

**STIPULATION OF AGREEMENT
BETWEEN
ALON USA, GP, INC.
AND
LOCAL 351, INTERNATIONAL UNION
OF OPERATING ENGINEERS**

It is hereby agreed between Alon USA, GP, Inc., Big Spring, Texas Refinery, and the International Union of Operating Engineers, Local 351 that the following provisions shall apply for extending the current Collective Bargaining Agreement:

TERM OF AGREEMENT

April 1, 2012 through March 31, 2015.

WAGES

Effective at the beginning of the first pay period after April 1, 2012, all hourly wage rates will be increased by 2.5% rounded to the nearest cent.

Effective at the beginning of the pay period prior to April 1, 2013, all hourly wage rates will be increased by 3.0% rounded to the nearest cent.

Effective at the beginning of the pay period prior to April 1, 2014, all hourly wage rates will be increased by 3.0% rounded to the nearest cent.

SHIFT DIFFERENTIAL

Company agrees to pay rotating shift workers overtime shift differential not part of the normal working schedule at the rate of \$2.25/hr.

PENSION, 401K MATCH, AND BONUS PROGRAM

Company agrees to increase 401K match percentage to 8% (two for one matching up to a 3% employee contribution and one for one matching for the next 2% employee contribution, i.e., the employee has the potential to receive an 8% company match with a 5% contribution) for represented employees under age 54 as of December 31, 2012 and for all represented employees hired after April 1, 2012. These employees will be included in the revised Alon pension plan formula (see Exhibit A) from September 1, 2012 forward and be eligible for the 401K match effective the first pay date after September 1, 2012. A minimum 3% employee contribution is required to participate in the 401K plan.

Company agrees to allow represented employees born on or before December 31, 1958 a one-time choice of continuing the existing Alon pension plan or selecting the revised plan with an 8% match (two for one matching up to a 3% employee contribution and one for one matching for the next 2% employee contribution). If the decision is made to select the revised plan and company match, it will be effective the first pay date after September 1, 2012. A minimum 3% employee contribution is required to participate in the 401K plan.

For those employees above who select to continue with the existing Alon pension plan, the Company will agree to pay each of them \$2500 each year of the three year contract. Payment will be made to those employees who are active employees as of April 1 of each contract year. The first year payment will be made on the first pay date after September 1, 2012. The second and third year payment will be made on the first pay date after April 1, 2013 and April 1, 2014, respectively.

Represented employees will not be eligible for any future bonus payments after the bonus payment for 2011 is made (if any).

WORK RULES

Company agrees to begin insulating the Maintenance shop by May 20, 2012.

Company agrees to pay vacation at 40 hours for each week the employee uses vacation.

Union agrees to discuss how to resolve the Sunday night vacancy issue by May 31, 2012.

Company agrees to pay Analyzer Tech/Reliability Tech positions at the Maintenance-Special Assignment rate. Company will select the person for each position from qualified candidates that express an interest in the position.

Company agrees to discuss how to further advance the apprentice program within six months.

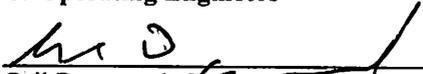
Company and Union will discuss supervision of contractors and set-up pay.

All letter agreements between the Company and the Union previously agreed to will remain in full force and effect.

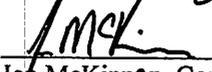
This Stipulation of Agreement made and entered into this day April 9, 2012 by and between Alon USA GP, Inc., and Local 351, International Union of Operating Engineers.

IN WITNESS WHEREOF, the parties have affixed their signatures to this Stipulation on the day and year written above.

**Local 351, International Union
Of Operating Engineers**

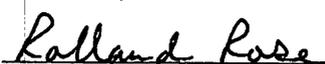

Gail Damgaard, Chairman


Steven Grigg, Committeeman

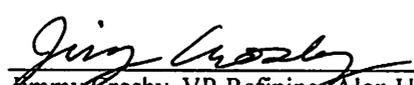

Jon McKinnon, Committeeman

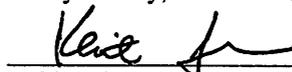

Todd Patterson, Committeeman

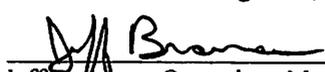

Keith Rich, Committeeman

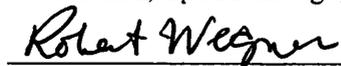

Rolland Rose, Committeeman

Alon USA, GP, Inc.


Jimmy Crosby, VP-Refining, Alon USA


Keith Imken, Gen. Mgr. HR, Alon USA


Jeff Brennan, Operations Mgr., Alon USA


Robert Wegner, Maint. Mgr., Alon USA


Clarence Palmer, Ops Supt., Alon USA

EXHIBIT "A"
REVISED ALON PENSION PLAN FORMULA

0.5%

X

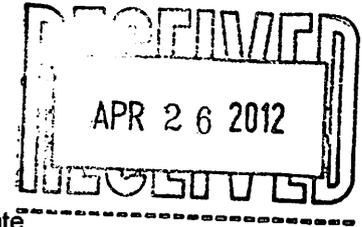
YEARS OF SERVICE

X

FINAL AVERAGE COMPENSATION

*Company agrees the Revised Alon Pension Plan will remain unchanged unless bargained over.

**BIG SPRING REFINERY
HOURLY WAGE SCHEDULE**



Code	Classification	4/1/2011 Unadjusted Rate	4/1/2012 2.50% Unadjusted Rate	4/1/2013 3.00% Unadjusted Rate	4/1/2014 3.00% Unadjusted Rate
501	Shift Leader	\$ 35.48	\$ 36.37	\$ 37.46	\$ 38.58
502	Operator IV	\$ 32.97	\$ 33.79	\$ 34.80	\$ 35.84
503	Operator III	\$ 30.52	\$ 31.28	\$ 32.22	\$ 33.19
504	Operator II	\$ 28.72	\$ 29.44	\$ 30.32	\$ 31.23
505	Operator I	\$ 27.00	\$ 27.68	\$ 28.51	\$ 29.37
506	Operator Trainee	\$ 21.10	\$ 21.63	\$ 22.28	\$ 22.95
602	Lab Tech IV	\$ 32.52	\$ 33.33	\$ 34.33	\$ 35.36
603	Lab Tech III	\$ 30.43	\$ 31.19	\$ 32.13	\$ 33.09
604	Lab Tech II	\$ 28.72	\$ 29.44	\$ 30.32	\$ 31.23
605	Lab Tech I	\$ 27.00	\$ 27.68	\$ 28.51	\$ 29.37
606	Lab Tech Trainee	\$ 21.10	\$ 21.63	\$ 22.28	\$ 22.95
702	Craftsman IV	\$ 32.97	\$ 33.79	\$ 34.80	\$ 35.84
703	Craftsman III	\$ 31.25	\$ 32.03	\$ 32.99	\$ 33.98
704	Craftsman II	\$ 29.55	\$ 30.29	\$ 31.20	\$ 32.14
705	Craftsman I	\$ 27.85	\$ 28.55	\$ 29.41	\$ 30.29
706	Maint Trainee	\$ 21.10	\$ 21.63	\$ 22.28	\$ 22.95
801	New Hire Trainee	\$ 16.84	\$ 17.26	\$ 17.78	\$ 18.31
124	Maint - Spec Assignment	\$ 35.48	\$ 36.37	\$ 37.46	\$ 38.58
125	Oper - Spec Assignment	\$ 35.48	\$ 36.37	\$ 37.46	\$ 38.58

Approval: Keith Imken 4/19/2012
Keith Imken, General Mgr HR Date

Approval: Jimmy Crosby 4/10/12
Jimmy Crosby, VP-Refining Date

Approval: Paul Eisman 4/11/12
Paul Eisman, President & CEO Date