

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>CVR ENERGY INC</u>  (Last) (First) (Middle) 2277 PLAZA DRIVE SUITE 500  (Street) SUGAR LAND TX 77479  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/07/2011	3. Issuer Name and Ticker or Trading Symbol <u>CVR PARTNERS, LP</u> [UAN]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Units representing Limited Partner Interests	0	I	See footnotes <sup>(1)(2)(3)(4)(5)</sup>

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

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

1. Name and Address of Reporting Person* <u>CVR ENERGY INC</u>  (Last) (First) (Middle) 2277 PLAZA DRIVE SUITE 500  (Street) SUGAR LAND TX 77479  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Coffeyville Refining &amp; Marketing Holdings, Inc.</u>  (Last) (First) (Middle) 2277 PLAZA DRIVE SUITE 500  (Street) SUGAR LAND TX 77479  (City) (State) (Zip)
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1. Name and Address of Reporting Person* <u>Coffeyville Refining &amp; Marketing, Inc.</u>  (Last) (First) (Middle) 2277 PLAZA DRIVE SUITE 500  (Street)
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SUGAR LAND TX 77479

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Coffeyville Nitrogen Fertilizers, Inc.](#)

(Last) (First) (Middle)

2277 PLAZA DRIVE  
SUITE 500

(Street)

SUGAR LAND TX 77479

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Coffeyville Resources, LLC](#)

(Last) (First) (Middle)

2277 PLAZA DRIVE  
SUITE 500

(Street)

SUGAR LAND TX 77479

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[CL JV Holdings, LLC](#)

(Last) (First) (Middle)

2277 PLAZA DRIVE  
SUITE 500

(Street)

SUGAR LAND TX 77479

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Coffeyville Terminal, Inc.](#)

(Last) (First) (Middle)

2277 PLAZA DRIVE  
SUITE 500

(Street)

SUGAR LAND TX 77479

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Coffeyville Pipeline, Inc.](#)

(Last) (First) (Middle)

2277 PLAZA DRIVE  
SUITE 500

(Street)

SUGAR LAND TX 77479

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Coffeyville Crude Transportation, Inc.](#)

(Last) (First) (Middle)

2277 PLAZA DRIVE

(Street)	SUGAR LAND TX	77479
(City)	(State)	(Zip)

**Explanation of Responses:**

1. This filing is being made by CVR Energy, Inc. ("CVR Energy"), Coffeyville Nitrogen Fertilizers, Inc. ("CNF"), Coffeyville Refining & Marketing Holdings, Inc. ("CRM Holdings"), Coffeyville Refining & Marketing, Inc. ("CRM"), CL JV Holdings, LLC ("CL JV"), Coffeyville Resources, LLC ("CRLLC"), Coffeyville Terminal, Inc. ("CT"), Coffeyville Pipeline, Inc. ("CP") and Coffeyville Crude Transportation, Inc. ("CCT").
2. CNF and CRM Holdings are direct, wholly-owned subsidiaries of CVR Energy. CRM is a direct, wholly-owned subsidiary of CRM Holdings. CT, CP and CCT are direct, wholly-owned subsidiaries of CRM. CRM owns 69% of the outstanding equity interests in CL JV, and CNF owns 31% of the outstanding equity interests in CL JV. CL JV directly owns 67.6% of the outstanding equity interests in CRLLC. CNF directly owns 14.4% of the outstanding equity interests in CRLLC, CRM directly owns 16.04% of the outstanding equity interests in CRLLC, CT directly owns .49% of the outstanding equity interests in CRLLC, CP directly owns .49% of the outstanding equity interests in CRLLC, and CCT directly owns .98% of the outstanding equity interests in CRLLC.
3. As of April 7, 2011, CRLLC directly owned 100% of the outstanding units of CVR Partners, LP (the "Partnership"). All other reporting persons' ownership of the Partnership's outstanding units was indirect through CRLLC. Pursuant to the Amended and Restated Contribution, Assignment and Assumption Agreement (the "Contribution Agreement") entered into by and among CRLLC, CVR GP, LLC, Coffeyville Acquisition III, LLC, CVR Special GP, LLC, and the Partnership entered into prior to the effectiveness of the Partnership's Registration Statement on Form S-1 (File No. 333-171270) with respect to the Partnership's common units representing limited partner interests (the "Common Units"), CRLLC has agreed to exchange its existing equity interests in the Partnership for 50,920,000 Common Units at the closing of the Partnership's initial public offering (the "Offering").
4. If the Partnership increases or decreases the number of Common Units to be sold to the public through the underwriters, the Partnership will correspondingly decrease or increase the number of Common Units to be issued to CRLLC. In connection with the Offering, the Partnership has granted the underwriters thereto a 30-day over allotment option. In accordance with the Contribution Agreement, in the event that some or all of the option is not exercised, the Partnership shall issue Common Units to CRLLC in an amount equal to the portion of the option not exercised by the underwriters.
5. The reporting persons disclaim beneficial ownership of all Common Units reported herein in excess of their pecuniary interest, if any, and this report shall not be deemed an admission that any such person or entity is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

[CVR Energy, Inc., By: Susan M. Ball](#) [04/07/2011](#)

[Coffeyville Refining & Marketing Holdings, Inc., By: Susan M. Ball](#) [04/07/2011](#)

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[Coffeyville Nitrogen Fertilizers, Inc., By: Susan M. Ball](#) [04/07/2011](#)

[Coffeyville Resources, LLC, By: Susan M. Ball](#) [04/07/2011](#)

[CL JV Holdings, LLC, By: Susan M. Ball](#) [04/07/2011](#)

[Coffeyville Terminal, Inc., By: Susan M. Ball](#) [04/07/2011](#)

[Coffeyville Pipeline, Inc., By: Susan M. Ball](#) [04/07/2011](#)

[Coffeyville Crude Transportation, Inc., By: Susan M. Ball](#) [04/07/2011](#)

\*\* Signature of Reporting Person      Date

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

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

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

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

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