

**CVR REFINING, LP  
CVR REFINING GP, LLC**

**CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS**

**(Adopted Effective as of January 16, 2013)**

**I. PURPOSE AND ROLE**

The Audit Committee is appointed by the Board of Directors (the "Board") of CVR Refining GP, LLC (the "General Partner"), the general partner of CVR Refining, LP (the "Partnership," and, together with the General Partner, the "Company") to assist the Board in fulfilling its oversight responsibilities. The Audit Committee's primary duties and responsibilities are to assist Board oversight with respect to:

- the integrity (i.e., the accuracy and reliability) of the Partnership's financial statements;
- the Partnership's compliance with legal and regulatory requirements;
- the independence, qualifications and performance of the Partnership's independent auditor; and
- the performance of the Partnership's internal audit function.

The term "independent auditor" means any accounting firm that has been engaged for the purpose of rendering or issuing an audit report or related work or performing other audit, review or attest services for the Partnership and which the Audit Committee has determined to be independent.

This Audit Committee charter (the "Charter") has been approved by the Board and may be amended by the Board from time to time in compliance with applicable laws, rules and regulations. In carrying out its responsibilities, the Audit Committee believes that the policies and procedures delineated in this Charter should remain flexible, in order to react best to changing business and regulatory requirements.

**II. COMPOSITION AND APPOINTMENT**

The Audit Committee shall be comprised of two or more directors. Each member shall be financially literate, as interpreted by the Board in its business judgment, or shall become financially literate within a reasonable period of time after his or her appointment to the Audit Committee. In addition, at least one member of the Audit Committee must have accounting or related financial management expertise, as the Board interprets such qualification in its business judgment.

Members of the Audit Committee shall be appointed by the Board on an annual basis and serve for a term of one year. The Board shall designate one member of the Audit Committee as chairman (the "Chairman"). The Board may designate one or more directors as alternate members of the Audit Committee, who may replace any absent or disqualified member at any meeting of the Audit Committee. The members shall serve until their failure to qualify, resignation, or retirement, their removal by the Board or until their successors shall be duly appointed and qualified. A member of the Audit Committee shall be deemed to have resigned from the Audit Committee at such time that the member shall no longer be a director of the General Partner.

If a member serves on the audit committee of any public company, the member must so inform the Audit Committee. If a member simultaneously serves on the audit committee of more than two public companies (in addition to this Audit Committee), the Board must affirmatively determine that such

simultaneous service would not impair the ability of such member to effectively serve on the Audit Committee and must disclose such determination in the Partnership's Form 10-K.

### **III. PROCEDURE AND MEETINGS**

The Audit Committee will meet as required to fulfill its responsibilities set forth in this Charter. The Chairman or his or her designee shall set in advance of each meeting an agenda and preside over all meetings of the Audit Committee. The Audit Committee shall meet at least four times annually and at such other times as the Chairman deems appropriate. A majority of the members of the Audit Committee shall constitute a quorum. The vote of a majority of the members present at any meeting at which a quorum is present shall be the act of the Audit Committee. The Audit Committee may meet in person or telephonically. Any decision or determination of the Audit Committee in writing and signed by all of the members of the Audit Committee shall be fully as effective as if it had been made at a meeting duly called and held.

The Audit Committee shall establish its own rules of procedure, which shall be consistent with this Charter. The Chairman or a majority of the members of the Audit Committee may call a special meeting of the Audit Committee. At the discretion of the Audit Committee, other members of the Board and any officer or employee of the Company may be invited to attend and participate in meetings of the Audit Committee. The Audit Committee shall have the authority to form, and delegate authority and responsibilities to, subcommittees when it deems appropriate. The Audit Committee shall periodically review any such delegations and may revoke any such delegation at any time.

### **IV. RESPONSIBILITIES AND DUTIES**

To fulfill its responsibilities and duties the Audit Committee shall perform the following:

#### **A. Review Procedures**

1. Review and discuss with management and the independent auditor the Partnership's annual audited and quarterly financial statements, including the Partnership's specific discussion under "Management's Discussion and Analysis of Financial Condition and Results of Operations."
2. Review and discuss with management and the independent auditor major issues regarding accounting principles and financial statement presentation, including any changes to the Partnership's selection or application of accounting principles, major issues as to the adequacy of the Partnership's internal controls and any special audit steps adopted in light of material control deficiencies, and any items required to be communicated by the independent auditor in accordance with auditing procedures and standards.
3. Discuss with management and the independent auditor any analyses or other written communications prepared by management and/or the independent auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative generally accepted accounting principles ("GAAP") methods on the financial statements.
4. Review any related party transactions and off-balance sheet transactions.

5. Review the effect of regulatory and accounting initiatives on the financial statements and disclosures of the Partnership.
6. Review with the independent auditor any audit problems or difficulties the auditor may have encountered in the course of audit work, including (a) any restrictions on the scope of the independent auditor's activities or on access to requested information and (b) any significant disagreements with management, and management's response. The Committee shall consider discussing with the independent auditors (and then with management) any accounting adjustments (including material correcting adjustments) that were noted or proposed but not made due to immateriality or otherwise; any communications between the audit team and the independent auditor's national office with respect to auditing or accounting issues; and any "management" or "internal control" letters issued or proposed to be issued by the audit firm to the Partnership. The Audit Committee shall have sole authority to resolve any disagreements between management and the independent auditor.
7. Review and discuss with management and the independent auditor other matters related to the conduct of the audit which are to be communicated to the Audit Committee under generally accepted auditing standards, including under Statement on Auditing Standards No. 114, as amended, The Auditor's Communication With Those Charged With Governance.
8. Review areas of potential significant financial risk to the Company and discuss with management the guidelines and policies established by management to assess and manage the Company's exposure to risk, including a discussion of the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
9. Review with the Company's general counsel legal, compliance or regulatory matters that may have a material impact on the Partnership's business, financial statements or compliance policies and any material reports or inquiries received from regulators and government agencies.
10. Review and discuss earnings press releases in which information regarding the Partnership is presented to the public, including the use of any non-GAAP presentations, including "pro forma" or "adjusted" non-GAAP presentations, as well as financial information and earnings guidance provided to analysts and rating agencies, though this may be done generally (i.e., through discussion of the types of information to be disclosed and the type of presentation to be made) and the Audit Committee need not discuss in advance each earnings release or each instance in which the Partnership may provide earnings guidance.
11. Review with the full Board any issues that arise with respect to the quality or integrity of the Partnership's financial statements, the Partnership's compliance with legal or regulatory requirements, the performance and independence of the Partnership's independent auditors or the performance of the internal audit function.

12. Meet separately, periodically, with management, internal auditors (or other personnel responsible for the internal audit function) and the independent auditors.
13. Discuss with management and the independent auditor the quality and adequacy of the Partnership's disclosure controls and procedures, internal control over financial reporting and internal auditing procedures, including any significant deficiencies and material weaknesses in the design or operation of those controls which could adversely affect the Partnership's ability to record, process, summarize and report financial data and the resolution of, or any special audit steps adopted in light of, significant deficiencies or material weaknesses, and any fraud, whether or not material, that involves management or other employees who have a significant role in the Partnership's internal controls.

**B. Independent Auditor**

1. The independent auditor is ultimately accountable to and shall report directly to the Audit Committee. The Audit Committee is directly responsible for the appointment, compensation, retention and oversight of the work of any independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Partnership. Such authority may not be delegated to management. The Audit Committee must also approve any non-audit relationship with the independent auditor and all audit and non-audit services provided by the independent auditor (including fees and terms thereof).
2. The Audit Committee shall annually review the independence, qualifications and performance of the independent auditor, including reviewing and evaluating (i) the experience and qualifications of the senior members of the independent auditor team, (ii) whether the auditor's quality controls are adequate and (iii) whether the provision of non-audit services is in compliance with applicable law and compatible with maintaining the auditor's independence.
3. The Audit Committee has the authority to, and shall, approve the fees and other compensation to be paid to the independent auditor, which fees shall be paid by the Company.
4. At least annually, consult with the independent auditor out of the presence of management about the adequacy, quality and integrity of the internal controls for financial reporting and the fair presentation and accuracy of the Partnership's financial statements.
5. Review and discuss with the independent auditor annually the scope of the audit including planning and staffing of the audit.
6. At least annually, obtain and review a report from the independent auditor describing (i) the independent auditor's internal quality-control procedures, (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the accounting firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditing firm, and

any steps taken to deal with any such issues and (iii) (to assess the independent auditor's independence) all relationships between the independent auditor and the Partnership.

7. Discuss with management and the independent auditor, and resolve, any disagreements regarding financial reporting.
8. Request, receive and/or review any report submitted by the independent auditor to the Audit Committee, including without limitation (a) all critical accounting policies and practices used by the Partnership, (b) all material alternative accounting treatment within GAAP that have been discussed with management and (c) other material written communications between the independent auditor and management, including management letters and schedule of unadjusted differences.
9. Ensure the rotation of the lead audit partner as required by law and consider whether to rotate the independent auditor.

**C. Internal Audit Function**

Evaluate the performance, responsibilities, budget and staffing of the Partnership's internal audit function and review the internal audit plan, and evaluate the performance of the senior officers responsible for the internal audit function of the Partnership.

**D. Other Audit Committee Responsibilities**

1. Establish procedures for (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
2. Set clear policies for hiring current employees or former employees of the independent auditor.
3. Periodically review management's monitoring of the Partnership's compliance with applicable laws and regulations through discussions with management, the Company's general counsel and the Partnership's internal auditors (or other persons responsible for the internal audit function).
4. Periodically review with management any major litigation and risk management policies and procedures, including insurance coverage.
5. Perform any other activities consistent with this Charter, the Partnership's limited partnership agreement, the General Partner's limited liability company agreement and governing law, as the Audit Committee or the Board deems necessary or appropriate.

## **V. RESOURCES**

The Audit Committee shall have direct access to, and complete and open communications with, senior management and may obtain advice and assistance from internal legal, accounting, and other advisors to assist it. The Audit Committee shall have authority to retain such consultants, outside counsel and other advisors as the Audit Committee may deem necessary or appropriate in its sole discretion to carry out its duties. The Audit Committee shall have sole authority to approve related fees and retention terms associated with the retention of any such firm or individual, which fees shall be paid, by the Company. In determining whether to retain or terminate a provider of such services, the Audit Committee may, in its discretion, obtain the input of senior management.

The Audit Committee shall have available appropriate funding from the Company as determined by the Audit Committee for payment of (i) compensation to any accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Partnership, (ii) compensation to any advisers employed by the Audit Committee and (iii) ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

## **VI. RELIANCE ON OTHERS**

Unless a committee member has knowledge that makes reliance unwarranted, each Audit Committee member, in discharging his or her duties to the Partnership, may rely on information, opinions, reports, or statements, any of which may be written or oral, formal or informal, including financial statements, valuation reports, and other financial data, if prepared or presented by: (a) one or more officers or employees of the Company whom the Audit Committee member believes in his or her reasonable business judgment and good faith to be reliable and competent in the matters presented; (b) consultants, legal counsel, or other persons as to matters which the Audit Committee member believes in his or her reasonable business judgment and good faith to be within the professional or expert competence of such person; or (c) another committee of the Board of which such Audit Committee member is not a member if the Audit Committee member believes in his or her reasonable business judgment and good faith that such other committee merits confidence.

## **VII. ADEQUACY OF CHARTER**

The Audit Committee shall review and reassess the adequacy of this Charter on an annual basis and recommend any proposed changes to the Board for approval.

## **VIII. MINUTES; REPORTS TO BOARD OF DIRECTORS**

The Audit Committee shall keep correct and complete minutes of its proceedings and the names and places of residence of its members.

The Audit Committee will report regularly to the full Board with respect to its activities.

## **IX. ANNUAL EVALUATION OF PERFORMANCE AND CHARTER**

At least annually, the Audit Committee shall conduct an evaluation of its performance and this Charter. The Audit Committee shall report its conclusions regarding this evaluation to the Board. The Audit Committee's report should generally include an assessment of its compliance with this Charter, as well as identification of areas in which the Audit Committee could improve its performance and the Charter could be improved.

## **X. LIMITATION OF AUDIT COMMITTEE'S ROLE**

The function of the Audit Committee is oversight. While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Partnership's financial statements and disclosures are complete and accurate and are in accordance with GAAP and applicable rules and regulations. These are the responsibilities of management and the independent auditor, who have more time, knowledge and detailed information about the Company than does the Audit Committee. It is also not the duty of the Audit Committee to conduct general investigations or to assure compliance with laws and regulations and applicable compliance policies. Members of the Audit Committee are not full-time employees of the Company and are not, and do not represent themselves to be, performing the functions of management or independent auditors. Furthermore, while the Audit Committee is responsible for reviewing the Partnership's policies and practices with respect to risk assessment and management, it is the responsibility of senior management of the Company to determine the appropriate level of the Partnership's exposure to risk.

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