### SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### **SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. )\*

	CVR	Energy,	Inc
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(Name of Issuer)

# Common Stock, par value \$0.01

(Title of Class of Securities)

#### 12662P108

(CUSIP Number)

Keith Schaitkin, Esq. Icahn Capital LP 767 Fifth Avenue, 47<sup>th</sup> Floor New York, New York 10153 (212) 702-4300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

#### January 3, 2012

(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Section 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

**Note**: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

### SCHEDULE 13D

CUSIP	No.	12662P108
COSII	INU.	120021 100

1.	Name of High Riv	Reporting Person ver Limited Partnership
2		ne Appropriate Box if a Member of a Group
	(a)	0
	(b)	o

4 Source of Funds

SEC Use Only

WC

3

5	5 Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o			
6	6 Citizenship or Place of Organization Delaware			
	7	Sole Voting Power 2,516,845 (includes Shares underlying call options. See Item 5)		
Number of Shares Beneficially	8	Shared Voting Power 0		
Owned by Each Reporting Person With:	9	Sole Dispositive Power 2,516,845 (includes Shares underlying call options. See Item 5)		
	10	Shared Dispositive Power 0		
11	Aggregate 2,516,845	Amount Beneficially Owned by Each Reporting Person (includes Shares underlying call options. See Item 5)		
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o			
13	Percent of Class Represented by Amount in Row (11) 2.91%			
14	Type of Reporting Person PN			
		2		
CUSIP No. 1:	2662P108	SCHEDULE 13D		
1.	Name of Reporting Person Hopper Investments LLC			
2	Check the	Appropriate Box if a Member of a Group		
	(a) (b)	0		
3	SEC Use C	Only		

4	Source of Funds OO		
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Place of Organization		
	Delaware		
	7	Sole Voting Power 0	
Number of Shares Beneficially	8	Shared Voting Power 2,516,845 (includes Shares underlying call options. See Item 5)	
Owned by Each Reporting Person With:	9	Sole Dispositive Power 0	
	10	Shared Dispositive Power 2,516,845 (includes Shares underlying call options. See Item 5)	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,516,845 (includes Shares underlying call options. See Item 5)		
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represented by Amount in Row (11) 2.91%		
14	Type of Reporting Person OO		
		3	
		SCHEDULE 13D	
CUSIP No. 12	2662P108		
1.	Name of R Barberry C	eporting Person	
		•	

2

Check the Appropriate Box if a Member of a Group

	(a)	0		
	(b)	0		
3	SEC Use Only			
4	Source of F OO	unds		
5	Check Box	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Place of Organization Delaware			
	7	Sole Voting Power 0		
Number of Shares Beneficially	8	Shared Voting Power 2,516,845 (includes Shares underlying call options. See Item 5)		
Owned by Each Reporting Person With:	9	Sole Dispositive Power 0		
	10	Shared Dispositive Power 2,516,845 (includes Shares underlying call options. See Item 5)		
11	Aggregate Amount Beneficially Owned by Each Reporting Person 2,516,845 (includes Shares underlying call options. See Item 5)			
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o			
13	Percent of Class Represented by Amount in Row (11) 2.91%			
14	Type of Reporting Person			
		4		

1.	Name of Reporting Person Icahn Partners Master Fund LP		
2		Appropriate Box if a Member of a Group	
	(a)		
	(b)	0	
3	SEC Use O	nly	
4	Source of Funds WC		
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Place of Organization Cayman Islands		
	7	Sole Voting Power 4,089,286 (includes Shares underlying call options. See Item 5)	
Number of Shares Beneficially	8	Shared Voting Power 0	
Owned by Each Reporting Person With:	9	Sole Dispositive Power 4,089,286 (includes Shares underlying call options. See Item 5)	
	10	Shared Dispositive Power 0	
11	Aggregate Amount Beneficially Owned by Each Reporting Person 4,089,286 (includes Shares underlying call options. See Item 5)		
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represented by Amount in Row (11) 4.72%		
14	Type of Reporting Person PN		

1.64%

1.	Name of Re	eporting Person ers Master Fund II LP	
2	Check the A	Appropriate Box if a Member of a Group	
	(a)	0	
	(b)	0	
3	SEC Use O	nly	
4	Source of F	lunds	
5	Check Box	if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
6	Citizenship or Place of Organization Cayman Islands		
	7	Sole Voting Power 1,423,232 (includes Shares underlying call options. See Item 5)	
Number of Shares	8	Shared Voting Power 0	
Beneficially Owned by Each Reporting Person With:	9	Sole Dispositive Power 1,423,232 (includes Shares underlying call options. See Item 5)	
	10	Shared Dispositive Power 0	
11		Amount Beneficially Owned by Each Reporting Person includes Shares underlying call options. See Item 5)	
12	Check Box	if the Aggregate Amount in Row (11) Excludes Certain Shares o	
13	Percent of O	Class Represented by Amount in Row (11)	

# SCHEDULE 13D

CUSIP	No.	12662P108
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14

CUSIP No. 1	JSIP No. 12662P108		
1	NI (D		
1.	Icahn Partr	eporting Person ners Master Fund III LP	
2	Charletha	Annualists Day if a Marshay of a Course	
2	Check the	Appropriate Box if a Member of a Group	
	(a)	0	
	(b)	0	
3	SEC Use C	Only	
4	Source of I	Funds	
	WC		
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Place of Organization Cayman Islands		
	_		
	7	Sole Voting Power 626,469 (includes Shares underlying call options. See Item 5)	
	_		
Number of Shares	8	Shared Voting Power 0	
Beneficially Owned by			
Each			
Reporting Person With:	9	Sole Dispositive Power 626,469 (includes Shares underlying call options. See Item 5)	
	10	Shared Dispositive Power 0	
11	Aggregate	Amount Beneficially Owned by Each Reporting Person	

626,469 (includes Shares underlying call options. See Item 5)

12	Check Box	if the Aggregate Amount in Row (11) Excludes Certain Shares o	
13	Percent of Class Represented by Amount in Row (11) 0.72%		
14	Type of Re	porting Person	
		7	
		SCHEDULE 13D	
CUSIP No. 1	2662P108		
1.	Name of R	eporting Person	
	Icahn Offsl	nore LP	
2	Check the	Appropriate Box if a Member of a Group	
	(a)	0	
	(b)	0	
3	SEC Use Only		
4	Course of Funds		
4	Source of Funds OO		
5	Chack Boy	if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o	
3	CHECK DOX	In Disclosure of Legal Proceedings is Required Fursuant to Reins 2(u) of 2(e)	
6	Citizenship or Place of Organization Delaware		
	_		
	7	Sole Voting Power 0	
	0	Channel Vertice Decree	
Number of Shares	8	Shared Voting Power 6,138,987 (includes Shares underlying call options. See Item 5)	
Beneficially Owned by			
Each Reporting	9	Sole Dispositive Power	
Person With:	5	0	
	10	Shared Dispositive Power	
		6,138,987 (includes Shares underlying call options. See Item 5)	

11	Aggregate A 6,138,987 (i	Amount Beneficially Owned by Each Reporting Person includes Shares underlying call options. See Item 5)	
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o		
13	Percent of Class Represented by Amount in Row (11) 7.09%		
14	Type of Reporting Person PN		
		8	
		SCHEDULE 13D	
CUSIP No. 1	2662P108		
1.	Name of Reporting Person Icahn Partners LP		
2	Check the Appropriate Box if a Member of a Group		
	(a)	0	
	(b)	0	
3	SEC Use Only		
4	Source of Funds WC		
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o		
6	Citizenship or Place of Organization Delaware		
Number of Shares	7	Sole Voting Power 3,928,395 (includes Shares underlying call options. See Item 5)	
Beneficially Owned by Each Reporting Person With:	8	Shared Voting Power 0	

	9	Sole Dispositive Power 3,928,395 (includes Shares underlying call options. See Item 5)
	10	Shared Dispositive Power 0
11	Aggregate	Amount Beneficially Owned by Each Reporting Person
11	3,928,395	(includes Shares underlying call options. See Item 5)
12	Check Box	if the Aggregate Amount in Row (11) Excludes Certain Shares o
13	Percent of 4.54%	Class Represented by Amount in Row (11)
14	Type of Re	porting Person
		9
CUSIP No.	12662P108	
1.	Name of R Icahn Onsh	
	- Teanin Onsi	eporting Person Fore LP
2		eporting Person tore LP  Appropriate Box if a Member of a Group
2		ore LP
2	Check the	Appropriate Box if a Member of a Group
2	Check the .	Appropriate Box if a Member of a Group  0 0
	Check the (a) (b)	Appropriate Box if a Member of a Group  O O O
3	Check the .  (a)  (b)  SEC Use Construction of Food	Appropriate Box if a Member of a Group  O O O

	7	Sole Voting Power 0			
	0	Chand Veting Day on			
Number of Shares Beneficially	8	Shared Voting Power 3,928,395 (includes Shares underlying call options. See Item 5)			
Owned by Each Reporting Person With:	9	Sole Dispositive Power 0			
	10	Shared Dispositive Power 3,928,395 (includes Shares underlying call options. See Item 5)			
11	Aggregate 2 3,928,395 (	Amount Beneficially Owned by Each Reporting Person includes Shares underlying call options. See Item 5)			
12	Check Box	if the Aggregate Amount in Row (11) Excludes Certain Shares o			
13	Percent of Class Represented by Amount in Row (11) 4.54%				
14	Type of Reporting Person PN				
		10			
CUSIP No. 1	2662P108	SCHEDULE 13D			
	20021 100				
1.	Name of Re Icahn Capit	eporting Person al LP			
2	Check the Appropriate Box if a Member of a Group				
	(a)	0			
	(b)	0			
3	SEC Use O	nly			
4	Source of F	unds			

Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o

5

6	Citizenship or Place of Organization Delaware				
	7	Sole Voting Power			
Number of Chares Beneficially Dwned by	8	Shared Voting Power 10,067,382 (includes Shares underlying call options. See Item 5)			
Cach Reporting Person With:	9	Sole Dispositive Power 0			
	10	Shared Dispositive Power 10,067,382 (includes Shares underlying call options. See Item 5)			
11		Amount Beneficially Owned by Each Reporting Person 2 (includes Shares underlying call options. See Item 5)			
12	Check Box	x if the Aggregate Amount in Row (11) Excludes Certain Shares o			
13	Percent of Class Represented by Amount in Row (11) 11.63%				
14	Type of Reporting Person PN				
		11			
		SCHEDULE 13D			
CUSIP No. 12	2662P108				
1.	Name of Reporting Person IPH GP LLC				
2	Check the	Appropriate Box if a Member of a Group			
	(a)	0			
	(b)	0			
3	SEC Use C	Only			

4	Source of Funds OO				
5	Check Box if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o				
6	Citizenship or Place of Organization Delaware				
	7	Sole Voting Power 0			
Number of Shares Beneficially	8	Shared Voting Power 10,067,382 (includes Shares underlying call options. See Item 5)			
Owned by Each Reporting Person With:	9	Sole Dispositive Power 0			
	10	Shared Dispositive Power 10,067,382 (includes Shares underlying call options. See Item 5)			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 10,067,382 (includes Shares underlying call options. See Item 5)				
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o				
13	Percent of Class Represented by Amount in Row (11) 11.63%				
14	Type of Reporting Person OO				
		12			
		SCHEDULE 13D			
CUSIP No. 12	2662P108				
1.	Name of Re Icahn Enter	eporting Person prises Holdings L.P.			

Check the Appropriate Box if a Member of a Group

	(a)	0				
	(b)	0				
3	3 SEC Use Only					
4	Source of F OO	runds				
5	Check Box	if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o				
6	Citizenship Delaware	or Place of Organization				
	7	Sole Voting Power 0				
Number of Shares Beneficially	8	Shared Voting Power 10,067,382 (includes Shares underlying call options. See Item 5)				
Owned by Each Reporting Person With:	9	Sole Dispositive Power 0				
	10	Shared Dispositive Power 10,067,382 (includes Shares underlying call options. See Item 5)				
11	Aggregate Amount Beneficially Owned by Each Reporting Person 10,067,382 (includes Shares underlying call options. See Item 5)					
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o					
13	Percent of Class Represented by Amount in Row (11) 11.63%					
14	Type of Reporting Person PN					
		13				

1.	Name of Reporting Person Icahn Enterprises G.P. Inc.				
2	Check the Appropriate Box if a Member of a Group				
	(a)	0			
	(b)	0			
3	SEC Use O	nly			
4	Source of Funds OO				
5	Check Box	if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o			
6	Citizenship Delaware	or Place of Organization			
	7	Sole Voting Power 0			
Number of Shares Beneficially	8	Shared Voting Power 10,067,382 (includes Shares underlying call options. See Item 5)			
Owned by Each Reporting Person With:	9	Sole Dispositive Power 0			
	10	Shared Dispositive Power 10,067,382 (includes Shares underlying call options. See Item 5)			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 10,067,382 (includes Shares underlying call options. See Item 5)				
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o				
13	Percent of C	Class Represented by Amount in Row (11)			
14	Type of Rep	porting Person			

11.63%

1.	Name of Reporting Person Beckton Corp.				
2	Check the Appropriate Box if a Member of a Group				
	(a)	0			
	(b)	0			
3	SEC Use O	nly			
4	Source of F	unds			
5	Check Box	if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o			
6	Citizenship or Place of Organization Delaware				
	7	Sole Voting Power 0			
Number of Shares Beneficially Owned by Each Reporting Person With:	8	Shared Voting Power 10,067,382 (includes Shares underlying call options. See Item 5)			
	9	Sole Dispositive Power 0			
	10	Shared Dispositive Power 10,067,382 (includes Shares underlying call options. See Item 5)			
11	Aggregate Amount Beneficially Owned by Each Reporting Person 10,067,382 (includes Shares underlying call options. See Item 5)				
12	Check Box	if the Aggregate Amount in Row (11) Excludes Certain Shares o			
13	Percent of O	Class Represented by Amount in Row (11)			

14

# SCHEDULE 13D

Number of Shares Beneficially Owned by

- 8 Shared Voting Power
  - 12,584,227 (includes Shares underlying call options. See Item 5)
- Each Reporting Person With:
- 9 Sole Dispositive Power
- 10 Shared Dispositive Power
  - 12,584,227 (includes Shares underlying call options. See Item 5)
- 11 Aggregate Amount Beneficially Owned by Each Reporting Person 12,584,227 (includes Shares underlying call options. See Item 5)

12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares o
13	Percent of Class Represented by Amount in Row (11) 14.54%
14	Type of Reporting Person IN
	16

### SCHEDULE 13D

## Item 1. Security and Issuer

This statement relates to the Common Stock, par value \$0.01 (the "Shares"), issued by CVR Energy, Inc. (the "Issuer"). The address of the principal executive offices of the Issuer is 2277 Plaza Drive, Suite 500, Sugar Land, Texas 77479.

# Item 2. Identity and Background

The persons filing this statement are High River Limited Partnership ("High River"), Hopper Investments LLC ("Hopper"), Barberry Corp. ("Barberry"), Icahn Partners Master Fund LP ("Icahn Master Fund II LP ("Icahn Master II"), Icahn Partners Master Fund III LP ("Icahn Master III"), Icahn Partners Master Fund III LP ("Icahn Master III"), Icahn Offshore LP ("Icahn Offshore"), Icahn Partners LP ("Icahn Partners"), Icahn Onshore LP ("Icahn Onshore"), Icahn Capital LP ("Icahn Capital"), IPH GP LLC ("IPH"), Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"), Icahn Enterprises G.P. Inc. ("Icahn Enterprises GP"), Beckton Corp. ("Beckton"), and Carl C. Icahn, a citizen of the United States of America (collectively, the "Reporting Persons").

The principal business address of each of (i) High River, Hopper, Barberry, Icahn Offshore, Icahn Partners, Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP and Beckton is White Plains Plaza, 445 Hamilton Avenue - Suite 1210, White Plains, NY 10601, (ii) Icahn Master, Icahn Master III and Icahn Master III is c/o Walkers SPV Limited, P.O. Box 908GT, 87 Mary Street, George Town, Grand Cayman, Cayman Islands, and (iii) Mr. Icahn is c/o Icahn Associates Corp., 767 Fifth Avenue, 47th Floor, New York, NY 10153.

Barberry is the sole member of Hopper, which is the general partner of High River. Icahn Offshore is the general partner of each of Icahn Master, Icahn Master III and Icahn Master III. Icahn Onshore is the general partner of Icahn Partners. Icahn Capital is the general partner of each of Icahn Offshore and Icahn Onshore. Icahn Enterprises Holdings is the sole member of IPH, which is the general partner of Icahn Capital. Beckton is the sole stockholder of Icahn Enterprises GP, which is the general partner of Icahn Enterprises Holdings. Carl C. Icahn is the sole stockholder of each of Barberry and Beckton. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of the Reporting Persons. In addition, Mr. Icahn is the indirect holder of approximately 92.6% of the outstanding depositary units representing limited partnership interests in Icahn Enterprises L.P. ("Icahn Enterprises"). Icahn Enterprises GP is the general partner of Icahn Enterprises, which is the sole limited partner of Icahn Enterprises Holdings.

Each of High River and Barberry is primarily engaged in the business of investing in securities. Hopper is primarily engaged in the business of serving as the general partner of High River. Each of Icahn Master, Icahn Master II, Icahn Master III and Icahn Partners is primarily engaged in the business of investing in securities. Icahn Offshore is primarily engaged in the business of serving as the general partner of each of Icahn Master, Icahn Master III and Icahn Master III. Icahn Onshore is primarily engaged in the business of serving as the general partners. Icahn Capital is primarily engaged in the business of serving as the general partner of Icahn Partners. Icahn Capital is primarily engaged in the business of serving as the general partner of Icahn Capital. Icahn Enterprises Holdings is primarily engaged in the business of holding direct or indirect interests in various operating businesses. Icahn Enterprises GP is primarily engaged in the business of serving as the general partner of each of Icahn Enterprises and Icahn Enterprises Holdings. Beckton is primarily engaged in the business of holding the capital stock of Icahn Enterprises GP.

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Carl C. Icahn's present principal occupation or employment is serving as (i) Chief Executive Officer of Icahn Capital LP, a wholly owned subsidiary of Icahn Enterprises, through which Mr. Icahn manages various private investment funds, including Icahn Partners, Icahn Master, Icahn Master II and Icahn Master III, (ii) Chairman of the Board of Icahn Enterprises GP, the general partner of Icahn Enterprises, a NASDAQ listed diversified holding company engaged in a variety of businesses, including investment, metals, automotive, real estate, railcar, food packaging, gaming, and home fashion, and (iii) Chairman of the Board and a director of Starfire Holding Corporation ("Starfire"), a holding company engaged in the business of investing in and/or holding securities of various entities, and as Chairman of the Board and a director of various of Starfire's subsidiaries.

The name, citizenship, present principal occupation or employment and business address of each director and executive officer of the Reporting Persons are set forth in Schedule A attached hereto.

None of the Reporting Persons nor any manager or executive officer of the Reporting Persons, has, during the past five years, (a) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (b) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting, or mandating activities subject to, Federal or State securities laws or a finding of any violation with respect to such laws.

The Reporting Persons may be deemed to be the beneficial owner of, in the aggregate, 12,584,227 Shares (including Shares underlying call options). The aggregate purchase price of the Shares and call options purchased by the Reporting Persons collectively was approximately \$144,676,267 (including commissions and premiums). The source of funding for these Shares and call options was the general working capital of the respective purchasers. The Shares and call options are held by the Reporting Persons in margin accounts together with other securities. Such margin accounts may from time to time have debit balances. Part of the purchase price of the Shares and call options was obtained through margin borrowing.

#### **Item 4. Purpose of Transaction**

The Reporting Persons acquired the Shares in the belief that the Shares were undervalued. The Reporting Persons may have conversations with management of the Issuer to discuss its business and strategic alternatives for the Issuer.

The Reporting Persons may, from time to time and at any time: (i) acquire additional Shares and/or other equity, debt, notes, instruments or other securities (collectively, "Securities") of the Issuer and/or its subsidiaries in the open market or otherwise; (ii) dispose of any or all of their Securities in the open market or otherwise; or (iii) engage in any hedging or similar transactions with respect to the Securities.

#### Item 5. Interest in Securities of the Issuer

(a) The Reporting Persons may be deemed to beneficially own, in the aggregate, 12,584,227 Shares (including Shares underlying call options), representing approximately 14.54% of the Issuer's outstanding Shares (based upon the 86,573,498 Shares stated to be outstanding as of November 1, 2011 by the Issuer in the Issuer's Form 10-Q for the quarterly period ended September 30, 2011).

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#### (b) For purposes of this Schedule 13D:

High River has sole voting power and sole dispositive power with regard to 2,516,845 Shares (including Shares underlying call options). Each of Hopper, Barberry and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master has sole voting power and sole dispositive power with regard to 4,089,286 Shares (including Shares underlying call options). Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares underlying call options). Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master III has sole voting power and sole dispositive power with regard to 626,469 Shares (including Shares underlying call options). Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Partners has sole voting power and sole dispositive power with regard to 3,928,395 Shares (including Shares underlying call options). Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares.

Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationships to High River (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended, the "Act") the Shares which High River directly beneficially owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to each of Icahn Master, Icahn Master II and Icahn Master III (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which each of Icahn Master, Icahn Master II and Icahn Master III directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes.

The Shares beneficially owned by the Reporting Persons include Shares underlying call options. The agreements governing these call options do not give the Reporting Persons direct or indirect voting, investment or dispositive control over the Shares to which these agreements relate. See Item 6.

(c) The following table sets forth all transactions with respect to Shares effected during the past sixty (60) days by any of the Reporting Persons. Except as otherwise noted below, all such transactions were purchases of Shares effected in the open market, and the table includes commissions paid in per share prices.

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Name of Reporting Person	Date of Transaction	Amount of Securities	Price Per Share/ Premium Per Option
High River	12/05/2011	145,898	18.95
High River	12/06/2011	144,102	18.91
High River	12/07/2011	140,000	19.00
High River	12/08/2011	140,000	18.42
High River	12/09/2011	108,988	18.65
High River	12/12/2011	87,000	18.31
High River	12/12/2011	53,000(1)	6.39(2)
High River	12/13/2011	40,000(1)	6.79(2)
High River	01/03/2012	240,000(1)	7.64(2)
High River	01/04/2012	145,180(1)	7.94(2)
High River	01/05/2012	248,681(1)	8.08(2)
High River	01/06/2012	140,000(1)	8.73(2)

High River				
High River   011/12012   200,000(1)   9.91(2)   High River   011/12012   20,000(3)   8.13(4)   Figh River   011/12012   20,000(3)   8.13(4)   Figh River   011/12012   20,000(3)   8.13(4)   Figh River   011/12012   20,000   8.05   8.05   8.13(4)   Figh River   120,00011   20,000   8.05   8	High River	01/09/2012	97,021(1)	8.74(2)
High River   011/12/012   20,000(3)   7,41(4)   High River   011/22/012   36,575(3)   8,13(4)   Icahn Parmers   1205/2011   220,000   18,95   Icahn Parmers   1206/2011   220,271   18,91   Icahn Parmers   1206/2011   219,528   19,00   Icahn Parmers   1206/2011   13,528   19,00   Icahn Parmers   1206/2011   13,528   18,02   Icahn Parmers   1206/2011   13,528   18,02   Icahn Parmers   1206/2011   13,528   18,02   Icahn Parmers   1206/2011   13,528   Icahn Parmers   1206/2011   13,529   Icahn Parmers   121/12/2011   18,027(3)   6,39(2)   Icahn Parmers   121/12/2011   38,222(3)   6,39(2)   Icahn Parmers   121/13/2011   6,260(4)   7,54(2)   Icahn Parmers   101/32/012   236,556(4)   7,54(2)   Icahn Parmers   101/32/012   236,556(4)   7,54(2)   Icahn Parmers   101/32/012   238,151(4)   8,08(2)   Icahn Parmers   101/32/012   238,151(4)   8,08(2)   Icahn Parmers   101/32/012   231,190(4)   9,07(2)   Icahn Parmers   101/32/012   311,190(4)   9,07(2)   Icahn Parmers   101/32/012   311,190(4)   9,07(2)   Icahn Parmers   101/32/012   311,190(4)   9,07(2)   Icahn Parmers   101/12/012   312,190(4)   9,07(2)   Icahn Parmers   101/12/012   325,431   Ilay   Ilay   Ilay   Ilay   Ilay   Ilay   Ilay   Ilay				
High Nive				
Tealin Partners   1205/2011   229,090   18.95   Tealin Partners   1206/2011   226,271   18.91   Tealin Partners   1206/2011   219,829   19.00   Tealin Partners   1206/2011   219,829   19.00   Tealin Partners   1206/2011   171,133   18.65   Tealin Partners   1206/2011   171,133   18.65   Tealin Partners   1206/2011   136,608   18.31   Tealin Partners   121/20211   18.9212   18.9214   19.9212   Tealin Partners   101/20212   151,434(1)   8.9422   Tealin Partners   101/20212   131,134(1)   8.9422   Tealin Partners   101/20212   131,218(1)   9.9122   Tealin Partners   101/20212   132,3331   18.95   Tealin Master   1206/2011   238,355   18.95   Tealin Master   1206/2011   238,355   18.95   Tealin Master   1206/2011   238,351   18.95   Tealin Master   1206/2011   234,953(1)   9.900   Tealin Master   1206/2011   234,953(1)   9.900   Tealin Master   1206/2011   324,953(1)   3.800   Tealin Master   1206/2011   326,95(1)   3.800   Tealin Master   1206/2011   326,				
Techn Parmers   1206/2011   226,271   18.91   Techn Parmers   1207/2011   219,829   19.00   Techn Parmers   1208/2011   219,829   18.42   Techn Parmers   1208/2011   171,133   18.65   Techn Parmers   1209/2011   171,133   18.65   Techn Parmers   1207/2011   136,009   10.31   Techn Parmers   1214/2011   136,009   10.31   Techn Parmers   1214/2011   136,009   10.31   Techn Parmers   1214/2011   10.3027(1)   6.79(2)   Techn Parmers   1214/2011   02.307(1)   7.94(2)   Techn Parmers   1214/2011   02.307(1)   7.94(2)   Techn Parmers   0104/2012   226,004(1)   7.94(2)   Techn Parmers   0104/2012   226,004(1)   7.94(2)   Techn Parmers   0104/2012   236,004(1)   7.94(2)   Techn Parmers   0109/2012   312,164(1)   6.99(2)   Techn Parmers   0109/2012   312,164(1)   6.99(2)   Techn Parmers   0109/2012   312,164(1)   6.99(2)   Techn Parmers   0101/2012   312,164(1)   6.99(2)   Techn Master   1206/2011   238,365   18.95   Techn Master   1206/2011   228,730   19.00   Techn Master   1206/2011   228,730   19.00   Techn Master   1206/2011   178,062   18.65   Techn Master   1206/2011   179,061   18.95   Techn Master   1206/2011	High River	01/12/2012	366,975(3)	8.13(4)
Techn Parmers   1206/2011   226,271   18.91   Techn Parmers   1207/2011   219,829   19.00   Techn Parmers   1208/2011   219,829   18.42   Techn Parmers   1208/2011   171,133   18.65   Techn Parmers   1209/2011   171,133   18.65   Techn Parmers   1207/2011   136,009   10.31   Techn Parmers   1214/2011   136,009   10.31   Techn Parmers   1214/2011   136,009   10.31   Techn Parmers   1214/2011   10.3027(1)   6.79(2)   Techn Parmers   1214/2011   02.307(1)   7.94(2)   Techn Parmers   1214/2011   02.307(1)   7.94(2)   Techn Parmers   0104/2012   226,004(1)   7.94(2)   Techn Parmers   0104/2012   226,004(1)   7.94(2)   Techn Parmers   0104/2012   236,004(1)   7.94(2)   Techn Parmers   0109/2012   312,164(1)   6.99(2)   Techn Parmers   0109/2012   312,164(1)   6.99(2)   Techn Parmers   0109/2012   312,164(1)   6.99(2)   Techn Parmers   0101/2012   312,164(1)   6.99(2)   Techn Master   1206/2011   238,365   18.95   Techn Master   1206/2011   228,730   19.00   Techn Master   1206/2011   228,730   19.00   Techn Master   1206/2011   178,062   18.65   Techn Master   1206/2011   179,061   18.95   Techn Master   1206/2011	Icahn Partners	12/05/2011	229 090	18 95
Techn Parmers   1207/2011   219,829   19.00   1206h Parmers   1208/2011   121,833   18.65   1208/2011   121,833   18.65   1208/2011   131,833   18.65   1208/2011   131,833   18.65   1208/2011   131,833   18.65   1208/2011   131,6600   18.31   1206h Parmers   121/2/2011   63,202(1)   6.79(2)   120h Parmers   121/2/2011   63,202(1)   6.79(2)   120h Parmers   121/2/2011   62,207(1)   7.94(2)   120h Parmers   0103/2012   286,556(1)   7.94(2)   120h Parmers   0105/2012   286,551(1)   8.08(2)   120h Parmers   0105/2012   288,151(1)   8.08(2)   120h Parmers   0105/2012   218,194(1)   8.74(2)   120h Parmers   0105/2012   312,194(1)   8.74(2)   120h Parmers   0109/2012   312,194(1)   8.74(2)   120h Parmers   0109/2012   312,194(1)   8.74(2)   120h Parmers   0109/2012   312,194(1)   8.74(2)   120h Parmers   0111/2012   312,194(1)   8.94(2)   120h Parmers   0111/2012   372,79(3)   7.94(2)   120h Parmers   0111/2012   372,79(3)   7.94(2)   120h Parmers   1206/2011   228,365   8.95   120h Parmers   1206/2011   228,365   8.95   120h Parmers   1206/2011   228,365   8.95   120h Parmers   1206/2011   228,730   19.00   120h Parmers   1206/2011   120,393   18.91   120h Parmers   1206/2011   1206/2013   120,393   120h Parmers   1206/2013   120h Parmers			· · · · · · · · · · · · · · · · · · ·	
Kath Pattures   1208/2011   171,133   18,65   Kath Pattures   1209/2011   171,133   18,65   Kath Pattures   1209/2011   171,133   18,65   Kath Pattures   121/2/2011   136,099   18,31   Kath Pattures   121/2/2011   136,099   18,31   Kath Pattures   121/3/2011   62,007(1)   6.79(2)   Kath Pattures   01/03/2012   366,556(1)   7.64(2)   Kath Pattures   01/03/2012   226,003(1)   7.94(2)   Kath Pattures   01/04/2012   226,003(1)   7.94(2)   Kath Pattures   01/05/2012   388,151(1)   8.08(2)   Kath Pattures   01/05/2012   388,151(1)   8.07(2)   Kath Pattures   01/05/2012   312,168(1)   8.79(2)   Kath Pattures   01/05/2012   312,168(1)   8.79(2)   Kath Pattures   01/05/2012   312,168(1)   8.95(2)   Kath Pattures   01/11/2012   312,168(1)   9.91(2)   Kath Pattures   01/11/2012   312,168(1)   9.91(2)   Kath Pattures   01/11/2012   312,168(1)   9.91(2)   Kath Pattures   01/11/2012   31,216(1)   9.91(2)   Kath Pattures   01/11/2012   32,331   18,91   Kath Pattures   01/11/2011   01/11/2012   01/11/20				
Each Partners   1209/2011   171,133   18.65   Ratha Partners   1211/2011   136,609   18.3   15cha Partners   1211/2011   136,609   18.3   15cha Partners   1211/2011   62,807(1)   6.78(2)   6.78(				
Icahn Partners   121/2/2011   136,099   18.31   13.00   13.31   13.00   13.31   13.00   13.31   13.00   13.31   13.00   13.31   13.3				
Cahn Parmers   121/2/2011   63,32/2   6.39/2   Cahn Parmers   121/3/2011   6.2,907(1)   6.79/2   Cahn Parmers   01/03/2012   366,556(1)   7.46/2   Cahn Parmers   01/03/2012   286,556(1)   7.46/2   Cahn Parmers   01/05/2012   288,151(1)   8.79/2   Cahn Parmers   01/05/2012   288,151(1)   8.79/2   Cahn Parmers   01/05/2012   218,151(1)   8.79/2   Cahn Parmers   01/05/2012   151,434(1)   8.74/2   Cahn Parmers   01/05/2012   312,168(1)   8.96/2   Cahn Parmers   01/10/2012   312,168(1)   8.96/2   Cahn Parmers   01/10/2012   312,168(1)   9.91/2   Cahn Parmers   01/11/2012   312,168(1)   9.91/2   Cahn Parmers   01/11/2012   312,168(1)   9.91/2   Cahn Parmers   01/11/2012   372,790(3)   8.13/4   Cahn Parmers   01/12/2012   572,790(3)   8.13/4   Cahn Parmers   12/05/2011   238,365   18.95   Cahn Master   12/05/2011   238,365   18.95   Cahn Master   12/05/2011   238,739   19.00   Cahn Master   12/05/2011   228,739   19.00   Cahn Master   12/05/2011   12/05/2013   18.34   Cahn Master   12/05/2011   17/05/2   18.45   Cahn Master   12/05/2011   17/05/2   18.05   Cahn Master   12/05/2011   18.05   Cahn Master   12/05/2012   302,201(1)   7.64/2   Cahn Master   01/05/2012   302,201(1)   7.64/2   Cahn Master   01/05/2012   240,494(1)   8.08/2   Cahn Master   01/05/2012   32,4953(1)   8.96/2   Cahn Master   01/05/2012   32,4953(1)   3.96/2				
Cahn Partners				
Cahn Partners				
Each Partners   0104/2012   226,603(1)   7.94(2)   126hb Partners   0105/2012   388,151(1)   8.08(2)   126hb Partners   0106/2012   218,519(1)   8.73(2)   126hb Partners   0109/2012   315,1434(1)   8.04(2)   126hb Partners   0109/2012   315,1434(1)   8.04(2)   126hb Partners   0110/2012   312,168(1)   9.91(2)   126hb Partners   0111/2012   572,790(3)   8.13(4)   126hb Partners   0111/2012   572,790(3)   8.13(4)   126hb Partners   1206/2011   236,365   18.95   126hb Master   1206/2011   226,730   19.00   126hb Master   1206/2011   226,730   19.00   126hb Master   1209/2011   126,5341   18.91   126hb Master   1209/2011   126,529   18.42   126hb Master   1209/2011   126,592   18.45   126hb Master   1214/2011   142,139   18.31   18.91   126hb Master   1214/2011   142,139   18.31   18.91   126hb Master   1214/2011   145,590(1)   5.79(2)   126hb Master   1214/2011   165,390(1)   5.79(2)   126hb Master   1214/2011   165,390(1)   5.79(2)   126hb Master   0103/2012   328,301(1)   7.64(2)   126hb Master   0104/2012   235,884(1)   7.94(2)   126hb Master   0106/2012   227,466(1)   8.08(2)   126hb Master   0106/2012   324,953(1)   9.91(2)   126hb Master   0106/2012   324,953(1)   324,94   324,				
Ichn Partners			• •	
Trahn Partners   0.106/2012   218,519(1)   8,73(2)   15hn Partners   0.109/2012   151,434(1)   8,74(2)   15hn Partners   0.109/2012   312,168(1)   8,94(2)   15hn Partners   0.111/2012   312,168(1)   9,91(2)   15hn Partners   0.111/2012   312,168(1)   9,91(2)   15hn Partners   0.111/2012   312,168(1)   9,91(2)   15hn Partners   0.111/2012   312,16(3)   7,414(4)   15hn Partners   0.112/2012   572,790(3)   8,13(4)   15hn Partners   0.112/2011   238,345   18,95   18,95   15hn Master   1206/2011   238,341   18,91   15hn Master   1206/2011   228,730   19,00   15hn Master   1208/2011   228,730   19,00   15hn Master   1208/2011   120,00   18,05				
Icaha Parmers				
Cahn Partners			, , ,	
Icahn Partners				
Train Partners				
Cahn Master   12,05,2011   238,365   18,95   18,104   18,004   18,005   18,104   18,005   18,104   18,005   18,104   1				
Leahn Master			, , ,	
Icahn Master	Icann Partners	01/12/2012	5/2,/90(3)	8.13(4)
Icahn Master	Icahn Master	12/05/2011	238.365	18.95
Leahn Master				
Irahn Master   12/08/2011   128,729   18.42   18.65				
Icahn Master   12/09/2011   178,062   18.65   Icahn Master   12/12/2011   142,139   18.31   Icahn Master   12/12/2011   85,591(1)   6.39(2)   Icahn Master   12/13/2011   65,350(1)   6.79(2)   Icahn Master   01/03/2012   38,201(1)   7,64(2)   Icahn Master   01/04/2012   235,884(1)   7,94(2)   Icahn Master   01/04/2012   235,884(1)   7,94(2)   Icahn Master   01/06/2012   240,4048(1)   8.08(2)   Icahn Master   01/06/2012   227,466(1)   8.73(2)   Icahn Master   01/06/2012   227,466(1)   8.73(2)   Icahn Master   01/06/2012   324,953(1)   8.96(2)   Icahn Master   01/10/2012   324,953(1)   8.96(2)   Icahn Master   01/10/2012   324,953(1)   9.91(2)   Icahn Master   01/11/2012   324,953(1)   9.91(2)   Icahn Master   01/11/2012   324,953(1)   9.91(2)   Icahn Master   01/11/2012   324,953(1)   9.91(2)   Icahn Master   01/12/2012   596,250(3)   8.13(4)   Icahn Master   12/05/2011   80,641   18.95   Icahn Master   12/05/2011   79,850   18.91   Icahn Master   12/06/2011   79,850   18.91   Icahn Master   12/06/2011   77,381   19.00   Icahn Master   12/06/2011   77,381   19.00   Icahn Master   12/06/2011   77,382   16.42   Icahn Master   12/06/2011   77,382   16.42   Icahn Master   12/06/2011   48,088   18.31   Icahn Master   12/12/2011   48,088   18.31   Icahn Master   12/12/2011   49,088   18.31   Icahn Master   12/12/2011   49,088   18.31   Icahn Master   12/12/2011   22,19(1)   6.39(2)   Icahn Master   12/12/2011   22,19(1)   6.39(2)   Icahn Master   12/12/2011   22,19(1)   6.39(2)   Icahn Master   12/12/2011   23,096(1)   7,94(2)   Icahn Master   12/12/2011   23,096(1)   3,096(1)   3,99			•	
Icahn Master				
Icahn Master				
Icahn Master   12/13/2011   65,350(1)   6.79(2)   Icahn Master   01/03/2012   382,201(1)   7.64(2)   Icahn Master   01/04/2012   255,884(1)   7.94(2)   Icahn Master   01/05/2012   404,048(1)   8.08(2)   Icahn Master   01/06/2012   227,466(1)   8.73(2)				
Icahn Master				` '
Icahn Master   01/04/2012   235,884(1)   7,94(2)   Icahn Master   01/05/2012   404,048(1)   8,08(2)   Icahn Master   01/06/2012   227,466(1)   8,73(2)   20   20   20   20   20   20   20				
Icahn Master				
Cahn Master   01/06/2012   157,638(1)   8.73(2)				
Icahn Master				
Icahn Master   01/09/2012   157,638(1)   8.74(2)   Icahn Master   01/10/2012   324,953(1)   8.96(2)   152,000   153,000   15	ICaliii Mastei	01/00/2012	227,400(1)	0.73(2)
Icahn Master         01/10/2012         324,953(1)         8.96(2)           Icahn Master         01/11/2012         324,953(1)         9.91(2)           Icahn Master         01/11/2012         324,95(3)         7.41(4)           Icahn Master         01/12/2012         596,250(3)         8.13(4)           Icahn Master II         12/05/2011         80,641         18.95           Icahn Master II         12/06/2011         79,650         18.91           Icahn Master II         12/07/2011         77,381         19.00           Icahn Master II         12/09/2011         60,240         18.65           Icahn Master II         12/109/2011         48,088         18.31           Icahn Master II         12/12/2011         29,292(1)         6.39(2)           Icahn Master II         12/12/2011         29,292(1)         6.39(2)           Icahn Master II         10/03/2012         146,674(1)         7.64(2)           Icahn Master II         01/03/2012         146,674(1)         7.64(2)           Icahn Master II         01/04/2012         82,096(1)         7.94(2)           Icahn Master II         01/05/2012         140,625(1)         8.08(2)           Icahn Master II         01/06/2012         79,168(1) <th>Inches Mantau</th> <th>01/00/2012</th> <th>157 (20/1)</th> <th>0.74(2)</th>	Inches Mantau	01/00/2012	157 (20/1)	0.74(2)
Icahn Master         01/11/2012         324,953(1)         9.91(2)           Icahn Master         01/11/2012         32,495(3)         7.41(4)           Icahn Master         01/12/2012         596,250(3)         8.13(4)           Icahn Master II         12/05/2011         80,641         18.95           Icahn Master II         12/06/2011         79,650         18.91           Icahn Master II         12/08/2011         77,381         19.00           Icahn Master II         12/08/2011         77,382         18.42           Icahn Master II         12/09/2011         60,240         18.65           Icahn Master II         12/12/2011         48,088         18.31           Icahn Master II         12/12/2011         29,292(1)         6.39(2)           Icahn Master II         10/10/3/2012         146,674(1)         6.79(2)           Icahn Master II         01/03/2012         146,674(1)         7.64(2)           Icahn Master II         01/04/2012         82,096(1)         7.94(2)           Icahn Master II         01/05/2012         140,625(1)         8.08(2)           Icahn Master II         01/05/2012         54,864(1)         8.74(2)           Icahn Master II         01/10/2012         113,096(1) <td></td> <td></td> <td>• •</td> <td></td>			• •	
Icahn Master         01/11/2012         32,495(3)         7.41(4)           Icahn Master         01/12/2012         596,250(3)         8.13(4)           Icahn Master II         12/05/2011         80,641         18.95           Icahn Master II         12/06/2011         79,650         18.91           Icahn Master II         12/07/2011         77,381         19.00           Icahn Master II         12/08/2011         77,382         18.42           Icahn Master II         12/09/2011         60,240         18.65           Icahn Master II         12/12/2011         48,088         18.31           Icahn Master II         12/12/2011         29,292(1)         6.39(2)           Icahn Master II         12/13/2011         22,110(1)         6.79(2)           Icahn Master II         01/03/2012         146,674(1)         7.64(2)           Icahn Master II         01/05/2012         140,625(1)         8.08(2)           Icahn Master II         01/05/2012         79,168(1)         8.73(2)           Icahn Master II         01/06/2012         79,168(1)         8.74(2)           Icahn Master II         01/10/2012         113,096(1)         9.91(2)           Icahn Master III         01/11/2012         113,096(1) <td></td> <td></td> <td></td> <td></td>				
Icahn Master         01/12/2012         596,250(3)         8.13(4)           Icahn Master II         12/05/2011         80,641         18.95           Icahn Master II         12/06/2011         79,650         18.91           Icahn Master II         12/07/2011         77,381         19.00           Icahn Master II         12/08/2011         60,240         18.65           Icahn Master II         12/12/2011         60,240         18.65           Icahn Master II         12/12/2011         48,088         18.31           Icahn Master II         12/12/2011         29,292(1)         6.39(2)           Icahn Master II         10/103/2012         146,674(1)         6.79(2)           Icahn Master II         01/03/2012         146,674(1)         7.64(2)           Icahn Master II         01/04/2012         82,096(1)         7.94(2)           Icahn Master II         01/05/2012         140,674(1)         8.73(2)           Icahn Master II         01/05/2012         140,674(1)         8.74(2)           Icahn Master II         01/05/2012         79,168(1)         8.73(2)           Icahn Master II         01/10/2012         13,096(1)         8.96(2)           Icahn Master III         01/11/2012         113,096(				
Icahn Master II         12/05/2011         80,641         18.95           Icahn Master II         12/06/2011         79,650         18.91           Icahn Master II         12/07/2011         77,381         19.00           Icahn Master II         12/08/2011         77,382         18.42           Icahn Master II         12/09/2011         60,240         18.65           Icahn Master II         12/12/2011         48,088         18.31           Icahn Master II         12/12/2011         29,292(1)         6.39(2)           Icahn Master II         10/03/2012         146,674(1)         7.64(2)           Icahn Master II         01/03/2012         146,674(1)         7.64(2)           Icahn Master II         01/04/2012         82,096(1)         7.94(2)           Icahn Master II         01/05/2012         140,625(1)         8.08(2)           Icahn Master II         01/05/2012         79,168(1)         8.73(2)           Icahn Master II         01/09/2012         54,864(1)         8.74(2)           Icahn Master II         01/10/2012         113,096(1)         8.96(2)           Icahn Master II         01/11/2012         113,096(1)         9.91(2)           Icahn Master III         01/11/2012         11,309				/ • • • ( • )
Icahn Master II     12/06/2011     79,650     18.91       Icahn Master II     12/07/2011     77,381     19.00       Icahn Master II     12/08/2011     77,382     18.42       Icahn Master II     12/09/2011     60,240     18.65       Icahn Master II     12/12/2011     48,088     18.31       Icahn Master II     12/12/2011     29,292(1)     6.39(2)       Icahn Master II     12/13/2011     22,110(1)     6.79(2)       Icahn Master II     01/03/2012     146,674(1)     7.64(2)       Icahn Master II     01/05/2012     146,674(1)     7.64(2)       Icahn Master II     01/05/2012     140,625(1)     8.08(2)       Icahn Master II     01/05/2012     79,168(1)     8.73(2)       Icahn Master II     01/09/2012     54,864(1)     8.74(2)       Icahn Master II     01/10/2012     113,096(1)     8.96(2)       Icahn Master II     01/11/2012     113,096(1)     9.91(2)       Icahn Master II     01/11/2012     113,310(3)     7.41(4)       Icahn Master III     12/05/2011     35,494     18.95       Icahn Master III     12/05/2011     35,494     18.95       Icahn Master III     12/07/2011     34,060     19.00       Icahn Master III     12/08/2011 <td></td> <td></td> <td></td> <td>8.13(4)</td>				8.13(4)
Icahn Master II         12/07/2011         77,381         19.00           Icahn Master II         12/08/2011         77,382         18.42           Icahn Master II         12/09/2011         60,240         18.65           Icahn Master II         12/12/2011         48,088         18.31           Icahn Master II         12/12/2011         29,292(1)         6.39(2)           Icahn Master II         12/13/2011         22,110(1)         6.79(2)           Icahn Master II         01/03/2012         146,674(1)         7.54(2)           Icahn Master II         01/04/2012         82,096(1)         7.94(2)           Icahn Master II         01/05/2012         140,625(1)         8.08(2)           Icahn Master II         01/06/2012         79,168(1)         8.73(2)           Icahn Master II         01/09/2012         54,864(1)         8.74(2)           Icahn Master II         01/10/2012         113,096(1)         8.96(2)           Icahn Master II         01/11/2012         113,096(1)         9.91(2)           Icahn Master III         01/11/2012         11,310(3)         7.41(4)           Icahn Master III         12/05/2011         35,494         18.95           Icahn Master III         12/06/2011		12/05/2011		•
Icahn Master II     12/08/2011     77,382     18.42       Icahn Master II     12/09/2011     60,240     18.65       Icahn Master II     12/12/2011     48,088     18.31       Icahn Master II     12/12/2011     29,292(1)     6.39(2)       Icahn Master II     12/13/2011     22,110(1)     6.79(2)       Icahn Master II     01/03/2012     146,674(1)     7.64(2)       Icahn Master II     01/04/2012     82,096(1)     7.94(2)       Icahn Master II     01/05/2012     140,625(1)     8.08(2)       Icahn Master II     01/06/2012     79,168(1)     8.73(2)       Icahn Master II     01/09/2012     54,864(1)     8.74(2)       Icahn Master II     01/10/2012     113,096(1)     8.96(2)       Icahn Master II     01/11/2012     113,096(1)     9.91(2)       Icahn Master III     01/11/2012     113,10(3)     7.41(4)       Icahn Master III     12/05/2011     35,494     18.95       Icahn Master III     12/06/2011     35,058     18.91       Icahn Master III     12/08/2011     34,060     19.00       Icahn Master III     12/08/2011     34,060     19.00       Icahn Master III     12/09/2011     26,516     18.65       Icahn Master III     12/12/2011 <td></td> <td></td> <td></td> <td>18.95</td>				18.95
Icahn Master II         12/09/2011         60,240         18.65           Icahn Master II         12/12/2011         48,088         18.31           Icahn Master II         12/12/2011         29,292(1)         6.39(2)           Icahn Master II         12/13/2011         22,110(1)         6.79(2)           Icahn Master II         01/03/2012         146,674(1)         7.64(2)           Icahn Master II         01/04/2012         82,096(1)         7.94(2)           Icahn Master II         01/05/2012         140,625(1)         8.08(2)           Icahn Master II         01/05/2012         79,168(1)         8.73(2)           Icahn Master II         01/06/2012         79,168(1)         8.74(2)           Icahn Master II         01/10/2012         113,096(1)         8.96(2)           Icahn Master II         01/11/2012         113,096(1)         8.96(2)           Icahn Master III         01/11/2012         113,096(1)         9.91(2)           Icahn Master III         01/11/2012         113,096(1)         9.91(2)           Icahn Master III         12/05/2011         35,494         18.95           Icahn Master III         12/06/2011         35,058         18.91           Icahn Master III         12/08/2011			79,650	18.95 18.91
Icahn Master II       12/12/2011       48,088       18.31         Icahn Master II       12/12/2011       29,292(1)       6.39(2)         Icahn Master II       12/13/2011       22,110(1)       6.79(2)         Icahn Master II       01/03/2012       146,674(1)       7.64(2)         Icahn Master II       01/04/2012       82,096(1)       7.94(2)         Icahn Master II       01/05/2012       140,625(1)       8.08(2)         Icahn Master II       01/06/2012       79,168(1)       8.73(2)         Icahn Master II       01/09/2012       54,864(1)       8.74(2)         Icahn Master III       01/10/2012       113,096(1)       8.96(2)         Icahn Master III       01/11/2012       113,096(1)       9.91(2)         Icahn Master III       01/11/2012       11,310(3)       7.41(4)         Icahn Master III       12/05/2011       35,494       18.95         Icahn Master III       12/07/2011       35,058       18.91         Icahn Master III       12/07/2011       34,060       19.00         Icahn Master III       12/09/2011       26,516       18.65         Icahn Master III       12/12/2011       21,164       18.31         Icahn Master III       12/12/2011	Icahn Master II	12/07/2011	79,650 77,381	18.95 18.91 19.00
Icahn Master II         12/12/2011         29,292(1)         6.39(2)           Icahn Master II         12/13/2011         22,110(1)         6.79(2)           Icahn Master II         01/03/2012         146,674(1)         7.64(2)           Icahn Master II         01/04/2012         82,096(1)         7.94(2)           Icahn Master II         01/05/2012         140,625(1)         8.08(2)           Icahn Master II         01/06/2012         79,168(1)         8.73(2)           Icahn Master II         01/09/2012         54,864(1)         8.73(2)           Icahn Master II         01/09/2012         113,096(1)         8.96(2)           Icahn Master III         01/11/2012         113,096(1)         9.91(2)           Icahn Master II         01/11/2012         113,096(1)         9.91(2)           Icahn Master III         01/11/2012         11,310(3)         7.41(4)           Icahn Master III         12/05/2011         35,494         18.95           Icahn Master III         12/06/2011         35,058         18.91           Icahn Master III         12/09/2011         34,060         19.00           Icahn Master III         12/09/2011         26,516         18.65           Icahn Master III         12/12/2011		12/07/2011 12/08/2011	79,650 77,381 77,382	18.95 18.91 19.00 18.42
Icahn Master II       12/13/2011       22,110(1)       6.79(2)         Icahn Master II       01/03/2012       146,674(1)       7.64(2)         Icahn Master II       01/04/2012       82,096(1)       7.94(2)         Icahn Master II       01/05/2012       140,625(1)       8.08(2)         Icahn Master II       01/06/2012       79,168(1)       8.73(2)         Icahn Master II       01/09/2012       54,864(1)       8.74(2)         Icahn Master II       01/10/2012       113,096(1)       8.96(2)         Icahn Master II       01/11/2012       113,096(1)       9.91(2)         Icahn Master II       01/11/2012       11,310(3)       7.41(4)         Icahn Master III       01/11/2012       11,310(3)       7.41(4)         Icahn Master III       12/05/2011       35,494       18.95         Icahn Master III       12/06/2011       35,058       18.91         Icahn Master III       12/07/2011       34,060       19.00         Icahn Master III       12/09/2011       26,516       18.65         Icahn Master III       12/12/2011       21,164       18.31         Icahn Master III       12/12/2011       12,895(1)       6,39(2)         Icahn Master III       12/13/2011 <td></td> <td>12/07/2011 12/08/2011 12/09/2011</td> <td>79,650 77,381 77,382 60,240</td> <td>18.95 18.91 19.00 18.42 18.65</td>		12/07/2011 12/08/2011 12/09/2011	79,650 77,381 77,382 60,240	18.95 18.91 19.00 18.42 18.65
Icahn Master II       01/03/2012       146,674(1)       7.64(2)         Icahn Master II       01/04/2012       82,096(1)       7.94(2)         Icahn Master II       01/05/2012       140,625(1)       8.08(2)         Icahn Master II       01/06/2012       79,168(1)       8.73(2)         Icahn Master II       01/09/2012       54,864(1)       8.74(2)         Icahn Master II       01/10/2012       113,096(1)       8.96(2)         Icahn Master II       01/11/2012       113,096(1)       9.91(2)         Icahn Master II       01/11/2012       11,310(3)       7.41(4)         Icahn Master III       12/05/2011       35,494       18.95         Icahn Master III       12/06/2011       35,058       18.91         Icahn Master III       12/07/2011       34,060       19.00         Icahn Master III       12/09/2011       34,060       18.42         Icahn Master III       12/09/2011       26,516       18.65         Icahn Master III       12/12/2011       21,164       18.31         Icahn Master III       12/12/2011       12,895(1)       6.39(2)         Icahn Master III       12/13/2011       9,733(1)       6.79(2)         Icahn Master III       01/03/2012	Icahn Master II	12/07/2011 12/08/2011 12/09/2011 12/12/2011	79,650 77,381 77,382 60,240 48,088	18.95 18.91 19.00 18.42 18.65 18.31
Icahn Master II       01/04/2012       82,096(1)       7.94(2)         Icahn Master II       01/05/2012       140,625(1)       8.08(2)         Icahn Master II       01/06/2012       79,168(1)       8.73(2)         Icahn Master II       01/09/2012       54,864(1)       8.74(2)         Icahn Master II       01/10/2012       113,096(1)       8.96(2)         Icahn Master II       01/11/2012       113,096(1)       9.91(2)         Icahn Master II       01/11/2012       11,310(3)       7.41(4)         Icahn Master III       01/12/2012       207,519(3)       8.13(4)         Icahn Master III       12/05/2011       35,494       18.95         Icahn Master III       12/06/2011       35,058       18.91         Icahn Master III       12/07/2011       34,060       19.00         Icahn Master III       12/08/2011       34,060       18.42         Icahn Master III       12/09/2011       26,516       18.65         Icahn Master III       12/12/2011       21,164       18.31         Icahn Master III       12/12/2011       12,895(1)       6.39(2)         Icahn Master III       12/13/2011       9,733(1)       6.79(2)         Icahn Master III       01/03/2012	Icahn Master II Icahn Master II	12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011	79,650 77,381 77,382 60,240 48,088 29,292(1)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2)
Icahn Master II       01/05/2012       140,625(1)       8.08(2)         Icahn Master II       01/06/2012       79,168(1)       8.73(2)         Icahn Master II       01/09/2012       54,864(1)       8.74(2)         Icahn Master II       01/10/2012       113,096(1)       8.96(2)         Icahn Master II       01/11/2012       113,096(1)       9.91(2)         Icahn Master II       01/11/2012       11,310(3)       7.41(4)         Icahn Master III       12/05/2012       207,519(3)       8.13(4)         Icahn Master III       12/05/2011       35,494       18.95         Icahn Master III       12/06/2011       35,058       18.91         Icahn Master III       12/07/2011       34,060       19.00         Icahn Master III       12/08/2011       34,060       18.42         Icahn Master III       12/09/2011       26,516       18.65         Icahn Master III       12/12/2011       21,164       18.31         Icahn Master III       12/13/2011       9,733(1)       6.79(2)         Icahn Master III       01/03/2012       64,569(1)       7.64(2)         Icahn Master III       01/03/2012       64,569(1)       7.64(2)	Icahn Master II Icahn Master II Icahn Master II	12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2)
Icahn Master II       01/06/2012       79,168(1)       8.73(2)         Icahn Master II       01/09/2012       54,864(1)       8.74(2)         Icahn Master II       01/10/2012       113,096(1)       8.96(2)         Icahn Master II       01/11/2012       113,096(1)       9.91(2)         Icahn Master II       01/11/2012       11,310(3)       7.41(4)         Icahn Master III       01/12/2012       207,519(3)       8.13(4)         Icahn Master III       12/05/2011       35,494       18.95         Icahn Master III       12/06/2011       35,058       18.91         Icahn Master III       12/07/2011       34,060       19.00         Icahn Master III       12/08/2011       34,060       18.42         Icahn Master III       12/09/2011       26,516       18.65         Icahn Master III       12/12/2011       21,164       18.31         Icahn Master III       12/12/2011       12,895(1)       6.39(2)         Icahn Master III       01/03/2012       64,569(1)       7.64(2)         Icahn Master III       01/04/2012       36,137(1)       7.94(2)	Icahn Master II Icahn Master II Icahn Master II Icahn Master II	12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 01/03/2012	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2)
Icahn Master II       01/09/2012       54,864(1)       8.74(2)         Icahn Master II       01/10/2012       113,096(1)       8.96(2)         Icahn Master II       01/11/2012       113,096(1)       9.91(2)         Icahn Master III       01/11/2012       11,310(3)       7.41(4)         Icahn Master III       01/12/2012       207,519(3)       8.13(4)         Icahn Master III       12/05/2011       35,494       18.95         Icahn Master III       12/06/2011       35,058       18.91         Icahn Master III       12/07/2011       34,060       19.00         Icahn Master III       12/08/2011       34,060       18.42         Icahn Master III       12/09/2011       26,516       18.65         Icahn Master III       12/12/2011       21,164       18.31         Icahn Master III       12/12/2011       12,895(1)       6.39(2)         Icahn Master III       12/13/2011       9,733(1)       6.79(2)         Icahn Master III       01/03/2012       64,569(1)       7.64(2)         Icahn Master III       01/04/2012       36,137(1)       7.94(2)	Icahn Master II Icahn Master II Icahn Master II Icahn Master II	12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 01/03/2012	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2)
Icahn Master II       01/09/2012       54,864(1)       8.74(2)         Icahn Master II       01/10/2012       113,096(1)       8.96(2)         Icahn Master II       01/11/2012       113,096(1)       9.91(2)         Icahn Master III       01/11/2012       11,310(3)       7.41(4)         Icahn Master III       01/12/2012       207,519(3)       8.13(4)         Icahn Master III       12/05/2011       35,494       18.95         Icahn Master III       12/06/2011       35,058       18.91         Icahn Master III       12/07/2011       34,060       19.00         Icahn Master III       12/08/2011       34,060       18.42         Icahn Master III       12/09/2011       26,516       18.65         Icahn Master III       12/12/2011       21,164       18.31         Icahn Master III       12/12/2011       12,895(1)       6.39(2)         Icahn Master III       12/13/2011       9,733(1)       6.79(2)         Icahn Master III       01/03/2012       64,569(1)       7.64(2)         Icahn Master III       01/04/2012       36,137(1)       7.94(2)	Icahn Master II Icahn Master II Icahn Master II Icahn Master II Icahn Master II	12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 01/03/2012 01/04/2012	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1) 140,625(1)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2)
Icahn Master II       01/10/2012       113,096(1)       8.96(2)         Icahn Master II       01/11/2012       113,096(1)       9.91(2)         Icahn Master II       01/11/2012       11,310(3)       7.41(4)         Icahn Master III       01/12/2012       207,519(3)       8.13(4)         Icahn Master III       12/05/2011       35,494       18.95         Icahn Master III       12/06/2011       35,058       18.91         Icahn Master III       12/07/2011       34,060       19.00         Icahn Master III       12/08/2011       34,060       18.42         Icahn Master III       12/09/2011       26,516       18.65         Icahn Master III       12/12/2011       21,164       18.31         Icahn Master III       12/12/2011       12,895(1)       6.39(2)         Icahn Master III       12/13/2011       9,733(1)       6.79(2)         Icahn Master III       01/03/2012       64,569(1)       7.64(2)         Icahn Master III       01/04/2012       36,137(1)       7.94(2)	Icahn Master II Icahn Master II Icahn Master II Icahn Master II Icahn Master II Icahn Master II	12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 01/03/2012 01/04/2012 01/05/2012	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1) 140,625(1)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2) 8.08(2)
Icahn Master II       01/11/2012       113,096(1)       9.91(2)         Icahn Master II       01/11/2012       11,310(3)       7.41(4)         Icahn Master III       01/12/2012       207,519(3)       8.13(4)         Icahn Master III       12/05/2011       35,494       18.95         Icahn Master III       12/06/2011       35,058       18.91         Icahn Master III       12/07/2011       34,060       19.00         Icahn Master III       12/08/2011       34,060       18.42         Icahn Master III       12/09/2011       26,516       18.65         Icahn Master III       12/12/2011       21,164       18.31         Icahn Master III       12/12/2011       12,895(1)       6.39(2)         Icahn Master III       12/13/2011       9,733(1)       6.79(2)         Icahn Master III       01/03/2012       64,569(1)       7.64(2)         Icahn Master III       01/04/2012       36,137(1)       7.94(2)	Icahn Master II Icahn Master II Icahn Master II Icahn Master II Icahn Master II Icahn Master II Icahn Master II	12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 01/03/2012 01/04/2012 01/05/2012 01/06/2012	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1) 140,625(1) 79,168(1)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2) 8.08(2) 8.73(2)
Icahn Master II       01/11/2012       11,310(3)       7.41(4)         Icahn Master III       01/12/2012       207,519(3)       8.13(4)         Icahn Master III       12/05/2011       35,494       18.95         Icahn Master III       12/06/2011       35,058       18.91         Icahn Master III       12/07/2011       34,060       19.00         Icahn Master III       12/08/2011       34,060       18.42         Icahn Master III       12/09/2011       26,516       18.65         Icahn Master III       12/12/2011       21,164       18.31         Icahn Master III       12/12/2011       12,895(1)       6.39(2)         Icahn Master III       12/13/2011       9,733(1)       6.79(2)         Icahn Master III       01/03/2012       64,569(1)       7.64(2)         Icahn Master III       01/04/2012       36,137(1)       7.94(2)	Icahn Master II	12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 01/03/2012 01/04/2012 01/05/2012 01/06/2012 01/09/2012	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1) 140,625(1) 79,168(1) 54,864(1)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2) 8.08(2) 8.73(2) 8.74(2)
Icahn Master III       01/12/2012       207,519(3)       8.13(4)         Icahn Master III       12/05/2011       35,494       18.95         Icahn Master III       12/06/2011       35,058       18.91         Icahn Master III       12/07/2011       34,060       19.00         Icahn Master III       12/08/2011       34,060       18.42         Icahn Master III       12/09/2011       26,516       18.65         Icahn Master III       12/12/2011       21,164       18.31         Icahn Master III       12/12/2011       12,895(1)       6.39(2)         Icahn Master III       12/13/2011       9,733(1)       6.79(2)         Icahn Master III       01/03/2012       64,569(1)       7.64(2)         Icahn Master III       01/04/2012       36,137(1)       7.94(2)	Icahn Master II	12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 01/03/2012 01/04/2012 01/05/2012 01/06/2012 01/09/2012 01/10/2012	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1) 140,625(1) 79,168(1) 54,864(1) 113,096(1)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2) 8.08(2) 8.73(2) 8.74(2) 8.96(2)
Icahn Master III       12/06/2011       35,058       18.91         Icahn Master III       12/07/2011       34,060       19.00         Icahn Master III       12/08/2011       34,060       18.42         Icahn Master III       12/09/2011       26,516       18.65         Icahn Master III       12/12/2011       21,164       18.31         Icahn Master III       12/12/2011       12,895(1)       6.39(2)         Icahn Master III       12/13/2011       9,733(1)       6.79(2)         Icahn Master III       01/03/2012       64,569(1)       7.64(2)         Icahn Master III       01/04/2012       36,137(1)       7.94(2)	Icahn Master II	12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 12/13/2011 01/03/2012 01/04/2012 01/05/2012 01/06/2012 01/09/2012 01/10/2012 01/11/2012	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1) 140,625(1) 79,168(1) 54,864(1) 113,096(1) 113,096(1)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2) 8.08(2) 8.73(2) 8.74(2) 8.96(2) 9.91(2)
Icahn Master III       12/06/2011       35,058       18.91         Icahn Master III       12/07/2011       34,060       19.00         Icahn Master III       12/08/2011       34,060       18.42         Icahn Master III       12/09/2011       26,516       18.65         Icahn Master III       12/12/2011       21,164       18.31         Icahn Master III       12/12/2011       12,895(1)       6.39(2)         Icahn Master III       12/13/2011       9,733(1)       6.79(2)         Icahn Master III       01/03/2012       64,569(1)       7.64(2)         Icahn Master III       01/04/2012       36,137(1)       7.94(2)	Icahn Master II	12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 12/13/2011 01/03/2012 01/04/2012 01/05/2012 01/06/2012 01/09/2012 01/10/2012 01/11/2012 01/11/2012	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1) 140,625(1) 79,168(1) 54,864(1) 113,096(1) 113,096(1) 11,310(3)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2) 8.08(2) 8.73(2) 8.74(2) 8.96(2) 9.91(2) 7.41(4)
Icahn Master III       12/07/2011       34,060       19.00         Icahn Master III       12/08/2011       34,060       18.42         Icahn Master III       12/09/2011       26,516       18.65         Icahn Master III       12/12/2011       21,164       18.31         Icahn Master III       12/12/2011       12,895(1)       6.39(2)         Icahn Master III       12/13/2011       9,733(1)       6.79(2)         Icahn Master III       01/03/2012       64,569(1)       7.64(2)         Icahn Master III       01/04/2012       36,137(1)       7.94(2)	Icahn Master II	12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 01/03/2012 01/04/2012 01/05/2012 01/06/2012 01/09/2012 01/10/2012 01/11/2012 01/11/2012 01/11/2012	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1) 140,625(1) 79,168(1) 54,864(1) 113,096(1) 113,096(1) 11,310(3) 207,519(3)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2) 8.08(2) 8.73(2) 8.74(2) 8.96(2) 9.91(2) 7.41(4) 8.13(4)
Icahn Master III       12/08/2011       34,060       18.42         Icahn Master III       12/09/2011       26,516       18.65         Icahn Master III       12/12/2011       21,164       18.31         Icahn Master III       12/12/2011       12,895(1)       6.39(2)         Icahn Master III       12/13/2011       9,733(1)       6.79(2)         Icahn Master III       01/03/2012       64,569(1)       7.64(2)         Icahn Master III       01/04/2012       36,137(1)       7.94(2)	Icahn Master II	12/07/2011 12/08/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 01/03/2012 01/04/2012 01/05/2012 01/06/2012 01/09/2012 01/10/2012 01/11/2012 01/11/2012 01/11/2012 01/12/2012	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1) 140,625(1) 79,168(1) 54,864(1) 113,096(1) 113,096(1) 11,310(3) 207,519(3)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2) 8.08(2) 8.73(2) 8.74(2) 8.96(2) 9.91(2) 7.41(4) 8.13(4)
Icahn Master III     12/09/2011     26,516     18.65       Icahn Master III     12/12/2011     21,164     18.31       Icahn Master III     12/12/2011     12,895(1)     6.39(2)       Icahn Master III     12/13/2011     9,733(1)     6.79(2)       Icahn Master III     01/03/2012     64,569(1)     7.64(2)       Icahn Master III     01/04/2012     36,137(1)     7.94(2)	Icahn Master II	12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 12/13/2011 01/03/2012 01/04/2012 01/05/2012 01/06/2012 01/09/2012 01/10/2012 01/11/2012 01/11/2012 01/11/2012 12/05/2011 12/06/2011	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1) 140,625(1) 79,168(1) 54,864(1) 113,096(1) 113,096(1) 11,310(3) 207,519(3)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2) 8.08(2) 8.73(2) 8.74(2) 8.96(2) 9.91(2) 7.41(4) 8.13(4)
Icahn Master III     12/12/2011     21,164     18.31       Icahn Master III     12/12/2011     12,895(1)     6.39(2)       Icahn Master III     12/13/2011     9,733(1)     6.79(2)       Icahn Master III     01/03/2012     64,569(1)     7.64(2)       Icahn Master III     01/04/2012     36,137(1)     7.94(2)	Icahn Master II Icahn Master III Icahn Master III Icahn Master III Icahn Master III	12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 12/13/2011 01/03/2012 01/04/2012 01/05/2012 01/06/2012 01/09/2012 01/10/2012 01/11/2012 01/11/2012 01/11/2012 12/05/2011 12/06/2011 12/07/2011	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1) 140,625(1) 79,168(1) 54,864(1) 113,096(1) 113,096(1) 11,310(3) 207,519(3)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2) 8.08(2) 8.73(2) 8.74(2) 8.96(2) 9.91(2) 7.41(4) 8.13(4)
Icahn Master III       12/12/2011       12,895(1)       6.39(2)         Icahn Master III       12/13/2011       9,733(1)       6.79(2)         Icahn Master III       01/03/2012       64,569(1)       7.64(2)         Icahn Master III       01/04/2012       36,137(1)       7.94(2)	Icahn Master II Icahn Master III	12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 12/13/2011 01/03/2012 01/04/2012 01/05/2012 01/06/2012 01/09/2012 01/10/2012 01/11/2012 01/11/2012 01/11/2012 12/05/2011 12/06/2011 12/07/2011 12/08/2011	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1) 140,625(1) 79,168(1) 54,864(1) 113,096(1) 113,096(1) 11,310(3) 207,519(3)  35,494 35,058 34,060 34,060	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2) 8.08(2) 8.73(2) 8.74(2) 8.96(2) 9.91(2) 7.41(4) 8.13(4)  18.95 18.91 19.00 18.42
Icahn Master III       12/13/2011       9,733(1)       6.79(2)         Icahn Master III       01/03/2012       64,569(1)       7.64(2)         Icahn Master III       01/04/2012       36,137(1)       7.94(2)	Icahn Master II Icahn Master III	12/07/2011 12/08/2011 12/08/2011 12/09/2011 12/12/2011 12/13/2011 12/13/2011 01/03/2012 01/04/2012 01/05/2012 01/06/2012 01/09/2012 01/10/2012 01/11/2012 01/11/2012 01/11/2012 12/05/2011 12/06/2011 12/08/2011 12/09/2011	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1) 140,625(1) 79,168(1) 54,864(1) 113,096(1) 113,096(1) 11,310(3) 207,519(3)  35,494 35,058 34,060 34,060 26,516	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2) 8.08(2) 8.73(2) 8.74(2) 8.96(2) 9.91(2) 7.41(4) 8.13(4)  18.95 18.91 19.00 18.42 18.65
Icahn Master III       01/03/2012       64,569(1)       7.64(2)         Icahn Master III       01/04/2012       36,137(1)       7.94(2)	Icahn Master II Icahn Master III	12/07/2011 12/08/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 01/03/2012 01/04/2012 01/05/2012 01/06/2012 01/09/2012 01/10/2012 01/11/2012 01/11/2012 01/11/2012 12/05/2011 12/06/2011 12/08/2011 12/09/2011 12/09/2011	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1) 140,625(1) 79,168(1) 54,864(1) 113,096(1) 113,096(1) 113,10(3) 207,519(3)  35,494 35,058 34,060 34,060 26,516 21,164	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2) 8.08(2) 8.73(2) 8.74(2) 8.96(2) 9.91(2) 7.41(4) 8.13(4)  18.95 18.91 19.00 18.42 18.65 18.31
Icahn Master III 01/04/2012 36,137(1) 7.94(2)	Icahn Master II Icahn Master III	12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 12/13/2011 01/03/2012 01/04/2012 01/05/2012 01/06/2012 01/09/2012 01/10/2012 01/11/2012 01/11/2012 01/11/2012 12/05/2011 12/06/2011 12/08/2011 12/09/2011 12/12/2011	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1) 140,625(1) 79,168(1) 54,864(1) 113,096(1) 113,096(1) 113,10(3) 207,519(3)  35,494 35,058 34,060 34,060 26,516 21,164 12,895(1)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2) 8.08(2) 8.73(2) 8.74(2) 8.96(2) 9.91(2) 7.41(4) 8.13(4)  18.95 18.91 19.00 18.42 18.65 18.31 6.39(2)
	Icahn Master II Icahn Master III	12/07/2011 12/08/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 01/03/2012 01/04/2012 01/05/2012 01/06/2012 01/09/2012 01/10/2012 01/11/2012 01/11/2012 01/11/2012 12/05/2011 12/06/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/12/2011	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1) 140,625(1) 79,168(1) 54,864(1) 113,096(1) 113,096(1) 113,10(3) 207,519(3)  35,494 35,058 34,060 34,060 26,516 21,164 12,895(1) 9,733(1)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2) 8.08(2) 8.73(2) 8.74(2) 8.96(2) 9.91(2) 7.41(4) 8.13(4)  18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2)
Icahn Master III 01/05/2012 61,899(1) 8.08(2)	Icahn Master II Icahn Master III	12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 01/03/2012 01/04/2012 01/05/2012 01/06/2012 01/09/2012 01/10/2012 01/11/2012 01/11/2012 01/11/2012 12/05/2011 12/06/2011 12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 01/03/2012	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1) 140,625(1) 79,168(1) 54,864(1) 113,096(1) 113,096(1) 113,10(3) 207,519(3)  35,494 35,058 34,060 34,060 26,516 21,164 12,895(1) 9,733(1) 64,569(1)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2) 8.08(2) 8.73(2) 8.74(2) 8.96(2) 9.91(2) 7.41(4) 8.13(4)  18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2)
	Icahn Master II Icahn Master III	12/07/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 12/13/2011 01/03/2012 01/04/2012 01/06/2012 01/09/2012 01/10/2012 01/11/2012 01/11/2012 01/11/2012 12/05/2011 12/06/2011 12/06/2011 12/08/2011 12/08/2011 12/09/2011 12/12/2011 12/12/2011 12/13/2011 01/03/2012 01/04/2012	79,650 77,381 77,382 60,240 48,088 29,292(1) 22,110(1) 146,674(1) 82,096(1) 140,625(1) 79,168(1) 54,864(1) 113,096(1) 113,096(1) 11,310(3) 207,519(3)  35,494 35,058 34,060 34,060 26,516 21,164 12,895(1) 9,733(1) 64,569(1) 36,137(1)	18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2) 8.08(2) 8.73(2) 8.74(2) 8.96(2) 9.91(2) 7.41(4) 8.13(4)  18.95 18.91 19.00 18.42 18.65 18.31 6.39(2) 6.79(2) 7.64(2) 7.94(2)

Icahn Master III	01/06/2012	34,847(1)	8.73(2)
Icahn Master III	01/09/2012	24,150(1)	8.74(2)
Icahn Master III	01/10/2012	49,783(1)	8.96(2)
Icahn Master III	01/11/2012	49,783(1)	9.91(2)
Icahn Master III	01/11/2012	4,979(3)	7.41(4)
Icahn Master III	01/12/2012	91,343(3)	8.13(4)

(1) Represents shares underlying American-style call options purchased by the applicable Reporting Person in the over the counter market. These call options expire on December 12, 2013.

(2) This amount represents the cost of an applicable American-style call option to purchase one Share.

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The per share exercise price of these call options is \$12.00. This exercise price will be adjusted to account for any dividends or other distributions declared by the Issuer prior to exercise of the options.

- (3) Represents shares underlying American-style call options purchased by the applicable Reporting Person in the over the counter market. These call options expire on April 11, 2012.
- (4) This amount represents the cost of an applicable American-style call option to purchase one Share. The per share exercise price of these call options is \$14.00. This exercise price will be adjusted to account for any dividends or other distributions declared by the Issuer prior to exercise of the options.

#### Item 6. Contracts, Arrangements, Understandings or Relationship with Respect to Securities of the Issuer

#### **Call Options**

The Reporting Persons purchased, in the over the counter market, (i) American-style call options referencing an aggregate of 6,819,411 Shares, which expire on December 12, 2013, and (ii) American-style call options referencing an aggregate of 1,934,877 Shares, which expire on April 11, 2012. The agreements provide for physical settlement (unless the Reporting Person opts for a cash settlement). These agreements do not give the Reporting Persons direct or indirect voting, investment or dispositive control over the Shares to which these agreements relate. These agreements are further described in Item 5(c).

## **Put Options**

The Reporting Persons have sold, in the over the counter market, (i) European-style put options referencing an aggregate of 6,819,411 Shares, which expire on the earlier of December 12, 2013 or the date on which the corresponding American-style call option described above in this Item 6 is exercised, and (ii) European-style put options referencing an aggregate of 1,934,877 Shares, which expire on the earlier of April 11, 2012 or the date on which the corresponding American-style call option described above in this Item 6 is exercised. The agreements provide that they settle in cash. These agreements do not give the Reporting Persons direct or indirect voting, investment or dispositive control over the Shares to which these agreements relate.

Except as otherwise described herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

# Item 7. Material to be Filed as Exhibits

1 Joint Filing Agreement of the Reporting Persons.

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#### SIGNATURE

After reasonable inquiry and to the best of each of the undersigned knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 13, 2012

ICAHN PARTNERS MASTER FUND LP
ICAHN PARTNERS MASTER FUND II LP
ICAHN PARTNERS MASTER FUND III LP
ICAHN OFFSHORE LP
ICAHN PARTNERS LP
ICAHN ONSHORE LP
BECKTON CORP.
BARBERRY CORP.

HOPPER INVESTMENTS LLC

By: Barberry Corp., its sole member HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC, its general partner

By: Barberry Corp., its sole member

By: /s/ Edward E. Mattner

Name: Edward E. Mattner Title: Authorized Signatory

ICAHN CAPITAL LP

By: IPH GP LLC, its general partner

By: Icahn Enterprises Holdings L.P., its sole member

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

IPH GP LLC

By: Icahn Enterprises Holdings L.P., its sole member

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

ICAHN ENTERPRISES HOLDINGS L.P.

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

ICAHN ENTERPRISES G.P. INC.

By: /s/ Dominick Ragone

Name: Dominick Ragone Title: Chief Financial Officer

/s/ Carl C. Icahn

CARL C. ICAHN

[Signature Page of Schedule 13D — CVR Energy, Inc.]

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**EXHIBIT 1** 

#### JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock of CVR Energy, Inc. and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, have executed this Joint Filing Agreement this 13<sup>th</sup> day of January, 2012.

ICAHN PARTNERS MASTER FUND LP

ICAHN PARTNERS MASTER FUND II LP

ICAHN PARTNERS MASTER FUND III LP

ICAHN OFFSHORE LP

ICAHN PARTNERS LP

ICAHN ONSHORE LP

BECKTON CORP.

BARBERRY CORP.

HOPPER INVESTMENTS LLC

By: Barberry Corp., its sole member

HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC, its general partner

By: Barberry Corp., its sole member

By: /s/ Edward E. Mattner

Name: Edward E. Mattner Title: Authorized Signatory

ICAHN CAPITAL LP

By: IPH GP LLC, its general partner

By: Icahn Enterprises Holdings L.P., its sole member

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

IPH GP LLC

By: Icahn Enterprises Holdings L.P., its sole member

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

ICAHN ENTERPRISES HOLDINGS L.P.

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

ICAHN ENTERPRISES G.P. INC.

By: /s/ Dominick Ragone

Name: Dominick Ragone Title: Chief Financial Officer [Signature Page of Joint Filing Agreement to Schedule 13D — CVR Energy, Inc.]

### SCHEDULE A

### DIRECTORS AND EXECUTIVE OFFICERS OF THE REPORTING PERSONS

The following sets forth the name, position, and principal occupation of each director and executive officer of each of the Reporting Persons. Each such person is a citizen of the United States of America. Except as otherwise indicated, the business address of each director and officer is c/o Icahn Associates Corp., 767 Fifth Avenue, 47th Floor, New York, New York 10153. To the best of the Reporting Persons' knowledge, except as set forth in this statement on Schedule 13D, none of the directors or executive officers of the Reporting Persons own any Shares.

ICAHN PARTNERS MASTER FUND LP ICAHN PARTNERS MASTER FUND II LP ICAHN PARTNERS MASTER FUND III LP

Name	Position
Icahn Offshore LP	General Partner
Carl C. Icahn	Chief Executive Officer
Vincent J. Intrieri	Senior Managing Director
Irene March	Chief Financial Officer
Edward E. Mattner	Authorized Signatory
Gail Golden	Authorized Signatory
Keith Cozza	Chief Compliance Officer

#### ICAHN PARTNERS LP

Name	Position
Icahn Onshore LP	General Partner
Carl C. Icahn	Chief Executive Officer
Vincent J. Intrieri	Senior Managing Director
Irene March	Chief Financial Officer
Edward E. Mattner	Authorized Signatory
Gail Golden	Authorized Signatory
Keith Cozza	Chief Compliance Officer

# ICAHN ONSHORE LP ICAHN OFFSHORE LP

Name	Position
Icahn Capital LP	General Partner
Carl C. Icahn	Chief Executive Officer
Vincent J. Intrieri	Senior Managing Director
Irene March	Chief Financial Officer
Edward E. Mattner	Authorized Signatory
Gail Golden	Authorized Signatory
Keith Cozza	Chief Compliance Officer

# ICAHN CAPITAL LP

Name		Position
IPH GP LLC	General Partner	

Carl C. Icahn	Chief Executive Officer
Vincent J. Intrieri	Senior Managing Director∖
Daniel A. Ninivaggi	President
Dominick Ragone	Chief Financial Officer
Keith Cozza	Chief Compliance Officer
Edward E. Mattner	Authorized Signatory
Gail Golden	Authorized Signatory

# IPH GP LLC

Position
e Member
ef Executive Officer
ior Managing Director
2

Daniel A. Ninivaggi
President

Dominick Ragone
Chief Financial Officer

Edward E. Mattner
Authorized Signatory

Gail Golden
Authorized Signatory

Keith Cozza
Chief Compliance Officer

ICAHN ENTERPRISES HOLDINGS L.P.

Position

Name Position
Icahn Enterprises General Partner

G.P. Inc.

ICAHN ENTERPRISES G.P. INC.

Name Position

Carl C. Icahn
Daniel A. Ninivaggi
President
William A. Leidesdorf
Director
Jack G. Wasserman
Director
James L. Nelson
Vincent J. Intrieri
Director

Dominick Ragone Chief Financial Officer Felicia P. Buebel Assistant Secretary

Craig Pettit Vice President of Tax Administration

BECKTON CORP.

Name Position

Carl C. Icahn Chairman of the Board; President

Edward E. Mattner Authorized Signatory Keith Cozza Secretary; Treasurer

HIGH RIVER LIMITED PARTNERSHIP

Name Position

Hopper Investments LLC General Partner

HOPPER INVESTMENTS LLC

Name Position

Barberry Corp Member

Edward E. Mattner Authorized Signatory

BARBERRY CORP.

Name Position

Carl C. Icahn
Chairman of the Board; President
Gail Golden
Vice President; Authorized Signatory
Vincent J. Intrieri
Vice President; Authorized Signatory

Irene MarchAuthorized SignatoryEdward E. MattnerAuthorized SignatoryKeith CozzaSecretary; Treasurer