



DIVISION OF  
CORPORATION FINANCE

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

June 30, 2008

**Via Facsimile (212) 688-1158 and U.S. Mail**

Jesse Lynn, Esq.  
ICAHN CAPITAL LP  
767 Fifth Avenue, 47<sup>th</sup> Floor  
New York, NY 10153

**RE: Yahoo! Inc.**

**Response to comments issued June 10, 2008 to Soliciting Materials filed pursuant to Rule 14a-12 filed June 4, 6, and 9, 2008 by Carl C. Icahn, Keith A. Meister, et. al. File No. 000-28018**

Dear Mr. Lynn:

We have reviewed your letter dated June 26, 2008 and have the following comments.

**Soliciting Materials filed pursuant to Rule 14a-12**

1. Please refer to the second bullet point in comment 7 of our June 10, 2008 letter. We do not believe you have provided sufficient support for your statement relating to the beliefs of many of Yahoo's shareholders with respect to the way to "salvage" Yahoo. We note that the statements you have provided for support appear to be from one shareholder and two analysts. Thus, unless you are able to provide additional support, refrain from making similar statements in future soliciting materials.
2. Refer to comment 9 of our June 10, 2008 letter. With respect to the first bullet point, please confirm that you will include the basis for your statement in future soliciting materials.
3. We reissue the third bullet point of comment 9 of our June 10, 2008 letter as it relates to your assertion that a new Yahoo board would negotiate in good faith with Microsoft, implying that the current board did not conduct negotiations in good faith.
4. We reissue the fourth bullet point of comment 9 of our June 10, 2008 letter. We do not believe you have provided adequate support for your statement. It is unclear why, as you state in your response, the adoption of a severance plan is contrary to efforts to maximize value for all shareholders.

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5. We reissue comment 12 of our June 10, 2008 letter. We do not believe you have provided an adequate analysis of the effect of adoption or rescission of severance plans on a director's fiduciary duties.
6. We reissue comment 13 of our June 10, 2008 letter.
7. We reissue comment 14 of our June 10, 2008 letter. Refer to comment 4 above for additional guidance.
8. We reissue comment 15 of our June 10, 2008 letter. Our comment sought your support for the cited statements.

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As appropriate, please amend your filing and respond to these comments within 10 business days. You may wish to provide us with marked copies of the amendment to expedite our review. Please furnish a cover letter with your amendment that keys your responses to our comments and provides any requested supplemental information. Detailed cover letters greatly facilitate our review. Please understand that we may have additional comments after reviewing your amendment and responses to our comments.

Please direct any questions to Matthew Crispino at (202) 551-3456 or, in his absence, to me at (202) 551-3619. You may also contact us via facsimile at (202) 772-9210. Please send all correspondence to us at the following ZIP code: 20549-4561.

Sincerely,

Daniel F. Duchovny  
Special Counsel  
Office of Mergers & Acquisitions