

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE TO/A  
(Rule 14D-100) Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)  
of the Securities Exchange Act of 1934  
(Amendment No. 14)

**CVR ENERGY, INC.**  
(Name of Subject Company (Issuer))

IEP Energy LLC  
IEP Energy Holding LLC  
American Entertainment Properties Corp.  
Icahn Building LLC  
Icahn Enterprises Holdings L.P.  
Icahn Enterprises G.P. Inc.  
Beckton Corp.  
Carl C. Icahn  
(Names of Filing Persons)\*

Common Stock, Par Value \$0.01  
(Title of Class of Securities)

12662P108  
(CUSIP Number of Class of Securities)

Keith L. Schaitkin, Esq.  
General Counsel  
Icahn Capital LP  
767 Fifth Avenue, 47th Floor  
New York, New York 10153  
(212) 702-4380

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on behalf of Filing Persons)

CALCULATION OF FILING FEE

Transaction Valuation:	Amount of Filing Fee:
\$2,219,678,130*	\$254,375.11**

\* Calculated solely for purposes of determining the filing fee. The transaction value was calculated as follows: 73,989,271 shares of common stock of the Issuer multiplied by \$30 per share. The number of shares used in the transaction value calculation is based on the 86,573,498 shares stated to be issued and outstanding according to the Issuer in its Form 10-Q filed with the Securities and Exchange Commission on November 7, 2011, less 12,584,227 shares beneficially owned, as of February 22, 2012, by the Offeror and its affiliates.

\*\* The amount of the filing fee was calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, and Fee Rate Advisory #3 for fiscal year 2012, issued September 29, 2011, by multiplying the transaction value by 0.0001146.

x Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount previously paid: \$254,375.11  
Form or registration no.: Schedule TO-T

Filing Party: Icahn Enterprises Holdings LP  
Date Filed: February 23, 2012

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

x third party tender offer subject to Rule 14d-1  
 issuer tender offer subject to Rule 13e-4

going-private transaction subject to Rule 13e-3  
x amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:



COMBINED SCHEDULE TO AND SCHEDULE 13D

\* Introductory Note: IEP Energy LLC and Icahn Enterprises Holdings L.P. are co-bidders for all purposes in the Offer. IEP Energy LLC is a wholly-owned subsidiary of Icahn Enterprises Holdings L.P.

This Amendment No. 14 amends and supplements the Tender Offer Statement on Schedule TO filed on February 23, 2012 (the "Schedule TO") relating to the offer by IEP Energy LLC, a Delaware limited liability company ("IEP Energy") and Icahn Enterprises Holdings L.P., a Delaware limited partnership ("Icahn Enterprises Holdings", and together with IEP Energy, the "Offeror"), to purchase for cash all of the issued and outstanding shares of common stock, par value \$0.01 per share (the "Common Stock") of CVR Energy, Inc., a Delaware corporation ("CVR"), including the associated rights issued pursuant to the Rights Agreement, dated as of January 13, 2012, between CVR and American Stock Transfer & Trust Company, LLC, as Rights Agent, that are issued and outstanding (the "Rights", and together with the Common Stock, the "Shares") at a price of \$30.00 per Share, without interest and less any required withholding taxes, plus one non-transferable contingent cash payment right for each Share. Both IEP Energy and Icahn Enterprises Holdings are co-bidders for all purposes in the Offer. Capitalized terms used herein and not otherwise defined have the respective meanings ascribed in the Schedule TO.

The Offer is subject to the terms and conditions set forth in the Offer to Purchase, dated February 23, 2012 (the "Offer to Purchase"). The Offer to Purchase, the related Letter of Transmittal (the "Letter of Transmittal") and Notice of Guaranteed Delivery, copies of which are attached hereto as Exhibits (a)(1)(i), (a)(1)(ii) and (a)(1)(iii), respectively, constitute the "Offer".

As permitted by General Instruction F to Schedule TO, the information set forth in the entire Offer to Purchase, the Letter of Transmittal and the Notice of Guaranteed Delivery, including all appendices, schedules, exhibits and annexes thereto, is hereby expressly incorporated by reference in response to Items 1 through 11 of this Schedule TO and is supplemented by the information specifically provided herein.

As permitted by General Instruction G to Schedule TO, this Schedule TO is also an amendment to the joint statement on Schedule 13D filed on January 13, 2012, as amended, by Icahn Enterprises Holdings, Icahn Partners LP, a limited partnership governed by the laws of Delaware, Icahn Partners Master Fund LP, a limited partnership governed by the laws of the Cayman Islands, Icahn Partners Master Fund II LP, a limited partnership governed by the laws of the Cayman Islands, Icahn Partners Master Fund III LP, a limited partnership governed by the laws of the Cayman Islands, High River Limited Partnership, a limited partnership governed by the laws of Delaware, Hopper Investments LLC, a limited liability company governed by the laws of Delaware, Barberry Corp., a corporation governed by the laws of Delaware, Icahn Onshore LP, a limited partnership governed by the laws of Delaware, Icahn Offshore LP, a limited partnership governed by the laws of Delaware, Icahn Capital LP, a limited partnership governed by the laws of Delaware, IPH GP LLC, a limited liability company governed by the laws of Delaware, Icahn Enterprises Holdings L.P., a limited partnership governed by the laws of Delaware, Icahn Enterprises G.P. Inc., a corporation governed by the laws of Delaware, Beckton Corp., a corporation governed by the laws of Delaware, and Carl C. Icahn (collectively, the "Icahn Entities").

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1. NAME OF REPORTING PERSON  
IEP Energy LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3. SEC USE ONLY

4. SOURCE OF FUNDS  
OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER  
60,696,544

8. SHARED VOTING POWER  
0

9. SOLE DISPOSITIVE POWER  
60,696,544

10. SHARED DISPOSITIVE POWER  
0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
60,696,544

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
69%

14. TYPE OF REPORTING PERSON  
OO

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1. NAME OF REPORTING PERSON  
IEP Energy Holding LLC
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
  3. SEC USE ONLY
  4. SOURCE OF FUNDS  
OO
  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7. SOLE VOTING POWER  
0
  8. SHARED VOTING POWER  
60,696,544
  9. SOLE DISPOSITIVE POWER  
0
  10. SHARED DISPOSITIVE POWER  
60,696,544
  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
60,696,544
  12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
  13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
69%
  14. TYPE OF REPORTING PERSON  
OO
-

1. NAME OF REPORTING PERSON  
American Entertainment Properties Corp.
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
  3. SEC USE ONLY
  4. SOURCE OF FUNDS  
OO
  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7. SOLE VOTING POWER  
0
  8. SHARED VOTING POWER  
60,696,544
  9. SOLE DISPOSITIVE POWER  
0
  10. SHARED DISPOSITIVE POWER  
60,696,544
  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
60,696,544
  12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
  13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
69%
  14. TYPE OF REPORTING PERSON  
CO
-

1. NAME OF REPORTING PERSON  
Icahn Building LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3. SEC USE ONLY

4. SOURCE OF FUNDS  
OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER  
0

8. SHARED VOTING POWER  
60,696,544

9. SOLE DISPOSITIVE POWER  
0

10. SHARED DISPOSITIVE POWER  
60,696,544

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
60,696,544

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
69%

14. TYPE OF REPORTING PERSON  
OO

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1. NAME OF REPORTING PERSON  
Icahn Enterprises Holdings L.P.
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
  3. SEC USE ONLY
  4. SOURCE OF FUNDS  
OO
  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7. SOLE VOTING POWER  
0
  8. SHARED VOTING POWER  
60,696,544
  9. SOLE DISPOSITIVE POWER  
0
  10. SHARED DISPOSITIVE POWER  
60,696,544
  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
60,696,544
  12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
  13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
69%
  14. TYPE OF REPORTING PERSON  
PN
-



1. NAME OF REPORTING PERSON  
Icahn Enterprises G.P. Inc.
  2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /
  3. SEC USE ONLY
  4. SOURCE OF FUNDS  
OO
  5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /
  6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
7. SOLE VOTING POWER  
0
  8. SHARED VOTING POWER  
60,696,544
  9. SOLE DISPOSITIVE POWER  
0
  10. SHARED DISPOSITIVE POWER  
60,696,544
  11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
60,696,544
  12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /
  13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
69%
  14. TYPE OF REPORTING PERSON  
CO
-

1. NAME OF REPORTING PERSON  
Beckton Corp.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3. SEC USE ONLY

4. SOURCE OF FUNDS  
OO

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /

6. CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7. SOLE VOTING POWER  
0

8. SHARED VOTING POWER  
60,696,544

9. SOLE DISPOSITIVE POWER  
0

10. SHARED DISPOSITIVE POWER  
60,696,544

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
60,696,544

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
69%

14. TYPE OF REPORTING PERSON  
CO

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1 NAME OF REPORTING PERSON  
Carl C. Icahn

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(a) / /  
(b) / /

3 SEC USE ONLY

4 SOURCE OF FUNDS  
OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) / /

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

7 SOLE VOTING POWER  
0

8 SHARED VOTING POWER  
60,696,544

9 SOLE DISPOSITIVE POWER  
0

10 SHARED DISPOSITIVE POWER  
60,696,544

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
60,696,544

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
69%

14 TYPE OF REPORTING PERSON  
IN

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**Items 1-11.**

Items 1 through 11 of the Schedule TO are hereby amended and supplemented by the addition of the following:

On May 7, 2012, the Offeror, issued a press release relating to the Offer. A copy of this press release is filed herewith as Exhibit (a)(5)(xiv) and incorporated herein by reference.

**Item 12. Exhibits**

<u>Exhibit</u>	<u>Description</u>
(a)(5)(xiv)	Press Release issued by the Offeror, dated May 7, 2012

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**SIGNATURES**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

IEP ENERGY LLC

By: /s/ SungHwan Cho  
Name: SungHwan Cho

Title: Chief Financial Officer

IEP ENERGY HOLDING LLC

By: /s/ SungHwan Cho  
Name: SungHwan Cho  
Title: Chief Financial Officer

AMERICAN ENTERTAINMENT PROPERTIES

CORP.

By: /s/ SungHwan Cho  
Name: SungHwan Cho  
Title: Chief Financial Officer

ICAHN BUILDING LLC

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

member

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

By: /s/ SungHwan Cho  
Name: SungHwan Cho  
Title: Chief Financial Officer

ICAHN ENTERPRISES HOLDINGS L.P.

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

By: /s/ SungHwan Cho  
Name: SungHwan Cho  
Title: Chief Financial Officer

ICAHN ENTERPRISES G.P. INC.

By: /s/ SungHwan Cho  
Name: SungHwan Cho  
Title: Chief Financial Officer

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BECKTON CORP.

By: /s/ Edward Mattner  
Name: Edward Mattner  
Title: Authorized Signatory

Carl C. Iahn      /s/ Carl C. Iahn

Date: May 7, 2012

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
(a)(1)(i)	Offer to Purchase, dated February 23, 2012*
(a)(1)(ii)	Letter of Transmittal (including Guidelines for Certification of Taxpayer Identification Number) *
(a)(1)(iii)	Notice of Guaranteed Delivery*
(a)(1)(iv)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees*
(a)(1)(v)	Letter to Clients*
(a)(1)(vi)	Supplement to Offer to Purchase, dated April 23, 2012 *
(a)(1)(vii)	Revised Letter of Transmittal *
(a)(1)(vii)	Revised Notice of Guaranteed Delivery *
(a)(1)(ix)	Revised Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees *
(a)(1)(x)	Revised Letter to Clients *
(a)(5)(i)	Summary Advertisement as published in the New York Times, by the Offeror, on February 23, 2012*
(a)(5)(ii)	Press Release of the Offeror, dated February 16, 2012 (incorporated by reference to Exhibit 1 to the Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on February 17, 2012)*
(a)(5)(iii)	Press Release of the Offeror, dated March 9, 2012(incorporated by reference to Exhibit 1 to Amendment No. 1 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on March 9, 2012)*
(a)(5)(iv)	Press Release of the Offeror, dated March 14, 2012(incorporated by reference to Exhibit 1 to Amendment No. 2 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on March 14, 2012)*
(a)(5)(v)	Press Release of the Offeror, dated March 16, 2012 (incorporated by reference to Exhibit 1 to Amendment No. 3 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on March 16, 2012)*
(a)(5)(vi)	Press Release of the Offeror, dated March 19, 2012 (incorporated by reference to Exhibit 1 to Amendment No. 4 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on March 19, 2012)*
(a)(5)(vii)	Press Release of the Offeror, dated March 28, 2012 (incorporated by reference to Exhibit 1 to Amendment No. 5 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on March 28, 2012)*
(a)(5)(viii)	Press Release of the Offeror, dated March 28, 2012 (incorporated by reference to Exhibit 1 to Amendment No. 6 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on March 29, 2012)*
(a)(5)(ix)	Press Release of the Offeror, dated April 3, 2012 (incorporated by reference to Exhibit 1 to Amendment No. 7 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on April 3, 2012)*
(a)(5)(x)	Press Release of the Offeror, dated April 3, 2012 (incorporated by reference to Exhibit 1 to Amendment No. 8 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on April 3, 2012)*
(a)(5)(xi)	Press Release of the Offeror, dated April 19, 2012 (incorporated by reference to Exhibit 1 to Amendment No. 10 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on April 19, 2012)*
(a)(5)(xii)	Press Release of the Offeror, dated April 23, 2012 (incorporated by reference to Exhibit 1 to Amendment No. 11 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on April 23, 2012)*

(a)(5)(xiii)	Press Release of the Offeror, dated May 1, 2012 (incorporated by reference to Exhibit 1 to Amendment No. 13 to Schedule TO-C filed by the Offeror with the Securities and Exchange Commission on May 1, 2012)*
(a)(5)(xiv)	Press Release of the Offeror, dated May 7, 2012 (filed herewith)
(b)	None.
(d)	Transaction Agreement, dated April 18, 2012, among CVR, the Offeror and the other parties listed on the signature page thereto (incorporated by reference to Exhibit A to the Supplement to the Offer to Purchase filed as Exhibit (a)(1)(vi) to the Schedule TO filed by the Offeror with the Securities and Exchange Commission on April 23, 2012).*
(g)	None.
(h)	None.

\* Previously Filed



## ICAHN ACCEPTS TENDERED CVR ENERGY SHARES AND SUBSEQUENT OFFERING PERIOD COMMENCES

Contact: Susan Gordon, (212) 702-4309

New York, New York, May 7, 2012 – Carl C. Icahn today announced that, as of 11:59 p.m., New York City time, on May 4, 2012, 48,112,317 shares of common stock of CVR Energy, Inc. were validly tendered pursuant to the offer by his affiliates to acquire CVR for \$30 per share plus a contingent value right. As all of the terms and conditions of the offer have been satisfied, Mr. Icahn's affiliates have accepted for payment all of the tendered shares, which represent approximately 63% of all CVR shares held by shareholders unaffiliated with Mr. Icahn. Upon the purchase of these shares, which will occur today, the Icahn group will own approximately 69% of CVR's outstanding shares.

Mr. Icahn also announced today that the subsequent offering period for the offer has commenced and will expire at 11:59 p.m., New York City time, on May 18, 2012. During the subsequent offering period, holders of CVR common stock who did not tender their shares during the initial offer period may tender their shares and receive the same consideration of \$30 per share plus a contingent value right that was offered during the initial offer period. **Mr. Icahn's affiliates will immediately accept and promptly pay, on a first-come, first-served basis, for all CVR shares as they are tendered during the subsequent offering period.**

In accordance with the terms of the previously announced Transaction Agreement between Mr. Icahn and CVR, upon the purchase of the tendered shares today, seven members of CVR's nine-member Board of Directors will be replaced automatically with seven individuals nominated by Mr. Icahn.

Mr. Icahn stated: "We are pleased with the results of our tender offer and are excited to have CVR join the Icahn Enterprises family. We look forward to working together with the CVR team."

*Shareholders with questions about the tender offer may call D.F. King & Co., Inc., the Information Agent, toll-free at 800-347-4750 (banks and brokers call 212-269-5550).*

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### NOTICE TO INVESTORS

THIS PRESS RELEASE IS FOR INFORMATIONAL PURPOSES ONLY AND DOES NOT CONSTITUTE AN OFFER TO PURCHASE NOR A SOLICITATION FOR ACCEPTANCE OF THE TENDER OFFER DESCRIBED ABOVE. THE OFFER IS BEING MADE ONLY PURSUANT TO THE OFFER TO PURCHASE DATED FEBRUARY 23, 2012 AND RELATED DOCUMENTS THAT CARL C. ICAHN AND CERTAIN OF HIS AFFILIATES DISTRIBUTED TO HOLDERS OF COMMON STOCK OF CVR ENERGY, INC. AND FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ("SEC") AS EXHIBITS TO THEIR SCHEDULE TO. HOLDERS OF COMMON STOCK SHOULD READ CAREFULLY THE OFFER TO PURCHASE AND RELATED DOCUMENTS BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING THE VARIOUS TERMS OF, AND CONDITIONS TO, THE OFFER. HOLDERS OF COMMON STOCK MAY OBTAIN A FREE COPY OF THE SCHEDULE TO, THE OFFER TO PURCHASE AND OTHER DOCUMENTS FROM THE SEC AT THE SEC'S WEB SITE AT [WWW.SEC.GOV](http://WWW.SEC.GOV).