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

SCHEDULE 13G/A

Under the Securities Exchange Act of 1934 (AMENDMENT NO. 2)

CVR Energy, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share (Title of Class of Securities)

12662P 10 8

(CUSIP Number)

November 24, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

o Rule 13d-1(b)

o Rule 13d-1(c)

☑ Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosure provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of the section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

	NAME (OF REI	PORTING PERSON					
1	Coffeyvi	Coffeyville Acquisition LLC						
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
2	(a) o							
	(b) o SEC US	E ONL	Y					
3								
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION					
4	Delawar	e						
		5	SOLE VOTING POWER					
NUMI	BER OF	J	0					
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		8	19,747,202					
9	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	19,747,2	02						
10	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
10	0	0						
11	PERCEN	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11 22.9%								
12	TYPE O	F REP	ORTING PERSON					
12	00							

1	NAME OF REPORTING PERSON						
	Kelso In	vestme	ent Associates VII, L.P.				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
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9	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
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	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
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4.2	TYPE O	F REP	ORTING PERSON				
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Kel	L Kelso GP VII, L.P.						
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	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
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		IE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
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	NAME	OF REI	PORTING PERSON				
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	Kelso Gl	P VII, I	LLC				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
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	PERCEN	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	22.9%						
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	NAME (OF REI	PORTING PERSON				
1	KEP VI,	LLC					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
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3	SEC US	E ONL	Y				
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9	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
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1	NAME	OF RE	PORTING PERSON					
1	Philip E. Berney							
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
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4	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION					
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9	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
9	19,747,2	202						
10	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
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11	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	22.9%							
	TYPE O	F REP	ORTING PERSON					
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	NAME	OF REI	PORTING PERSON				
1	Frank K	. Bvnur	n. Jr.				
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
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3	SEC US	E ONL	Ŷ				
4	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION				
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9	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
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10	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
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	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	22.9%						
		F REP	ORTING PERSON				
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	1							
4	NAME OF REPORTING PERSON							
1	James J. Connors, II							
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
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	(a) o							
	(b) o SEC US	F ONI	v					
3	SEC 00							
4	CITIZE	NSHIP	OR PLACE OF ORGANIZATION					
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			SOLE VOTING POWER					
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		8	19,747,202					
	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
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10	CHECK	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
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		o PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)						
11	LICOLI							
	22.9%							
10	TYPE C	F REP	ORTING PERSON					
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	NAME	OF REI	PORTING PERSON					
1								
	Michael	B. Gol	dberg					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP							
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			E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
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			CLASS REPRESENTED BY AMOUNT IN ROW (9)					
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12	TYPE O	F REP	ORTING PERSON					
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	NAME (OF REI	PORTING PERSON					
1	∎ Frank J. Loverro							
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
2	(a) o (b) o							
3	SEC US	E ONL	Y					
	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION					
4	United S	tates of	f America					
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	AGGRE	GGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON						
9	19,747,2	202						
10	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
10	0							
	PERCEN	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	22.9%	22.9%						
		F REP	ORTING PERSON					
12	IN	IN						
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	NAME (OF REI	PORTING PERSON				
1	George I	E Mate	lich				
	George	L. Iviate					
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
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	(b) o						
3	SEC US	E ONL	Y				
4	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION				
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		F	SOLE VOTING POWER				
NUMI	BER OF	5	0				
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9			ANOUNT DENERGIALET OWNED DT EACH NEI OKTING TEKSON				
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10	CHECK	IF IH	E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
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11	PERCEN	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)				
	22.9%						
10	TYPE O	F REP	ORTING PERSON				
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	NAME	OF RE	PORTING PERSON					
1	Church M. Moore							
	CHECK	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP						
2	(a) o							
	(b) o							
3	SEC US	E ONL	X					
4	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION					
-	United S	states o	f America					
		5	SOLE VOTING POWER					
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	ACCRE	GATE	19,747,202 AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
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10	CHECK	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES						
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11	PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (9)					
	22.9%							
12	TYPE O	F REP	ORTING PERSON					
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	NAME	OF REI	PORTING PERSON			
1	Frank T.	1				
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
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3	SEC USE ONLY					
CITIZENSHIP OR PLACE OF ORGANIZATION			OR PLACE OF ORGANIZATION			
4	United S	states o	f America			
		5	SOLE VOTING POWER			
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	ACH	7	SOLE DISPOSITIVE POWER			
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		8	19,747,202			
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 19,747,202		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
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CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		E AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES				
10	0					
		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)				
11	22.9%	22.9%				
	TYPE OF REPORTING PERSON					
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	NAME	OF RE	PORTING PERSON			
1	Stanlev	de J. O	sborne			
	Stanley de J. Osborne					
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP			
2	(a) o					
	(b) o SEC US	E ONL	y			
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4	CITIZE	NSHIP	OR PLACE OF ORGANIZATION			
4	United S	States o	f America			
		F	SOLE VOTING POWER			
NUMI	BER OF	5	0			
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		8	19,747,202			
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSO		GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	19,747,2	,747,202				
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
10	0					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	22.9%	22.9%				
	TYPE OF REPORTING PERSON					
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	NAME	OF RE	PORTING PERSON			
1	David I. Wahrhaftig					
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP			
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	(b) o	F ONI	v			
3	SEC USE ONLY					
	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION			
4	United S	tates o	f America			
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		8	19,747,202			
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9	19,747,202					
	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
10	0					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	22.9%	22.9%				
	TYPE OF REPORTING PERSON					
12	IN					

	NAME	OF RE	PORTING PERSON			
1	1 Thomas R. Wall, IV					
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP			
2	(a) o					
	(b) o SEC US	E ONL	X			
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	CITIZEI	NSHIP	OR PLACE OF ORGANIZATION			
4	United S	states o	f America			
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NUMI	BER OF	5	0			
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		8	19,747,202			
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
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10	0					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	22.9%	22.9%				
	TYPE OF REPORTING PERSON					
12	IN					

	NAME	OF RE	PORTING PERSON			
1	Christop	her L. Collins				
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP			
2	(a) o (b) o					
	SEC US	E ONL	Y			
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	CITIZE	NSHIP	OR PLACE OF ORGANIZATION			
4	United S	states o	f America			
		-	SOLE VOTING POWER			
NUMI	BER OF	5	0			
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		8	19,747,202			
AGGREGATE AMC		GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
9	19,747,2	202				
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES					
10	0					
14	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)					
11	22.9%	22.9%				
	TYPE OF REPORTING PERSON					
12	IN					
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Amendment No. 2 to Schedule 13G

The Schedule 13G (the "Schedule") filed by Coffeyville Acquisition LLC, Kelso Investment Associates VII, L.P., Kelso GP VII, L.P., Kelso GP VII, LLC, KEP VI, LLC, Philip E. Berney, Frank K. Bynum, Jr., James J. Connors, II, Michael B. Goldberg, Frank J. Loverro, George E. Matelich, Church M. Moore, Frank T. Nickell, Stanley de J. Osborne, David I. Wahrhaftig, and Thomas R. Wall, IV on January 24, 2008 is hereby amended and supplemented as set forth below in this Amendment No. 2 to the Schedule (the "Amendment"). The Amendment is being filed to amend disclosure in Item 4 of the Schedule and to add Christopher L. Collins as a reporting person because he became a managing member of KEP VI on October 19, 2009.

Item 4. Ownership (a) through (c)

(a) Amount beneficially owned:

See Item 9 of the attached cover pages.

(b) Percent of class:

See Item 11 of the attached cover pages. The figures reported in Item 11 of the attached cover pages are based upon the number of outstanding shares reported in the quarterly report on Form 10-Q filed with the Securities and Exchange Commission on November 3, 2010, which reported the total outstanding shares of common stock, as of November 1, 2010, as 86,347,268.

(c) Number of shares as to which such person has:

(i) Sole power to vote or direct the vote:

See Item 5 of the attached cover pages.

(ii) Shared power to vote or direct the vote:

See Item 6 of the attached cover pages.

(iii) Sole power to dispose or to direct the disposition:

See Item 7 of the attached cover pages.

(iv) Shared power to dispose or to direct the disposition:

See Item 8 of the attached cover pages.

Kelso GP VII, LLC (GP VII LLC) is the general partner of Kelso GP VII, L.P. (GP VII LP). GP VII LP is the general partner of Kelso Investment Associates VII, L.P. (KIA VII). KIA VII is the majority owner of Coffeyville Acquisition LLC. Each of GP VII LLC, GP VII LP and KIA VII disclaims beneficial ownership of the securities owned of record by Coffeyville Acquisition LLC, except to the extent of their respective pecuniary interests therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes.

Each of GP VII LLC, GP VII LP and KIA VII, due to their common control, could be deemed to beneficially own each other's securities. GP VII LLC disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII LP and KIA VII, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report

shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes.

GP VII LP disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII LLC and KIA VII, except, in the case of KIA VII, to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes. KIA VII disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII LLC and GP VII LP, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes.

KEP VI, LLC (KEP VI) and GP VII LLC due to their common control could be deemed to beneficially own each other's securities. KEP VI disclaims beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by each of GP VII LLC, GP VII LP and KIA VII, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes. Each of GP VII LLC, GP VII LP and KIA VII disclaims beneficially owned, by KEP VI, and the inclusion of these securities in this report shall not be securities in this report shall not be deemed an admission of beneficial ownership of all of the securities owned of record, or deemed beneficially owned, by KEP VI, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of all the reported securities for purposes of Section 16 or for any other purposes.

KEP VI disclaims beneficial ownership of the securities owned of record by Coffeyville Acquisition LLC, except to the extent of its pecuniary interest therein, and the inclusion of these securities in this report shall not be deemed an admission of beneficial ownership of the reported securities for purposes of Section 16 or for any other purposes.

Messrs. Berney, Bynum, Connors, Goldberg, Loverro, Matelich, Moore, Nickell, Osborne, Wahrhaftig and Wall (the "Kelso Individuals") may be deemed to share beneficial ownership of securities owned of record or beneficially owned by GP VII LLC, GP VII LP, KIA VII, KEP VI and Coffeyville Acquisition LLC, by virtue of their status as managing members of GP VII LLC and KEP VI, but disclaim beneficial ownership of such securities, and this report shall not be deemed an admission that any of the "Kelso Individuals" is the beneficial owner of these securities for purposes of Section 16 or for any other purposes.

Christopher L. Collins may be deemed to share beneficial ownership of securities owned of record or beneficially owned by KEP VI and Coffeyville Acquisition LLC by virtue of his status as a managing member of KEP VI. Mr. Collins shares investment and voting power with the Kelso Individuals with respect to ownership interests owned by KEP VI and Coffeyville Acquisition LLC but disclaims beneficial ownership of such interests, and this report shall not be deemed an admission that Mr. Collins is the beneficial owner of these securities for purposes of Section 16 or for any other purposes. Mr. Collins also disclaims beneficial ownership of securities owned of record by GP VII LLC, GP VII LP, KIA VII, KEP VI and Coffeyville Acquisition LLC, and this report shall not be deemed an admission that Mr. Collins is the beneficial owner of these securities for purposes of Section 16 or for any other purposes.

Signature.

After reasonable 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.

Date:______, 2011

COFFEYVILLE	ACQUISITION :	LLC
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es J. Connors, II, its Vice President
TMENT ASSOCIATES VII, L.P
o GP VII, L.P., its General Partner,
elso GP VII, LLC, its General
ier, by James J. Connors,II, its
aging Member
L.P.
o GP VII, LLC, its General Partner,
ames J.Connors, II, its Managing
ıber
LLC
es J. Connors, II, its Managing
ıber
es J. Connors, II, its Managing
ıber
NEY
NUM, JR.

JAMES J. CONNORS, II
Signature:
MICHAEL B. GOLDBERG
Signature: *
FRANK J. LOVERRO
Signature: *
GEORGE E. MATELICH
Signature: *
CHURCH M. MOORE
Signature: *
FRANK T. NICKELL
Signature: *
STANLEY DE J. OSBORNE
Signature: *
DAVID I. WAHRHAFTIG
Signature: *
THOMAS R. WALL, IV
Signature: *
CHRISTOPHER L. COLLINS
Signature: *

*By: /s/ James J. Connors, II Name: James J. Connors, II Attorney-in-fact**

^{**}The Powers of Attorney filed with the Securities and Exchange Commission with (i) the Form 3s, dated October 22, 2007 in respect of the securities of CVR Energy, Inc. by Coffeyville Acquisition LLC, Kelso Investment Associates VII, L.P., Kelso GP VII, L.P., Kelso GP VII, LLC, KEP VI, LLC, Philip E. Berney, Frank K. Bynum, Jr., James J. Connors, II, Michael B. Goldberg, Frank J. Loverro, George E. Matelich, Frank T. Nickell, Stanley de J. Osborne, David I. Wahrhaftig, and Thomas R. Wall, IV, and (ii) the Form 3 dated December 19, 2007 in respect of the securities of CVR Energy, Inc. by Church M. Moore are hereby incorporated by reference. The Power of Attorney for Christopher L. Collins is filed herewith as Exhibit 99.A.

JOINT FILING STATEMENT

Pursuant to Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, as amended, the undersigned agree that the Statement on Schedule 13G and any amendments thereto to which this exhibit is attached is filed on behalf of each of them.

Date: ______, 2011

COFFEYV	VILLE ACQUISITION LLC
Signature:	*
By:	James J. Connors, II, its Vice President
KELSO IN	IVESTMENT ASSOCIATES VII, L.P
Signature:	*
By:	Kelso GP VII, L.P., its General Partner,
	by Kelso GP VII, LLC, its General
	Partner, by James J. Connors, II, its
	Managing Member
KELSO G	P VII, L.P.
Signature:	*
By:	Kelso GP VII, LLC, its General Partner,
	by James J.Connors, II, its Managing
	Member
KELSO G	P VII, LLC
Signature:	*
By:	James J. Connors, II, its Managing
	Member
KEP VI, L	LC
Signature:	*
Signature: By:	* James J. Connors, II, its Managing
	James J. Connors, II, its Managing Member
By:	James J. Connors, II, its Managing Member BERNEY
By: PHILIP E.	James J. Connors, II, its Managing Member BERNEY

FRANK K. BYNUM, JR.
Signature: *
JAMES J. CONNORS, II
Signature:
MICHAEL B. GOLDBERG
Signature: *
FRANK J. LOVERRO
Signature: *
GEORGE E. MATELICH
Signature: *
CHURCH M. MOORE
Signature: *
FRANK T. NICKELL
Signature: *
STANLEY DE J. OSBORNE
Signature: *
DAVID I. WAHRHAFTIG
Signature: *
THOMAS R. WALL, IV
Signature: *
CHRISTOPHER L. COLLINS
Signature: <u>*</u>

*By: /s/ James J. Connors, II Name: James J. Connors, II

Name: James J. Connors, Attorney-in-fact