

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14D-1
Tender Offer Statement Pursuant to Section
14(d)(1) of the Securities Exchange Act of 1934
(Amendment No. 1)
and
SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 21)

AMERICAN REAL ESTATE PARTNERS, L.P.
(Name of Subject Company)

LEYTON LLC
HIGH COAST LIMITED PARTNERSHIP
BECKTON CORP.
CARL C. ICAHN
(Bidders)

DEPOSITARY UNITS REPRESENTING
LIMITED PARTNER INTERESTS
(Title of Class of Securities)

029169109
(CUSIP Number of Class of Securities)

Keith L. Schaitkin, Esq.
Gordon Altman Butowsky
Weitzen Shalov & Wein
114 West 47th Street
New York, New York 10036
(212) 626-0800
(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications on Behalf of Bidder)

Calculation of Filing Fee

Transaction	Amount of
Valuation*: \$105,000,000	Filing Fee: \$21,000

*For purposes of calculating the filing fee only. This amount assumes the purchase of up to 10 million Units of the subject company for \$10.50 per Unit in cash.

[x] Check 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: \$21,000
Form or Registration No.: Schedule 14D-1
Filing Party: Leyton LLC, High Coast Limited Partnership, Beckton Corp. and Carl C. Icahn
Dated Filed: November 20, 1998

This Amendment No. 1 to Schedule 14D-1 ("Amendment No. 1") which amends and supplements the Tender Offer Statement on Schedule 14D-1 originally filed with the Securities and Exchange Commission on November 20, 1998 (the "Schedule 14D-1") by Leyton LLC (the "Purchaser"), High Coast Limited Partnership ("High Coast"), Beckton Corp. and Carl C. Icahn also constitutes Amendment No. 21 to the statement on Schedule 13D of the Purchaser, High Coast, Beckton Corp. and Mr. Icahn (the "Schedule 13D" and together with the Schedule 14D-1, the "Schedules"). The Schedules relate to the Purchaser's offer to purchase up to 10 million depository units representing limited partner interests ("Units") of American Real Estate Partners, L.P. (the "Partnership") at a purchase price of \$10.50 net per Unit, upon the terms and subject to the conditions set forth in the Offer to Purchase dated November 20, 1998 (the "Offer to Purchase") and related Letter of Transmittal, including the Instructions thereto (which collectively constitute the "Offer").

ITEM 10. ADDITIONAL INFORMATION.

Item 10(f) is hereby amended as follows:

(i) By amending and restating in its entirety the first paragraph of "Section 14. Conditions of the Offer" in the Offer to Purchase as follows:

"SECTION 14. CONDITIONS OF THE OFFER.

Notwithstanding any other term of the Offer, the Purchaser will not be required to accept for payment or to pay for any Units tendered unless, prior to the Expiration Date, all authorizations, consents, orders or approvals of, or declarations or filings with, or expiration of waiting periods imposed by, any court, administrative agency or commission or other governmental authority or instrumentality, domestic or foreign, necessary for the consummation of the transactions contemplated by the Offer shall have been filed, occurred or been obtained. Furthermore, notwithstanding any other term of the Offer and in addition to the Purchaser's right to withdraw or amend the Offer at any time before the Expiration Date, the Purchaser will not be required to accept for payment or pay for any Units not theretofore accepted for payment or paid for and may terminate the Offer as to such Units if, at any time on or after the date of the Offer to Purchase and prior to the Expiration Date, any of the following conditions exists:"

(ii) By supplementing and adding the following information thereto:

The Offer has been extended to 12:00 midnight, New York City time, on Monday, December 28, 1998. On December 14, 1998, Mr. Icahn issued a press release announcing such extension and reporting that as of December 11, 1998, approximately 2,519,728 Units had been tendered pursuant to the Offer. A copy of the press release has been filed as Exhibit (a) (9) to this Amendment No. 1 and is incorporated herein by reference in its entirety.

ITEM 11. MATERIAL TO BE FILED AS EXHIBITS.

Item 11(a) is hereby amended to add the following exhibit:

(a) (9) Press Release, dated December 14, 1998.

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.

Dated: December 14, 1998

LEYTON LLC

By: HIGH COAST LIMITED PARTNERSHIP,
Member

By: BECKTON CORP.,
General Partner

By: /S/ CARL C. ICAHN
Name: Carl C. Icahn
Title: Chairman of the Board

HIGH COAST LIMITED PARTNERSHIP

By: BECKTON CORP.,
General Partner

By: /S/ CARL C. ICAHN
Name: Carl C. Icahn
Title: Chairman of the Board

BECKTON CORP.

By: /S/ CARL C. ICAHN
Name: Carl C. Icahn
Title: Chairman of the Board

/S/ CARL C. ICAHN
CARL C. ICAHN

[Signature Page for American Real Estate Partners, L.P., Schedule 14D-1/A no.1]

INDEX TO EXHIBITS

EXHIBIT
NUMBER

DESCRIPTION

(a) (9)

Press Release, dated December 14, 1998

Contact: Susan Gordon
702-4309
or
Information Agent:
Beacon Hill Partners, Inc.
Attention: Edward McCarthy
(212) 843-8500

FOR IMMEDIATE RELEASE

TENDER OFFER BY AFFILIATE OF ICAHN EXTENDED

MOUNT KISCO, N.Y., DECEMBER 14, 1998 - Carl C. Icahn announced today that his affiliate, Leyton LLC, a Delaware limited liability company (the "Purchaser"), has extended the expiration date of its offer (the "Offer") to purchase up to ten million Depositary Units of American Real Estate Partners, L.P. (NYSE: ACP), a Delaware limited partnership (the "Partnership"), to 12:00 midnight, New York City time, on Monday, December 28, 1998. The Offer was previously scheduled to expire at midnight on Friday, December 18, 1998.

The Offer is being extended at the request of the Partnership, and in order to allow additional time for Holders of Depositary Units to consider and review Amendment No. 1 to the Schedule 14D-9 filed on behalf of the Partnership with the Securities and Exchange Commission and mailed to Holders.

The Purchaser reported that as of December 11, 1998, approximately 2,519,728 Depositary Units had been tendered to the depositary pursuant to the Offer.

For further information, please contact Beacon Hill Partners at (800) 843-8500, which is acting as information agent for the Offer.