

CVR PARTNERS, LP
Form SC 13D/A
February 03, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
Under the Securities Exchange Act of 1934
(Amendment No. 3)*

CVR Partners, LP
(Name of Issuer)
Common Units representing Limited Partner Interests

(Title of Class of Securities)

126633106

(CUSIP Number)

Marisa Beeney

GSO Capital Partners LP

345 Park Avenue

New York, New York 10154

Tel: (212) 583-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 1, 2017

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 126633106

1 Names of reporting persons

GSO Cactus Credit Opportunities Fund LP

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 1,609,706

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 1,609,706

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

1,609,706

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

1.4%

14 Type of reporting person (see instructions)

PN

CUSIP No. 126633106

1 Names of reporting persons

Steamboat Nitro Blocker LLC

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Cayman Islands, British West Indies

Number of 7 Sole voting power

shares

beneficially 625,348

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 625,348

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

625,348

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

0.6%

14 Type of reporting person (see instructions)

OO

CUSIP No. 126633106

1 Names of reporting persons

Steamboat Credit Opportunities Intermediate Fund LP

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Cayman Islands, British West Indies

Number of 7 Sole voting power

shares

beneficially 625,348

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 625,348

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

625,348

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

0.6%

14 Type of reporting person (see instructions)

PN

CUSIP No. 126633106

1 Names of reporting persons

GSO Coastline Credit Partners LP

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 377,386

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 377,386

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

377,386

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

0.3%

14 Type of reporting person (see instructions)

PN

CUSIP No. 126633106

1 Names of reporting persons

GSO ADGM II Nitro Blocker LLC

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 2,115,513

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 2,115,513

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

2,115,513

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

1.9%

14 Type of reporting person (see instructions)

OO

CUSIP No. 126633106

1 Names of reporting persons

GSO Aiguille des Grands Montets Fund II LP

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Ontario, Canada

Number of 7 Sole voting power

shares

beneficially 2,115,513

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 2,115,513

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

2,115,513

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

1.9%

14 Type of reporting person (see instructions)

PN

CUSIP No. 126633106

1 Names of reporting persons

GSO Palmetto Opportunistic Investment Partners LP

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 1,133,335

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 1,133,335

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

1,133,335

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

1.0%

14 Type of reporting person (see instructions)

PN

CUSIP No. 126633106

1 Names of reporting persons

GSO Credit-A Partners LP

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 2,625,237

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 2,625,237

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

2,625,237

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

2.3%

14 Type of reporting person (see instructions)

PN

CUSIP No. 126633106

1 Names of reporting persons

GSO Special Situations Fund LP

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 2,923,814

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 2,923,814

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

2,923,814

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

2.9%

14 Type of reporting person (see instructions)

PN

CUSIP No. 126633106

1 Names of reporting persons

GSO SSOMF Nitro Blocker LLC

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 2,142,146

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 2,142,146

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

2,142,146

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

1.9%

14 Type of reporting person (see instructions)

OO

CUSIP No. 126633106

1 Names of reporting persons

GSO Special Situations Overseas Master Fund Ltd.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Cayman Islands, British West Indies

Number of 7 Sole voting power

shares

beneficially 2,142,146

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 2,142,146

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

2,142,146

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

1.9%

14 Type of reporting person (see instructions)

CO

CUSIP No. 126633106

1 Names of reporting persons

GSO Palmetto Opportunistic Associates LLC

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 1,133,335

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 1,133,335

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

1,133,335

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

1.0%

14 Type of reporting person (see instructions)

OO

CUSIP No. 126633106

1 Names of reporting persons

GSO Credit-A Associates LLC

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 2,625,237

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 2,625,237

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

2,625,237

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

2.3%

14 Type of reporting person (see instructions)

OO

CUSIP No. 126633106

1 Names of reporting persons

GSO Holdings I L.L.C.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 3,758,572

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 3,758,572

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

3,758,572

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

3.3%

14 Type of reporting person (see instructions)

OO

CUSIP No. 126633106

1 Names of reporting persons

Blackstone Holdings II L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 3,758,572

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 3,758,572

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

3,758,572

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

3.3%

14 Type of reporting person (see instructions)

PN

CUSIP No. 126633106

1 Names of reporting persons

GSO Capital Partners LP

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 9,793,913

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 9,793,913

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

9,793,913

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

8.6%

14 Type of reporting person (see instructions)

PN

CUSIP No. 126633106

1 Names of reporting persons

GSO Advisor Holdings L.L.C.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 9,793,913

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 9,793,913

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

9,793,913

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

8.6%

14 Type of reporting person (see instructions)

OO

CUSIP No. 126633106

1 Names of reporting persons

Blackstone Holdings I L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 9,793,913

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 9,793,913

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

9,793,913

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

8.6%

14 Type of reporting person (see instructions)

PN

CUSIP No. 126633106

1 Names of reporting persons

Blackstone Holdings I/II GP Inc.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 13,552,485

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 13,552,485

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

13,552,485

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

12.0%

14 Type of reporting person (see instructions)

CO

CUSIP No. 126633106

1 Names of reporting persons

The Blackstone Group L.P.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 13,552,485

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 13,552,485

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

13,552,485

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

12.0%

14 Type of reporting person (see instructions)

PN

CUSIP No. 126633106

1 Names of reporting persons

Blackstone Group Management L.L.C.

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

Delaware

Number of 7 Sole voting power

shares

beneficially 13,552,485

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 13,552,485

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

13,552,485

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

12.0%

14 Type of reporting person (see instructions)

OO

CUSIP No. 126633106

1 Names of reporting persons

Bennett J. Goodman

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

United States of America

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

13,552,485

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

13,552,485

11 Aggregate amount beneficially owned by each reporting person

13,552,485

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

12.0%

14 Type of reporting person (see instructions)

IN

CUSIP No. 126633106

1 Names of reporting persons

J. Albert Smith III

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

United States of America

Number of 7 Sole voting power

shares

beneficially 0

8 Shared voting power

owned by

each

13,552,485

reporting 9 Sole dispositive power

person

with 0

10 Shared dispositive power

Edgar Filing: CVR PARTNERS, LP - Form SC 13D/A

13,552,485

11 Aggregate amount beneficially owned by each reporting person

13,552,485

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

12.0%

14 Type of reporting person (see instructions)

IN

CUSIP No. 126633106

1 Names of reporting persons

Stephen A. Schwarzman

2 Check the appropriate box if a member of a group (see instructions)

(a) (b)

3 SEC use only

4 Source of funds (see instructions)

OO

5 Check box if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e)

6 Citizenship or place of organization

United States of America

Number of 7 Sole voting power

shares

beneficially 13,552,485

8 Shared voting power

owned by

each

0

reporting 9 Sole dispositive power

person

with 13,552,485

10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

13,552,485

12 Check box if the aggregate amount in Row (11) excludes certain shares (see instructions)

13 Percent of class represented by amount in Row (11)

12.0%

14 Type of reporting person (see instructions)

IN

This Amendment No. 3 (Amendment No. 3) to Schedule 13D relates to the common units (the Common Units) representing limited partner interests in CVR Partners, LP, a Delaware limited partnership (the Issuer), and amends the initial statement on Schedule 13D filed on April 11, 2016, as amended by Amendment No. 1 to the Schedule 13D filed on July 8, 2016, as amended by Amendment No. 2 to the Schedule 13D filed on January 24, 2017 (as amended, the Schedule 13D). Capitalized terms used but not defined in this Amendment No. 3 shall have the same meanings ascribed to them in the Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5(a) (b) of the Schedule 13D is hereby amended by amending and restating the first three paragraphs thereof as follows:

(a) (b) Based on information provided by the Issuer, the following disclosure assumes that there are 113,282,973 Common Units outstanding, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission (SEC) on October 28, 2016.

Based on this number of outstanding Common Units, as of February 2, 2017, the aggregate number and percentage of the Common Units beneficially owned by each Reporting Person and, for each Reporting Person, the number of Common Units as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on rows 7 through 11 and row 13 of the cover pages of this Schedule 13D.

As of February 2, 2017, GSO Cactus Credit Opportunities Fund LP directly held 1,609,706 Common Units, Steamboat Nitro Blocker LLC directly held 625,348 Common Units, GSO Coastline Credit Partners LP directly held 377,386 Common Units, GSO ADGM II Nitro Blocker LLC directly held 2,115,513 Common Units, GSO Palmetto Opportunistic Investment Partners LP directly held 1,133,335 Common Units, GSO Credit-A Partners LP directly held 2,625,237 Common Units, GSO Special Situations Fund LP directly held 2,923,814 Common Units and GSO SSOMF Nitro Blocker LLC directly held 2,142,146 Common Units.

Item 5(c) of the Schedule 13D is hereby amended and restated as follows:

(c) Except as set forth on Schedule 1 attached hereto, as of February 2, 2017, none of the Reporting Persons effected any transaction in Common Stock since the filing of Amendment No. 2 to the Schedule 13D filed on January 24, 2017.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 3, 2017

GSO Cactus Credit Opportunities Fund LP

By: GSO Capital Partners LP,
its investment advisor

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

Steamboat Nitro Blocker LLC

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Manager

Steamboat Credit Opportunities Intermediate
Fund LP

By: GSO Capital Partners LP,
its investment advisor

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

GSO Coastline Credit Partners LP

By: GSO Capital Partners LP,
its investment advisor

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

GSO ADGM II Nitro Blocker LLC

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Manager
[Schedule 13D/A CVR Partners, LP]

GSO Aiguille des Grands Montets Fund II LP

By: GSO Capital Partners LP,
its investment manager

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

GSO Palmetto Opportunistic Investment Partners LP

By: GSO Palmetto Opportunistic Associates LLC,
its general partner

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

GSO Credit A-Partners LP

By: GSO Credit-A Associates LLC,

its general partner

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

GSO Palmetto Opportunistic Associates LLC

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

GSO Credit-A Associates LLC

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

GSO Special Situations Fund LP

By: GSO Capital Partners LP,

its investment manager

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

[Schedule 13D/A CVR Partners, LP]

GSO SSOMF Nitro Blocker LLC

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Manager

GSO Special Situations Overseas Master Fund
Ltd.

By: GSO Capital Partners LP,

its investment manager

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

GSO Holdings I L.L.C.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

GSO Capital Partners LP

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Authorized Signatory

GSO Advisor Holdings L.L.C.

By: Blackstone Holdings I L.P.,

its sole member

By: Blackstone Holdings I/II GP Inc.,

its general partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

Blackstone Holdings I L.P.

By: Blackstone Holdings I/II GP Inc.,

its general partner

By: /s/ John G. Finley
Name: John G. Finley

Title: Chief Legal Officer

[Schedule 13D/A CVR Partners, LP]

Blackstone Holdings II L.P.

By: Blackstone Holdings I/II GP Inc.,
its general partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

Blackstone Holdings I/II GP Inc.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

The Blackstone Group L.P.

By: Blackstone Group Management L.L.C.,
its general partner

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

Blackstone Group Management L.L.C.

By: /s/ John G. Finley
Name: John G. Finley
Title: Chief Legal Officer

Bennett J. Goodman

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Attorney-in-Fact

J. Albert Smith III

By: /s/ Marisa Beeney
Name: Marisa Beeney
Title: Attorney-in-Fact

Stephen A. Schwarzman

/s/ Stephen A. Schwarzman
By: Stephen A. Schwarzman

[Schedule 13D/A CVR Partners, LP]

SCHEDULE 1**60-Day Trading History**

The below reflects the transactions effected by the Reporting Persons since the filing of Amendment No. 2 to the Schedule 13D filed on January 24, 2017.

Date	Common Units Sold	Sales Price per Common Unit		Seller
01/24/2017	48,286	\$	6.7315	GSO Special Situations Fund LP
01/24/2017	35,377	\$	6.7315	GSO SSOMF Nitro Blocker LLC
01/24/2017	6,337	\$	6.7315	GSO Coastline Credit Partners LP
01/25/2017	23,784	\$	6.7982	GSO Special Situations Fund LP
01/25/2017	17,425	\$	6.7982	GSO SSOMF Nitro Blocker LLC
01/25/2017	3,122	\$	6.7982	GSO Coastline Credit Partners LP
01/26/2017	45,516	\$	6.4956	GSO Special Situations Fund LP
01/26/2017	33,347	\$	6.4956	GSO SSOMF Nitro Blocker LLC
01/26/2017	5,972	\$	6.4956	GSO Coastline Credit Partners LP
01/27/2017	5,289	\$	6.5260	GSO Special Situations Fund LP
01/27/2017	3,876	\$	6.5260	GSO SSOMF Nitro Blocker LLC
01/27/2017	6,940	\$	6.5260	GSO Coastline Credit Partners LP
01/31/2017	8,054	\$	6.4092	GSO Special Situations Fund LP
01/31/2017	5,901	\$	6.4092	GSO SSOMF Nitro Blocker LLC
01/31/2017	1,045	\$	6.4092	GSO Coastline Credit Partners LP
02/01/2017	1,073,031	\$	6.3511	GSO Special Situations Fund LP
02/01/2017	786,161	\$	6.3511	GSO SSOMF Nitro Blocker LLC
02/01/2017	140,808	\$	6.3511	GSO Coastline Credit Partners LP