential for such additional tax to be implemented, may result in Mr. Icahn or his estate selling our depositary units. Further, the market may anticipate sales by Mr. Icahn or his estate even if Mr. Icahn or his estate is not selling, or has no plans to sell, our depositary units. We currently cannot predict the outcome of legislative proposals, including, if enacted, their impact on our operations and financial position.

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, unitholders generally are required to pay U.S. 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.

Tax gain or loss on the disposition of our depositary units could be more or less than expected.

If our unitholders sell their units, they will recognize a gain or loss equal to the difference between the amount realized and their tax basis in those units. Any distributions to our unitholders that were in excess of the total net taxable income our unitholders were allocated for a unit will decrease their tax basis in that unit. As a result of the reduced basis, a unitholder will recognize a greater amount of income if the unit is later sold for an amount greater than such unit’s basis. A portion of the amount realized, whether or not representing gain, may be ordinary income to the selling unitholder due to potential recapture items. In addition, because the amount realized includes a unitholder’s share of our nonrecourse liabilities, a unitholder who sells units may incur a tax liability in excess of the amount of cash received from the sale.

Tax-exempt entities may recognize unrelated business taxable income they receive from holding our units, and may face other unique issues specific to their U.S. federal income tax classification.

Investment in units by tax-exempt entities, such as individual retirement accounts (known as IRAs), pension plans, and non-U.S. persons raises issues unique to them. For example, some portion of our income allocated to organizations exempt from U.S. federal income tax, particularly income arising from our debt-financed transactions, will likely be unrelated business taxable income and will be taxable to them.

Non-U.S. persons face unique tax issues from owning units that may result in adverse tax consequences to them, including being subject to withholding regimes and U.S. federal income tax on certain income they may earn from holding our units.

Distributions to non-U.S. persons will be reduced by withholding taxes at the highest applicable effective tax rate, and non-U.S. persons will be required to file U.S. federal income tax returns and pay tax on their share of our taxable income.

On November 30, 2020, the IRS published final regulations (the “1446 Final Regulations”) that address withholding tax and information reporting with respect to interests in publicly traded partnerships engaged in a U.S. trade or business. The 1446 Final Regulations end the suspension of withholding on the sale or exchange of certain interests in a publicly traded partnership, effective on January 1, 2022, but place the primary responsibility for such withholding obligations for transfers effected through brokers on the broker, and not the publicly traded partnership. On August 24, 2021, the IRS issued Notice 2021-51 (the "Notice"), which states the IRS' intent to amend the 1446 Final Regulations to defer the applicability date to January 1, 2023 and further permits taxpayers to rely upon the Notice until such amendments are issued. For transfers that occur on or after January 1, 2023, a publicly traded partnership may be liable for any underwithholding by a broker that relies on a qualified notice for which the publicly traded partnership failed to make a reasonable estimate of the amounts required for determining the applicability of the "10 percent exception." The "10 percent exception" applies if, either (1) the publicly traded partnership was not engaged in a U.S. trade or business during a specified time period, or (2) upon a hypothetical sale of the publicly traded partnership's assets at fair market value, (i) the amount of net gain that would have been effectively connected with the conduct of a U.S. trade or business would be less than 10% of the total net gain, or (ii) no gain would have been effectively connected with the conduct of a U.S. trade or business.

We may be liable for any underwithholding by nominees on our distributions made after January 1, 2023.

Under the 1446 Final Regulations, and as deferred by the Notice, for distributions made after January 1, 2023, a publicly traded partnership must post on its primary public website (and keep accessible for ten years), and deliver to any registered holder that is a nominee, a qualified notice that states the amount of a distribution that is attributable to each type of income group specified in the 1446 Final Regulations. If the qualified notice is incorrect such that it causes a broker to underwithhold with respect to an amount in excess of cumulative net income, the publicly traded partnership is liable for any underwithholding on such amount.

Our unitholders likely will be subject to state and local taxes and return filing or withholding requirements in states in which they do not live as a result of investing in our units.

In addition to U.S. federal income taxes, our unitholders will likely be subject to other taxes, such as state and local income taxes, unincorporated business taxes and estate, inheritance, or intangible taxes that are imposed by the various jurisdictions in which we do business or own property. Our unitholders may be required to file state and local income tax returns and pay state and local income taxes in certain of these various jurisdictions. Further, our unitholders may be subject to penalties for failure to comply with those requirements. We own property and conduct business in Florida, Massachusetts, Nevada and New York. It is each unitholder's responsibility to file all federal, state and local tax returns. Our counsel has not rendered an opinion on the state and local tax consequences of an investment in our units.

We prorate our items of income, gain, loss and deduction between transferors and transferees of our units based upon the ownership of our units at the close of business on the last day of each month, instead of on the basis of the date a particular unit is transferred. The IRS may challenge this treatment, which could change the allocation of items of income, gain, loss and deduction among our unitholders.

We prorate our items of income, gain, loss and deduction between transferors and transferees of our units based upon the ownership of our units on the first business day of each month, instead of on the basis of the date a particular unit is transferred. The U.S. Treasury Department adopted final Treasury regulations that provide that publicly traded partnerships may use a similar monthly simplifying convention to allocate tax items among transferor and transferee unitholders. Nonetheless, the final regulations do not specifically authorize the use of the proration method we have adopted. If the IRS were to challenge this method, we may be required to change the allocation of items of income, gain, loss and deduction among our unitholders.

A unitholder whose units are loaned to a "short seller" to cover a short sale of units may be considered as having disposed of those units. If so, such unitholder would no longer be treated for U.S. federal income tax purposes as a partner with respect to those units during the period of the loan and may recognize gain or loss from the disposition.

Because a unitholder whose units are loaned to a "short seller" to cover a short sale of units may be considered as having disposed of the loaned units, he or she may no longer be treated for U.S. federal income tax purposes as a partner with respect to those units during the period of the loan to the short seller and the unitholder may recognize gain or loss from such disposition. Moreover, during the period of the loan to the short seller, any of our income, gain, loss or deduction with respect to those units may not be reportable by the unitholder and any cash distributions received by the unitholder as to those units could be fully taxable as ordinary income. Our counsel has not rendered an opinion regarding the treatment of a unitholder where units are loaned to a short seller to cover a short sale of units; therefore, unitholders desiring to assure their status as partners and avoid the risk of gain recognition from a loan to a short seller are urged to modify any applicable brokerage account agreements to prohibit their brokers from borrowing their units.

If the IRS makes audit adjustments to our income tax returns for tax years beginning after 2017, it (and some states) may collect any resulting taxes (including any applicable penalties and interest) directly from us, in which case our cash available to service debt or pay distributions to our unitholders, if and when resumed, could be substantially reduced.

With respect to tax years beginning after December 31, 2017, if the IRS makes audit adjustments to our income tax returns, it (and some states) may assess and collect any resulting taxes (including any applicable penalties and interest) resulting from such audit adjustment directly from us. Generally, we will have the option to seek to collect tax liability from our unitholders in accordance with their percentage interests during the year under audit, but there can be no assurance that we will elect to do so or be able to do so under all circumstances. If we do not collect such tax liability from our unitholders in accordance with their percentage interests in the tax year under audit, our net income and the available cash for quarterly distributions to current unitholders may be substantially reduced. Accordingly, our current unitholders may bear some or all of the tax liability resulting from such audit adjustment, even if such unitholders did not own units during the tax year under audit. In particular, as a publicly traded partnership, our Partnership Representative (as defined below) may, in certain instances, request that any “imputed underpayment” resulting from an audit be adjusted by amounts of certain of our passive losses. If we successfully make such a request, we would have to reduce suspended passive loss carryovers in a manner which is binding on the partners.

We are required to and have designated a partner, or other person, with a substantial presence in the United States as the partnership representative (“Partnership Representative”). The Partnership Representative will have the sole authority to act on our behalf for purposes of, among other things, U.S. federal income tax audits and judicial review of administrative adjustments by the IRS. Any actions taken by us or by the Partnership Representative on our behalf with respect to, among other things, U.S. federal income tax audits and judicial review of administrative adjustments by the IRS, will be binding on us and our unitholders.

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

Mr. Icahn, through certain affiliates, owns 100% of Icahn Enterprises GP and approximately 88% of Icahn Enterprises’ outstanding depositary units as of December 31, 2021. Applicable pension and tax laws make each member of a “controlled group” of entities, generally defined as entities in which there is at least an 80% common ownership interest, jointly and severally liable for certain pension plan obligations of any member of the controlled group. These pension obligations include ongoing contributions to fund the plan, as well as liability for any unfunded liabilities that may exist at the time the plan is terminated. In addition, the failure to pay these pension obligations when due may result in the creation of liens in favor of the pension plan or the Pension Benefit Guaranty Corporation (the “PBGC”) against the assets of each member of the controlled group.

As a result of the more than 80% ownership interest in us by Mr. Icahn’s affiliates, we and our subsidiaries are subject to the pension liabilities of entities in which Mr. Icahn has a direct or indirect ownership interest of at least 80%, which includes the liabilities of pension plans sponsored by Viskase and ACF Industries LLC (“ACF”). All the minimum funding requirements of the Internal Revenue Code, as amended, and the Employee Retirement Income Security Act of 1974, as amended, for the Viskase and ACF plans have been met as of December 31, 2021. If the plans were voluntarily terminated, they would be underfunded by an aggregate of approximately $66 million as of December 31, 2021. These results are based on the most recent information provided by the plans’ actuaries. These liabilities could increase or decrease, depending on a number of factors, including future changes in benefits, investment returns, and the assumptions used to calculate the liability. As members of the controlled group, we would be liable for any failure of Viskase or ACF to make ongoing pension contributions or to pay the unfunded liabilities upon a termination of the Viskase or ACF pension plans. In addition, other entities now or in the future within the controlled group in which we are included may have pension plan obligations that are, or may become, underfunded and we would be liable for any failure of such entities to make ongoing pension contributions or to pay the unfunded liabilities upon termination of such plans.

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

Starfire Holding Corporation (“Starfire”), which is 99.6% owned by Mr. Icahn, has undertaken to indemnify us and our subsidiaries from losses resulting from any imposition of certain pension funding or termination liabilities that may be imposed on us and our subsidiaries or our assets as a result of being a member of the Icahn controlled group. The Starfire indemnity provides, among other things, that so long as such contingent liabilities exist and could be imposed on us, Starfire will not make any distributions to its stockholders that would reduce its net worth to below $250 million. Nonetheless, Starfire may not be able to fund its indemnification obligations to us.

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. 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.

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.

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.

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 have the citizenship of each of our limited partners. Because we are a publicly traded limited partnership, it may not be possible for you 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.

Risks Relating to Liquidity and Capital Requirements

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, marketable equity and debt securities and other short-term investments, our assets consist primarily of investments in our subsidiaries. Moreover, if we make significant investments in new operating businesses, it is likely that we will reduce our liquid assets in order to fund those investments and the ongoing operations of our subsidiaries. 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 and the payment of funds to us by our subsidiaries in the form of dividends, distributions, loans or otherwise.

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 borrowing agreements of our subsidiaries, or other entities in which we own equity, may 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.

To service our indebtedness, we will 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, and to fund operations will depend 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 outstanding indebtedness. 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 outstanding indebtedness or to fund our other liquidity needs. We may need to refinance all or a portion of our outstanding indebtedness on or before maturity. We cannot assure you that we will be able to refinance any of our outstanding indebtedness on commercially reasonable terms or at all.

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

Our failure to comply with the covenants under any of our debt instruments, including our indentures governing our senior unsecured notes, (including our failure to comply as a result of events beyond our control, including the change in the fair value of our investment in the Investment Funds) may trigger a default or event of default under such instruments. 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 and declaration of acceleration under one or more of our other debt instruments, including the exchange notes. 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 not have sufficient funds necessary to finance a change of control offer that may be required by the indentures governing our senior notes.

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 indentures 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 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, 2021, we had investments in the Investment Funds with a fair market value of approximately $4.2 billion, which may be accessed on short notice to satisfy our liquidity needs. However, 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.

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 2021, 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. Even if distributions are made, there can be no assurance that holders of depositary units will not be required to recognize taxable income in excess of cash distributions made in respect of the period in which a distribution is made.

Risks Relating to Our Investment Segment

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;
- lack of 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.

The historical financial information for the Investment Funds is not necessarily indicative of its future performance.

Our Investment segment's financial information is driven by the amount of funds allocated to the Investment Funds and the performance of the underlying investments in the Investment Funds. Future funds allocated to the Investment Funds may increase or decrease based on the contributions and redemptions by our Holding Company, Mr. Icahn and his affiliates and by Brett Icahn, son of Mr. Icahn. Additionally, historical performance results of the Investment Funds are not indicative of future results as past market conditions, investment opportunities and investment decisions may not occur in the future. Changes in general market conditions coupled with changes in exposure to short and long positions have significant impact on our Investment segment's results of operations and the comparability of results of operations year over year and as such, future results of operations will be impacted by our future exposures and future market conditions, which may not be consistent with prior trends. Additionally, future returns may be affected by additional risks, including risks of the industries and businesses in which a particular fund invests.

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. We may also have significant influence with respect to certain companies owned by the Investment Funds, including representation on the board of directors of certain companies, and may be subject to trading restrictions with respect to specific positions in the Investment Funds at any particular time. These investments and trading restrictions 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 events, developments or 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's aggregate returns may be volatile and may be affected substantially by the performance of only one or a few holdings.

As of December 31, 2021, our top five holdings in the Investment Funds had a market value of approximately $5.6 billion, which represented approximately 60% of our assets under management for the Investment Segment. Therefore, a significant decline in the fair market values of our larger positions may have a material adverse impact on our consolidated financial position, results of operations or cash flows and the trading price of our depositary units. Certain of the companies in our Investment Funds file annual, quarterly and current reports with the SEC, which are publicly available, and contain additional risk factors with respect to such companies.

The Investment Funds seek to invest in securities that are undervalued. The identification of investment opportunities in undervalued securities is challenging, 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.

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 interests 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.

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

The success of our investment strategy may require, among other things: (i) that we properly identify companies whose securities prices can be improved through corporate and/or strategic action or successful restructuring of their operations; (ii) that we acquire sufficient securities of such companies at a sufficiently attractive price; (iii) that we avoid triggering anti-takeover and regulatory obstacles while aggregating our 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 success of the Investment Funds depends upon the ability of our Investment segment to successfully develop and implement investment strategies that achieve the Investment Funds' 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 addition, 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 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 their securities in order to borrow additional funds for investment purposes. The Investment Funds may also leverage their 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.

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.

The Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Reform Act"), 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 doing business and/or materially adversely impact its 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.

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.

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 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' 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 inter-dealer 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.

Risks Relating to our Consolidated Operating Subsidiaries

Changes in regulations and regulatory actions can adversely affect our operating results and our ability to allocate capital.

In recent years, regulatory authorities have increased their regulation and scrutiny of businesses partially in response to financial markets crises, global economic recessions, and social and environmental issues. These initiatives may impact our operating subsidiaries, particularly those within our Energy segment. Changes in regulation and regulatory actions may increase our compliance costs and may require changes to how our operating subsidiaries conduct their businesses. Any regulatory changes could have a significant negative impact on our financial condition, results of operations or cash flows.

Our operating subsidiaries operate businesses which are subject to the risk of operational disruptions, damage to property, injury to persons or environmental and legal liability. Our operating subsidiaries could incur potentially significant costs to the extent there are unforeseen events which are not fully insured.

Our operating subsidiaries, particularly within our Energy segment, may become subject to catastrophic loss, which may cause operations to shut down or become significantly impaired. Our operating subsidiaries may also be subject to liability for hazards for which they cannot be insured, which could exceed policy limits or against which they may elect not to be insured due to high premium costs. Examples of such risks include but are not limited to industrial accidents, environmental hazards, power outages, equipment failures, structural failures, flooding, unusual or unexpected geological conditions and severe weather conditions, among others. These events may damage or destroy properties, production facilities, transport facilities and equipment, as well as lead to personal injury or death, environmental damage, waste from intermediary products or resources, production or transportation delays and monetary losses or legal liability. Such damages are not limited to our operations or our employees and could significantly impact the surrounding areas. Operations at our subsidiaries could be curtailed, limited or completely shut down for an extended period of time, or indefinitely, as a result of one or more unforeseen events and circumstances, which may or may not be within our control, and which may not be adequately insured. Any one of these events and circumstances could have a material adverse impact on our operations, financial condition and cash flows.

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

Several of our subsidiaries 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 our businesses 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 operating subsidiaries' results of operations, financial condition and profitability. Certain of our subsidiaries' 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. 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, limit or standard. Non-compliance or incomplete documentation of our subsidiaries' compliance status may result in the imposition of fines, penalties and injunctive relief. Additionally, there may be times when certain of our subsidiaries are unable to meet the standards and terms and conditions of our 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 their ability to operate their facilities and accordingly on our consolidated financial position, results of operations or cash flows. Refer to Note 17, "Commitments and Contingencies," to the consolidated financial statements for additional discussion of environmental matters affecting our businesses.

Our Energy segment's businesses are, and commodity prices are, cyclical and highly volatile, which could have a material adverse effect on our results of operations, financial condition and cash flows.

Our Energy segment's petroleum business' financial results are primarily affected by the margin between refined product prices and the prices for crude oil and other feedstocks. Historically, refining margins have been volatile, and are expected to continue to be volatile in the future. The petroleum business' cost to acquire feedstocks and the price at which it can ultimately sell refined products depend upon several factors beyond its control, including regional and global supply of and demand for crude oil, gasoline, diesel and other feedstocks and refined products. These in turn depend on, among other things, the availability and quantity of imports, the production levels of U.S. and international suppliers, levels of refined petroleum product inventories, productivity and growth (or the lack thereof) of U.S. and global economies, U.S. relationships with foreign governments, political affairs and the extent of governmental regulation.

Some of these factors can vary by region and may change quickly, adding to market volatility, while others may have longer-term effects on refining and marketing margins, which are uncertain. CVR Refining does not produce crude oil and must purchase all of the crude oil it refines long before it refines them and sell the refined products. Price level changes during the period between purchasing feedstocks and selling the refined petroleum products from these feedstocks could have a significant effect on our Energy segment's financial results and a decline in market prices may negatively impact the carrying value of its inventories.

Profitability is also impacted by the ability to purchase crude oil at a discount to benchmark crude oils, such as West Texas Intermediate ("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.

Volatile prices for natural gas and electricity 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.

Compliance with the U.S. Environmental Protection Agency Renewable Fuel Standard, with respect to our Energy segment, could adversely affect our financial condition and results of operations.

The U.S. Environmental Protection Agency (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 renewable identification numbers (“RINs”), in lieu of blending. Under the RFS, the volume of renewable fuels that refineries like Coffeyville and Wynnewood are obligated to blend into their finished petroleum products is adjusted annually by the EPA. The petroleum business is not able to blend the substantial majority of its transportation fuels, so it has to purchase RINs on the open market as well as waiver credits for cellulosic biofuels from the EPA, or receive exemptions in order to comply with the RFS. The price of RINs became extremely volatile when the EPA’s proposed renewable fuel volume mandates approached and exceeded 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.

The petroleum business cannot predict the future prices of RINs. The price of RINs has been extremely volatile in the past. 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 increases. 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.

Commodity derivative contracts, particularly with respect to our Energy segment, may limit our potential gains, exacerbate potential losses and involve other risks.

Our Energy segment’s petroleum business may enter into commodity derivatives contracts to mitigate crack spread or inventory risk with respect to a portion of its expected refined products production or crude oil products inventory. 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 Energy’s risk mitigation strategy could have a material adverse impact on our Energy segment’s financial results and cash flows.

Our subsidiaries' competitors may be larger and have greater financial resources and operational capabilities than our subsidiaries do, which may require them or us to invest significant additional capital in order to effectively compete. Our investments, or our subsidiaries' investments, may not achieve desired results.

Our operating subsidiaries face competitive pressures within markets in which they operate. We manage our subsidiaries with the objective of growing their value over time by, among other means, investing in and strengthening our subsidiaries' competitive advantages. Many factors, including availability of financial resources, supply chain capabilities and local market changes, may limit our ability to strengthen our subsidiaries' competitive advantages. In addition, competitors may be significantly larger than our subsidiaries are and may have greater financial resources and operational capabilities. Accordingly, our subsidiaries may require significant additional resources, which may not be available to them through internally generated cash flows. With respect to our Automotive segment, we have invested significant resources in various initiatives to remain competitive and stimulate growth. In addition, we will continue to consider strategic alternatives in our automotive aftermarket parts business to maximize value. If we are unable to implement these initiatives efficiently and effectively, or if these initiatives are unsuccessful, our consolidated financial condition, results of operations and cash flows could be adversely affected.

Certain of our subsidiaries have operations in foreign countries which expose them to risks related to economic and political conditions, currency fluctuations, import/export restrictions, regulatory and other risks.

Certain of our subsidiaries are global businesses and have 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 businesses are unpredictable and vary from country-to-country.

Certain of our businesses' operating entities report their financial condition and results of operations in currencies other than the U.S. Dollar. The reported results of these entities are translated into U.S. Dollars at the applicable exchange rates for reporting in our consolidated financial statements. As a result, fluctuations in the U.S. Dollar against foreign currencies will affect the value at which the results of these entities are included within our consolidated results. Our businesses are exposed to a risk of loss from changes in foreign exchange rates whenever they, or one of their foreign subsidiaries, enters into a purchase or sales agreement in a currency other than its functional currency. Such changes in exchange rates could affect our businesses' financial condition or results of operations.

Certain of our businesses have substantial indebtedness, which could restrict their business activities and/or could subject them to significant interest rate risk.

Our subsidiaries' inability to generate sufficient cash flow to satisfy their debt obligations, or to refinance their debt obligations on commercially reasonable terms, would have a material adverse effect on their businesses, financial condition, and results of operations. In addition, covenants in debt instruments could limit their ability to engage in certain transactions and pursue their business strategies, which could adversely affect liquidity.

Our subsidiaries' indebtedness could:

- limit their ability to borrow money for working capital, capital expenditures, debt service requirements or other corporate purposes, guarantee additional debt or issue redeemable, convertible of preferred equity;
- limit their 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 them 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 their vulnerability to general adverse economic and industry conditions; and
- limit their ability to respond to business opportunities.

Certain of our subsidiaries' indebtedness accrue interest at variable rates. To the extent market interest rates rise, the cost of their debt would increase, adversely affecting their financial condition, results of operations and cash flows.

A significant labor dispute involving any of our businesses or one or more of their customers or suppliers or that could otherwise affect our operations could adversely affect our financial performance.

A substantial number of our operating subsidiaries' employees and the employees of its largest customers and suppliers are represented by labor unions under collective bargaining agreements. There can be no assurances that future negotiations with the unions will be resolved favorably or that our subsidiaries will not experience a work stoppage or disruption that could adversely affect its financial condition, operating results and cash flows. A labor dispute involving any of our businesses, particularly within our Energy segment, any of its customers or suppliers or any other suppliers to its customers or that otherwise affects our subsidiaries' operations, or the inability by it, 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 financial condition, operating results and cash flows. In addition, if any of our subsidiaries' significant customers experience a material work stoppage, the customer may halt or limit the purchase of its products. This could require certain businesses to shut down or significantly reduce production at facilities relating to such products, which could adversely affect our business.

General Risk Factors

General

All of our businesses are subject to the effects of the following:

- the threat of terrorism or war;
- health epidemics or pandemics (or expectations about them)
- loss of any of our or our subsidiaries' key personnel;
- the unavailability, as needed, of additional financing;
- significant competition, varying by industry and geographic markets;
- the unavailability of insurance at acceptable rates; and
- litigation not in the ordinary course of business (see Item 3, "Legal Proceedings," of this Report).

We need qualified personnel to manage and operate our various businesses.

In our decentralized business model, we need qualified and competent management to direct day-to-day business activities of our operating subsidiaries. Our operating subsidiaries also need qualified and competent personnel in executing their business plans and serving their customers, suppliers and other stakeholders. Changes in demographics, training requirements and the unavailability of qualified personnel could negatively impact one or more of our significant operating subsidiaries ability to meet demands of customers to supply goods and services. Recruiting and retaining qualified personnel is important to all of our operations. Although we have adequate personnel for the current business environment, unpredictable increases in demand for goods and services may exacerbate the risk of not having sufficient numbers of trained personnel, which could have a negative impact on our consolidated financial condition, results of operations or cash flows.

The COVID-19 pandemic has, and may continue to have, a material adverse impact on our and our subsidiaries' operations and financial performance, as well as on the operations and financial performance of many of the customers and suppliers in our operating segments. We are unable to predict the extent to which the pandemic and related impacts will adversely impact our business operations, financial performance, results of operations, and financial position.

Our and our subsidiaries' operations and financial performance have been negatively impacted by the COVID-19 pandemic that has caused, and may continue to cause, a global slowdown of economic activity, disruptions in global supply chains and significant volatility and disruption of financial markets. Because the severity, magnitude and duration of the COVID-19 pandemic and its economic consequences are uncertain, rapidly changing and difficult to predict, the pandemic's impact on our and our subsidiaries' operations and financial performance, remains uncertain.

Our consolidated results of operations and financial condition have recently been impacted primarily by the net declines in fair value of investments held by our Investment segment and the Holding Company as well as declines in the global demand for crude oil, refined products and liquid transportation fuels with respect to our Energy segment. The impact on our businesses has also included the acceleration of planned store closures in our Automotive segment, lowering forecasts across various segments and recording write-downs to inventories and other assets. In addition, the COVID-19 pandemic may subject our and our subsidiaries' operations, financial performance and financial condition to a number of additional operational-related, market-related and liquidity and funding-related risks.

The COVID-19 pandemic may also have the effect of heightening many of the other risks described in the risk factors set forth herein. In particular, see the risk factors: "We are a holding company and dependent upon the businesses of our subsidiaries to satisfy our obligations"; "To service our indebtedness, we will require a significant amount of cash"; "Our ability to maintain our current cash position or generate cash depends on many factors beyond our control"; "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"; "We need qualified personnel to manage and operate our various businesses"; "Global economic conditions may have adverse impacts on our businesses and financial condition"; and "Our Energy segment's businesses are, and commodity prices are, cyclical and highly volatile, which could have a material adverse effect on our results of operations, financial condition and cash flows."

The extent to which the COVID-19 pandemic may negatively impact our business and operations will depend on the severity, location, and duration of the effects and spread of COVID-19, the actions undertaken by national, regional, and local governments and health officials to contain such virus or remedy its effects, and if, how quickly and to what extent economic conditions recover and normal business and operating conditions resume. Further, the COVID-19 pandemic may affect our operating and financial results in a manner that is not presently known to us or that we currently do not expect to present significant risks to our operations or financial results.

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 and other technological risks that could disrupt our information technology systems and adversely affect our financial performance.

Threats to information technology systems associated with cybersecurity and other technological risks and cyber incidents or attacks continue to grow. We and our subsidiaries depend on the accuracy, capacity and security of our information technology systems and those used by our third-party service providers. In addition, we and our subsidiaries collect, process and retain sensitive and confidential information in the normal course of business, including information about our employees, customers and other third parties. Despite the security measures we have in place and any additional measures we may implement in the future, our facilities, systems, and networks, and those of our third-party service providers, could be vulnerable to security breaches, computer viruses, lost or misplaced data, programming errors, human errors, employee misconduct, malicious attacks, acts of vandalism or other events. In addition, hardware, software or applications we develop or obtain from third parties may contain defects in design or manufacture or other problems that could result in security breaches or disruptions. These events or any other disruption or compromise of our or our third-party service providers' information technology systems could negatively impact our business operations or result in the misappropriation, loss or other unauthorized disclosure of sensitive and confidential information. Such events could damage our reputation, expose us to the risks of litigation and liability, disrupt our business or otherwise affect our results of operations, any of which could adversely affect our financial performance.

Software implementation and upgrades at certain of our subsidiaries may result in complications that adversely impact the timeliness, accuracy and reliability of internal and external reporting.

Our operating subsidiaries are operated and managed on a decentralized basis and their software is not integrated with each other or with us. Certain of our subsidiaries are currently undergoing, or in the future may undergo, software implementation and/or upgrades. Software implementation and upgrades are complex, time consuming and require significant resources. Failure to properly implement or upgrade software, including failure to recruit/retain appropriate experts, train employees, implement processes and properly bridge to legacy software, among others, may negatively impact our subsidiaries' ability to properly operate their businesses and to report internally and externally, including reporting to us. As a result, we may not adequately assess the performance of our subsidiaries, properly allocate resources report timely and accurate financial results.

We or our subsidiaries may pursue acquisitions or other affiliations that involve inherent risks, any of which may cause us not to realize anticipated benefits, and we may have difficulty integrating the operations of any companies that may be acquired, which may adversely affect its operations.

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. We and our operating subsidiaries have at times grown through acquisitions and may make additional acquisitions in the future as part of our business strategy. The full benefits of these acquisitions, however, require integration of manufacturing, administrative, financial, sales, and marketing approaches and personnel. We may invest significant resources towards realizing benefits. If we or our operating subsidiaries are unable to successfully integrate acquired businesses, we may not realize the benefits of the acquisitions, our financial results may be negatively affected, and additional cash may be required to integrate such operations. Additionally, any such acquisition, if consummated, could involve risks not presently faced by us.

The existence of a material weakness in internal control over financial reporting of us or one of our consolidated subsidiaries or a recently acquired entity 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 the federal securities laws.

To the extent that any material weakness or significant deficiency exists in internal control over financial reporting of us or one of our consolidated subsidiaries or a recently acquired entity, 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 the 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.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Our Holding Company and Investment segment lease office space in Sunny Isles Beach, Florida. The principal physical properties at our other operating segments are as follows:

Energy

CVR Energy owns and operates two oil refineries as well as office buildings located in Coffeyville, Kansas and Wynnewood, Oklahoma. CVR Energy also owns and operates two fertilizer plants in Coffeyville, Kansas and East Dubuque, Illinois. CVR Energy owns crude oil storage facilities in Kansas and Oklahoma, refined oil storage facilities at its Wynnewood, Oklahoma refinery location, and fertilizer storage facilities at its East Dubuque, Illinois fertilizer plant location. CVR Energy also leases additional crude oil storage facilities.

Automotive

Icahn Automotive's operations include approximately 1,427 company operated store locations, 753 franchise locations and 46 tire hub and distributions centers throughout the United States. Approximately 80% of Icahn Automotive's facilities are leased and the remainder are owned.

Food Packaging

Viskase's operations include ten manufacturing facilities throughout North America, Europe, South America and Asia.

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 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 under the symbol “IEP.”

Holders of Record

As of December 31, 2021, there were approximately 1,800 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.

Item 6. Reserved

Not applicable.

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 Report.

Executive Overview

Introduction

Icahn Enterprises L.P. (“Icahn Enterprises”) is a master limited partnership formed in Delaware on February 17, 1987 and headquartered in Sunny Isles Beach, Florida. We are a diversified holding company owning subsidiaries currently engaged in the following continuing operating businesses: Investment, Energy, Automotive, Food Packaging, Real Estate, Home Fashion and Pharma. In addition, we operated our Metals segment until sold in December 2021. We also report the results of our Holding Company, which includes the results of certain subsidiaries of Icahn Enterprises (unless otherwise noted), and investment activity and expenses associated with our Holding Company. Our historical results also report the results of our Mining segment, until sold on August 1, 2019. References to “we,” “our” or “us” herein include Icahn Enterprises and its subsidiaries, unless the context otherwise requires.

Icahn Enterprises owns 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”), 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, 2021, representing an aggregate 1.99% general partner interest in Icahn Enterprises Holdings and us. Mr. Icahn and his affiliates owned approximately 88% of Icahn Enterprises’ outstanding depositary units as of December 31, 2021.

Significant Transactions and Developments

Tender Offer

On October 27, 2021, IEP Utility Holdings LLC (“IEP Utility”), a wholly owned subsidiary of Icahn Enterprises Holdings, commenced a cash offer (the “SWX Tender Offer”) to acquire, subject to certain terms and conditions, all of the issued and outstanding shares of common stock of Southwest Gas Holdings, Inc. (“Southwest Gas”) not held by affiliates of Icahn Enterprises Holdings at a price of $75.00 per share. Southwest Gas, through its wholly owned subsidiaries, is engaged in the business of purchasing, distributing, and transporting natural gas for customers in portions of Arizona, Nevada, and California. Southwest Gas’ shares of common stock are listed on the New York Stock Exchange under the symbol “SWX.” The SWX Tender Offer has been extended and is scheduled to expire at 12:00 midnight, New York City Time, on March 23, 2022, unless the offer is further extended.

Sale of PSC Metals, LLC

On December 7, 2021, we closed on the previously announced sale of 100% of the equity interests in PSC Metals, LLC (“PSC Metals”). In connection with this sale, we received proceeds of $323 million and recorded a pretax gain on disposition of assets of $163 million in the fourth quarter of 2021. As a result of the sale of PSC Metals, we no longer operate a Metals segment.

Debt Issuances and Repayments

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

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

In February 2022, we repaid all of our outstanding $500 million aggregate principal amount of 6.750% senior unsecured notes due 2024 at par.

Results of Operations

Consolidated Financial Results

Our operating businesses comprise consolidated subsidiaries which operate in various industries and are managed on a decentralized basis. In addition to our Investment segment’s revenues from investment transactions, revenues for our continuing operating businesses primarily consist of net sales of various products, services revenue, franchisor operations and leasing of real estate. Due to the structure and nature of our business, we primarily discuss the results of operations by individual reporting segment in order to better understand our consolidated operating performance. Certain other financial information is discussed on a consolidated basis following our segment discussion, including other revenues and expenses included in continuing operations as well as our results from discontinued operations. In addition to the summarized financial results below, refer to Note 13, “Segment and Geographic Reporting,” to the consolidated financial statements for a reconciliation of each of our reporting segment’s results of continuing operations to our consolidated results.

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

The comparability of our summarized consolidated financial results presented below is affected by, among other factors, (i) the performance of the Investment Funds, (ii) the results of our Energy segment's operations, impacted by the demand and prices for its products and (iii) the sales of PSC Metals in 2021 and Ferrous Resources in 2019. Refer to our respective segment discussions and "Other Consolidated Results of Operations," below for further discussion.

	Revenues			Net Income (Loss) From Continuing Operations			Net Income (Loss) From Continuing Operations Attributable to Icahn Enterprises		
	Year Ended December 31,			Year Ended December 31,			Year Ended December 31,		
	2021	2020	2019	2021	2020	2019	2021	2020	2019
					(in millions)				
Investment	$ 202	$ (1,249)	$ (1,414)	$ (32)	$ (1,447)	$ (1,543)	$ (16)	$ (765)	$ (775)
Holding Company	(25)	(70)	(261)	(402)	(476)	(599)	(402)	(476)	(599)
Other Operating Segments:									
Energy	7,327	3,966	6,385	29	(327)	314	(5)	(194)	246
Automotive	2,360	2,465	2,895	(260)	(198)	(197)	(260)	(198)	(197)
Food Packaging	402	403	377	(2)	4	(22)	(2)	4	(17)
Real Estate	96	98	103	(8)	(16)	16	(8)	(16)	16
Home Fashion	197	190	186	(8)	(7)	(17)	(8)	(7)	(17)
Pharma	85	3	—	(3)	(1)	—	(3)	(1)	—
Metals	684	317	341	186	—	(22)	186	—	(22)
Mining	—	—	382	—	—	311	—	—	299
Other operating segments	11,151	7,442	10,669	(66)	(545)	383	(100)	(412)	308
Consolidated	$ 11,328	$ 6,123	$ 8,994	$ (500)	$ (2,468)	$ (1,759)	$ (518)	$ (1,653)	$ (1,066)

Management's Discussion and Analysis of Results of Operations discusses the comparisons between the years ended December 31, 2021 and 2020. Certain discussions of results of operations for the comparisons between the years ended December 31, 2020 and 2019 are not included in this Report. Refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2020, filed on February 26, 2021, which is incorporated by reference herein, for such discussions.

Investment

We invest our proprietary capital through various private investment funds (the "Investment Funds"). As of December 31, 2021 and 2020, we had investments with a fair market value of approximately $4.2 billion and $4.3 billion, respectively, in the Investment Funds. As of December 31, 2021 and 2020, the total fair market value of investments in the Investment Funds made by Mr. Icahn and his affiliates (excluding us and Brett Icahn), was approximately $5.0 billion and $5.0 billion, respectively.

Our Investment segment's results of operations are reflected in net income (loss) in the consolidated statements of operations. Our Investment segment's net income (loss) is driven by the amount of funds allocated to the Investment Funds and the performance of the underlying investments in the Investment Funds. Future funds allocated to the Investment Funds may increase or decrease based on the contributions and redemptions by our Holding Company, Mr. Icahn and his affiliates and by Brett Icahn, Mr. Icahn's son. Additionally, historical performance results of the Investment Funds are not indicative of future results as past market conditions, investment opportunities and investment decisions may not occur in the future. Changes in general market conditions coupled with changes in exposure to short and long positions have significant impact on our Investment segment's results of operations and the comparability of results of operations year over year and as such, future results of operations will be impacted by our future exposures and future market conditions, which may not be consistent with prior trends. Refer to the "Investment Segment Liquidity" section of our "Liquidity and Capital Resources" discussion for additional information regarding our Investment segment's exposure as of December 31, 2021.

For the years ended December 31, 2021, 2020 and 2019, our Investment Funds' returns were (0.3)%, (14.3)%, and (15.4)%, respectively. Our Investment Funds' returns represent a weighted-average composite of the average returns, net of expenses. The following table sets forth the performance attribution for the Investment Funds' returns:

	Year Ended December 31,		
	2021	**2020**	**2019**
Long positions	84.9 %	0.6 %	16.4 %
Short positions	(84.0)%	(14.9)%	(31.9)%
Other	(1.2)%	— %	0.1 %
	(0.3)%	(14.3)%	(15.4)%

The following table presents net income (loss) for our Investment segment:

	Year Ended December 31,		
	2021	**2020**	**2019**
		(in millions)	
Long positions	$ 2,916	$ (50)	$ 1,492
Short positions	(2,906)	(1,400)	(3,045)
Other	(42)	3	10
	$ (32)	$ (1,447)	$ (1,543)

For 2021, the Investment Funds' negative performance was driven by net losses in short positions, offset in part by net gains in long positions. The negative performance of our Investment segment's short positions was driven primarily by the negative performance of broad market hedges of $1.2 billion, an energy sector investment of $752 million and a consumer, cyclical sector investment of $506 million. The aggregate performance of investments with net losses across various sectors accounted for an additional negative performance of our Investment segment's short positions. The negative performance of our Investment segment's short positions was offset in part by gains from a consumer, cyclical sector investment of $204 million. The positive performance of our Investment segment's long positions was driven primarily by gains from two energy sector investments aggregating approximately $1.7 billion, a consumer, non-cyclical sector investment of $420 million and a utilities sector investment of $220 million. The aggregate performance of investments with net gains across various sectors accounted for an additional positive performance of our Investment segment's long positions.

For 2020, the Investment Funds' negative performance was driven by net losses in their short positions and, to a lesser extent, net losses in their long positions. The negative performance of our Investment segment's short positions was driven primarily by the negative performance of broad market hedges of approximately $1.6 billion, losses from two consumer, non-cyclical sector investments aggregating $362 million, losses from a consumer, cyclical sector investment of $118 million and the aggregate performance of various other short positions with net losses aggregating $357 million across various sectors. The negative performance of our Investment segment's short positions was partially offset by net gains from its short exposure to commercial mortgage-backed securities through credit default swap contracts of $902 million. The negative performance of our Investment Segment's long positions was driven by losses from a consumer, non-cyclical sector investment of $637 million, and two technology sector investments aggregating $402 million, offset in part by gains from two consumer, cyclical sector investments aggregating $497 million, two consumer, non-cyclical sector investments aggregating $271 million and a technology sector investment of $162 million. Net losses in long positions were further offset in part by the aggregate performance of investments with net gains across various other sectors.

Energy

Our Energy segment is primarily engaged in the petroleum refining and nitrogen fertilizer manufacturing businesses. The sale of petroleum products accounted for approximately 93%, 91% and 94% of our Energy segment's net sales for the years ended December 31, 2021, 2020 and 2019, respectively.

The results of operations of the petroleum business are primarily affected by the relationship between refined product prices and the prices for crude oil and other feedstocks that are processed and blended into petroleum products, such as gasoline, diesel fuel and jet fuel, that are produced by a refinery ("refined products"). The cost to acquire crude oil and other feedstocks and the price for which refined products are ultimately sold depend on factors beyond our Energy segment's control, including the supply of and demand for crude oil, as well as gasoline and other refined products. This supply and demand depend on, among other factors, changes in domestic and foreign economies, weather conditions, domestic and foreign political affairs, production levels, the availability of imports, the marketing of competitive fuels and the extent of government regulation. Because the petroleum business applies first-in, first-out accounting to value its inventory, crude oil price movements may impact gross margin in the short-term fluctuations in the market price of inventory. The effect of changes in crude oil prices on the petroleum business' results of operations is influenced by the rate at which the prices of refined products adjust to reflect these changes.

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

In addition to recent market conditions, there are long-term factors that may impact the demand for refined products. These factors include mandated renewable fuels standards, proposed climate change laws and regulations, and increased mileage standards for vehicles. The petroleum business is also subject to the Renewable Fuel Standard of the United States Environmental Protection Agency, which requires the operating companies in our Energy segment to either blend "renewable fuels" with their transportation fuels or purchase renewable identification numbers ("RINs"), to the extent available, in lieu of blending, or to seek other exemptions. The price of RINs has been extremely volatile and the future cost of RINs for the petroleum business is difficult to estimate. Additionally, the cost of RINs is dependent upon a variety of factors, which include the availability of RINs for purchase, the price at which RINs can be purchased, transportation fuel production levels, the mix of the petroleum business' petroleum products, as well as the fuel blending performed at its refineries and downstream terminals, all of which can vary significantly from period to period. Refer to Note 17, "Commitments and Contingencies," to the consolidated financial statements for further discussion of RINs.

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

The following table presents our Energy segment's net sales, cost of goods sold and gross margin:

	Year Ended December 31,		
	2021	2020	2019
		(in millions)	
Net sales	$ 7,242	$ 3,930	$ 6,364
Cost of goods sold	7,069	4,164	5,707
Gross margin	$ 173	$ (234)	$ 657

Net sales for our Energy segment increased by approximately $3.3 billion (84%) for the year ended December 31, 2021 as compared to the comparable prior year period due to an increase in our petroleum business' net sales, which increased approximately $3.1 billion, as well as an increase in our nitrogen fertilizer business' net sales, which increased $183 million over the comparable periods. The increase in the petroleum business' net sales was primarily due to an increase in sales of gasoline and distillates attributable to an increase in volumes and more favorable pricing conditions. Volumes were lower in the comparable prior year period due to the full planned turnaround at one of the refineries while another refinery experienced reduced utilization in response to demand reductions driven by the impacts of the COVID-19 pandemic. Our nitrogen fertilizer business' net sales increased primarily due to an increase in urea ammonium nitrate ("UAN") sales primarily due to favorable pricing conditions.

Cost of goods sold for our Energy segment increased by approximately $2.9 billion (70%) for the year ended December 31, 2021 as compared to the comparable prior year period. The increase was primarily due to our petroleum business as a result of higher cost of consumed crude oil. The higher cost of consumed crude oil was due to an increase in volumes, as discussed above, as well as a $245 million increase in the net cost of RINs and lower derivative performance of $99 million. Gross margin for our Energy segment improved by $407 million for the year ended December 31, 2021 as compared to the comparable prior year period. Gross margin as a percentage of net sales was 2% and (6)% for the year ended December 31, 2021 and 2020, respectively. The improvement in the gross margin as a percentage of net sales was primarily attributable to the petroleum business, which was primarily due to higher crack spreads, offset in part by an increase in the net cost of RINs and lower derivative performance.

Automotive

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

Our Automotive segment has been in the process of implementing a multi-year transformation plan, which includes the restructuring of its businesses. The transformation plan includes operating the automotive services and aftermarket parts businesses as separate businesses, streamlining Icahn Automotive's corporate and field support teams, facility closures, consolidations and conversions, inventory optimization actions, and the re-focusing of its automotive parts business on certain core markets. As part of this plan, in 2021 Icahn Automotive entered into an agreement to sell certain inventory assets relating to its aftermarket parts business at 109 locations and a distribution center in California and certain other inventory and fixed assets in California. Aftermarket parts sales from these locations aggregated $78 million during the year ended December 31, 2021. Costs to implement the transformation plan include restructuring charges, which are recorded when specific plans are approved.

Our Automotive segment's priorities include:

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

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

	Year Ended December 31,		
	2021	2020	2019
		(in millions)	
Net sales and other revenue from operations	$ 2,384	$ 2,478	$ 2,884
Cost of goods sold and other expenses from operations	1,801	1,793	2,089
Gross margin	$ 583	$ 685	$ 795

Net sales and other revenues from operations for our Automotive segment for the year ended December 31, 2021 decreased by $94 million (4%) as compared to the comparable prior year period. The decrease was attributable to a decrease in aftermarket parts sales of $243 million (19%), offset in part by an increase in automotive services revenue of $149 million (12%). Store closures related to the transformation plan accounted for a $249 million decrease in aftermarket parts sales, which was offset in part by a $6 million increase in aftermarket parts sales on an organic basis. The increase in automotive services revenues represents an increase on a primarily organic basis as sales have improved over the comparable prior year period. The COVID-19 pandemic, and the impacts of the actions taken by governments and others, have significantly contributed to a decline in revenues in 2020, which have recovered significantly in 2021.

Cost of goods sold and other expenses from operations for the year ended December 31, 2021 increased by $8 million as compared to the comparable prior year period. The increase was primarily due to a $56 million inventory obsolescence write-down and higher costs associated with higher services revenues, offset in part by lower costs attributable to lower aftermarket parts sales. Gross margin on net sales and other revenue from operations for the year ended December 31, 2021 decreased by $102 million (15%) as compared to the comparable prior year period. Gross margin as a percentage of net sales and other revenue from operations was 24% and 28% for the years ended December 31, 2021 and 2020, respectively. Gross margins were negatively impacted by the write down to inventory, as described above, and the continuation of store closures however, this was offset in part by an increase in services revenues, which had a positive impact on gross margins.

Food Packaging

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

Net sales for the year ended December 31, 2021 increased $7 million (2%) as compared to the comparable prior year period. The increase was due to an increase in price and product mix as well as the favorable effects of foreign exchange, offset in part by lower volumes. Cost of goods sold for the year ended December 31, 2021 increased by $16 million (5%) as compared to the comparable prior year period due to the effects raw material price inflation, manufacturing variances and distribution costs. Gross margin as a percentage of net sales was 18% and 20% for the year ended December 31, 2021 and 2020, respectively.

Real Estate

Our Real Estate segment consists primarily of investment properties, the development and sale of single-family homes, and the management of a country club. Sales of single-family homes are included in net sales in our consolidated statements of operations. Results from investment properties and country club operations are included in other revenues from operations in our consolidated statements of operations. Revenue from our real estate operations for each of the years ended December 31, 2021 and 2020 were primarily derived from the sale of residential units and rental operations.

Home Fashion

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

Net sales for the year ended December 31, 2021 increased by $9 million (5%) compared to the comparable prior year period primarily due to the reduced impact of the COVID-19 pandemic on our Home Fashion segment's hospitality and department store businesses, offset in part by a decline resulting from lower demand for facemasks. Cost of goods sold for the year ended December 31, 2021 increased $9 million (6%) compared to the comparable prior year period due to higher material and freight costs. Gross margin as a percentage of net sales was 19% and 20% for the year ended December 31, 2021 and 2020, respectively. The decrease is due to higher material and freight costs and a decline in the sale of certain higher margin products.

Metals

The scrap metals business is highly cyclical and is substantially dependent upon the overall economic conditions in the United States and other global markets. Ferrous and non-ferrous scrap has been historically vulnerable to significant declines in consumption and product pricing during prolonged periods of economic downturn or stagnation. As discussed above, we sold PSC Metals on December 7, 2021, which impacts the comparability of the results of operations discussed below.

Net sales for the year ended December 31, 2021 increased by $211 million (67%) compared to the comparable prior year period primarily due to higher volumes and higher selling prices. Cost of goods sold for the year ended December 31, 2021 increased by $183 million (61%) compared to the comparable prior year period due to higher volumes as well as higher material costs. Gross margin as a percentage of net sales was 8% and 5% for the year ended December 31, 2021 and 2020, respectively, with the improvement primarily due to higher material margins as the prior year period was negatively impacted by the effects of the COVID-19 pandemic.

Holding Company

Our Holding Company's results of operations primarily reflect investment gains and losses from equity investments and the interest expense on its senior unsecured notes for each of the years ended December 31, 2021 and 2020.

Other Consolidated Results of Operations

Gain On Disposition of Assets, Net

As discussed in Note 1, "Description of Business," to the consolidated financial statements, we sold PSC Metals, resulting in a pretax gain on disposition of assets of $163 million for the year ended December 31, 2021. In addition, we sold Ferrous Resources, resulting in a pretax gain on disposition of assets of $252 million for the year ended December 31, 2019.

Selling, General and Administrative

Our consolidated selling, general and administrative during the year ended December 31, 2021 increased by $50 million (4%) as compared to the comparable prior year period primarily due to the addition of the results of our Pharma segment for a full year, our Energy segment, primarily due to higher share-based compensation as well as higher compensation costs for our Investment segment, offset in part by lower costs resulting from our Automotive segment, due to store closures and our Real Estate segment, which incurred additional costs in the second quarter of 2020 relating to the demolition of one of its properties.

Impairment

Refer to Note 5, “Fair Value Measurements,” and Note 9, “Goodwill and Intangible Assets, Net,” to the consolidated financial statements for a discussion of impairments of assets, which were not significant.

Interest Expense

Our consolidated interest expense during the year ended December 31, 2021 decreased by $22 million (3%) as compared to the comparable prior year period. The decrease was primarily due to lower interest expense for our Holding Company and Energy segment due to lower weighted average interest rates resulting from their respective debt refinancings. This was offset in part by an increase in interest expense for our Investment segment relating to its derivatives and margin balances.

Income Tax Expense

Certain of our subsidiaries are partnerships not subject to taxation in our consolidated financial statements and certain other subsidiaries are corporations, or subsidiaries of corporations, subject to taxation in our consolidated financial statements. Therefore, our consolidated effective tax rate generally differs from the statutory federal tax rate. Refer to Note 14, “Income Taxes,” to the consolidated financial statements for a discussion of income taxes.

In addition, in accordance with FASB ASC Topic 740, *Income Taxes*, we analyze all positive and negative evidence and maintain a valuation allowance on deferred tax assets that are not considered more likely than not to be realized.

Liquidity and Capital Resources

Holding Company Liquidity

We are a holding company. Our cash flow and our ability to meet our debt service obligations and make distributions with respect to depositary units 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 and distributions from subsidiaries, obtaining loans or other financings based on the asset values of subsidiaries or selling debt or equity securities of subsidiaries through capital market transactions. To the degree any distributions and transfers are impaired or prohibited, our ability to make payments on our debt or distributions on our depositary units could be limited. The operating results of our subsidiaries may not be sufficient for them to make distributions to us. In addition, our subsidiaries are not obligated to make funds available to us and distributions and intercompany transfers from our subsidiaries to us may be restricted by applicable law or covenants contained in debt agreements and other agreements.

As of December 31, 2021, our Holding Company had cash and cash equivalents of $1.7 billion and total debt of approximately $5.8 billion. As of December 31, 2021, our Holding Company had investments in the Investment Funds with a total fair market value of approximately $4.2 billion. We may redeem our direct investment in the Investment Funds upon notice. See “Investment Segment Liquidity” below for additional information with respect to our Investment segment liquidity. See “Consolidated Cash Flows” below for additional information with respect to our Holding Company liquidity.

Holding Company Borrowings and Availability

	December 31,	
	2021	2020
	(in millions)	
6.250% senior unsecured notes due 2022	$ —	$ 1,209
6.750% senior unsecured notes due 2024	499	499
4.750% senior unsecured notes due 2024	1,105	1,106
6.375% senior unsecured notes due 2025	748	748
6.250% senior unsecured notes due 2026	1,250	1,250
5.250% senior unsecured notes due 2027	1,461	999
4.375% senior unsecured notes due 2029	747	—
	$ 5,810	$ 5,811

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

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

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

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

The indentures governing our senior unsecured notes described above restrict the payment of cash distributions, the purchase of equity interests or the purchase, redemption, defeasance or acquisition of debt subordinated to the senior unsecured notes. The indentures also restrict the incurrence of debt or the issuance of disqualified stock, as defined in the indentures, with certain exceptions. In addition, the indentures require that on each quarterly determination date, Icahn Enterprises and the guarantor of the notes (currently only Icahn Enterprises Holdings) maintain certain minimum financial ratios, as defined therein. The indentures also restrict the creation of liens, mergers, consolidations and sales of substantially all of our assets, and transactions with affiliates. Additionally, each of the senior unsecured notes outstanding as of December 31, 2021, except for the 4.750% senior unsecured notes due 2024, the 5.250% senior unsecured notes due 2027 and 4.375% senior unsecured notes due 2029, are subject to optional redemption premiums in the event we redeem any of the notes prior to certain dates as described in the indentures.

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

In February 2022, we repaid all of our outstanding $500 million aggregate principal amount of 6.750% senior unsecured notes due 2024 at par.

Future Debt Service Obligations

Interest payments on our Holding Company's senior unsecured notes, including the effects of the debt repayment in January 2022, as described above, will be approximately $308 million for 2022, $290 million for each of 2023 and 2024, $237 million for 2025 and an aggregate of $276 million for 2026 through 2029.

At-The-Market Offerings

In May 2019, Icahn Enterprises entered into a new Open Market Sale Agreement, pursuant to which Icahn Enterprises was able to sell its depositary units, from time to time, for up to $400 million in aggregate sale proceeds, under its ongoing "at-the-market" offering. This agreement has been subsequently terminated and superseded by subsequent agreements with substantially the same terms. During the year ended December 31, 2021, Icahn Enterprises sold 15,170,519 depositary units pursuant to these agreements, resulting in gross proceeds of $833 million. As of December 31, 2021, we continue to have an active Open Market Sale Agreement and Icahn Enterprises may sell its depositary units for up to an additional $328 million in aggregate gross sale proceeds pursuant to this agreement entered into on December 3, 2021. No assurance can be made that any or all amounts will be sold during the term of this agreement, and we have no obligation to sell additional depositary units under this Open Market Sale Agreement. Depending on market conditions, we may continue to sell depositary units under the Open Market Sale Agreement, and, if appropriate, enter into a new Open Market Sale Agreement to continue our "at-the-market" sales program once we have sold the full amount of our existing Open Market Sale Agreement. Our ability to access remaining capital under our "at-the-market" program may be limited by market conditions at the time of any future potential sale. While we were able to sell shares during the year ended December 31, 2021, there can be no assurance that any future capital will be available on acceptable terms or at all under this program.

LP Unit Distributions

During the year ended December 31, 2021, we declared four quarterly distributions aggregating $8.00 per depositary unit. In connection with these distributions, aggregate cash distributions to all depositary unitholders were $132 million.

On February 23, 2022, the Board of Directors of the general partner of Icahn Enterprises declared a quarterly distribution in the amount of $2.00 per depositary unit, which will be paid on or about April 27, 2022 to depositary unitholders of record at the close of business on March 18, 2022. Depositary unitholders will have until April 14, 2022 to make a timely election to receive either cash or additional depositary units. If a unitholder does not make a timely election, it will automatically be deemed to have elected to receive the distribution in additional depositary units. Depositary unitholders who elect to receive (or who are deemed to have elected to receive) additional depositary units will receive units valued at the volume weighted average trading price of the units during the five consecutive trading days ending April 22, 2022. Icahn Enterprises will make a cash payment in lieu of issuing fractional depositary units to any unitholders electing to receive (or who are deemed to have elected to receive) depositary units.

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

Sale of PSC Metals

On December 7, 2021, we closed on the previously announced sale of 100% of the equity interests in PSC Metals, LLC ("PSC Metals"). In connection with this sale, we received proceeds of $323 million.

Sale of Investments

During 2021, we received proceeds of $405 million from the sale of equity investments held by the Holding Company.

Tender Offer

On October 27, 2021, IEP Utility, a wholly owned subsidiary of Icahn Enterprises Holdings, commenced the SWX Tender Offer. We estimate that the maximum amount of funds required to complete the SWX Tender Offer would be up to approximately $4.2 billion. IEP Utility and Icahn Enterprises Holdings intend to obtain such funds from cash, cash equivalents, and from their ability to make redemptions from their investment in the Investment Funds.

Investment Segment Liquidity

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

Additionally, our Investment segment liquidity is driven by the investment activities and performance of the Investment Funds. As of December 31, 2021, the Investment Funds' had a net short notional exposure of 31%. The Investment Funds' long exposure was 112% (111% long equity and 1% long credit) and its short exposure was 143% (121% short equity and 22% short credit). 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, 2021.

Of the Investment Funds' 112% long exposure, 95% was comprised of the fair value of its long positions (with certain adjustments) and 17% was comprised of single name equity forward contracts and credit contracts. Of the Investment Funds' 143% short exposure, 57% was comprised of the fair value of its short positions and 86% was comprised of short broad market index swap derivative contracts and short credit default swap contracts.

With respect to both our long positions that are not notionalized (95% long exposure) and our short positions that are not notionalized (57% short exposure), each 1% change in exposure as a result of purchases or sales (assuming no change in value) would have a 1% impact on our cash and cash equivalents (as a percentage of net asset value). Changes in exposure as a result of purchases and sales as well as adverse changes in market value would also have an effect on funds available to us pursuant to prime brokerage lines of credit.

With respect to the notional value of our other short positions (86% short exposure), our liquidity would decrease by the balance sheet unrealized loss if we were to close the positions at quarter end prices. This would be offset by a release of restricted cash balances collateralizing these positions as well as an increase in funds available to us pursuant to certain prime brokerage lines of credit. If we were to increase our short exposure by adding to these short positions, we would be required to provide cash collateral equal to a small percentage of the initial notional value at counterparties that require cash as collateral and then post additional collateral equal to 100% of the mark to market on adverse changes in fair value. For our counterparties who do not require cash collateral, funds available from lines of credit would decrease.

Other Segment Liquidity

Segment Cash and Cash Equivalents

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

	December 31,	
	2021	2020
	(in millions)	
Energy	$ 510	$ 667
Automotive	28	25
Food Packaging	10	16
Real Estate	30	21
Home Fashion	3	2
Pharma	14	8
Metals	—	1
	$ 595	$ 740

Segment Borrowings and Availability

Segment debt consists of the following:

	December 31,	
	2021	2020
	(in millions)	
Energy	$ 1,660	$ 1,691
Automotive	26	368
Food Packaging	155	151
Real Estate	1	1
Home Fashion	40	21
Metals	—	16
	$ 1,882	$ 2,248

In June 2021, CVR Partners issued $550 million in aggregate principal amount of 6.125% senior secured notes due 2028. Proceeds from these notes were used to fund a partial redemption of its existing 9.25% senior secured notes due 2023. Subsequent to this, an additional $30 million of CVR Partners' existing 9.25% senior secured notes due 2023 were redeemed in 2021 and the remaining $65 million outstanding was redeemed in February 2022. These senior secured notes issued by CVR Partners are guaranteed on a senior secured basis by all of CVR Partners' existing domestic subsidiaries, excluding CVR Nitrogen Finance Corporation. The indenture governing these notes contain certain covenants that restrict the ability of the issuers and their restricted subsidiaries from incurring additional debt or issuing certain disqualified equity, create liens on certain assets to secure debt, pay dividends/distributions or make other equity distributions, purchase or redeem capital stock/common units, make certain investments, transfer and sell assets, agree to certain restrictions on the ability of restricted subsidiaries to make distributions, loans, or other asset transfers to the issuers, consolidate, merge, sell, or otherwise dispose of all or substantially all of their assets, engage in transactions with affiliates and designate restricted subsidiaries as unrestricted subsidiaries.

In August 2021, all of our Automotive segment's outstanding credit facility was repaid in full in the amount of $350 million.

As of December 31, 2021, all of our subsidiaries were in compliance with all debt covenants.

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

	December 31, 2021
	(in millions)
Energy	$ 396
Food Packaging	19
Home Fashion	8
	$ 423

The above outstanding debt and borrowing availability with respect to each of our continuing operating segments reflects third-party obligations. Certain terms of financings for certain of our businesses impose restrictions on the business' ability to transfer funds to us, including restrictions on dividends, distribution, loans and other transactions. See Note 11, "Debt," to the consolidated financial statements for further discussion regarding our segment debt, including information relating to maturities, interest rates and borrowing availabilities.

Future Debt Service Obligations

Future debt service obligations for our other operating segments are primarily within our Energy segment.

After giving effect to certain debt activity in February 2022, as discussed above, our Energy segment's future debt maturities (excluding financing leases) are $600 million for 2025 and $950 million for 2028. Future interest payments for our Energy segment are expected to be approximately $88 million to $89 million for each of 2022, 2023 and 2024. Interest payments are expected to be $62 million for 2025, $57 million for 2026 and an aggregate of $77 million for 2027 through 2028.

Subsidiary Dividends

In the second quarter of 2021, our Energy segment paid a special dividend, which was comprised of $241 million in cash as well as the common stock of an equity investment with a fair value of $251 million. Our portion of the dividend included $171 million in cash and the common stock of an equity investment with a fair value of $177 million. In addition, in the third and fourth quarters of 2021, our Energy segment had aggregate distributions to non-controlling interests of $31 million as a result of distributions paid by CVR Partners to its common unit holders.

Subsidiary Stock Repurchase Program

On October 23, 2019, the Board of Directors of CVR Energy approved a stock repurchase program which would enable it to repurchase up to $300 million of its common stock from time to time through open market transactions, block trades, privately negotiated transactions or otherwise in accordance with applicable securities laws. The stock repurchase program has a duration of four years, which may be terminated by the Board of Directors of CVR Energy at any time. Repurchases, if any, including the timing, price and amount, may be made at the discretion of CVR Energy management and CVR Energy is not obligated to make any repurchases. CVR Energy did not repurchase any shares of its common stock as of December 31, 2021.

On May 6, 2020, the Board of Directors of CVR Partners' general partner approved a unit repurchase program which would enable it to repurchase up to $10 million of its common units from time to time through open market transactions, block trades, privately negotiated transactions or otherwise in accordance with applicable securities laws. On February 22, 2021, the Board of Directors of CVR Partners authorized an additional $10 million under the unit repurchase program. During 2021, CVR Partners repurchased common units on the open market at a cost of $1 million. As of December 31, 2021, CVR Partners has $12 million remaining under its unit repurchase program.

Purchase Obligations

Future purchase obligations for our other operating segments are primarily within our Energy and Pharma segments, as discussed in Note 17, "Commitments and Contingencies," to the consolidated financial statements.

Consolidated Cash Flows

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

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

	Year Ended December 31, 2021 Net Cash Provided By (Used In)			Year Ended December 31, 2020 Net Cash Provided By (Used In)			Year Ended December 31, 2019 Net Cash Provided By (Used In)		
	Operating Activities	Investing Activities	Financing Activities	Operating Activities	Investing Activities	Financing Activities	Operating Activities	Investing Activities	Financing Activities
					(in millions)				
Holding Company	$ (368)	$ 507	$ 704	$ (351)	$ (954)	$ (911)	$ (322)	$ 898	$ 738
Investment	381	—	74	(191)	—	763	(1,873)	—	220
Other Operating Segments:									
Energy	396	(238)	(315)	90	(423)	355	747	(121)	(642)
Automotive	(119)	77	42	(9)	53	(45)	(134)	(104)	241
Food Packaging	3	(17)	4	34	(19)	(18)	—	(17)	(5)
Real Estate	18	(9)	3	24	(4)	(46)	20	(22)	(8)
Home Fashion	(20)	(2)	18	3	(5)	2	(4)	(27)	36
Pharma	6	—	—	(2)	12	(2)	—	—	—
Metals	24	(11)	(16)	(14)	(1)	9	13	(30)	5
Mining	—	—	—	—	—	—	93	(14)	4
Other operating segments	308	(200)	(264)	126	(387)	255	735	(335)	(369)
Total before eliminations	321	307	514	(416)	(1,341)	107	(1,460)	563	589
Eliminations	—	221	(221)	—	760	(760)	—	23	(23)
Consolidated	$ 321	$ 528	$ 293	$ (416)	$ (581)	$ (653)	$ (1,460)	$ 586	$ 566

The discussion of consolidated cash flows below primarily discusses the comparisons between the years ended December 31, 2021 and 2020. Refer to "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Item 7 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2020, filed on February 26, 2021, which is incorporated by reference herein, for additional discussion of consolidated cash flows for the comparisons between the years ended December 31, 2020 and 2019.

Eliminations

Eliminations in the table above relate to certain of our Holding Company's transactions with our Investment and other operating segments. Our Holding Company's net (investments in) distributions from the Investments Funds, when applicable, are included in cash flows from investing activities for our Holding Company and cash flows from financing activities for our Investment segment. Similarly, our Holding Company's net distributions from (investments in) our other operating segments are included in cash flows from investing activities for our Holding Company and cash flows from financing activities for our other operating segments. In addition, during January 2019, our Holding Company sold its direct investment in CVR Refining to CVR Energy, which is included in cash flows from investing activities for our Holding Company and cash flows from financing activities for our Energy segment.

Holding Company

	Year Ended December 31,		
	2021	2020	2019
		(in millions)	
Operating Activities:			
Cash payments for interest on senior unsecured notes	$ (339)	$ (366)	$ (374)
Interest and dividend income	5	22	69
Net cash receipts for income taxes, net of payments	—	22	7
Operating costs and other	(34)	(29)	(24)
	$ (368)	$ (351)	$ (322)
Investing Activities:			
Proceeds from sale of businesses and assets	$ 323	$ —	$ 463
Purchases of investments	—	(197)	—
Proceeds from sale of investments	405	22	458
Proceeds from sale of CVR Refining common units to CVR Energy	—	—	60
Net investments in the Investment Funds	—	(750)	—
Net (investments in) distributions from other operating segments	(221)	(10)	(83)
Other investing activities, net	—	(19)	—
	$ 507	$ (954)	$ 898
Financing Activities:			
Partnership contributions	$ 835	$ 102	$ 55
Partnership distributions	(134)	(526)	(112)
Net debt transactions	3	(487)	795
	$ 704	$ (911)	$ 738
(Decrease) increase in cash and cash equivalents and restricted cash and restricted cash equivalents	$ 843	$ (2,216)	$ 1,314

The decrease in interest payments during 2021 compared to 2020 is due to lower interest rates on certain of our senior unsecured notes due to certain debt refinancings in the first and second quarters of 2021.

Proceeds from the sale of businesses and assets includes proceeds from the sales PSC Metals in 2021 and Ferrous Resources in 2019.

Net (investments in) distributions from the Investment Funds and Net distributions from (investments in) other operating segments are eliminated in consolidation and discussed further below.

Partnership contributions represent sales in connection with our "at-the-market" offerings pursuant to our Open Market Sale Agreements entered into beginning May 2019, as discussed above.

Partnership distributions represent cash paid to depositary unitholders in connection with our regularly quarterly distributions. Mr. Icahn and his affiliates have historically elected to receive their distributions in additional units; however, for the first quarter of 2020, they elected to receive their distribution in cash. For distributions declared for all other quarters in 2021, 2020 and 2019, Mr. Icahn and his affiliates elected to receive their distributions in additional depositary units.

Investment Segment

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

Our Investment segment's cash flows from financing activities for the comparable periods were due to contributions from, and distributions to, our Holding Company, Mr. Icahn and his affiliates and Brett Icahn. Our Investment segment had net cash provided by financing activities of $74 million for the year ended December 31, 2021, as a result of contributions from Brett Icahn in accordance with his manager agreement. For the year ended December 31, 2020, our Investment segment had net cash provided by financing activities of $763 million, including an investment from us of $750 million, net of redemptions, a contribution of $12 million from Brett Icahn in accordance with his manager agreement and $1 million from Mr. Icahn and his affiliates (excluding us).

Other Operating Segments

	Year Ended December 31,		
	2021	2020	2019
		(in millions)	
Operating Activities:			
Net cash flow from operating activities before changes in operating assets and liabilities	$ 158	$ (49)	$ 652
Changes in operating assets and liabilities	150	175	83
	$ 308	$ 126	$ 735
Investing Activities:			
Capital expenditures	$ (305)	$ (197)	$ (250)
Turnaround expenditures	(5)	(159)	(38)
Acquisition of businesses, net of cash acquired	(20)	10	(39)
Purchases of investments	—	(140)	(50)
Proceeds from sale of investments	40	75	—
Proceeds from sale of assets	91	25	42
Other	(1)	(1)	—
	$ (200)	$ (387)	$ (335)
Financing Activities:			
Net debt and supply chain financing activity	$ (380)	$ 302	$ (37)
Distributions to non-controlling interests	(101)	(36)	(119)
Payments to acquire additional interests in consolidated subsidiaries	—	—	(301)
Net contributions from (distributions to) Holding Company	221	10	83
Other	(4)	(21)	5
	$ (264)	$ 255	$ (369)
Effect of exchange rate changes on cash and cash equivalents and restricted cash and restricted cash equivalents	3	(4)	(2)
(Decrease) increase in cash and cash equivalents and restricted cash and restricted cash equivalents	$ (153)	$ (10)	$ 29

Our other operating segments' net cash flow from operating activities before changes in operating assets and liabilities were primarily attributable to our Automotive segment's negative results in 2021 and 2020 and our Energy segment's positive results from operations for 2021.

Changes in operating assets and liabilities for 2021 were primarily attributable to our Energy segment resulting primarily from an increase in crude oil prices during 2021 and increase in its open RFS position. Changes in operating assets and liabilities for 2020 were primarily attributable to our Automotive segment resulting from inventory reductions.

Capital expenditures are primarily from our Energy and Automotive segments and are primarily for maintenance. Refer to Note 13, "Segment and Geographic Reporting," for capital expenditures reported for each of our segments. Turnaround expenditures relates to our Energy segment, which were higher in 2020 due to planned maintenance at one of its refineries.

Purchases of investments primarily relates to our Energy segment's purchase of an equity investment in 2020. Proceeds from sale of investments relates to our Automotive segment's cash received from 767 Leasing in 2021 and 2020.

Proceeds from sale of assets are primarily due to our Automotive segment in 2021 and our Automotive and Real Estate segments in 2020. Our Automotive segment continues to sell stores and other assets in connection with its transformation plan.

Distributions to non-controlling interests were from our Energy segment relating to its regular quarterly dividends and distributions, excluding payments made to us, as well as a special dividend made in 2021. Due to the recent economic conditions, our Energy segment only paid dividends in 2020 relating to the fourth quarter of 2019 and a reduced dividend relating to the first quarter of 2020.

Net contributions from and distributions to our Holding Company include the dividends and distributions paid by our Energy segment of $171 million in 2021 compared to $85 million in 2020, as well as by our Automotive segment of $36 million in 2021 compared to $75 million in 2020. During 2021, Automotive segment received funds in the form of investments and loans from our Holding Company of $425 million compared to $115 million for 2020, primarily for the refinancing of its debt and costs associated with our Automotive segment's multi-year transformation plan. During 2020, our Food Packaging segment received funds in the amount of $100 million in connection with Viskase's equity private placement in October 2020. Our other operating segments received funds in the form of loans and investments from our Holding Company aggregating $3 million in 2021 compared to $23 million in 2020.

Consolidated Capital Spending

Refer to Note 13, "Segment and Geographic Reporting," for a reconciliation of our segments' capital expenditures to consolidated capital expenditures for each of the years ended December 31, 2021, 2020 and 2019. In addition, our Energy segment had turnaround expenditures of $5 million, $159 million and $38 million during the years ended December 31, 2021, 2020 and 2019, respectively, which is reported separately from capital expenditures in our consolidated statements of cash flows.

For 2022, we estimate our consolidated capital expenditures to be approximately $212 million to $241 million for our Energy segment, for both maintenance and growth, including $70 million to $80 million for our Energy segments' renewable diesel unit capital expenditures, $140 million for our Automotive segment and approximately $89 million in the aggregate for all other segments. Our Energy segment also expects its turnaround expenditures to be approximately $28 million to $33 million in 2022.

In addition, our Energy segment approved a renewable diesel project at one of its refineries, which would convert the refinery's hydrocracker to a renewable diesel unit ("RDU") capable of producing 100 million gallons of renewable diesel per year. The total estimated costs for the project are currently $160 million and completion of the project is expected in in the second quarter to 2022. In May 2021, our Energy segment approved $10 million to complete the process design and ordering of certain long-lead equipment relating to a potential project to add pretreating capabilities for the RDU at one of its refineries and to complete process design to potentially convert an existing hydrotreater at another refinery to renewable diesel service. In November 2021, our Energy segment approved a pretreater project at one of its refineries, which is expected to be completed in the fourth quarter of 2022 at an estimated cost of $60 million.

Critical Accounting Estimates

Our consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("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. 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 estimates 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.

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.

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 December 31, 2021 and 2020, 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 income taxes.

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.

Long-Lived Assets and Goodwill

We calculate depreciation and amortization on a straight-line basis over the estimated useful lives of the various definite-lived assets. When assets are placed in service, we make estimates of what we believe are their reasonable useful lives.

Long-Lived Assets

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 indicate a possible significant deterioration in future expected cash flows that could result in the carrying amount of an asset not being recoverable. In performing the review for recoverability, we estimate the future cash flows expected to result from the remaining useful life of the asset and its eventual disposition. Assumptions used in the review of recoverability require the exercise of significant judgment, including judgment about 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. If the sum of the estimated future cash flows, undiscounted and without interest charges, is less than the carrying amount of the asset, a fair value assessment is performed. If the carrying amount of the asset exceeds its fair value, an impairment loss is recognized in accordance with U.S. GAAP. Similarly, long-lived assets to be disposed of are reported at the lower of carrying amount or fair value less cost to sell. As of December 31, 2021, our long-lived assets did not have any impairment indicators.

Goodwill

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 consists of (i) a qualitative analysis to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount, including goodwill, and/or, if necessary, (ii) a quantitative analysis which involves comparing the fair value of our reporting units to their respective carrying values. If the fair value of the reporting unit exceeds its carrying value, no impairment is necessary. If the carrying amount of the reporting unit exceeds its fair value, an impairment loss, equal to the difference (limited to the total amount of goodwill allocated to the tested reporting unit), is recognized in accordance with U.S. GAAP. As of December 31, 2021, our consolidated goodwill was $290 million, primarily within our Automotive segment's Service reporting unit. We perform the annual goodwill impairment test for our Automotive segment as of October 1 of each year. Based on our annual goodwill impairment analysis for our Automotive segment, we determined that the fair value of our Automotive segment's Service reporting unit was significantly in excess of its carrying value and therefore, no impairment is required. As of December 31, 2021, our Automotive segment had remaining goodwill of $250 million, which is allocated entirely to its Service reporting unit.

When performing the quantitative analysis for goodwill impairment testing, 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. 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 5, "Fair Value Measurements," and Note 9, "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 goodwill and intangible assets.

Recently Issued Accounting Standards

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

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Our consolidated balance sheets include substantial amounts of assets and liabilities whose fair values are subject to market risks. Our significant market risks are primarily associated with equity prices, commodity prices, interest rates and foreign currency exchange rates as discussed below.

Equity Price Risk

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

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

The Investment Funds hold investments that are reported at fair value as of the reporting date, which include securities owned, securities sold, not yet purchased and derivatives as reported in our consolidated balance sheets. Based on their respective balances as of December 31, 2021, we estimate that in the event of a 10% adverse change in the fair value of these investments, the fair values of securities owned, securities sold, not yet purchased and derivatives, based on the price impact on notional value, would decrease by approximately $895 million, $534 million and $1.2 billion, respectively. However, as of December 31, 2021, we estimate that the impact to our share of the net gain (loss) from investment activities reported in our consolidated statements of operations would be less than the change in fair value since we have an investment of approximately 45% in the Investment Funds, and the non-controlling interests in income would correspondingly offset approximately 55% of the change in fair value. As of December 31, 2020, we estimated 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, based on the price impact on notional value, would decrease by approximately $824 million, $252 million and $1.3 billion, respectively and as of December 31, 2020, our investment in the Investment Funds was 46%.

Commodity Price Risk

CVR Refining, as a manufacturer of refined petroleum products, and CVR Partners, 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. With regard to its hedging activities, CVR

Refining may enter into, or has 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 a change in anticipated operations and market conditions.

Interest Rate Risk

Our predominant exposure to interest rate risk is related to our operating subsidiaries.

Our operating subsidiaries have variable rate debt with a principal amount outstanding aggregating $195 million as of December 31, 2021, primarily at our Food Packaging segment. A 1.0% increase in interest rates would increase interest expense by approximately $2 million on an annualized basis, thus decreasing net income by the same amount. Additionally, as of December 31, 2021, our operating segments have additional borrowing availability subject to variable interest rates aggregating $423 million, which if outstanding, would increase our operating segments' exposure to changes in interest rates.

Foreign Currency Exchange Rate Risk

Certain of our subsidiaries operate in foreign jurisdictions and we transact business in foreign currencies. In addition, we may hold investments in common stocks of major multinational companies who have significant foreign business and foreign currency risk of their own. Our net assets subject to financial statement translation into U.S. Dollars are primarily in our Food Packaging segment.

Food Packaging

Viskase has foreign currency exposures related to buying, selling, and financing in currencies other than the local currencies in which they operate. Viskase 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 Viskase's financial condition. Viskase recorded translation gains (losses) in accumulated other comprehensive loss of $(5) million and $3 million for the years ended December 31, 2021 and 2020, respectively, and recorded translation (losses) gains in earnings of $(14) million and $(5) million for the years ended December 31, 2021 and 2020, respectively.

Credit Risk

We and the 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, we 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.

Compliance Program Price Risk

As a producer of transportation fuels from petroleum, our Energy segment's petroleum business 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 Renewable Fuel Standards. 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 for further discussion about compliance with the Renewable Fuel Standards.

Item 8. Financial Statements and Supplementary Data

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Partners
Icahn Enterprises L.P.

Opinion on the financial statements

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, 2021 and 2020, 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, 2021, and the related notes and financial statement schedule included under Item 15(a)(2) (collectively referred to as the "financial statements"). In our opinion, the financial statements present fairly, in all material respects, the financial position of the Partnership as of December 31, 2021 and 2020, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2021, in conformity with accounting principles generally accepted in the United States of America.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) ("PCAOB"), the Partnership's internal control over financial reporting as of December 31, 2021, 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 February 25, 2022 expressed an unqualified opinion.

Basis for opinion

These financial statements are the responsibility of the Partnership's management. Our responsibility is to express an opinion on the Partnership's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

Critical audit matter

Critical audit matters are matters arising from the current period audit of the financial statements that were communicated or required to be communicated to the audit committee and that: (1) relate to accounts or disclosures that are material to the financial statements and (2) involved our especially challenging, subjective, or complex judgments. We determined that there are no critical audit matters.

/s/GRANT THORNTON LLP

We have served as the Partnership's auditor since 2004.

Fort Lauderdale, Florida
February 25, 2022

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES

CONSOLIDATED BALANCE SHEETS

	December 31, 2021	December 31, 2020
	(in millions, except unit amounts)	
ASSETS		
Cash and cash equivalents	$ 2,321	$ 1,679
Cash held at consolidated affiliated partnerships and restricted cash	2,115	1,612
Investments	9,151	8,913
Due from brokers	5,530	3,437
Accounts receivable, net	546	501
Inventories	1,478	1,580
Property, plant and equipment, net	4,085	4,228
Derivative assets, net	612	785
Goodwill	290	294
Intangible assets, net	595	660
Other assets	1,023	1,300
Total Assets	$ 27,746	$ 24,989
LIABILITIES AND EQUITY		
Accounts payable	$ 805	$ 738
Accrued expenses and other liabilities	1,778	1,588
Deferred tax liabilities	390	568
Derivative liabilities, net	787	639
Securities sold, not yet purchased, at fair value	5,340	2,521
Due to brokers	1,611	1,618
Debt	7,692	8,059
Total liabilities	18,403	15,731
Commitments and contingencies (Note 17)		
Equity:		
Limited partners: Depositary units: 293,403,243 units issued and outstanding at December 31, 2021 and 241,338,835 units issued and outstanding at December 31, 2020	4,298	4,236
General partner	(754)	(853)
Equity attributable to Icahn Enterprises	3,544	3,383
Equity attributable to non-controlling interests	5,799	5,875
Total equity	9,343	9,258
Total Liabilities and Equity	$ 27,746	$ 24,989

See notes to consolidated financial statements.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2021	**2020**	**2019**
	(in millions, except per unit amounts)		
Revenues:			
Net sales	$ 10,304	$ 6,815	$ 9,722
Other revenues from operations	637	608	666
Net gain (loss) from investment activities	193	(1,421)	(1,931)
Interest and dividend income	137	169	265
Gain (loss) on disposition of assets, net	141	(17)	253
Other (loss) income, net	(84)	(31)	19
	11,328	6,123	8,994
Expenses:			
Cost of goods sold	9,481	6,320	8,205
Other expenses from operations	513	487	528
Selling, general and administrative	1,241	1,191	1,375
Restructuring, net	5	10	18
Impairment	—	11	2
Interest expense	666	688	605
	11,906	8,707	10,733
Loss before income tax benefit (expense)	(578)	(2,584)	(1,739)
Income tax benefit (expense)	78	116	(20)
Loss from continuing operations	(500)	(2,468)	(1,759)
Loss from discontinued operations	—	—	(32)
Net loss	(500)	(2,468)	(1,791)
Less: net income (loss) attributable to non-controlling interests	18	(815)	(693)
Net loss attributable to Icahn Enterprises	$ (518)	$ (1,653)	$ (1,098)
Net loss attributable to Icahn Enterprises from:			
Continuing operations	$ (518)	$ (1,653)	$ (1,066)
Discontinued operations	—	—	(32)
	$ (518)	$ (1,653)	$ (1,098)
Net (loss) income attributable to Icahn Enterprises allocated to:			
Limited partners	$ (604)	$ (1,620)	$ (1,076)
General partner	86	(33)	(22)
	$ (518)	$ (1,653)	$ (1,098)
Basic and diluted loss per LP unit:			
Continuing operations	$ (2.32)	$ (7.33)	$ (5.23)
Discontinued operations	—	—	(0.15)
Basic and diluted loss per LP unit	$ (2.32)	$ (7.33)	$ (5.38)
Basic and diluted weighted average LP units outstanding	260	221	200
Distributions declared per LP unit	$ 8.00	$ 8.00	$ 8.00

See notes to consolidated financial statements.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

	Year Ended December 31,		
	2021	2020	2019
		(in millions)	
Net loss	$ (500)	$ (2,468)	$ (1,791)
Other comprehensive income (loss), net of tax:			
Translation adjustments	(7)	4	(2)
Post-retirement benefits and other	13	(5)	3
Other comprehensive income (loss), net of tax	6	(1)	1
Comprehensive loss	(494)	(2,469)	(1,790)
Less: Comprehensive income (loss) attributable to non-controlling interests	19	(815)	(693)
Comprehensive loss attributable to Icahn Enterprises	$ (513)	$ (1,654)	$ (1,097)
Comprehensive (loss) income attributable to Icahn Enterprises allocated to:			
Limited partners	$ (599)	$ (1,621)	$ (1,075)
General partner	86	(33)	(22)
	$ (513)	$ (1,654)	$ (1,097)

See notes to consolidated financial statements.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Equity Attributable to Icahn Enterprises				
	General Partner's (Deficit) Equity	Limited Partners' Equity	Total Partners' Equity	Non-controlling Interests	Total Equity
			(in millions)		
Balance, December 31, 2018	$ (790)	$ 7,350	$ 6,560	$ 6,420	$ 12,980
Net loss	(22)	(1,076)	(1,098)	(693)	(1,791)
Other comprehensive income	—	1	1	—	1
Partnership distributions	(2)	(110)	(112)	—	(112)
Partnership contributions	1	54	55	—	55
Investment segment contributions	—	—	—	220	220
Dividends and distributions to non-controlling interests in subsidiaries	—	—	—	(119)	(119)
Changes in subsidiary equity and other	1	49	50	(342)	(292)
Balance, December 31, 2019	(812)	6,268	5,456	5,486	10,942
Net loss	(33)	(1,620)	(1,653)	(815)	(2,468)
Other comprehensive loss	—	(1)	(1)	—	(1)
Partnership distributions	(10)	(516)	(526)	—	(526)
Partnership contributions	2	100	102	—	102
Investment segment contributions	—	—	—	1,253	1,253
Dividends and distributions to non-controlling interests in subsidiaries	—	—	—	(36)	(36)
Changes in subsidiary equity and other	—	5	5	(13)	(8)
Balance, December 31, 2020	(853)	4,236	3,383	5,875	9,258
Net income (loss)	86	(604)	(518)	18	(500)
Other comprehensive income	—	5	5	1	6
Partnership distributions	(3)	(132)	(135)	—	(135)
Partnership contributions	17	825	842	—	842
Investment segment contributions	—	—	—	76	76
Dividends and distributions to non-controlling interests in subsidiaries	—	—	—	(175)	(175)
Changes in subsidiary equity and other	(1)	(32)	(33)	4	(29)
Balance, December 31, 2021	**$ (754)**	**$ 4,298**	**$ 3,544**	**$ 5,799**	**$ 9,343**

See notes to consolidated financial statements.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2021	**2020**	**2019**
	(in millions)		
Cash flows from operating activities:			
Net loss	$ (500)	$ (2,468)	$ (1,791)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:			
Loss from discontinued operations	—	—	32
Net (gain) loss from securities transactions	(1,206)	926	(570)
Purchases of securities	(2,158)	(1,945)	(4,948)
Proceeds from sales of securities	4,172	4,040	3,648
Payments to cover securities sold, not yet purchased	(2,775)	(2,336)	(938)
Proceeds from securities sold, not yet purchased	4,025	2,913	1,523
Changes in receivables and payables relating to securities transactions	(2,035)	(1,880)	(220)
Changes in derivative assets and liabilities	321	(433)	1,181
(Gain) loss on disposition of assets, net	(141)	17	(253)
Depreciation and amortization	517	510	519
Deferred taxes	(168)	(49)	(89)
Inventory write-down	59	59	—
Other, net	50	12	18
Changes in other operating assets and liabilities:			
Accounts receivable, net	(110)	28	(33)
Inventories	(83)	147	(20)
Other assets	24	30	356
Accounts payable	77	(162)	145
Accrued expenses and other liabilities	252	175	(20)
Net cash provided by (used in) operating activities	321	(416)	(1,460)
Cash flows from investing activities:			
Capital expenditures	(305)	(199)	(250)
Turnaround expenditures	(5)	(159)	(38)
Acquisition of businesses, net of cash acquired	(20)	(8)	(39)
Purchases of investments	—	(337)	(50)
Proceeds from sale of investments	445	98	458
Proceeds from disposition of businesses and assets	414	25	505
Other, net	(1)	(1)	—
Net cash provided by (used in) investing activities	528	(581)	586
Cash flows from financing activities:			
Investment segment contributions from non-controlling interests	74	13	220
Partnership contributions	835	102	55
Partnership distributions	(134)	(526)	(112)
Purchase of additional interests in consolidated subsidiaries	—	—	(241)
Dividends and distributions to non-controlling interests in subsidiaries	(101)	(36)	(119)
Proceeds from Holding Company senior unsecured notes	1,214	866	2,507
Repayments of Holding Company senior unsecured notes	(1,205)	(1,350)	(1,700)
Proceeds from subsidiary borrowings	1,165	1,946	810
Repayments of subsidiary borrowings	(1,545)	(1,644)	(847)
Other, net	(10)	(24)	(7)
Net cash provided by (used in) financing activities	293	(653)	566
Effect of exchange rate changes on cash and cash equivalents and restricted cash and restricted cash equivalents	3	(4)	(2)
Add back change in cash and restricted cash of assets held for sale	—	—	(83)
Net increase (decrease) in cash and cash equivalents and restricted cash and restricted cash equivalents	1,145	(1,654)	(393)
Cash and cash equivalents and restricted cash and restricted cash equivalents, beginning of period	3,291	4,945	5,338
Cash and cash equivalents and restricted cash and restricted cash equivalents, end of period	$ 4,436	$ 3,291	$ 4,945

See notes to consolidated financial statements.

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. Description of Business

Overview

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

Icahn Enterprises owns 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"), 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, 2021, representing an aggregate 1.99% general partner interest in Icahn Enterprises Holdings and us. Mr. Icahn and his affiliates owned approximately 88% of our outstanding depositary units as of December 31, 2021.

Description of Operating Businesses

We are a diversified holding company owning subsidiaries currently engaged in the following continuing operating businesses: Investment, Energy, Automotive, Food Packaging, Real Estate, Home Fashion and Pharma. In addition, we operated our Metals segment until sold in December 2021. We also report the results of our Holding Company, which includes the results of certain subsidiaries of Icahn Enterprises (unless otherwise noted), and investment activity and expenses associated with our Holding Company. Our historical results also report the results of our Mining segment, until sold on August 1, 2019. See Note 13, "Segment and Geographic Reporting," for a reconciliation of each of our reporting segment's results of operations to our consolidated results. Certain additional information with respect to our segments are discussed below.

Investment

Our Investment segment is comprised of various private investment funds ("Investment Funds") in which we have general partner interests and through which we invest our proprietary capital. As general partner, we provide investment advisory and certain administrative and back-office services to the Investment Funds but do not provide such services to any other entities, individuals or accounts. We and certain of Mr. Icahn's family members and affiliates are the only investors in the Investment Funds. Interests in the Investment Funds are not offered to outside investors. We had interests in the Investment Funds with a fair market value of approximately $4.2 billion and $4.3 billion as of December 31, 2021 and 2020, respectively.

Energy

We conduct our Energy segment through our majority owned subsidiary, CVR Energy, Inc. ("CVR Energy"). CVR Energy is a diversified holding company primarily engaged in the petroleum refining and nitrogen fertilizer manufacturing businesses through its holdings in CVR Refining, LP ("CVR Refining") and CVR Partners, LP ("CVR Partners"), respectively. CVR Refining is an independent petroleum refiner and marketer of high value transportation fuels. CVR Partners produces and markets nitrogen fertilizers in the form of urea ammonium nitrate and ammonia. CVR Energy has a general partner interest in each of CVR Refining and CVR Partners. In addition, CVR Energy is the sole limited partner of CVR Refining and owns approximately 36% of the outstanding common units of CVR Partners as of December 31, 2021. As of December 31, 2021, we owned approximately 71% of the total outstanding common stock of CVR Energy.

On January 29, 2019, CVR Energy, pursuant to the exercise of its right to purchase all of the issued and outstanding common units in CVR Refining, purchased the remaining common units of CVR Refining not already owned by CVR

Energy, including the purchase of CVR Refining common units owned directly by us. Prior to this, CVR Energy owned approximately 81% of the common units of CVR Refining and we directly owned approximately 4% of the common units of CVR Refining. As a result of exercising its purchase right, as of January 29, 2019, CVR Energy owns all of the common units of CVR Refining and we no longer have any direct ownership in CVR Refining. In addition, the common units of CVR Refining have subsequently ceased to be publicly traded or listed on the New York Stock Exchange or any other national securities exchange. The remaining common units of CVR Refining acquired in this transaction were purchased for $241 million, excluding the amount paid by CVR Energy to us for the common units of CVR Refining directly owned by us.

Automotive

We conduct our Automotive segment through our wholly-owned subsidiary, Icahn Automotive Group LLC ("Icahn Automotive"). Icahn Automotive is engaged in the retail and wholesale distribution of automotive parts in the aftermarket ("aftermarket parts") as well as providing automotive repair and maintenance services ("automotive services") to its customers. Icahn Automotive's aftermarket parts and automotive services businesses serve different customer channels and have distinct strategies, opportunities and requirements and therefore are operated as two independent operating companies, each with its own Chief Executive Officer and management teams, and both of which are supported by a central shared service group.

Food Packaging

We conduct our Food Packaging segment through our majority owned subsidiary, Viskase Companies, Inc. ("Viskase"). Viskase is a producer of cellulosic, fibrous and plastic casings used to prepare and package processed meat products.

In October 2020, Viskase completed an equity private placement whereby we acquired an additional 50,000,000 shares of Viskase common stock for $100 million. In connection with this transaction, our ownership of Viskase increased from approximately 79% to 89%.

Real Estate

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

Home Fashion

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

Pharma

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

Prior to Vivus' emergence from bankruptcy, we held an investment in Vivus' convertible corporate debt securities with a fair value of $183 million. In addition to the fair value of the convertible corporate debt securities, our total consideration transferred included an exit financing facility of $81 million and a contingent liability of $3 million. The $81 million exit financing facility replaced an existing $63 million term loan previously held by us.

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Metals

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

On December 7, 2021, we closed on the previously announced sale of 100% of the equity interests in PSC Metals. In connection with this sale, we received proceeds of $323 million and recorded a pretax gain on disposition of assets of $163 million in the fourth quarter of 2021. As a result of the sale of PSC Metals, we no longer operate a Metals segment.

Mining

We conducted our Mining segment through our majority owned subsidiary, Ferrous Resources Ltd. ("Ferrous Resources"). 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. Prior to the sale of Ferrous Resources, as discussed below, we owned approximately 77% of its total outstanding common stock.

On August 1, 2019, we closed on the previously announced sale of Ferrous Resources. Our proportionate share of the cash proceeds from the sale, net of adjustments, was $463 million. As a result of the sale of Ferrous Resources, our Mining segment recorded a pretax gain on disposition of assets of $252 million in 2019. Subsequent to the sale, we no longer operate an active Mining segment.

2. Basis of Presentation and Summary of Significant Accounting Policies

The audited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP").

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

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

Principles of Consolidation

Our consolidated financial statements include the accounts of (i) Icahn Enterprises and (ii) the wholly and majority owned subsidiaries of Icahn Enterprises, in addition to variable interest entities ("VIEs") in which we are the primary beneficiary. In evaluating whether we have a controlling financial interest in entities that we consolidate, we consider the following: (1) for voting interest entities, including limited partnerships and similar entities that are not VIEs, we consolidate these entities in which we own a majority of the voting interests; and (2) for VIEs, we consolidate these entities in which we are the primary beneficiary. See below for a discussion of our VIEs. Kick-out rights, which are the rights underlying the limited partners' ability to dissolve the limited partnership or otherwise remove the general partners, held through voting interests of partnerships and similar entities that are not VIEs are considered the equivalent of the equity interests of corporations that are not VIEs.

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

Consolidated Variable Interest Entities

We determined that Icahn Enterprises Holdings is a VIE because it is a limited partnership that lacks both substantive kick-out and participating rights. Although Icahn Enterprises is not the general partner of Icahn Enterprises Holdings, Icahn Enterprises is deemed to be the primary beneficiary of Icahn Enterprises Holdings principally based on its 99% limited partner interest in Icahn Enterprises Holdings, as well as our related party relationship with the general partner, and therefore continues to consolidate Icahn Enterprises Holdings. Icahn Enterprises Holdings and its subsidiaries own substantially all of our assets and liabilities and therefore, the balance sheets of Icahn Enterprises and Icahn Enterprises Holdings are substantially the same.

Discontinued Operations and Held For Sale

We classify assets and liabilities as held for sale when management, having the authority to approve the action, commits to a plan to sell the disposal group, the sale is probable within one year, and the disposal group is available for immediate sale in its present condition. We also consider whether an active program to locate a buyer has been initiated, whether the disposal group is marketed actively for sale at a price that is reasonable in relation to its current fair value, and whether actions required to complete the plan indicate it is unlikely significant changes to the plan will be made or the plan will be withdrawn.

In accordance with U.S. GAAP, we classify operations as discontinued when they meet all the criteria to be classified as held for sale and when the sale represents a strategic shift that will have a major impact on our financial condition and results of operations.

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. Due to the inherent uncertainty involved in making estimates, actual results may differ from the estimates and assumptions used in preparing the consolidated financial statements.

Reclassifications

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

Fair Value of Financial Instruments

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

The fair value of our long-term debt is based on the quoted market prices for the same or similar issues or on the current rates offered to us for debt of the same remaining maturities. The carrying value and estimated fair value of our debt as of December 31, 2021 was approximately $7.7 billion and $7.8 billion, respectively. The carrying value and estimated fair value of our debt as of December 31, 2020 was approximately $8.1 billion and $8.2 billion, respectively.

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.

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).

Cash Flow

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

Cash 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

Our cash held at consolidated affiliated partnerships balance was $102 million and $686 million as of December 31, 2021 and 2020, respectively. Cash held at consolidated affiliated partnerships relates to our Investment segment and consists of cash and cash equivalents held by the Investment Funds that, although not legally restricted, is not available to fund the general liquidity needs of the Investment segment or Icahn Enterprises.

Our restricted cash balance was $2,013 million and $926 million as of December 31, 2021 and 2020, respectively. Restricted cash includes, but is not limited to, our Investment segment's cash pledged and held for margin requirements on derivative transactions.

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 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 our Investment segment are carried at fair value. Our Investment segment applies the fair value option to those investments that are otherwise subject to the equity method of accounting.

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 Investment Funds.

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 statements 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. 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 securities are carried at fair value with the unrealized gains or losses reflected in the consolidated statements of operations. For purposes of determining gains and losses, the cost of securities is based on specific identification. Dividend income is recorded on the ex-dividend date and interest income is recognized when earned.

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 the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Topic 825, *Financial Instrument*s. 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 5, "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 6, "Financial Instruments."

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Accounts Receivable, Net

Accounts receivable, net consists of trade receivables from customers, including contract assets when we have an unconditional right to receive consideration. 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.

Inventories

Energy

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 net realizable value 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 net realizable value. The cost of inventories includes inbound freight costs.

Automotive, Food Packaging, Home Fashion and Pharma

Our Automotive, Food Packaging, Home Fashion and Pharma segments' inventories are stated at the lower of cost or net realizable value. Cost is determined by using the first-in, first-out basis method ("FIFO"), except for our Automotive and Pharma segment, which also utilizes weighted-average cost. Our Automotive segment also determines cost using the last-in, first-out method for certain of its subsidiaries. Inventory recorded using the last-in, first-out method was $264 million and $555 million as of December 31, 2021 and 2020, respectively, all of which relates to finished goods. The cost of manufactured goods includes the cost of direct materials, labor and manufacturing overhead. Our Automotive, Food Packaging, Home Fashion and Pharma segments write-down inventory for estimated excess, slow-moving and obsolete inventory as well as inventory whose carrying value is in excess of net realizable value.

Metals

As disclosed above, we sold PSC Metals in December 2021. For December 31, 2020, our Metals segment inventories are stated at the lower of cost or net realizable value. 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.

Long-Lived Assets

Long-lived assets such as property, plant, and equipment, and definite-lived intangible assets are recorded at cost or fair value established at acquisition, less accumulated depreciation or amortization, unless the expected future use of the assets indicate a lower value is appropriate. Long-lived assets are evaluated for impairment when impairment indicators exist. An evaluation of impairment consists of reviewing the carrying value of a long-lived asset for recoverability. Recoverability of long-lived assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future net cash flows expected to be generated by the asset. If the carrying value of a long-lived asset is not determined to be recoverable, a fair value assessment is performed. If the carrying amount of the asset exceeds its fair value, an impairment loss is recognized in accordance with U.S. GAAP. Depreciation and amortization are computed principally by the straight-line method for financial reporting purposes.

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.

Costs for planned major maintenance activities (“turnarounds”) for our Energy segment represent major maintenance activities that require shutdown of significant parts of a plant to perform necessary inspection, cleaning, repairs, and replacement of assets. Our Energy segment’s turnaround expenditures are deferred for its petroleum business and expensed as incurred for its nitrogen fertilizer business. Turnarounds generally occur every four to five years for our Energy segment’s refineries and every two to three years for its nitrogen fertilizer plants. Deferred turnaround costs, net of accumulated amortization, are included in other assets in the consolidated financial statements.

Goodwill and Indefinite-Lived Intangible Assets

Goodwill and indefinite-lived intangible assets primarily include trademarks and brand 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 9, “Goodwill and Intangible Assets, Net.”

Goodwill

Goodwill is determined as the excess of the fair value of consideration transferred in a business combination over the net amounts of identifiable assets acquired and liabilities assumed. Goodwill is reviewed for impairment annually, or more frequently if impairment indicators exist. An impairment exists when a reporting unit’s carrying value exceeds its fair value. When performing the goodwill impairment testing, we first consider qualitative factors to determine if it is more likely than not that the fair value of a reporting unit is less than its carrying amount. Qualitative factors include considering macroeconomic conditions, industry and market conditions, overall financial performance and other factors. If necessary, a quantitative impairment test is performed. When a quantitative impairment test is performed, a reporting units’ fair value is based on valuation techniques using the best available information, primarily discounted cash flows projections, guideline transaction multiples, and multiples of current and future earnings. The impairment charge, if any, is the excess of the tested reporting unit’s carrying value over its fair value, limited to the total amount of goodwill allocated to the tested reporting unit.

Indefinite-Lived Intangible Assets

Indefinite-lived intangible assets are stated at fair value established at acquisition or cost. These indefinite-lived intangible assets are reviewed for impairment annually, or more frequently if impairment indicators exist. An impairment exists when a trademark or brand names’ carrying value exceeds its fair value. The fair values of these assets are based upon the prospective stream of hypothetical after-tax royalty cost savings discounted at rates that reflect the rates of return appropriate for these intangible assets. The impairment charge, if any, is the excess of the assets carrying value over its fair value.

Pension and Other Post-Retirement Benefit Plan Obligations

Post-retirement benefit liabilities were $55 million and $81 million as of December 31, 2021 and 2020, respectively, and are included in accrued expenses and other liabilities in our consolidated balance sheets.

Appropriate actuarial methods and assumptions are used in accounting for defined benefit pension plans and other post-retirement benefit plans. These assumptions include long-term rate of return on plan assets, discount rates and other factors. Actual results that differ from the assumptions used are accumulated and amortized over future periods. Therefore, assumptions used to calculate benefit obligations as of the end of the year directly impact the expense to be recognized in future periods. The measurement date for all defined benefit plans is December 31 of each year.

Accumulated Other Comprehensive Loss

Accumulated other comprehensive loss is included in the limited partners and general partner components of equity in the consolidated balance sheets in the amounts of $74 million and $80 million as of December 31, 2021 and 2020, respectively. Refer to Note 15, "Changes in Accumulated Other Comprehensive Loss," for further information.

Allocation of Net Profits and Losses in Consolidated Affiliated Partnerships

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.

General Partnership Interest of Icahn Enterprises

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 depositary units in order to maintain a capital account balance equal to 1.99% of the total capital accounts of all partners.

Generally, net earnings for U.S. federal income tax purposes are allocated 1.99% and 98.01% 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.

Basic and Diluted Income Per LP Unit

For Icahn Enterprises, basic income (loss) per LP unit is based on net income or loss attributable to Icahn Enterprises allocated to limited partners. Net income or loss allocated 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 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.

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 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.

Leases

The determination of whether an arrangement is or contains a lease occurs at inception. We account for arrangements that contain lease and non-lease components as a single lease component for all classes of underlying assets. Leases in which we are the lessor are primarily within our Real Estate segment. Refer to Real Estate below for further discussion. In addition, all of our businesses, including our Real Estate segment, enter into lease arrangements as the lessee. The following is our accounting policy for leases in which we are the lessee.

All Segments and Holding Company

Leases are classified as either operating or financing by the lessee depending on whether or not the lease terms provide for control of the underlying asset to be transferred to the lessee. When control transfers to the lessee, we classify the lease as a financing lease. All other leases are recorded as operating leases. Effective January 1, 2019, for all leases with an initial lease term in excess of twelve months, we record a right-of-use asset with a corresponding liability in the consolidated balance sheet. Right-of-use assets represent our right to use an underlying asset for the lease term and lease liabilities represent our obligation to make lease payments arising from the lease. Right-of-use assets and lease liabilities are recognized at commencement of the lease based on the present value of the lease payments over the lease term. Right-of-use assets are adjusted for any lease payments made on or before commencement of the lease, less any lease incentives received. As most of our leases do not provide an implicit rate, we use the incremental borrowing rate with respect to each of our businesses based on the information available at commencement of the lease in determining the present value of lease payments. We use the implicit rate when readily determinable. The lease terms used in the determination of our right-of-use assets and lease liabilities reflect any options to extend or terminate the lease when it is reasonably certain that we will exercise such option. We and our subsidiaries, independently of each other, apply a portfolio approach to account for the right-of-use assets and lease liabilities when we or our subsidiaries do not believe that applying the portfolio approach would be materially different from accounting for right-of-use assets and lease liabilities individually.

Operating lease costs are recorded as a single expense recognized on a straight-line basis over the lease term. Operating lease right-of-use assets are amortized for the difference between the straight-line expense less the accretion of interest of the related lease liability. Financing lease costs consists of interest expense on the financing lease liability as well as amortization of the right-of-use financing lease assets on a straight-line basis over the lease term.

Real Estate

Leases are classified as either operating, sales-type or direct financing by the lessor. Our Real Estate segment's net lease portfolio consists of commercial real estate leased to others under long-term operating leases and we account for these leases in accordance with FASB ASC Topic 842, *Leases*. These assets leased to others are recorded at cost, net of accumulated depreciation, and are included in property, plant and equipment, net on our consolidated balance sheets. Assets leased to others are depreciated on a straight-line basis over the useful lives of the assets, ranging from 5 years to 39 years. Lease revenue is recognized on a straight-line basis over the lease term. Cash receipts for all lease payments received are included in net cash flows from operating activities in the consolidated statements of cash flows.

Revenue From Contracts With Customers and Contract Balances

Due to the nature of our business, we derive revenue from various sources in various industries. With the exception of all of our Investment segment's and our Holding Company's revenues, and our Real Estate segment's leasing revenue, our revenue is generally derived from contracts with customers in accordance with U.S. GAAP. Such revenue from contracts with customers are included in net sales and other revenues from operations in the consolidated statements of operations; however, our Real Estate segment's leasing revenue, as disclosed in Note 10, "Leases," is also included in other revenues from operations. Related contract assets are included in accounts receivable, net or other assets and related contract liabilities are included in accrued expenses and other liabilities in the consolidated balance sheets. Our disaggregation of revenue information includes our net sales and other revenues from operations for each of our reporting segments as well as additional disaggregation of revenue information for our Energy and Automotive segments. See Note 13, "Segment and Geographic Reporting," for our complete disaggregation of revenue information. In addition, we disclose additional information with respect to revenue from contracts with customers and contract balances for our Energy and Automotive segments below.

Energy

Revenue: Our Energy segment revenues from the sale of petroleum products are recorded upon delivery of the products to customers, which is the point at which title is transferred and the customer has assumed the risk of loss. This generally takes place as product passes into the pipeline, as a product transfer order occurs within a pipeline system, or as product enters equipment or locations supplied or designated by the customer. For our Energy segment's nitrogen fertilizer products sold, revenues are recorded at the point in time at which the customer obtains control of the product, which is generally upon delivery and acceptance by the customer. Nitrogen fertilizer products are sold on a wholesale basis under a contract or by purchase order. Excise and other taxes collected from customers and remitted to governmental authorities by our Energy segment are not included in reported revenues.

The petroleum business' contracts with its customers state the terms of the sale, including the description, quantity, and price of each product sold. Depending on the product sold, and the type of contract, payments from customers are generally due in full within 30 days of product delivery or invoice date. Many of the petroleum business' contracts have index-based pricing which is considered variable consideration that should be estimated in determining the transaction price. Our Energy segment determined that it does not need to estimate the variable consideration because the uncertainty related to the consideration is resolved on the pricing date or the date when the product is delivered. The nitrogen fertilizer business has an immaterial amount of variable consideration for contracts with an original duration of less than a year. A small portion of the nitrogen fertilizer partnership's revenue includes contracts extending beyond one year and contain variable pricing in which the majority of the variability is attributed to the market-based pricing. The nitrogen fertilizer business' contracts do not contain a significant financing component.

Our Energy segment generally provides no warranty other than the implicit promise that goods delivered are free of liens and encumbrances and meet the agreed upon specifications. In addition, product returns are very rare and are accounted for as they occur; however, contracts do include provisions which state that the petroleum business will except returns of off-spec product, refund the customer, provide on-spec product, and pay for damages to any customer equipment which resulted from off-spec product. Typically, if a customer is not satisfied with a product, the price is adjusted downward instead of the product being returned or exchanged.

As of December 31, 2021, our Energy segment had $10 million of remaining performance obligations for contracts with an original expected duration of more than one year. Our Energy segment expects to recognize approximately $6 million of these performance obligations as revenue by the end of 2022 and the remaining balance thereafter.

Contract balances: Our Energy segment's deferred revenue is a contract liability that primarily relates to fertilizer sales contracts requiring customer prepayment prior to product delivery to guarantee a price and supply of nitrogen fertilizer. Deferred revenue is recorded at the point in time in which a prepaid contract is legally enforceable and the associated right to consideration is unconditional prior to transferring product to the customer. An associated receivable is recorded for uncollected prepaid contract amounts. Contracts requiring prepayment are generally short-term in nature and, as discussed above, revenue is recognized at the point in time in which the customer obtains control of the product. Our Energy segment had deferred revenue of $87 million and $31 million as of December 31, 2021 and 2020, respectively. Deferred revenue is included in accrued expense and other liabilities in the consolidated balance sheets. For the year ended December 31, 2021, 2020 and 2019, our Energy segment recorded revenue of $30 million, $27 million and $68 million, respectively, with respect to deferred revenue outstanding as of the beginning of each respective year.

Automotive

Revenue: Our Automotive segment recognizes revenue when it satisfies a performance obligation by transferring control over a product or service to a customer. Our Automotive segment revenue from retail and commercial parts sales is measured based on consideration specified in a contract with a customer and excludes any sales incentives and amounts collected on behalf of third parties. Automotive service revenues are recognized on completion of the service and consist of products and the labor charged for installing products or maintaining or repairing vehicles. Automotive services labor revenues are included in other revenues from operations in our consolidated statements of operations; however, the sale of any installed parts or materials related to automotive services are included in net sales. Our Automotive segment recognizes revenues from extended warranties offered to its customers on tires its sells, including lifetime warranties for road hazard assistance (recognized over 3 years) and 1-year, 3-year and lifetime plans for alignments (recognized over 1 year, 3 years and 5 years, respectively), for which it receives payment upfront. Revenues from extended warranties are recognized over the term of the warranty contract with the satisfaction of its performance obligations measured using the output method. Our Automotive segment recognizes revenues from franchise royalties, for which it receives payment over time, in the period in which royalties are earned, generally based on a percentage of franchise sales.

Contract balances: Our Automotive segment has deferred revenue with respect to extended warranty plans of $42 million and $41 million as of December 31, 2021 and 2020, respectively, which are included in accrued expenses and other liabilities in our consolidated balance sheets. For the year ended December 31, 2021, 2020 and 2019, our Automotive segment recorded revenue of $24 million, $25 million and $21 million, respectively, with respect to deferred revenue outstanding as of the beginning of each respective year.

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Food Packaging

Our Food Packaging segment 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.

Home Fashion

Our Home Fashion segment records revenue upon delivery and when title is transferred and the customer has assumed the risk of loss. 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.

Pharma

Our Pharma segment records product and supply revenue at the time of shipment at which time it has satisfied its performance obligations. Product revenue represents the significant majority of our Pharma segment's revenue and is recognized net of estimated returns as well as net of consideration paid to customers, wholesalers and certified pharmacies for services rendered in accordance with their respective services network agreements and includes a fixed rate per prescription shipped and monthly program management and data fees. Consideration fees are not deemed sufficiently separable from the customers' purchase of the products and therefore, such fees are recorded as a reduction of revenue at the time of revenue recognition. Our Pharma segment, as the principal party in a supply arrangement, recognizes supply revenue on a gross basis. Our Pharma segment also recognizes license and royalty revenue, which are not significant.

Metals

Our Metals segment's primary source of revenue was from the sale of processed ferrous scrap metal, non-ferrous scrap metals, steel pipe and steel plate. PSC Metals also generated revenues from sales of secondary plate and pipe, the brokering of scrap metals and from services performed. All sales were recognized when title passes to the customer. Revenues from services were recognized as the service is performed. Sales adjustments related to price and weight differences were reflected as a reduction of revenues when settled.

Mining

Our Mining segment recognized revenue when title, ownership, and risk of loss pass to the customer, all of which occur upon shipment or delivery of the product and is based on the applicable shipping terms. Revenue was measured at the fair value of the consideration received or receivable, with any adjustments as a result of provisional pricing recorded against revenue.

Other Revenue and Expense Recognition

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 classified as operating leases and we account for these leases in accordance with applicable U.S. GAAP. Operating lease revenue is recognized on a straight-line basis over the lease term.

Energy

Shipping Costs: Our Energy segment's 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.

Automotive

Shipping Costs: Our Automotive segment recognizes shipping and handling costs as incurred and is included in selling, general and administrative in the consolidated statements of operations for its commercial and retail parts businesses.

Environmental Liabilities

We recognize environmental liabilities when a loss is probable and reasonably estimable. Estimates of these costs are based upon currently available facts, internal and third-party assessments of contamination, available remediation technology, site-specific costs, and currently enacted laws and regulations. In reporting environmental liabilities, no offset is made for potential recoveries. Loss contingency accruals, including those for environmental remediation, are subject to revision as further information develops or circumstances change, and such accruals can take into account the legal liability of other parties. Environmental expenditures are capitalized at the time of the expenditure when such costs provide future economic benefits.

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.

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, other than for intercompany loans not designated as permanently reinvested, as the earnings of the subsidiaries are considered to be permanently reinvested.

Concentrations of credit risk

Concentrations of credit risk relate primarily to derivative instruments from our Investment segment. See Note 6, "Financial Instruments," for further discussion.

In addition, at our Holding Company, financial instruments that potentially subject us to concentrations of credit risk are primarily cash and cash equivalent deposits. These cash and cash equivalent deposits are maintained with several financial institutions. The deposits held at the various financial institutions may exceed federally insured limits.

Exposure to this credit risk is reduced by placing such deposits with major financial institutions and monitoring their credit ratings and, therefore, these deposits bear minimal credit risk.

Adoption of New Accounting Standards

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

Recently Issued Accounting Standards

In March 2020, the FASB issued ASU 2020-04, *Facilitation of the Effects of Reference Rate Reform on Financial Reporting*, which amends FASB ASC Topic 848, *Reference Rate Reform*. By June 30, 2023, banks will no longer be required to report information that is used to determine London Interbank Offered Rate ("LIBOR") which is used globally by all types of entities for various types of transactions. As a result, LIBOR could be discontinued, as well as other interest rates used globally. This ASU provides companies with optional expedients for contract modifications under U.S GAAP, excluded components of certain hedging relationships, fair value hedges, and cash flow hedges, as well as certain exceptions, which are intended to help ease the potential accounting burden associated with transitioning away from these reference rates. Companies can apply this ASU immediately and will only be available for a limited time (generally through December 31, 2022). We are currently assessing the impact of this standard on our consolidated financial statements.

3. Related Party Transactions

Our second amended and restated agreement of limited partnership expressly permits us to enter into transactions with our general partner or any of its affiliates, including buying or selling properties from or to our general partner and any of its affiliates and borrowing and lending money from or to our general partner and any of its affiliates, subject to limitations contained in our partnership agreement and the Delaware Revised Uniform Limited Partnership Act. The indentures governing our indebtedness contain certain covenants applicable to transactions with affiliates.

Investment Funds

During the year ended December 31, 2020, Mr. Icahn and his affiliates (excluding us and Brett Icahn) contributed $1,241 million to the Investment Funds consisting primarily of in-kind investments previously held directly by Mr. Icahn and his affiliates (excluding us). During the years ended December 31, 2019, Mr. Icahn and his affiliates (excluding us and Brett Icahn) invested $220 million in the Investment Funds, net of redemptions. As of December 31, 2021 and 2020, the total fair market value of investments in the Investment Funds made by Mr. Icahn and his affiliates (excluding us and Brett Icahn) was approximately $5.0 billion and $5.0 billion, respectively, representing approximately 54% and 54% of the Investment Funds' assets under management as of each respective date.

We pay for expenses pertaining to the operation, administration and investment activities of our Investment segment for the benefit of the Investment Funds (including salaries, benefits and rent). Effective April 1, 2011, based on an expense-sharing arrangement, certain expenses borne by us are reimbursed by the Investment Funds. For the years ended December 31, 2021, 2020 and 2019, $15 million, $2 million and $23 million, respectively, was allocated to the Investment Funds based on this expense-sharing arrangement.

Hertz Global Holdings, Inc. and 767 Auto Leasing LLC

The Investment Funds had an investment in the common stock of Hertz Global Holdings, Inc. ("Hertz") measured at fair value that would have otherwise been subject to the equity method of accounting (until sold in the second quarter of 2020). Icahn Automotive provides services to Hertz in the ordinary course of business. For the years ended December 31, 2020 and 2019, revenue from Hertz was $20 million and $54 million, respectively.

In addition to our transactions with Hertz disclosed above, in January 2018, we entered into a Master Motor Vehicle Lease and Management Agreement with Hertz, pursuant to which Hertz granted 767 Leasing the option to acquire certain vehicles from Hertz at rates aligned with the rates at which Hertz sells vehicles to third parties. Under this agreement, as amended, Hertz will lease the vehicles that 767 Leasing purchases from Hertz, or from third parties, under a mutually developed fleet plan and Hertz will manage, service, repair, sell and maintain those leased vehicles on behalf of 767 Leasing. Additionally, Hertz will rent the leased vehicles to transportation network company drivers from rental counters within locations leased or owned by us. This agreement had an initial term of 18 months and is subject to automatic six-month renewals thereafter, unless terminated by either party (with or without cause) prior to the start of any such six-month renewal. Our agreement with Hertz was unanimously approved by the independent directors of Icahn Enterprises' audit committee. During 2021, this agreement was amended to commence the early disposition of vehicles owned by 767 Leasing. As of December 31, 2021, substantially all of 767 Leasing's assets were sold and its operations have ceased. Due to the nature of our involvement with 767 Leasing, which included Icahn Enterprises guaranteeing the payment obligations of 767 Leasing and sharing in the profits of 767 Leasing with Hertz, we determined that 767 Leasing was a variable interest entity. Furthermore, we determined that we were not the primary beneficiary as we did not have the power to direct the activities of 767 Leasing that most significantly impacted its economic performance. Therefore, we did not consolidate the results of 767 Leasing. Our exposure to loss with respect to 767 Leasing was primarily limited to our direct investment in 767 Leasing as well as any payment obligations of 767 Leasing that we guaranteed, which were not material.

For the years ended December 31, 2021 and 2020, 767 Leasing distributed $36 million and $75 million, respectively, to us. For the year ended December 31, 2019 we invested $50 million in 767 Leasing. During the years ended December 31, 2021, 2020 and 2019, we had equity (losses) earnings from 767 Leasing of $(2) million, $(7) million and $11 million, respectively. As of December 31, 2021, we no longer had an equity method investment in 767 Leasing and as of December 31, 2020, we had an equity method investment of $40 million, which is reported in our Automotive segment.

Other Related Party Agreements

On October 1, 2020, we entered into a manager agreement with Brett Icahn, the son of Carl C. Icahn, and affiliates of Brett Icahn. Under the manager agreement, Brett Icahn serves as the portfolio manager of a designated portfolio of assets within the Investment Funds over a seven-year term, subject to veto rights by our Investment segment and Carl C. Icahn. Additionally, Brett Icahn provides certain other services, at our request, which may entail research, analysis and advice with respect to a separate designated portfolio of assets within the Investment Funds. Subject to the terms of the manager agreement, at the end of the seven-year term, Brett Icahn will be entitled to receive a one-time lump sum payment as described in and computed pursuant to the manager agreement. Brett Icahn will not be entitled to receive from us any other compensation (including any salary or bonus) in respect of the services he is to provide under the manager agreement other than restricted depositary units granted under a restricted unit agreement. In accordance with the manager agreement, Brett Icahn will co-invest with the Investment Funds in certain positions, will make cash contributions to the Investment Funds in order to fund such co-investments and will have a special limited partnership interest in the Investment Funds through which the profit and loss attributable to such co-investments will be allocated to him. During 2021 and 2020, Brett Icahn contributed $76 million and $12 million, respectively, in accordance with the manager agreement. As of December 31, 2021 and 2020, Brett Icahn had investments in the Investment Funds with a fair market value of $93 million and $12 million, respectively.

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On October 1, 2020, we entered into a restricted unit agreement with Brett Icahn pursuant to the 2017 Incentive Plan whereby Brett Icahn was awarded a grant of 239,254 restricted depositary units of Icahn Enterprises which will vest over seven years, subject to the terms and conditions of that agreement. We also entered into a guaranty agreement with an affiliate of Brett Icahn, pursuant to which we guaranteed the payment of certain amounts required to be distributed by the Investment Funds to such affiliate pursuant to the terms and conditions of the manager agreement.

4. Investments

Investment

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

	December 31,	
	2021	**2020**
	(in millions)	
Assets		
Investments:		
Equity securities:		
Consumer, non-cyclical	$ 680	$ 1,548
Consumer, cyclical	1,633	2,073
Energy	3,184	2,654
Utilities	992	107
Healthcare	959	—
Technology	931	1,578
Materials	194	—
Industrial	265	158
	8,838	8,118
Corporate debt securities	114	121
	$ 8,952	$ 8,239
Liabilities		
Securities sold, not yet purchased, at fair value:		
Equity securities:		
Consumer, non-cyclical	$ 139	$ 424
Consumer, cyclical	709	572
Energy	2,028	1,476
Utilities	659	49
Healthcare	1,049	—
Materials	365	—
Industrial	391	—
	$ 5,340	$ 2,521

The portion of unrealized gains that relates to securities still held by our Investment segment, primarily equity securities, was $1,153 million, $65 million and $706 million for the years ended December 31, 2021, 2020 and 2019, respectively.

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As discussed in Note 2, "Basis of Presentation and Summary of Significant Accounting Policies," when certain investments become subject to the equity method of accounting, our Investment segment elects the fair value option to such investment. Investments become subject to the equity method of accounting when we possess the ability to exercise significant influence, but not control, over the operating and financial policies of the investee. The ability to exercise significant influence is presumed when we possess more than 20% of the voting interests of the investee. This presumption may be overcome based on specific facts and circumstances that demonstrate that the ability to exercise significant influence is restricted. Conversely, there is a presumption that for investments in which we have less than 20% of the voting interests of the investee that we do not have the ability to exercise significant influence. However, such presumption may be overcome based on specific facts and circumstances that demonstrate that the ability to exercise significant influence is present, such as when we have representation on the board of directors of such investee.

After considering specific facts and circumstances, including the collective ownership in entities by the Investment Funds and affiliates of Mr. Icahn, as well as their collective representation on each of the boards of directors, we have determined that we had the ability to exercise significant influence over the operating and financial policies of certain investees of our Investment segment.

During the second quarter of 2020, the Investment Funds sold their entire investment in Hertz. Prior to the sale of its investment in Hertz, the Investment Funds owned approximately 38.9% of the outstanding common stock of Hertz.

In addition, in August 2020, the Investment Funds sold a portion of their investment in Herbalife Nutrition Ltd. ("Herbalife") pursuant to Herbalife's "modified Dutch auction" tender offer to purchase its common shares, and as a result, the Investment Funds ceased to have an ability to exercise significant influence over the operating and financial policies of Herbalife. Prior to this transaction, the Investment Funds owned approximately 23.8% of the outstanding common stock of Herbalife.

Due to the nature of our Investment segment's operations, the sales of Hertz and Herbalife are deemed to be in the ordinary course of business.

The following table contains summarized financial information with respect to our investments in Hertz and Herbalife during the respective periods (or partial periods) in which we possessed the ability to exercise significant influence over the operating and financial policies of the investee.

	Hertz			Herbalife		
	Year Ended December 31,			Year Ended December 31,		
	2021	2020	2019	2021	2020	2019
	(in millions)					
Net sales/Other revenue from operations	$ —	$ 2,755	$ 9,779	$ —	$ 2,609	$ 4,877
Cost of goods sold/Other expenses from operations	—	3,231	8,051	—	518	958
Net (loss) income	—	(1,209)	(50)	—	161	311
Net (loss) income attributable to investee shareholders	—	(1,203)	(58)	—	161	311

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Other Segments and Holding Company

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

	December 31,	
	2021	2020
	(in millions)	
Equity method investments	$ 79	$ 120
Held to maturity debt investments measured at amortized cost	—	20
Other investments measured at fair value	120	534
	$ 199	$ 674

The portion of unrealized losses that relates to equity securities still held by our other segments and our Holding Company was $61 million, $36 million and $421 million for the years ended December 31, 2021, 2020 and 2019, respectively.

5. Fair Value Measurements

U.S. GAAP requires enhanced disclosures about assets and liabilities that are measured and reported at fair value and has established a hierarchal disclosure framework that prioritizes and ranks the level of market price observability used in measuring assets and liabilities at fair value. Market price observability is impacted by a number of factors, including the type of, and the characteristics specific to, the assets and liabilities. Assets and liabilities with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Assets and liabilities measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1 - Quoted prices are available in active markets for identical assets and liabilities as of the reporting date.

Level 2 - Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies where all significant inputs are observable. The inputs and assumptions of our Level 2 assets and liabilities are derived from market observable sources including reported trades, broker/dealer quotes and other pertinent data.

Level 3 - Pricing inputs are unobservable for the assets and liabilities and include situations where there is little, if any, market activity for the assets and liabilities. The inputs into the determination of fair value require significant management judgment or estimation. Fair value is determined using comparable market transactions and other valuation methodologies, adjusted as appropriate for liquidity, credit, market and/or other risk factors.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. Our assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and consideration of factors specific to the assets and liabilities. Significant transfers, if any, between the levels within the fair value hierarchy are recognized at the beginning of the reporting period when changes in circumstances require such transfers.

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Assets and Liabilities Measured at Fair Value on a Recurring Basis

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

	December 31, 2021				December 31, 2020			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
	(in millions)							
Assets								
Investments (Note 4)	$ 8,905	$ 113	$ 42	$ 9,060	$ 8,546	$ 174	$ 41	$ 8,761
Derivative assets, net (Note 6)	—	612	—	612	—	785	—	785
	$ 8,905	$ 725	$ 42	$ 9,672	$ 8,546	$ 959	$ 41	$ 9,546
Liabilities								
Securities sold, not yet purchased (Note 4)	$ 5,340	$ —	$ —	$ 5,340	$ 2,521	$ —	$ —	$ 2,521
Derivative liabilities, net (Note 6)	—	787	—	787	11	628	—	639
Other liabilities	—	494	—	494	—	214	—	214
	$ 5,340	$ 1,281	$ —	$ 6,621	$ 2,532	$ 842	$ —	$ 3,374

Refer to Note 18, “Pension and Other Post-Retirement Benefit Plans,” for our Food Packaging segment’s defined benefit plan assets measured at fair value on a recurring basis as of December 31, 2021 and 2020.

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,	
	2021	2020
	(in millions)	
Balance at January 1	$ 41	$ 3
Transfer in from Level 2	—	136
Net gains recognized in income	—	48
Purchases	1	101
Transfer out of Level 3	—	(246)
Sales	—	—
Other	—	(1)
Balance at December 31	$ 42	$ 41

During 2020, we transferred our debt investment in Vivus from Level 2 to Level 3 due to the reduction in market observable sources occurring during the period. The fair value of this investment was derived from the enterprise value of Vivus at emergence from bankruptcy, which was valued using a discounted cash flow method. We recognized a gain of $48 million as a result of adjusting the fair value of this investment just prior to emergence. In the fourth quarter of 2020, this debt investment, consisting of convertible debt securities, along with a separate debt investment in Vivus, consisting of a term loan, was transferred out of Level 3 upon Vivus’ emergence from bankruptcy, at which point, we acquired all of the equity interests in Vivus, resulting in Vivus becoming a consolidated subsidiary of ours.

During 2020, our Real Estate segment recorded an impairment of certain development property, included in other assets in the consolidated balance sheets, of $5 million, and property, plant and equipment, net of $2 million.

Refer to Note 9, “Goodwill and Intangible Assets, Net,” for discussion of our goodwill and intangible asset impairments.

Refer to Note 13, “Segment and Geographic Reporting,” for total impairment recorded by each of our segments.

6. Financial Instruments

Overview

Investment

In the normal course of business, the Investment Funds may trade various financial instruments and enter into certain investment activities, which may give rise to off-balance-sheet risks, with the objective of capital appreciation or as economic hedges against other securities or the market as a whole. The Investment Funds’ investments may include futures, options, swaps and securities sold, not yet purchased. These financial instruments represent future commitments to purchase or sell other financial instruments or to exchange an amount of cash based on the change in an underlying instrument at specific terms at specified future dates. Risks arise with these financial instruments from potential counterparty non-performance and from changes in the market values of underlying instruments.

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

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

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

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

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

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

Certain terms of the Investment Funds' contracts with derivative counterparties, which are standard and customary to such contracts, contain certain triggering events that would give the counterparties the right to terminate the derivative instruments. In such events, the counterparties to the derivative instruments could request immediate payment on derivative instruments in net liability positions. The aggregate fair value of all of the Investment Funds' derivative instruments with credit-risk-related contingent features that are in a liability position at December 31, 2021 and 2020 was $0 million and $1 million, respectively.

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

	December 31, 2021		December 31, 2020	
	Long Notional Exposure	Short Notional Exposure	Long Notional Exposure	Short Notional Exposure
	(in millions)			
Primary underlying risk:				
Equity contracts	$ 1,582	$ 5,986	$ —	$ 8,623
Credit contracts[(1)]	—	2,081	—	2,099

(1) The short notional amount on our credit default swap positions was approximately $6.6 billion at December 31, 2021. However, because credit spreads cannot compress below zero, our downside short notional exposure to loss is approximately $2.1 billion as of December 31, 2021. The short notional amount on our credit default swap positions was approximately $6.3 billion as of December 31, 2020. However, because credit spreads cannot compress below zero, our downside short notional exposure to loss is $2.1 billion as of December 31, 2020.

Certain derivative contracts executed by each of the Investment Funds with a single counterparty are reported on a net-by-counterparty basis where a legal right of offset exists under an enforceable netting agreement. Values for the derivative financial instruments, principally swaps, forwards, over-the-counter options and other conditional and exchange contracts, are reported on a net-by-counterparty basis.

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

	Derivative Assets		Derivative Liabilities	
	December 31, 2021	December 31, 2020	December 31, 2021	December 31, 2020
		(in millions)		
Equity contracts	$ 68	$ 4	$ 1,317	$ 852
Credit contracts	1,075	1,012	—	1
Sub-total	1,143	1,016	1,317	853
Netting across contract types[1]	(532)	(231)	(532)	(231)
Total[1]	$ 611	$ 785	$ 785	$ 622

(1) Excludes netting of cash collateral received and posted. The total collateral posted at December 31, 2021 and 2020 was $1,906 million and $872 million, respectively, across all counterparties, which are included in cash held at consolidated affiliated partnerships and restricted cash in the consolidated balance sheets.

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

	Gain (Loss) Recognized in Income[1]		
	Year Ended December 31,		
	2021	2020	2019
Equity contracts	$ (1,100)	$ (1,583)	$ (2,152)
Credit contracts	88	1,088	(342)
Commodity contracts	—	—	(8)
	$ (1,012)	$ (495)	$ (2,502)

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

Energy

CVR Energy's businesses are subject to price fluctuations caused by supply conditions, weather, economic conditions, interest rate fluctuations and other factors. To manage price risk on crude oil and other inventories and to fix margins on certain future production, CVR Refining from time to time enters into various commodity derivative transactions. CVR Refining holds derivative instruments, such as exchange-traded crude oil futures and over-the-counter forward swap agreements, which it believes provide an economic hedge on future transactions, but such instruments are not designated as hedge instruments. CVR Refining may enter into forward purchase or sale contracts associated with renewable identification numbers ("RINs").

As of December 31, 2021 and 2020, CVR Refining had zero and 7 million, respectively, outstanding commodity swap positions. As of December 31, 2021 and 2020, CVR Refining had open forward purchase and sale commitments for 2 million barrels and 6 million barrels, respectively. As of December 31, 2021, CVR Refining had open fixed-price commitments to purchase a net 3 million RINs.

Certain derivative contracts executed by our Energy segment with a single counterparty are reported on a net-by-counterparty basis where a legal right of offset exists under an enforceable netting agreement. As of December 31, 2021, our Energy segment had net asset derivatives of $1 million and net liability derivatives of $2 million and as of December 31, 2020, our Energy segment had net liability derivatives of $17 million. (Losses) gains recognized on derivatives for our Energy segment were $(44) million, $55 million and $19 million for the years ended December 31, 2021, 2020 and 2019, respectively. Gains recognized on derivatives for our Energy segment are included in cost of goods sold on the consolidated statements of operations.

7. Inventories

Inventories consists of the following:

	December 31, 2021	December 31, 2020
	(in millions)	
Raw materials	$ 291	$ 183
Work in process	83	83
Finished goods	1,104	1,314
	$ 1,478	$ 1,580

During the fourth quarter of 2021, our Automotive segment had inventories with a carrying value in excess of net realizable value. As a result, our Automotive segment recorded a write-down of its inventories of $56 million, which is included in cost of goods sold in the consolidated statements of operations for the year ended December 31, 2021. During the first quarter of 2020, our Energy segment had inventories with a carrying value in excess of net realizable value. As a result, our Energy segment recorded a write-down of its inventories of $58 million, which is included in cost of goods sold in the consolidated statements of operations for the year ended December 31, 2020. The write-down represents the difference between the carrying value of inventories accounted for using the first-in-first-out method and selling prices for refined products subsequent to March 31, 2020.

8. Property, Plant and Equipment, Net

Property, plant and equipment, net consists of the following:

	Useful Life	December 31, 2021	December 31, 2020
	(in years)	(in millions)	
Land		$ 332	$ 393
Buildings and improvements	5 - 40	906	920
Machinery, equipment and furniture	2 - 20	5,814	5,347
Assets leased to others	5 - 39	315	282
Financing leases	1 - 18	109	113
Construction in progress		189	151
		7,665	7,206
Less: Accumulated depreciation and amortization		(3,580)	(2,978)
Property, plant and equipment, net		$ 4,085	$ 4,228

Depreciation and amortization expense related to property, plant and equipment for the years ended December 31, 2021, 2020 and 2019 was $383 million, $406 million and $410 million, respectively.

See Note 5, “Fair Value Measurements,” for discussion regarding certain impairments to our property, plant and equipment.

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9. Goodwill and Intangible Assets, Net

Goodwill consists of the following:

	December 31, 2021					
	Automotive	Food Packaging	Home Fashion	Pharma	Metals	Consolidated
	(in millions)					
Gross carrying amount, Jan 1	$ 337	$ 6	$ 24	$ 13	$ 4	$ 384
Dispositions	—	—	—	—	(4)	(4)
Gross carrying amount, Dec 31	337	6	24	13	—	380
Accumulated impairment, Jan 1	(87)	—	(3)	—	—	(90)
Impairment	—	—	—	—	—	—
Accumulated impairment, Dec 31	(87)	—	(3)	—	—	(90)
Net carrying value, Dec 31	$ 250	$ 6	$ 21	$ 13	$ —	$ 290

	December 31, 2020					
	Automotive	Food Packaging	Home Fashion	Pharma	Metals	Consolidated
	(in millions)					
Gross carrying amount, Jan 1	$ 337	$ 6	$ 23	$ —	$ 4	$ 370
Acquisitions	—	—	1	13	—	14
Foreign exchange	—	—	—	—	—	—
Gross carrying amount, Dec 31	337	6	24	13	4	384
Accumulated impairment, Jan 1	(87)	—	—	—	—	(87)
Impairment	—	—	(3)	—	—	(3)
Accumulated impairment, Dec 31	(87)	—	(3)	—	—	(90)
Net carrying value, Dec 31	$ 250	$ 6	$ 21	$ 13	$ 4	$ 294

Intangible assets, net consists of the following:

	December 31, 2021			December 31, 2020		
	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value	Gross Carrying Amount	Accumulated Amortization	Net Carrying Value
	(in millions)					
Definite-lived intangible assets:						
Customer relationships	$ 394	$ (192)	$ 202	$ 399	$ (176)	$ 223
Developed technology	254	(34)	220	254	(6)	248
Other	167	(77)	90	269	(163)	106
	$ 815	$ (303)	$ 512	$ 922	$ (345)	$ 577
Indefinite-lived intangible assets			$ 83			$ 83
Intangible assets, net			$ 595			$ 660

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Amortization expense associated with definite-lived intangible assets for the years ended December 31, 2021, 2020 and 2019 was $62 million, $44 million and $40 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)
2022	$ 61
2023	59
2024	58
2025	57
2026	37
Thereafter	240
	$ 512

Impairment of Goodwill

When performing the quantitative analysis for goodwill impairment testing, 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.

During 2021, our Automotive segment considered qualitative factors to determine that goodwill at its Service reporting unit did not require further testing for impairment.

During the first quarter of 2020, due to the COVID-19 pandemic and its impact on our Automotive segment's operations, we performed an interim goodwill impairment analysis. At such time, our Automotive segment had $250 million of goodwill, all of which was allocated to its Service reporting unit. Based on the interim impairment analysis, we determined that the fair value of our Automotive segment's Service reporting unit was significantly in excess of its carrying value and therefore, no impairment is required. For our Automotive segment's annual impairment test for 2020, our Automotive segment considered qualitative factors to determine that goodwill at its Service reporting unit did not require further testing for impairment.

During 2019, our Automotive segment considered qualitative factors to determine that goodwill at its Service reporting unit did not require further testing for impairment.

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Home Fashion

We perform the annual goodwill impairment test for our Home Fashion segment as of October 1 of each year, or more frequently if impairment indicators exist. During the second quarter of 2020, our Home Fashion segment impaired a portion of its goodwill in the amount of $3 million.

10. Leases

All Segments and Holding Company

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

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

	December 31,	
	2021	2020
	(in millions)	
Operating Leases:		
Right-of-use assets (other assets)	$ 467	$ 556
Lease liabilities (accrued expenses and other liabilities)	479	573
Financing Leases:		
Right-of-use assets (property, plant and equipment, net)	56	65
Lease liabilities (debt)	72	81

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

Operating Leases as of December 31, 2021	Right-Of-Use Assets	Lease Liabilities	Lease Term	Discount Rate
	(in millions)			
Energy	$ 37	$ 37	4.1 years	5.4%
Automotive	369	385	4.9 years	5.8%
Food Packaging	28	31	10.5 years	7.4%
Other segments and Holding Company	33	26		
	$ 467	$ 479		

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

Maturities of lease liabilities as of December 31, 2021 are as follows:

Year	Operating Leases	Financing Leases
	(in millions)	
2022	$ 168	$ 16
2023	116	14
2024	85	12
2025	61	12
2026	42	12
Thereafter	89	31
Total lease payments	561	97
Less: imputed interest	(82)	(25)
	$ 479	$ 72

For the year ended December 31, 2021, lease cost was comprised of operating lease cost of $196 million, amortization of financing lease right-of use assets of $10 million and interest expense on financing lease liabilities of $6 million. For the year ended December 31, 2020, lease cost was comprised of operating lease cost of $200 million, amortization of financing lease right-of use assets of $11 million and interest expense on financing lease liabilities of $7 million. For the year ended December 31, 2019, lease cost was comprised of operating lease cost of $202 million, amortization of financing lease right-of use assets of $14 million and interest expense on financing lease liabilities of $7 million. Our Automotive segment accounted for $163 million, $166 million and $173 million of total lease cost for the years ended December 31, 2021, 2020 and 2019, respectively.

Real Estate

Our Real Estate segment leases real estate, primarily commercial properties under long-term operating leases. As of December 31, 2021 and 2020, our Real Estate segment has assets leased to others included in property, plant and equipment of $251 million and $222 million, respectively, net of accumulated depreciation. Our Real Estate segment's revenue from operating leases were $8 million, $32 million and $33 million for the years ended December 31, 2021, 2020 and 2019, respectively, and are included in other revenue from operations in the consolidated statements of operations. Our Real Estate segment's anticipated future receipts of minimum operating lease payments receivable are $3 million for 2022, $6 million in 2023, $8 million for each of 2024 and 2025, $7 million for 2026 and an aggregate of $78 million for 2027 and thereafter.

11. Debt

Debt consists of the following:

	December 31, 2021	December 31, 2020
	(in millions)	
Holding Company:		
6.250% senior unsecured notes due 2022	$ —	$ 1,209
6.750% senior unsecured notes due 2024	499	499
4.750% senior unsecured notes due 2024	1,105	1,106
6.375% senior unsecured notes due 2025	748	748
6.250% senior unsecured notes due 2026	1,250	1,250
5.250% senior unsecured notes due 2027	1,461	999
4.375% senior unsecured notes due 2029	747	—
	5,810	5,811
Reporting Segments:		
Energy	1,660	1,691
Automotive	26	368
Food Packaging	155	151
Real Estate	1	1
Home Fashion	40	21
Metals	—	16
	1,882	2,248
Total Debt	$ 7,692	$ 8,059

Holding Company

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

In January 2021, the Issuers issued $750 million in aggregate principal amount of 4.375% senior unsecured notes due 2029. The proceeds from these notes were used to redeem $750 million principal amount of 6.250% senior unsecured notes due 2022, and to pay accrued interest, related fees and expenses.

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In April 2021, the Issuers issued $455 million in aggregate principal amount of 4.750% senior unsecured notes due 2024 and $250 million in aggregate principal amount of 5.250% senior unsecured notes due 2027. The proceeds from these issuances, together with cash on hand, were used to redeem in full our prior outstanding $1.35 billion principal amount of the 5.875% senior unsecured notes due 2022, and to pay accrued interest, related fees and expenses.

In January 2020, the Issuers issued $600 million in aggregate principal amount of additional 5.250% senior unsecured notes due 2027. The proceeds from this issuance were used to redeem the remaining $455 million principal amount of the 6.250% senior unsecured notes due 2022, and to pay accrued interest, related fees and expenses.

In May and June 2019, the Issuers issued $1.250 billion in aggregate principal amount of 6.250% senior unsecured notes due 2026. The proceeds from these notes, together with cash on hand, were used to redeem all of the prior outstanding 6.000% senior unsecured notes due 2020 and to pay accrued interest, related fees and expenses.

In September 2019, the Issuers issued $500 million in aggregate principal amount of 4.750% senior unsecured notes due 2024. The proceeds from these notes were used for general limited partnership purposes.

In December 2019, the Issuers issued $750 million in aggregate principal amount of 5.250% senior unsecured notes due 2027. The proceeds from these notes were used for general limited partnership purposes.

Icahn Enterprises recorded a gain on extinguishment of debt of $3 million in 2021, a loss on extinguishment of debt of $4 million in 2020 and a gain on extinguishment of debt of $2 million in 2019 in connection with the debt transactions discussed above.

Each of our senior unsecured notes and the related guarantees are the senior unsecured obligations of the Issuers and rank equally with all of the Issuers' and the Guarantor's existing and future senior unsecured indebtedness and senior to all of the Issuers' and the Guarantor's existing and future subordinated indebtedness. 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.

The indentures governing each of our senior unsecured notes: restrict the payment of cash distributions, the purchase of equity interests or the purchase, redemption, defeasance or acquisition of debt subordinated to the senior unsecured notes; restrict the incurrence of debt or the issuance of disqualified stock, as defined in the indenture, with certain exceptions; require that on each quarterly determination date, Icahn Enterprises and the guarantor of each of the senior unsecured notes (currently only Icahn Enterprises Holdings) maintain certain minimum financial ratios, as defined therein; and restrict the creation of liens, mergers, consolidations and sales of substantially all of our assets, and transactions with affiliates. Additionally, each of the senior unsecured notes outstanding as of December 31, 2021, except for the 4.750% senior unsecured notes due 2024, the 5.250% senior unsecured notes due 2027 and the 4.375% senior unsecured notes due 2029, are subject to optional redemption premiums in the event we redeem any of the notes prior to certain dates as described in the indentures.

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

Subsequent Event

In February 2022, we repaid all of our outstanding $500 million aggregate principal amount of 6.750% senior unsecured notes due 2024 at par.

Reporting Segments

Energy

Our Energy segment's debt primarily consists of (i) $600 million in aggregate principal amount of 5.25% senior secured notes due 2025 and $400 million in aggregate principal amount of 5.75% senior secured notes due 2028 (each issued by CVR Energy) and (ii) $65 million in aggregate principal amount of 9.25% senior secured notes due 2023 and $550 million in aggregate principal amount of 6.125% senior secured notes due 2028 (issued by CVR Partners). Interest for each of these notes are accrued and paid based on contractual terms.

The $550 million in aggregate principal amount of 6.125% senior secured notes due 2028 were issued by CVR Partners in June 2021. Proceeds from these notes were used to fund a partial redemption of its existing 9.25% senior secured notes due 2023. During 2021, an additional $30 million of CVR Partners' existing 9.25% senior secured notes due 2023 were redeemed and in February 2022, the remaining $65 million was redeemed. The $600 million in aggregate principal amount of 5.25% senior secured notes due 2025 and $400 million in aggregate principal amount of 5.75% senior secured notes due 2028 were issued by CVR Energy in January 2020. A portion of the net proceeds from the issuance of these notes were used to fund the redemption of CVR Energy's existing $500 million senior secured notes due 2022 (issued by CVR Refining). The remaining net proceeds were used for CVR Energy's general corporate purposes. In connection with these transactions, our Energy segment recorded a loss on extinguishment of debt of $8 million.

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

As of December 31, 2021 and 2020, total availability under CVR Refining and CVR Partners variable rate asset based revolving credit facilities aggregated $396 million and $385 million, respectively. CVR Refining also had $39 million and $35 million of letters of credit outstanding as of December 31, 2021 and 2020.

Automotive

As of December 31, 2020, Icahn Automotive's debt primarily consisted of an asset-based revolving credit facility with variable interest rates. Icahn Automotive's debt outstanding under this credit facility was $350 million as of December 31, 2020 with a maturity date in the third quarter of 2021. Interest for the credit facility was accrued and paid based on contractual terms. The interest rate on the credit facility was 2.01% as of December 31, 2020. Substantially all of Icahn Automotive's assets were pledged as collateral under the above credit facility. Icahn Automotive also had $45 million of letters of credit outstanding as of December 31, 2020. In August 2021, all of our Automotive segment's outstanding credit facility was repaid in full in the amount of $350 million, and the credit facility was closed.

Food Packaging

Viskase's debt primarily consists of a credit agreement providing for a $150 million term loan and a $30 million revolving credit facility issued in October 2020 and maturing in 2023. The proceeds from the term loan, plus cash received from Viskase's equity private placement in October 2020, as discussed in Note 1, "Description of Business," were used to repay in full Viskase's existing term loan. Interest for this note is accrued and paid based on contractual terms. The interest rate on Viskase's term loans were 2.47% and 3.72% as of December 31, 2021 and 2020, respectively.

Covenants

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

Non-Cash Charges to Interest Expense

The amortization of deferred financing costs and debt discounts and premiums included in interest expense in the consolidated statements of operations were $5 million, $4 million and $6 million for the years ended December 31, 2021, 2020 and 2019, respectively.

Consolidated Maturities

The following is a summary of the maturities of our debt as of December 31, 2021:

Year	Amount
	(in millions)
2022	$ 73
2023	74
2024	1,611
2025	1,363
2026	1,349
Thereafter	3,156
Total debt payments (excluding financing lease payments)	7,626
Less: unamortized discounts, premiums and deferred financing fees	(6)
Financing leases (Note 10)	72
	$ 7,692

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12. Net Income (Loss) Per LP Unit

The components of the computation of basic and diluted income (loss) per LP unit from continuing and discontinued operations are as follows:

	Year Ended December 31,		
	2021	2020	2019
	(in millions, except per unit amounts)		
Net loss attributable to Icahn Enterprises from continuing operations	$ (518)	$ (1,653)	$ (1,066)
Less: net income attributable to Icahn Enterprises from continuing operations allocated 100% to general partner	(98)	—	—
Net loss attributable to Icahn Enterprises from continuing operations allocable to limited partners	$ (616)	$ (1,653)	$ (1,066)
Net loss attributable to Icahn Enterprises from continuing operations allocated to limited partners (98.01% allocation)	$ (604)	$ (1,620)	$ (1,045)
Net loss attributable to Icahn Enterprises from discontinued operations allocable to limited partners	$ —	$ —	$ (32)
Net loss attributable to Icahn Enterprises from discontinued operations allocated to limited partners (98.01% allocation)	$ —	$ —	$ (31)
Basic and diluted loss per LP unit:			
Continuing operations	$ (2.32)	$ (7.33)	$ (5.23)
Discontinued operations	—	—	(0.15)
Basic and diluted loss per LP unit	$ (2.32)	$ (7.33)	$ (5.38)
Basic and diluted weighted average LP units outstanding	260	221	200

GP Allocation

As disclosed in Note 2, “Basis of Presentation and Summary of Significant Accounting Policies - Acquisition, Investments and Disposition of Entities under Common Control,” upon the sale of common control entities, such as PSC Metals, a portion of the gain or loss on the sale is first allocated to the general partner in order to restore the general partners’ capital account for cumulative charges or credits relating to periods prior to our obtaining a controlling interest in such entities from Mr. Icahn and his affiliates. After such general partner allocation, the remaining gain is allocated among our general partner and limited partners, in accordance with their respective ownership percentages.

LP Unit Transactions

The following table summarizes the changes in our outstanding depositary units during each of the years ended December 31, 2021, 2020 and 2019.

	Mr. Icahn and Affiliates	Public Unitholders	Total
December 31, 2018	175,441,588	15,924,509	191,366,097
Unit distributions	21,608,064	290,789	21,898,853
2017 Incentive Plan	—	19,259	19,259
At-the-market offerings	—	794,349	794,349
December 31, 2019	197,049,652	17,028,906	214,078,558
Unit distributions	24,902,568	449,610	25,352,178
At-the-market offerings	—	1,908,099	1,908,099
Sale to Brett Icahn	(202,758)	202,758	—
December 31, 2020	221,749,462	19,589,373	241,338,835
Unit distributions	35,297,798	1,577,600	36,875,398
2017 Incentive Plan	—	18,491	18,491
At-the-market offerings	—	15,170,519	15,170,519
December 31, 2021	257,047,260	36,355,983	293,403,243

Unit Distributions

During each of the years ended December 31, 2021, 2020 and 2019, we declared four quarterly distributions. 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 a timely election, it was automatically deemed to have elected to receive the distributions in additional depositary units.

At-The-Market-Offerings

In May 2019, Icahn Enterprises entered into a new Open Market Sale Agreement, pursuant to which Icahn Enterprises was able to sell its depositary units, from time to time, for up to $400 million in aggregate sale proceeds, under its ongoing “at-the-market” offering. This agreement has been subsequently terminated and superseded by subsequent agreements with substantially the same terms. During the year ended December 31, 2021, Icahn Enterprises sold depositary units pursuant to this agreement, resulting in gross proceeds of $833 million. As of December 31, 2021, we continue to have an active Open Market Sale Agreement and Icahn Enterprises may sell its depositary units for up to an additional $328 million in aggregate gross sale proceeds pursuant to this agreement entered into on December 3, 2021.

2017 Incentive Plan

During the years ended December 31, 2021, 2020 and 2019, we distributed depositary units, net of payroll withholdings, with respect to certain restricted depositary units and deferred unit awards that vested during the respective periods in connection with the Icahn Enterprises L.P. 2017 Long Term Incentive Plan (the “2017 Incentive Plan”). The aggregate impact of the 2017 Incentive Plan is not material with respect to our consolidated financial statements, including the calculation of potentially dilutive units and diluted income per LP unit.

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13. Segment and Geographic Reporting

We report segment information based on the various industries in which our businesses operate and how we manage those businesses in accordance with our investment strategies, which may include: identifying and acquiring undervalued assets and businesses, often through the purchase of distressed securities; increasing value through management, financial or other operational changes; and managing complex legal, regulatory or financial issues, which may include bankruptcy or insolvency, environmental, zoning, permitting and licensing issues. Therefore, although many of our businesses are operated under separate local management, certain of our businesses are grouped together when they operate within a similar industry, comprising similarities in products, customers, production processes and regulatory environments, and when such businesses, when considered together, may be managed in accordance with one or more investment strategies specific to those businesses. Among other measures, we assess and measure segment operating results based on net income from continuing operations attributable to Icahn Enterprises. 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. Our condensed statements of operations and balance sheets by reporting segment are presented below.

Condensed Statements of Operations

	Year Ended December 31, 2021										
	Investment	Energy	Automotive	Food Packaging	Real Estate	Home Fashion (in millions)	Pharma	Metals	Mining	Holding Company	Consolidated
Revenues:											
Net sales	$ —	$ 7,242	$ 1,789	$ 416	$ 55	$ 197	$ 81	$ 524	$ —	$ —	$ 10,304
Other revenues from operations	—	—	595	—	38	—	4	—	—	—	637
Net gain (loss) from investment activities	145	81	—	—	—	—	—	—	—	(33)	193
Interest and dividend income	132	—	—	—	—	—	—	—	—	5	137
(Loss) gain on disposition of assets, net	—	(3)	(22)	—	3	—	—	163	—	—	141
Other (loss) income, net	(75)	7	(2)	(14)	—	—	—	(3)	—	3	(84)
	202	7,327	2,360	402	96	197	85	684	—	(25)	11,328
Expenses:											
Cost of goods sold	—	7,069	1,335	343	44	159	50	481	—	—	9,481
Other expenses from operations	—	—	466	—	47	—	—	—	—	—	513
Selling, general and administrative	16	147	880	50	13	46	38	16	—	35	1,241
Restructuring, net	—	—	4	1	—	—	—	—	—	—	5
Impairment	—	—	—	—	—	—	—	—	—	—	—
Interest expense	218	109	7	6	—	2	—	1	—	323	666
	234	7,325	2,692	400	104	207	88	498	—	358	11,906
(Loss) income from continuing operations before income tax benefit (expense)	(32)	2	(332)	2	(8)	(10)	(3)	186	—	(383)	(578)
Income tax benefit (expense)	—	27	72	(4)	—	2	—	—	—	(19)	78
Net (loss) income	(32)	29	(260)	(2)	(8)	(8)	(3)	186	—	(402)	(500)
Less: net (loss) income from continuing operations attributable to non-controlling interests	(16)	34	—	—	—	—	—	—	—	—	18
Net (loss) income from continuing operations attributable to Icahn Enterprises	$ (16)	$ (5)	$ (260)	$ (2)	$ (8)	$ (8)	$ (3)	$ 186	$ —	$ (402)	$ (518)
Supplemental information:											
Capital expenditures	$ —	$ 224	$ 48	$ 17	$ 10	$ 3	$ —	$ 3	$ —	$ —	$ 305
Depreciation and amortization	$ —	$ 343	$ 87	$ 28	$ 9	$ 7	$ 28	$ 14	$ —	$ 1	$ 517

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
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	Year Ended December 31, 2020										
	Investment	Energy	Automotive	Food Packaging	Real Estate	Home Fashion	Pharma	Metals	Mining	Holding Company	Consolidated
	(in millions)										
Revenues:											
Net sales	$ —	$ 3,930	$ 1,929	$ 409	$ 43	$ 188	$ 3	$ 313	$ —	$ —	$ 6,815
Other revenues from operations	—	—	549	—	59	—	—	—	—	—	608
Net (loss) gain from investment activities	(1,368)	34	—	—	—	—	—	—	—	(87)	(1,421)
Interest and dividend income	136	10	—	—	1	—	—	—	—	22	169
(Loss) gain on disposition of assets, net	—	(7)	(6)	—	(5)	—	—	1	—	—	(17)
Other (loss) income, net	(17)	(1)	(7)	(6)	—	2	—	3	—	(5)	(31)
	(1,249)	3,966	2,465	403	98	190	3	317	—	(70)	6,123
Expenses:											
Cost of goods sold	—	4,164	1,344	327	35	150	2	298	—	—	6,320
Other expenses from operations	—	—	449	—	38	—	—	—	—	—	487
Selling, general and administrative	2	116	904	52	34	43	2	16	—	22	1,191
Restructuring, net	—	—	8	1	—	—	—	1	—	—	10
Impairment	—	—	—	—	7	3	—	1	—	—	11
Interest expense	196	125	12	11	—	1	—	1	—	342	688
	198	4,405	2,717	391	114	197	4	317	—	364	8,707
(Loss) income from continuing operations before income tax benefit (expense)	(1,447)	(439)	(252)	12	(16)	(7)	(1)	—	—	(434)	(2,584)
Income tax benefit (expense)	—	112	54	(8)	—	—	—	—	—	(42)	116
Net (loss) income from continuing operations	(1,447)	(327)	(198)	4	(16)	(7)	(1)	—	—	(476)	(2,468)
Less: net (loss) income from continuing operations attributable to non-controlling interests	(682)	(133)	—	—	—	—	—	—	—	—	(815)
Net (loss) income from continuing operations attributable to Icahn Enterprises	$ (765)	$ (194)	$ (198)	$ 4	$ (16)	$ (7)	$ (1)	$ —	$ —	$ (476)	$ (1,653)
Supplemental information:											
Capital expenditures	$ —	$ 124	$ 35	$ 19	$ 11	$ 5	$ —	$ 3	$ —	$ 2	$ 199
Depreciation and amortization	$ —	$ 343	$ 95	$ 27	$ 17	$ 8	$ 2	$ 18	$ —	$ —	$ 510

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	Year Ended December 31, 2019 (in millions)										
	Investment	Energy	Automotive	Food Packaging	Real Estate	Home Fashion	Pharma	Metals	Mining	Holding Company	Consolidated
Revenues:											
Net sales	$ —	$ 6,364	$ 2,293	$ 385	$ 23	$ 187	$ —	$ 340	$ 130	$ —	$ 9,722
Other revenues from operations	—	—	591	—	75	—	—	—	—	—	666
Net loss from investment activities	(1,599)	—	—	—	—	—	—	—	—	(332)	(1,931)
Interest and dividend income	190	4	—	—	1	—	—	—	1	69	265
Gain (loss) on disposition of assets, net	—	4	(4)	—	—	—	—	1	252	—	253
Other (loss) income, net	(5)	13	15	(8)	4	(1)	—	—	(1)	2	19
	(1,414)	6,385	2,895	377	103	186	—	341	382	(261)	8,994
Expenses:											
Cost of goods sold	—	5,707	1,615	312	18	159	—	343	51	—	8,205
Other expenses from operations	—	—	474	—	54	—	—	—	—	—	528
Selling, general and administrative	23	146	1,032	55	21	42	—	15	15	26	1,375
Restructuring, net	—	—	6	8	—	1	—	3	—	—	18
Impairment	—	—	—	1	—	—	—	1	—	—	2
Interest expense	106	106	20	17	—	1	—	1	4	350	605
	129	5,959	3,147	393	93	203	—	363	70	376	10,733
(Loss) income from continuing operations before income tax (expense) benefit	(1,543)	426	(252)	(16)	10	(17)	—	(22)	312	(637)	(1,739)
Income tax (expense) benefit	—	(112)	55	(6)	6	—	—	—	(1)	38	(20)
Net (loss) income from continuing operations	(1,543)	314	(197)	(22)	16	(17)	—	(22)	311	(599)	(1,759)
Less: net (loss) income from continuing operations attributable to non-controlling interests	(768)	68	—	(5)	—	—	—	—	12	—	(693)
Net (loss) income from continuing operations attributable to Icahn Enterprises	$ (775)	$ 246	$ (197)	$ (17)	$ 16	$ (17)	$ —	$ (22)	$ 299	$ (599)	$ (1,066)
Supplemental information:											
Capital expenditures	$ —	$ 121	$ 47	$ 17	$ 22	$ 5	$ —	$ 24	$ 14	$ —	$ 250
Depreciation and amortization	$ —	$ 352	$ 98	$ 26	$ 17	$ 7	$ —	$ 19	$ —	$ —	$ 519

Disaggregation of Revenue

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

Energy

	Year Ended December 31,		
	2021	2020 (in millions)	2019
Petroleum products	$ 6,709	$ 3,580	$ 5,960
Nitrogen fertilizer products	533	350	404
	$ 7,242	$ 3,930	$ 6,364

Automotive

	Year Ended December 31,		
	2021	2020 (in millions)	2019
Automotive services	$ 1,377	$ 1,228	$ 1,373
Aftermarket parts sales	1,007	1,250	1,511
	$ 2,384	$ 2,478	$ 2,884

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Condensed Balance Sheets

	December 31, 2021 (in millions)									
	Investment	Energy	Automotive	Food Packaging	Real Estate	Home Fashion	Pharma	Metals	Holding Company	Consolidated
ASSETS										
Cash and cash equivalents	$ 19	$ 510	$ 28	$ 10	$ 30	$ 3	$ 14	$ —	$ 1,707	$ 2,321
Cash held at consolidated affiliated partnerships and restricted cash	2,008	7	17	—	11	—	—	—	72	2,115
Investments	8,952	79	—	—	15	—	—	—	105	9,151
Accounts receivable, net	—	299	103	82	10	32	20	—	—	546
Inventories	—	484	780	93	—	106	15	—	—	1,478
Property, plant and equipment, net	—	2,735	786	147	351	60	—	—	6	4,085
Goodwill and intangible assets, net	—	221	362	27	—	21	254	—	—	885
Other assets	6,156	252	506	99	109	21	6	—	16	7,165
Total assets	$ 17,135	$ 4,587	$ 2,582	$ 458	$ 526	$ 243	$ 309	$ —	$ 1,906	$ 27,746
LIABILITIES AND EQUITY										
Accounts payable, accrued expenses and other liabilities	$ 2,405	$ 1,579	$ 981	$ 146	$ 49	$ 71	$ 50	$ —	$ 90	$ 5,371
Securities sold, not yet purchased, at fair value	5,340	—	—	—	—	—	—	—	—	5,340
Debt	—	1,660	26	155	1	40	—	—	5,810	7,692
Total liabilities	7,745	3,239	1,007	301	50	111	50	—	5,900	18,403
Equity attributable to Icahn Enterprises	4,271	686	1,575	143	472	132	259	—	(3,994)	3,544
Equity attributable to non-controlling interests	5,119	662	—	14	4	—	—	—	—	5,799
Total equity	9,390	1,348	1,575	157	476	132	259	—	(3,994)	9,343
Total liabilities and equity	$ 17,135	$ 4,587	$ 2,582	$ 458	$ 526	$ 243	$ 309	$ —	$ 1,906	$ 27,746

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

Geographic Information

The following table presents our consolidated 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,	
	2021	2020	2019	2021	2020	2019	2021	2020
	(in millions)							
United States	$ 9,924	$ 6,462	$ 9,271	$ 626	$ 604	$ 652	$ 3,955	$ 4,082
International	380	353	451	11	4	14	130	146
	$ 10,304	$ 6,815	$ 9,722	$ 637	$ 608	$ 666	$ 4,085	$ 4,228

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.

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	
	December 31,	
	2021	2020
	(in millions)	
Book basis of net assets	$ 3,544	$ 3,383
Book/tax basis difference	(1,362)	(775)
Tax basis of net assets	$ 2,182	$ 2,608

Income (loss) from continuing operations before income tax benefit (expense) is as follows:

	Year Ended December 31,		
	2021	2020	2019
	(in millions)		
Domestic	$ (576)	$ (2,586)	$ (1,765)
International	(2)	2	26
	$ (578)	$ (2,584)	$ (1,739)

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Income tax benefit (expense) attributable to continuing operations is as follows:

	Year Ended December 31,		
	2021	2020	2019
		(in millions)	
Current:			
Domestic	$ (87)	$ 69	$ (106)
International	(3)	(2)	(3)
Total current	(90)	67	(109)
Deferred:			
Domestic	166	51	87
International	2	(2)	2
Total deferred	168	49	89
	$ 78	$ 116	$ (20)

A reconciliation of the income tax benefit (expense) calculated at the federal statutory rate to income tax benefit (expense) on continuing operations as shown in the consolidated statements of operations is as follows:

	Year Ended December 31,		
	2021	2020	2019
		(in millions)	
Income tax benefit at U.S. statutory rate	$ 121	$ 543	$ 365
Tax effect from:			
Valuation allowance	13	(243)	(63)
Non-controlling interest	10	(6)	(4)
Tax rate changes	13	—	—
Dividends received	(24)	—	—
Income not subject to taxation	(64)	(287)	(314)
State taxes	—	103	—
Other	9	6	(4)
Income tax benefit (expense)	$ 78	$ 116	$ (20)

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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,	
	2021	2020
	(in millions)	
Deferred tax assets:		
Property, plant and equipment	$ 1	$ 17
Net operating loss	955	996
Tax credits	54	60
Capital loss	342	358
Leases	118	141
Other	120	119
Total deferred tax assets	1,590	1,691
Less: Valuation allowance	(971)	(1,026)
Net deferred tax assets	$ 619	$ 665
Deferred tax liabilities:		
Property, plant and equipment	$ (118)	$ (121)
Intangible assets	(80)	(84)
Investment in partnerships	(496)	(657)
Investment in U.S. subsidiaries	(184)	(184)
Leases	(113)	(135)
Other	(9)	(42)
Total deferred tax liabilities	(1,000)	(1,223)
	$ (381)	$ (558)

We recorded deferred tax assets and deferred tax liabilities of $9 million and $390 million, respectively, as of December 31, 2020 and $10 million and $568 million, respectively, as of December 31, 2019. 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, 2021 we had a valuation allowance of approximately $971 million primarily related to tax loss and credit carryforwards 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, 2021, the valuation allowance on deferred tax assets decreased by $55 million. The decrease was primarily attributable to changes in state net operating loss carryforwards.

On December 11, 2020, we acquired all of the outstanding stock of Vivus upon its emergence from bankruptcy. On July 15, 2021, we contributed the stock of Vivus, Inc. to American Entertainment Properties Corp ("AEPC"), a wholly owned subsidiary, in a tax-free transaction. Immediately after the contribution, Vivus, Inc. converted into an LLC and became a disregarded entity of AEPC.

At December 31, 2021, American Entertainment Properties Corp. ("AEPC"), a wholly-owned corporate subsidiary of Icahn Enterprises, which includes all or parts of our Automotive, Food Packaging, Metals, Pharma, Home Fashion and Real Estate segments had U.S federal net operating loss carryforwards of approximately $2.9 billion with expiration dates from 2024 through unlimited carryforward periods. Additionally, AEPC and its corporate subsidiaries had foreign net operating loss carryforwards of $29 million with an unlimited carryforward period and less than $1 million with a 5-year carryforward period.

At December 31, 2021, CVR Energy had state income tax credits of $26 million, which are available to reduce future state income taxes. These credits, if not used, will begin expiring in 2036.

On October 9, 2020, Viskase completed an equity private placement whereby AEPC ownership increased from approximately 79% to 89%. As a result of greater than 80% ownership, Viskase became a member of the consolidated federal tax group of AEPC and party to a tax allocation agreement with AEPC. The tax allocation agreement provides, among other things, that AEPC will pay all consolidated federal income taxes on behalf of the consolidated tax group and Viskase is required to make payments to AEPC in an amount equal to the tax liability, if any, that it would have paid if it were to file a separate company return.

As of December 31, 2021, we have not provided taxes on approximately $64 million of undistributed earnings in foreign subsidiaries which are deemed to be indefinitely reinvested. If at some future date these earnings cease to be permanently reinvested, we may be subject to foreign income and withholding taxes upon repatriation of such amounts. An estimate of the tax liability that would be incurred upon repatriation of foreign earnings is not practicable to determine.

Enactment of U.S. Tax Legislation

In January 2018, the FASB released guidance on the accounting for tax on the global intangible low-taxed income (“GILTI”) provisions of The Tax Legislation. The GILTI provisions impose a tax on foreign income in excess of a deemed return on tangible assets of foreign corporations. We report additional tax from the GILTI inclusion as incurred and currently estimate no additional tax due in 2021.

Under the Tax Legislation, an entity must pay a Base Erosion Anti-Abuse Tax (“BEAT”) if the BEAT is greater than its regular tax liability. We currently estimate no additional tax due in 2021 pursuant to the BEAT provisions.

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, 2021, 2020 and 2019 are as follows:

	Year Ended December 31,		
	2021	**2020**	**2019**
		(in millions)	
Balance at January 1	$ 35	$ 33	$ 34
Addition based on tax positions related to the current year	—	1	2
Increase for tax positions of prior years	—	6	—
Decrease for tax positions of prior years	(1)	(2)	—
Decrease for statute of limitation expiration	(1)	(3)	(3)
Balance at December 31	$ 33	$ 35	$ 33

At December 31, 2021, 2020 and 2019, we had unrecognized tax benefits of $33 million, $35 million and $33 million, respectively. Of these totals, $29 million, $31 million and $27 million represent 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, we believe that it is reasonably possible that unrecognized tax benefits may decrease by approximately $5 million due to statute expirations.

We recognize interest and penalties accrued related to unrecognized tax benefits as a component of income tax expense. We recorded $5 million, $3 million and $1 million as of December 31, 2021, 2020 and 2019, respectively, in liabilities for tax related net interest and penalties in our consolidated balance sheets. Income tax expense (benefit) related to interest and penalties were $2 million, $2 million and $0 million for the years December 31, 2021, 2020 and 2019, 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 2017 or state and local examinations for years before 2016, with limited exceptions. The AEPC group's income tax returns are currently under examination by the Internal Revenue Service ("IRS") for the years ended December 31, 2018 and 2017. As of December 31, 2021, AEPC has not been notified of any issues pursuant to the examination.

15. Changes in Accumulated Other Comprehensive Loss

Changes in accumulated other comprehensive loss consists of the following:

	Translation Adjustments, Net of Tax	Post-Retirement Benefits and Other, Net of Tax	Total
		(in millions)	
Balance, December 31, 2020	$ (31)	$ (49)	$ (80)
Other comprehensive (loss) income before reclassifications, net of tax	(7)	9	2
Reclassifications from accumulated other comprehensive loss to earnings, net of tax	—	4	4
Other comprehensive (loss) income, net of tax	(7)	13	6
Balance, December 31, 2021	$ (38)	$ (36)	$ (74)

16. Other Income, Net

Other income, net consists of the following:

	Year Ended December 31, 2021	2020	2019
		(in millions)	
Dividend expense	$ (75)	$ (17)	$ (5)
Equity earnings from non-consolidated affiliates	8	2	21
Foreign currency transaction loss	(14)	(5)	(5)
Non-service pension and other post-retirement benefits expense	—	(1)	(3)
(Loss) gain on extinguishment of debt, net	(5)	(12)	2
Other	2	2	9
	$ (84)	$ (31)	$ 19

17. Commitments and Contingencies

Environmental Matters

Due to the nature of our business, certain of our subsidiaries' operations are subject to numerous existing and proposed laws and governmental regulations designed to protect the environment, particularly regarding plant wastes and emissions and solid waste disposal. Our consolidated environmental liabilities on an undiscounted basis were $13 million and $37 million as of December 31, 2021 and 2020, respectively, primarily within our Energy segment and, prior to our sale of PSC Metals in December 2021, our Metals segment as well, and which are included in accrued expenses and other liabilities in our consolidated balance sheets. We do not believe that environmental matters will have a material adverse impact on our consolidated results of operations and financial condition.

Energy

On August 21, 2018, CVR Refining received a letter from the United States Department of Justice (the "DOJ") on behalf of the U.S. Environmental Protection Agency (the "EPA") and the Kansas Department of Health and Environment ("KDHE") alleging violations of the Clean Air Act and a 2012 Consent Decree ("CD") between CVR Refining, the United States (on behalf of the EPA) and KDHE at its Coffeyville refinery, primarily relating to flares. In June 2020, a tolling agreement between the parties relating to such allegations expired, and the United States and KDHE sent demand letters relating to the allegations (the "Stipulated Claims") and seeking stipulated penalties under the CD. In February 2021, the DOJ and KDHE sent CVR Refining a statement of position under the CD regarding its demand for Stipulated Claims. As CVR Refining disputes most claims asserted by the government, in accordance with the CD, CVR Refining deposited funds into a commercial escrow account pending resolution of disputed claims. The escrowed funds are legally restricted for use and are included within cash held at consolidated affiliated partnership and restricted cash on the consolidated balance sheets. In April 2021, CVR Refining filed a petition for judicial review of the Stipulated Claims with the United States District Court for the District of Kansas ("Kansas Federal District Court"), in accordance with the dispute resolution provisions of the CD. On September 23, 2021, the court ordered briefing on CVR Refining's petition, which was completed in December 2021. Separately, in December 2020, the DOJ and KDHE filed a supplemental complaint in the Kansas Federal District Court asserting nine counts for alleged violations of the Clean Air Act, the Kansas State Implementation Plan and Kansas law seeking civil penalties, injunctive and related relief, which they sought leave to amend on February 10, 2022, to add an additional eight counts under Part 63 of the National Emissions Standards for Hazardous Air Pollutants from Petroleum Refineries Subparts CC and R ("NESHAP"), Kansas Law and CVR Refining's permits relating to flares, heaters and related matters (collectively, the "Statutory Claims"). In March 2021, CVR Refining filed a partial motion to dismiss certain Statutory Claims, which is still pending with the Kansas Federal District Court. Negotiations relating to the Stipulated Claims and the Statutory Claims are ongoing and CVR Energy cannot at this time determine the outcome of these matters, including whether such outcome, or any subsequent enforcement or litigation relating thereto would have a material impact on our Energy segment's financial position, results of operations, or cash flows.

As of December 31, 2021 and 2020, our Energy segment had environmental accruals of $12 million and $11 million, respectively, representing estimated costs for future remediation efforts at certain sites.

Renewable Fuel Standard

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

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For the years ended December 31, 2021, 2020 and 2019, our Energy segment recognized an expense of $435 million, $190 million and $43 million, respectively, for CVR Refining's compliance with the RFS (based on our Energy segment's 2020 annual renewal volume obligation ("RVO") and proposed preliminary 2021 RVO range, for the respective periods, and excluding the impacts of any exemptions or waivers to which our Energy segment may be entitled). These expenses are included in cost of goods sold in our consolidated statements of operations and represent costs to comply with the RFS obligation through purchasing of RINs not otherwise reduced by blending of ethanol and biodiesel. At each reporting period, to the extent RINs purchased or generated through blending are less than the RFS obligation (excluding the impact of exemptions or waivers to which our Energy segment may be entitled), the remaining position is marked-to-market using RIN market prices at period end. As of December 31, 2021 and 2020, CVR Refining's biofuel blending obligation was $494 million and $214 million, respectively, which is included in accrued expenses and other liabilities in our consolidated balance sheets.

Litigation

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

Energy

In 2019, CVR Energy, CVR Refining and its general partner, CVR Refining Holdings, Icahn Enterprises and certain directors and affiliates (collectively, the "Call Defendants") were named in at least one of nine now consolidated lawsuits filed by purported former unitholders of CVR Refining, on behalf of themselves and an alleged class of similarly situated unitholders relating to CVR Energy's exercise of the call option ("Call Option") under the CVR Refining Amended and Restated Agreement of Limited Partnership assigned to it by CVR Refining's general partner (the "Delaware Lawsuits"). The Call Option Lawsuits primarily allege breach of contract, tortious interference and breach of the implied covenant of good faith and fair dealing and seek monetary damages and attorneys' fees, among other remedies. In January 2020, the court dismissed CVR Holdings and certain former directors of CVR Refining's general partner from the Call Option Lawsuits, though permitted some or all of the claims to proceed against each remaining defendant. Trial of the Call Option Lawsuits concluded in July 2021, and the parties are currently in post-trial proceedings. CVR Energy believes the Call Option Lawsuits are without merit and intends to vigorously defend against them. Plaintiffs filed their Opening Post-Trial Brief on December 22, 2021, now quantifying alleged damages in excess of $300 million; the Call Defendants strongly dispute Plaintiff's claims and are preparing responsive briefings. Accordingly, CVR Energy cannot determine at this time the outcome of the Call Option Lawsuits, including whether the outcome of this matter would have a material impact on our Energy segment's financial position, results of operations, or cash flows. However, while CVR Energy firmly believes this matter is without merit, if it is concluded in a manner adverse to CVR Energy, it could have a material effect on our Energy segment's financial position, results of operations, or cash flows.

The Call Defendants are also parties to two lawsuits relating to insurance coverage for the Call Option Lawsuits, one filed on January 27, 2021, in the 434th Judicial District Court of Fort Bend County, Texas by the Call Defendants primary and excess insurers (the "Insurers") seeking declaratory judgement determining that they owe no indemnity coverage for the Call Option Lawsuits in relation to insurance policies that have coverage limits of $50 million, and another filed on January 30, 2022 in the Superior Court of the State of Delaware by the Call Defendants against the Insurers for anticipatory breach of contract and breach of the implied covenant of good faith dealing (the "Delaware Coverage Case"). On November 3, 2021, the court in the Delaware Coverage Case granted partial summary judgment in favor of the Call Defendants relating to the deductible. As both lawsuits are in their early states, CVR Energy cannot determine at this time the outcome of the lawsuits, including whether the outcome would have a material impact on our Energy segment's financial position, results of operations, or cash flows.

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On June 25, 2021, the Supreme Court of the United States (the "Supreme Court") overturned a decision of the 10th Circuit Court of Appeals ("10th Circuit") vacating three small refinery exemptions ("SREs") under the RFS, including one issued to CVR Refining's Wynnewood Refinery for 2017, to the extent such SREs were vacated based on failure to have continuously received an SRE in all applicable preceding years. Following the Supreme Court ruling, the EPA notified CVR Refining that it would reconsider the 2017 SRE on other grounds referenced in the 10th Circuit decision. On July 20, 2021, after remand from the Supreme Court, the 10th Circuit vacated its prior judgment, recalled its previous mandate denying the 2017 SRE, entered a new judgment and issued a new mandate transferring jurisdiction back to the EPA. On August 26, 2021, the EPA filed a Motion for Clarification asking the 10th Circuit whether the alternative holdings that supported the 10th Circuit's prior judgment remain in effect and whether the new mandate returns the agency actions back to the EPA, which Motion for Clarification was denied. On September 15, 2021, CVR Refining advised the EPA it considered its 2017 SRE intact and demanded that the EPA return the status of its 2017 SRE to "granted." The EPA has not yet responded to CVR Refining's demand. Given the EPA's failure to respond, we cannot currently estimate the outcome, impact or timing of resolution of this matter.

Other Matters

Pension Obligations

Mr. Icahn, through certain affiliates, owns 100% of Icahn Enterprises GP and approximately 88% of our outstanding depositary units as of December 31, 2021. Applicable pension and tax laws make each member of a "controlled group" of entities, generally defined as entities in which there is at least an 80% common ownership interest, jointly and severally liable for certain pension plan obligations of any member of the controlled group. These pension obligations include ongoing contributions to fund the plan, as well as liability for any unfunded liabilities that may exist at the time the plan is terminated. In addition, the failure to pay these pension obligations when due may result in the creation of liens in favor of the pension plan or the Pension Benefit Guaranty Corporation (the "PBGC") against the assets of each member of the controlled group.

As a result of the more than 80% ownership interest in us by Mr. Icahn's affiliates, we and our subsidiaries are subject to the pension liabilities of entities in which Mr. Icahn has a direct or indirect ownership interest of at least 80%, which includes the liabilities of pension plans sponsored by Viskase and ACF Industries LLC ("ACF"), an affiliate of Mr. Icahn. All the minimum funding requirements of the Internal Revenue Code, as amended, and the Employee Retirement Income Security Act of 1974, as amended, for the Viskase and ACF plans have been met as of December 31, 2021. If the plans were voluntarily terminated, they would be underfunded by an aggregate of approximately $66 million as of December 31, 2021. These results are based on the most recent information provided by the plans' actuaries. These liabilities could increase or decrease, depending on a number of factors, including future changes in benefits, investment returns, and the assumptions used to calculate the liability. As members of the controlled group, we would be liable for any failure of Viskase or ACF to make ongoing pension contributions or to pay the unfunded liabilities upon a termination of the Viskase or ACF pension plans. In addition, other entities now or in the future within the controlled group in which we are included may have pension plan obligations that are, or may become, underfunded and we would be liable for any failure of such entities to make ongoing pension contributions or to pay the unfunded liabilities upon termination of such plans.

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

Starfire Holding Corporation ("Starfire"), which is 99.6% owned by Mr. Icahn, has undertaken to indemnify us and our subsidiaries from losses resulting from any imposition of certain pension funding or termination liabilities that may be imposed on us and our subsidiaries or our assets as a result of being a member of the Icahn controlled group. The Starfire indemnity provides, among other things, that so long as such contingent liabilities exist and could be imposed on us, Starfire will not make any distributions to its stockholders that would reduce its net worth to below $250 million. Nonetheless, Starfire may not be able to fund its indemnification obligations to us.

Other

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

Unconditional Purchase Obligations

Unconditional purchase obligations are primarily within our Energy and Pharma segments. Our Energy segment’s unconditional purchase obligations relate to commitments for petroleum products storage and transportation, electricity supply agreements, product supply agreements, commitments related to CVR Energy’s biofuel blending obligation and various agreements for gas and gas transportation. Our Pharma segment’s unconditional purchase obligations relate to agreements to purchase goods or services from suppliers for the manufacture of its products. The minimum required payments for our Energy and Pharma segments’ unconditional purchase obligations are as follows:

Year	**Energy**	**Pharma**
	(in millions)	
2022	$ 136	$ 19
2023	85	13
2024	82	13
2025	82	13
2026	77	13
Thereafter	252	40
	$ 714	$ 111

CVR Energy is a party to various supply agreements which commit it to purchase minimum volumes of crude oil, hydrogen, oxygen, nitrogen, petroleum coke and natural gas to run its facilities’ operations. For the years ended December 31, 2021, 2020 and 2019, amounts purchased under these supply agreements totaled approximately $176 million, $153 million and $167 million, respectively.

18. Pension and Other Post-Retirement Benefit Plans

Pension and other post-retirement benefit plan costs and obligations are primarily within our Food Packaging segment. Pension plans and other post-retirement benefit plans for other segments are not material and are not included in our disclosures below.

Viskase sponsors several defined benefit pension plans, including defined contribution plans, varying by country and subsidiary. Additionally, Viskase sponsors health care and life insurance 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 are funded as benefits are provided to participating employees.

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Components of net periodic benefit cost (credit) are as follows:

	U.S. and Non-U.S. Pension Benefits		
	Year Ended December 31,		
	2021	2020	2019
	(in millions)		
Interest cost	$ 4	$ 5	$ 6
Expected return on plan assets	(5)	(5)	(4)
Amortization of actuarial losses	1	1	1
	$ —	$ 1	$ 3

The following table provides disclosures for Viskase’s benefit obligations, plan assets, funded status, and recognition in the consolidated balance sheets. As pension costs for Viskase are not material to our consolidated financial position and results of operations, we do not provide information regarding their inputs and valuation assumptions.

	U.S and Non-U.S. Pension Benefits	
	2021	2020
	(in millions)	
Change in benefit obligation:		
Benefit obligation, beginning of year	$ 166	$ 154
Interest cost	4	5
Benefits paid	(8)	(7)
Actuarial loss	(5)	11
Currency translation	(3)	3
Benefit obligation, end of year	154	166
Change in plan assets:		
Fair value of plan assets, beginning of year	94	90
Actual return on plan assets	11	10
Employer contributions	8	1
Benefits paid	(7)	(7)
Fair value of plan assets, end of year	106	94
Funded status of the plan and amounts recognized in the consolidated balance sheets	$ (48)	$ (72)

Defined Benefit Plans Measured at Fair Value on a Recurring Basis

The following table presents Viskase’s defined benefit plan assets measured at fair value on a recurring basis:

	December 31, 2021			December 31, 2020		
	Level 1	Level 2	Total	Level 1	Level 2	Total
	(in millions)					
U.S. and Non-U.S. Plans:						
Cash and cash equivalents	$ 6	$ —	$ 6	$ 7	$ —	$ 7
Government debt securities	6	4	10	3	6	9
Exchange traded funds	24	—	24	13	—	13
Mutual funds	37	2	39	40	2	42
Common stock	27	—	27	23	—	23
	$ 100	$ 6	$ 106	$ 86	$ 8	$ 94

ICAHN ENTERPRISES L.P. AND SUBSIDIARIES
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19. Supplemental Cash Flow Information

Supplemental cash flow information consists of the following:

	Year Ended December 31,		
	2021	2020	2019
		(in millions)	
Cash payments for interest, net of amounts capitalized	$ (485)	$ (507)	$ (524)
Cash (payments) receipts for income taxes, net	(72)	22	(64)
Non-cash dividends to non-controlling interests in subsidiary	(74)	—	—
Non-cash Investment segment contributions from non-controlling interests	2	1,240	—
Non-cash consideration for obtaining a controlling interest in subsidiary	—	(249)	—

20. Subsequent Events

Icahn Enterprises

Distribution

On February 23, 2022, the Board of Directors of the general partner of Icahn Enterprises declared a quarterly distribution in the amount of $2.00 per depositary unit, which will be paid on or about April 27, 2022 to depositary unitholders of record at the close of business on March 18, 2022. Depositary unitholders will have until April 14, 2022 to make a timely election to receive either cash or additional depositary units. If a unitholder does not make a timely election, it will automatically be deemed to have elected to receive the distribution in additional depositary units. Depositary unitholders who elect to receive (or who are deemed to have elected to receive) additional depositary units will receive units valued at the volume weighted average trading price of the units during the five consecutive trading days ending April 22, 2022. Icahn Enterprises will make a cash payment in lieu of issuing fractional depositary units to any unitholders electing to receive (or who are deemed to have elected to receive) depositary units.

Item 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, 2021, our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of the design and operation of Icahn Enterprises' and subsidiaries' disclosure controls and procedures pursuant to the Rule 13a-15(e) and 15d-15(e) promulgated under the Exchange Act. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms, and include controls and procedures designed to ensure that information required to be disclosed by us in such reports is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.

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 are 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, 2021, 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.

Grant Thornton LLP, our independent registered public accounting firm (PCAOB ID Number 248), has audited and issued their report 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 2021 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Partners
Icahn Enterprises L.P.

Opinion on internal control over financial reporting

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, 2021, based on criteria established in the 2013 *Internal Control—Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO"). In our opinion, the Partnership maintained, in all material respects, effective internal control over financial reporting as of December 31, 2021, 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) ("PCAOB"), the consolidated financial statements of the Partnership as of and for the year ended December 31, 2021, and our report dated February 25, 2022 expressed an unqualified opinion on those financial statements.

Basis for opinion

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. Our responsibility is to express an opinion on the Partnership's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Partnership in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. 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.

Definition and limitations of internal control over financial reporting

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.

/s/GRANT THORNTON LLP

Fort Lauderdale, Florida
February 25, 2022

Item 9B. Other Information

None.

Item 9C. Disclosure Regarding Foreign Jurisdictions that Prevent Inspections

Not applicable.

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"), the general partner of Icahn Enterprises L.P. ("Icahn Enterprises") are as follows:

Name	Age	Position
Carl C. Icahn	86	Chairman of the Board
David Willetts	46	President, Chief Executive Officer and Director
Ted Papapostolou	41	Chief Financial Officer, Chief Accounting Officer and Director
Brett Icahn	42	Director
Michael Nevin	38	Director
Denise Barton	64	Director
Stephen A. Mongillo	60	Director
Alvin B. Krongard	85	Director
Nancy Dunlap	69	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 Holding Corporation, since 1984. Since August 2007, through his position as Chief Executive Officer of Icahn Capital LP, a wholly-owned subsidiary of Icahn Enterprises and certain related entities, Mr. Icahn's principal occupation has been managing private investment funds, including Icahn Partners LP and Icahn Partners Master Fund LP. Since 1990, Mr. Icahn has been Chairman of the Board of Icahn Enterprises GP, the general partner of Icahn Enterprises. Mr. Icahn was previously: Chairman of the Board of Tropicana Entertainment Inc., a company that is primarily engaged in the business of owning and operating casinos and resorts, from 2010 until 2018; Chairman of the Board of CVR Refining, LP from 2013 to 2018; Chairman of the Board of CVR Energy, Inc., from 2012 to 2018; President and a member of the Executive Committee of XO Holdings, from 2011 to 2017, and Chairman of the Board of its predecessors, from 2003 to 2011; a director of Federal-Mogul LLC, a supplier of automotive powertrain and safety components, from 2007 to 2015, and the non-executive Chairman of the Board of Federal-Mogul LLC, from 2008 to 2015; Chairman of the Board of American Railcar Industries, Inc., a railcar manufacturing company, from 1994 to 2014; a director of American Railcar Leasing LLC, a lessor and seller of specialized railroad tank and covered hopper railcars, from 2004 to 2013; a director of WestPoint Home LLC, from 2005 to 2011; and a director of Cadus Corporation, a company engaged in the acquisition of real estate for renovation or construction and resale, from 1993 to 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.

David Willetts has served as Chief Executive Officer of Icahn Enterprises since November 2021 and director since June 2021. Mr. Willets previously served as Chief Financial Officer of Icahn Enterprises from June 2021 until November 2021. In addition, Mr. Willetts has served as a Managing Director at AlixPartners, a global consulting firm which specializes in improving corporate financial and operational performance and executing corporate turnarounds. Since 2012, Mr. Willetts has worked continuously with Private Equity firms and public companies in the industrial, automotive, consumer products, retail and energy sectors. Prior to that time, he was a senior operating executive at Cerberus Capital for eight years, serving in multiple financial and operating roles including Chief Financial Officer, divisional Chief Executive Officer and lead executive restructuring roles within Cerberus' operating companies. Prior to 2005, Mr. Willetts was employed at General Electric in progressive finance executive roles within General Electric's Corporate Audit Staff and industrial business units, including as the Chief Financial Officer of GE Lighting Systems and Chief Financial Officer of GE C&I Lighting, North America. Mr. Willetts graduated from Franklin and Marshall College in 1997 Summa Cum Laude, with a B.A. in business, with a double concentration in accounting and finance. Mr. Willetts has served as director of Viskase Companies, Inc., since June 2021, and CVR Energy, Inc. and CVR Partners LP since July 2021. Viskase Companies, Inc., CVR Energy, Inc. and CVR Partners LP are each indirectly controlled by Carl C. Icahn.

Mr. Willetts 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 and divisional Chief Executive Officer of Cerberus Capital enables him to understand the complex business and financial issues that we may face.

Ted Papapostolou has served as Chief Financial Officer of Icahn Enterprises since November 2021 and Chief Accounting Officer of Icahn Enterprises since March 2020. In addition, Mr. Papapostolou has served as director of Icahn Enterprises since December 2021 and its Secretary since April 2020. Mr. Papapostolou served in various progressive accounting positions at Icahn Enterprises from March 2007 to March 2020. Previously, Mr. Papapostolou worked at Grant Thornton LLP in their audit practice. Mr. Papapostolou received his M.B.A from The Peter J. Tobin College of Business at Saint John's University and his B.B.A from Frank G. Zarb School of Business at Hofstra University. Mr. Papapostolou has served as director of Viskase Companies, Inc., since April 2020. Viskase Companies, Inc., is indirectly controlled by Carl C. Icahn.

Brett Icahn has served as a director of Icahn Enterprises' general partner, Icahn Enterprises GP and has been a Portfolio Manager for Icahn Capital LP, a subsidiary of Icahn Enterprises since October 2020. Mr. Icahn was previously a consultant for Icahn Enterprises, where he exclusively provided investment advice to Carl C. Icahn with respect to the investment strategy for Icahn Enterprises' Investment segment and with respect to capital allocation across Icahn Enterprises' various operating subsidiaries from 2017 to 2020. From 2010 to 2017, Mr. Icahn was responsible for co-executing an investment strategy across all industries as a Portfolio Manager of the Sargon Portfolio for Icahn Capital LP, the entity through which Carl C. Icahn manages investment funds. From 2002 to 2010, Mr. Icahn served as an investment analyst for Icahn Capital LP and in a variety of investment advisory roles for Carl C. Icahn. Mr. Icahn has been a director of Newell Brands Inc., a global marketer of consumer and commercial products, since March 2018, and Bausch Health Companies Inc., a manufacturer and marketer of pharmaceuticals, over the counter products and medical devices, since March 2021. Mr. Icahn was previously a director of: Nuance Communications, Inc., a provider of voice and language solutions, from October 2013 to March 2016; Voltari Corporation, a mobile data services provider, from January 2010 to August 2014; American Railcar Industries, Inc., a railcar manufacturing company, from January 2007 to June 2014; Cadus Corporation, a company engaged in the acquisition of real estate for renovation or construction and resale, from January 2010 to February 2014; Take-Two Interactive Software Inc., a publisher of interactive entertainment products, from April 2010 to November 2013; and The Hain Celestial Group, Inc., a natural and organic products company, from July 2010 to November 2013. Voltari Corporation, American Railcar Industries and Cadus Corporation were previously indirectly controlled by Carl C. Icahn. Carl C. Icahn also has or previously had non-controlling interests in Newell Brands Inc., Nuance Communications, Inc., Take-Two Interactive Software Inc. and the Hain Celestial Group through the ownership of securities. Brett Icahn is the son of Carl C. Icahn.

Mr. Icahn brings to his service as a director his significant experience in leadership roles as director of various companies as discussed above. In addition, Mr. Icahn is uniquely qualified based on his prior experience working as an investment analyst for Icahn Capital LP.

Michael Nevin has served as a director of Icahn Enterprises' general partner, Icahn Enterprises GP, since December 2018 and has served as Managing Director from June 2018 until August 2019. In addition, Mr. Nevin has served as Chief Financial Officer of Icahn Automotive Group LLC since February 2019. From July 2015 to June 2018, Mr. Nevin served as a Financial Analyst at Icahn Enterprises. Prior to joining Icahn Enterprises, Mr. Nevin was employed by Jefferies LLC as a Research Analyst from 2014 to 2015 covering the utilities sector. Mr. Nevin was also employed by JP Morgan Investment Bank in various roles from 2009 to 2014, most recently as an Associate from 2012 to 2014. Mr. Nevin currently serves as director of certain subsidiaries of Icahn Automotive Group LLC. Mr. Nevin was previously: a director of Viskase Companies, Inc. from April 2017 until January 2022; a director of Conduent Incorporated, a provider of business process outsourcing services, from December 2016 through August 2019; a director of Ferrous Resources Ltd, an iron ore mining company, from December 2016 through its sale in August 2019; a director of American Railcar Industries, Inc., a railcar manufacturing company, from February 2017 through its sale in December 2018; and a director of Federal-Mogul LLC, a supplier of automotive powertrain and safety components, from February 2016 through its sale in October 2018. Viskase Companies, Inc., is indirectly controlled by Carl C. Icahn. Ferrous Resources Ltd., American Railcar Industries, Inc. and Federal-Mogul LLC were previously indirectly controlled by Mr. Icahn. Carl C. Icahn also has a non-controlling interests in Conduent Incorporated through the ownership of securities. Mr. Nevin is married to the daughter of Carl C. Icahn.

Mr. Nevin 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 Automotive enables him to understand the complex business and financial issues that we may face.

Denise Barton has served as a director of Icahn Enterprises' general partner, Icahn Enterprises GP, since September 2019 and was a member of our audit committee from September 2019 until April 2021. In addition, Ms. Barton has served as Chief Financial Officer of IEH Auto Parts LLC, a subsidiary of Icahn Enterprises since July of 2021 and both Chief Executive Officer and Chief Financial Officer of IEH Auto Parts LLC since September 2021. Ms. Barton currently serves as director of certain subsidiaries of Icahn Automotive Group LLC. Previously, Ms. Barton has served on the board of directors and audit committee for Viskase Companies, Inc., a subsidiary of Icahn Enterprises, from May 2016 until January 2022 and served on the board of directors and audit committee for Trump Entertainment Resorts, Inc., a subsidiary of Icahn Enterprises, from February 2016 through June 2017. Ms. Barton served as a member of the Operating Executive Board of Gotham Private Equity Partners, LP, a New York based merchant banking firm, from March 2010 through January 2014. Ms. Barton served as the Chief Financial Officer for Land Holdings I, LLC, a company formed to develop, own and operate the Scarlet Pearl Casino Resort, from March 2012 through March 2017. In addition, Ms. Barton has over 15 years' experience in public accounting and has served as Chief Financial Officer in both public and private companies. Ms. Barton is a certified public accountant and has been licensed by the Nevada State Gaming Control Commission, the New Jersey Casino Control Commission and the Mississippi Gaming Commission.

Ms. Barton brings to her service as a director her significant experience in leadership roles as director of various companies as discussed above. In particular, her service as Chief Financial Officer of various companies enables her to understand the complex business and financial issues that we may face.

Stephen A. Mongillo has served as a director of Icahn Enterprises' general partner, Icahn Enterprises GP, since March 2020 and is a member of our audit committee. Mr. Mongillo has served as a director of CVR Energy, Inc., a majority owned subsidiary of Icahn Enterprises, since May 2012. Mr. Mongillo is currently, and has been since April 2012, the Chairman and Chief Executive Officer of AMPF, Inc., a distributor of picture frame mouldings and supplies of which he is also the principal shareholder. Previously, Mr. Mongillo served as: a director of HERC Holdings, Inc., a publicly traded equipment rental company, from 2016 until 2018; a director of American Railcar Industries, Inc from 2009 until 2011; a director of WestPoint Home LLC, from March 2009 until January 2011; and a managing director of Icahn Capital LP, from January 2008 until January 2011. Icahn Capital LP and WestPoint Home, LLC are each indirectly controlled by Carl C. Icahn. American Railcar Industries, Inc. was previously indirectly controlled by Carl C. Icahn. Carl C. Icahn also previously had non-controlling interests in HERC Holdings, Inc through the ownership of securities. Mr. Mongillo received a B.A. from Trinity College and an M.B.A from the Amos Tuck School of Business Administration at Dartmouth College.

Mr. Mongillo 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 Executive Officer of AMPF, Inc. enables him to understand the complex business and financial issues that we may face.

Alvin B. Krongard has served as a director of Icahn Enterprises' general partner, Icahn Enterprises GP, since March 2019 and is a member of our audit committee. Mr. Krongard currently serves as a director and a member of the audit committee of the board of directors of Apollo Global Management, LLC; as a director and chairman of the corporate governance committee and the investment committee of the board of directors of Iridium Communications Inc.

and previously served as the lead independent director and chairman of the audit committee of the board of directors of Under Armour, Inc from March 2019 until May 2020. He served as Executive Director of the Central Intelligence Agency from 2001 to 2004 and as counselor to the Director of the Central Intelligence Agency from 2000 to 2001. Mr. Krongard previously served in various capacities at Alex.Brown, Incorporated, including serving as Chief Executive Officer beginning in 1991 and assuming additional duties as Chairman of the board of directors in 1994. Upon the merger of Alex.Brown with Bankers Trust Corporation in 1997, Mr. Krongard became Vice Chairman of the Board of Bankers Trust and served in such capacity until joining the Central Intelligence Agency in 1998.

Mr. Krongard 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 Executive Officer of Alex.Brown, Incorporated enables him to understand the complex business and financial issues that we may face.

Nancy Dunlap has served as a director of Icahn Enterprises' general partner, Icahn Enterprises GP, since April 2021 and is a member of our audit committee. Ms. Dunlap currently serves as the private counsel and head of the private family office of former New Jersey Governor and United States Senator Jon S. Corzine. Since 1999, Ms. Dunlap has overseen all personal investment and legal affairs of the Corzine Family Office. As head of Mr. Corzine's private family office, Ms. Dunlap also serves as a Trustee of the Jon S. Corzine Trust and as Director of the Jon S. Corzine Foundation. Ms. Dunlap was previously a director of: CVR Refining, LP, from July 2018 to February 2019; and Equita Sim, a private investment bank headquartered in Milan, Italy, from November 2010 to September 2015. CVR Partners LP is indirectly controlled by Mr. Icahn. Ms. Dunlap was also previously a director of Amp Electric Vehicles from March 2010 to September 2012. Ms. Dunlap received a Juris Doctor from St. John's University School of Law and a Bachelor of Arts from University of Denver.

Ms. Dunlap brings to her service as a director her significant experience in leadership roles as director of various companies as discussed above.

Audit Committee

Stephen A. Mongillo, Alvin B. Krongard and Nancy Dunlap serve on our audit committee. Stephen A. Mongillo is an "audit committee financial expert," within the meaning of Item 407(d)(5) of Regulation S-K and is "independent" within the meaning of Rule 5605(a)(2) of the Nasdaq Listing Rules. We believe that each of the other audit committee members are also "independent." A copy of the audit committee charter is available on our website at *www.ielp.com/corporate-governance* or may be obtained without charge by writing to Icahn Enterprises L.P., 16690 Collins Avenue, PH-1, Sunny Isles Beach, FL 33160, Attention: Investor Relations.

Our audit committee has regularly scheduled meetings each year, and numerous other meetings when circumstances require. Regularly scheduled 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. Regularly scheduled meetings are also 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. In connection with our 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. 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.

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 (800) 737-1213.

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, 2021 with management; (2) the audit committee has discussed with our independent auditors the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board ("PCAOB") and the SEC; (3) the audit committee has received the written disclosures and the letter from the independent accountants required by the applicable requirements of the PCAOB regarding the independent accountant's communication with the audit committee concerning independence, and has discussed with the independent accountant the independent accountant's independence; 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, 2021 be included in this Report.

This report is provided by the following independent directors, who constitute the audit committee:

Stephen A. Mongillo

Alvin B. Krongard

Nancy Dunlap

Code of Ethics and Business Conduct

Icahn Enterprises GP's board of directors has adopted a Code of Ethics and Business Conduct 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 Ethics and Business Conduct is available on our website at *www.ielp.com/corporate-governance* and may be obtained without charge by writing to Icahn Enterprises L.P., 16690 Collins Avenue, PH-1, Sunny Isles Beach, FL 33160, 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 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 February 25, 2022, 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. Willetts 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 of directors, including the audit committee, periodically reviews the significant risks that we face. These risks include strategic, financial, operational and compliance risks. The board of directors 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.

The board of directors met seven times during 2021, including four regularly scheduled meetings and three special meetings. All of the directors who served during all of 2021 attended at least 75% of the total meetings of the board of directors and each of its committees on which such director served.

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. As an 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 2021, whom we refer to as our named executive officers:

- Carl C. Icahn, Chairman of the Board
- David Willetts, President and Chief Executive Officer
- Ted Papapostolou, Chief Financial Officer and Chief Accounting Officer
- Aris Kekedjian, Former President and Chief Executive Officer(1)
- Keith Cozza, Former President and Chief Executive Officer(2)
- SungHwan Cho, Former Chief Financial Officer(3)

(1) Mr. Kekedjian served as President and Chief Executive Officer from May 10, 2021 until November 5, 2021, after which time he was no longer employed with us.

(2) Mr. Cozza served as President and Chief Executive Officer until May 10, 2021 and continued to be employed by us until May 28, 2021. In addition, during his employment with us, Mr. Cozza also served as the Chief Operating Officer of Icahn Capital LP, served as director of Icahn Enterprises and held officer and/or director positions at certain of our other subsidiaries.

(3) Mr. Cho served as Chief Financial Officer and as a director of Icahn Enterprises until June 18, 2021, after which time he was no longer employed with us.

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 2021 consisted of salary, bonuses and deferred unit awards. See “Additional Information Regarding Executive Compensation - Summary Compensation Table” for the compensation received by each of our named executive officers for 2021. Executive compensation levels are established based upon the recommendation of our Chairman, which are discussed with members of the Board. The Board 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 annual bonus, payable in cash, and deferred unit awards. 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. Deferred unit awards are also provided to motivate future performance 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.

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 an MLP exempts us from certain corporate governance rules, including the requirement to maintain a compensation committee.

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, Chairman of the Board and Chief Executive Officer of Icahn Capital LP and Chief Executive Officer of the Investment Funds.

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 2021.

Bonus

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 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.

Deferred Unit Awards

For 2021, Messrs. Willets, Papapostolou and Kekedjian were our only named executive officers who were granted deferred unit awards under our 2017 Incentive Plan. Deferred unit awards are granted to key employees in order to align the interests of executives with our unitholders, provide competitive financial incentives and to promote continuity of management.

401(k) Plan and Other Benefits

For 2021, Messrs. Willets, Papapostolou, Kekedjian, Cozza, and Cho were our only named executive officers participating in our qualified Icahn Enterprises Holdings 401(k) Plan (the "401(k) Plan"), and thus received matching contributions for 2021. The matching contributions for the respective named executive officer in 2020 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 2021. Our 401(k) Plan helps employees save and prepare financially for retirement.

The 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.

All of our named executive officers are entitled to receive medical, dental, life insurance and PTO 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. Health and PTO benefits help ensure that we have a productive and focused workforce.

Perquisites

The total value of all perquisites and personal benefits (exclusive of 401(k) Plan matching contributions) provided to each of our named executive officers for 2021, 2020 and 2019 was less than $10,000 per person.

CEO Pay Ratio

Our Chief Executive Officer to median employee pay ratio (“CEO Pay Ratio”) is calculated in accordance with Regulation S-K. To determine our Chief Executive Officer pay ratio and our median employee, we utilized data as of December 31, 2021 (the "DeterminationDate"). As of the Determination Date, we and our consolidated subsidiaries employed approximately 19,500 full-time, part- time, temporary and seasonal employees, of which approximately 19% were employed internationally. From this population ofemployees, as permitted by Regulation S-K, we excluded all employees (totaling 386 employees) located in the following countries, which represented approximately 2.0% of our total employee population:

Country	Number of Employees
Germany	203
Aruba	161
Italy	22

We identified the median employee by examining the 2021 total cash compensation (inclusive of any bonuses) for all individuals, excluding our Chief Executive Officer, who were employed by us on the Determination Date. We believe that the use of total cash compensation for all employees is a consistently applied compensation measure because we do not widely distribute annual equity awards to employees or other forms of non-cash compensation. We included all active employees, except as permitted to be excluded by Regulation S-K, whether employed on a full-time, part-time, temporary or seasonal basis. We did not utilize any sampling methods and we did not make any assumptions, adjustments, or estimates with respect to total cash compensation, except to annualize full-time and part-time employees who were hired during the period and to translate any compensation measured in a foreign currency to U.S. Dollars.

After identifying the median employee based on total cash compensation, we calculated the total annual compensation for such employee using the same methodology we use for our named executive officers as set forth in the Summary CompensationTable below. Our Chief Executive Officer at December 31, 2021 was David Willets who served as Chief Executive Officer since November 7, 2021 and who previously served as Chief Financial Officer from June 2021 until November 7, 2021. Prior to this, Aris Kekedjian and Keith Cozza separately served as Chief Executive Officer during 2021, and received compensation of different amounts and comprised of different components. For purposes of this CEO Pay Ratio determination, we have elected to annualize Mr. Willetts’ total compensation based on his base salary, target bonus and grant date fair value of deferred unit award amount in effect at December 31, 2021 as we feel this most appropriately reflects the compensation level of our current Chief Executive Officer at such time and going forward.

Our Chief Executive Officer’s total annual compensation for 2021, based on the above, was $6,301,741. The median employee’s total annual compensation for 2021 was $36,853. The ratio of our Chief Executive Officer’s total annual compensation to our median employee’s total annual compensation for 2021 was 171:1.

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

David Willets

Ted Papapostolou

Brett Icahn

Michael Nevin

Stephen A. Mongillo

Alvin B. Krongard

Nancy Dunlap

Denise Barton

Compensation Committee Interlocks and Insider Participation

During 2021, our entire board of directors, including Mr. Icahn, participated in deliberations concerning executive compensation. During 2021, 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 2021.

Summary Compensation Table

Name and Principal Position	Year	Salary ($)	Bonus ($)	Unit Awards ($)	All Other Compensation ($)	Total ($)
		Annual Compensation[1]				
Carl C. Icahn[2]	2021	1	—	—	14,636	14,637
Chairman of the Board	2020	1	—	—	14,636	14,637
	2019	1	—	—	66,142	66,143
David Willetts[3]	2021	428,654	887,535	3,750,000	1,741	5,067,930
President and Chief Executive Officer						
Ted Papapostolou [4]	2021	271,000	100,000	1,650,000	2,188	2,023,188
Chief Financial Officer and Chief Accounting Officer	2020	250,000	100,000	—	11,230	361,230
Aris Kekedjian[5]	2021	899,072	1,090,411	7,500,000	1,341	9,490,824
President and Chief Executive Officer						
Keith Cozza[6]	2021	856,904	2,083,333	—	2,681	2,942,918
President and Chief Executive Officer	2020	1,500,000	5,000,000	—	11,588	6,511,588
	2019	1,500,043	5,000,000	—	11,344	6,511,387
SungHwan Cho[7]	2021	669,581	697,531	—	2,681	1,369,793
Chief Financial Officer	2020	840,000	1,700,000	—	11,588	2,551,588
	2019	878,794	1,700,000	—	11,344	2,590,138

(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 2021, 2020 and 2019 for his services as Chief Executive Officer of our subsidiary, Icahn Capital LP, and of the general partners of the Investment Funds. Mr. Icahn is currently an at will employee serving as Chairman of the Board of Icahn Enterprises GP, Chairman of the Board and Chief Executive Officer of Icahn Capital LP and Chief Executive Officer of the Investment Funds for which he currently receives an annual base salary of $1 per annum. Mr. Icahn does not receive director fees from us.

(3) Mr. Willetts served as Chief Executive Officer since November 7, 2021 and Chief Financial Officer from June 18, 2021 until November 7, 2021. For 2021, Mr. Willetts received a salary of $428,654 and a bonus of $887,535, 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. In addition, Mr. Willetts received a deferred unit award based on a grant date fair value of $3,750,000, which vests three years after grant. Mr. Willetts' all other compensation for 2021 consists of $1,263 for medical and dental benefits and $478 for life insurance premiums.

(4) Mr. Papapostolou served as Chief Financial Officer since November 7, 2021 and Chief Accounting Officer for all of 2021. For 2021, Mr. Papapostolou received a salary of $271,000 and a bonus of $100,000, 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. In addition, Mr. Papapostolou received a deferred unit award based on a grant date fair value of $1,650,000, which vests three years after grant. Mr.

Papapostolou's all other compensation for 2021 consists of $9,063 in matching contributions under our 401(k) Plan, $1,572 for medical and dental benefits and $616 for life insurance premiums.

(5) Mr. Kekedjian served as Chief Executive Officer from May 10, 2021 until November 5, 2021. For 2021, Mr. Kekedjian received a salary of $899,072 and a bonus of $1,090,411. In addition, Mr. Kekedjian received a deferred unit award based on a grant date fair value of $7,500,000, which vests three years after grant, however, upon his departure on November 5, 2021, Mr. Kekedjian received compensation of $1,366,639 for the pro-rata share of deferred units. Mr. Kekedjian's all other compensation for 2021 consists of $943 for medical and dental benefits and $398 for life insurance premiums.

(6) Mr. Cozza served as Chief Executive Officer until May 10, 2021. During 2021, Mr. Cozza received a salary of $856,904 and a bonus of $2,083,333. Mr. Cozza's all other compensation for 2021 consists of $9,063 in matching contributions under our 401(k) Plan, $1,726 for medical and dental benefits and $955 for life insurance premiums.

(7) Mr. Cho served as Chief Financial Officer until June 18, 2021. For 2021, Mr. Cho received a salary of $669,581 and a bonus of $697,531. Mr. Cho's all other compensation for 2021 consists of $9,063 in matching contributions under our 401(k) Plan, $1,726 for medical and dental benefits and $955 for life insurance premiums.

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."

Mr. Brett Icahn is the son of Carl C. Icahn, the Chairman of the Board of Icahn Enterprises. Mr. Nevin is married to the daughter of Carl C. Icahn. There are no other family relationships between or among any of our directors and/or executive officers.

Grants of Plan Based Awards

The following table sets forth information in respect of the deferred unit awards granted to each of our named executive officers for 2021 under the 2017 Incentive Plan.

	Estimated Future Payout Under Equity Incentive Plan Awards		
Name	**Grant Date**	**Number of Units**	**Grant Date Fair Value ($)**
David Willetts	12/9/2021	69,498	3,750,000
Ted Papapostolou	12/9/2021	30,579	1,650,000
Aris Kekedjian	4/26/2021	132,670	7,500,000

Outstanding Equity Awards at Fiscal Year End 2021

The following table sets forth information in respect of outstanding equity awards held by each of our named executive officers as of December 31, 2021 under the 2017 Incentive Plan. All awards below are cash-settled deferred unit awards that cliff vest three years from the date of grant.

	Equity Awards That Have Not Vested		
Name	**Grant Date**	**Number of Units**	**Market Value of Units ($)**
David Willetts	12/9/2021	69,498	3,446,406
Ted Papapostolou	12/9/2021	30,579	1,516,413

There were no awards that vested during 2021 for our named executive officers.

Employment Arrangements

On December 9, 2021, Icahn Enterprises entered into an offer letter with David Willetts. Pursuant to the letter agreement with Mr. Willets, during his term of employment, Mr. Willets will be paid a base salary at the rate of $1,000,000 per annum. Mr. Willets will be eligible to receive an annual discretionary cash bonus with a target amount of $1,550,000. Mr. Willets also received a grant as of December 9, 2021 of 69,498 deferred depositary units of Icahn Enterprises under the Icahn Enterprises 2017 Long-Term Incentive Plan ("LTIP"), determined by dividing $3,750,000 by the 180-day VWAP of depositary units ending on the trading day immediately prior to the grant date. The deferred depositary units will cliff vest and cease to be deferred units on December 9, 2024 (subject to the other terms and conditions set forth in the LTIP and award agreement entered into in connection with the grant of deferred depositary units).

In addition, if Mr. Willets' employment is terminated by Icahn Enterprises without "cause" (as defined in the offer letter) at any time or in the event of his death or disability, he (or his estate in the event of death) will be entitled to a pro-rata cash bonus of the target bonus amount for the calendar year of the termination and a pro-rata portion of the grant of the deferred depositary units will become immediately vested and the remaining portion of the grant will be forfeited.

On December 9, 2021, Icahn Enterprises entered into an offer letter with Ted Papapostolou. Pursuant to the letter agreement with Mr. Papapostolou, during his term of employment, Mr. Papapostolou will be paid a base salary at the rate of $550,000 per annum. Mr. Papapostolou will be eligible to receive an annual discretionary cash bonus with a target amount of $100,000. Mr. Papapostolou also received a grant of 30,579 deferred depositary units of Icahn Enterprises as of December 9, 2021 under the LTIP, determined by dividing $1,650,000 by the 180-day VWAP of depositary units ending on the trading day immediately prior to the grant date. The deferred depositary units will cliff vest and cease to be deferred units on December 9, 2024 (subject to the other terms and conditions set forth in the LTIP and award agreement entered into in connection with the grant of deferred depositary units).

In addition, in the event that Mr. Papapostolou's employment is terminated by Icahn Enterprises without "cause" (as defined in the offer letter) at any time or in the event of his death or disability, he (or his estate in the case of death) will be entitled to a pro-rata cash bonus of the target bonus amount for the calendar year of the termination and a pro-rata portion of the grant of the deferred depositary units will become immediately vested and the remaining portion of the grant will be forfeited.

On December 20, 2019, Icahn Enterprises entered into an employment agreement (the "Employment Agreement") with Keith Cozza, pursuant to which Mr. Cozza served as the President and Chief Executive Officer of Icahn Enterprises and Icahn Enterprises GP, the general partner of Icahn Enterprises, effective January 1, 2020 until May 31, 2021.

During his term of employment under the Employment Agreement, Mr. Cozza was entitled to be paid a base salary at the rate of $1,500,000 per annum, payable every two weeks. Subject to the terms of the Employment Agreement, Mr. Cozza received an annual cash bonus payment of $5,000,000 for calendar year 2020 and $2,083,333.34 for the period between January 1, 2021 to May 31, 2021.

Potential Payments Upon Termination or Change in Control

We did not have any employment agreements or other arrangements pursuant to which any of our named executive officers would have received potential payments upon a termination or change in control as of December 31, 2021 except for that disclosed above.

Messrs. Willets, Papapostolou do not, and Mr. Kekedjian did not, have employment agreements. However, Messrs. Willets, Papapostolou are, and Messrs. Kekedjian and Cozza were, eligible for certain payments in the event of involuntary termination (other than for cause, as defined in our severance policy), which generally provide for a pro-rated cash bonus and an acceleration of unvested deferred unit awards (also pro-rated) at the time of termination.

As of December 31, 2021, Messrs. Willets and Papapostolou would have potential payouts of unvested deferred unit awards with a market value of approximately $40,916 and $30,467, respectively, if they were involuntarily terminated on December 31, 2021 and otherwise eligible for payment. During 2021, Mr. Kekedjian resigned as Chief Executive

Officer of the Company. Pursuant to the terms of the separation agreement between Mr. Kekedjian and Icahn Enterprises, Mr. Kekedjian will be entitled to any payments due to him under his Offer Letter previously entered into with Icahn Enterprises, dated April 4, 2021 (the “Offer Letter”), based on a termination without cause. Accordingly, pursuant to the Separation Agreement, Mr. Kekedjian will be entitled to (a) a lump sum payment in the amount of $1,090,411, less applicable tax and payroll withholdings, which represents the payment of his pro-rated bonus for 2021 in accordance with the terms of the Offer Letter (b) vesting of 23,506 deferred units (the “Vested Units”) granted under the Deferred Unit Agreement pursuant to the Icahn Enterprises L.P. 2017 Long-Term Incentive Plan, less applicable tax and payroll withholdings, which represents the pro-rated vesting of deferred units pursuant to the terms of the Offer Letter and the award agreement with respect to the Vested Units (the “Award Agreement”) and may be settled in units or cash, and (c) a lump sum payment of $141,036, less applicable tax and payroll withholdings, which represents the cash distribution equivalents with respect to the Vested Units payable under the Award Agreement. Payment of these amounts and receipt of these benefits is subject to Mr. Kekedjian’s execution and non-revocation of the Separation Agreement. Accordingly, Mr. Kekedjian was eligible, and subsequently received payment, for unvested deferred unit awards with a market value of $1,366,639, inclusive of a cash payment for LP unit distribution equivalents.

Mr. Cozza resigned as Chief Executive Officer during 2021 and upon his departure from the Company, in accordance with this employment agreement, he received a pro-rated cash bonus in the amount of $2,083,333.

Mr. Cho resigned as Chief Financial Officer during 2021 and upon his departure from the Company, he received a pro-rated cash bonus in the amount of $697,531.

Director Compensation

The following table provides compensation information for our directors in 2021, except for Messrs. Icahn, Willets and Papapostolou, as well as Messrs. Cozza, Kekedjian and Cho. Compensation received by Messrs. Icahn, Willets and Papapostolou is included in the Summary Compensation Table. Messrs. Icahn, Willets and Papapostolou did not receive compensation for serving on our Board.

Name	Fees Earned or Paid in Cash ($)	All Other Compensation ($)	Total ($)
Brett Icahn	—	—	—
Michael Nevin	—	—	—
Stephen A. Mongillo	38,466	—	38,466
Alvin B. Krongard	35,000	—	35,000
Nancy Dunlap	24,260	—	24,260
Denise Barton	36,534	—	36,534

During 2021, the fees earned or paid in cash for Messrs. Mongillo and Krongard and Mses. Barton and Dunlap, were in respect of their services rendered as members of our Board. With respect to Ms. Barton, the fees earned or paid in cash included $5,000 for serving as the chairman of the audit committee, pro-rated through April 23, 2021, the date she ceased serving on the audit committee. With respect to Mr. Mongillo, the fees earned or paid in cash included $5,000 for serving as the chairman of the audit committee, pro-rated from date of his appointment as chairman of the audit committee on April 23, 2021. Brett Icahn and Mr. Nevin did not receive compensation in respect of their services rendered as a member of our board of directors.

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 February 25, 2022, affiliates of Mr. Icahn, owned 257,047,260 of Icahn Enterprises’ depositary units, or approximately 88% of Icahn Enterprises’ outstanding depositary 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.

Mr. Icahn is currently an at will employee serving as Chairman of the Board of Icahn Enterprises GP, Chairman of the Board and Chief Executive Officer of Icahn Capital LP and Chief Executive Officer of the Investment Funds, for which he currently receives an annual base salary of $1 per annum. Mr. Icahn does not receive director fees from us.

The affirmative vote of unitholders holding more than 75% of the total number of all depositary units then outstanding, including depositary units held by Icahn Enterprises GP and its affiliates, is required to remove Icahn Enterprises GP as the general partner of Icahn Enterprises. Thus, since Mr. Icahn, through affiliates, holds approximately 88% of Icahn Enterprises' outstanding depositary units as of February 25, 2021, 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 depositary 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 depositary units outstanding, Mr. Icahn, through affiliates, will have effective control over such approval rights.

The following table provides information, as of February 25, 2022, as to the beneficial ownership of the depositary units for each director and named executive officer of Icahn Enterprises GP and all directors and named executive officers of Icahn Enterprises GP, as a group. Except for Mr. Icahn, none of our named executive officers, directors or other unitholders beneficially own more than 5% of Icahn Enterprises' depositary units.

Name of Beneficial Owner	**Beneficial Ownership of Icahn Enterprises' Depositary Units**	**Percent of Class**
Carl C. Icahn	257,047,260 (a) (b) (c)	87.6 %
David Willetts	69,498	*
Ted Papapostolou	30,579	*
Brett Icahn	426,324	*
Michael Nevin	—	— %
Stephen A. Mongillo	—	— %
Alvin B. Krongard	41,008	*
Nancy Dunlap	6,649	*
Denise Barton	—	— %
Arik Kekedjian	13,083 (d)	*
Keith Cozza	2,000 (d)	*
SungHwan Cho	1,100 (d)	*
All Directors and Executive Officers as a Group (nine persons)	257,621,318 (c)	87.8 %

* Less than 1% of total outstanding depositary 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) Based on a Schedule 13D/A filed with the SEC on December 27, 2021 by CCI Onshore LLC, Gascon Partners, High Coast Limited Partnership, Highcrest Investors LLC, Thornwood Associates Limited Partnership, Barberry Corp., Starfire Holding Corporation, Little Meadow Corp. and Mr. Icahn. Mr. Icahn, by virtue of his relationship to such entities, may be deemed to beneficially own such Depositary Units. Mr. Icahn disclaims beneficial ownership of such Depositary Units except to the extent of his pecuniary interest therein. The principal business address of Mr. Icahn and the other filers of the Schedule 13D/A is 16690 Collins Avenue, PH-1, Sunny Isles Beach, FL 33160.

(c) Includes 167,658,659 depositary units pledged as collateral to secure certain personal indebtedness. The number of depositary units pledged to secure these loans fluctuates in certain years and from time to time as a result of changes in the amount of outstanding principal amount of the loans, the market price of the depositary units, and other factors. Mr. Icahn has advised that he and his affiliates have sufficient additional assets to satisfy any obligations pursuant to these loans without recourse to the depositary units, he has no need or intention to allow foreclosure on such collateral, and that he is current on all principal and interest payments with respect to the loans, and there has never been an event of default or a default under any of the loans.

(d) Based on the most recent Form 4 filed with the SEC prior to the departure of each of Messrs. Cozza and Cho and based on the number of units distributed to Mr. Kekedjian in accordance with his settlement agreement.

Securities Authorized for Issuance Under Equity Compensation Plans

Plan Category	**Number of Securities Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)**	**Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)**	**Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)**
2017 Incentive Plan	—	N/A	931,508

During the first quarter of 2017, the board of directors of the general partner of Icahn Enterprises unanimously approved and adopted the 2017 Incentive Plan, which became effective during the first quarter of 2017 subject to the approval by holders of a majority of Icahn Enterprises depositary units. The 2017 Incentive Plan permits us to issue depositary units and grant options, restricted units or other unit-based awards to all of our, and our affiliates', employees, consultants, members and partners, as well as the three non-employee directors of our general partner. One million of Icahn Enterprises' depositary units were initially available under the 2017 Incentive Plan.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Related Party Transaction Policy

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

During 2021, we declared four quarterly distributions aggregating $8.00 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 a timely election to receive cash, it was automatically deemed to have elected to receive the distributions in additional depositary units. As a result of the above declared distributions, during 2021 we distributed an aggregate 36,875,398 of Icahn Enterprises' depositary units to those depositary unitholders who elected to receive such distributions in additional depositary units, of which an aggregate of 35,297,798 depositary units were distributed to Mr. Icahn and his affiliates. As a result, Mr. Icahn and his affiliates owned approximately 88% of Icahn Enterprises' outstanding depositary units as of December 31, 2021. Mr. Icahn and his affiliates may in the future elect to receive all or a portion of their distributions in cash or in additional depositary units. Pursuant to registration rights agreements, Mr. Icahn has certain registration rights with regard to the depositary units beneficially owned by him.

On February 23, 2022, the Board of Directors of the general partner of Icahn Enterprises declared a quarterly distribution in the amount of $2.00 per depositary unit, which will be paid on or about April 27, 2022 to depositary unitholders of record at the close of business on March 18, 2022. Depositary unitholders will have until April 14, 2022 to make a timely election to receive either cash or additional depositary units. If a unitholder does not make a timely election, it will automatically be deemed to have elected to receive the distribution in additional depositary units.

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), make investments in the Investment Funds. As of December 31, 2021, the total fair market value of investments in the Investment Funds made by Mr. Icahn and his affiliates (excluding us and Brett Icahn) was approximately $5.0 billion, representing approximately 54% of the Investment Funds' assets under management.

Other Related Party Transactions

Icahn Capital LP, a wholly-owned subsidiary of ours, paid for salaries and benefits of certain employees who may also perform various functions on behalf of certain other entities beneficially owned by Mr. Icahn, including administrative and investment services.

Icahn Capital LP 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 LP 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 LP are reimbursed by the Investment Funds, generally when such expenses are paid. During 2021, $15 million was allocated to the Investment Funds based on this expense-sharing arrangement.

In January 2018, we entered into a Master Motor Vehicle Lease and Management Agreement with Hertz, pursuant to which Hertz granted 767 Leasing the option to acquire certain vehicles from Hertz at rates aligned with the rates at which Hertz sells vehicles to third parties. Under this agreement, as amended, Hertz will lease the vehicles that 767 Leasing purchases from Hertz, or from third parties, under a mutually developed fleet plan and Hertz will manage, service, repair, sell and maintain those leased vehicles on behalf of 767 Leasing. Additionally, Hertz will rent the leased vehicles to transportation network company drivers from rental counters within locations leased or owned by us. This agreement had an initial term of 18 months and is subject to automatic six-month renewals thereafter, unless terminated by either party (with or without cause) prior to the start of any such six-month renewal. Our agreement with Hertz was unanimously approved by the independent directors of Icahn Enterprises' audit committee. During 2021, this agreement was amended to commence the early disposition of vehicles owned by 767 Leasing. As of December 31, 2021, substantially all of 767 Leasing's assets were sold and its operations have ceased. Due to the nature of our involvement with 767 Leasing, which included Icahn Enterprises guaranteeing the payment obligations of 767 Leasing and sharing in the profits of 767 Leasing with Hertz, we determined that 767 Leasing was a variable interest entity. Furthermore, we determined that we were not the primary beneficiary as we did not have the power to direct the activities of 767 Leasing that most significantly impacted its economic performance. Therefore, we did not consolidate the results of 767 Leasing.767 Leasing is treated as a partnership for federal income tax purposes. For the year ended December 31, 2021, 767 Leasing distributed $36 million to us.

On October 1, 2020, we entered into a manager agreement with Brett Icahn, the son of Carl C. Icahn, and affiliates of Brett Icahn. Under the manager agreement, Brett Icahn will serve as the portfolio manager of a designated portfolio of assets within the Investment Funds over a seven-year term, subject to veto rights by our Investment segment and Carl. C. Icahn. Additionally, Brett Icahn will provide certain other services, at our request, which may entail research, analysis and advice with respect to a separate designated portfolio of assets within the Investment Funds. Subject to the terms of the manager agreement, at the end of the seven-year term, Brett Icahn will be entitled to receive a one-time lump sum payment as described in and computed pursuant to the agreement. Brett Icahn will not be entitled to receive from us any other compensation (including any salary or bonus) in respect of the services he is to provide under the manager agreement other than restricted depositary units granted under a restricted unit agreement, as discussed below. In accordance with the manager agreement, Brett Icahn will co-invest with the Investment Funds in certain positions, will make cash contributions to the Investment Funds in order to fund such co-investments and will have a special limited partnership interest in the Investment Funds through which the profit and loss attributable to such co-investments will be allocated to him. During 2021, Brett Icahn contributed $76 million in accordance with the manager agreement.

On October 1, 2020, we entered into a restricted unit agreement with Brett Icahn pursuant to the 2017 Incentive Plan whereby Brett Icahn was awarded a grant of 239,254 restricted depositary units of Icahn Enterprises which will vest over seven years, subject to the terms and conditions of that agreement. We also entered into a guaranty agreement with an affiliate of Brett Icahn, pursuant to which we guaranteed the payment of certain amounts required to be distributed by the Investment Funds to such affiliate pursuant to the terms and conditions of the manager agreement.

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.

Affiliate Pension Obligations

Mr. Icahn, through certain affiliates, owns 100% of Icahn Enterprises GP and approximately 88% of Icahn Enterprises' outstanding depositary units as of December 31, 2021. Applicable pension and tax laws make each member of a "controlled group" of entities, generally defined as entities in which there is at least an 80% common ownership interest, jointly and severally liable for certain pension plan obligations of any member of the controlled group. These pension obligations include ongoing contributions to fund the plan, as well as liability for any unfunded liabilities that may exist at the time the plan is terminated. In addition, the failure to pay these pension obligations when due may result in the creation of liens in favor of the pension plan or the Pension Benefit Guaranty Corporation (the "PBGC") against the assets of each member of the controlled group.

As a result of the more than 80% ownership interest in us by Mr. Icahn's affiliates, we and our subsidiaries are subject to the pension liabilities of entities in which Mr. Icahn has a direct or indirect ownership interest of at least 80%, which includes the liabilities of pension plans sponsored by Viskase and ACF. All the minimum funding requirements of the Internal Revenue Code, as amended, and the Employee Retirement Income Security Act of 1974, as amended, for the Viskase and ACF plans have been met as of December 31, 2021. If the plans were voluntarily terminated, they would be underfunded by an aggregate of approximately $66 million as of December 31, 2021. These results are based on the most recent information provided by the plans' actuaries. These liabilities could increase or decrease, depending on a number of factors, including future changes in benefits, investment returns, and the assumptions used to calculate the liability. As members of the controlled group, we would be liable for any failure of Viskase or ACF to make ongoing pension contributions or to pay the unfunded liabilities upon a termination of the Viskase or ACF pension plans. In addition, other entities now or in the future within the controlled group in which we are included may have pension plan obligations that are, or may become, underfunded and we would be liable for any failure of such entities to make ongoing pension contributions or to pay the unfunded liabilities upon termination of such plans.

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

Starfire Holding Corporation ("Starfire"), which is 99.6% owned by Mr. Icahn, has undertaken to indemnify us and our subsidiaries from losses resulting from any imposition of certain pension funding or termination liabilities that may be imposed on us and our subsidiaries or our assets as a result of being a member of the Icahn controlled group. The Starfire indemnity provides, among other things, that so long as such contingent liabilities exist and could be imposed on us, Starfire will not make any distributions to its stockholders that would reduce its net worth to below $250 million. Nonetheless, Starfire may not be able to fund its indemnification obligations to us.

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. Mongillo and Krongard and Ms. Dunlap are "independent" as defined in the currently applicable listing rules of Nasdaq. Ms. Barton and Messrs. Krongard and Mongillo serve as members of our audit committee, which consists entirely of these independent directors.

Item 14. Principal Accountant Fees and Services

We incurred $5,582,246 and $6,074,688 in audit fees and expenses from Grant Thornton LLP for 2021 and 2020, 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 $1,466,373 and $259,491 in audit-related fees and expenses from Grant Thornton LLP for 2021 and 2020, respectively, relating primarily to services provided in connection with subsidiary carve-out financial statements and due diligence in 2021 and employee benefit plans and certain other agreed upon procedures for both 2021 and 2020.

We incurred $26,415 and $22,236 in tax-related fees and expenses for 2021 and 2020, respectively, from Grant Thornton LLP for property tax compliance services. Additionally, we incurred $55,736 and $14,155 in other fees and expenses for 2021 and 2020, respectively, from Grant Thornton LLP relating to our Energy segment's call option.

In accordance with the Charter of the Audit Committee of the Board of Directors of Icahn Enterprises GP, the general partner of Icahn Enterprises, the audit committee is required to approve in advance any and all audit services and permitted non-audit services provided to Icahn Enterprises and its 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 2021 and 2020 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:

(a)(2) Financial Statement Schedules

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, 2021	December 31, 2020
	(in millions, except unit amounts)	
ASSETS		
Investments in subsidiaries, net	$ 9,419	$ 9,274
Total Assets	$ 9,419	$ 9,274
LIABILITIES AND EQUITY		
Accrued expenses and other liabilities	$ 65	$ 80
Debt	5,810	5,811
	5,875	5,891
Commitments and contingencies (Note 3)		
Equity:		
Limited partners: Depositary units: 293,403,243 units issued and outstanding at December 31, 2021 and 241,338,835 units issued and outstanding at December 31, 2020	4,298	4,236
General partner	(754)	(853)
Total equity	3,544	3,383
Total Liabilities and Equity	$ 9,419	$ 9,274

See notes to condensed financial statements.

SCHEDULE I
ICAHN ENTERPRISES, L.P.
(Parent Company)

CONDENSED STATEMENTS OF OPERATIONS

	Year Ended December 31,		
	2021	**2020**	**2019**
		(in millions)	
Interest expense	$ (323)	$ (342)	$ (350)
Gain (loss) on extinguishment of debt	3	(4)	2
Equity in loss of subsidiaries	(198)	(1,307)	(750)
Net loss	$ (518)	$ (1,653)	$ (1,098)
Net (loss) income allocated to:			
Limited partners	$ (604)	$ (1,620)	$ (1,076)
General partner	86	(33)	(22)
	$ (518)	$ (1,653)	$ (1,098)

See notes to condensed financial statements.

SCHEDULE I
ICAHN ENTERPRISES, L.P.
(Parent Company)

CONDENSED STATEMENTS OF CASH FLOWS

	Year Ended December 31,		
	2021	2020	2019
		(in millions)	
Cash flows from operating activities:			
Net loss	$ (518)	$ (1,653)	$ (1,098)
Adjustments to reconcile net loss to net cash used in operating activities:			
Equity in loss of subsidiary	198	1,307	750
(Gain) loss on extinguishment of debt	(3)	4	(2)
Other, net	(15)	(23)	(25)
Net cash used in operating activities	(338)	(365)	(375)
Cash flows from investing activities:			
Net investment in and advances from subsidiaries	(366)	1,276	(363)
Net cash (used in) provided by investing activities	(366)	1,276	(363)
Cash flows from financing activities:			
Partnership distributions	(134)	(526)	(112)
Partnership contributions	835	102	55
Proceeds from borrowings	1,214	866	2,507
Repayments of borrowings	(1,205)	(1,350)	(1,700)
Debt issuance costs and other	(6)	(3)	(12)
Net cash provided by (used in) financing activities	704	(911)	738
Net change in cash and cash equivalents and restricted cash and restricted cash equivalents	—	—	—
Cash and cash equivalents and restricted cash and restricted cash equivalents, beginning of period	—	—	—
Cash and cash equivalents and restricted cash and restricted cash equivalents, end of period	$ —	$ —	$ —

See notes to condensed financial statements.

SCHEDULE I
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., 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, 2021, Icahn Enterprises is engaged in the following continuing operating businesses: Investment, Energy, Automotive, Food Packaging, Real Estate, Home Fashion and Pharma. In addition, we operated a Metals business until sold in December 2021 and a Mining business until sold in August 2019.

For the years ended December 31, 2021, 2020 and 2019, Icahn Enterprises received (paid) $(366) million, $1,276 million and $(363) million, respectively, for net investment in and advances from 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 11, "Debt," to the consolidated financial statements located in Item 8 of this Report. Icahn Enterprises' Parent company debt consists of the following:

	December 31,	
	2021	2020
	(in millions)	
6.250% senior unsecured notes due 2022	$ —	$ 1,209
6.750% senior unsecured notes due 2024	499	499
4.750% senior unsecured notes due 2024	1,105	1,106
6.375% senior unsecured notes due 2025	748	748
6.250% senior unsecured notes due 2026	1,250	1,250
5.250% senior unsecured notes due 2027	1,461	999
4.375% senior unsecured notes due 2029	747	—
Total debt	$ 5,810	$ 5,811

In February 2022, Icahn Enterprises repaid all of its outstanding $500 million aggregate principal amount of 6.750% senior unsecured notes due 2024 at par.

3. Commitments and Contingencies

See Note 17, "Commitments and Contingencies," to the consolidated financial statements located in Item 8 of this Report.

EXHIBIT INDEX

Exhibit No.	Description
2.1	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).
2.2	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' and Icahn Enterprises Holdings' joint Form 8-K (SEC File Nos. 1-9516 and 333-118021-01, respectively), filed on December 19, 2016).
2.3	Membership Interest Purchase Agreement, dated April 10, 2018, by and among Tenneco Inc., Federal-Mogul LLC, American Entertainment Properties Corp., and Icahn Enterprises L.P. (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) file April 10, 2018).
2.4	Agreement and Plan of Merger, dated April 15, 2018, by and among Eldorado Resorts, Inc., Delta Merger Sub, Inc., GLP Capital, L.P. and Tropicana Entertainment Inc. (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) file April 16, 2018).
2.5	Agreement and Plan of Merger, dated as of October 22, 2018, by and between STL Parent Corp. and American Railcar Industries, Inc. (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) file October 22, 2018).
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	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).
3.3	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' and Icahn Enterprises Holdings' joint Form 10-Q for the quarterly period ended June 30, 2016 (SEC File Nos. 1-9516 and 333-118021-01, respectively), filed on August 4, 2016).
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 June 30, 2005 (SEC File No. 1-9516), filed on August 9, 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	Description of securities (incorporated by reference to Exhibit 4.1 to Icahn Enterprises' and Icahn Enterprises Holdings' joint Form 10-K for the year ended December 31, 2019 (SEC File Nos. 1-9516 and 333-118021-01, respectively), filed on February 28, 2020).
4.2	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).
4.3	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).
4.4	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).
4.5	Specimen Certificate representing preferred units (incorporated by reference to Exhibit 4.9 to Icahn Enterprises' Form S-3/A (SEC File No. 33-54767), filed on February 22, 1995).
4.6	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).
4.7	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).
4.8	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 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), filed on January 18, 2017).
4.10	Indenture, dated as of December 6, 2017, among Icahn Enterprises, Icahn Enterprises Finance, Icahn Enterprises Holdings, as Guarantor, and Wilmington Trust Company, as Trustee relating to the 6.375% Senior Notes Due 2025 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), filed on December 6, 2017).
4.11	Indenture, dated as of May 10, 2019, 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 2026 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), filed on May 10, 2019).
4.12	Indenture, dated as of September 6, 2019, among Icahn Enterprises, Icahn Enterprises Finance, Icahn Enterprises Holdings, as Guarantor, and Wilmington Trust Company, as Trustee relating to the 4.750% 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), filed on September 6, 2019).
4.13	Indenture, dated as of December 12, 2019, among Icahn Enterprises, Icahn Enterprises Finance, Icahn Enterprises Holdings, as Guarantor, and Wilmington Trust Company, as Trustee relating to the 5.250% Senior Notes Due 2027 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), filed on December 12, 2019).
4.14	Indenture, dated as of January 19, 2021, among Icahn Enterprises, Icahn Enterprises Finance, Icahn Enterprises Holdings, as Guarantor, and Wilmington Trust Company, as Trustee relating to the 4.375% Senior Notes Due 2029 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), filed on January 19, 2021).

4.15	Shareholders Agreement, dated as of October 1, 2018, by and among Icahn Enterprises L.P., Icahn Enterprises Holdings L.P., American Entertainment Properties Corp. and Tenneco Inc. (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) file October 2, 2018).
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	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).
10.3	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).
10.4	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).
10.5	Registration Rights Agreement, dated December 6, 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 December 6, 2017).
10.6	Registration Rights Agreement, dated May 10, 2019, 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 May 10, 2019).
10.7	Registration Rights Agreement, dated June 27, 2019, 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 June 27, 2019).
10.8	Registration Rights Agreement, dated September 6, 2019, 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 September 6, 2019).
10.9	Registration Rights Agreement, dated December 12, 2019, 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 December 12, 2019).
10.10	Registration Rights Agreement, dated January 9, 2020, 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 9, 2020).
10.11	Registration Rights Agreement, dated January 28, 2020, 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 28, 2020).
10.12	Registration Rights Agreement, dated January 19, 2021, 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 19, 2021).
10.13	Employment Agreement with Keith Cozza, dated December 20, 2019 (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 December 23, 2019).

10.14	Manager Agreement, dated October 1, 2020, among Icahn Enterprises, Icahn Capital LP, Icahn Partners Master Fund LP, Brett Icahn and Isthmus LLC (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 October 1, 2020).
10.15	Guaranty, dated October 1, 2020, between American Entertainment Properties Corp. and Isthmus LLC (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 October 1, 2020).
10.16	Restricted Unit Agreement, dated October 1, 2020, between Icahn Enterprises and Brett Icahn (incorporated by reference to Exhibit 10.3 to Icahn Enterprises' and Icahn Enterprises Holdings' joint Form 8-K (SEC File Nos. 1-9516 and 333-118021-01, respectively), filed on October 1, 2020).
10.17	Deferred Unit Agreement Pursuant to the Icahn Enterprises 2017 Long-Term Incentive Plan, dated April 26, 2021, among Icahn Enterprises and Aris Kekedjian (incorporated by reference to Exhibit 10.1 to Icahn Enterprises' and Icahn Enterprises' joint Form 10-Q for the quarter ended June 30, 2021 (SEC File Nos. 1-9516 and 333-11801-01), filed on August 6, 2021).
10.18	Separation agreement, dated as of November 8, 2021, between Icahn Enterprises and Aris Kekedjian.
10.19	Deferred Unit Agreement Pursuant to the Icahn Enterprises 2017 Long-Term Incentive Plan, dated December 9, 2021, among Icahn Enterprises and David Willetts.
10.20	Deferred Unit Agreement Pursuant to the Icahn Enterprises 2017 Long-Term Incentive Plan, dated December 9, 2021, among Icahn Enterprises and Ted Papapostolou.
10.21	Letter Agreement with David Willetts, dated December 9, 2021 (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 December 13, 2021).
10.22	Letter Agreement with Ted Papapostolou, dated December 9, 2021 (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 December 13, 2021).
10.23	Registration Rights Agreement, dated April 12, 2021, 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 April 12, 2021).
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).
21.1	Subsidiaries of the Registrant.
22.1	Subsidiary guarantor.
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.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
104	Cover Page Interactive Data File (formatted in Inline XBRL in Exhibit 101).

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Icahn Enterprises L.P.

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

By: /s/David Willetts
David Willetts
President, Chief Executive Officer and Director

Date: February 25, 2022

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons in the capacities indicated with respect to Icahn Enterprises G.P. Inc., the general partner of Icahn Enterprises L.P., and on behalf of the registrant and on the dates indicated below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/David Willetts David Willetts	President, Chief Executive Officer and Director	February 25, 2022
/s/Ted Papapostolou Ted Papapostolou	Chief Financial Officer, Chief Accounting Officer and Director	February 25, 2022
/s/Brett Icahn Brett Icahn	Director	February 25, 2022
/s/Michael Nevin Michael Nevin	Director	February 25, 2022
/s/Denise Barton Denise Barton	Director	February 25, 2022
/s/Stephen A. Mongillo Stephen A. Mongillo	Director	February 25, 2022
/s/Alvin B. Krongard Alvin B. Krongard	Director	February 25, 2022
/s/Nancy Dunlap Nancy Dunlap	Director	February 25, 2022
Carl C. Icahn	Chairman of the Board	

ICAHN ENTERPRISES L.P.

16690 Collins Avenue, PH-1
Sunny Isles Beach, FL 33160

<u>Via Email</u>

November 8, 2021

Aris Kekedjian
2960 Northeast 207th Street
Aventura Parksquare
Unit 1115
Aventura, FL 33180

This agreement sets forth the terms and conditions regarding your separation from employment from Icahn Enterprises L.P. (the "Company").

The terms and conditions set forth in paragraphs 1, 2 and 5 below will apply regardless of whether you decide to sign this letter agreement. However, you will not be eligible to receive the payment set forth in paragraph 3 below unless you sign and do not revoke this letter agreement. (See paragraph 13 below for what it means to revoke this letter agreement.)

1. Your last day of employment is November 5, 2021 (the "Separation Date"). You will receive your regular pay as a full-time employee according to the Company's regular payroll practices through the Separation Date. You also will receive a payment in the amount of $43,261.79, less applicable tax and payroll withholdings, for 59.99 hours of accrued, unused Paid Time Off according to the Company's records as of the Separation Date.

2. Because of your separation from employment, your eligibility for and coverage under the Company's employee benefit plans will end on the Separation Date. You are not required to repay your relocation allowance.

3. In addition to the above payments, the Company is offering you the opportunity to receive the following payments and benefits to which you are entitled under the offer letter between you and the Company dated as of April 4, 2021 (the "Offer Letter") upon a termination without cause: (a) a lump sum cash payment in the amount of $1,090,410.96, less applicable tax and payroll withholdings, which shall be paid on the first payroll date that occurs after the Effective Date of this letter agreement (as defined below in paragraph 13) and represents your pro-rated bonus for 2021 under the terms of the Offer Letter, (b) vesting of 23,506 deferred units (the "Vested Units") granted to you under the Deferred Unit Agreement pursuant to the Icahn Enterprises L.P. 2017 Long-Term Incentive Plan between you and the Company dated as of April 26, 2021 (the "Award Agreement"), less applicable tax and payroll withholdings via the net unit withholding method set forth in the Award Agreement, which shall be payable on the terms set forth in Section 3 of the Award Agreement (including the Company's option to settle the Vested Units in cash) and represents the pro-rated vesting of your deferred units under the Offer Letter and the Award Agreement, and (c) a lump sum cash payment in the amount of $141,036.00, less applicable tax and payroll withholdings, which shall be paid at the same time the Vested Units are paid and represents the cash dividend equivalents with respect to the Vested Units under the Award Agreement. Notwithstanding any other provision hereof, as a condition to the Company's payment to you of the amounts in this paragraph 3, you shall be required to execute, return to the Company, and not revoke within the Revocation Period (as defined in paragraph 13), this letter agreement agreeing to its terms, including the general release of claims contained in paragraph 7(a). The amounts paid to you as set forth in this paragraph 3 will be in full and complete satisfaction of any

amounts due to you as severance upon a termination without cause under the Offer Letter, the Award Agreement or any other plan or arrangement sponsored by the Company or its affiliates. For the avoidance of doubt, as of the Separation Date, your unvested deferred units under the Award Agreement (after application of the vesting set forth in paragraph 3(b) above) shall be cancelled without further action or notice.

4. (a) You agree to keep confidential and not to, directly or indirectly, publish, post on your own, or disclose to any third party, including, but not limited to, newspapers, authors, publicists, journalists, bloggers, gossip columnists, producers, directors, media personalities, and the like, all Confidential information relating to Carl Icahn and his family, the Company and its affiliates, related, parent, and subsidiary companies, and each of their officers, directors, employees and clients, learned in the course of your employment with the Company. Confidential Information includes all secret or confidential information, knowledge or data, including, without limitation, trade secrets, sources of supplies and materials, customer lists and their identity, customer information, designs, production and design techniques and methods, identity of investments, identity of contemplated investments, business opportunities, valuation models and methodologies, processes, technologies, and any intellectual property relating to the business of the Company or its affiliates, related, parent, or subsidiary companies and their respective businesses, and any personal information related to Carl Icahn and his family.

(b) Nothing in this agreement prohibits you from reporting any possible violations of federal law or regulation to any government agency or entity, including but not limited to the Department of Justice and the Securities and Exchange Commission, or making any other disclosures that are protected under the whistleblower provisions of federal law or regulation. You are not required to notify the Company that you will make or have made such reports or disclosures. Non-Compliance with the disclosure provisions of this Agreement shall not subject you to criminal or civil liability under any Federal or State trade secret law for the disclosure of a Company trade secret if the disclosure is made: (i) in confidence to a Federal, State or local government official, either directly or indirectly, or to an attorney in confidence solely for the purpose of reporting or investigating a suspected violation of law; (ii) in a complaint or other document filed in a lawsuit or other proceeding, provided that any complaint or document containing the trade secret is filed under seal; or (iii) to an attorney representing you in a lawsuit for retaliation by the Company for reporting a suspected violation of law or to use the trade secret information in that court proceeding, provided that any document containing the trade secret is filed under seal and you do not disclose the trade secret, except pursuant to court order.

(c) Furthermore, you agree not to disparage, or encourage or induce others to disparage, Carl Icahn and his family, the Company and its affiliates, related, parent, and subsidiary companies, and each of their officers, directors, employees, and clients, with any third party, including, but not limited to, newspapers, authors, publicists, journalists, bloggers, gossip columnists, producers, directors, media personalities, and the like. For purposes of this letter agreement, the term "disparage" includes, without limitation, comments or statements on the internet, to the press and/or media, to any Released Party or to any individual or entity with whom any of the Released Parties have a business relationship which would adversely affect in any manner (i) the conduct of the business of any of the Released Parties (including, without limitation, any business plans or prospects) or (ii) the business reputation of any the Released Parties.

5. This letter agreement is not intended to modify but rather is intended to supplement the following agreements entered into between you and the Company which remain in full force and effect: (i) the Icahn Enterprises L.P. Compliance Manual dated April 2021 (including all policies contained and referenced therein); (ii) the Icahn Enterprises L.P. Confidentiality Policy dated April 3, 2021; and (iii) the Icahn Enterprises L.P. Policy and Procedures on Confidentiality, Non-Public Information and Personal Investing dated April 10, 2021. In addition, you will be subject to the

extent permitted by state and local law to the non-solicitation and non-competition obligations enumerated below for a period of one year following the Separation Date:

(a) You will not, in any capacity, either directly or indirectly, induce, encourage, or assist any other individual or entity directly or indirectly, to: (i) hire or engage any employee of the Company (or any individual who was an employee of the Company within the 12 months preceding the date such hiring or engagement occurs) or solicit or seek to persuade any employee of the Company to discontinue such employment with the Company, (ii) solicit or encourage any customer of the Company or independent contractor providing services to the Company to terminate or diminish its relationship with the Company, or (iii) seek to persuade any customer (or any individual who was a customer of the Company within the 12 months prior to the date such solicitation or encouragement commences or occurs, as the case may be) or prospective customer of the Company to conduct with anyone else any business or activity that such customer or prospective customer conducts or could conduct with the Company, or (iv) attempt to divert, divert, or otherwise usurp any actual or potential business opportunity or transaction that you learned about during your employment with the Company. For purposes of this paragraph 5, (x) references to the Company include any of its affiliates or subsidiaries, and (y) "in any capacity" includes, but is not limited to, as an employee, independent contractor, volunteer, or owner.

(b) You will not, as principal, agent, owner, employee, director, partner, investor shareholder (other than solely as a holder of not more than 1% of the issued and outstanding shares of any public corporation), consultant, advisor, or otherwise howsoever participate in, act for, or on behalf of, or for the benefit of, own, operate, carry on or engage in the operation of or have any financial interest in or provide in any manner, directly or indirectly, financial assistance to or lend money to or guarantee the debts or obligations of any person carrying on or engaged in any business that is directly competitive with the business conducted by the Company or any of its subsidiaries during or on the date of termination of your employment.

(c) You agree and acknowledge that the restrictive covenants set forth in paragraphs 4 and 5 (including, without limitation, the confidentiality, non-solicitation and non-competition provisions) are reasonable as to duration, terms, and geographical area and that they protect the legitimate interests of the Company and its affiliates and subsidiaries, impose no undue hardship on you, are not injurious to the public, and that any violation of these provisions shall be specifically enforceable in any court with jurisdiction upon short notice. You agree and acknowledge that any breach of these provisions shall cause irreparable injury to the Company and its affiliates and subsidiaries and upon breach of any such provision, the Company and/or its affiliates and subsidiaries shall be entitled to obtain injunctive relief, specific performance, or other equitable relief or pursue any remedies or relief available to them in law or equity (including, without limitation, monetary damages). If any of the provisions of paragraphs 4 or 5 above are adjudged by a court to be invalid or unenforceable, the same shall in no way affect any other circumstance or the validity or enforceability of any other provision set forth herein. If the scope of any provision (or any part thereof) is too broad to permit enforcement to its fullest extent, you agree that the court making such determination shall have the power to reduce the duration, area, and/or other aspects of the provision to the extent necessary to permit enforcement, and, in its reduced form, such provision shall then be enforceable and shall be enforced.

6. You acknowledge that you have returned to the Company any and all property, tangible or intangible, relating to its business or the business of its parent companies, subsidiaries, affiliates and related entities, which you possessed or had control over at any time, including but not limited to Company-provided cell phones, keys, smartphones, personal computers, credit cards, building access cards, computer equipment, files, documents and software. You agree that all processes, technologies, and inventions, including new contributions, improvements, ideas, discoveries, agreements, contracts, trademarks, or trade names conceived, developed, invented, made, or found

by you alone or with other employees during the period of your employment by the Company shall remain property of the Company.

7. (a) By signing this letter agreement, except as to the claims and rights referred to in paragraphs 7(b) and 7(c) below, in consideration of the payments provided for in paragraph 3, and other terms of this letter, you voluntarily and knowingly release and forever discharge the Company, its subsidiaries, parent, affiliates, and related entities, and each of their employee benefit plans, and each of their shareholders, partners, directors, members, officers, employees, trustees, administrators and fiduciaries, and each of their successors and assigns, (each a “Released Party” and collectively, the “Released Parties”) from any and all claims, demands, causes of action, obligations, damages and liabilities of whatever kind, in law or equity, by statute or otherwise (all collectively referred to as “Claims”), that can be waived, whether known or unknown, asserted or unasserted, arising out of or relating directly or indirectly in any way to your employment or termination of employment or the terms and conditions of your employment with the Company or any parent, subsidiary, affiliated, or related entity, including but not limited to (i) Claims of discrimination, harassment, retaliation, or failure to accommodate under any federal, state, or local law, without limitation, the Age Discrimination in Employment Act, Title VII of the Civil Rights Act of 1964, Sections 1981 through 1988 of Title 42 of the United States Code, the Americans with Disabilities Act, the Equal Pay Act, the Older Workers Benefits Protection Act, and the Genetic Information Non-Discrimination Act (as any such law was enacted or amended); (ii) Claims under the Immigration Reform and Control Act; (iii) Claims under the Uniformed Services Employment and Reemployment Rights Act; (iv) Claims under the Employee Retirement Income Security Act of 1974 (excluding claims for vested benefits as set forth in paragraph 7(b) below); (v) Claims regarding leaves of absence, including, but not limited to, Claims under the Family and Medical Leave Act; (vi) Claims under the National Labor Relations Act; (vii) Claims under the Sarbanes-Oxley Act or the Dodd-Frank Act; (viii) Claims under New York State Human Rights Law, New York Executive Law, New York Civil Rights Law, New York City Human Rights Law, New York City Local Civil Rights Restoration Act of 2005, New York City Administrative Code, New York Minimum Wage Act, New York City Earned Safe and Sick Time Act, New York Worker Adjustment Retraining and Notification Act, New York Labor Law, New York Wage Theft Protection Act, the New York Paid Family Leave Law, the New York laws for jury duty, voting, bone marrow and blood donation, and military family leave, the New York Fair Credit Reporting Act, and the retaliation provisions of the New York Workers’ Compensation law; all as amended; Florida Civil Rights Act, f/k/a Human Rights Act of 1977, Fla. Stat. § 760.01 et seq.; Florida Equal Pay Law, Fla. Stat. § 448.07, Fla. Stat. § 725.07; Florida AIDS Act, Fla. Stat. § 760.50; Florida Law Sickle-Cell Trait Discrimination Law, Fla. Stat. §§ 448.075, 448.076; Florida Private Whistleblower Protection Law, Fla. Stat. § 448.101 et seq.; Florida Public Whistle-Blower’s Act, Fla. Stat. § 112.3187 et seq.; Florida Worker’s Compensation Retaliation Law, Fla. Stat. § 440.205; Florida Unpaid Wages Law, Fla. Stat. § 448.08; Florida Minimum Wage Act, Fla. Stat. §§ 448.109, 448.110; Florida Leave to Victims of Domestic Violence Act, Fla. Stat. § 741.313, and waivable rights under the Florida Constitution; all as amended; and similar local, state and federal laws; (ix) Claims for breach of contract (express or implied), retaliation, wrongful discharge, detrimental reliance, invasion of privacy, defamation, emotional distress or compensatory and/or punitive damages; (x) Claims for attorneys' fees, costs, disbursements and/or the like; and (xi) Claims under any severance plan, policy, or program of the Company, including any claims for severance pay, termination pay, or similar type of payment. By signing below, you also acknowledge that you cannot benefit monetarily or obtain other personal relief from any Claims released in this paragraph 7(a) and that you have waived any right to equitable relief that may have been available to you (including, without limitation, reinstatement) with respect to any Claim waived in this paragraph 7(a). Your signature below acknowledges the fact that you are receiving payments to which you would otherwise not be entitled, that it is sufficient consideration for the waiver of Claims herein, and that after the Separation Date you will not be entitled to receive any other payments or benefits from the Company apart from the payments and benefits described in this letter agreement.

(b) By signing this letter agreement, you are not releasing claims that arise after you sign this letter agreement; claims to enforce this letter agreement; claims relating to the enforceability, meaning, or effect of this letter agreement; claims or rights you may have to workers' compensation or unemployment benefits; claims for accrued, vested benefits under any employee pension benefit plan of the Company in accordance with the terms of such plans and applicable law; and/or claims or rights which cannot be waived by private agreement.

(c) Additionally, by signing this letter agreement, you are not waiving your right to file a charge with, or participate in an investigation conducted by, any governmental agency, including, without limitation, the United States Equal Employment Opportunity Commission (EEOC). Nevertheless, as set forth in paragraph 7(a) above, you acknowledge that you cannot benefit monetarily or obtain damages or equitable relief of any kind from or through any such charge or any action commenced by a government agency or third party with respect to claims waived in paragraph 7(a).

8. You agree that you have been paid and/or received all leave (paid or unpaid), compensation, wages, bonuses, severance or termination pay, commissions, notice period, and/or benefits to which you may have been entitled and that no other remuneration or benefits are due to you, except as set forth in this letter agreement. You affirm that you have had no known workplace injuries or occupational diseases. You also represent that you have disclosed to the Company any information you have concerning any fraudulent or unlawful conduct involving the Released Parties.

9. This letter agreement contains the entire understanding between you and the Company with respect to the subject matter hereof, and supersedes any and all prior agreements and understandings, whether written or oral, between or among you, the Company or any of its parent companies, subsidiaries, affiliates and related entities (other than the agreements, if any, referred to in the first sentence of paragraph 5 above, which shall remain in full force and effect following your Separation Date according to their terms).

10. The making of this letter agreement is not intended, and shall not be construed, as an admission that the Company or any of the Released Parties has violated any federal, state or local law (statutory or decisional), ordinance or regulation, breached any contract or committed any wrongdoing whatsoever against you or otherwise.

11. This letter agreement (a) is governed by the laws of the State of Florida applicable to agreements made and to be performed wholly within such state, and as such will be construed under and in accordance with the laws of the State of Florida without regard to conflicts of law, and (b) may not be modified unless evidenced by a writing signed by yourself and an authorized representative of the Company.

12. Any unresolved dispute arising out of this letter agreement and the general release contained in paragraph 7 shall be litigated in any court of competent jurisdiction in Miami-Dade County, Florida; provided that the Company may elect to pursue, without having to post any bond in connection therewith, a court action to seek injunctive relief in any court of competent jurisdiction to enforce any of its rights hereunder, including, without limitation, to terminate the violation of any of its proprietary rights, including but not limited to trade secrets, copyrights or trademarks as well as the restrictions in paragraph 5. Each party shall pay its own costs and fees in connection with any litigation hereunder.

13. You may accept this letter agreement by signing it and inserting the date of signature in the space provided on or before the twenty-first (21^{st}) day after your receipt of this letter agreement (but no earlier than your Separation Date) and delivering this signed letter agreement to Patricia A. Agnello, Esq., Chief HR Officer & Employment Counsel, Icahn Enterprises L.P., 16690 Collins Avenue, PH-1, Sunny Isles Beach, FL 33160, pagnello@sfire.com. After signing this letter agreement and delivering it as set forth above, you will have seven days to revoke your decision

(the "Revocation Period"). You may exercise your right to revoke your decision by sending written notice of revocation to Ms. Agnello as set forth above. Such notice must be postmarked (if by letter) or received (if by email) by the close of business on the seventh day after you sign this letter agreement. Provided you do not timely revoke your decision to sign this letter agreement, this letter agreement will become effective on the eighth day after you sign it (the "Effective Date"). In the event you do not accept this letter agreement, or you revoke this letter agreement as set forth above, this letter agreement, including, without limitation, the obligation of the Company to provide the payments set forth in paragraph 3, shall be deemed automatically null and void. You are advised to speak with an attorney before signing this letter agreement.

14. If any paragraph or part or subpart of any paragraph in this letter agreement or the application thereof is construed to be overbroad and/or unenforceable, then the court making such determination shall have the authority to narrow the paragraph or part or subpart of the paragraph as necessary to make it enforceable and the paragraph or part or subpart of the paragraph shall then be enforceable in its/their narrowed form. Moreover, each paragraph or part or subpart of each paragraph in this letter agreement is independent of and severable (separate) from each other. In the event that any paragraph or part or subpart of any paragraph in this letter agreement is determined to be legally invalid or unenforceable by a court and is not modified by a court to be enforceable, the affected paragraph or part or subpart of such paragraph shall be stricken from the letter agreement, and the remaining paragraphs or parts or subparts of such paragraphs of this letter agreement shall remain in full force and effect.

15. Nothing in this letter agreement is intended to or shall be construed to preclude you from providing truthful information about your employment or this letter agreement to any government agency or in any sworn testimony.

16. By signing this letter agreement, you agree that you: (i) have carefully read this letter agreement in its entirety; (ii) are signing it voluntarily of your own free will; (iii) have had at least 21 days within which to consider its terms (iv) are hereby advised by the Company to consult with an attorney of your choosing in connection with your decision whether to accept this letter agreement, (v) fully understand the significance of all of the terms and conditions of this letter agreement and have discussed them with an attorney of your choice, or have had a reasonable opportunity to do so; and (vi) you agree to abide by all of the terms and conditions contained herein.

Understood and Agreed to by:

/s/ Aris Kekedjian
Aris Kekedjian

Date executed: November 7, 2021

ICAHN ENTERPRISES L.P.

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

This AGREEMENT ("**Agreement**") is effective as of December 9, 2021 by and between Icahn Enterprises L.P., a Delaware limited partnership (the "**Partnership**"), and David Willetts (the "**Participant**").

Terms and Conditions

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

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

Accordingly, the parties hereto agree as follows:

1. **Grant of Deferred Units**. Subject in all respects to the Plan and the terms and conditions set forth herein and therein, effective as of the Grant Date, the Partnership hereby awards to the Participant 69,498 Deferred Units. Each Deferred Unit represents the Participant's right to receive, and the Partnership's obligation to deliver, one Unit for each Deferred Unit, or, in the discretion of the Board, an amount in cash equal to the Value (as defined below) of one Unit, subject to the vesting conditions set forth in Section 2 below and the other terms and conditions of this Agreement and the Plan. The Deferred Units shall be credited to a book entry account maintained by the Partnership (or its designee) on behalf of the Participant.

2. **Terms of Deferred Units**.

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

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

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

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

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

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

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

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

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

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

5. **Withholding of Taxes**.

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

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

6. **Restrictive Covenants**. The grant of Deferred Units herein is made in consideration of the services to be rendered by the Participant to the Employer, and the non-disparagement, non-compete and non-solicitation covenants of the Participant contained in the letter between Icahn Enterprises L.P. and the Participant dated December 9, 2021.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ICAHN ENTERPRISES L.P.

By: Icahn Enterprises G.P. Inc., itsgeneral partner

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

PARTICIPANT

/s/David Willetts
David Willetts

[David Willetts Deferred Unit Agreement Signature Page]

Exhibit A General

Release Of Claims

This General Release of All Claims (the "General Release") dated as of December 9, 2021,is made by David Willetts ("Employee") under the Deferred Unit Agreement dated December 9, 2021 (the "Award Agreement") pursuant to the Icahn Enterprises L.P. 2017 Long-Term Incentive Plan, as it may be amended from time to time (the "Plan"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged. Unless otherwise defined herein, the terms defined in the Award Agreement or the Plan, as applicable, shall have the same defined meaning in this General Release. For purposes of this General Release, the "Company" means, collectively, Icahn Enterprises L.P., Icahn Enterprises Holdings L.P., Icahn Capital LP, and their respective Affiliates.

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

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

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

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

4. Employee acknowledges and recites that:

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

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

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

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

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

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

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

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

8. Employee agrees and acknowledges that he continues to be subject to the restrictive covenant provisions contained in the letter agreement between Icahn Enterprises L.P. and the Employee dated December 9 2021, including but not limited to the non-disparagement, non-compete and non-solicitation covenants therein.

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

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

ICAHN ENTERPRISES L.P.

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

By: ______________________________
Name:
Title:

Date: December 9, 2021

EMPLOYEE:

David Willetts

Date: December 9, 2021

ICAHN ENTERPRISES L.P.

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

This AGREEMENT ("**Agreement**") is effective as of December 9, 2021 by and between Icahn Enterprises L.P., a Delaware limited partnership (the "**Partnership**"), and Ted Papapostolou (the "**Participant**").

Terms and Conditions

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

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

Accordingly, the parties hereto agree as follows:

1. **Grant of Deferred Units**. Subject in all respects to the Plan and the terms and conditions set forth herein and therein, effective as of the Grant Date, the Partnership hereby awards to the Participant 30,579 Deferred Units. Each Deferred Unit represents the Participant's right to receive, and the Partnership's obligation to deliver, one Unit for each Deferred Unit, or, in the discretion of the Board, an amount in cash equal to the Value (as defined below) of one Unit, subject to the vesting conditions set forth in Section 2 below and the other terms and conditions of this Agreement and the Plan. The Deferred Units shall be credited to a book entry account maintained by the Partnership (or its designee) on behalf of the Participant.

2. **Terms of Deferred Units**.

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

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

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

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

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

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

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

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

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

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

5. **Withholding of Taxes**.

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

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

6. **Restrictive Covenants**. The grant of Deferred Units herein is made in consideration of the services to be rendered by the Participant to the Employer, and the non-disparagement, non-compete and non-solicitation covenants of the Participant contained in the letter between Icahn Enterprises L.P. and the Participant dated December 9, 2021.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ICAHN ENTERPRISES L.P.

By: Icahn Enterprises G.P. Inc., itsgeneral partner

By: /s/David Willetts
Name: David Willetts
Title: Chief Executive Officer

PARTICIPANT

/s/Ted Papapostolou
Ted Papapostolou

[Ted Papapostolou Deferred Unit Agreement Signature Page]

Exhibit A General

Release Of Claims

This General Release of All Claims (the "General Release") dated as of December 9, 2021,is made by Ted Papapostolou ("Employee") under the Deferred Unit Agreement dated December 9, 2021 (the "Award Agreement") pursuant to the Icahn Enterprises L.P. 2017 Long-Term Incentive Plan, as it may be amended from time to time (the "Plan"), for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged. Unless otherwise defined herein, the terms defined in the Award Agreement or the Plan, as applicable, shall have the same defined meaning in this General Release. For purposes of this General Release, the "Company" means, collectively, Icahn Enterprises L.P., Icahn Enterprises Holdings L.P., Icahn Capital LP, and their respective Affiliates.

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

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

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

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

4. Employee acknowledges and recites that:

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

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

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

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

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

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

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

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

8. Employee agrees and acknowledges that he continues to be subject to the restrictive covenant provisions contained in the letter agreement between Icahn Enterprises L.P. and the Employee dated December 9, 2021, including but not limited to the non-disparagement, non-compete and non-solicitation covenants therein.

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

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

ICAHN ENTERPRISES L.P.

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

By: ____________________________

Name:
Title:

Date: December 9, 2021

EMPLOYEE:

Ted Papapostolou

Date: December 9, 2021

SUBSIDIARIES OF THE REGISTRANT

Entity	Jurisdiction of Formation
Icahn Enterprises Holdings L.P.	Delaware
American Entertainment Properties Corp.	Delaware
AEP Real Estate Holdings LLC	Delaware
AEP CCR LLC	Delaware
IE Net Lease LLC	Delaware
New Seabury Homes LLC	Delaware
IEP Utility Holdings LLC	Delaware
AREP Debt HoldCo LLC	Delaware
AREP Florida Holdings LLC	Delaware
AREP New York Holdings LLC	Delaware
AREP Real Estate Holdings LLC	Delaware
Atlantic Coast Entertainment Holdings, Inc.	Delaware
Bayswater Development LLC	Delaware
Bayswater Falling Waters LLC	Delaware
Bayswater Flat Pond LLC	Delaware
Bayswater Hammond Ridge LLC	Delaware
Bayswater Pondview LLC	Delaware
Bayswater Seaside II LLC	Delaware
GH Vero Beach Development LLC	Delaware
GH Vero Holdings LLC	Delaware
Grand Harbor Golf Club LLC	Delaware
Grand Harbor North Land LLC	Delaware
Icahn Automotive Service LLC	Delaware
Icahn Automotive Group LLC	Delaware
767 Auto Leasing LLC	Delaware
Icahn Enterprises Onshore/Offshore Investors LLC	Delaware
Icahn Strategy Holding Corp.	Delaware
IEH Auto Parts Holding LLC	Delaware
IEH BioPharma LLC	Delaware
IEH Loop Road LLC	Delaware
IEH Sherman Drive LLC	Delaware
IEP Energy Holding LLC	Delaware
IEP Ferrous Brazil LLC	Delaware
IEP Ferrous Brazil Sub LLC	Delaware
IEP AC Holdings LP	Delaware
IEP AC Plaza LLC	New Jersey
TERH LP, Inc.	Delaware
TTM Associates	New Jersey
TER Holdings I, Inc. f/k/a Trump Entertainment Resorts, Inc.	Delaware
IEP Peachtree LLC	Delaware
IEP Valley LLC	Delaware
IEP Viga LLC	Delaware
New Seabury Golf Club LLC	Delaware
New Seabury Properties L.L.C .	Delaware

New Seabury Real Estate Holdings LLC	Delaware
NS Beach Club LLC	Delaware
VB Community Management LLC	Delaware
Vero Beach Acquisition LLC	Delaware
IEP Eagle Beach LLC	Delaware
Eagle Entertainment Cayman Holdings Company Ltd.	Cayman Islands
Abura Development Corporation	Aruba
Eagle Aruba Casino Operating Corporation VBA	Aruba
Eagle Aruba Resort Operating Corporation VBA	Aruba
Federal-Mogul Ignition Company	Missouri
Federal-Mogul New Products Inc.	Delaware
IEP Parts Acquisition LLC	Delaware
IE Gator Leasing LLC	Delaware
Icahn Enterprises Finance Corp.	Delaware
Nashville Recycling, LLC	Delaware
IPH GP LLC	Delaware
Icahn Capital LP	Delaware
Icahn Onshore LP	Delaware
Icahn Offshore LP	Delaware
Icahn Partners LP	Delaware
Icahn Agency Services LLC	Delaware
Icahn Partners Master Fund LP	Delaware
The Pep Boys Manny Moe & Jack of Delaware, LLC (189 "Pep Boys" stores omitted)	Delaware
The Pep Boys Manny Moe & Jack (275 "Pep Boys" stores omitted)	Pennsylvania
Tire Store Holding Corp.	Delaware
Big 10 Tire Stores, LLC (79 "Big 10 Tires" stores omitted)	Delaware
Pep Boys - Manny, Moe & Jack of Puerto Rico, Inc. (26 "Pep Boys" stores omitted)	Delaware
Carrus Supply Corporation	Delaware
PB Acquisition Company Florida LLC (11 "Pep Boys" stores omitted)	Delaware
PB Acquisition Company Texas LLC (4 "Pep Boys" stores omitted)	Delaware
PB Acquisition Company North Carolina LLC (3 "Pep Boys" stores omitted)	Delaware
PB Acquisition Company Puerto Rico LLC (6 "Pep Boys" stores omitted)	Delaware
PB Acquisition Company Tennessee LLC (3 "Pep Boys" stores omitted)	Delaware
Colchester Insurance Company	Vermont
Pep Boys - Manny, Moe & Jack of Delaware, Inc.	Delaware
Car Sales US LLC	Delaware
Car Sales of New York LLC	Delaware
Car Sales of California LLC	Delaware
Car Sales of Georgia LLC	Delaware
Car Sales of Pennsylvania LLC	Delaware
The Pep Boys - Manny, Moe & Jack of California (224 "Pep Boys" stores omitted)	California
PB Acquisition Company San Diego LLC	Delaware
PB Acquisition Company Arizona LLC (14 "Pep Boys" stores omitted)	Delaware
PB Acquisition Company Alameda LLC (3 "Pep Boys" stores omitted)	Delaware
PB Acquisition Company Minnesota LLC (2 "Pep Boys" stores omitted)	Delaware
PB Acquisition Company Illinois LLC (2 "Pep Boys" stores omitted)	Delaware
PB Acquisition Company Hartford LLC (2 "Pep Boys" stores omitted)	Delaware
PB Acquisition Company Massachusettes LLC (2 "Pep Boys" stores omitted)	Delaware

PB Acquisition Company Michigan LLC (5 "Pep Boys" stores omitted)	Delaware
PB Acquisition Company Nassau LLC (5 "Pep Boys" stores omitted)	Delaware
PB Acquisition Company Washington LLC (10 "Pep Boys" stores omitted)	Delaware
JBRE Holdings, LLC	Delaware
JBRE, LLC	Delaware
JBRE CTEX LLC (9 "Pep Boys" stores omitted)	Delaware
JBRE CO LLC (9 "Pep Boys" stores omitted)	Delaware
JBRE AZ LLC (4 "Pep Boys" stores omitted)	Delaware
JBRE GA LLC (6 "Pep Boys" stores omitted)	Delaware
JBRE NV LLC (6 "Pep Boys" stores omitted)	Delaware
JBRE NTEX LLC (15 "Pep Boys" stores omitted)	Delaware
JBRE FL LLC (24 "Pep Boys" stores omitted)	Delaware
JBRE STEX LLC (7 "Pep Boys" stores omitted)	Delaware
Precision Auto Care, Inc. (36 "Precision Tune" stores omitted)	Virginia
Precision Printing, Inc.	Virginia
WE JAC Corporation	Delaware
Precision Tune Auto Care, Inc.	Virginia
PTAC Operating Centers, LLC	Virginia
PTW, Inc.	Washington
Precision Franchising LLC	Virginia
PT Auto Care Canada, Inc	Canada
ACC-U-TUNE	California
National 60 Minute Tune, Inc	Washington
Colorado Tune, Inc	Colorado
Miracle Industries, Inc	Ohio
PAC Mexican Delaware Holding Company Inc.	Delaware
Precision Auto Care Mexico II, S. de R.l.	Mexico
Precision Auto Care Mexico I, S. de R.l.	Mexico
Promotora de Franquicas Praxis, S.A. de C.V.	Mexico
Praxis Afinaciones Puerto Rico, Inc.	Mexico
Sixar Afinaciones Puerto Rico, Inc.	Mexico
Praxis Autopartes S.S. de C.V.	Mexico
Praxis Afinaciones S.A. de C.V.	Mexico
Premier Accessories S.A. de C.V.	Mexico
Sixar Afinaciones S.A. de C.V.	Mexico
Sixar Guadalajara S.A. de C.V.	Mexico
Sixar Occidente, S.A.	Mexico
Miracle Partners, Inc.	Delaware
Precision Building Solutions, Inc.	Delaware
IEH Auto Parts Holding LLC	Delaware
IEH BA LLC	Delaware
IEH AIM LLC	Delaware
Icahn Automotive Service Partners LLC	Delaware
IEH Auto Parts LLC (433 "Auto Plus" and 55 "Consumer Auto Parts" stores omitted)	Delaware
AP Acquisition Company Clark LLC	Delaware
AP Acquisition Company Gordon LLC	Delaware
AP Acquisition Company Missouri LLC	Delaware
AP Acquisition Company Washington LLC	Delaware

AP Acquisition Company Massachusetts LLC	Delaware
AP Acquisition Company New York LLC	Delaware
AP Acquisition Company North Carolina LLC	Delaware
AAMCO Transmissions, LLC	Pennsylvania
AAMCO Canada, Inc.	Canada
American Driveline Technical Services, LLC	Pennsylvania
American Driveline Centers, LLC	Pennsylvania
Cottman Transmission Systems, LLC	Delaware
Ross Advertising, LLC	Pennsylvania
AAMCO Retail LLC	Delaware
AAMCO Northeast LLC (3 "AAMCO" stores omitted)	Delaware
AAMCO Northwest LLC (10 "AAMCO" stores omitted)	Delaware
AAMCO Southeast LLC	Delaware
AAMCO Southwest LLC	Delaware
Transom ADS Holdings Corp	Delaware
American Driveline Systems, Inc.	Delaware
CVR Energy Inc.	Delaware
CVR Energy Holdings, Inc.	Delaware
CVR Services, 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
Wynnewood Energy Company, LLC	Delaware
Wynnewood Refining Company, LLC	Delaware
CVR Refining, LLC	Delaware
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 Fertlizers, LLC	Delaware
Wynnewood Insurance Corporation	Texas
CVR Nitrogen Holdings, LLC	Delaware
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 Spain SL	Spain
Viskase Brasil Embalagens Ltda	Brazil

Viskase Asia Pacific Corp	Philippines
Viskase Sales Philippines Inc.	Philippines
Viskase Holdings, Inc.	Delaware
Walsroder Casings GmbH	Germany
CT Casings Beteiligungs GmbH	Germany
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, LLC	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.	British Virgin Islands
WestPoint Home (Bahrain) W.L.L.	Bahrain
WestPoint Home (Shanghai) Inc.	China
WestPoint Home Luxury Linens LLC	Delaware
WP Properties Greenville, LLC	Delaware
WP Properties LMP, LLC	Delaware
WP Properties Opelika Lots, LLC	Delaware
WP Properties Lakeview, LLC	Delaware
WP Properties Transportation Center, LLC	Delaware
WestPoint VSS Holding LLC	Delaware
Vision Linens Global Limited	United Kingdom
Vision Linens Group Limited	United Kingdom
Vision Support Services Asia Limited	Hong Kong
Vision Support Services Limited	Mauritius
Vision Support Services Pakistan (Private) Ltd	Pakistan
VSS Sourcing (India) Private Limited	India
Vision Support Services (Ningbo) Limited	China
Vision Support Gulf FZE	United Arab Emirates
Vision Support Services Europe Limited	Republic of Ireland
Vision Linens Limited	United Kingdom
Lissadell Liddell Ireland Limited	Republic of Ireland
Vision Linens B.V.	Netherlands
L Whitaker Services	United Kingdom
HLL Linens Private Limited Company	United Kingdom
Vision Support Trading LLC	United Arab Emirates
VSS Support Global Private Limited	India

Vision Support Services (Shanghai) Limited	China
VIVUS LLC	Delaware
Vivus Pharmaceuticals Limited	Canada
VIVUS BV	Netherlands
Vivus Digital Health	Delaware

SUBSIDIARY GUARANTOR

Each of the senior unsecured notes listed below have been issued by Icahn Enterprises L.P. (“Icahn Enterprises”) and Icahn Enterprises Finance Corp. (“Icahn Enterprises Finance”), as co-issuers, and are guaranteed by Icahn Enterprises Holdings L.P. (“Icahn Enterprises Holdings”).

Icahn Enterprises has a 99% limited partner interest in Icahn Enterprises Holdings, which owns substantially all the assets and liabilities of, and conducts substantially all the operations of, Icahn Enterprises. Icahn Enterprises Finance is a wholly owned finance subsidiary of Icahn Enterprises.

6.250% senior unsecured notes due 2022
6.750% senior unsecured notes due 2024
4.750% senior unsecured notes due 2024
6.375% senior unsecured notes due 2025
6.250% senior unsecured notes due 2026
5.250% senior unsecured notes due 2027
4.375% senior unsecured notes due 2029

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 25, 2022, with respect to the consolidated financial statements and internal control over financial reporting of Icahn Enterprises L.P. and subsidiaries included in the Annual Report of Icahn Enterprises L.P. on Form 10-K for the year ended December 31, 2021. We consent to the incorporation by reference of said reports in the Registration Statements of Icahn Enterprises L.P. and subsidiaries on Form S-3 (File No. 333-257902) and on Form S-8 (File No. 333-216934).

/s/GRANT THORNTON LLP

Fort Lauderdale, Florida
February 25, 2022

EXHIBIT 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

Pursuant to Section 302(a) of the Sarbanes Oxley Act of 2002 and Rule 13a-14(a) of the Securities Exchange Act of 1934

I, David Willetts, certify that:

1. I have reviewed this annual report on Form 10-K of Icahn Enterprises L.P. for the year ended December 31, 2021;

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

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

4. The registrant's 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 registrant 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 registrant's 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 registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's 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 registrant's 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 registrant's internal control over financial reporting.

/s/David Willetts

David Willetts

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

Date: February 25, 2022

EXHIBIT 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER

Pursuant to Section 302(a) of the Sarbanes Oxley Act of 2002 and Rule 13a-14(a) of the Securities Exchange Act of 1934

I, Ted Papapostolou, certify that:

1. I have reviewed this annual report on Form 10-K of Icahn Enterprises L.P. for the year ended December 31, 2021;

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

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

4. The registrant’s 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 registrant 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 registrant’s 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 registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting.

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s 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 registrant’s 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 registrant’s internal control over financial reporting.

/s/Ted Papapostolou

Ted Papapostolou

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

Date: February 25, 2022

EXHIBIT 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

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

In connection with the annual report on Form 10-K of Icahn Enterprises L.P., for the year ended December 31, 2021, the undersigned certify that, to the best of his knowledge, based upon a review of the Icahn Enterprises L.P. annual report on Form 10-K for the year ended December 31, 2021:

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

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

/s/David Willetts

David Willetts

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

Date: February 25, 2022

/s/Ted Papapostolou

Ted Papapostolou

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

Date: February 25, 2022