

CERTIFICATE OF LIMITED PARTNERSHIP

OF

ALON USA PARTNERS, LP

This Certificate of Limited Partnership, dated August 17, 2012, has been duly executed and is filed pursuant to Sections 17-201 and 17-204 of the Delaware Revised Uniform Limited Partnership Act (the “*Act*”) to form a limited partnership (the “*Partnership*”) under the Act.

1. **Name.** The name of the Partnership is “Alon USA Partners, LP”.

2. **Registered Office; Registered Agent.** The address of the registered office required to be maintained by Section 17-104 of the Act is:

Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

The name and the address of the registered agent for service of process required to be maintained by Section 17-104 of the Act are:

The Corporation Trust Company
Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

3. **General Partner.** The name and the business, residence or mailing address of the general partner are:

Alon USA Partners GP, LLC
7616 LBJ Freeway, Suite 300
Dallas, Texas 75251

EXECUTED as of the date written first above.

ALON USA PARTNERS, LP

By: Alon USA Partners GP, LLC, its general partner

By: _____ /s/ James Ranspot
Name: James Ranspot
Title: Authorized Person