

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>COFFEYVILLE ACQUISITION LLC</u> (Last) (First) (Middle) <u>C/O KELSO AND COMPANY</u> <u>320 PARK AVENUE, 24TH FLOOR</u> (Street) <u>NEW YORK NY 10022</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/22/2007</u>	3. Issuer Name and Ticker or Trading Symbol <u>CVR ENERGY INC [CVI]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>31,433,360</u>	<u>D(1)(2)(3)(4)(5)(6)</u>	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

1. Name and Address of Reporting Person*
COFFEYVILLE ACQUISITION LLC
 (Last) (First) (Middle)
C/O KELSO AND COMPANY
320 PARK AVENUE, 24TH FLOOR
 (Street)
NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
KELSO INVESTMENT ASSOCIATES VII LP
 (Last) (First) (Middle)
C/O KELSO AND COMPANY
320 PARK AVENUE, 24TH FLOOR
 (Street)
NEW YORK NY 10022
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
Kelso GP VII, L.P.
 (Last) (First) (Middle)
C/O KELSO & COMPANY
320 PARK AVENUE, 24TH FLOOR
 (Street)

NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person *

Kelso GP VII, LLC

(Last) (First) (Middle)

C/O KELSO AND COMPANY
320 PARK AVENUE, 24TH FLOOR

(Street)
NEW YORK NY 10022

(City) (State) (Zip)

Explanation of Responses:

1. 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.
2. 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.
3. 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.
4. 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 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.
5. 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.
6. Messrs. Berney, Bynum, Connors, Goldberg, Loverro, Matelich, Nickell, Wahrhaftig and Wall 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 Messrs. Berney, Bynum, Connors, Goldberg, Loverro, Matelich, Nickell, Wahrhaftig and Wall is the beneficial owner of these securities for purposes of Section 16 or for any other purposes.

Remarks:

Because an electronically filed joint filing is limited to a maximum of ten reporting persons, this Form 3 is one of two filed today reporting on the same securities by the following joint filers: Kelso Investment Associates VII, L.P.; Kelso GP VII, L.P.; Kelso GP VII, LLC, KEP VI, LLC; Coffeyville Acquisition LLC; Philip E. Berney; Frank K. Bynum, Jr.; James J. Connors, II, Michael B. Goldberg; Frank J. Loverro; George E. Matelich; Frank T. Nickell; David I. Wahrhaftig; and Thomas R. Wall, IV.

<u>Coffeyville Acquisition LLC</u>	<u>10/22/2007</u>
By: *	
<u>Kelso Investment Associates VII, L.P. By *</u>	<u>10/22/2007</u>
<u>Kelso GP VII, L.P. By: *</u>	<u>10/22/2007</u>
<u>Kelso GP VII, LLC By: *</u>	<u>10/22/2007</u>
<u>By: * James J. Connors, II</u>	<u>10/22/2007</u>
** Signature of Reporting Person	Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

LIMITED POWER OF ATTORNEY FOR
SECTION 16 REPORTING OBLIGATIONS

Know all by these present that each of the undersigned hereby makes, constitutes and appoints James J. Connors, II, Howard A. Matlin and Rosanna T. Leone, and each of them, with full power of substitution and resubstitution, as such undersigned's true and lawful attorneys-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) executed and deliver for and on behalf of the undersigned (i) any and all Forms 3, 4 and 5 relating to CVR Energy, Inc., a Delaware corporation (the "Company") and required to be filed in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder and (ii) any and all schedules relating to the Company required to be filed in accordance with Section 13(d) of the Exchange Act and the rules thereunder (together, the "Forms and Schedules"), in the undersigned's capacity as a director and/or controlling person of the Company and/or as an officer or managing member of Coffeyville Acquisition LLC, Kelso GP VII, LLC and/or KEP VI, LLC, and in and all other capacities pursuant to which such Forms and Schedules may be required to be filed by the undersigned;

(2) do and perform any and all acts and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Forms and timely file such Forms and Schedules with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned acknowledges that:

(1) this Power of Attorney authorizes, but does not require, such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information;

(2) any documents prepared and/or executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in his or her discretion, deems necessary or desirable;

(3) neither the Company nor such attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirement of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and

(4) this Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including without limitation the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants the foregoing attorney-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that such attorney-in-fact of, for an on behalf of he undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 18th day of October, 2007.

KELSO INVESTMENT ASSOCIATES VII, L.P.

By: Kelso GP VII, L.P., its General Partner

By: Kelso GP VII, LLC, its General Partner

By: /s/ James J. Connors, II
James J. Connors, II
Managing Member

KELSO GP VII, L.P.

By: Kelso GP VII, LLC, its General Partner

By: /s/ James J. Connors, II
James J. Connors, II
Managing Member

Kelso GP VII, LLC

By: /s/ James J. Connors, II
James J. Connors, II
& nbsp; Managing Member

KEP VI, LLC

By: /s/ James J. Connors, II
James J. Connors, II
Managing Member

COFFEYVILLE ACQUISITION LLC

By: /s/ James J. Connors, II
Name: James J. Connors, II
Title: Vice President

/s/ Philip E. Berney
Philip E. Berney

/s/ Frank K. Bynum, Jr.
Frank K. Bynum, Jr.

/s/ James J. Connors, II
James J. Connors, II

/s/ Michael B. Goldberg
Michael B. Goldberg

/s/ Frank J. Loverro
Frank J. Loverro

/s/ George E. Matelich
George E. Matelich

/s/ Frank T. Nickell
Frank T. Nickell

/s/ David I. Wahrhaftig
David I. Wahrhaftig

/s/ Thomas R. Wall, IV
Thomas R. Wall, IV

STATE OF NEW YORK

COUNTY OF NEW YORK

On this 18th day of October, 2007, the individuals set forth on the attached Schedule A personally appeared before me, and acknowledged that s/he executed the foregoing instrument for the purposes therein contained.

IN WITNESS W HEREOF, I have hereunto set my hand and official seal.

/s/ Cheryl A. Gardiner
; Notary Public

_____10/14/10
My Commission Expires:

;
CHERYL A. GARDINER
Notary Public, State of New York
No. 41-4873823
Qualified in Queens County
&nbs p; Commission Expires Oct. 14 2010

Schedule A

Coffeyville Acquisition LLC

James J. Connors, II as Managing Member of Kelso GP VII, LLC and KEP VI, LLC

Philip E. Berney

Frank K. Bynum, Jr.

James J. Connors, II

Michael B. Goldberg

George E. Matelich

Frank J. Loverro

Frank T. Nickell

David I. Wahrhaftig

Thomas R. Wall, IV