



CITY OF CHICAGO
ECONOMIC DISCLOSURE STATEMENT and AFFIDAVIT
Related to Contract/Amendment/Solicitation
EDS # 24215

SECTION I -- GENERAL INFORMATION

A. Legal name of the Disclosing Party submitting the EDS:

Motorola Solutions, Inc

Enter d/b/a if applicable:

The Disclosing Party submitting this EDS is:

the Applicant

B. Business address of the Disclosing Party:

1301 East Algonquin Road
Schaumburg, IL 60196
United States

C. Telephone:

847-833-0312

Fax:

D. Name of contact person:

Mr. John Piotr Kedzierski

F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains:

REPLACEMENT PARTS AND REPAIR SERVICE FOR MOTOROLA 2-WAY
COMMUNICATIONS EQUIPMENT AND RELATED SYSTEMS

Which City agency or department is requesting this EDS?

DEPT OF PROCUREMENT SERVICES

Specification Number

53600

Contract (PO) Number

15383

Revision Number

4

Release Number

User Department Project Number

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

1. Indicate the nature of the Disclosing Party:

Publicly registered business corporation

Is the Disclosing Party incorporated or organized in the State of Illinois?

No

State or foreign country of incorporation or organization:

Delaware

Registered to do business in the State of Illinois as a foreign entity?

Yes

B. DISCLOSING PARTY IS A LEGAL ENTITY:

1.a.1 Does the Disclosing Party have any directors?

Yes

1.a.3 List below the full names and titles of all executive officers and all directors, if any, of the entity. Do not include any directors who have no power to select the entity's officers.

Officer/Director:	Mr. Gregory Q. Brown
Title:	Chairman and Chief Executive Officer
Role:	Both

Officer/Director:	Mr. John A. White
Title:	Director
Role:	Director

Officer/Director:	Mr. Samuel C. Scott III
Title:	Director
Role:	Director

Officer/Director:	Mr. David W. Dorman
Title:	Director
Role:	Director

Officer/Director:	Mr. William J. Bratton
Title:	Director
Role:	Director

Officer/Director:	Mr. General Michael V. Hayden
Title:	Director
Role:	Director

Officer/Director:	Mr. Vincent J. Intrieri
Title:	Director
Role:	Director

Officer/Director:	Ms. Judy C. Lewent
Title:	Director
Role:	Director

Officer/Director:	Mr. John A. White
Title:	Director
Role:	Director

Officer/Director:	Mr. Michael Annes
Title:	Corporate Vice President

Role:	Officer
Officer/Director:	Ms. Michele Aguilar Carlin
Title:	Senior Vice President
Role:	Officer
Officer/Director:	Mr. Eduardo Conrado
Title:	Senior Vice President
Role:	Officer
Officer/Director:	Mr. Eugene Delaney
Title:	Executive Vice President
Role:	Officer
Officer/Director:	Mr. Edward J. Fitzpatrick
Title:	Executive Vice President
Role:	Officer
Officer/Director:	Mr. Kelly S. Mark
Title:	Corporate Vice President
Role:	Officer
Officer/Director:	Mr. Mark Moon
Title:	Executive Vice President
Role:	Officer
Officer/Director:	Mr. Lewis Steverson
Title:	Senior Vice President
Role:	Officer

2. Ownership Information

Please provide ownership information concerning each person or entity that holds, or is anticipated to hold (see next paragraph), a direct or indirect beneficial interest in excess of 7.5% of the Applicant. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture, interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate, or other similar entity. Note: Each legal entity below may be required to submit an EDS on its own behalf.

Please disclose present owners below. Please disclose anticipated owners in an attachment submitted through the "Additional Info" tab. "Anticipated owner" means an individual or entity in existence at the time application for City action is made, which is

not an applicant or owner at such time, but which the applicant expects to assume a legal status, within six months of the time the City action occurs, that would render such individual or entity an applicant or owner if they had held such legal status at the time application was made.

There are no owners with greater than 7.5 percent ownership in the Disclosing Party.

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in [Chapter 2-156 of the Municipal Code](#), with any City elected official in the 12 months before the date this EDS is signed?

No

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

1. Has the Disclosing Party retained any legal entities in connection with the Matter?

Yes

2. List below the names of all legal entities which are retained parties.

Name: Chicago Communications

Anticipated/Retained: Retained

Business Address: 200 Spangler Ave
Elmhurst, IL 60126 United States

Relationship: Subcontractor - MWDBE

Fees TBD

(\$\$ or %):

Estimated/Paid: Estimated

Name: Quantum Crossings

Anticipated/Retained: Retained

Business Address: 111 E. Wacker
Suite 990
Chicago, IL 60601 United States

Relationship: Subcontractor - MWDBE

Fees TBD

(\$\$ or %):

Estimated/Paid: Estimated

Name: CCSI

Anticipated/Retained: Anticipated

Business Address: 120 W, 22nd Street
Suite 300
Oak Brook, IL 60523 United States

Relationship: Subcontractor - non MWDBE

Fees TBD

(\$\$ or %):

Estimated/Paid: Estimated

Name: Installation Services, Inc.

Anticipated/Retained: Retained

Business Address: 10406 Cherry Valley Road
Genoa, IL 60135 United States

Relationship: Subcontractor - non MWDBE

Fees TBD

(\$\$ or %):

Estimated/Paid: Estimated

Name: B and B Maintenance, Inc.

Anticipated/Retained: Retained

Business Address: 537 Capital Drive
Lake Zurich, IL 60047 United States

Relationship:	Subcontractor - MWDBE
Fees (\$\$ or %):	TBD
Estimated/Paid:	Estimated

Name:	Kayhan International
Anticipated/Retained:	Retained
Business Address:	1475 E. Woodfield Rd Suite 104 Schaumburg, IL 60173 United States
Relationship:	Subcontractor - MWDBE
Fees (\$\$ or %):	TBD
Estimated/Paid:	Estimated

3. Has the Disclosing Party retained any persons in connection with the Matter?

No

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

Under [Municipal Code Section 2-92-415](#), substantial owners of business entities that contract with the City must remain in compliance with their child support obligations throughout the contract's term.

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage of any child support obligations by any Illinois court of competent jurisdiction?

No

B. FURTHER CERTIFICATIONS

1. Pursuant to [Municipal Code Chapter 1-23](#), Article I ("Article I")(which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows:

- i. neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to

- commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and
- ii. the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City.

NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

I certify the above to be true

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:

- a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
- b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
- c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
- d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.

I am unable to certify the above to be true

Explain:

Please see Attachment B

3. Neither the Disclosing Party, nor any [Contractor](#), nor any [Affiliated Entity](#) of either the Disclosing Party or any [Contractor](#) nor any [Agents](#) have, during the five years before the date this EDS is signed, or, with respect to a [Contractor](#), an [Affiliated Entity](#), or an [Affiliated Entity](#) of a [Contractor](#) during the five years before the date of such [Contractor's](#) or [Affiliated Entity's](#) contract or engagement in connection with the Matter:

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of [Municipal Code Section 2-92-610 \(Living Wage Ordinance\)](#).

I am unable to certify the above to be true

Explain:

Please see Attachment B

4. Neither the Disclosing Party, [Affiliated Entity](#) or [Contractor](#), or any of their employees, officials, [agents](#) or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of

- bid-rigging in violation of [720 ILCS 5/33E-3](#);
- bid-rotating in violation of [720 ILCS 5/33E-4](#); or
- any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.

I am unable to certify the above to be true

Explain:

Please see Attachment B

5. Neither the Disclosing Party nor any [Affiliated Entity](#) is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the [Specially Designated Nationals List](#), the [Denied Persons List](#), the [Unverified List](#), the [Entity List](#) and the [Debarred List](#).

I certify the above to be true

6. The Disclosing Party understands and shall comply with the applicable requirements of [Chapters 2-55 \(Legislative Inspector General\)](#), [Chapter 2-56 \(Inspector General\)](#) and [Chapter 2-156 \(Governmental Ethics\)](#) of the Municipal Code.

I certify the above to be true

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

The Disclosing Party certifies that, as defined in [Section 2-32-455\(b\) of the Municipal Code](#), the Disclosing Party

is not a "financial institution"

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in [Chapter 2-156 of the Municipal Code](#) have the same meanings when used in this Part D.

1. In accordance with [Section 2-156-110 of the Municipal Code](#): Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

No

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

If the Disclosing Party cannot make this verification, the Disclosing Party must disclose all required information in the space provided below or in an attachment in the "Additional Info" tab. Failure to comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City.

The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records.

I can make the above verification

SECTION VI -- CERTIFICATIONS FOR FEDERALLY-FUNDED MATTERS

Is the Matter federally funded? For the purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding.

Yes

A. CERTIFICATION REGARDING LOBBYING

1.a Are there any persons who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter?

No

1.c. Are there any legal entities who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter?

No

2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

I certify to the above.

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.

I certify to the above.

4. The Disclosing Party certifies that either:

- i. it is not an organization described in [section 501\(c\)\(4\) of the Internal Revenue Code of 1986](#) or
- ii. it is an organization described in [section 501\(c\)\(4\) of the Internal Revenue Code of 1986](#) but has not engaged and will not engage in "Lobbying Activities".

I certify to the above.

5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

I certify to the above.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations.

1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See [41 CFR Part 60-2](#).)

Yes

2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements?

Yes

3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

Yes

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, [Chapters 2-156](#) and [2-164](#) of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. A training program is available on line at www.cityofchicago.org/city/en/depts/ethics.html, and may also be obtained from the City's Board of Ethics, 740 N. Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

I acknowledge and consent to the above

The Disclosing Party understands and agrees that:

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of [Chapter 1-23 of the Municipal Code](#) (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by [Chapter 1-23](#) and [Section 2-154-020 of the Municipal Code](#).

I acknowledge and consent to the above

The Disclosing Party represents and warrants that:

F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its [Affiliated Entities](#) delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.

I certify the above to be true

F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its [Affiliated Entities](#) will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal [Excluded Parties List System \("EPLS"\)](#) maintained by the U.S. General Services Administration.

I certify the above to be true

F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

I certify the above to be true

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

This question is to be completed only by (a) the Applicant, and (b) any legal entity which has a direct ownership interest in the Applicant exceeding 7.5 percent. It is not to be completed by any legal entity which has only an indirect ownership interest in the Applicant.

Under [Municipal Code Section 2-154-015](#), the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently has a "familial relationship" with any elected city official or department head. A "familial relationship" exists if, as of the date this EDS is signed, the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof is related to the mayor, any alderman, the city clerk, the city treasurer or any city department head as spouse or domestic partner or as any of the following, whether by blood or adoption: parent, child, brother or sister, aunt or uncle, niece or nephew, grandparent, grandchild, father-in-law, mother-in-law, son-in-law, daughter-in-law, stepfather or stepmother, stepson or stepdaughter, stepbrother or stepsister or half-brother or half-sister.

"Applicable Party" means (1) all corporate officers of the Disclosing Party, if the Disclosing Party is a corporation; all partners of the Disclosing Party, if the Disclosing Party is a general partnership; all general partners and limited partners of the Disclosing Party, if the Disclosing Party is a limited partnership; all managers, managing members and members of the Disclosing Party, if the Disclosing Party is a limited liability company; (2) all principal officers of the Disclosing Party; and (3) any person having more than a 7.5 percent ownership interest in the Disclosing Party. "Principal officers" means the president, chief operating officer, executive director, chief financial officer, treasurer or secretary of a legal entity or any person exercising similar authority.

Does the Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner thereof currently have a "familial relationship" with an elected city official or department head?

No

ADDITIONAL INFO

Please add any additional explanatory information here. If needed you may add an attachment below.

Motorola Solutions' can not enter its 7.5% owner in the Online EDS system. The 7.5% owner is disclosed in Attachment A.

List of vendor attachments uploaded by City staff

None.

List of attachments uploaded by vendor

Description of uploaded attachments and exhibits

Attachment A, letter addressing Motorola Solutions' 7.5% owners

Exhibit A, Carl Icahn Form 13-F

Attachment B, clarifications for Section V Certifications

CERTIFICATION

Under penalty of perjury, the person signing below: (1) warrants that he/she is authorized to execute this EDS, and all applicable appendices, on behalf of the Disclosing Party, and (2) warrants that all certifications and statements contained in this EDS, and all applicable appendices, are true, accurate and complete as of the date furnished to the City. Submission of this form constitutes making the oath associated with notarization.

/s/ 09/12/2011

Mr. Jack P Molloy

MSSI Vice President

Motorola Solutions, Inc

This is a printed copy of the Economic Disclosure Statement, the original of which is filed electronically with the City of Chicago. Any alterations must be made electronically, alterations on this printed copy are void and of no effect.



List of attachments to the Online EDS:

- Attachment A, letter explaining Motorola Solutions' 7.5% owners
- Exhibit A, Carl Icahn Form 13-F
- Attachment B, clarifications for Section V – Certifications
- Exhibit B, Motorola Annual Report Form 10-K



MOTOROLA SOLUTIONS

Motorola Solutions, Inc.
1301 E. Algonquin Road
Schaumburg, IL 60196

Telephone: 1847-576-5000
Fax: 1847-538-6020

August 15, 2011

Jamie L. Rhee, Chief Procurement Officer
City of Chicago
City Hall, Room 403
121 North LaSalle Street
Chicago, IL 60602

Re: City of Chicago Online Economic Disclosure Statement Requirements – Ownership Information

Ms. Rhee,

Motorola Solutions' top shareholders are listed at our investor relations website.

<http://investors.motorolasolutions.com/ownership-profile.cfm>

Motorola Solutions has one shareholder who holds 7.5% or more of Motorola Solutions stock. This owner and their ownership percentage is listed below.

Icahn Associates Corp, 11.28% Ownership
767 Fifth Avenue, 47th Floor, New York, NY 10153-0023

Motorola Solutions, Inc. requested that Icahn Associates Corp participate in the Online Economic Disclosure Statement (EDS) process, however, that request was declined. Icahn Associates Corp is a privately owned hedge fund sponsor. Mr. Carl C. Icahn is required to file with the Securities and Exchange Commission a Form 13F. Mr. Icahn is listed as an Institutional Investment Manager in his Form 13F filing; please see the Form 13F attached as Exhibit A.

Respectfully,



John P. Molloy
MSSI Vice President

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 <TEXT>

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

Form 13F
 Form 13F COVER PAGE

Report for the Calendar Year or Quarter Ended: 12/31/2010
 Check here if Amendment ☐; Amendment Number: -----

This Amendment (Check only one.): ☐ is a restatement.
☐ adds new holdings entries.

Institutional Investment Manager Filing this Report:

Name: CARL C. ICAHN, INDIVIDUAL
 Address: C/O ICAHN ASSOCIATES CORP.
 767 FIFTH AVENUE, SUITE 4700
 NEW YORK, NEW YORK 10153

Form 13F File Number: 028-04333

The institutional investment manager filing this report and the person by whom it is signed hereby represent that the person signing the report is authorized to submit it, that all information contained herein is true, correct and complete, and that it is understood that all required items, statements, schedules, lists, and tables, are considered integral parts of this form.

Persons Signing this Report on Behalf of Reporting Manager:

Name: EDWARD E. MATTNER
 Title: ATTORNEY-IN-FACT
 Phone: 212-702-4300

Signature, Place, and Date of Signing:

/s/ EDWARD E. MATTNER	NEW YORK, NEW YORK	2/14/2011
-----	-----	-----
[Signature]	[City, State]	[Date]

Report Type (Check only one):

- ☒ 13F HOLDINGS REPORT. (Check here if all holdings of this reporting manager are reported in this report.)
- ☐ 13F NOTICE. (Check here if no holdings reported are in this report, and all holdings are reported by other reporting manager(s).)
- ☐ 13F COMBINATION REPORT. (Check here if a portion of the holdings for this reporting manager are reported in this report and a portion are reported by other reporting manager(s).)

List of Other Managers Reporting for this Manager:

<PAGE>

Form 13F SUMMARY PAGE

Report Summary:

Number of Other Included Managers:	11
Form 13F Information Table Entry Total:	27
Form 13F Information Table Value Total:	\$ 5,889,124

	(In Thousands)

List of Other Included Managers:

Provide a numbered list of the name(s) and 13F file number(s) of all institutional investment managers with respect to which this report is filed, other than the manager filing this report.

No. Form 13F File Number Name

01	028-04690	HIGH RIVER LIMITED PARTNERSHIP
02	028-11143	ICAHN MANAGEMENT L.P.

03	028-12621	CCI ONSHORE LLC
04	028-04970	HIGH COAST LIMITED PARTNERSHIP
05	028-04460	HIGHCREST INVESTORS CORP.
06	028-11469	GASCON PARTNERS
07	028-13260	IEH FM HOLDINGS LLC
08	028-13170	THORNWOOD ASSOCIATES LIMITED PARTNERSHIP
09	028-02662	BARBERRY CORP.
10	028-13957	IEH ARI HOLDINGS LLC
11	028-13955	CABOOSE HOLDING LLC

*** Confidential treatment has been requested for certain accounts of securities reported by this Institutional Investment Manager pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended, and this information has been filed separately with the Commission. This table may also include positions held by public companies controlled by Mr. Icahn. While Mr. Icahn may be deemed to have "investment discretion" over such positions pursuant to Section 13(f) of the Securities Exchange Act of 1934 and Rule 13f-1, Mr. Icahn expressly disclaims having such "investment discretion" over such positions for any other purposes.

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FORM 13F INFORMATION TABLE

COLUMN 1	COLUMN 2	COLUMN 3	COLUMN 4	COLUMN 5		COLUMN 6	COLUMN 7	COLUMN 8			
NAME OF ISSUER	TITLE OF CLASS	CUSIP	VALUE (x\$1000)	SHRS OR PRN AMT	SH/ PRN	PUT/ CALL	INVESTMENT DISCRETION	OTHER MANAGERS	VOTING AUTHORITY SOLE	SHARED	NONE
<S>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>	<C>
ADVENTRX PHARMACEUTICALS INC	COM NEW	00764X202	90	34,594	SH		DEFINED	1		34,594	
AMERICAN RAILCAR INDS INC	COM	02916P103	255,915	11,564,145	SH		DEFINED	10		11,564,145	
BIOGEN IDEC INC	COM	09062X103	215,569	3,215,051	SH		DEFINED	1		3,215,051	
CHESAPEAKE ENERGY CORP	COM	165167107	135,254	5,220,157	SH		DEFINED	1		5,220,157	
DYNEGY INC DEL	COM	26817G300	13,488	2,399,999	SH		DEFINED	1		2,399,999	
ENZON PHARMACEUTICALS INC	COM	293904108	14,372	1,180,972	SH		DEFINED	1		1,180,972	
FEDERAL MOGUL CORP	COM	313549404	1,553,746	75,241,924	SH		DEFINED	7		75,241,924	
GENZYME CORP	COM	372917104	186,544	2,620,000	SH		DEFINED	1		2,620,000	
HAIN CELESTIAL GROUP INC	COM	405217100	36,202	1,337,832	SH		DEFINED	1		1,337,832	
ICAHN ENTERPRISES LP	DEPOSITRY UNIT	451100101	97,035	2,767,685	SH		DEFINED	9		2,767,685	
ICAHN ENTERPRISES LP	DEPOSITRY UNIT	451100101	1,029,373	29,360,337	SH		DEFINED	4		29,360,337	
ICAHN ENTERPRISES LP	DEPOSITRY UNIT	451100101	135,555	3,866,379	SH		DEFINED	5		3,866,379	
ICAHN ENTERPRISES LP	DEPOSITRY UNIT	451100101	416,939	11,892,167	SH		DEFINED	6		11,892,167	
ICAHN ENTERPRISES LP	DEPOSITRY UNIT	451100101	533,456	15,215,515	SH		DEFINED	3		15,215,515	
ICAHN ENTERPRISES LP	DEPOSITRY UNIT	451100101	119,570	3,410,441	SH		DEFINED	2		3,410,441	
ICAHN ENTERPRISES LP	DEPOSITRY UNIT	451100101	150,270	4,286,087	SH		DEFINED	8		4,286,087	
ICAHN ENTERPRISES LP	DEPOSITRY UNIT	451100101	96,911	2,764,141	SH		DEFINED	11		2,764,141	
ICAHN ENTERPRISES LP	DEPOSITRY UNIT	451100101	171,519	4,892,147	SH		DEFINED			4,892,147	
LAWSON SOFTWARE INC NEW	COM	52078P102	31,408	3,395,486	SH		DEFINED	1		3,395,486	
LIONS GATE ENTMT CORP	COM NEW	535919203	58,124	8,928,414	SH		DEFINED	1		8,928,414	
LIONS GATE ENTMT CORP	NOTE 2.938%10/1	535919AF1	228	230,800	PRN		DEFINED	1		230,800	
LIONS GATE ENTMT CORP	FRNT 3.625% 3/1	535919AG9	84	85,800	PRN		DEFINED	1		85,800	
MENTOR GRAPHICS CORP	COM	587200106	38,689	3,224,057	SH		DEFINED	1		3,224,057	
MOTOROLA INC	COM	620076109	486,235	53,609,134	SH		DEFINED	1		53,609,134	
MOTRICITY INC	COM	620107102	18,570	1,000,000	SH		DEFINED	1		1,000,000	
MOTRICITY INC	COM	620107102	63,854	3,438,553	SH		DEFINED			3,438,553	
TAKE-TWO INTERACTIVE SOFTWARE	COM	874054109	30,124	2,461,124	SH		DEFINED	1		2,461,124	
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Attachment B

Section V Certifications

With respect to itself, Motorola certifies the following Subsections of Section V to be true: V.B.2a, V.B.3.a through d and V.B.4. With respect to itself, Motorola certifies on knowledge and belief after due inquiry that the following are true: V.B.2.b through e. Motorola, however, provides further clarification below regarding V.B.2b through e. With respect to non-Motorola entities, Motorola certifies on knowledge and belief after due inquiry all subsections in Section V to be true.

B2(b) & (e): Motorola is a Fortune 300 company with billions of dollars in annual sales globally, employing thousands of workers worldwide and having more than one hundred thousand (100,000) shareholders. As is normal for such companies, Motorola and its subsidiaries have been a party to hundreds of civil lawsuits in past years. Those suits have made many different legal and factual claims and have put forward many alleged legal theories seeking damages or other legal relief against Motorola. Motorola does not maintain a detailed history of such cases or their outcomes, nor does it maintain a listing of all allegations made therein, and therefore cannot provide the same. As a publicly traded company, however, Motorola files an annual report Form 10-K with the SEC and describes therein certain litigation that is material for disclosure under SEC rules. A copy of the cover page and of the relevant "Legal Proceedings" section of Motorola's most recently filed 10-K will be provided to the City upon request. Since the 10-K contains only such litigation as is material for public disclosure under SEC rules, it may not list all litigation with which Motorola or its subsidiaries are presently involved.

B2(c) & (e): In June, 2004, Symbol Technologies, Inc., a subsidiary of Motorola, entered into settlement agreements with the Department of Justice and the Securities and Exchange Commission. Those settlement agreements were the result of accounting irregularities directed by former management of the Company over a several year period ending in 2002. As part of those agreements, Symbol made a payment of \$40 million to the United States Postal Inspection Service Consumer Fraud Fund and a restitution fund of purchasers of Symbol common stock. Symbol itself was not charged, prosecuted or indicted for any crimes. However, several members of Symbol's former management, none of whom has been employed at Symbol for many years, were indicted for securities fraud and related offenses. As a result, Symbol has strengthened its auditing and accounting functions since 2002, hiring replacement and additional staff in both areas. Motorola is aware that the United States conducted a criminal investigation in connection with a contract for FMU-140 bomb fuses that was administered by the U. S. Army. However, this matter was settled in March, 2004.

B2(d) & (e): Considering the sales volume of Motorola, instances may occur in the ordinary course of business where disputes with customers, including governmental agencies, are raised concerning contract performance. To its best knowledge and belief after due inquiry, Motorola is not aware of any termination for cause or default against it or its subsidiaries by a governmental agency or court of competent jurisdiction within the past five (5) years.