

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 4)\*

-----  
CVR ENERGY, INC.  
-----

(Name of Issuer)

-----  
Common Stock, \$0.01 par value  
-----

(Title of Class of Securities)

-----  
12662P108  
-----

(CUSIP Number)

-----  
December 31, 2011  
-----

(Date of Event Which Requires Filing of this Statement)

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

Rule 13d-1(b)

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 disclosures 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 that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 30

-----  
CUSIP No. 12662P108  
-----

13G

- 1. Name of Reporting Person  
I.R.S. Identification No. of above Person

THE GOLDMAN SACHS GROUP, INC.

- 2. Check the Appropriate Box if a Member of a Group

(a)

(b)

- 3. SEC Use Only

-----  
4. Citizenship or Place of Organization

Delaware

-----  
5. Sole Voting Power

Number of  
Shares

0

Beneficially

-----  
6. Shared Voting Power

Owned by

89,624

Each

-----  
7. Sole Dispositive Power

Reporting

0

Person

-----  
8. Shared Dispositive Power

With:

89,624

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

89,624

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[ ]

-----  
11. Percent of Class Represented by Amount in Row (9)

0.1 %

-----  
12. Type of Reporting Person

HC-CO

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
  
GOLDMAN, SACHS & CO.  
-----

-----  
2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

-----  
3. SEC Use Only  
-----

-----  
4. Citizenship or Place of Organization  
  
New York  
-----

-----  
5. Sole Voting Power

Number of  
Shares

0

Beneficially

-----  
6. Shared Voting Power

89,624

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting

0

Person

-----  
8. Shared Dispositive Power

With:

89,624  
-----

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

89,624  
-----

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

-----  
11. Percent of Class Represented by Amount in Row (9)

0.1 %  
-----

-----  
12. Type of Reporting Person

BD-PN-IA  
-----

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

COFFEYVILLE ACQUISITION II LLC

-----  
2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization

Delaware

-----  
5. Sole Voting Power

Number of  
Shares

0

Beneficially

-----  
6. Shared Voting Power

0

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting

0

Person

-----  
8. Shared Dispositive Power

With:

0

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

-----  
11. Percent of Class Represented by Amount in Row (9)

0.0 %

-----  
12. Type of Reporting Person

00

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

GS CAPITAL PARTNERS V INSTITUTIONAL, L.P.

-----  
2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization

Delaware

-----  
5. Sole Voting Power

Number of 0

Shares

Beneficially

-----  
6. Shared Voting Power

0

Owned by

Each

Reporting

Person

With:

-----  
7. Sole Dispositive Power

0

-----  
8. Shared Dispositive Power

0

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

-----  
11. Percent of Class Represented by Amount in Row (9)

0.0 %

-----  
12. Type of Reporting Person

PN

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
  
GS ADVISORS V, L.L.C.  
-----

2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

3. SEC Use Only

-----  
4. Citizenship or Place of Organization  
  
Delaware  
-----

5. Sole Voting Power

Number of  
Shares

0

Beneficially

6. Shared Voting Power

0

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

0

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

-----  
11. Percent of Class Represented by Amount in Row (9)

0.0 %

-----  
12. Type of Reporting Person

00  
-----

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

GS CAPITAL PARTNERS V FUND, L.P.

-----  
2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization

Delaware

-----  
5. Sole Voting Power

Number of  
Shares

0

Beneficially

-----  
6. Shared Voting Power

0

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting

0

Person

-----  
8. Shared Dispositive Power

With:

0

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

-----  
11. Percent of Class Represented by Amount in Row (9)

0.0 %

-----  
12. Type of Reporting Person

PN

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

GSCP V ADVISORS, L.L.C.

-----  
2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization

Delaware

-----  
5. Sole Voting Power

Number of  
Shares

0

Beneficially

-----  
6. Shared Voting Power

0

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting

0

Person

-----  
8. Shared Dispositive Power

With:

0

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

-----  
11. Percent of Class Represented by Amount in Row (9)

0.0 %

-----  
12. Type of Reporting Person

00  
-----



-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
  
GS CAPITAL PARTNERS V GMBH & CO. KG  
-----

2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

3. SEC Use Only

-----  
4. Citizenship or Place of Organization  
  
Germany  
-----

5. Sole Voting Power

Number of  
Shares

0

Beneficially

6. Shared Voting Power

0

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

0

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

-----  
11. Percent of Class Represented by Amount in Row (9)

0.0 %

-----  
12. Type of Reporting Person

PN  
-----

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

GOLDMAN, SACHS MANAGEMENT GP GMBH

-----  
2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization

Germany

-----  
5. Sole Voting Power

Number of  
Shares

0

Beneficially

-----  
6. Shared Voting Power

0

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting

0

Person

-----  
8. Shared Dispositive Power

With:

0

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

-----  
11. Percent of Class Represented by Amount in Row (9)

0.0 %

-----  
12. Type of Reporting Person

CO

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person

GS CAPITAL PARTNERS V OFFSHORE FUND, L.P.

-----  
2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

-----  
3. SEC Use Only

-----  
4. Citizenship or Place of Organization

Cayman Islands

-----  
5. Sole Voting Power

Number of 0

Shares

Beneficially

-----  
6. Shared Voting Power

0

Owned by

Each

-----  
7. Sole Dispositive Power

Reporting

0

Person

With:

-----  
8. Shared Dispositive Power

0

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

-----  
11. Percent of Class Represented by Amount in Row (9)

0.0 %

-----  
12. Type of Reporting Person

PN

-----  
1. Name of Reporting Person  
I.R.S. Identification No. of above Person  
  
GSCP V OFFSHORE ADVISORS, L.L.C.  
-----

2. Check the Appropriate Box if a Member of a Group

(a)   
(b)

3. SEC Use Only

-----  
4. Citizenship or Place of Organization  
  
Delaware  
-----

5. Sole Voting Power

Number of  
Shares

0

Beneficially

6. Shared Voting Power

0

Owned by

7. Sole Dispositive Power

Each

Reporting

0

Person

8. Shared Dispositive Power

With:

0

-----  
9. Aggregate Amount Beneficially Owned by Each Reporting Person

0

-----  
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

-----  
11. Percent of Class Represented by Amount in Row (9)

0.0 %

-----  
12. Type of Reporting Person

00  
-----

Item 1(a). Name of Issuer:  
CVR ENERGY, INC.

Item 1(b). Address of Issuer's Principal Executive Offices:  
2277 Plaza Drive  
Suite 500  
Sugar Land, TX 77479

Item 2(a). Name of Persons Filing:  
  
THE GOLDMAN SACHS GROUP, INC.  
GOLDMAN, SACHS & CO.  
COFFEYVILLE ACQUISITION II LLC  
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P.  
GS ADVISORS V, L.L.C.  
GS CAPITAL PARTNERS V FUND, L.P.  
GSCP V ADVISORS, L.L.C.  
GS CAPITAL PARTNERS V GMBH & CO. KG  
GOLDMAN, SACHS MANAGEMENT GP GMBH  
GS CAPITAL PARTNERS V OFFSHORE FUND, L.P.  
GSCP V OFFSHORE ADVISORS, L.L.C.

Item 2(b). Address of Principal Business Office or, if none, Residence:  
  
THE GOLDMAN SACHS GROUP, INC., GOLDMAN, SACHS & CO., GS  
CAPITAL PARTNERS V FUND, L.P., GS CAPITAL PARTNERS V  
INSTITUTIONAL, L.P., GS ADVISORS V, L.L.C, GSCP V ADVISORS,  
L.L.C., GSCP V OFFSHORE ADVISORS, L.L.C., GS CAPITAL  
PARTNERS V OFFSHORE FUND, L.P., GOLDMAN, SACHS MANAGEMENT  
GP GMBH:  
200 West Street, New York, NY 10282  
  
GS CAPITAL PARTNERS V GMBH & CO. KG:  
Messeturm, Friedrich-Ebert-Anlage 49  
Frankfurt am Main 60308, Germany  
  
COFFEYVILLE ACQUISITION II L.L.C.:  
10 East Cambridge Circle Drive  
Suite 250  
Kansas City, KS 66103

Item 2(c). Citizenship:  
THE GOLDMAN SACHS GROUP, INC. - Delaware  
GOLDMAN, SACHS & CO. - New York  
COFFEYVILLE ACQUISITION II LLC - Delaware  
GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. - Delaware  
GS ADVISORS V, L.L.C. - Delaware  
GS CAPITAL PARTNERS V FUND, L.P. - Delaware  
GSCP V ADVISORS, L.L.C. - Delaware  
GS CAPITAL PARTNERS V GMBH & CO. KG - Germany  
GOLDMAN, SACHS MANAGEMENT GP GMBH - Germany  
GS CAPITAL PARTNERS V OFFSHORE FUND, L.P. - Cayman Islands  
GSCP V OFFSHORE ADVISORS, L.L.C. - Delaware

Item 2(d). Title of Class of Securities:  
Common Stock, \$0.01 par value

Item 2(e). CUSIP Number:  
12662P108

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or  
13d-2(b) or (c), check whether the person filing is a:

(a).[ ] Broker or dealer registered under Section 15 of the Act  
(15 U.S.C. 78o).

(b).[ ] Bank as defined in Section 3(a)(6) of the Act  
(15 U.S.C. 78c).

(c).[ ] Insurance company as defined in Section 3(a)(19) of the Act  
(15 U.S.C. 78c).

(d).[ ] Investment company registered under Section 8 of the  
Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e).[ ] An investment adviser in accordance with  
Rule 13d-1(b)(1)(ii)(E);

- (f).[ ] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g).[ ] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h).[ ] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i).[ ] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j).[ ] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

- Item 4.                   Ownership.\*
- (a).           Amount beneficially owned:  
See the response(s) to Item 9 on the attached cover page(s).
- (b).           Percent of Class:  
See the response(s) to Item 11 on the attached cover page(s).
- (c).           Number of shares as to which such person has:
- (i).           Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
- (ii).          Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
- (iii).         Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).
- (iv).         Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).
- Item 5.                   Ownership of Five Percent or Less of a Class.  
If this statement is being filed to report the fact that as of the date hereof the reporting persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].
- Item 6.                   Ownership of More than Five Percent on Behalf of Another Person.  
  
Clients of the Reporting Person(s) have or may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities held in their accounts. Clients known to have such right or power with respect to more than 5% of the class of securities to which this report relates are:  
NONE
- Item 7.                   Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.  
See Exhibit (99.2)
- Item 8.                   Identification and Classification of Members of the Group.  
Not Applicable
- Item 9.                   Notice of Dissolution of Group.  
See Exhibit (99.3)
- Item 10.                  Certification.  
Not Applicable

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\*In accordance with the Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of The Goldman Sachs Group, Inc. and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release. The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion or both, or with respect to which there are limits on their voting or investment authority or both and (ii) certain investment entities of which the Goldman Sachs Reporting Units act as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

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: February 14, 2012

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

COFFEYVILLE ACQUISITION II LLC

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GS CAPITAL PARTNERS V INSTITUTIONAL, L.P.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GS ADVISORS V, L.L.C.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GS CAPITAL PARTNERS V FUND, L.P.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GSCP V ADVISORS, L.L.C.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GS CAPITAL PARTNERS V GMBH & CO. KG

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GOLDMAN, SACHS MANAGEMENT GP GMBH

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GS CAPITAL PARTNERS V OFFSHORE FUND, L.P.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact



GSCP V OFFSHORE ADVISORS, L.L.C.

By: /s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

INDEX TO EXHIBITS

Exhibit No.	Exhibit
-----	-----
99.1	Joint Filing Agreement
99.2	Item 7 Information
99.3	Item 9 Information
99.4	Power of Attorney, relating to THE GOLDMAN SACHS GROUP, INC.
99.5	Power of Attorney, relating to GOLDMAN, SACHS & CO.
99.6	Power of Attorney, relating to COFFEYVILLE ACQUISITION II LLC
99.7	Power of Attorney, relating to GS CAPITAL PARTNERS V INSTITUTIONAL, L.P.
99.8	Power of Attorney, relating to GS ADVISORS V, L.L.C.
99.9	Power of Attorney, relating to GS CAPITAL PARTNERS V FUND, L.P.
99.10	Power of Attorney, relating to GSCP V ADVISORS, L.L.C.
99.11	Power of Attorney, relating to GS CAPITAL PARTNERS V GMBH & CO. KG
99.12	Power of Attorney, relating to GOLDMAN, SACHS MANAGEMENT GP GMBH
99.13	Power of Attorney, relating to GS CAPITAL PARTNERS V OFFSHORE FUND, L.P.
99.14	Power of Attorney, relating to GSCP V OFFSHORE ADVISORS, L.L.C.

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, \$0.01 par value, of CVR ENERGY, INC. and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Date: February 14, 2012

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GOLDMAN, SACHS & CO.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

COFFEYVILLE ACQUISITION II LLC

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GS CAPITAL PARTNERS V INSTITUTIONAL, L.P.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GS ADVISORS V, L.L.C.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GS CAPITAL PARTNERS V FUND, L.P.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GSCP V ADVISORS, L.L.C.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GS CAPITAL PARTNERS V GMBH & CO. KG

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GOLDMAN, SACHS MANAGEMENT GP GMBH

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GS CAPITAL PARTNERS V OFFSHORE FUND, L.P.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

GSCP V OFFSHORE ADVISORS, L.L.C.

By:/s/ Jeremy Kahn

-----  
Name: Jeremy Kahn  
Title: Attorney-in-fact

## ITEM 7 INFORMATION

The securities being reported on by THE GOLDMAN SACHS GROUP, INC. ("GS Group"), as a parent holding company, are owned, or may be deemed to be beneficially owned, by GOLDMAN, SACHS & CO. ("Goldman Sachs"), a broker or dealer registered under Section 15 of the Act and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. Each of GS CAPITAL PARTNERS V FUND, L.P. and GS CAPITAL PARTNERS V INSTITUTIONAL, L.P., each a Delaware limited partnership, GS CAPITAL PARTNERS V OFFSHORE FUND, L.P., a Cayman Islands exempted limited partnership and GS CAPITAL PARTNERS V GMBH & CO. KG, a German civil law partnership with limitation of liability (collectively, the "GS Funds"), is a member of COFFEYVILLE ACQUISITION II L.L.C. The GS Funds own over 99% of the interests of COFFEYVILLE ACQUISITION II L.L.C. The general partner, managing general partner, managing partner, managing member or member of each of the GS Funds is an affiliate of GS Group. Goldman Sachs is a wholly-owned subsidiary of GS Group. Goldman Sachs is the investment manager of certain of the GS Funds.

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EXHIBIT (99.3)

## ITEM 9 INFORMATION

Each of GS CAPITAL PARTNERS V FUND, L.P., GS CAPITAL PARTNERS V OFFSHORE FUND, L.P., GS CAPITAL PARTNERS V INSTITUTIONAL, L.P., and GS CAPITAL PARTNERS V GMBH & CO. KG (collectively, the "GS Funds") is a member of COFFEYVILLE ACQUISITION II L.L.C. The GS Funds own over 99% of the interests of COFFEYVILLE ACQUISITION II L.L.C. COFFEYVILLE ACQUISITION II L.L.C. was a party to a Stockholders Agreement, dated as of October 16, 2007 (the "Stockholders Agreement"), by and among CVR Energy, Inc. (the "Company"), COFFEYVILLE ACQUISITION II L.L.C. and COFFEYVILLE ACQUISITION L.L.C. Each of COFFEYVILLE ACQUISITION II L.L.C. and the GS Funds disclaims beneficial ownership of any shares of common stock, par value \$0.01 per share (the "Common Stock"), of the Company owned by the other parties to the Stockholders Agreement, except to the extent already disclosed in this Schedule 13G.

On February 8, 2011, COFFEYVILLE ACQUISITION II L.L.C. sold 15,113,254 shares of Common Stock, which represented all of the Common Stock that COFFEYVILLE ACQUISITION II L.L.C. owned, pursuant to a registered public offering (the "Offering") of the Common Stock. COFFEYVILLE ACQUISITION L.L.C. also sold all of the Common Stock it owned in the Offering. Accordingly, the Stockholders Agreement terminated and the group dissolved on February 8, 2011 when the GS Funds and COFFEYVILLE ACQUISITION II L.L.C. ceased to beneficially own any shares of the Common Stock. All further filings with respect to transactions in the Common Stock will be filed, if required, by members of the group, in their individual capacity.

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that THE GOLDMAN SACHS GROUP, INC. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates. The Company has the unrestricted right to unilaterally revoke this Power of Attorney.

This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 7, 2010.

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Gregory K. Palm

\_\_\_\_\_  
Name: Gregory K. Palm  
Title: Executive Vice President and  
General Counsel

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS & CO. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 7, 2010.

GOLDMAN, SACHS & CO.

By: /s/ Gregory K. Palm

\_\_\_\_\_  
Name: Gregory K. Palm  
Title: Managing Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that COFFEYVILLE ACQUISITION II LLC (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 24, 2010.

COFFEYVILLE ACQUISITION II LLC

By: /s/ Edmund S. Gross

\_\_\_\_\_  
Name: Edmund S. Gross  
Title: Vice President, General Counsel and Secretary



POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS V INSTITUTIONAL, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 24, 2010.

GS CAPITAL PARTNERS V INSTITUTIONAL, L.P.  
By: GS ADVISORS V, L.L.C. its General Partner

By: /s/ Christine Vollertsen

Name: Christine Vollertsen  
Title: Vice President and Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS ADVISORS V, L.L.C. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 24, 2010.

GS ADVISORS V, L.L.C.

By: /s/ Christine Vollertsen

Name: Christine Vollertsen  
Title: Vice President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS V FUND, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of August 12, 2010.

GS CAPITAL PARTNERS V FUND, L.P.  
By: GSCP V ADVISORS, L.L.C. its General Partner

By: /s/ Eric Goldstein

\_\_\_\_\_  
Name: Eric Goldstein  
Title: Vice President and Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GSCP V ADVISORS, L.L.C. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 24, 2010.

GSCP V Advisors, L.L.C.

By: /s/ Christine Vollertsen

Name: Christine Vollertsen  
Title: Vice President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS V GMBH & CO. KG (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 24, 2010.

GS CAPITAL PARTNERS V GMBH & CO. KG  
By: GS ADVISORS V, L.L.C., its General Partner

By: /s/ Christine Vollertsen

Name: Christine Vollertsen  
Title: Vice President and Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GOLDMAN, SACHS MANAGEMENT GP GMBH (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 24, 2010.

GOLDMAN, SACHS MANAGEMENT GP GMBH

By: /s/ John E. Bowman

\_\_\_\_\_  
Name: John E. Bowman  
Title: Managing Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GS CAPITAL PARTNERS V OFFSHORE FUND, L.P. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 24, 2010.

GS CAPITAL PARTNERS V OFFSHORE FUND, L.P.  
By: GSCP V OFFSHORE ADVISORS, L.L.C. its General Partner

By: /s/ Christine Vollertsen

Name: Christine Vollertsen  
Title: Vice President and Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that GSCP V OFFSHORE ADVISORS, L.L.C. (the "Company") does hereby make, constitute and appoint each of Ronald L. Christopher, Dan Deluca, Robert Belva and Jeremy Kahn (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 24, 2010.

GSCP V OFFSHORE ADVISORS, L.L.C.

By: /s/ Christine Vollertsen

Name: Christine Vollertsen  
Title: Vice President