BEFORE THE NEVADA GAMING COMMISSION AND THE STATE GAMING CONTROL BOARD

In the Matter of	
ICAHN ENTERPRISES L.P.	
(Delayed Public Offering)	

ORDER

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on May 13, 2015, and before the Nevada Gaming Commission ("Commission") on May 28, 2015, at Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE

RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

- 1. THAT the following application, as amended and supplemented, has been filed:
- a. The application of Icahn Enterprises L.P. for a three year approval of a continuous or delayed public offering by it or any affiliated company wholly-owned by it which is or would thereby become a publicly traded corporation ("Affiliate").
- 2. THAT for a period of three years, Icahn Enterprises L.P. and its Affiliate(s) are granted approval, pursuant to NGC Regulation 16.115, to make public offerings, subject to the following conditions:
- a. That at all times during the three-year period, Icahn Enterprises L.P. and its Affiliate(s) shall timely file all reports required by Section 13 or Section 15(d) of the Securities Exchange Act of 1934, as amended;

b. That upon filing documents with the United States Securities and
Exchange Commission ("SEC") regarding the sale of any securities for which approval would
otherwise be required, Icahn Enterprises L.P. and its Affiliate(s) shall contemporaneously
provide written notice and copies of such documents to the Board's Investigations Division -
Corporate Securities Section ("Division"), and shall keep said Division continuously and
promptly informed as to the progress of any public offering made hereunder and as to any other
event that would have a material effect on Icahn Enterprises L.P. or its subsidiaries which would
be subject to reporting on SEC Form 8-K; and

c. That	the approval herein granted may be rescinded without prior notice
upon the issuance of an int	erlocutory stop order by the Chairman of the Board. Said
interlocutory stop order, if is	ssued, shall remain in effect until the interlocutory stop order is lifted
by the Commission upon s	uch terms as are satisfactory to the Commission.

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3. THAT the Commission hereby delegates to the Chairman of the Board the authority to issue interlocutory stop orders for any cause deemed reasonable by the Chairman, which shall remain in effect until lifted by the Commission as provided in Paragraph 2(c) above. ENTERED at Las Vegas, Nevada, this 28th day of May 2015.