



**Part II** Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See Attachment

Blank lined area for listing applicable Internal Revenue Code sections and subsections.

18 Can any resulting loss be recognized? ▶ See Attachment

Blank lined area for indicating if any resulting loss can be recognized.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See Attachment

Blank lined area for providing other information necessary to implement the adjustment.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here  
Signature ▶ Angela Pruitt Date ▶ 10/1/2018

Print your name ▶ Angela Pruitt Title ▶ VP of Tax  
Print/Type preparer's name Preparer's signature Date  
Check  if PTIN self-employed  
Firm's name ▶ Firm's EIN ▶  
Firm's address ▶ Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

**Alon USA Energy, Inc.**  
**EIN 74-2966572**  
**Attachment to Form 8937**  
**Report of Organizational Actions Affecting Basis of Securities**  
**Debt Instrument: 3.00% Convertible Senior Notes due 2018**

Current IRS guidance under Section 6045B provides that if a company pays a cash dividend with respect to stock resulting in a conversion rate adjustment on a convertible debt instrument that is treated as a deemed distribution, an information return on Form 8937 must be filed with the IRS, or in lieu of filing, posted on the company's public website.

The information contained in the Form 8937 and this attachment is intended to satisfy those requirements and is intended to provide a general summary of certain U.S. federal income tax consequences of the conversion rate adjustments. This information does not constitute tax advice and does not purport to take into account any holder's specific circumstances. Holders are urged to consult their own tax advisors regarding U.S. tax consequences of the adjustments described herein and the impact to tax basis resulting from the adjustments.

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**EIN 74-2966572**  
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**Debt Instrument: 3.00% Convertible Senior Notes due 2018**

**Form 9937, Part II, Line 14**

On September 16, 2013, Alon USA Energy, Inc., ("Alon") issued 3.00% convertible senior notes due 2018 (the "Convertible Notes"). The terms of the Convertible Notes include anti-dilution protection that provides for an increase in the number of shares of the common stock issuance upon conversion.

As previously announced, Alon entered into an Agreement and Plan of Merger, dated as of January 2, 2017 (the "Merger Agreement") by and among Holdco, Astro Mergeco, Inc., a Delaware corporation and wholly owned subsidiary of Holdco ("Astro Merger Sub"), and Alon, as amended from time to time. As provided in the First Supplemental Indenture (the "Supplemental Indenture") dated July 1, 2017 by and among Alon, Delek US Holdings, Inc., a Delaware corporation and f/k/a/ Delek Holdco, Inc. ("Holdco"), and the Trustee, and in accordance with and subject to Section 4.07(a) of the Indenture, from and after the Effective Time (as defined in the Supplemental Indenture), in lieu of any rights to convert Notes into or based on shares of Common Stock (as defined in the Indenture), the Holders of Notes are thereafter entitled to convert each \$1,000 principal amount of Notes into or based on a number of Units of Reference Property (as defined in the Indenture) equal to the Conversion Rate in effect immediately prior to the Effective Time. As set forth in the Supplemental Indenture, at the Effective Time, the Common Stock converted into the right to receive and be exchangeable for 0.5040 shares of common stock, par value \$0.01 per share, of Holdco (the "Holdco Common Stock," with such number of shares of Holdco Common Stock being a "Unit of Reference Property" as defined in the Indenture).

Under the anti-dilution provision, Alon made an adjustment to the conversion rate of the Convertible Notes as a result of making cash distributions in excess of \$0.11 per share for July 1, 2018 through September 30, 2018. The increase in the conversion rate resulted in a deemed distribution to its convertible debt holders under section 305(c) in the amount listed below:

Summary of Adjustments per \$1,000 Note			
Date of Adjustment	Conversion Rate Increase	Stock Price*	Tax Basis Adjustment
August 20, 2018	0.2131	\$ 49.43	\$ 5.3089 **
Total for July 1, 2018 through September 30, 2018			\$ 5.3089

\*DK US Holdings stock closing price on trading day before the ex-dividend date.

\*\* Includes adjustment of .5040 shares of common stock, par value \$0.01 per share, of DK US Holdings.

**Form 9937, Part II, Line 15**

For U.S. federal income tax purposes, Alon expects the adjustment to the Convertible Notes to be treated as a taxable dividend distribution under section 305(c). As a result of the treatment of the adjustment as a dividend distribution, each holder's tax basis in the Convertible Notes should increase by the amount shown above.

Holders should consult their tax advisors to determine the tax consequences of the adjustments to them.

**Form 9937, Part II, Line 16**

The tax basis adjustment was calculated using the formula:

*Tax Basis Adjustment = (New Conversion Rate - Prior Conversion Rate) x Market Value*

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The market value is the closing sales price of the common stock on the trading day immediately before the ex-dividend date.

Holdings should consult their tax advisors to determine the tax consequences of the adjustments to them.

**Form 8937, Part II, Line 17**

Sections 301, 305(b), and 305(c).

**Form 8937, Part II, Line 18**

This is not a loss transaction.

**Form 8937, Part II, Line 19**

The reportable tax year for the conversion rate adjustment is 2018 for the calendar year taxpayer.