

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

ICAHN ENTERPRISES L.P.

(Registration) _____

ELEVENTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on November 3, 2010, and before the Nevada Gaming Commission (“Commission”) on November 18, 2010, at Las Vegas, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following application, as amended and supplemented, has been filed:
 - a. The application of Icahn Enterprises L.P. for an amendment to its Order of Registration,
 - b. The applications of Icahn Enterprises Holdings L.P., Icahn Enterprises G.P. Inc. and Beckton Corp. for a finding of suitability as a beneficial owner and controlling beneficial owner of Tropicana Entertainment Inc., and
 - c. The application Carl Celian Icahn for a finding of suitability as a beneficial owner and controlling beneficial owner of Tropicana Entertainment Inc.

2. THAT the Tenth Revised Order of Registration of Icahn Enterprises L.P. dated January 21, 2010 is hereby amended and restated, in its entirety, by this Eleventh Revised Order of Registration.

3. THAT Icahn Enterprises L.P. is registered as a publicly traded corporation and is found suitable, pursuant to NRS 463.170(6), as the sole limited partner of Icahn Enterprises Holdings L.P.

4. THAT Icahn Enterprises Holdings L.P. is registered as an intermediary company and is found suitable as a beneficial owner and controlling beneficial owner of Tropicana Entertainment Inc.

5. THAT Icahn Enterprises G.P. Inc is registered as a holding company, is found suitable, pursuant to NGC Regulation 15A.190, as the general partner of Icahn Enterprises Holdings L.P., and is found suitable as a beneficial owner and controlling beneficial owner of Tropicana Entertainment Inc.

6. THAT Beckton Corp. is registered as a holding company, is found suitable, pursuant to NGC Regulation 15.585.7-4, as the sole shareholder of Icahn Enterprises G.P. Inc. and is found suitable as a beneficial owner and controlling beneficial owner of Tropicana Entertainment Inc.

7. THAT Carl Celian Icahn is found suitable as the sole shareholder of Beckton Corp. and is found suitable as a beneficial owner and controlling beneficial owner of Tropicana Entertainment Inc.

8. THAT Icahn Enterprises L.P. shall fund and maintain with the Board a revolving fund in the amount of \$25,000, for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance,

monitoring and investigative review of all activities of Icahn Enterprises L.P., its subsidiaries and affiliated companies.

9. THAT Icahn Partners Master Fund II L.P., Icahn Partners Master Fund III L.P., Icahn Partners Master Fund LP, Icahn Partners LP, Icahn Offshore LP, Icahn Onshore LP, Icahn Capital LP, IPH GP LLC and Icahn Enterprises Holdings L.P. shall, within 30 days of such change, report to the Board the addition of any new investor, shareholder, partner or member. Such report shall include the name, date of birth, social security number and any other such information as the Board may require on the new investor, shareholder, partner or member. If the new investor, shareholder, partner or member is an entity rather than a natural person, such report shall include the names, dates of birth, social security numbers and any other such information as the Board may require on the officers and directors of the new investor, shareholder, partner or member, and, if applicable, any person holding, directly or indirectly, more than five percent (5%) voting or economic interest in the prospective investor, shareholder, partner or member. If such information regarding any entity or natural person described above is not obtainable, then such report shall include the information found in the subscription materials provided by any new investor, shareholder, partner or member and any other such information the Board may require. The Commission may require, upon the recommendation of the Board, any investor, shareholder, partner or member of Icahn Partners Master Fund II L.P., Icahn Partners Master Fund III L.P., Icahn Partners Master Fund LP, Icahn Partners LP, Icahn Offshore LP, Icahn Onshore LP, Icahn Capital LP, IPH GP LLC or Icahn Enterprises Holdings L.P. to file an application for licensure or a finding of suitability. The failure of such investor, shareholder, partner or member to file an application may be grounds for a finding of unsuitability and subject the investor, shareholder, partner or member to mandatory divestiture of the relevant interest.

10. THAT Icahn Offshore LP shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect general partnership

interest in Icahn Partners Master Fund II L.P., Icahn Partners Master Fund III L.P. or Icahn Partners Master Fund LP held by it or any other security held by it that is convertible or exchangeable into a general partnership interest in Icahn Partners Master Fund II L.P., Icahn Partners Master Fund III L.P. or Icahn Partners Master Fund LP, provided however, that the sale, assignment, transfer, pledge or other disposition of such interest to any entity that is directly or indirectly owned and controlled by Carl C. Icahn may be made without approval, conditioned that such transaction be reported by the transferor to the Board within thirty (30) days of its consummation together with a report of the date of the transaction, the percentage of interest transferred, the name of the transferee and any other such information as the Board may require.

11. THAT Icahn Onshore LP shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect general partnership interest in Icahn Partners LP held by it or any other security held by it that is convertible or exchangeable into a general partnership interest in Icahn Partners LP, provided however, that the sale, assignment, transfer, pledge or other disposition of such interest to any entity that is directly or indirectly owned and controlled by Carl C. Icahn may be made without approval, conditioned that such transaction be reported by the transferor to the Board within thirty (30) days of its consummation together with a report of the date of the transaction, the percentage of interest transferred, the name of the transferee and any other such information as the Board may require.

12. THAT Icahn Capital LP shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect general partnership interest in Icahn Offshore LP or Icahn Onshore LP held by it or any other security held by it that is convertible or exchangeable into a general partnership interest in Icahn Offshore LP or Icahn Onshore LP, provided however, that the sale, assignment, transfer, pledge or other disposition of such interest to any entity that is directly or indirectly owned and controlled by Carl C. Icahn

may be made without approval, conditioned that such transaction be reported by the transferor to the Board within thirty (30) days of its consummation together with a report of the date of the transaction, the percentage of interest transferred, the name of the transferee and any other such information as the Board may require.

13. THAT IPH GP LLC shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect general partnership interest in Icahn Capital LP held by it or any other security held by it that is convertible or exchangeable into a general partnership interest in Icahn Capital LP, provided however, that the sale, assignment, transfer, pledge or other disposition of such interest to any entity that is directly or indirectly owned and controlled by Carl C. Icahn may be made without approval, conditioned that such transaction be reported by the transferor to the Board within thirty (30) days of its consummation together with a report of the date of the transaction, the percentage of interest transferred, the name of the transferee and any other such information as the Board may require.

14. THAT Icahn Enterprises Holdings L.P. shall not, without the prior approval of the Commission, sell, assign, transfer, pledge or otherwise dispose of any direct or indirect membership interest in IPH GP LLC held by it or any other security held by it that is convertible or exchangeable into a membership interest in IPH GP LLC, provided however, that the sale, assignment, transfer, pledge or other disposition of such interest to any entity that is directly or indirectly owned and controlled by Carl C. Icahn may be made without approval, conditioned that such transaction be reported by the transferor to the Board within thirty (30) days of its consummation together with a report of the date of the transaction, the percentage of interest transferred, the name of the transferee and any other such information as the Board may require.

15. THAT Icahn Partners Master Fund II L.P., Icahn Partners Master Fund III L.P., Icahn Partners Master Fund LP, Icahn Partners LP, Icahn Offshore LP, Icahn Onshore LP,

Icahn Capital LP, IPH GP LLC and Icahn Enterprises Holdings L.P. each shall quarterly provide to the Board a list of all holders of all classes of securities, including, but not limited to, common stock, membership interests, partnership interests, or other such securities.

16. THAT pursuant to NRS 463.625, Icahn Enterprises L.P. is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

17. THAT Icahn Enterprises L.P. is exempted from NGC Regulation 15A and shall instead comply with NGC Regulation 16.

18. THAT the Commission hereby expressly finds that the exemptions granted herein above are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED at Las Vegas, Nevada, this 18th day of November 2010.