

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q/A

(AMENDMENT NO. 1)

(Mark One)

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(X) QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934.

For the quarterly period ended June 30, 1999  
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OR

( ) TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-9516  
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AMERICAN REAL ESTATE PARTNERS, L.P.  
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(Exact name of registrant as specified in its charter)

Delaware

13-3398766

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(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

100 SOUTH BEDFORD ROAD, MT. KISCO, NY  
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10549  
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(Address of principal executive offices)

(Zip Code)

(Registrant's telephone number,  
including area code)

(914) 242-7700  
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Indicate by check mark whether the registrant (1) has filed all reports  
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of  
1934 during the preceding 12 months (or for such shorter period that the  
registrant was required to file such reports), and (2) has been subject to such  
filing requirements for the past 90 days. Yes X No  
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This Form 10-Q/A is being filed to correct a clerical error in the  
Company's Form 10-Q for the quarter ended June 30, 1999 as originally filed (the  
"Initial Form 10-Q"), as follows:

In the Consolidated Statements of Cash Flows, appearing on page 6 of  
the Initial Form 10-Q, this Form 10-Q/A corrects the following clerical error:

CONSOLIDATED STATEMENTS OF CASH FLOWS  
(unaudited)  
(In \$000's)

SIX MONTHS ENDED JUNE 30, 1998  
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AS  
ORIGINALLY  
FILED  
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AS  
CORRECTED  
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CASH AND CASH EQUIVALENTS,  
beginning of period

29,147

129,147

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMERICAN REAL ESTATE PARTNERS, L.P.  
By: American Property Investors, Inc.  
General Partner

/s/ John P. Saldarelli

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John P. Saldarelli  
Treasurer  
(Principal Financial Officer  
and Principal Accounting Officer)

Date: August 30, 1999

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