

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended **September 30, 2019**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: **001-35120**

CVR PARTNERS, LP

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)



56-2677689

*(I.R.S. Employer
Identification No.)*

2277 Plaza Drive, Suite 500, Sugar Land, Texas 77479

(Address of principal executive offices) (Zip Code)

(281) 207-3200

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common units representing limited partner interests	UAN	The New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer	Non-Accelerated filer
Smaller reporting company	Emerging growth company	

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes No

There were 113,282,973 common units representing limited partner interests of CVR Partners, LP ("common units") outstanding at October 22, 2019.

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September 30, 2019

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This Quarterly Report on Form 10-Q (including documents incorporated by reference herein) contains statements with respect to our expectations or beliefs as to future events. These types of statements are “forward-looking” and subject to uncertainties. See “Important Information Regarding Forward-Looking Statements” section of this filing.

Important Information Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q (this “Report”) contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the “Securities Act”), and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), including, but not limited to, those under Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations. These forward-looking statements are subject to a number of risks and uncertainties, many of which are beyond our control. All statements other than statements of historical fact, including without limitation, statements regarding future operations, financial position, estimated revenues and losses, growth, capital projects, impacts of legal proceedings, projected costs, prospects, plans and objectives are forward-looking statements. The words “could,” “believe,” “anticipate,” “intend,” “estimate,” “expect,” “may,” “continue,” “predict,” “potential,” “project,” and similar terms and phrases are intended to identify forward-looking statements. Although we believe our assumptions concerning future events are reasonable, a number of risks, uncertainties and other factors could cause actual results and trends to differ materially from those projected or forward-looking, including but not limited to:

- our ability to make cash distributions on our common units;
- the ability of our general partner to modify or revoke our distribution policy at any time;
- volatile margins in the nitrogen fertilizer industry and exposure to risks associated with the pricing and availability of feedstocks, pet coke, utilities, urea ammonium nitrate (“UAN”), ammonia, natural gas and other products;
- the availability of adequate cash, credit and other sources of liquidity including volatility in the capital and credit markets and changes to our capital requirements;
- changes in the expected value of, benefits derived from, and our ability to successfully implement, business strategies, transactions, turnarounds, maintenance and capital projects;
- changes in (and in the application of) local, state and federal laws, rules, regulations and policies, including with respect to environmental matters (including climate change), health and safety, exports, transportation (including pipeline and trucking transportation), the end-use and application of fertilizers and taxes (including the tax status of CVR Partners);
- changes in economic conditions impacting our business and the business of our suppliers, customers, counterparties and lenders;
- interruption of or changes in the cost, availability or regulation of pipelines, vessels, trucks and other means of transporting feedstocks, pet coke, UAN, ammonia and other products relating to our business;
- changes in competition in the nitrogen fertilizer business including to our competitive advantages;
- the cyclical and/or seasonal nature of the nitrogen fertilizer business;
- weather conditions, fires, tornadoes, floods or other natural disasters affecting our operations or the areas in which our feedstocks and fertilizers are marketed or sold;
- risks associated with governmental policies affecting the agricultural industry;
- direct or indirect effects from actual or threatened terrorist incidents, security or cyber-security breaches or acts of war;
- dependence on significant customers and suppliers and the creditworthiness and performance by counterparties;
- our ability to license the technology used in or secure permits required for our operations;
- adverse rulings, judgments or settlements in litigation or other legal or tax matters, including unexpected environmental remediation costs in excess of any reserves;
- competition with CVR Energy, Inc. and its affiliates (“CVR Energy”), control of our general partner by CVR Energy and our reliance on CVR Energy’s senior management team including conflicts of interest they face operating each of CVR Partners and CVR Energy;
- operating hazards and interruptions or production declines, including unscheduled maintenance or downtime and the availability and recoverability of adequate insurance coverage; and
- the factors described in greater detail under “Risk Factors” in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2018 and our other filings with the Securities and Exchange Commission.

All forward-looking statements included in this Report are based on information available to us on the date of this Report. Except as required by law, we undertake no obligation to revise or update any forward-looking statements as a result of new information, future events or otherwise.

PART I. FINANCIAL INFORMATION**Item 1. Financial Statements**

CVR PARTNERS, LP AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited)

(in thousands)	ASSETS	September 30, 2019	December 31, 2018
Current assets:			
Cash and cash equivalents		\$ 83,667	\$ 61,776
Accounts receivable		14,909	61,662
Inventories		56,864	63,554
Prepaid expenses and other current assets		4,608	6,989
Total current assets		160,048	193,981
Property, plant, and equipment, net		964,502	1,015,240
Goodwill		40,969	40,969
Other long-term assets		14,803	4,198
Total assets		\$ 1,180,322	\$ 1,254,388
	LIABILITIES AND PARTNERS' CAPITAL		
Current liabilities:			
Accounts payable		\$ 29,389	\$ 26,789
Accounts payable to affiliates		2,131	2,976
Deferred revenue		16,448	68,804
Other current liabilities		36,687	24,066
Total current liabilities		84,655	122,635
Long-term debt		631,520	628,989
Other long-term liabilities		11,791	2,938
Total long-term liabilities		643,311	631,927
Commitments and contingencies (see Note 11)			
Partners' capital:			
Common unitholders, 113,282,973 units issued and outstanding at September 30, 2019 and December 31, 2018		452,355	499,825
General partner interest		1	1
Total partners' capital		452,356	499,826
Total liabilities and partners' capital		\$ 1,180,322	\$ 1,254,388

The accompanying notes are an integral part of these condensed consolidated financial statements.

CVR PARTNERS, LP AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
(in thousands, except unit data)				
Net sales	\$ 88,582	\$ 79,909	\$ 318,115	\$ 252,965
Operating costs and expenses:				
Cost of materials and other	21,617	19,590	71,347	61,198
Direct operating expenses (exclusive of depreciation and amortization)	47,554	35,334	128,004	121,468
Depreciation and amortization	18,418	16,035	60,032	52,866
Cost of sales	87,589	70,959	259,383	235,532
Selling, general and administrative expenses	6,326	6,393	19,637	18,955
Loss on asset disposals	2,184	28	2,629	160
Operating (loss) income	(7,517)	2,529	36,466	(1,682)
Other (expense) income:				
Interest expense, net	(15,621)	(15,693)	(46,870)	(47,080)
Other income, net	174	30	229	100
Net loss before income taxes	(22,964)	(13,134)	(10,175)	(48,662)
Income tax expense (benefit)	12	12	(88)	(6)
Net loss	\$ (22,976)	\$ (13,146)	\$ (10,087)	\$ (48,656)
Basic and diluted loss per unit data	\$ (0.20)	\$ (0.12)	\$ (0.09)	\$ (0.43)
Distributions declared per unit	\$ 0.14	\$ —	\$ 0.33	\$ —
Weighted-average common units outstanding:				
Basic and Diluted	113,283	113,283	113,283	113,283

The accompanying notes are an integral part of these condensed consolidated financial statements.

CVR PARTNERS, LP AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF PARTNERS' CAPITAL
(unaudited)

	Common Units		General Partner Interest	Total Partners' Capital
	Issued	Amount		
(in thousands, except unit data)				
Balance at December 31, 2018	113,282,973	\$ 499,825	\$ 1	\$ 499,826
Cash distributions to common unitholders - Affiliates	—	(4,670)	—	(4,670)
Cash distributions to common unitholders - Non-affiliates	—	(8,924)	—	(8,924)
Net loss	—	(6,079)	—	(6,079)
Balance at March 31, 2019	<u>113,282,973</u>	<u>\$ 480,152</u>	<u>\$ 1</u>	<u>\$ 480,153</u>
Cash distributions to common unitholders - Affiliates	—	(2,724)	—	(2,724)
Cash distributions to common unitholders - Non-affiliates	—	(5,205)	—	(5,205)
Net income	—	18,968	—	18,968
Balance at June 30, 2019	<u>113,282,973</u>	<u>\$ 491,191</u>	<u>\$ 1</u>	<u>\$ 491,192</u>
Cash distributions to common unitholders - Affiliates	—	(5,449)	—	(5,449)
Cash distributions to common unitholders - Non-affiliates	—	(10,411)	—	(10,411)
Net loss	—	(22,976)	—	(22,976)
Balance at September 30, 2019	<u>113,282,973</u>	<u>\$ 452,355</u>	<u>\$ 1</u>	<u>\$ 452,356</u>

	Common Units		General Partner Interest	Total Partners' Capital
	Issued	Amount		
(in thousands, except unit data)				
Balance at December 31, 2017	113,282,973	\$ 549,852	\$ 1	\$ 549,853
Net loss	—	(19,051)	—	(19,051)
Balance at March 31, 2018	<u>113,282,973</u>	<u>\$ 530,801</u>	<u>\$ 1</u>	<u>\$ 530,802</u>
Net loss	—	(16,459)	—	(16,459)
Balance at June 30, 2018	<u>113,282,973</u>	<u>\$ 514,342</u>	<u>\$ 1</u>	<u>\$ 514,343</u>
Net loss	—	(13,146)	—	(13,146)
Balance at September 30, 2018	<u>113,282,973</u>	<u>\$ 501,196</u>	<u>\$ 1</u>	<u>\$ 501,197</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

CVR PARTNERS, LP AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(unaudited)

(in thousands)	Nine Months Ended September 30,	
	2019	2018
Cash flows from operating activities:		
Net loss	\$ (10,087)	\$ (48,656)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	60,032	52,866
Share-based compensation	2,970	2,695
Other adjustments	5,256	2,640
Change in assets and liabilities:		
Current assets and liabilities	9,283	16,490
Non-current assets and liabilities	1,218	1,083
Net cash provided by operating activities	<u>68,672</u>	<u>27,118</u>
Cash flows from investing activities:		
Capital expenditures	(9,487)	(15,022)
Proceeds from sale of assets	89	172
Net cash used in investing activities	<u>(9,398)</u>	<u>(14,850)</u>
Cash flows from financing activities:		
Cash distributions to common unitholders - Affiliates	(12,843)	—
Cash distributions to common unitholders - Non-affiliates	(24,540)	—
Net cash used in financing activities	<u>(37,383)</u>	<u>—</u>
Net increase in cash and cash equivalents	21,891	12,268
Cash and cash equivalents, beginning of period	61,776	49,173
Cash and cash equivalents, end of period	<u>\$ 83,667</u>	<u>\$ 61,441</u>

The accompanying notes are an integral part of these condensed consolidated financial statements.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(1) Organization and Nature of Business

CVR Partners, LP (referred to as “CVR Partners” or the “Partnership”) is a Delaware limited partnership formed by CVR Energy, Inc. (together with its subsidiaries, but excluding the Partnership and its subsidiaries, “CVR Energy”) to own, operate and grow its nitrogen fertilizer business. The Partnership produces nitrogen fertilizer products at two manufacturing facilities, which are located in Coffeyville, Kansas (the “Coffeyville Facility”) and East Dubuque, Illinois (the “East Dubuque Facility”). The Coffeyville Facility sells and distributes products to destinations located principally on the Union Pacific railroad, the BNSF Railway railroad, or as direct shipments to customers, while the East Dubuque Facility primarily sells to customers located within 200 miles of the facility. As used in these financial statements, references to CVR Partners, the Partnership, “we”, “us”, and “our” may refer to consolidated subsidiaries of CVR Partners or one or both of the facilities, as the context may require.

As of September 30, 2019, public security holders held approximately 66% of the Partnership’s outstanding limited partner interests and Coffeyville Resources, LLC (“CRLLC”), a wholly-owned subsidiary of CVR Energy, held approximately 34% of the Partnership’s outstanding limited partner interests and 100% of the Partnership’s general partner interest is held by CVR GP, LLC (“CVR GP” or the “general partner”), a wholly owned subsidiary of CVR Energy. As of September 30, 2019, Icahn Enterprises L.P. (“IEP”) and its affiliates owned approximately 71% of the common stock of CVR Energy.

Management and Operations

The Partnership, including CVR GP, is party to a number of agreements with CVR Energy and its subsidiaries to manage certain business relationships between the Partnership and the other parties thereto. The various rights and responsibilities of the Partnership, and its partners, are set forth in the Partnership’s limited partnership agreement and, as applicable, those agreements with CVR Energy. CVR GP manages and operates the Partnership via a combination of the general partner’s senior management team and CVR Energy’s senior management team pursuant to a services agreement among CVR Energy, CVR GP and the Partnership. See Note 13 (“Related Party Transactions”) for further discussion. Common unitholders have limited voting rights on matters affecting the Partnership and have no right to elect the general partner’s directors on an annual or continuing basis.

(2) Basis of Presentation

The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) and in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”). These condensed consolidated financial statements should be read in conjunction with the December 31, 2018 audited consolidated financial statements and notes thereto included in CVR Partners’ Annual Report on Form 10-K for the year ended December 31, 2018 (the “2018 Form 10-K”).

In the opinion of the Partnership’s management, the accompanying condensed consolidated financial statements reflect all adjustments that are necessary for fair presentation of the financial position and results of operations of the Partnership for the periods presented. Such adjustments are of a normal recurring nature, unless otherwise disclosed.

Certain reclassifications have been made within the condensed consolidated statements of operations for the three and nine months ended September 30, 2018 to conform with current presentation.

The preparation of the condensed consolidated financial statements in conformity with GAAP requires management to make certain estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the disclosure of contingent assets and liabilities. Actual results could differ from those estimates. Results of operations and cash flows for the interim periods presented are not necessarily indicative of the results that will be realized for the year ending December 31, 2019 or any other interim or annual period.

(3) Recent Accounting Pronouncements

Recent Accounting Pronouncement - Adoption of New Lease Standard

In February 2016, the Financial Accounting Standards Board (“FASB”) issued Accounting Standard Update (“ASU”) No. 2016-02, “Leases” (“ASU 2016-02”), creating a new topic, FASB ASC Topic 842, “Leases” (“Topic 842”), which supersedes lease requirements in FASB ASC Topic 840, “Leases.” The new standard revises accounting for operating leases by a lessee,

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

among other changes, and requires a lessee to recognize a liability related to future lease payments and a right-of-use (“ROU”) asset representing its right to use the underlying asset for the lease term on the balance sheet. The ROU asset is classified as Other long-term assets on the condensed consolidated balance sheet. The current and long-term lease liabilities are classified as Other current liabilities and Other long-term liabilities, respectively, on the condensed consolidated balance sheet.

We adopted Topic 842 as of January 1, 2019, electing the option to apply the transition provisions at the adoption date instead of the earliest comparative period presented in the financial statements. In connection with the adoption of Topic 842, we made the following elections:

- Under the short-term lease exception provided for in Topic 842, only ROU assets and the related lease liabilities for leases with an initial term greater than one year were recognized;
- The accounting treatment for existing land easements was carried forward;
- Lease and non-lease components were not, and will not, be bifurcated for all of the Partnership’s asset groups; and
- The portfolio approach was, and will continue to be, used in the selection of the discount rate used to calculate minimum lease payments and the related ROU asset and operating lease liability amounts.

The adoption of Topic 842 on January 1, 2019 incrementally impacted the Partnership’s condensed consolidated balance sheet as of that date. The following presents the financial statement line items impacted by the Partnership’s Topic 842 adoption.

Effect of Topic 842 Adoption on the Condensed Consolidated Balance Sheet as of January 1, 2019

(in thousands)	December 31, 2018 As Stated	Effect of Adoption of Topic 842 - Leases (Unaudited)	January 1, 2019 As Adjusted
Current assets:			
Prepaid expenses and other current assets	\$ 6,989	\$ (2,650) (1)	\$ 4,339
Total current assets	193,981	(2,650)	191,331
Other long-term assets	4,198	16,923 (2)	21,121
Total assets	<u>\$ 1,254,388</u>	<u>\$ 14,273</u>	<u>\$ 1,268,661</u>
Current liabilities:			
Other current liabilities	\$ 24,066	\$ 3,462 (3)	\$ 27,528
Total current liabilities	122,635	3,462	126,097
Long-term liabilities:			
Other long-term liabilities	2,938	10,811 (3)	13,749
Total long-term liabilities	631,927	10,811	642,738
Equity:			
Total liabilities and partners’ capital	<u>\$ 1,254,388</u>	<u>\$ 14,273</u>	<u>\$ 1,268,661</u>

(1) Represents lease prepayments reclassified to ROU assets.

(2) Represents recognition of initial ROU assets for operating leases, including the reclassification of certain lease prepayments.

(3) Represents the initial recognition of lease liabilities.

New Accounting Standards Issued But Not Yet Implemented

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820). The ASU eliminates such disclosures as the amount of, and reasons for, transfers between Level 1 and Level 2 of the fair value hierarchy. Certain disclosures are required to be applied on a retrospective basis and others on a prospective basis. This ASU is effective for the Partnership beginning January 1, 2020, with early adoption permitted. The Partnership is evaluating the effect of adopting this ASU, but does not currently expect adoption will have a material impact on the Partnership’s disclosures.

In August 2018, the FASB issued ASU 2018-15, Intangibles-Goodwill and Other-Internal-Use Software (Subtopic 350-40). This ASU addresses customer’s accounting for implementation costs incurred in a cloud computing arrangement that is a service

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

contract and also adds certain disclosure requirements related to implementation costs incurred for internal-use software and cloud computing arrangements. The amendment aligns the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal-use software license). This standard is effective for the Partnership beginning January 1, 2020 with early adoption permitted. The amendments in this standard can be applied either retrospectively or prospectively to all implementation costs incurred after the date of adoption. The Partnership is evaluating the effect of adopting this new accounting guidance on its consolidated financial statements, but does not currently expect adoption will have a material impact on the Partnership's consolidated financial position or results of operations.

(4) Inventories

Inventories consisted of the following:

(in thousands)	September 30, 2019	December 31, 2018
Finished goods	\$ 19,919	\$ 25,136
Raw materials	362	439
Parts, supplies and other	36,583	37,979
Total inventories	\$ 56,864	\$ 63,554

(5) Property, Plant and Equipment

Property, plant and equipment consisted of the following:

(in thousands)	September 30, 2019	December 31, 2018
Machinery and equipment	\$ 1,360,019	\$ 1,362,965
Buildings and improvements	17,116	17,116
Automotive equipment	16,719	16,773
Land and improvements	13,751	13,250
Construction in progress	17,299	15,126
Other	1,654	2,753
	1,426,558	1,427,983
Less: Accumulated depreciation	462,056	412,743
Total property, plant and equipment, net	\$ 964,502	\$ 1,015,240

On October 22, 2019, the Audit Committee of CVR Energy and the Conflicts Committee of the Board of Directors of the general partner of CVR Partners each agreed to authorize the exchange of certain parcels of property owned by subsidiaries of CVR Energy with an equal number of parcels owned by subsidiaries of CVR Partners, all located in Coffeyville, Kansas (the "Property Swap"). This Property Swap will enable each such subsidiary to create a more usable contiguous parcel of land near its own operating footprint. The Partnership will account for this transaction in accordance with the ASC 805-50 guidance on transferring assets between entities under common control.

(6) Leases

Lease Overview

We lease railcars and certain facilities to support the Partnership's operations. Most leases include one or more options to renew, with renewal terms that can extend the lease term from one to 20 years or more. The exercise of lease renewal options is at our sole discretion. Certain leases also include options to purchase the leased property. The depreciable life of assets and leasehold improvements are limited by the expected lease term, unless there is a transfer of title or purchase option reasonably certain of exercise. Certain of our lease agreements include rental payments which are adjusted periodically for factors such as inflation. Our lease agreements do not contain any material residual value guarantees or material restrictive covenants. Additionally, we do not have any material lessor or sub-leasing arrangements.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

Effect of Initial Adoption of New Lease Standard - January 1, 2019

ROU Assets. Upon initial recognition, our ROU assets for operating and finance leases were comprised of the following:

(in thousands)	<u>January 1, 2019</u> <u>(initial recognition)</u>
Railcar leases	\$ 14,255
Real Estate and other leases	18
Total ROU assets	<u>\$ 14,273</u>

Lease Liabilities. Upon initial recognition, our lease liabilities for operating and finance leases were comprised of the following:

(in thousands)	<u>January 1, 2019</u> <u>(initial recognition)</u>
Current liabilities:	
Operating leases	\$ 3,462
Long-term liabilities:	
Operating leases	10,811
Total lease liabilities	<u>\$ 14,273</u>

Balance Sheet Summary for the Period Ended September 30, 2019

The following tables summarize the ROU asset and lease liability balances for the Partnership's operating and finance leases at September 30, 2019:

(in thousands)	<u>September 30, 2019</u>
Operating Leases:	
ROU asset, net	
Railcars	\$ 11,454
Real estate and other	2,396
Lease liability	
Railcars	\$ 11,666
Financing Leases:	
ROU asset, net	
Real estate and other	\$ 226
Lease liability	
Real estate and other	\$ 229

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

Lease Expense Summary for the Three and Nine months ended September 30, 2019

We recognize lease expense on a straight-line basis over the lease term. For the three and nine months ended September 30, 2019, we recognized lease expense comprised of the following components:

(in thousands)	Three Months Ended September 30, 2019	Nine Months Ended September 30, 2019
Operating lease expense	\$ 1,023	\$ 3,069
Financing lease expense:		
Amortization of ROU asset	\$ 25	\$ 297
Interest expense on lease liability	2	17

Short-term lease expense, recognized within direct operating expenses, was \$0.2 million and \$0.3 million for the three and nine months ended September 30, 2019, respectively.

Lease Terms and Discount Rates

The following outlines the remaining lease terms and discount rates used in the measurement of the Partnership's ROU assets and liabilities:

	September 30, 2019	January 1, 2019 (initial recognition)
Weighted-average remaining lease term (years)		
Operating Leases	3.7	4.3
Finance Leases	2.5	0.5
Weighted-average discount rate		
Operating Leases	5.1%	5.1%
Finance Leases	3.9%	8.0%

Maturities of Lease Liabilities

The following summarizes the remaining minimum lease payments through maturity of the Partnership's ROU assets and liabilities at September 30, 2019:

(in thousands)	Operating Leases	Financing Leases
Remainder of 2019	\$ 1,023	\$ 27
2020	3,602	107
2021	3,430	107
2022	2,990	—
2023	1,133	—
Thereafter	648	—
Total lease payments	12,826	241
Less: imputed interest	(1,160)	(12)
Total lease liability	\$ 11,666	\$ 229

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(unaudited)

(7) Other Current Liabilities

Other current liabilities consisted of the following:

(in thousands)	September 30, 2019	December 31, 2018
Accrued interest	\$ 17,470	\$ 2,516
Personnel accruals	7,099	7,993
Share-based compensation	4,959	2,667
Operating lease liabilities	3,220	—
Sales incentives	613	1,727
Prepaid revenue contracts	459	5,863
Other accrued expenses and liabilities	2,867	3,300
Total other current liabilities	<u>\$ 36,687</u>	<u>\$ 24,066</u>

Other current liabilities include amounts accrued by the Partnership and owed to CVR Energy and its affiliates of \$4.7 million and \$3.5 million at September 30, 2019 and December 31, 2018, respectively. See Note 13 (“Related Party Transactions”) for additional discussion.

(8) Long-Term Debt

Long-term debt consists of the following:

(in thousands)	September 30, 2019	December 31, 2018
9.25% Senior Secured Notes, due 2023 (1)	\$ 645,000	\$ 645,000
6.50% Notes, due 2021	2,240	2,240
Unamortized discount and debt issuance costs	(15,720)	(18,251)
Total long-term debt	<u>\$ 631,520</u>	<u>\$ 628,989</u>

(1) The estimated fair value of long-term debt outstanding was approximately \$672.4 million and \$670.8 million as of September 30, 2019 and December 31, 2018, respectively.

Credit Facility

(in thousands)	Total Capacity	Amount Borrowed as of September 30, 2019	Outstanding Letters of Credit	Available Capacity as of September 30, 2019	Maturity Date
Asset Based (“AB”) Credit Facility (2)	\$ 47,517	\$ —	\$ —	\$ 47,517	September 30, 2021

(2) At the option of the borrowers, loans under the AB Credit Facility initially bear interest at an annual rate equal to (i) 2.00% plus LIBOR or (ii) 1.00% plus a base rate, subject to a 0.50% step-down based on the previous quarter’s excess availability.

Covenant Compliance

The Partnership is in compliance with all covenants of the AB Credit Facility, the 9.25% Senior Secured Notes, and the 6.50% Notes as of September 30, 2019.

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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(9) Revenue

The following table presents the Partnership's revenue, disaggregated by major product:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Ammonia	\$ 11,110	\$ 11,391	\$ 74,416	\$ 51,361
UAN	61,970	52,681	199,576	156,838
Urea products	4,575	4,987	14,251	14,834
Net sales, exclusive of freight and other	77,655	69,059	288,243	223,033
Freight revenue	8,752	8,805	23,909	23,908
Other revenue	2,175	2,045	5,963	6,024
Net sales	\$ 88,582	\$ 79,909	\$ 318,115	\$ 252,965

The Partnership sells its products, on a wholesale basis, under a contract or by purchase order. The Partnership's contracts with customers generally contain fixed pricing and most have terms of less than one year. The Partnership recognizes revenue at the point in time at which the customer obtains control of the product, which is generally upon delivery and acceptance by the customer. The customer acceptance point is stated in the contract and may be at one of the Partnership's manufacturing facilities, at one of the Partnership's off-site loading facilities or at the customer's designated facility. Freight revenue recognized by the Partnership represents the pass-through finished goods delivery costs incurred prior to customer acceptance and is reimbursed by customers. An offsetting expense for freight is included in Cost of materials and other. Qualifying taxes collected from customers and remitted to governmental authorities are not included in reported revenues.

Depending on the product sold and the type of contract, payments from customers are generally either due prior to delivery or within 15 to 30 days of product delivery.

The Partnership generally provides no warranty other than the implicit promise that goods delivered are free of liens and encumbrances and meet the agreed upon specifications. Product returns are rare, and as such, the Partnership does not record a specific warranty reserve or consider activities related to such warranty, if any, to be a separate performance obligation.

The Partnership has an immaterial amount of variable consideration for contracts with an original duration of less than a year. A small portion of the Partnership's revenue includes contracts extending beyond one year, some of which contain variable pricing in which the majority of the variability is attributed to the market-based pricing. The Partnership's contracts do not contain a significant financing component.

The Partnership has an immaterial amount of fee-based revenue, included in other revenue in the table above, that is recognized based on the net amount of the proceeds received.

Transaction price allocated to remaining performance obligations

As of September 30, 2019, the Partnership had approximately \$7.3 million of remaining performance obligations for contracts with an original expected duration of more than one year. The Partnership expects to recognize approximately 20% of these performance obligations as revenue by the end of 2019, an additional 40% in 2020, and the remaining balance thereafter. The Partnership has elected to not disclose the amount of transaction price allocated to remaining performance obligations for contracts with an original expected duration of less than one year. The Partnership has elected to not disclose variable consideration allocated to wholly unsatisfied performance obligations that are based on market prices that have not yet been determined.

Contract balances

The Partnership's deferred revenue is a contract liability that primarily relates to fertilizer sales contracts requiring customer prepayment prior to product delivery to guarantee a price and supply of nitrogen fertilizer. Deferred revenue is recorded at the point in time in which a prepaid contract is legally enforceable and the associated right to consideration is unconditional prior to transferring product to the customer. An associated receivable is recorded for uncollected prepaid contract amounts. Contracts

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requiring prepayment are generally short-term in nature and, as discussed above, revenue is recognized at the point in time in which the customer obtains control of the product. At September 30, 2019, \$0.4 million of the deferred revenue balance pertained to prepaid contracts where the associated receivable was recognized as it had not yet been collected by the Partnership.

A summary of the deferred revenue activity for the nine months ended September 30, 2019 is presented below:

(in thousands)	
Balance at December 31, 2018	\$ 68,804
Add:	
New prepay contracts entered into during the period (1)	24,121
Less:	
Revenue recognized that was included in the contract liability balance at the beginning of the period	67,823
Revenue recognized related to contracts entered into during the period	8,174
Other changes	480
Balance at September 30, 2019	<u>\$ 16,448</u>

(1) Includes \$23.7 million where payment associated with prepaid contracts was collected.

(10) Share-Based Compensation

A summary of compensation expense for the three and nine months ended September 30, 2019 and 2018 is presented below:

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Phantom Units	\$ 544	\$ 710	\$ 2,089	\$ 1,663
Other Awards (1)	208	486	881	1,032
Total share-based compensation expense	<u>\$ 752</u>	<u>\$ 1,196</u>	<u>\$ 2,970</u>	<u>\$ 2,695</u>

(1) Other awards include the allocation of compensation expense for certain employees of CVR Energy and certain of its subsidiaries who perform services for the Partnership under the services agreement with CVR Energy and the Limited Partnership Agreement, respectively, and participate in equity compensation plans of CVR Partners' affiliates.

(11) Commitments and Contingencies

Except as noted below, there have been no material changes in the Partnership's commitments and contingencies disclosed in the 2018 Form 10-K. In the ordinary course of business, the Partnership may become party to lawsuits, administrative proceedings, and governmental investigations, including environmental, regulatory, and other matters. The outcome of these matters cannot always be predicted accurately, but the Partnership accrues liabilities for these matters if the Partnership has determined that it is probable a loss has been incurred and the loss can be reasonably estimated. While it is not possible to predict the outcome of such proceedings, if one or more of them were decided against us, the Partnership believes there would be no material impact on its consolidated financial statements.

Litigation

In 2008, Coffeyville Resources Nitrogen Fertilizer LLC ("CRNF"), a subsidiary of CVR Partners LP, protested the reclassification and reassessment by Montgomery County, Kansas (the "County") of CRNF's nitrogen fertilizer plant following expiration of its ten year property tax abatement that expired on December 31, 2007, which reclassification and reassessment resulted in an increase in CRNF's annual property tax expense in excess of \$10 million per year for the 2008 through 2012 tax years. Despite its protest, CRNF fully accrued and paid these property taxes. In February 2013, the County and CRNF agreed to a settlement for tax years 2009 through 2012 which resulted in decreased property taxes through 2017, leaving 2008 in dispute. In 2013, the Kansas Court of Appeals overturned an adverse ruling of the Kansas Board of Tax Appeals ("BOTA") and instructed BOTA to classify each CRNF asset on an asset-by-asset basis. In March 2015, BOTA concluded its classification and determined a substantial majority of CRNF's assets in dispute were personal property for the 2008 tax year. In September 2018, the Kansas

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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Court of Appeals upheld BOTA's property tax determinations in CRNF's favor. In October 2018, the County petitioned the Kansas Supreme Court to review the Court of Appeals determination. Subsequent briefs were filed by CRNF and the County. In April 2019, CRNF and the County executed an agreement under which the County agreed to withdraw its petition to the Kansas Supreme Court and CRNF is expected to recover \$7.9 million through favorable property tax assessments from 2019 through 2028, subject to the terms of the settlement agreement.

(12) Supplemental Cash Flow Information

Cash flows related to interest, leases, and capital expenditures included in accounts payable are as follows:

(in thousands)	Nine Months Ended September 30,	
	2019	2018
Supplemental disclosures:		
Cash paid for interest	\$ 30,102	\$ 30,244
Cash paid for amounts included in the measurement of lease liabilities (1):		
Operating cash flows from operating leases	3,069	
Operating cash flows from finance leases	17	
Financing cash flows from finance leases	297	
Non-cash investing activities:		
Change in capital expenditures included in accounts payable	2,087	734

(1) The lease standard was adopted on January 1, 2019 on a prospective basis. Therefore only 2019 disclosures are applicable to be included within the table above.

(13) Related Party Transactions

Activity associated with the Partnership's related party arrangements for the three and nine months ended September 30, 2019 and 2018 is summarized below.

Sales to related parties

(in thousands)	Related Party	Three Months Ended September 30,		Nine Months Ended September 30,	
		2019	2018	2019	2018
Net Sales					
Feedstock and Shared Services Agreement	CRRM (1)	\$ 113	\$ —	\$ 115	\$ 292

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Expenses from related parties

(in thousands)	Related Party	Three Months Ended September 30,		Nine Months Ended September 30,	
		2019	2018	2019	2018
Cost of materials and other					
Coke Supply Agreement	CRRM (1)	\$ 705	\$ 1,057	\$ 3,255	\$ 2,133
Hydrogen Purchase and Sale Agreement	CRRM (1)	984	1,072	3,719	3,157
Direct operating expenses (exclusive of depreciation and amortization)					
Services Agreement	CVR Energy	\$ 797	\$ 761	\$ 2,586	\$ 2,145
Limited Partnership Agreement	CVR GP	219	242	595	572
Selling, general and administrative expenses					
Services Agreement	CVR Energy	\$ 3,915	\$ 3,595	\$ 11,724	\$ 10,353
Limited Partnership Agreement	CVR GP	651	626	2,191	1,920

Amounts due to related parties

(in thousands)	Related Party	September 30, 2019	December 31, 2018
Prepaid expenses and other current assets			
Feedstock and Shared Services Agreement	CRRM (1)	\$ 128	\$ —
Accounts payable to affiliates			
Feedstock and Shared Services Agreement	CRRM (1)	\$ 681	\$ 1,106
Hydrogen Purchase and Sale Agreement and other	CRRM (1)	348	324
Coke Supply Agreement	CRRM (1)	132	138
Services Agreement	CVR GP	970	1,372
Other current liabilities			
Limited Partnership Agreement	CVR GP	\$ 1,697	\$ 1,179
Services Agreement	CVR Energy	3,009	2,352
Other long-term liabilities			
Limited Partnership Agreement	CVR Energy	\$ 530	\$ 503

(1) Coffeyville Resources Refining & Marketing, LLC, an indirect, wholly-owned subsidiary of CVR Energy

NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
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Distributions to CVR Partners' Unitholders

The following table presents distributions paid by the Partnership to CVR Partners' unitholders, including amounts paid to CVR Energy, as of September 30, 2019.

Related Period	Date Paid	Dividend Per Common Unit	Dividends Paid (in thousands)		
			Unitholders	CVR Energy	Total
2018 - 4th Quarter	March 11, 2019	\$ 0.12	\$ 8,924	\$ 4,670	\$ 13,594
2019 - 1st Quarter	May 13, 2019	0.07	5,205	2,724	7,929
2019 - 2nd Quarter	August 12, 2019	0.14	10,411	5,449	15,860
Total		\$ 0.33	\$ 24,540	\$ 12,843	\$ 37,383

For the third quarter of 2019, the Partnership, upon approval by the Board of Directors of CVR Partners' general partner on October 22, 2019, declared a distribution of \$0.07 per common unit, or \$7.9 million, which is payable November 12, 2019 to unitholders of record as of November 4, 2019. Of this amount, CVR Energy will receive approximately \$2.7 million, with the remaining amount payable to public unitholders.

Distributions, if any, including the payment, amount and timing thereof, are subject to change at the discretion of the Board of Directors of CVR Partners' general partner.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis of our financial condition, results of operations, and cash flows should be read in conjunction with the unaudited condensed consolidated financial statements and related notes and with the statistical information and financial data appearing in this Report, as well as our Annual Report on Form 10-K for the year ended December 31, 2018 filed with the Securities and Exchange Commission ("SEC") on February 21, 2019 (the "2018 Form 10-K"). Results of operations for the three and nine months ended September 30, 2019 and cash flows for the nine months ended September 30, 2019 are not necessarily indicative of results to be attained for any other period. See "Important Information Regarding Forward Looking Statements".

Partnership Overview

CVR Partners, LP ("CVR Partners" or the "Partnership") is a Delaware limited partnership formed in 2011 by CVR Energy, Inc. ("CVR Energy") to own, operate, and grow our nitrogen fertilizer business. We produce and distribute nitrogen fertilizer products, which are used by farmers to improve the yield and quality of their crops. The Partnership produces these products at two manufacturing facilities, which are located in Coffeyville, Kansas and East Dubuque, Illinois. Our principal products are ammonia and urea ammonium nitrate ("UAN"). All of our products are sold on a wholesale basis. References to CVR Partners, the Partnership, "we", "us", and "our" may refer to consolidated subsidiaries of CVR Partners or one or both of the facilities, as the context may require. Additionally, as the context may require, references to CVR Energy may refer to CVR Energy and its consolidated subsidiaries which include its petroleum refining, marketing, and logistics operations.

Strategy and Goals

Mission and Core Values

Our mission is to be a top tier North American nitrogen-based fertilizer company as measured by safe and reliable operations, superior performance and profitable growth. The foundation of how we operate is built on five core values:

- *Safety* - We always put safety first. The protection of our employees, contractors and communities is paramount. We have an unwavering commitment to safety above all else. If it's not safe, then we don't do it.
- *Environment* - We care for our environment. Complying with all regulations and minimizing any environmental impact from our operations is essential. We understand our obligation to the environment and that it's our duty to protect it.
- *Integrity* - We require high business ethics. We comply with the law and practice sound corporate governance. We only conduct business one way—the right way with integrity.
- *Corporate Citizenship* - We are proud members of the communities where we operate. We are good neighbors and know that it's a privilege we can't take for granted. We seek to make a positive economic and social impact through our financial donations and the contributions of time, knowledge and talent of our employees to the places where we live and work.
- *Continuous Improvement* - We believe in both individual and team success. We foster accountability under a performance-driven culture that supports creative thinking, teamwork and personal development so that employees can realize their maximum potential. We use defined work practices for consistency, efficiency and to create value across the organization.

Our core values are driven by our people, inform the way we do business each and every day and enhance our ability to accomplish our mission and related strategic objectives.

Strategic Objectives

We have outlined the following strategic objectives to drive the accomplishment of our mission:

Safety - We aim to achieve continuous improvement in all environmental, health and safety areas through ensuring our people's commitment to environmental, health and safety comes first, the refinement of existing policies, continuous training, and enhanced monitoring procedures.

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Reliability - Our goal is to achieve industry-leading utilization rates at both of our facilities through safe and reliable operations. We are focusing on improvements in day-to-day plant operations, identifying alternative sources for plant inputs to reduce lost time due to third-party operational constraints, and optimizing our commercial and marketing functions to maintain plant operations at their highest level.

Market Capture - We continuously evaluate opportunities to improve the facilities' realized pricing at the gate and reduce variable costs incurred in production to maximize our capture of market opportunities.

Financial Discipline - We strive to be efficient as possible by maintaining low operating costs and disciplined deployment of capital.

Achievements

During 2019, we successfully executed a number of achievements in support of our strategic objectives shown below through the date of this filing:

	Safety	Reliability	Market Capture	Financial Discipline
Safely completed the East Dubuque turnaround	✓			
Maintained high asset reliability and utilization at both facilities through the third quarter of 2019	✓	✓		✓
Achieved monthly record ammonia volumes at the East Dubuque nitrogen fertilizer facility for April 2019			✓	
Generated positive cash available for distribution for three consecutive quarters in 2019		✓	✓	✓
Declared cash distributions of 40 cents per unit in 2019				✓

Industry Factors and Market Conditions

Within the nitrogen fertilizer business, earnings and cash flows from operations are primarily affected by the relationship between nitrogen fertilizer product prices, utilization, and operating costs and expenses, including petroleum coke and natural gas feedstock costs.

The price at which nitrogen fertilizer products are ultimately sold depends on numerous factors, including the global supply and demand for nitrogen fertilizer products which, in turn, depends on, among other factors, world grain demand and production levels, changes in world population, the cost and availability of fertilizer transportation infrastructure, weather conditions, the availability of imports, and the extent of government intervention in agriculture markets.

Nitrogen fertilizer prices are also affected by local factors, including local market conditions, weather patterns, and the operating levels of competing facilities. An expansion or upgrade of competitors' facilities, new facility development, political and economic developments, and other factors are likely to continue to play an important role in nitrogen fertilizer industry economics. These factors can impact, among other things, the level of inventories in the market, resulting in price volatility and a reduction in product margins. Moreover, the industry typically experiences seasonal fluctuations in demand for nitrogen fertilizer products.

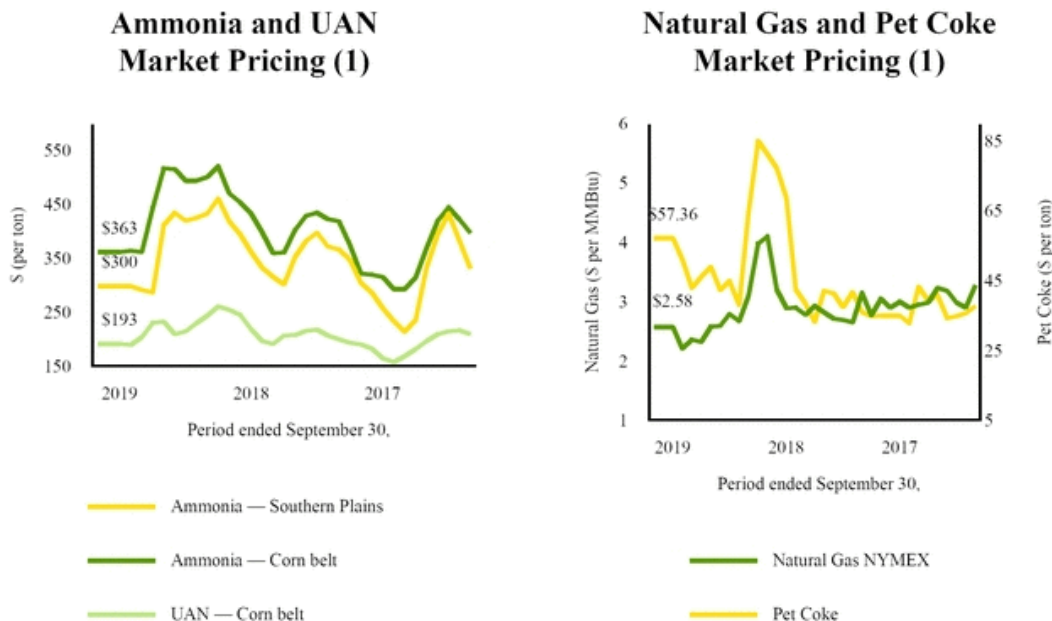
2019 Market Conditions

While there is risk of shorter-term volatility given the inherent nature of the commodity cycle, the Partnership believes the longer-term fundamentals for the U.S. nitrogen fertilizer industry remain intact. The Partnership views the anticipated combination of (i) increasing global population, (ii) decreasing arable land per capita, (iii) continued evolution to more protein-based diets in developing countries, (iv) sustained use of corn as feedstock for the domestic production of ethanol, and (v) positioning at the lower end of the global cost curve should continue to provide a solid foundation for nitrogen fertilizer producers in the U.S. over the longer term.

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During 2019, weather impacted the business by causing delays in the planting conditions. Increased amounts of rain led to ineffective planting of corn and soybean crops, resulting in an anticipated lower yield per planted acre in 2019. Furthermore, the severe flooding in Kansas and Oklahoma curtailed UAN rail shipments in the second quarter. Despite these conditions, there was still strong demand for nitrogen due to the catchup from the poor fall application and late start to spring. The late planting season extended well into July and fertilizer consumption brought customer inventories to very low levels by the end of the season, creating strong demand for fertilizer in the third quarter.

The table below shows relevant market indicators by month through September 30, 2019:



(1) Information used in the charts was obtained from various third-party sources, including Pace Petroleum Coke Quarterly, Green Markets (a Bloomberg Company) and the U.S. Energy Information Administration.

Non-GAAP Measures

Our management uses certain non-GAAP performance measures, and reconciliations to those measures, to evaluate current and past performance and prospects for the future to supplement our GAAP financial information presented in accordance with U.S. GAAP. These non-GAAP financial measures are important factors in assessing our operating results and profitability and include the performance and liquidity measures defined below.

The following are non-GAAP measures presented for the period ended September 30, 2019:

EBITDA - Net income (loss) before (i) interest expense, net, (ii) income tax expense (benefit) and (iii) depreciation and amortization expense.

Adjusted EBITDA - EBITDA adjusted to exclude turnaround expenses and other significant, nonrecurring items which management believes are material to an investor’s understanding of the Partnership’s underlying operating results.

Reconciliation of Net Cash Provided By Operating Activities to EBITDA - Net cash provided by operating activities reduced by (i) interest expense, net, (ii) income tax expense (benefit), (iii) change in working capital, and (iv) other non-cash adjustments.

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Available Cash for Distribution - Adjusted EBITDA reduced for cash reserves established by the board of directors of our general partner for (i) debt service, (ii) maintenance capital expenditures, (iii) turnaround expenses and, to the extent applicable, (iv) reserves for future operating or capital needs that the board of directors of our general partner deems necessary or appropriate, if any, in its sole discretion. Available cash for distribution may be increased by the release of previously established cash reserves, if any, and other excess cash, at the discretion of the board of directors of our general partner.

Factors Affecting Comparability of Our Financial Results

Our historical results of operations for the periods presented may not be comparable with prior periods or to our results of operations in the future for the reason discussed below.

Major Scheduled Turnaround Activities

On September 14, 2019, the East Dubuque facility began a major scheduled turnaround and the ammonia and UAN units were down for approximately 17 days during the quarter. This turnaround was completed in October. Overall, quarterly results were negatively impacted due to the lost production during the downtime that resulted in lost sales and certain reduced variable expenses included in Cost of materials and other and Direct operating expenses (exclusive of depreciation and amortization). Exclusive of the impacts due to the lost production during the turnaround downtime, costs of approximately \$6.8 million and \$7.0 million are included in Direct operating expenses (exclusive of depreciation and amortization) in the Consolidated Statements of Operations for the three and nine months ended September 30, 2019, respectively.

Results of Operations

The following sections should be read in conjunction with the information outlined in Part I, Item 2 and the financial statements and related notes thereto in Part I, Item 1 of this Report.

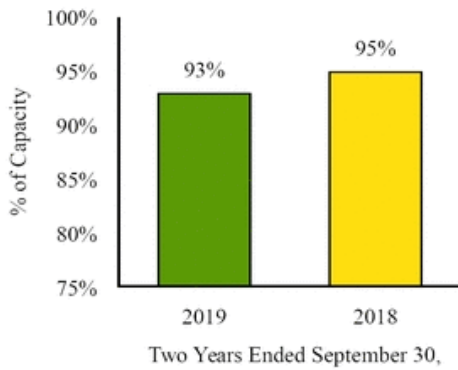
Key Operating Data

Utilization - The following charts summarize our ammonia utilization rates on a consolidated basis and at each of our facilities. Utilization is an important measure used by management to assess operational output at each of the Partnership's facilities. Utilization is calculated as actual tons produced divided by capacity adjusted for planned turnarounds.

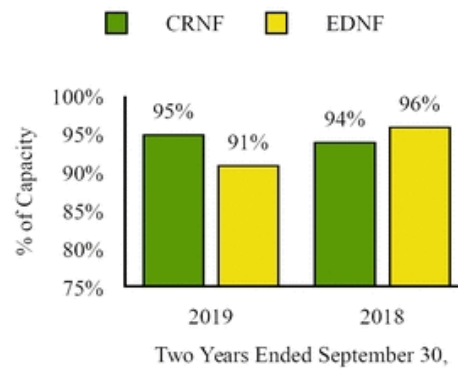
We present our utilization on a two-year rolling average to take into account the impact of our planned and unplanned outages on any specific period. We believe the two-year rolling average is a more useful presentation of the long-term utilization performance of our plants.

We present utilization solely on ammonia production rather than each nitrogen product as it provides a comparative baseline against industry peers and eliminates the disparity of plant configurations for upgrade of ammonia into other nitrogen products. With our efforts being primarily focused on ammonia upgrade capabilities, we believe this measure provides a meaningful view of how well we operate.

Consolidated Ammonia Utilization



Ammonia Utilization - by Facility

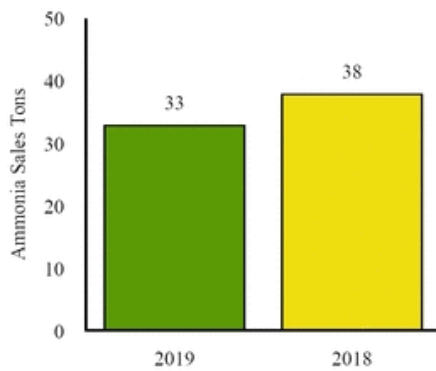


Consolidated Ammonia Utilization - The consolidated ammonia utilization decreased 2% to 93% for the two years ended September 30, 2019 compared to the two years ended September 30, 2018. This decrease was primarily a result of ammonia storage capacity constraints at the East Dubuque facility in the first quarter of 2019 due to inclement weather impacting customers' ability to apply ammonia.

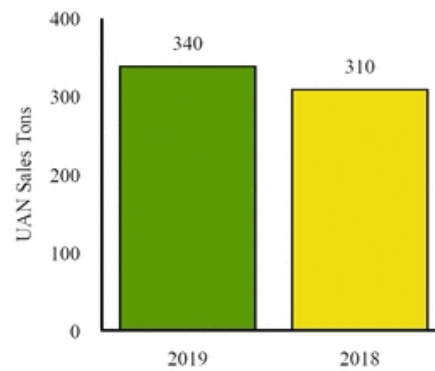
Sales and Pricing per Ton - Two of our key operating metrics are total sales for ammonia and UAN along with the product pricing per ton realized at the gate. Product pricing at the gate represents net sales less freight revenue divided by product sales volume in tons and is shown in order to provide a pricing measure that is comparable across the fertilizer industry.

Operating Highlights (three months ended September 30, 2019 versus September 30, 2018)

Ammonia Sales (thousand tons)



UAN Sales (thousand tons)



Ammonia Pricing at Gate (\$ per ton)

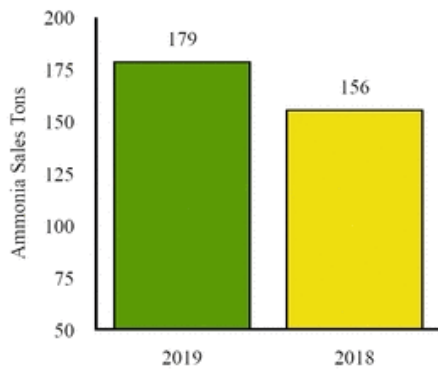


UAN Pricing at Gate (\$ per ton)

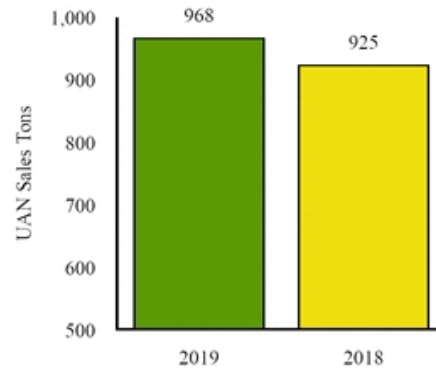


Operating Highlights (nine months ended September 30, 2019 versus September 30, 2018)

Ammonia Sales (thousand tons)



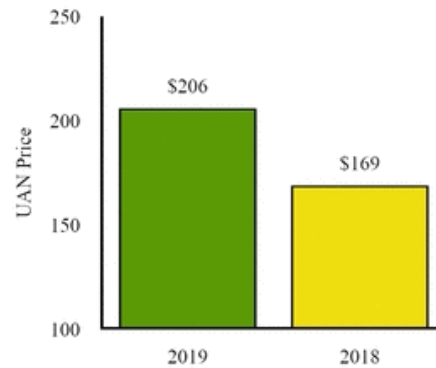
UAN Sales (thousand tons)



Ammonia Pricing at Gate (\$ per ton)



UAN Pricing at Gate (\$ per ton)



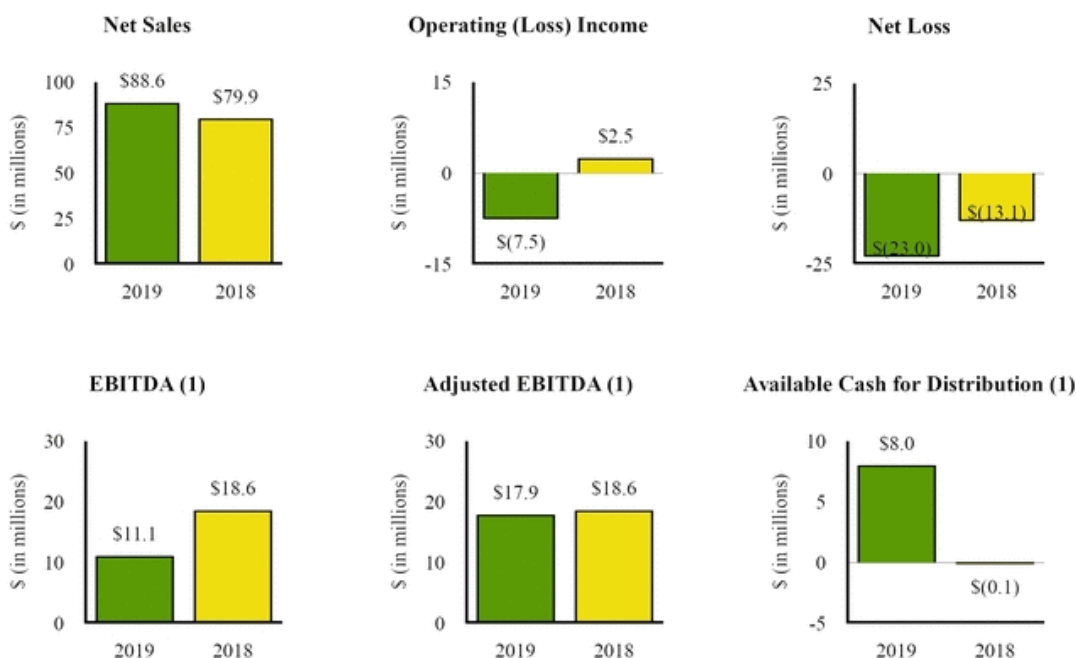
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Production Volumes - Gross tons produced for ammonia represent the total ammonia produced, including ammonia produced, that was upgraded into other fertilizer products. Net tons available for sale represent the ammonia available for sale that was not upgraded into other fertilizer products.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
(in thousands of tons)				
Ammonia (gross produced)	196	212	586	584
Ammonia (net available for sale)	56	63	168	187
UAN	318	338	969	919
	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Petroleum coke used in production (thousand tons)	137	117	404	325
Petroleum coke (dollars per ton)	\$ 37.75	\$ 25.65	\$ 36.68	\$ 22.89
Natural gas used in production (thousands of MMBtu) (1)	1,700	2,118	5,210	5,933
Natural gas used in production (dollars per MMBtu) (1)	\$ 2.40	\$ 3.03	\$ 2.88	\$ 3.01
Natural gas in cost of materials and other (thousands of MMBtu) (1)	1,294	1,439	5,487	5,268
Natural gas in cost of materials and other (dollars per MMBtu) (1)	\$ 2.46	\$ 2.98	\$ 3.22	\$ 3.03

(1) The feedstock natural gas shown above does not include natural gas used for fuel. The cost of fuel natural gas is included in direct operating expense (exclusive of depreciation and amortization).

Financial Highlights (three months ended September 30, 2019 versus September 30, 2018)



Financial Highlights (nine months ended September 30, 2019 versus September 30, 2018)



(1) See “Non-GAAP Reconciliations” section below for reconciliations of the non-GAAP measures shown above.

Three Months Ended September 30, 2019 Compared to the Three Months Ended September 30, 2018

Net Sales. Net sales increased by \$8.7 million to \$88.6 million for the three months ended September 30, 2019 compared to the three months ended September 30, 2018. This increase was primarily due to favorable pricing and volume conditions which contributed \$5.5 million and \$3.5 million, respectively, in higher revenues in the current period as compared to 2018.

The following table demonstrates the impact of changes in sales volumes and pricing for the primary components of net sales, excluding freight, for the three months ended September 30, 2019 as compared to the three months ended September 30, 2018:

(in thousands)	Price Variance		Volume Variance	
UAN	\$	4,188	\$	5,100
Ammonia	\$	1,321	\$	(1,602)

The increase in UAN and ammonia sales pricing for the three months ended September 30, 2019 as compared to the three months ended September 30, 2018 was primarily attributable to inclement weather throughout the region in the first quarter of 2019, delaying the crop cycle and also continuing nitrogen demand during the three months ended September 30, 2019. As a result of the aforementioned delay in the crop cycle, UAN sales volumes increased for the three months ended September 30, 2019 as compared to the three months ended September 30, 2018.

Cost of materials and other. Cost of materials and other for the three months ended September 30, 2019 was \$21.6 million compared to \$19.6 million for the three months ended September 30, 2018. The \$2.0 million increase was comprised of a \$2.1 million increase in pet coke costs at our Coffeyville facility, a \$0.6 million increase in freight costs representing additional shipments made to our off-premise storage facilities, and a \$1.5 million increase due to a draw in inventory resulting from increased demand. These amounts were partially offset by favorable natural gas pricing at our East Dubuque facility, contributing \$2.3 million for the three months ended September 30, 2019.

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Direct operating expenses (exclusive of depreciation and amortization). Direct operating expenses (exclusive of depreciation and amortization) for the three months ended September 30, 2019 were \$47.6 million compared to \$35.3 million for the three months ended September 30, 2018. The increase was primarily due to turnaround costs at the East Dubuque facility of \$6.8 million coupled with an inventory draw contributing \$3.8 million due to increased sales in the third quarter of 2019.

Nine Months Ended September 30, 2019 Compared to the Nine Months Ended September 30, 2018

Net Sales. Net sales increased by \$65.2 million to \$318.1 million for the nine months ended September 30, 2019 compared to the nine months ended September 30, 2018. This increase was primarily due to favorable pricing and volume conditions which contributed \$51.0 million and \$14.7 million, respectively, in higher revenues in the current period as compared to 2018.

The following table demonstrates the impact of changes in sales volumes and pricing for the primary components of net sales, excluding freight, for the nine months ended September 30, 2019 as compared to the nine months ended September 30, 2018:

(in thousands)	Price Variance	Volume Variance
UAN	\$ 35,499	\$ 7,234
Ammonia	\$ 15,546	\$ 7,509

The increase in UAN and ammonia sales pricing for the nine months ended September 30, 2019 as compared to the nine months ended September 30, 2018 was primarily attributable to a shift in the timing of demand from the fourth quarter of 2018 to the second quarter of 2019, as customers delayed receipt of nitrogen products due to continued inclement weather. As a result, customer demand for ammonia increased in the second quarter of 2019 as customers attempted to make up for the missed application. In addition, the aforementioned ammonia application coupled with freezing temperatures and flooding throughout the Midwest and Southern Plains in the current period shifted the demand for ammonia, resulting in increased sales volumes for the nine months ended September 30, 2019 compared to the nine months ended September 30, 2018.

Cost of materials and other. Cost of materials and other for the nine months ended September 30, 2019 was \$71.3 million, compared to \$61.2 million for the nine months ended September 30, 2018. The \$10.1 million increase was comprised primarily of a \$6.3 million increase in pet coke costs at our Coffeyville facility, coupled with a draw in ammonia inventories as a result of increased sales contributing \$4.5 million.

Direct Operating Expenses (exclusive of depreciation and amortization). Direct operating expenses (exclusive of depreciation and amortization) for the nine months ended September 30, 2019 were \$128.0 million as compared to \$121.5 million for the nine months ended September 30, 2018. The \$6.5 million increase was primarily due to spare part inventory write-offs totaling \$1.3 million, increased personnel costs of \$1.9 million, and an inventory draw contributing \$3.3 million due to increased sales in the second quarter of 2019.

Non-GAAP Reconciliations

Reconciliation of Net Loss to EBITDA and Adjusted EBITDA

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Net loss	\$ (22,976)	\$ (13,146)	\$ (10,087)	\$ (48,656)
Add:				
Interest expense, net	15,621	15,693	46,870	47,080
Income tax expense (benefit)	12	12	(88)	(6)
Depreciation and amortization	18,418	16,035	60,032	52,866
EBITDA	\$ 11,075	\$ 18,594	\$ 96,727	\$ 51,284
Add:				
Turnaround expenses	6,805	—	6,956	6,405
Adjusted EBITDA	\$ 17,880	\$ 18,594	\$ 103,683	\$ 57,689

[Table of Contents](#)**Reconciliation of Net Cash Provided By Operating Activities to EBITDA**

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Net cash provided by operating activities	\$ 33,991	\$ 39,588	\$ 68,672	\$ 27,118
Add:				
Interest expense, net	15,621	15,693	46,870	47,080
Income tax expense (benefit)	12	12	(88)	(6)
Change in assets and liabilities	(34,649)	(34,615)	(10,501)	(17,573)
Other non-cash adjustments	(3,900)	(2,084)	(8,226)	(5,335)
EBITDA	\$ 11,075	\$ 18,594	\$ 96,727	\$ 51,284

Reconciliation of Adjusted EBITDA to Available Cash for Distribution

(in thousands)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Adjusted EBITDA	\$ 17,880	\$ 18,594	\$ 103,683	\$ 57,689
Current reserves for amounts related to:				
Debt service	(14,833)	(14,873)	(44,525)	(44,664)
Maintenance capital expenditures	(6,594)	(4,526)	(11,409)	(10,894)
Turnaround expenses	(6,805)	—	(6,956)	(6,405)
Other:				
Future cash reserves	—	—	(28,000)	—
Release of previously established cash reserves	18,399	675	18,399	—
Available Cash for distribution (1) (2)	\$ 8,047	\$ (130)	\$ 31,192	\$ (4,274)
Common units outstanding	113,283	113,283	113,283	113,283

(1) Amount represents the cumulative Available Cash based on quarter-to-date and year-to-date results, respectively. Available Cash for distribution is calculated quarterly, with distributions (if any) being paid in the following period.

(2) The Partnership declared and paid cash distributions totaling \$0.21 per common unit related to the first two quarters of 2019 for a total of \$23.8 million.

Liquidity and Capital Resources

Our principal source of liquidity has historically been cash from operations, which can include cash advances from customers resulting from prepay contracts. Our principal uses of cash are for working capital, capital expenditures, funding our debt service obligations, and paying distributions to our unitholders, as further discussed below.

We believe that our cash from operations and existing cash and cash equivalents, along with borrowings, as necessary, under the AB Credit Facility, will be sufficient to satisfy anticipated cash requirements associated with our existing operations for at least the next 12 months. However, our future capital expenditures and other cash requirements could be higher than we currently expect as a result of various factors. Additionally, our ability to generate sufficient cash from our operating activities and secure additional financing depends on our future performance, which is subject to general economic, political, financial, competitive, and other factors, some of which may be beyond our control.

Depending on the needs of our business, contractual limitations, and market conditions, we may from time to time seek to issue equity securities, incur additional debt, issue debt securities, or otherwise refinance our existing debt. There can be no assurance that we will seek to do any of the foregoing or that we will be able to do any of the foregoing on terms acceptable to us or at all.

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There have been no material changes in liquidity for the three months ended September 30, 2019. The Partnership was in compliance with all covenants under its debt instruments as of September 30, 2019.

Cash and Other Liquidity

As of September 30, 2019, we had cash and cash equivalents of \$83.7 million, including \$16.0 million from customer advances. Combined with \$47.5 million available under our AB Credit Facility less \$25.0 million in cash included in our borrowing base, we had total liquidity of \$106.2 million as of September 30, 2019.

Debt, including current maturities

(in thousands)	September 30, 2019	December 31, 2018
9.25% Senior Notes due 2023	\$ 645,000	\$ 645,000
6.50% Senior Notes due 2021	2,240	2,240
Unamortized discount and debt issuance costs	(15,720)	(18,251)
Total debt	\$ 631,520	\$ 628,989

AB Credit Facility - The Partnership has an AB Credit Facility, the proceeds of which may be used to fund working capital, capital expenditures and for other general corporate purposes. The AB Credit Facility is a senior secured asset-based revolving credit facility with an aggregate principal amount of availability of up to \$50 million with an incremental facility, which permits an increase in borrowings of up to \$25 million in the aggregate subject to additional lender commitments and certain other conditions. The AB Credit Facility matures in September 2021.

2023 Notes - CVR Partners issued \$645 million aggregate principal amount of 9.25% Senior Secured Notes due 2023 (the "2023 Notes") in 2016. The 2023 Notes are guaranteed on a senior secured basis by all of the Partnership's existing subsidiaries. On or after June 15, 2019, we may on any one or more occasions, redeem all or part of the 2023 Notes at the redemption prices set forth below expressed as a percentage of the principal amount of the 2023 Notes plus accrued and unpaid interest to the applicable redemption date.

12-month period beginning June 15,	Percentage
2019	104.625%
2020	102.313%
2021 and thereafter	100.000%

Upon the occurrence of certain change of control events as defined in the 2023 Indenture (including the sale of all or substantially all of the properties or assets of the Partnership and its subsidiaries taken as a whole), each holder of the 2023 Notes will have the right to require that the Partnership repurchase all or a portion of such holder's 2023 Notes in cash at a purchase price equal to 101% of the aggregate principal amount thereof plus any accrued and unpaid interest to the date of repurchase.

Capital Spending

We divide capital spending needs into two categories: maintenance and growth. Maintenance capital spending includes non-discretionary maintenance projects and projects required to comply with environmental, health, and safety regulations. Growth capital projects generally involve an expansion of existing capacity and/or a reduction in direct operating expenses. We undertake growth capital spending based on the expected return on incremental capital employed. Our total capital expenditures for the nine months ended September 30, 2019 and our estimated expenditures for 2019 are as follows:

(in thousands)	Nine Months Ended September 30, 2019	Estimated full year 2019
Maintenance capital	\$ 10,763	\$ 18,000 - 20,000
Growth capital	811	2,000 - 5,000
Total capital expenditures	\$ 11,574	\$ 20,000 - 25,000

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Our estimated capital expenditures are subject to change due to unanticipated changes in the cost, scope and completion time for capital projects. For example, we may experience unexpected changes in labor or equipment costs necessary to comply with government regulations or to complete projects that sustain or improve the profitability of the refineries or nitrogen fertilizer plants. We may also accelerate or defer some capital expenditures from time to time. Capital spending is determined by the board of directors of the Partnership's general partner.

On September 14, 2019, the East Dubuque facility began a major scheduled turnaround, which was completed in October. We have incurred \$7.0 million in the nine months ended September 30, 2019 related to this turnaround and estimate total costs of approximately \$9.3 million, with the remaining costs to be incurred in the fourth quarter of 2019.

Distributions to Unitholders

The current policy of the board of directors of the Partnership's general partner is to distribute all Available Cash the Partnership generated on a quarterly basis. Available Cash for each quarter will be determined by the board of directors of the Partnership's general partner following the end of such quarter. Available Cash for each quarter is calculated as Adjusted EBITDA reduced for cash needed for (i) debt service, (ii) maintenance capital expenditures, (iii) turnaround expenses, and, to the extent applicable, (iv) reserves for future operating or capital needs that the board of directors of our general partner deems necessary or appropriate, if any, in its sole discretion. Available Cash for distribution may be increased by the release of previously established cash reserves, if any, and other excess cash, at the discretion of the board of directors of our general partner.

The following table presents distributions paid by the Partnership to CVR Partners' unitholders, including amounts paid to CVR Energy, as of September 30, 2019.

Related Period	Date Paid	Dividend Per Common Unit	Dividends Paid (in thousands)		
			Unitholders	CVR Energy	Total
2018 - 4th Quarter	March 11, 2019	\$ 0.12	\$ 8,924	\$ 4,670	\$ 13,594
2019 - 1st Quarter	May 13, 2019	0.07	5,205	2,724	7,929
2019 - 2nd Quarter	August 12, 2019	0.14	10,411	5,449	15,860
Total		\$ 0.33	\$ 24,540	\$ 12,843	\$ 37,383

For the third quarter of 2019, the Partnership, upon approval by the Board of Directors of CVR Partners' general partner on October 22, 2019, declared a distribution of \$0.07 per common unit, or \$7.9 million, which is payable November 12, 2019 to unitholders of record as of November 4, 2019. Of this amount, CVR Energy will receive approximately \$2.7 million, with the remaining amount payable to public unitholders.

Distributions, if any, including the payment, amount and timing thereof, are subject to change at the discretion of the board of directors of CVR Partners' general partner.

Cash Flows

The following table sets forth our cash flows for the periods indicated below:

(in thousands)	Nine Months Ended September 30,		
	2019	2018	Change
Net cash flow provided by (used in):			
Operating activities	\$ 68,672	\$ 27,118	\$ 41,554
Investing activities	(9,398)	(14,850)	5,452
Financing activities	(37,383)	—	(37,383)
Net increase in cash and cash equivalents	\$ 21,891	\$ 12,268	\$ 9,623

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Cash Flows Provided by Operating Activities

The change in net cash flows from operating activities for the nine months ended September 30, 2019 as compared to the nine months ended September 30, 2018 is primarily due to improved operating results leading to a net loss of \$10.1 million in 2019 compared to a net loss of \$48.7 million in 2018.

Cash Flows Used in Investing Activities

The change in net cash used in investing activities for the nine months ended September 30, 2019 compared to the nine months ended September 30, 2018, was primarily due to decreased capital expenditures during 2019 of \$5.5 million.

Cash Flows Used in Financing Activities

The change in net cash used in financing activities for the nine months ended September 30, 2019 compared to the nine months ended September 30, 2018 was the result of cash distributions totaling \$37.4 million paid during the nine months ended September 30, 2019, compared to no distributions paid during 2018.

Off-Balance Sheet Arrangements

We do not have any “off-balance sheet arrangements” as such term is defined within the rules and regulations of the SEC.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

There have been no material changes to our market risks as of and for the three and nine months ended September 30, 2019 as compared to the risks discussed in Part II, Item 7A of our 2018 Form 10-K.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of September 30, 2019, we have evaluated, under the direction of our Executive Chairman, Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer, the effectiveness of our disclosure controls and procedures, as defined in Exchange Act Rule 13a-15(e). Based upon and as of the date of that evaluation, our Executive Chairman, Chief Executive Officer, Chief Financial Officer and Chief Accounting Officer concluded that our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms, and that such information is accumulated and communicated to the Partnership’s management, including our Executive Chairman, Chief Executive Officer, Chief Financial Officer, and Chief Accounting Officer as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There have been no material changes in the Partnership’s internal controls over financial reporting required by Rule 13a-15 of the Exchange Act that occurred during the fiscal quarter ended September 30, 2019 that materially affected, or is reasonably likely to materially affect, the Partnership’s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

See Note 11 (“Commitments and Contingencies”) to Part I, Item 1 of this Report, which is incorporated by reference into this Part II, Item 1, for a description of certain litigation, legal, and administrative proceedings and environmental matters.

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Item 1A. Risk Factors

There have been no material changes to our risk factors as of and for the three and nine months ended September 30, 2019 as compared to the risks discussed in Part I, Item 1A of our 2018 Form 10-K.

Item 5. Other Information

On October 22, 2019, the Audit Committee of CVR Energy and the Conflicts Committee of the Board of Directors of the general partner of CVR Partners each agreed to authorize the exchange of certain parcels of property owned by subsidiaries of CVR Energy with an equal number of parcels owned by subsidiaries of CVR Partners, all located in Coffeyville, Kansas (the “Property Swap”). This Property Swap will enable each such subsidiary to create a more usable contiguous parcel of land near its own operating footprint. The Partnership will account for this transaction in accordance with the ASC 805-50 guidance on transferring assets between entities under common control.

Item 6. Exhibits

<u>Exhibit</u>	<u>Exhibit Description</u>
31.1*	Rule 13a-14(a)/15d-14(a) Certification of Executive Chairman.
31.2*	Rule 13a-14(a)/15d-14(a) Certification of President and Chief Executive Officer.
31.3*	Rule 13a-14(a)/15d-14(a) Certification of Executive Vice President and Chief Financial Officer.
31.4*	Rule 13a-14(a)/15d-14(a) Certification of Chief Accounting Officer and Corporate Controller.
32.1†	Section 1350 Certification of Executive Chairman, President and Chief Executive Officer, Executive Vice President and Chief Financial Officer, and the Chief Accounting Officer and Corporate Controller.
101*	The following financial information for CVR Partners, LP’s Quarterly Report on Form 10-Q for the quarter ended September 30, 2019, formatted in XBRL (“Extensible Business Reporting Language”) includes: (1) Condensed Consolidated Balance Sheets (unaudited), (2) Condensed Consolidated Statements of Operations (unaudited), (3) Condensed Consolidated Statements of Partners’ Capital (unaudited), (4) Condensed Consolidated Statements of Cash Flows (unaudited) and (5) the Notes to Condensed Consolidated Financial Statements (unaudited), tagged in detail.

* Filed herewith.

† Furnished herewith.

PLEASE NOTE: Pursuant to the rules and regulations of the SEC, we may file or incorporate by reference agreements referenced as exhibits to the reports that we file with or furnish to the SEC. The agreements are filed to provide investors with information regarding their respective terms. The agreements are not intended to provide any other factual information about the Partnership, its business or operations. In particular, the assertions embodied in any representations, warranties and covenants contained in the agreements may be subject to qualifications with respect to knowledge and materiality different from those applicable to investors and may be qualified by information in confidential disclosure schedules not included with the exhibits. These disclosure schedules may contain information that modifies, qualifies and creates exceptions to the representations, warranties and covenants set forth in the agreements. Moreover, certain representations, warranties and covenants in the agreements may have been used for the purpose of allocating risk between the parties, rather than establishing matters as facts. In addition, information concerning the subject matter of the representations, warranties and covenants may have changed after the date of the respective agreement, which subsequent information may or may not be fully reflected in the Partnership’s public disclosures. Accordingly, investors should not rely on the representations, warranties and covenants in the agreements as characterizations of the actual state of facts about the Partnership, its business or operations on the date hereof.

**Certification of Executive Chairman Pursuant to
Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934,
As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, David L. Lamp, certify that:

1. I have reviewed this report on Form 10-Q of CVR Partners, LP;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ DAVID L. LAMP

David L. Lamp

Executive Chairman

CVR GP, LLC

the general partner of CVR Partners, LP

(Principal Executive Officer)

Date: October 24, 2019

**Certification of President and Chief Executive Officer Pursuant to
Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934,
As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Mark A. Pytosh, certify that:

1. I have reviewed this report on Form 10-Q of CVR Partners, LP;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ MARK A. PYTOSH

Mark A. Pytosh

President and Chief Executive Officer

CVR GP, LLC

the general partner of CVR Partners, LP

(Principal Executive Officer)

Date: October 24, 2019

**Certification of Executive Vice President and Chief Financial Officer Pursuant to
Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934,
As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Tracy D. Jackson, certify that:

1. I have reviewed this report on Form 10-Q of CVR Partners, LP;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ TRACY D. JACKSON

Tracy D. Jackson

Executive Vice President and Chief Financial Officer

CVR GP, LLC

the general partner of CVR Partners, LP

(Principal Financial Officer)

Date: October 24, 2019

**Certification of Chief Accounting Officer and Corporate Controller Pursuant to
Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934,
As Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002**

I, Matthew W. Bley, certify that:

1. I have reviewed this report on Form 10-Q of CVR Partners, LP;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ MATTHEW W. BLEY

Matthew W. Bley

Chief Accounting Officer and Corporate Controller

CVR GP, LLC

the general partner of CVR Partners, LP

(Principal Accounting Officer)

Date: October 24, 2019

**Certification Pursuant to 18 U.S.C. Section 1350,
As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the filing of the Quarterly Report of CVR Partners, LP, a Delaware limited partnership (the "Partnership"), on Form 10-Q for the fiscal quarter ended September 30, 2019, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), each of the undersigned officers of CVR GP, LLC, the general partner of the Partnership, certifies, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to the best of such officer's knowledge and belief:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Partnership as of the dates and for the periods expressed in the Report.

By: /s/ DAVID L. LAMP
David L. Lamp
Executive Chairman
CVR GP, LLC
the general partner of CVR Partners, LP
(Principal Executive Officer)

By: /s/ MARK A. PYTOSH
Mark A. Pytosh
President and Chief Executive Officer
CVR GP, LLC
the general partner of CVR Partners, LP
(Principal Executive Officer)

By: /s/ TRACY D. JACKSON
Tracy D. Jackson
Executive Vice President and Chief Financial Officer
CVR GP, LLC
the general partner of CVR Partners, LP
(Principal Financial Officer)

By: /s/ MATTHEW W. BLEY
Matthew W. Bley
Chief Accounting Officer and Corporate Controller
CVR GP, LLC
the general partner of CVR Partners, LP
(Principal Accounting Officer)

Dated: October 24, 2019

