

Delek US Holdings, Inc.
Form 10-Q
November 05, 2010

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Form 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2010

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

**Commission file number 001-32868
DELEK US HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
Incorporation or organization)*

52-2319066
*(I.R.S. Employer
Identification No.)*

**7102 Commerce Way
Brentwood, Tennessee**
(Address of principal executive offices)

37027
(Zip Code)

(615) 771-6701

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.:

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At October 29, 2010, there were 54,395,708 shares of common stock, \$0.01 par value, outstanding.

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Part I.
FINANCIAL INFORMATION

Item 1. Financial Statements

Delek US Holdings, Inc.
Condensed Consolidated Balance Sheets (Unaudited)

| | September 30, 2010 | December 31, 2009 |
|--|---|------------------------------|
| | (In millions, except share and per share data) | |
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$ 17.5 | \$ 68.4 |
| Accounts receivable | 95.2 | 76.7 |
| Inventory | 133.0 | 116.4 |
| Other current assets | 9.1 | 50.1 |
| Total current assets | 254.8 | 311.6 |
| Property, plant and equipment: | | |
| Property, plant and equipment | 889.5 | 865.5 |
| Less: accumulated depreciation | (207.6) | (173.5) |
| Property, plant and equipment, net | 681.9 | 692.0 |
| Goodwill | 71.9 | 71.9 |
| Other intangibles, net | 8.3 | 9.0 |
| Minority investment | 131.6 | 131.6 |
| Other non-current assets | 10.8 | 6.9 |
| Total assets | \$ 1,159.3 | \$ 1,223.0 |
| LIABILITIES AND SHAREHOLDERS EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$ 193.5 | \$ 192.5 |
| Current portion of long-term debt and capital lease obligations | 150.4 | 17.7 |
| Note payable to related party | | 65.0 |
| Accrued expenses and other current liabilities | 46.4 | 47.0 |
| Total current liabilities | 390.3 | 322.2 |
| Non-current liabilities: | | |
| Long-term debt and capital lease obligations, net of current portion | 79.8 | 234.4 |
| Note payable to related party | 44.0 | |
| Environmental liabilities, net of current portion | 3.2 | 5.3 |
| Asset retirement obligations | 7.2 | 7.0 |
| Deferred tax liabilities | 107.7 | 110.5 |
| Other non-current liabilities | 11.3 | 12.6 |

| | | |
|---|------------|------------|
| Total non-current liabilities | 253.2 | 369.8 |
| Shareholders' equity: | | |
| Preferred stock, \$0.01 par value, 10,000,000 shares authorized, no shares issued and outstanding | | |
| Common stock, \$0.01 par value, 110,000,000 shares authorized, 54,395,708 shares and 53,700,570 shares issued and outstanding at September 30, 2010 and December 31, 2009, respectively | 0.5 | 0.5 |
| Additional paid-in capital | 287.0 | 281.8 |
| Retained earnings | 228.3 | 248.7 |
| Total shareholders' equity | 515.8 | 531.0 |
| Total liabilities and shareholders' equity | \$ 1,159.3 | \$ 1,223.0 |

See accompanying notes to the condensed consolidated financial statements

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Delek US Holdings, Inc.
Condensed Consolidated Statements of Operations (Unaudited)

| | Three Months Ended | | Nine Months Ended | |
|--|---|-------------|--------------------------|-------------|
| | September 30, | | September 30, | |
| | 2010 | 2009 | 2010 | 2009 |
| | (In millions, except share and per share data) | | | |
| Net sales | \$ 875.5 | \$ 835.6 | \$ 2,766.1 | \$ 1,817.2 |
| Operating costs and expenses: | | | | |
| Cost of goods sold | 793.7 | 760.4 | 2,509.5 | 1,607.7 |
| Operating expenses | 58.2 | 57.3 | 170.1 | 159.8 |
| Insurance proceeds – business interruption | | (6.0) | (12.8) | (64.1) |
| Property damage proceeds, net | | (5.8) | (4.0) | (24.7) |
| General and administrative expenses | 14.9 | 15.5 | 45.0 | 45.8 |
| Depreciation and amortization | 14.4 | 13.9 | 44.9 | 36.6 |
| Loss on sale of assets | 0.2 | 1.9 | 0.3 | 1.9 |
| Total operating costs and expenses | 881.4 | 837.2 | 2,753.0 | 1,763.0 |
| Operating (loss) income | (5.9) | (1.6) | 13.1 | 54.2 |
| Interest expense | 8.1 | 6.8 | 25.6 | 17.2 |
| Interest income | | | | (0.1) |
| Other (income) expenses, net | | (1.4) | | 0.6 |
| Total non-operating expenses | 8.1 | 5.4 | 25.6 | 17.7 |
| (Loss) income from continuing operations before income tax (benefit) expense | (14.0) | (7.0) | (12.5) | 36.5 |
| Income tax (benefit) expense | (4.1) | (2.2) | (3.5) | 13.1 |
| (Loss) income from continuing operations | (9.9) | (4.8) | (9.0) | 23.4 |
| Loss from discontinued operations, net of tax | | | | (1.6) |
| Net (loss) income | \$ (9.9) | \$ (4.8) | \$ (9.0) | \$ 21.8 |
| Basic (loss) earnings per share: | | | | |
| (Loss) income from continuing operations | \$ (0.18) | \$ (0.09) | \$ (0.17) | \$ 0.44 |
| Loss from discontinued operations | | | | (0.03) |
| Total basic (loss) earnings per share | \$ (0.18) | \$ (0.09) | \$ (0.17) | \$ 0.41 |
| Diluted (loss) earnings per share: | | | | |
| (Loss) income from continuing operations | \$ (0.18) | \$ (0.09) | \$ (0.17) | \$ 0.43 |
| Loss from discontinued operations | | | | (0.03) |
| Total diluted (loss) earnings per share | \$ (0.18) | \$ (0.09) | \$ (0.17) | \$ 0.40 |
| Weighted average common shares outstanding: | | | | |

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| | | | | |
|--|------------|------------|------------|------------|
| Basic | 54,385,007 | 53,700,497 | 54,220,553 | 53,690,793 |
| Diluted | 54,385,007 | 53,700,497 | 54,220,553 | 54,449,404 |
| Dividends declared per common share outstanding | \$ 0.0375 | \$ 0.0375 | \$ 0.1125 | \$ 0.1125 |

See accompanying notes to the condensed consolidated financial statements

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Delek US Holdings, Inc.
Condensed Consolidated Statements of Cash Flows (Unaudited)

| | Nine Months Ended September | |
|---|---|-------------|
| | 30, | |
| | 2010 | 2009 |
| | (In millions, except per share data) | |
| Cash flows from operating activities: | | |
| Net (loss) income | \$ (9.0) | \$ 21.8 |
| Adjustments to reconcile net loss to net cash provided by operating activities: | | |
| Depreciation and amortization | 44.9 | 36.6 |
| Amortization of deferred financing costs | 4.9 | 4.8 |
| Accretion of asset retirement obligations | 0.3 | 0.3 |
| Deferred income taxes | (2.9) | 30.1 |
| Loss on sale of assets | 0.3 | 1.9 |
| Loss on sale of assets held for sale | | 1.1 |
| Gain on involuntary conversion of assets | (4.0) | (24.7) |
| Loss on sale of investment | | 0.6 |
| Stock-based compensation expense | 2.6 | 2.3 |
| Changes in assets and liabilities, net of acquisitions: | | |
| Accounts receivable, net | (18.5) | (30.2) |
| Inventories and other current assets | 24.5 | (42.3) |
| Accounts payable and other current liabilities | 0.4 | 146.1 |
| Non-current assets and liabilities, net | (3.5) | 2.9 |
| Net cash provided by operating activities | 40.0 | 151.3 |
| Cash flows from investing activities: | | |
| Sales of short-term investments | | 5.0 |
| Purchases of property, plant and equipment | (40.3) | (153.6) |
| Expenditures to rebuild refinery | (0.2) | (11.4) |
| Property damage insurance proceeds | 4.2 | 36.1 |
| Proceeds from sales of convenience store assets | 6.2 | 9.5 |
| Proceeds from sale of assets held for sale | | 9.3 |
| Net cash used in investing activities | (30.1) | (105.1) |
| Cash flows from financing activities: | | |
| Proceeds from long-term revolvers | 503.6 | 377.6 |
| Payments on long-term revolvers | (498.8) | (323.3) |
| Proceeds from other debt instruments | | 65.0 |
| Payments on debt and capital lease obligations | (47.7) | (63.8) |
| Taxes paid in connection with settlement of share purchase rights | (2.5) | |
| Dividends paid | (6.3) | (6.1) |
| Deferred financing costs paid | (9.1) | (3.2) |
| Net cash (used in) provided by financing activities | (60.8) | 46.2 |

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| | | |
|--|---------|----------|
| Net (decrease) increase in cash and cash equivalents | (50.9) | 92.4 |
| Cash and cash equivalents at the beginning of the period | 68.4 | 15.3 |
| Cash and cash equivalents at the end of the period | \$ 17.5 | \$ 107.7 |

Supplemental disclosures of cash flow information:

| | | |
|--|---------|---------|
| Cash paid during the period for: Interest, net of capitalized interest of a \$0.2 million and \$1.3 million in the 2010 and 2009 periods, respectively | \$ 18.6 | \$ 11.4 |
| Income taxes | \$ 1.6 | \$ |

See accompanying notes to the condensed consolidated financial statements

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Delek US Holdings, Inc.
Notes to Condensed Consolidated Financial Statements (Unaudited)

1. General

Delek US Holdings, Inc. (Delek, we, our or us) is the sole shareholder of MAPCO Express, Inc. (Express), MAPCO Fleet, Inc. (Fleet), Delek Refining, Inc. (Refining), Delek Finance, Inc. (Finance) and Delek Marketing & Supply, Inc. (Marketing) (collectively, the Subsidiaries).

We are a Delaware corporation formed in connection with our acquisition in May 2001 of 198 retail fuel and convenience stores from a subsidiary of the Williams Companies. Since then, we have completed several other acquisitions of retail fuel and convenience stores. In April 2005, we expanded our scope of operations to include complementary petroleum refining and wholesale and distribution businesses by acquiring a refinery in Tyler, Texas. We initiated operations of our marketing segment in August 2006 with the purchase of assets from Pride Companies LP and affiliates (Pride Acquisition). Delek and Express were incorporated during April 2001 in the State of Delaware. Fleet, Refining, Finance, and Marketing were incorporated in the State of Delaware during January 2004, February 2005, April 2005 and June 2006, respectively.

Delek is listed on the New York Stock Exchange (NYSE) under the symbol DK. As of September 30, 2010, 73.1% of our outstanding shares were beneficially owned by Delek Group Ltd. (Delek Group) located in Natanya, Israel.

2. Accounting Policies

Basis of Presentation

The condensed consolidated financial statements include the accounts of Delek and its wholly-owned subsidiaries. Certain information and footnote disclosures normally included in annual financial statements prepared in accordance with U.S. generally accepted accounting principles (GAAP) have been condensed or omitted, although management believes that the disclosures herein are adequate to make the financial information presented not misleading. Our unaudited condensed consolidated financial statements have been prepared in conformity with GAAP applied on a consistent basis with those of the annual audited financial statements included in our Annual Report on Form 10-K and in accordance with the rules and regulations of the Securities and Exchange Commission (SEC). These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and the notes thereto for the year ended December 31, 2009 included in our Annual Report on Form 10-K filed with the Securities and Exchange Commission (SEC) on March 12, 2010.

In the opinion of management, all adjustments necessary for a fair presentation of the financial position and the results of operations for the interim periods have been included. All significant intercompany transactions and account balances have been eliminated in consolidation. All adjustments are of a normal, recurring nature. Operating results for the interim period should not be viewed as representative of results that may be expected for any future interim period or for the full year.

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Segment Reporting

Delek is a diversified energy business focused on petroleum refining, wholesale sales of refined products and retail marketing. Management views operating results in primarily three segments: refining, marketing and retail. The refining segment operates a high conversion, independent refinery in Tyler, Texas. The marketing segment sells refined products on a wholesale basis in west Texas through company-owned and third-party operated terminals. The retail segment markets gasoline, diesel and other refined petroleum products and convenience merchandise through a network of approximately 420 company-operated retail fuel and convenience stores and sells fuel to a dealer network of over 50 stores. Segment reporting is more fully discussed in Note 9.

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Discontinued Operations

In December 2008, we met the requirements under the provisions of Financial Accounting Standards Board (FASB) Statement of Financial Accounting Standards Codification (ASC) 360, *Property, Plant and Equipment* (ASC 360) to classify our retail segment's Virginia division (Virginia stores) as a group of assets held for sale. The fair value assessment of these assets, performed in the fourth quarter of 2008, did not result in an impairment. Upon their reclassification, we ceased depreciation of these assets. In December 2008, we sold 12 of the 36 stores in this division. During 2009, we sold an additional 15 stores and in December 2009, the remaining nine stores were reclassified back into normal operations. As a result of the reclassification back to normal operations, the assets of these nine stores required a depreciation catch up in December 2009.

Reclassifications

In December 2009, nine stores remained of the Virginia stores previously held for sale. These assets were reclassified to normal operations and the consolidated balance sheets and statements of operations for all periods presented reflect this reclassification. This reclassification was made in order to conform to the current year reporting and had no effect on net income or shareholders' equity as previously reported.

Cash and Cash Equivalents

Delek maintains cash and cash equivalents in accounts with large, national financial institutions and retains nominal amounts of cash at the convenience store locations as petty cash. All highly liquid investments purchased with an original maturity of three months or less are considered to be cash equivalents. As of September 30, 2010 and December 31, 2009, any cash equivalents consisted primarily of overnight investments in U.S. Government obligations and bank repurchase obligations collateralized by U.S. Government obligations.

Accounts Receivable

Accounts receivable primarily consists of receivables related to credit card sales, receivables from vendor promotions and trade receivables generated in the ordinary course of business. Delek recorded an allowance for doubtful accounts related to specifically identified trade receivables of a nominal amount as of both September 30, 2010 and December 31, 2009.

Inventory

Refinery inventory consists of crude oil, refined products and blendstocks which are stated at the lower of cost or market. Cost is determined under the last-in, first-out (LIFO) valuation method. Cost of crude oil, refined product and blendstock inventories in excess of market value are charged to cost of goods sold. Such changes are subject to reversal in subsequent periods, not to exceed LIFO cost, if prices recover.

Marketing inventory consists of refined products which are stated at the lower of cost or market on a first-in, first-out (FIFO) basis.

Retail merchandise inventory consists of gasoline, diesel fuel, other petroleum products, cigarettes, beer, convenience merchandise and food service merchandise. Fuel inventories are stated at the lower of cost or market on a FIFO basis. Non-fuel inventories are stated at estimated cost as determined by the retail inventory method.

Table of Contents**Property, Plant and Equipment**

Assets acquired by Delek in conjunction with acquisitions are recorded at estimated fair market value in accordance with the purchase method of accounting as prescribed in ASC 805, *Business Combinations* (ASC 805). Other acquisitions of property and equipment are carried at cost. Betterments, renewals and extraordinary repairs that extend the life of an asset are capitalized. Maintenance and repairs are charged to expense as incurred. Delek owns certain fixed assets on leased locations and depreciates these assets and asset improvements over the lesser of management's estimated useful lives of the assets or the remaining lease term.

Depreciation is computed using the straight-line method over management's estimated useful lives of the related assets, which are as follows:

| | |
|---|-------------|
| Automobiles | 3-5 years |
| Computer equipment and software | 3-10 years |
| Refinery turnaround costs | 4 years |
| Furniture and fixtures | 5-15 years |
| Retail store equipment | 7-15 years |
| Asset retirement obligation assets | 15-50 years |
| Refinery machinery and equipment | 5-40 years |
| Petroleum and other site (POS) improvements | 8-15 years |
| Building and building improvements | 15-40 years |

Property, plant and equipment, accumulated depreciation and depreciation expense by reporting segment as of and for the three and nine months ended September 30, 2010 are as follows (in millions):

| | Refining | Marketing | Retail | Corporate and Other | Consolidated |
|--|-----------------|------------------|---------------|--------------------------------|---------------------|
| Property, plant and equipment | \$ 462.7 | \$ 35.5 | \$ 389.1 | \$ 2.2 | \$ 889.5 |
| Less: Accumulated depreciation | (77.4) | (7.1) | (122.9) | (0.2) | (207.6) |
| Property, plant and equipment, net | \$ 385.3 | \$ 28.4 | \$ 266.2 | \$ 2.0 | \$ 681.9 |
| Depreciation expense for the three months ended September 30, 2010 | \$ 8.2 | \$ 0.5 | \$ 5.4 | \$ | \$ 14.1 |
| Depreciation expense for the nine months ended September 30, 2010 | \$ 24.7 | \$ 1.3 | \$ 17.8 | \$ 0.1 | \$ 43.9 |

In accordance with ASC 360, Delek evaluates the realizability of property, plant and equipment as events occur that might indicate potential impairment.

Other Intangible Assets

Delek has definite-life intangible assets consisting of longer-term supply contracts, non-compete agreements and trademarks. The amortization periods associated with these assets are 11.5 years for the supply contracts, ten years for the non-compete agreements and four years for the trademarks.

Capitalized Interest

Delek had several capital construction projects in the refining segment and construction related to new prototype stores being built in the retail segment. For the three and nine months ended September 30, 2010, interest of \$0.1 million and \$0.2 million, respectively, was capitalized by the refining segment. For the three and nine months ended September 30, 2009, interest of \$0.1 million and \$1.3 million, respectively, was capitalized by the refining

segment. The retail segment capitalized interest of a nominal amount for both the three and nine months ended September 30, 2010 and 2009. There was no interest capitalized by the marketing segment for the three or nine months ended September 30, 2010 or 2009.

Table of Contents***Refinery Turnaround Costs***

Refinery turnaround costs are incurred in connection with planned shutdowns and inspections of the refinery's major units to perform necessary repairs and replacements. Refinery turnaround costs are deferred when incurred, classified as property, plant and equipment and amortized on a straight-line basis over that period of time estimated to lapse until the next planned turnaround occurs. Refinery turnaround costs include, among other things, the cost to repair, restore, refurbish or replace refinery equipment such as vessels, tanks, reactors, piping, rotating equipment, instrumentation, electrical equipment, heat exchangers and fired heaters. During the first and second quarters of 2009, we successfully conducted a major turnaround on all of the units at the refinery.

Goodwill and Potential Impairment

Goodwill in an acquisition represents the excess of the aggregate purchase price over the fair value of the identifiable net assets. Delek's goodwill, all of which was acquired in various purchase business combinations, is recorded at original fair value and is not amortized. Goodwill is subject to annual assessment to determine if an impairment of value has occurred and Delek performs this review annually in the fourth quarter. We could also be required to evaluate our goodwill if, prior to our annual assessment, we experience disruptions in our business, have unexpected significant declines in operating results, or sustain a permanent market capitalization decline. If a reporting unit's carrying amount exceeds its fair value, the impairment assessment leads to the testing of the implied fair value of the reporting unit's goodwill to its carrying amount. If the implied fair value is less than the carrying amount, a goodwill impairment charge is recorded. We do not believe any goodwill impairment existed as of September 30, 2010.

Derivatives

Delek records all derivative financial instruments, including interest rate swap and cap agreements, fuel-related derivatives, over-the-counter (OTC) future swaps and forward contracts, at estimated fair value in accordance with the provisions of ASC 815, *Derivatives and Hedging* (ASC 815). Changes in the fair value of the derivative instruments are recognized in operations, unless we elect to apply the hedging treatment permitted under the provisions of ASC 815 allowing such changes to be classified as other comprehensive income. We validate the fair value of all derivative financial instruments on a monthly basis, utilizing valuations from third party financial and brokerage institutions. On a regular basis, Delek enters into commodity contracts with counterparties for crude oil and various finished products. These contracts usually qualify for the normal purchase / normal sale exemption under the standard and, as such, are not measured at fair value.

Delek's policy under the guidance of ASC 815-10-45, *Derivatives and Hedging - Other Presentation Matters* (ASC 815-10-45), is to net the fair value amounts recognized for multiple derivative instruments executed with the same counterparty and offset these values against the cash collateral arising from these derivative positions.

Fair Value of Financial Instruments

The fair values of financial instruments are estimated based upon current market conditions and quoted market prices for the same or similar instruments. Management estimates that the carrying value approximates fair value for all of Delek's assets and liabilities that fall under the scope of ASC 825, *Financial Instruments* (ASC 825).

Delek applies the provisions of ASC 820, *Fair Value Measurements and Disclosure* (ASC 820), in its presentation and disclosures regarding fair value, which pertain to certain financial assets and liabilities measured at fair value in the statement of position on a recurring basis. ASC 820 defines fair value, establishes a framework for measuring fair value and expands disclosures about such measurements that are permitted or required under other accounting pronouncements. See Note 10 for further discussion.

Delek also applies the provisions of ASC 825 as it pertains to the fair value option. This standard permits the election to carry financial instruments and certain other items similar to financial instruments at fair value on the balance sheet, with all changes in fair value reported in earnings. By electing the fair value option in conjunction with a derivative, an entity can achieve an accounting result similar to a fair value hedge without having to comply with complex hedge accounting rules. As of September 30, 2010, we did not make the fair value election for any financial instruments not already carried at fair value in accordance with other standards.

Table of Contents***Self-Insurance Reserves***

Delek is primarily self-insured for employee medical, workers' compensation and general liability costs, with varying limits of per claim and aggregate stop loss insurance coverage in amounts determined reasonable by management. We maintain an accrual for these costs based on claims filed and an estimate of claims incurred but not reported. Differences between actual settlements and recorded accruals are recorded in the period identified.

Vendor Discounts and Deferred Revenue

Delek receives cash discounts or cash payments from certain vendors related to product promotions based upon factors such as quantities purchased, quantities sold, merchandise exclusivity, store space and various other factors. In accordance with ASC 605-50, *Revenue Recognition - Customer Payments and Incentives*, we recognize these amounts as a reduction of inventory until the products are sold, at which time the amounts are reflected as a reduction in cost of goods sold. Certain of these amounts are received from vendors related to agreements covering several periods. These amounts are initially recorded as deferred revenue, are reclassified as a reduction in inventory over the period the products are received, and are subsequently recognized as a reduction of cost of goods sold as the products are sold.

Delek also receives advance payments from certain vendors relating to non-inventory agreements. These amounts are recorded as deferred revenue and are subsequently recognized as a reduction of cost of goods sold as earned.

Environmental Expenditures

It is Delek's policy to accrue environmental and clean-up related costs of a non-capital nature when it is both probable that a liability has been incurred and the amount can be reasonably estimated. Environmental liabilities represent the current estimated costs to investigate and remediate contamination at our properties. This estimate is based on internal and third-party assessments of the extent of the contamination, the selected remediation technology and review of applicable environmental regulations, typically considering estimated activities and costs for the next 15 years, unless a specific longer range estimate is practicable. Accruals for estimated costs from environmental remediation obligations generally are recognized no later than completion of the remedial feasibility study and include, but are not limited to, costs to perform remedial actions and costs of machinery and equipment that are dedicated to the remedial actions and that do not have an alternative use. Such accruals are adjusted as further information develops or circumstances change. We discount environmental liabilities to their present value if payments are fixed and determinable. Expenditures for equipment necessary for environmental issues relating to ongoing operations are capitalized.

Asset Retirement Obligations

Delek recognizes liabilities which represent the fair value of a legal obligation to perform asset retirement activities, including those that are conditioned on a future event when the amount can be reasonably estimated. In the retail segment these obligations relate to the net present value of estimated costs to remove underground storage tanks at owned and leased retail sites which are legally required under the applicable leases. The asset retirement obligation for storage tank removal on retail sites is being accreted over the expected life of the owned retail site or the average retail site lease term. In the refining segment, these obligations relate to the required disposal of waste in certain storage tanks, asbestos abatement at an identified location and other estimated costs that would be legally required upon final closure of the refinery. In the marketing segment, these obligations relate to the required cleanout of the pipeline and terminal tanks, and removal of certain above-grade portions of the pipeline situated on right-of-way property.

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The reconciliation of the beginning and ending carrying amounts of asset retirement obligations for the nine months ended September 30, 2010 and for the year ended December 31, 2009 is as follows (in millions):

| | Nine Months Ended | | Year Ended December |
|---------------------|-------------------------------|-------|--------------------------------|
| | September 30, 2010 | | 31, 2009 |
| Beginning balance | \$ | 7.0 | \$ 6.6 |
| Liabilities settled | | (0.1) | |
| Accretion expense | | 0.3 | 0.4 |
| Ending balance | \$ | 7.2 | \$ 7.0 |

In order to determine fair value, management must make certain estimates and assumptions including, among other things, projected cash flows, a credit-adjusted risk-free rate and an assessment of market conditions that could significantly impact the estimated fair value of the asset retirement obligation.

Revenue Recognition

Revenues for products sold are recorded at the point of sale upon delivery of product, which is the point at which title to the product is transferred, and when payment has either been received or collection is reasonably assured.

Delek derives service revenue from the sale of lottery tickets, money orders, car washes and other ancillary product and service offerings. Service revenue and related costs are recorded at gross amounts and net amounts, as appropriate, in accordance with the provisions of ASC 605-45, *Revenue Recognition – Principal Agent Considerations* (ASC 605-45). We record service revenue and related costs at gross amounts when Delek is the primary obligor, is subject to inventory risk, has latitude in establishing prices and selecting suppliers, influences product or service specifications, or has several but not all of these indicators. When Delek is not the primary obligor and does not possess other indicators of gross reporting as discussed previously, we record net service revenue.

Cost of Goods Sold and Operating Expenses

For the retail segment, cost of goods sold comprises the costs of specific products sold. Operating expenses include costs such as wages of employees at the stores, lease and utilities expense for the stores, credit card interchange transaction charges and other costs of operating the stores. For the refining segment, cost of goods sold includes all the costs of crude oil, feedstocks and external costs. Operating expenses include the costs associated with the actual operations of the refinery and transportation and storage fees relating to the utilization of certain crude pipeline and storage assets owned by the marketing segment. For the marketing segment, cost of goods sold includes all costs of refined products, additives and related transportation. Operating expenses include the costs associated with the actual operation of owned terminals, terminaling expense at third-party operated locations and pipeline maintenance costs.

Sales, Use and Excise Taxes

Delek's policy is to exclude sales, use and excise taxes from revenue when we are an agent of the taxing authority, in accordance with ASC 605-45.

Deferred Financing Costs

Deferred financing costs represent expenses related to issuing our long-term debt and obtaining our lines of credit. These amounts are amortized over the remaining term of the respective financing and are included in interest expense. See Note 7 for further information.

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Advertising Costs

Delek expenses advertising costs as the advertising space is utilized. Advertising expense for the three and nine months ended September 30, 2010 was \$0.8 million and \$2.2 million, respectively, and was \$0.9 million and \$2.6 million, respectively, for the three and nine months ended September 30, 2009.

Operating Leases

Delek leases land and buildings under various operating lease arrangements, most of which provide the option, after the initial lease term, to renew the leases. Some of these lease arrangements include fixed rental rate increases, while others include rental rate increases based upon such factors as changes, if any, in defined inflationary indices.

In accordance with ASC 840-20, *Leases – Operating Leases*, for all leases that include fixed rental rate increases, Delek calculates the total rent expense for the entire lease period, considering renewals for all periods for which failure to renew the lease imposes economic penalty, and records rental expense on a straight-line basis in the accompanying condensed consolidated statements of operations.

Income Taxes

Income taxes are accounted for under the provisions of ASC 740, *Income Taxes* (ASC 740). This statement generally requires Delek to record deferred income taxes for the differences between the book and tax bases of its assets and liabilities, which are measured using enacted tax rates and laws that will be in effect when the differences are expected to reverse. Deferred income tax expense or benefit represents the net change during the year in our deferred income tax assets and liabilities.

ASC 740 also prescribes a comprehensive model for how companies should recognize, measure, present and disclose in their financial statements uncertain tax positions taken or expected to be taken on a tax return and prescribes the minimum recognition threshold a tax position is required to meet before being recognized in the financial statements. Finally, ASC 740 requires an annual tabular rollforward of unrecognized tax benefits. At September 30, 2010, Delek had unrecognized tax benefits of \$0.4 million which, if recognized, would affect our effective tax rate.

Delek files a consolidated U.S. federal income tax return, as well as income tax returns in various state jurisdictions. Delek is no longer subject to U.S. federal, state and local income tax examinations by tax authorities for years through 2004. The Internal Revenue Service has examined Delek's income tax returns through the tax year ending 2006. Delek carried back the 2009 federal tax net operating loss to the 2005 and 2006 tax years, thus re-opening those years for examination up to the amount of the refund claimed. The Internal Revenue Service is currently examining Delek's 2009 carryback claim.

Delek recognizes accrued interest and penalties related to unrecognized tax benefits as an adjustment to the current provision for income taxes. Interest of a nominal amount and \$0.1 million, respectively, was recognized related to unrecognized tax benefits during the three and nine months ended September 30, 2010. Interest of \$0.2 million and \$0.3 million was recognized during the three and nine months ended September 30, 2009, respectively.

Table of Contents**Earnings Per Share**

Basic and diluted earnings per share (EPS) are computed by dividing net income by the weighted average common shares outstanding. The common shares used to compute Delek's basic and diluted earnings per share are as follows:

| | For the Three Months Ended September 30, | | For the Nine Months Ended September 30, | |
|--|---|-------------|--|-------------|
| | 2010 | 2009 | 2010 | 2009 |
| Weighted average common shares outstanding | 54,385,007 | 53,700,497 | 54,220,553 | 53,690,793 |
| Dilutive effect of equity instruments | | | | 758,611 |
| Weighted average common shares outstanding, assuming dilution | 54,385,007 | 53,700,497 | 54,220,553 | 54,449,404 |

Outstanding stock options totaling 3,743,935 and 3,800,185 common share equivalents were excluded from the diluted earnings per share calculation for the three and nine months ended September 30, 2010, respectively. Outstanding stock options totaling 3,508,137 and 3,434,262 common shares were excluded from the diluted earnings per share calculation for the three and nine months ended September 30, 2009, respectively. These common share equivalents did not have a dilutive effect under the treasury stock method. Outstanding stock options totaling 22,226 and 16,374, respectively, were also excluded from the diluted earnings per share calculation for the three and months ended September 30, 2010. Outstanding stock options totaling 723,006 were also excluded from the diluted earnings per share calculation for the three months ended September 30, 2009. These common share equivalents were anti-dilutive due to the net loss for the period.

Shareholders' Equity*Dividends Paid*

On August 3, 2010, our Board of Directors voted to declare a quarterly cash dividend of \$0.0375 per share, payable on September 21, 2010 to shareholders of record on August 24, 2010.

On May 4, 2010, our Board of Directors voted to declare a quarterly cash dividend of \$0.0375 per share to shareholders of record on May 25, 2010. This dividend was paid on June 22, 2010.

On February 10, 2010, our Board of Directors voted to declare a quarterly cash dividend of \$0.0375 per share to shareholders of record on February 25, 2010. This dividend was paid on March 18, 2010.

Net Share Settlement

On February 21, 2010, our Chief Executive Officer exercised 1,319,493 share purchase rights awarded as part of his previous employment agreement dated as of May 1, 2004, in connection with a net share settlement. As a result, 638,909 shares of common stock were issued to him and 680,584 shares of common stock were withheld as a partial cashless exercise and to pay withholding taxes.

Stock-Based Compensation

ASC 718, *Compensation - Stock Compensation* (ASC 718), requires the cost of all share-based payments to employees, including grants of employee stock options, to be recognized in the income statement and establishes fair value as the measurement objective in accounting for share-based payment arrangements. ASC 718 requires the use of a valuation model to calculate the fair value of stock-based awards. Delek uses the Black-Scholes-Merton option-pricing model to determine the fair value of stock option and stock appreciation right (SAR) awards, with the exception of the SARs granted to our Chief Executive Officer on September 30, 2009, which are valued under the Monte-Carlo simulation model.

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Restricted stock units (RSUs) are measured based on the fair market value of the underlying stock on the date of grant. Vested RSUs are not issued until the minimum statutory withholding requirements have been remitted to us for payment to the taxing authority. As a result, the actual number of shares accounted for as issued may be less than the number of RSUs vested, due to any withholding amounts which have not been remitted.

We generally recognize compensation expense related to stock-based awards with graded or cliff vesting on a straight-line basis over the vesting period. It is our practice to issue new shares when stock-based compensation is exercised.

Comprehensive Income

Comprehensive income for the three and nine months ended September 30, 2010 and 2009 was equivalent to net income.

New Accounting Pronouncements

In January 2010, the FASB issued guidance regarding fair value measurements and disclosures, which is effective for interim or annual periods beginning after December 15, 2009 and should be applied prospectively. This guidance provides more robust disclosures about the different classes of assets and liabilities measured at fair value, the valuation techniques and inputs used, the activity in Level 3 fair value measurements, and the transfers between Levels 1, 2, and 3. Delek adopted this guidance in January 2010. The additional disclosures required did not have an impact on our financial position or results of operations.

3. Explosion and Fire at the Tyler, Texas Refinery

On November 20, 2008, an explosion and fire occurred at our 60,000 barrels per day (bpd) refinery in Tyler, Texas. Some individuals have claimed injury and two of our employees died as a result of the event. The event caused damage to both our saturates gas plant and naphtha hydrotreater and resulted in a suspension of our refining operations until May 2009.

Several parallel investigations were commenced following the event, including our own investigation and investigations and inspections by the U.S. Department of Labor's Occupational Safety & Health Administration (OSHA), the U.S. Chemical Safety and Hazard Investigation Board (CSB) and the U.S. Environmental Protection Agency (EPA). OSHA concluded its inspection in May 2009 and issued citations assessing an aggregate penalty of approximately \$0.2 million. We are contesting these citations and do not believe that the outcome will have a material effect on our business. We cannot assure you as to the outcome of the other investigations, including possible civil penalties or other enforcement actions.

Currently we carry, and at the time of the incident we carried, insurance coverage of \$1.0 billion in combined limits to insure against property damage and business interruption. Under these policies, we were subject to a \$5.0 million deductible for property damage insurance and a 45 calendar day waiting period for business interruption insurance. During the nine months ended September 30, 2010, we recognized income from insurance proceeds of \$17.0 million, of which \$12.8 million is included as business interruption proceeds and \$4.2 million is included as property damage. We also recorded expenses during the nine months ended September 30, 2010 of \$0.2 million, resulting in a net gain of \$4.0 million related to property damage proceeds. During the three and nine months ended September 30, 2009, we recognized income from insurance proceeds of \$12.0 million and \$100.2 million, respectively, of which \$6.0 million and \$64.1 million, respectively, is included as business interruption proceeds and \$6.0 million and \$36.1 million, respectively, is included as property damage. We also recorded expenses of \$0.2 million and \$11.4 million, respectively, resulting in a net gain of \$5.8 million and \$24.7 million, respectively, related to property damage proceeds.

Since the incident on November 20, 2008, Delek has received \$141.4 million in proceeds from insurance claims arising from the explosion and fire. The insurance proceeds received in the second quarter of 2010 represent final payments on all outstanding property damage and business interruption insurance claims.

Table of Contents**4. Dispositions and Assets Held for Sale*****Virginia Stores***

In December 2008, the retail segment's Virginia division met the requirements as enumerated in ASC 360 which require the separate reporting of assets held for sale. Management committed to a plan to sell the retail segment's Virginia stores and proceeded with efforts to locate buyers. However, until we obtained the necessary amendments to our credit agreements, we were encumbered from that action. At the time the credit agreement limitations were lifted in December 2008, we had contracts to sell 28 of the 36 Virginia properties. As of December 31, 2008, we had closed on the sale of 12 of the properties. We sold an additional 15 of these stores during the year ended December 31, 2009. In December 2009, the remaining nine Virginia stores were reclassified back into normal operations. We received proceeds from the sales completed during the nine months ended September 30, 2009, net of expenses, of \$9.3 million, recognizing losses on those sales of \$1.1 million. In addition to the property, plant and equipment sold, we sold \$0.9 million, in inventory, at cost, to the buyers.

The carrying amounts of the Virginia store assets sold during the nine months ended September 30, 2009 are as follows (in millions):

| | For the Nine Months Ended September 30, 2009 |
|---|---|
| Inventory | \$ 0.9 |
| Property, plant & equipment, net of accumulated depreciation of \$4.0 million | 10.4 |
| | \$ 11.3 |

There were no assets held for sale as of September 30, 2010 or December 31, 2009.

Once the Virginia stores were identified as assets held for sale, the operations associated with these properties qualified for reporting as discontinued operations under ASC 360. Accordingly, the operating results, net of tax, from discontinued operations are presented separately in Delek's condensed consolidated statement of operations and the notes to the condensed consolidated financial statements have been adjusted to exclude the discontinued operations. The amounts eliminated from continuing operations did not include allocations of corporate expenses included in the selling, general and administrative expenses caption in the condensed consolidated statement of operations, nor the income tax benefits from such expenses. The remaining nine Virginia stores that were reclassified into normal operations required a depreciation catch up in December 2009. Components of amounts reflected in income from discontinued operations for the nine months ended September 30, 2009 are as follows (in millions):

| | Nine Months Ended September 30, 2009 |
|---|---|
| Net sales | \$ 6.4 |
| Operating costs and expenses | (6.5) |
| Gain (loss) on sale of assets held for sale | (1.1) |
| Write-down of goodwill associated with the sale of assets held for sale | (1.5) |
| Loss from discontinued operations before income taxes | (2.7) |
| Income tax benefit | (1.1) |
| Loss from discontinued operations, net of income taxes | \$ (1.6) |

Table of Contents**5. Inventory**

Carrying value of inventories consisted of the following (in millions):

| | September 30, 2010 | December 31, 2009 |
|-------------------------------------|-----------------------------------|----------------------------------|
| Refinery raw materials and supplies | \$ 20.2 | \$ 19.3 |
| Refinery work in process | 44.6 | 28.6 |
| Refinery finished goods | 16.1 | 22.9 |
| Retail fuel | 16.6 | 15.1 |
| Retail merchandise | 27.2 | 26.6 |
| Marketing refined products | 8.3 | 3.9 |
| Total inventories | \$ 133.0 | \$ 116.4 |

At both September 30, 2010 and December 31, 2009, the excess of replacement cost (FIFO) over the carrying value (LIFO) of refinery inventories was \$20.8 million.

Permanent Liquidations

During the three and nine months ended September 30, 2010, we incurred a permanent reduction in the LIFO layer resulting in a liquidation gain in our refinery finished goods inventory in the amount of \$1.1 million and \$0.3 million, respectively. This liquidation gain was recognized as a component of cost of goods sold in the three and nine months ended September 30, 2010.

During the three and nine months ended September 30, 2009, we incurred a permanent reduction in the LIFO layer, resulting in a liquidation gain of our refinery inventory in the amount of \$0.5 million and \$0.7 million, respectively. This liquidation gain was recognized as a component of cost of goods sold in the three and nine months ended September 30, 2009.

6. Minority Investment**Investment in Lion Oil Company**

On August 22, 2007, Delek completed the acquisition of approximately 28.4% of the issued and outstanding shares of common stock of Lion Oil Company (Lion Oil). On September 25, 2007, Delek completed the acquisition of an additional approximately 6.2% of the issued and outstanding shares of Lion Oil, bringing its total ownership interest to approximately 34.6%. Total cash consideration paid to the sellers by Delek in both transactions totaled approximately \$88.2 million. Delek also incurred and capitalized \$0.9 million in acquisition transaction costs. In addition to cash consideration, Delek issued to one of the sellers 1,916,667 unregistered shares of Delek common stock, par value \$0.01 per share, valued at \$51.2 million using the closing price of our stock on the date of the acquisition. As of December 31, 2007, our total investment in Lion Oil was \$139.5 million.

Lion Oil, a privately held Arkansas corporation, owns and operates a 75,000 barrel per day, crude oil refinery in El Dorado, Arkansas, three crude oil pipelines, a crude oil gathering system and two refined petroleum product terminals in Memphis and Nashville, Tennessee. The two terminals supply products to some of Delek's 180 convenience stores in the Memphis and Nashville markets. These product purchases are made at market value and totaled \$2.6 million and \$8.4 million, respectively, during the three and nine months ended September 30, 2010 and \$1.6 million and \$7.2 million, respectively, during the three and nine months ended September 30, 2009. The refining segment also made sales of \$1.5 million and \$2.5 million, respectively, of intermediate products to the Lion Oil refinery during the nine months ended September 30, 2010 and 2009.

At the time of acquisition, Delek acknowledged that our ownership percentage set a presumption of the use of the equity method of accounting as established in ASC 323, *Investments - Equity Method and Joint Ventures* (ASC 323). As a result, Delek had reported its investment using the equity method since acquisition. However, our interactions with Lion Oil since acquisition led us to the conclusion that the initial presumption under ASC 323 had been rebutted. Beginning October 1, 2008, Delek began reporting its investment in Lion Oil using the cost method of accounting.

This investment in a non-public entity, which is carried at cost, is only reviewed for a diminishment of fair value in the instance when there are indicators that a possible impairment has occurred. Delek carried its investment in Lion Oil at \$131.6 million as of September 30, 2010 and December 31, 2009.

Table of Contents**7. Long-Term Obligations and Short-Term Note Payable**

Outstanding borrowings under Delek's existing debt instruments and capital lease obligations are as follows (in millions):

| | September 30, 2010 | December 31, 2009 |
|--|-----------------------------------|----------------------------------|
| Senior secured credit facility – term loan | \$ 65.7 | \$ 81.4 |
| Senior secured credit facility – revolver | 31.6 | 32.4 |
| Fifth Third – revolver | 48.1 | 42.5 |
| Promissory notes | 128.0 | 160.0 |
| Capital lease obligations | 0.8 | 0.8 |
| | 274.2 | 317.1 |
| Less: | | |
| Current portion of long-term debt, notes payable and capital lease obligations | 150.4 | 82.7 |
| | \$ 123.8 | \$ 234.4 |

Senior Secured Credit Facility

As of September 30, 2010, the senior secured credit facility consisted of a \$108.0 million revolving credit facility and a \$165.0 million term loan facility, which, as of September 30, 2010, had \$31.6 million outstanding under the revolver and \$65.7 million outstanding under the term loan. As of September 30, 2010, Fifth Third Bank, N.A. (Fifth Third) was the administrative agent and a lender under the facility. On September 1, 2009, Fifth Third assumed the role of successor administrative agent under the facility from the resigning administrative agent Lehman Commercial Paper Inc. (LCPI). During September 2008, upon the bankruptcy filing of its parent company, LCPI informed Express that it would not be funding its pro rata lender participation of future borrowings under the revolving credit facility. Since that communication by Lehman of its intention through April 28, 2010, the date on which LCPI's \$12.0 million commitment under the revolving credit facility terminated, LCPI did not participate in any borrowings by Express under the revolving credit facility.

Borrowings under the senior secured credit facility are secured by substantially all the assets of Express and its subsidiaries. Letters of credit issued under the facility totaled \$22.7 million as of September 30, 2010. The senior secured credit facility term loan requires quarterly principal payments of \$0.4 million through March 31, 2011 and a balloon payment of the remaining principal balance due upon maturity on April 28, 2011. We are also required to make certain prepayments of this facility depending on excess cash flow as defined in the credit agreement. In accordance with this excess cash flow calculation, we prepaid \$19.7 million in March 2009 and \$10.4 million in April 2010. During the period from December 2008 through September 30, 2010, consistent with the terms of the December 3, 2008 amendment discussed below, Express disposed of 64 non-core real property assets, of which 27 were located in Virginia. The application of proceeds from certain of these asset sales, net of any amounts set aside pursuant to the terms of the facility for reinvestment purposes, resulted in the reduction of the term loan under the facility in the amount of \$4.0 million during the nine months ended September 30, 2010 and \$8.8 million and \$18.5 million, respectively, during the three and nine months ended September 30, 2009.

As a direct result of the December 10, 2009 amendment and restatement of the credit agreement discussed below, the termination date of \$108.0 million of the revolving credit commitments under the senior secured revolver was extended by one year from April 28, 2010 to April 28, 2011. The \$12.0 million commitment of LCPI is the only commitment that was not extended and it expired on the original termination date of the senior secured revolver, April 28, 2010. The senior secured credit facility term and senior secured credit facility revolver loans bear interest based on predetermined pricing grids which allow us to choose between Base Rate Loans or LIBOR Rate Loans. At

September 30, 2010, the weighted average borrowing rate was 6.50% for the senior secured credit facility term loan and 5.75% for the senior secured credit facility revolver. Additionally, the senior secured credit facility requires us to pay a quarterly fee of 0.5% per year on the average available revolving commitment under the senior secured revolver. Amounts available under the senior secured revolver as of September 30, 2010 were approximately \$53.7 million.

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On December 3, 2008, the credit facility was amended to allow for the disposition of specific Express real and personal property assets in certain of its geographic operating regions. The amendment also allowed for additional asset sales of up to \$35.0 million per calendar year subject to such sales meeting certain financial criteria. Additionally, the amendment appointed Fifth Third Bank as the successor administrative agent subject to the resignation or removal of LCPI. As stated above, the resignation of LCPI and the subsequent assumption of the role of administrative agent by Fifth Third were consummated on September 1, 2009. On January 28, 2009, the credit facility was further amended to allow for the one-time prepayment in the amount of \$25.0 million toward the outstanding principal of certain subordinated debt owed to Delek and incurred in conjunction with Delek's purchase, through its Express subsidiary, of 107 retail fuel and convenience stores located in northern Georgia and eastern Tennessee, and related assets, from the Calfee Company of Dalton, Inc. and its affiliates in 2007 (the Calfee acquisition). Pursuant to the terms of the amendment, the \$25.0 million prepayment was completed on March 5, 2009. The amendment also implemented a 100 basis point credit spread increase across all tiers in the pricing grid and implemented a LIBOR rate floor of 2.75% for all Eurodollar rate borrowings.

On September 1, 2009, the borrowers and lenders under the credit facility executed a resignation and appointment agreement that consummated the resignation of LCPI as administrative agent and swing line lender under the facility and the appointment of Fifth Third as the successor administrative agent and successor swing line lender under the facility. The agreement also clarified that LCPI, as a non-performing lender under the credit facility, had no voting rights and was not entitled to any fees under the facility. Additionally, under the terms of the September 1, 2009 amendment, Express, along with other relevant parties, released LCPI from any and all liabilities they may have arising out of or in connection with the credit facility, including LCPI's non-performance as a lender under the facility. On December 10, 2009, the credit facility was amended and restated in its entirety. The primary effects of the amendment and restatement were, among other things, (i) the one year extension of \$108.0 million in revolving credit commitments, (ii) the addition of a new accordion feature to the revolving credit facility accommodating an increase in maximum revolver commitments of up to \$180.0 million, subject to the identification by the borrower of such additional lender commitments, (iii) the favorable adjustment for the remaining term of the credit facility in the required financial covenant levels for Leverage Ratio, Adjusted Leverage Ratio, and Adjusted Interest Coverage Ratio, as these are defined under the facility, and (iv) the increase in interest rate spreads across all tiers in the existing pricing grid by 75 basis points and the addition of a new top tier for leverage ratios greater than 4.00x.

Under the terms of the credit facility, Express and its subsidiaries are subject to certain covenants customary for credit facilities of this type that limit their ability to, subject to certain exceptions as defined in the credit agreement, remit cash to, distribute assets to, or make investments in entities other than Express and its subsidiaries. Specifically, these covenants limit the payment, in the form of cash or other assets, of dividends or other distributions, or the repurchase of shares, in respect of Express and its subsidiaries' equity. Additionally, Express and its subsidiaries are limited in their ability to make investments, including extensions of loans or advances to, or acquisition of equity interests in, or guarantees of obligations of, any other entities.

We are required to comply with certain financial and non-financial covenants under the senior secured credit facility. We believe we were in compliance with all covenant requirements as of September 30, 2010.

Wells Fargo ABL Revolver

On February 23, 2010, Delek Refining, Ltd., a wholly-owned indirect subsidiary of Delek, elected to repay and terminate its existing \$300 million SunTrust asset-based loan (ABL) revolver and entered into a new, four-year, \$300 million ABL revolving credit facility. The final repayment amount paid under the SunTrust ABL in connection with this termination was \$10.6 million. The new ABL revolving credit facility is made by a consortium of lenders, including Wells Fargo Capital Finance, LLC in the roles of administrative agent and co-collateral agent, Bank of America, N.A. in the role of co-collateral agent and SunTrust Robinson Humphrey, Inc. as a joint book runner. This new revolving credit facility (Wells ABL) is scheduled to mature on February 23, 2014.

The primary purpose of the Wells ABL is to support the working capital requirements of our petroleum refinery in Tyler, Texas. Key features of the Wells ABL include (i) a \$300 million revolving credit limit, (ii) a \$30 million swing line loan sublimit, (iii) a \$300 million letter of credit sublimit, and (iv) an accordion feature which permits an increase in facility size of up to \$600 million subject to additional lender commitments. Under the facility, revolving loans and

letters of credit are provided subject to availability requirements which are determined pursuant to a borrowing base calculation as such is defined in the Wells ABL. The borrowing base as calculated is primarily supported by cash, certain accounts receivable and certain inventory.

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Borrowings under the facility bear interest based on predetermined pricing grids which allow us to choose between Base Rate Loans or LIBOR Rate Loans. The initial pricing in effect through August 31, 2010 for loans under the facility includes a margin of 4.00% above LIBOR for loans designated as LIBOR Rate Loans and 2.50% above the prime rate for loans designated as Base Rate Loans.

As of September 30, 2010, we had letters of credit issued under the facility totaling approximately \$86.0 million and no outstanding loans under the facility. Borrowing capacity, as calculated and reported under the terms of the Wells ABL credit facility, net of a \$15.0 million availability reserve requirement, as of September 30, 2010 was \$60.6 million.

The lenders under the Wells ABL are granted a perfected, first priority security interest in all of our refining operations accounts receivable, general intangibles, letter of credit rights, deposit accounts, investment property, inventory, equipment and all products and proceeds thereof. The security interest in the equipment is limited to \$50 million and will be subordinated or released under certain limited circumstances. Refining and Delek U.S. Refining GP, LLC, the limited and general partners of Delek Refining, Ltd., respectively, and wholly owned subsidiaries of Delek are guarantors of the obligations under the Wells ABL. Delek is also a guarantor under the Wells ABL up to a total of \$15.0 million. The credit facility contains usual and customary affirmative and negative covenants for financings of this type, including certain limitations at the refining subsidiary level on the incurrence of indebtedness, making of investments, creation of liens, disposition of property, making of restricted payments and transactions with affiliates. The Wells ABL also contains a springing fixed charge coverage ratio financial covenant with which we must be in compliance at times when borrowing base excess availability is less than certain thresholds, as defined under the credit facility. During the three and nine months ended September 30, 2010, we were not required to comply with the fixed charge coverage ratio financial covenant. We believe we were in compliance with all covenant requirements under this facility as of September 30, 2010.

Fifth Third Revolver

On July 27, 2006, Delek executed a short-term revolver with Fifth Third Bank, as administrative agent, in the amount of \$50.0 million. The proceeds of this revolver were used to fund the working capital needs of the newly formed subsidiary, Marketing. The Fifth Third revolver initially had a maturity date of July 30, 2007, but on July 27, 2007 the maturity was extended until January 31, 2008. On December 19, 2007, we amended and restated our existing revolving credit facility. The amended and restated agreement, among other things, increased the size of the facility from \$50.0 to \$75.0 million, including a \$25.0 million sub limit for letters of credit, and extended the maturity of the facility to December 19, 2012. On October 17, 2008, the agreement was further amended to permit the payment of a one-time distribution of \$20.0 million from the borrower, Marketing, to Delek, increase the size of the sub limit for letters of credit to \$35.0 million and reduce the leverage ratio financial covenant limit.

On March 31, 2009, the credit agreement was amended to permit the use of facility proceeds for the purchase from the refining subsidiary to a newly-formed subsidiary of Marketing of the crude pipeline and tankage assets of the refining segment's Tyler, Texas refinery that are located outside the gates of the refinery and which are used to supply substantially all of the necessary crude feedstock to the refinery. Pursuant to the terms of the amendment, the purchase of the crude pipeline and tankage assets was completed on March 31, 2009 for a total consideration of \$29.7 million, all of which was borrowed under the Fifth Third revolver. The amendment also increased credit spreads by up to 225 basis points and commitment fees by up to 20 basis points across the various tiers of the pricing grid. In addition, on May 6, 2009, the credit agreement was further amended, effective March 31, 2009, related to the definition of certain covenant terms.

The revolver bears interest based on predetermined pricing grids that allow us to choose between Base Rate Loans or LIBOR Rate Loans. Borrowings under the Fifth Third revolver are secured by substantially all of the assets of Marketing. As of September 30, 2010, we had \$48.1 million outstanding borrowings under the facility at a weighted average borrowing rate of approximately 4.3%. We also had letters of credit issued under the facility of \$11.5 million as of September 30, 2010. Amounts available under the Fifth Third revolver as of September 30, 2010 were approximately \$15.4 million.

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Under the terms of the credit agreement, Marketing and its subsidiaries are subject to certain covenants customary for credit facilities of this type that limit their ability to, subject to certain exceptions as defined in the credit agreement, remit cash to, distribute assets to, or make investments in entities other than Marketing and its subsidiaries. Specifically, these covenants limit the payment, in the form of cash or other assets, of dividends or other distributions, or the repurchase of shares, in respect of Marketing's and its subsidiaries' equity. Additionally, Marketing and its subsidiaries are limited in their ability to make investments, including extensions of loans or advances to, or acquisition of equity interests in, or guarantees of obligations of, any other entities.

We are required to comply with certain financial and non-financial covenants under this revolver. We believe we were in compliance with all covenant requirements as of September 30, 2010.

Lehman Credit Agreement

On March 30, 2007, Delek entered into a credit agreement with Lehman Commercial Paper Inc. (LCPI) as administrative agent. Through the maturity date of this credit agreement on March 30, 2009, LCPI remained the administrative agent under the facility. The credit agreement provided for unsecured loans of \$65.0 million, the proceeds of which were used to pay a portion of the acquisition costs for the assets of Calfee Company of Dalton, Inc. and affiliates, and to pay related costs and expenses in April 2007. In December 2008, a related party to the borrower, Finance, purchased a participating stake in the loan outstanding as permitted under the terms of the agreement. At a consolidated level, this resulted in a gain of \$1.6 million on the extinguishment of debt. The facility was repaid in full on the maturity date of March 30, 2009.

Promissory Notes

On July 27, 2006, Delek executed a three year promissory note in favor of Bank Leumi USA (Bank Leumi) in the amount of \$30.0 million (2006 Leumi Note). The proceeds of this note were used to fund an acquisition and working capital needs. On June 23, 2009, this note was amended to extend the maturity date to January 3, 2011 and require quarterly principal amortization in amounts of \$2.0 million beginning on April 1, 2010, with a balloon payment of the remaining principal amount due at maturity. As amended, the note bears interest at the greater of a fixed spread over 3 month LIBOR or an interest rate floor of 4.5%. The amendment also implemented certain financial and non-financial covenants and required a perfected collateral pledge of Delek's shares in Lion Oil. The shares were pledged on January 4, 2010 and secure Delek's debt obligations under all promissory notes from Bank Leumi as well as promissory notes from the Israel Discount Bank of New York (IDB) that were outstanding on January 4, 2010, in accordance with the terms of an intercreditor agreement and a stock pledge agreement executed on June 23, 2009 between Bank Leumi, IDB, and Delek. As of September 30, 2010, we had \$26.0 million in outstanding borrowings under the 2006 Leumi Note and the weighted average borrowing rate was 4.5%. We are required to comply with certain financial and non-financial covenants under the 2006 Leumi Note, as amended. We believe we were in compliance with all covenant requirements as of September 30, 2010.

On May 12, 2008, Delek executed a second promissory note in favor of Bank Leumi for \$20.0 million, maturing on May 11, 2011 (2008 Leumi Note). The proceeds of this note were used to reduce short term debt and for working capital needs. This note was amended in December 2008 to change the financial covenant calculation methodology and applicability. The note was further amended on June 23, 2009 to require quarterly principal amortization in the amount of \$1.0 million beginning on July 1, 2010, with a balloon payment of the remaining principal amount due at maturity. The amendment also modified certain financial and non-financial covenants and required the perfected collateral pledge of Delek's shares in Lion Oil, as discussed above. As amended, the note bears interest at the greater of a fixed spread over LIBOR for periods of 30 or 90 days, as elected by the borrower, or an interest rate floor of 4.5%. As of September 30, 2010, we had \$19.0 million in outstanding borrowings under the 2008 Leumi Note and the weighted average borrowing rate was 4.5%. We are required to comply with certain financial and non-financial covenants under the 2008 Leumi Note, as amended. We believe we were in compliance with all covenant requirements as of September 30, 2010. On November 2, 2010, Delek refinanced both the 2006 Leumi Note and the 2008 Leumi Note. See Note 14 for further details regarding this refinancing transaction.

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On May 23, 2006, Delek executed a \$30.0 million promissory note in favor of IDB (2006 IDB Note). The proceeds of this note were used to repay the then existing promissory notes in favor of IDB and Bank Leumi. On December 30, 2008, the 2006 IDB Note was amended and restated. As amended and restated, the 2006 IDB Note matures on December 31, 2011 and requires quarterly principal amortization in amounts of \$1.3 million beginning on March 31, 2010, with a balloon payment of remaining principal amount due at maturity. The amendment also introduced certain financial and non-financial covenants. The 2006 IDB Note bears interest at the greater of a fixed spread over 3 month LIBOR or an interest rate floor of 5.0%. Additionally, on January 4, 2010, Delek pledged its shares in Lion Oil, to secure its obligations under the 2006 IDB Note, as discussed above. As of September 30, 2010, we had \$26.3 million in outstanding borrowings under the 2006 IDB Note and the weighted average borrowing rate was 5.0%. We believe we were in compliance with all covenant requirements under the 2006 IDB Note as of September 30, 2010.

On December 30, 2008, Delek executed a second promissory note in favor of IDB for \$15.0 million (2008 IDB Note). The proceeds of this note were used to repay the then existing note in favor of Delek Petroleum Ltd., an Israeli corporation controlled by our beneficial majority stockholder, Delek Group (Delek Petroleum). On December 24, 2009, the 2008 IDB Note was amended and restated. As amended and restated, the 2008 IDB Note matures on December 31, 2011 and requires quarterly principal amortization in amounts of \$0.8 million beginning on March 31, 2010, with a balloon payment of remaining principal amount due at maturity. The note bears interest at the greater of a fixed spread over various LIBOR tenors, as elected by the borrower, or an interest rate floor of 5.0%. Additionally, on January 4, 2010, Delek pledged its shares in Lion Oil to secure its obligations under the 2008 IDB Note, as discussed above. As of September 30, 2010, we had \$12.7 million in outstanding borrowings under the 2008 IDB Note and the weighted average borrowing rate was 5.0%. We are required to comply with certain financial and non-financial covenants under the 2008 IDB Note. We believe we were in compliance with all covenant requirements under the 2008 IDB Note as of September 30, 2010. On October 5, 2010, Delek refinanced both the 2006 IDB Note and the 2008 IDB Note. See Note 14 for further details regarding this refinancing transaction.

On September 29, 2009, Delek executed a promissory note in favor of Delek Petroleum (Delek Petroleum Note) in the amount of \$65.0 million, the proceeds of which were to be used for general corporate purposes. In July 2010, Delek elected to prepay \$21.0 million of principal plus accrued interest under the Delek Petroleum Note, reducing the principal amount outstanding under the note to \$44.0 million. On September 28, 2010, Delek executed an amended and restated note in favor of Delek Petroleum (Amended Petroleum Note) in the principal amount of \$44.0 million, replacing the Delek Petroleum Note. The Amended Petroleum Note extends the maturity date from October 1, 2010 to January 1, 2012 and reduces the rate of interest, payable on a quarterly basis, from 8.5% to 8.25% (in each case, net of any applicable withholding taxes). Under the Delek Petroleum Note the lender had the option, any time after December 31, 2009, to elect a one-time change (from the U.S. dollar) to the functional currency of the principal amount. The Delek Petroleum Note also provided the lender the option to make a one-time adjustment to the interest rate during the term of the note, provided, however, that the effect of such adjustment could not exceed the then prevailing market interest rate. As of the effective date of the Amended Petroleum Note, September 28, 2010, neither of these two options had been exercised by the lender and the Amended Petroleum Note does not continue to provide for these options. As was the case under the Delek Petroleum Note, the Amended Petroleum Note contains effectively the same following provisions: (i) the payment of the principal and interest may be accelerated upon the occurrence and continuance of customary events of default under the note, (ii) Delek is responsible for the payment of any withholding taxes due on interest payments, (iii) the note is unsecured and contains no covenants, and (iv) the note may be repaid at the borrower's election in whole or in part at any time without penalty or premium. As of September 30, 2010, \$44.0 million was outstanding under the Amended Petroleum Note.

Reliant Bank Revolver

On March 28, 2008, we entered into a revolving credit agreement with Reliant Bank, a Tennessee bank, headquartered in Brentwood, Tennessee. The credit agreement provides for unsecured loans of up to \$12.0 million. As of September 30, 2010, we had no amounts outstanding under this facility. The facility matures on March 28, 2011 and bears interest at a fixed spread over the 30 day LIBOR rate. This agreement was amended in September 2008 to conform certain portions of the financial covenant definition to those contained in some of our other credit agreements. In March 2010, the financial covenant was further amended to be similar with the financial covenants

contained in the existing Bank Leumi and IDB promissory notes. We are required to comply with certain financial and non-financial covenants under this revolver. We believe we were in compliance with all covenant requirements as of September 30, 2010.

Table of Contents***Letters of Credit***

As of September 30, 2010, Delek had in place letters of credit totaling approximately \$122.1 million with various financial institutions securing obligations with respect to its workers' compensation self-insurance programs, as well as obligations with respect to its purchases of crude oil for the refinery segment and gasoline and diesel products for the marketing and retail segments. No amounts were outstanding under these facilities at September 30, 2010.

Interest-Rate Derivative Instruments

Delek had interest rate cap agreements in place totaling \$60.0 million of notional principal amounts as of December 31, 2009. These agreements were intended to economically hedge floating rate debt related to our then current borrowings under the Senior Secured Credit Facility. However, as we have elected to not apply the permitted hedge accounting treatment, including formal hedge designation and documentation, in accordance with the provisions of ASC 815, the fair value of the derivatives is recorded in other non-current assets in the accompanying consolidated balance sheets with the offset recognized in earnings. The derivative instruments matured in July 2010. The estimated fair values of our interest rate derivatives as of December 31, 2009 were nominal.

In accordance with ASC 815 we recorded non-cash expense representing the change in estimated fair value of the interest rate cap agreements of nominal amounts for each of the three and nine month periods ending September 30, 2010 and 2009.

While Delek has not elected to apply permitted hedge accounting treatment for these interest rate derivatives in accordance with the provisions of ASC 815 in the past, we may choose to elect that treatment in future transactions.

8. Stock Based Compensation***2006 Long-Term Incentive Plan***

In April 2006, Delek's Board of Directors adopted the Delek US Holdings, Inc. 2006 Long-Term Incentive Plan (the Plan) pursuant to which Delek may grant stock options, stock appreciation rights, restricted stock, restricted stock units and other stock-based awards of Delek's common stock to certain directors, officers, employees, consultants and other individuals who perform services for Delek or its affiliates. An amendment to the Plan was adopted by Delek's Board of Directors and stockholders in May 2010, increasing the maximum number of shares authorized under the Plan from 3,053,392 to 5,053,392. The options granted under the Plan are generally granted at market price or higher. All of the options granted require continued service in order to exercise the option except that vesting of stock-based awards granted to three executive employees could, under certain circumstances, accelerate upon termination of their employment.

On May 13, 2009, we filed a Tender Offer statement that gave eligible employees and directors the ability to exchange outstanding options under the Plan with per share exercise prices ranging between \$16.00 and \$35.08, for new options under the Plan to purchase fewer shares of our common stock at a lower exercise price. This offer expired on June 10, 2009 and we accepted for exchange options to purchase an aggregate of 1,398,641 shares of our common stock, representing 84.28% of the 1,659,589 shares covered by eligible options. We granted replacement options to purchase 803,385 shares of common stock in exchange for the tendered options. The exercise price per share of each replacement option granted pursuant to the Offer was \$9.17, the closing price of our common stock on the New York Stock Exchange on the grant date, June 10, 2009. This modification resulted in an additional \$0.1 million in stock-based compensation expense, which will be recognized over the remaining terms of the original options granted. Prior to the Tender Offer, approximately 75% of grants under the Plan vested ratably over a period between three to five years and approximately 25% of the grants vested at the end of the fourth year. Following the Tender Offer, we expect that most new awards granted under the Plan will vest ratably over a period of four years.

Table of Contents***Employment Agreement***

On September 25, 2009, we entered into an employment agreement with our President and Chief Executive Officer, Mr. Yemin. Under the terms of the Agreement, Mr. Yemin was granted 1,850,040 SARs under the Plan on September 30, 2009. The SARs vest over a period of approximately four years. 640,440 of the SARs are subject to a base price of \$8.57 per share (the fair market value at the date of grant), 246,400 SARs each are subject to base prices of \$12.40, \$13.20, \$14.00, and \$14.80 per share and the remaining 224,000 SARs are subject to a base price of \$15.60 per share. The SARs will expire upon the earlier of the first anniversary of Mr. Yemin's termination of employment or October 31, 2014 (the first anniversary of the expiration of the agreement). The SARs may be settled in shares of common stock or cash at Delek's sole discretion.

On February 21, 2010, Mr. Yemin exercised the final 1,319,493 share purchase rights awarded as part of his previous employment agreement dated as of May 1, 2004, in connection with a net share settlement. As a result, 638,909 shares of common stock were issued to him and 680,584 shares of common stock were withheld as a partial cashless exercise and to pay withholding taxes. The share purchase rights were scheduled to expire on April 30, 2010.

Compensation Expense Related to Equity-based Awards

Compensation expense for the equity-based awards amounted to \$0.7 million (\$0.4 million, net of taxes) and \$2.6 million (\$1.7 million, net of taxes), respectively, for the three and nine months ended September 30, 2010 and \$0.6 million (\$0.4 million, net of taxes) and \$2.3 million (\$1.5 million, net of taxes), respectively, for the three and nine months ended September 30, 2009. These amounts are included in general and administrative expenses in the accompanying condensed consolidated statements of operations.

As of September 30, 2010, there was \$3.7 million of total unrecognized compensation cost related to non-vested share-based compensation arrangements, which is expected to be recognized over a weighted-average period of 1.4 years.

9. Segment Data

We report our operating results in three reportable segments: refining, marketing and retail. Decisions concerning the allocation of resources and assessment of operating performance are made based on this segmentation. Management measures the operating performance of each of its reportable segments based on the segment contribution margin.

Segment contribution margin is defined as net sales less cost of sales and operating expenses, excluding depreciation and amortization. Operations which are not specifically included in the reportable segments are included in the corporate and other category, which primarily consists of operating expenses, depreciation and amortization expense and interest income and expense associated with corporate headquarters.

The refining segment processes crude oil that is transported through our crude oil pipeline and an unrelated third-party pipeline. The refinery processes the crude and other purchased feedstocks for the manufacture of transportation motor fuels including various grades of gasoline, diesel fuel, aviation fuel and other petroleum-based products that are distributed through its product terminal located at the refinery.

Our marketing segment sells refined products on a wholesale basis in west Texas through company-owned and third-party operated terminals. This segment also provides marketing services to the Tyler refinery.

In order to more appropriately align business activities, certain pipeline assets which had been held and managed by the refining segment were sold to the marketing segment on March 31, 2009. These assets and their earnings streams are now reflected in the activities of the marketing segment.

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Our retail segment markets gasoline, diesel, other refined petroleum products and convenience merchandise through a network of company-operated retail fuel and convenience stores throughout the southeastern United States. As of September 30, 2010, we had 420 stores in total consisting of 226 located in Tennessee, 89 in Alabama, 78 in Georgia, 11 in Arkansas and nine in Virginia. The remaining seven stores are located in Kentucky, Louisiana and Mississippi. The retail fuel and convenience stores operate under Delek's brand names MAPCO Express®, MAPCO Mart®, Discount Food Mart™, Fast Food and Fuel™, Favorite Markets®, Delta Express® and East Coast® brands. The retail segment also supplies fuel to approximately 50 dealer locations as of September 30, 2010. In the retail segment, management reviews operating results on a divisional basis, where a division represents a specific geographic market. These divisional operating segments exhibit similar economic characteristics, provide the same products and services, and operate in such a manner such that aggregation of these operations is appropriate for segment presentation.

Our refining business has a services agreement with our marketing segment, which among other things, requires it to pay service fees based on the number of gallons sold at the Tyler refinery and a sharing of a portion of the marketing margin achieved in return for providing marketing, sales and customer services. This intercompany transaction fee was \$2.6 million and \$8.1 million, respectively, in the three and nine months ended September 30, 2010 and \$1.2 million and \$8.6 million, respectively, for the three and nine months ended September 30, 2009. Additionally, in April 2009, the refining segment began paying crude transportation and storage fees to the marketing segment, relating to the utilization of certain crude pipeline assets. These fees were \$2.2 million and \$7.1 million, respectively, during the three and nine months ended September 30, 2010 and \$2.4 million and \$4.4 million during the three and nine months ended September 30, 2009, respectively. The refining segment sold finished product to the marketing segment in the amount of \$0.5 million and \$11.7 million during the three and nine months ended September 30, 2010, respectively, and \$3.3 million during the nine months ended September 30, 2009. All inter-segment transactions have been eliminated in consolidation.

The following is a summary of business segment operating performance as measured by contribution margin for the period indicated (in millions):

| | Three Months Ended September 30, 2010 | | | | | |
|---|--|---------------|------------------|--|---------------------|----------|
| | Refining | Retail | Marketing | Corporate, Other and Eliminations | Consolidated | |
| Net sales (excluding intercompany marketing fees and sales) | \$ 357.2 | \$ 402.7 | \$ 115.1 | \$ 0.5 | \$ 875.5 | |
| Intercompany marketing fees and sales | (2.1) | | 4.8 | (2.7) | | |
| Operating costs and expenses: | | | | | | |
| Cost of goods sold | 330.7 | 349.9 | 113.3 | (0.2) | 793.7 | |
| Operating expenses | 25.5 | 34.1 | 0.9 | (2.3) | 58.2 | |
| Segment contribution margin | \$ (1.1) | \$ 18.7 | \$ 5.7 | \$ 0.3 | 23.6 | |
| General and administrative expenses | | | | | | 14.9 |
| Depreciation and amortization | | | | | | 14.4 |
| Loss on sale of assets | | | | | | 0.2 |
| Operating loss | | | | | | \$ (5.9) |
| Total assets | \$ 519.5 | \$ 416.3 | \$ 75.3 | \$ 148.2 | \$ 1,159.3 | |

| | | | | | | | | |
|--|----|------|----|-----|----|----|----|------|
| Capital spending (excluding business combinations) | \$ | 12.8 | \$ | 2.9 | \$ | \$ | \$ | 15.7 |
|--|----|------|----|-----|----|----|----|------|

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| | Three Months Ended September 30, 2009 | | | | | Consolidated |
|---|--|-----------------------------|------------------|--|----|---------------------|
| | Refining | Retail⁽¹⁾ | Marketing | Corporate, Other and Eliminations | | |
| Net sales (excluding intercompany marketing fees and sales) | \$ 366.1 | \$ 382.9 | \$ 86.5 | \$ 0.1 | \$ | 835.6 |
| Intercompany marketing fees and sales | 2.1 | | 3.6 | (5.7) | | |
| Operating costs and expenses: | | | | | | |
| Cost of goods sold | 347.5 | 330.4 | 85.7 | (3.2) | | 760.4 |
| Operating expenses | 24.1 | 35.1 | 0.5 | (2.4) | | 57.3 |
| Insurance proceeds business interruption | (6.0) | | | | | (6.0) |
| Property damage proceeds, net | (5.8) | | | | | (5.8) |
| Segment contribution margin | \$ 8.4 | \$ 17.4 | \$ 3.9 | \$ | | 29.7 |
| General and administrative expenses | | | | | | 15.5 |
| Depreciation and amortization | | | | | | 13.9 |
| Loss on sale of assets | | | | | | 1.9 |
| Operating loss | | | | | | \$ (1.6) |
| Total assets | \$ 554.0 | \$ 434.6 | \$ 67.4 | \$ 210.6 | \$ | 1,266.6 |
| Capital spending (excluding business combinations) | \$ 7.9 | \$ 4.2 | \$ | \$ | \$ | 12.1 |

| | Nine Months Ended September 30, 2010 | | | | | Consolidated |
|---|---|---------------|------------------|--|----|---------------------|
| | Refining | Retail | Marketing | Corporate, Other and Eliminations | | |
| Net sales (excluding intercompany marketing fees and sales) | \$ 1,216.9 | \$ 1,194.1 | \$ 354.5 | \$ 0.6 | \$ | 2,766.1 |
| Intercompany marketing fees and sales | 3.6 | | 15.2 | (18.8) | | |
| Operating costs and expenses: | | | | | | |
| Cost of goods sold | 1,123.4 | 1,048.4 | 349.5 | (11.8) | | 2,509.5 |
| Operating expenses | 73.8 | 101.5 | 2.0 | (7.2) | | 170.1 |
| Insurance proceeds business interruption | (12.8) | | | | | (12.8) |
| Property damage expenses, net | (4.0) | | | | | (4.0) |

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| | | | | | | | | | | |
|--|----|------|----|------|----|------|----|-----|-------|------|
| Segment contribution margin | \$ | 40.1 | \$ | 44.2 | \$ | 18.2 | \$ | 0.8 | 103.3 | |
| General and administrative expenses | | | | | | | | | 45.0 | |
| Depreciation and amortization | | | | | | | | | 44.9 | |
| Loss on sale of assets | | | | | | | | | 0.3 | |
| Operating income | | | | | | | | \$ | 13.1 | |
| Capital spending (excluding business combinations) | \$ | 32.2 | \$ | 8.0 | \$ | | \$ | 0.1 | \$ | 40.3 |

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| | Nine Months Ended September 30, 2009 | | | | | |
|---|---|-----------------------------|------------------|--|---------------------|--|
| | Refining | Retail⁽¹⁾ | Marketing | Corporate, Other and Eliminations | Consolidated | |
| Net sales (excluding intercompany marketing fees and sales) | \$ 528.2 | \$ 1,041.6 | \$ 246.9 | \$ 0.5 | \$ 1,817.2 | |
| Intercompany marketing fees and sales | (5.3) | | 13.0 | (7.7) | | |
| Operating costs and expenses: | | | | | | |
| Cost of goods sold | 465.6 | 903.4 | 242.4 | (3.7) | 1,607.7 | |
| Operating expenses | 60.0 | 103.3 | 0.9 | (4.4) | 159.8 | |
| Insurance proceeds business interruption | (64.1) | | | | (64.1) | |
| Property damage proceeds, net | (24.7) | | | | (24.7) | |
| Segment contribution margin | \$ 86.1 | \$ 34.9 | \$ 16.6 | \$ 0.9 | 138.5 | |
| General and administrative expenses | | | | | 45.8 | |
| Depreciation and amortization | | | | | 36.6 | |
| Loss on sale of assets | | | | | 1.9 | |
| Operating income | | | | | \$ 54.2 | |
| Capital spending (excluding business combinations) | \$ 142.9 | \$ 10.7 | \$ | \$ | \$ 153.6 | |

(1) Retail operating results for the three and nine months ended September 30, 2009 have been restated to reflect the reclassification of the remaining nine Virginia stores to normal operations.

10. Fair Value Measurements

ASC 820 defines fair value, establishes a framework for its measurement and expands disclosures about fair value measurements. We elected to implement this statement with the one-year deferral permitted by ASC 820 for non-financial assets and non-financial liabilities measured at fair value, except those that are recognized or disclosed on a recurring basis (at least annually). The deferral applies to non-financial assets and liabilities measured at fair

value in a business combination; impaired properties, plant and equipment; intangible assets and goodwill; and initial recognition of asset retirement obligations and restructuring costs for which we use fair value. We adopted ASC 820 for non-financial assets and non-financial liabilities measured at fair value effective January 1, 2009. This adoption did not impact our consolidated financial statements.

ASC 820 applies to our interest rate and commodity derivatives that are measured at fair value on a recurring basis. The standard also requires that we assess the impact of nonperformance risk on our derivatives. Nonperformance risk is not considered material at this time.

ASC 820 requires disclosures that categorize assets and liabilities measured at fair value into one of three different levels depending on the observability of the inputs employed in the measurement. Level 1 inputs are quoted prices in active markets for identical assets or liabilities. Level 2 inputs are observable inputs other than quoted prices included within Level 1 for the asset or liability, either directly or indirectly through market-corroborated inputs. Level 3 inputs are unobservable inputs for the asset or liability reflecting our assumptions about pricing by market participants.

We value our available for sale investments using unadjusted closing prices provided by the NYSE as of the balance sheet date, and these would be classified as Level 1 in the fair value hierarchy. OTC commodity swaps, physical commodity purchase and sale contracts and interest rate swaps are generally valued using industry-standard models that consider various assumptions, including quoted forward prices for interest rates, time value, volatility factors and contractual prices for the underlying instruments, as well as other relevant economic measures. The degree to which these inputs are observable in the forward markets determines the classification as Level 2 or 3. Our contracts are valued using quotations provided by brokers based on exchange pricing and/or price index developers such as PLATTS or ARGUS. These are classified as Level 2.

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The fair value hierarchy for our financial assets and liabilities accounted for at fair value on a recurring basis at September 30, 2010 was (in millions):

| | As of September 30, 2010 | | | Total |
|-----------------------|--------------------------|---------|---------|--------|
| | Level 1 | Level 2 | Level 3 | |
| Assets | | | | |
| Commodity derivatives | \$ | \$ 4.2 | \$ | \$ 4.2 |
| Liabilities | | | | |
| Commodity derivatives | | (3.3) | | (3.3) |
| Net assets | \$ | \$ 0.9 | \$ | \$ 0.9 |

The derivative values above are based on analysis of each contract as the fundamental unit of account as required by ASC 820. Derivative assets and liabilities with the same counterparty are not netted, where the legal right of offset exists. This differs from the presentation in the financial statements which reflects our policy under the guidance of ASC 815-10-45, wherein we have elected to offset the fair value amounts recognized for multiple derivative instruments executed with the same counterparty. As of September 30, 2010 and December 31, 2009, respectively, \$0.2 million and \$2.7 million of net derivative positions are included in other current assets on the accompanying consolidated balance sheets. As of September 30, 2010, \$(0.7) million of cash collateral is held by counterparty brokerage firms. These amounts have been netted with the net derivative positions with each counterparty.

11. Derivative Instruments

From time to time, Delek enters into swaps, forwards, futures and option contracts for the following purposes:

To limit the exposure to price fluctuations for physical purchases and sales of crude oil and finished products in the normal course of business; and

To limit the exposure to floating interest rate fluctuations on current borrowings.

We use derivatives to reduce normal operating and market risks with a primary objective in derivative instrument use being the reduction of the impact of market price volatility on our results of operations. The following discussion provides additional details regarding the types of derivative contracts held during the three and nine months ended September 30, 2010 and 2009.

Swaps

In December 2007, in conjunction with providing E-10 products, which contain 90% conventional fuel and 10% ethanol, in our retail markets, we entered into a series of OTC swaps based on the futures price of ethanol as quoted on the Chicago Board of Trade which fixed the purchase price of ethanol for a predetermined number of gallons at future dates from April 2008 through December 2009. We also entered into a series of OTC swaps based on the future price of unleaded gasoline as quoted on the New York Mercantile Exchange (NYMEX) which fixed the sales price of unleaded gasoline for a predetermined number of gallons at future dates from April 2008 through December 2009. There were no gains or losses recognized on these contracts during the three or nine months ended September 30, 2010 or 2009.

In March 2008, we entered into a series of OTC swaps based on the future price of West Texas Intermediate Crude (WTI) as quoted on the NYMEX which fixed the purchase price of WTI for a predetermined number of barrels at future dates from July 2008 through December 2009. We also entered into a series of OTC swaps based on the future price of Ultra Low Sulfur Diesel (ULSD) as quoted on the Gulf Coast ULSD PLATTS which fixed the sales price of ULSD for a predetermined number of gallons at future dates from July 2008 through December 2009.

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In accordance with ASC 815, the WTI and ULSD swaps were designated as cash flow hedges with the change in fair value recorded in other comprehensive income. However, as of November 20, 2008, due to the suspension of operations at the refinery, the cash flow designation was removed because the probability of occurrence of the hedged forecasted transactions for the period of the shutdown became remote. All changes in the fair value of these swaps subsequent to November 20, 2008 have been recognized in the statement of operations. For the three and nine months ended September 30, 2009, we recognized (losses) gains of \$(0.2) million and \$10.0 million, respectively, which are included as an adjustment to cost of goods sold in the condensed consolidated statement of operations as a result of the discontinuation of these cash flow hedges. There were no gains or losses recognized during the three or nine months ended September 30, 2010. There were no unrealized gains or losses remaining in accumulated other comprehensive income as of September 30, 2010 or December 31, 2009. As of September 30, 2010, there were no additional unrealized gains or losses held on the accompanying condensed consolidated balance sheet. As of December 31, 2009, total unrealized gains of \$2.0 million were held as other current assets on the accompanying condensed consolidated balance sheet.

Forward Fuel Contracts

From time to time, Delek enters into forward fuel contracts with major financial institutions that fix the purchase price of finished grade fuel for a predetermined number of units at a future date and have fulfillment terms of less than 90 days. Delek recognized gains (losses) of \$0.1 million and \$(0.1) million, respectively, during the three and nine months ended September 30, 2010 and \$(0.5) million and \$(1.6) million, respectively, during the three and nine months ended September 30, 2009, which are included as an adjustment to cost of goods sold in the accompanying condensed consolidated statements of operations. There were no unrealized gains or losses held on the balance sheet as of September 30, 2010. As December 31, 2009, total unrealized gains of \$0.1 million were held as other current assets on the accompanying condensed consolidated balance sheets.

Futures Contracts

From time to time, Delek enters into futures contracts with major financial institutions that fix the purchase price of crude oil and the sales price of finished grade fuel for a predetermined number of units at a future date and have fulfillment terms of less than 180 days. Delek recognized gains of \$0.8 million and \$5.5 million, respectively, during the three and nine months ended September 30, 2010 and \$0.2 million and \$0.6 million, respectively, during the three and nine months ended September 30, 2009, which are included as an adjustment to cost of goods sold in the accompanying condensed consolidated statements of operations.

From time to time, Delek also enters into futures contracts with fuel supply vendors that secure supply of product to be purchased for use in the normal course of business at our refining and retail segments. These contracts are priced based on an index that is clearly and closely related to the product being purchased, contain no net settlement provisions and typically qualify under the normal purchase exemption from derivative accounting treatment under ASC 815.

Due to the suspension of operations at the refinery in November 2008, Delek was unable to take delivery under the refining contracts covering the period of the refinery shutdown and settled these contracts net with the vendors, even though no net settlement provisions existed. Therefore, Delek discontinued the normal purchase exemption under ASC 815 for the refining contracts covering the periods from January 2009 through April 2009. Delek recognized losses of \$2.0 million relating to the market value of these contracts for the nine months ended September 30, 2009. There were no futures contracts recorded at fair value under ASC 815 during the three or nine months ended September 30, 2010.

Interest Rate Instruments

From time to time, Delek enters into interest rate swap and cap agreements that are intended to economically hedge floating rate debt related to our current borrowings. These interest rate derivative instruments are discussed in conjunction with our long term debt in Note 7.

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12. Commitments and Contingencies

Litigation

In the ordinary conduct of our business, we are from time to time subject to lawsuits, investigations and claims, including, environmental claims and employee related matters. In addition, certain private parties who claim they were adversely affected by the November 20, 2008 explosion and fire at our Tyler refinery have commenced litigation against us. Although we cannot predict with certainty the ultimate resolution of lawsuits, investigations and claims asserted against us, including civil penalties or other enforcement actions, we do not believe that any currently pending legal proceeding or proceedings to which we are a party will have a material adverse effect on our business, financial condition or results of operations.

Self-insurance

Delek is self-insured for employee medical claims up to \$0.1 million per employee per year.

Delek is self-insured for workers' compensation claims up to \$1.0 million on a per accident basis. We self-insure for general liability claims up to \$4.0 million on a per occurrence basis. We self-insure for auto liability up to \$4.0 million on a per accident basis.

We have umbrella liability insurance available to each of our segments in an amount determined reasonable by management.

Environmental Health and Safety

Delek is subject to various federal, state and local environmental laws. These laws raise potential exposure to future claims and lawsuits involving environmental matters which could include soil and water contamination, air pollution, personal injury and property damage allegedly caused by substances which we manufactured, handled, used, released or disposed, or that relate to pre-existing conditions for which we have assumed responsibility. While it is often difficult to quantify future environmental-related expenditures, Delek anticipates that continuing capital investments will be required for the foreseeable future to comply with existing regulations.

The Comprehensive Environmental Response, Compensation and Liability Act (CERCLA), also known as Superfund, imposes liability, without regard to fault or the legality of the original conduct, on certain classes of persons who are considered to be responsible for the release of a hazardous substance into the environment. Analogous state laws impose similar responsibilities and liabilities on responsible parties. In the course of the refinery's ordinary operations, waste is generated, some of which falls within the statutory definition of a hazardous substance and some of which may have been disposed of at sites that may require cleanup under Superfund. At this time, we have not been named as a potentially responsible party at any Superfund sites and under the terms of the refinery purchase agreement, we did not assume any liability for wastes disposed of at third party owned treatment, storage or disposal sites prior to our ownership.

We have recorded a liability of approximately \$4.6 million as of September 30, 2010 primarily related to the probable estimated costs of remediating or otherwise addressing certain environmental issues of a non-capital nature at the Tyler refinery. This liability includes estimated costs for on-going investigation and remediation efforts for known contamination of soil and groundwater which were already being performed by the former owner, as well as estimated costs for additional issues which have been identified subsequent to the purchase. Approximately \$1.4 million of the liability is expected to be expended over the next 12 months with the remaining balance of \$3.2 million expendable by 2022.

In late 2004, the prior refinery owner began discussions with the United States Environmental Protection Agency (EPA) Region 6 and the United States Department of Justice (DOJ) regarding certain Clean Air Act (CAA) requirements at the refinery. Under the agreement by which we purchased the Tyler refinery, we agreed to be responsible for all cost of compliance under the settlement. A consent decree was entered by the Court and became effective on September 23, 2009. The consent decree does not allege any violations by Delek subsequent to the purchase of the refinery and the prior owner was responsible for payment of the assessed penalty. The capital projects required by the consent decree have been completed including a new electrical substation to increase operational reliability and additional sulfur removal capacity to address upsets. In addition, the consent decree requires certain on-going operational changes. We believe any costs resulting from these changes will not have a material adverse effect upon our business, financial condition or operations.

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In October 2007, the Texas Commission on Environmental Quality (TCEQ) approved an Agreed Order that resolved alleged violations of certain air rules that had continued after the Tyler refinery was acquired. The Agreed Order required the refinery to pay a penalty and fund a Supplemental Environmental Project for which we had previously reserved adequate amounts. In addition, the refinery was required to implement certain corrective measures, which the company completed as specified in Agreed Order Docket No. 2006-1433-AIR-E, with one exception that will be completed in 2010.

The EPA has issued final rules for gasoline formulation that will require the reduction of average benzene content by January 1, 2011 and the reduction of maximum annual average benzene content by July 1, 2012. We expect to complete a project to reduce gasoline benzene levels in the fourth quarter 2010. However, it may be necessary for us to purchase credits to comply with these content requirements and there can be no assurance that such credits will be available or that we will be able to purchase available credits at reasonable prices.

The Energy Policy Act of 2005 requires increasing amounts of renewable fuel to be incorporated into the gasoline pool through 2012. Under final rules implementing this Act (the Renewable Fuel Standard), the Tyler refinery is classified as a small refinery exempt from renewable fuel standards through 2010. The Energy Independence and Security Act of 2007 (EISA) increased the amounts of renewable fuel required by the Energy Policy Act of 2005. A rule finalized by EPA to implement EISA (referred to as the Renewable Fuel Standard 2, or RFS 2) requires that we blend increasing amounts of biofuels with our refined products beginning with approximately 7.75% of our combined gasoline and diesel volume in 2011 and escalating to approximately 18% in 2022. The rule could cause decreased crude runs in future years and materially affect profitability unless fuel demand rises at a comparable rate or other outlets are found for the displaced products. Although temporarily exempt from these rules, the Tyler refinery began supplying an E-10 gasoline-ethanol blend in January 2008. Because our exemption from RFS 2 is scheduled to terminate at the end of 2010, we are implementing projects that will allow us to blend increasing amounts of ethanol and biodiesel into our fuels beginning in 2011.

In June 2007, OSHA announced that, under a National Emphasis Program (NEP) addressing workplace hazards at petroleum refineries, it would conduct inspections of process safety management programs at approximately 80 refineries nationwide. OSHA conducted an NEP inspection at our Tyler, Texas refinery between February and August of 2008 and issued citations assessing an aggregate penalty of less than \$0.1 million. We are contesting the NEP citations. Between November 2008 and May 2009, OSHA conducted another inspection at our Tyler refinery as a result of the explosion and fire that occurred there and issued citations assessing an aggregate penalty of approximately \$0.2 million. We are also contesting these citations and do not believe that the outcome of any pending OSHA citations (whether alone or in the aggregate) will have a material adverse effect on our business, financial condition or results of operations.

In addition to OSHA, the Chemical Safety Board (CSB) and the EPA requested information pertaining to the November 2008 incident. The EPA is currently conducting an investigation under Section 114 of the Clean Air Act pertaining to our compliance with the chemical accident prevention standards of the Clean Air Act.

Vendor Commitments

Delek maintains an agreement with a significant vendor that requires the purchase of certain general merchandise exclusively from this vendor over a specified period of time. Additionally, we maintain agreements with certain fuel suppliers which contain terms which generally require the purchase of predetermined quantities of third-party branded fuel for a specified period of time. In certain fuel vendor contracts, penalty provisions exist if minimum quantities are not met.

Letters of Credit

As of September 30, 2010, Delek had in place letters of credit totaling approximately \$122.1 million with various financial institutions securing obligations with respect to its workers' compensation self-insurance programs, crude oil purchases for the refining segment, gasoline and diesel purchases for the marketing segment and fuel for our retail fuel and convenience stores. No amounts were outstanding under these facilities at September 30, 2010.

Table of Contents**13. Related Party Transactions**

At September 30, 2010, Delek Group beneficially owned approximately 73.1% of our outstanding common stock. As a result, Delek Group and its controlling shareholder, Mr. Itshak Sharon (Tshuva), will continue to control the election of our directors, influence our corporate and management policies and determine, without the consent of our other stockholders, the outcome of any corporate transaction or other matter submitted to our stockholders for approval, including potential mergers or acquisitions, asset sales and other significant corporate transactions.

In September 2009, we borrowed \$65 million from Delek Petroleum under the terms of an unsecured term promissory note (the Original Note). We prepaid \$21 million of principal due on the Original Note in July 2010. On September 28, 2010, we executed an amended and restated term promissory note with Delek Petroleum in the principal amount of \$44 million (the Amended Note). The Amended Note extends the maturity of the debt from October 1, 2010 until January 1, 2012 and reduces the rate of interest from 8.50% (net of withholding taxes) to 8.25% (net of withholding taxes). As under the Original Note, we are responsible for the payment of any withholding taxes due on interest payments under the Amended Note and the payment of principal and interest may be accelerated upon the occurrence and continuance of customary events of default. The Original and Amended Notes were approved by our Audit Committee on September 25, 2009 and September 16, 2010, respectively, in accordance with our policies for related party transactions.

On January 12, 2006, we entered into a consulting agreement with Charles H. Green, the father of one of our named executive officers, Frederec Green. Under the terms of the agreement, Charles Green provides assistance and guidance, primarily in the area of electrical reliability, at our Tyler refinery, and is paid \$100 per hour for services rendered. We paid a nominal amount for these services during both the three and nine months ended September 30, 2010 and the three and nine months ended September 30, 2009.

Effective January 1, 2006, Delek entered into a management and consulting agreement with Delek Group, pursuant to which key management personnel of Delek Group provide management and consulting services to Delek, including matters relating to long-term planning, operational issues and financing strategies. The agreement had an initial term of one year and continues thereafter until either party terminates the agreement upon 30 days advance notice. As compensation, the agreement provides for payment to Delek Group of \$125 thousand per calendar quarter payable within 90 days of the end of each quarter and reimbursement for reasonable out-of-pocket costs and expenses incurred.

As of May 1, 2005, Delek entered into a consulting agreement with Greenfeld-Energy Consulting, Ltd., (Greenfeld-Energy) a company owned and controlled by one of Delek's former directors, Zvi Greenfeld. Mr. Greenfeld did not stand for re-election at Delek's 2010 annual meeting of stockholders and, as a result, his tenure on the Board of Directors ended on May 4, 2010. Under the terms of the agreement, Mr. Greenfeld personally provides consulting services relating to the refining industry and Greenfeld-Energy receives monthly consideration and reimbursement of reasonable expenses. From May 2005 through August 2005, Delek paid Greenfeld-Energy approximately seven thousand dollars per month. Since September 2005, Delek has paid Greenfeld-Energy a monthly payment of approximately eight thousand dollars. In April 2006, Delek paid Greenfeld-Energy a bonus of \$70 thousand for services rendered in 2005. Pursuant to the agreement, on May 3, 2006, we granted Mr. Greenfeld options to purchase 130,000 shares of our common stock at \$16.00 per share, our initial public offering price, pursuant to our 2006 Long-Term Incentive Plan. These options vest ratably over five years. The agreement continues in effect until terminated by either party upon six months advance notice to the other party. On May 12, 2010, Delek provided notice to Greenfeld-Energy of termination of the agreement effective November 12, 2010. Because of this termination, all unvested options will be immediately forfeited on November 12, 2010 and all vested and unexercised options will expire in May 2011.

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14. Subsequent Events

Dividend Declaration

On November 2, 2010, our Board of Directors voted to declare a quarterly cash dividend of \$0.0375 per share, payable on December 14, 2010 to shareholders of record on November 18, 2010.

IDB Notes

On October 5, 2010, Delek executed two promissory notes in the principal amounts of \$30 million and \$20 million with IDB (collectively the New IDB Notes). The New IDB Notes terminate promissory notes with IDB in the original principal amounts of \$30 million and \$15 million (collectively the Prior IDB Notes). Approximately \$39 million of principal was outstanding under the Prior IDB Notes at the time of the execution of the New IDB Notes.

Leumi Notes

On November 2, 2010, Delek executed a promissory note in the principal amount of \$50.0 million (New Leumi Note) with Bank Leumi. The New Leumi Note replaces and terminates both the 2006 Leumi Note and 2008 Leumi Note, in the original principal amounts of \$30.0 million and \$20.0 million, respectively (collectively, now defined as the Prior Leumi Notes). Approximately \$42.0 million of principal was outstanding under the Prior Leumi Notes at the time of the execution of the New Leumi Note.

October Activity at the Refinery

In October 2010, a third-party pipeline owner notified us that they were going to suspend crude delivery to our refinery for approximately eight days in order to perform pipeline maintenance.

In response, we accelerated preventive work designed to improve the technical performance of our crude unit and completed a change out of catalyst. Both activities were originally planned for January 2011. Given our ability to run intermediates and existing inventory at the time of the outage, this downtime had a small impact on October product sales.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL POSITION AND RESULTS OF OPERATIONS

Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is management's analysis of our financial performance and of significant trends that may affect our future performance. The MD&A should be read in conjunction with our condensed consolidated financial statements and related notes included elsewhere in this Form 10-Q and in the Form 10-K filed with the SEC on March 12, 2010. Those statements in the MD&A that are not historical in nature should be deemed forward-looking statements that are inherently uncertain.

Forward-Looking Statements

This Form 10-Q contains forward looking statements that reflect our current estimates, expectations and projections about our future results, performance, prospects and opportunities. Forward-looking statements include, among other things, the information concerning our possible future results of operations, business and growth strategies, financing plans, expectations that regulatory developments or other matters will not have a material adverse effect on our business or financial condition, our competitive position and the effects of competition, the projected growth of the industry in which we operate, and the benefits and synergies to be obtained from our completed and any future acquisitions, and statements of management's goals and objectives, and other similar expressions concerning matters that are not historical facts. Words such as may, will, should, could, would, predicts, potential, cont anticipates, future, intends, plans, believes, estimates, appears, projects and similar expressions, as well as in future tense, identify forward-looking statements.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by which, such performance or results will be achieved. Forward-looking information is based on information available at the time and/or management's good faith belief with respect to future events, and is subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the statements. Important factors that could cause such differences include, but are not limited to:

- reliability of our operating assets;
- competition;
- changes in, or the failure to comply with, the extensive government regulations applicable to our industry segments;
- decreases in our refining margins or fuel gross profit as a result of increases in the prices of crude oil, other feedstocks and refined petroleum products;
- our ability to execute our strategy of growth through acquisitions and transactional risks in acquisitions;
- general economic and business conditions, particularly levels of spending relating to travel and tourism or conditions affecting the southeastern United States;
- dependence on one wholesaler for a significant portion of our convenience store merchandise;
- unanticipated increases in cost or scope of, or significant delays in the completion of our capital improvement projects;
- risks and uncertainties with respect to the quantities and costs of refined petroleum products supplied to our pipelines and/or held in our terminals;
- operating hazards, natural disasters, casualty losses and other matters beyond our control;
- increases in our debt levels;

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compliance with, or failure to comply with, restrictive and financial covenants in our various debt agreements;
seasonality;
acts of terrorism aimed at either our facilities or other facilities that could impair our ability to produce or transport refined products or receive feedstocks;
changes in the cost or availability of transportation for feedstocks and refined products;
volatility of derivative instruments;
potential conflicts of interest between our major stockholder and other stockholders; and
other factors discussed under the heading "Management's Discussion and Analysis" and in our other filings with the SEC.

In light of these risks, uncertainties and assumptions, our actual results of operations and execution of our business strategy could differ materially from those expressed in, or implied by, the forward-looking statements, and you should not place undue reliance upon them. In addition, past financial and/or operating performance is not necessarily a reliable indicator of future performance and you should not use our historical performance to anticipate results or future period trends. We can give no assurances that any of the events anticipated by the forward-looking statements will occur or, if any of them do, what impact they will have on our results of operations and financial condition. Forward-looking statements speak only as of the date the statements are made. We assume no obligation to update forward-looking statements to reflect actual results, changes in assumptions or changes in other factors affecting forward-looking information except to the extent required by applicable securities laws. If we do update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect thereto or with respect to other forward-looking statements.

Company Overview

We are a diversified energy business focused on petroleum refining, wholesale sales of refined products and retail marketing. Our business consists of three operating segments: refining, marketing and retail. Our refining segment operates a high conversion, moderate complexity independent refinery in Tyler, Texas, with a design crude distillation capacity of 60,000 barrels per day (bpd), along with an associated light products loading facility. Our marketing segment sells refined products on a wholesale basis in west Texas through company-owned and third-party operated terminals and owns and/or operates crude oil pipelines and associated tank farms in east Texas. Our retail segment markets gasoline, diesel, other refined petroleum products and convenience merchandise through a network of approximately 420 company-operated retail fuel and convenience stores located in Alabama, Arkansas, Georgia, Kentucky, Louisiana, Mississippi, Tennessee and Virginia. Additionally, we own a minority interest in Lion Oil Company, a privately-held Arkansas corporation, which operates a 75,000 bpd moderate complexity crude oil refinery located in El Dorado, Arkansas and other pipeline and product terminals.

Our profitability in the refinery segment is substantially determined by the spread between the price of refined products and the price of crude oil, referred to as the refined product margin. The cost to acquire feedstocks and the price of the refined petroleum products we ultimately sell from our refinery depend on numerous factors beyond our control, including the supply of, and demand for, crude oil, gasoline and other refined petroleum products which, in turn, depend on, among other factors, changes in domestic and foreign economies, weather conditions such as hurricanes or tornadoes, local, domestic and foreign political affairs, global conflict, production levels, the availability of imports, the marketing of competitive fuels and government regulation. Other significant factors that influence our results in the refining segment include the cost of crude, our primary feedstock, the refinery's operating costs, particularly the cost of natural gas used for fuel and the cost of electricity, seasonal factors, refinery utilization rates and planned or unplanned maintenance activities or turnarounds. Moreover, while any changes in the cost of crude oil are reflected in the price of light refined products, the value of heavier products, such as coke, carbon black oil (CBO), and liquefied petroleum gas (LPG) have not moved in parallel with crude cost. This causes additional pressure on our realized margins.

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We compare our per barrel refined product margin to a well established industry metric, the U.S. Gulf Coast 5-3-2 crack spread (Gulf Coast crack spread), which is used as a benchmark for measuring a refinery's product margins by measuring the difference between the price of light products and crude oil. It represents the approximate gross margin resulting from processing one barrel of crude oil into three fifths of a barrel of gasoline and two fifths of a barrel of high sulfur diesel. We calculate the Gulf Coast crack spread using the market value of U.S. Gulf Coast Pipeline 87 Octane Conventional Gasoline and U.S. Gulf Coast Pipeline No. 2 Heating Oil (high sulfur diesel) and the first month futures price of light sweet crude oil on the NYMEX. U.S. Gulf Coast Pipeline 87 Octane Conventional Gasoline and U.S. Gulf Coast Pipeline No. 2 Oil are the prices for which the products trade in the Gulf Coast Region. U.S. Gulf Coast Pipeline 87 Octane Conventional Gasoline is a grade of gasoline commonly marketed as Regular Unleaded at retail locations. U.S. Gulf Coast Pipeline No. 2 Heating Oil is a petroleum distillate that can be used as either a diesel fuel or a fuel oil. Diesel fuel is used in high speed diesel engines that are generally operated under uniform speed and load conditions, such as those in railroad locomotives, trucks and automobiles. Fuel Oil (Heating Oil) is used in atomizing type burners for domestic heating or for moderate capacity commercial/industrial burner units. U.S. Gulf Coast Pipeline No. 2 Heating Oil is the standard by which other distillate products (such as ultra low sulfur diesel) are priced. The Gulf Coast Region is a defined area by the U.S. Department of Energy in which prices for products have historically differed from prices in the other four regional Petroleum Administration for Defense Districts (PADDs), or areas of the country where refined products are produced and sold. The NYMEX is the commodities trading exchange located in New York City where contracts for the future delivery of petroleum products are bought and sold. As we have previously reported, on November 20, 2008, an explosion and fire occurred at the Tyler refinery, which halted our production. The explosion and fire caused damage to both our saturates gas plant and naphtha hydrotreater and resulted in an immediate suspension of our refining operations. The refinery was subject to a gradual, monitored restart in May 2009, culminating in a full resumption of operations on May 18, 2009. For the three and nine months ended September 30, 2010, the refinery was fully operational. For the three and nine months ended September 30, 2009, refinery operations were suspended for the period from January 1, 2009 through May 18, 2009.

Currently we carry, and at the time of the incident we carried, insurance coverage of \$1.0 billion in combined limits to insure against property damage and business interruption. Under these policies, we are subject to a \$5.0 million deductible for property damage insurance and a 45 calendar day waiting period for business interruption insurance. During the nine months ended September 30, 2010, we recognized income from insurance proceeds of \$17.0 million, of which \$12.8 million is included as business interruption proceeds and \$4.2 million is included as property damage. We also recorded expenses during the nine months ended September 30, 2010 of \$0.2 million, resulting in a net gain of \$4.0 million related to property damage proceeds. During the three and nine months ended September 30, 2009, we recognized income from insurance proceeds of \$12.0 million and \$100.2 million, respectively, of which \$6.0 million and \$64.1 million, respectively, is included as business interruption proceeds and \$6.0 million and \$36.1 million, respectively, is included as property damage. We also recorded expenses of \$0.2 million and \$11.4 million, respectively, resulting in a net gain of \$5.8 million and \$24.7 million, respectively, related to property damage proceeds.

Since the incident on November 20, 2008, Delek has received \$141.4 million in proceeds from insurance claims arising from the explosion and fire. The insurance proceeds received in the second quarter of 2010 represent final payments on all outstanding property damage and business interruption insurance claims.

The cost to acquire the refined fuel products we sell to our wholesale customers in our marketing segment and at our convenience stores in our retail segment depends on numerous factors beyond our control, including the supply of, and demand for, crude oil, gasoline and other refined petroleum products which, in turn, depends on, among other factors, changes in domestic and foreign economies, weather conditions, domestic and foreign political affairs, production levels, the availability of imports, the marketing of competitive fuels and government regulation. Our retail merchandise sales are driven by convenience, customer service, competitive pricing and branding. Motor fuel margin is sales less the delivered cost of fuel and motor fuel taxes, measured on a cents per gallon basis. Our motor fuel margins are impacted by local supply, demand, weather, competitor pricing and product brand.

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As part of our overall business strategy, we regularly evaluate opportunities to expand and complement our business and may at any time be discussing or negotiating a transaction that, if consummated, could have a material effect on our business, financial condition, liquidity or results of operations.

Executive Overview

Consolidated operating loss for the third quarter of 2010 was (\$5.9) million, compared to (\$1.6) million in the same period last year. The primary factor in the decrease in operating income was reduced capacity utilization at the Tyler refinery due to maintenance down-time.

We conducted unplanned maintenance on several units at the refinery in the third quarter of 2010. The crude unit at the refinery was offline for approximately 14 days during late July and early August 2010. Our average throughput for the third quarter of 2010 was approximately 47,500 barrels per day, as compared to 55,900 barrels per day in the third quarter of 2009. These lower throughputs resulted in lower sales volume, as measured in average barrels per day, of 46,500 barrels per day in the third quarter of 2010, as compared to 54,300 barrels per day in the third quarter of 2009. While the refinery was offline, we expedited connectivity work associated with the Mobile Source Air Toxics II (MSAT II) project that was previously scheduled for late 2010. The refinery operated at normal rates during the month of September.

Capacity utilization at the Tyler refinery was 75.5% in the third quarter of 2010, compared to 82.6% in the third quarter of 2009. While our capacity utilization was below industry average in the period, the refinery produced approximately 96% light products in both the third quarter of 2010 and 2009. The operating margin, excluding intercompany fees paid to the marketing segment, was \$6.30 per barrel sold in the third quarter of 2010, compared to \$4.37 per barrel sold in the third quarter of 2009. This margin represented 84.6% and 68.5% of the average Gulf Coast crack spread in the third quarter of 2010 and 2009, respectively.

In the retail segment, fuel margins increased 8.9% in the third quarter of 2010, to \$0.196 per gallon, compared to \$0.180 per gallon in the third quarter of 2009, as we were able to sustain retail pricing and manage our product costs, partially because of favorable blending economics associated with our ongoing E-10 (ethanol) blended fuel program. Same-store retail fuel gallons sold and merchandise sales both increased quarter over quarter. Gallons sold increased by 5.2% and merchandise increased by 6.3%. Gains on sales inside our convenience stores occurred in the dairy, grocery, beer and food service categories, partially through private label products, as well as with growth in both the franchised quick-service restaurant (QSR) concepts at some of our stores and our fresh grab-n-go food products. Retail merchandise margin declined 4.0%, from 31.3% in the third quarter of 2009 to 30.1% in the third quarter of 2010. This decline is primarily attributable to our introductory and promotional pricing strategies within the fountain, dairy and soft drink categories. The retail segment continues to execute on the strategic initiatives designed to increase the flow of foot traffic in our stores and expand our core customer demographic through new product offerings. Our marketing segment continued to increase sales volume as it has throughout 2010, as regional demand for distillate products has continued to rebound from 2009 levels. This resulted in contribution margin from the marketing segment of \$5.7 million in the current quarter as compared to \$3.9 million in the 2009 third quarter.

Market Trends

Our results of operations are significantly affected by the cost of commodities. Sudden change in petroleum prices is our primary source of market risk. Our business model is affected more by the volatility of petroleum prices than by the cost of the petroleum that we sell.

We continually experience volatility in the energy markets. Concerns about the U.S. economy and continued uncertainty in several oil-producing regions of the world resulted in volatility in the price of crude oil and product prices in the nine months ended September 30, 2010 and 2009. The average price of crude oil in the nine months ended September 30, 2010 and 2009 was \$77.60 and \$68.00 per barrel, respectively. The U.S. Gulf Coast 5-3-2 crack spread ranged from a high of \$14.26 per barrel to a low of \$4.58 per barrel and averaged \$7.87 per barrel during the nine months ended September 30, 2010 compared to an average of \$6.93 in the nine months ended September 30, 2009. This increase in the metric reflects the gained margin experienced in the industry.

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We also continue to experience high volatility in the wholesale cost of fuel. The U.S. Gulf Coast price for unleaded gasoline ranged from a low of \$1.83 per gallon to a high of \$2.38 per gallon during the nine months ended September 30, 2010 and averaged \$2.04 per gallon in the nine months ended September 30, 2010, which compares to an average of \$1.83 per gallon in the nine months ended September 30, 2009. While retail fuel sales during the third quarter increased from the prior year primarily due to an increase in the retail fuel price per gallon, if this volatility continues and we are unable to fully pass our cost increases on to our customers, our retail fuel margins will decline. Additionally, increases in the retail price of fuel could result in lower demand for fuel and reduced customer traffic inside our convenience stores in our retail segment. This may place downward pressure on in-store merchandise sales and margins. Finally, the higher cost of fuel has resulted in higher credit card fees as a percentage of sales and gross profit. As fuel prices increase, we see increased usage of credit cards by our customers and pay higher interchange costs since credit card fees are paid as a percentage of sales.

The cost of natural gas used for fuel in our Tyler refinery has also shown historic volatility. Our average cost of natural gas increased to \$4.59 per million British Thermal Units (MMBTU) in the nine months ended September 30, 2010 from \$3.35 per million MMBTU in the nine months ended September 30, 2009.

As part of our overall business strategy, management determines, based on the market and other factors, whether to maintain, increase or decrease inventory levels of crude or other intermediate feedstocks based on various factors, including the crude pricing market in the Gulf Coast region, the refined products market in the same region, the relationship between these two markets, our ability to obtain credit with crude vendors, fluctuations in demand for refined products and any other factors which may impact the costs of crude. As of September 30, 2010, inventory levels, which were lower at the end of 2009, rose in tandem with increased capacity utilization related to increased seasonal demand. In April 2009, in preparation for the reinitiating of operations at the refinery, we resumed purchasing activities and began building crude and intermediate inventories to appropriate, on-going operating levels.

Factor Affecting Comparability

The comparability of our results of operations for the nine months ended September 30, 2010 compared to the nine months ended September 30, 2009 is affected by the explosion and fire at the Tyler, Texas refinery on November 20, 2008 shut down operations at the refinery for a significant portion of the nine months ended September 30, 2009. Operations at the Tyler refinery fully resumed on May 18, 2009.

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The following table provides summary financial data for Delek.

| | Three Months Ended | | Nine Months Ended | |
|--|---|------------------|--------------------------|----------------|
| | September 30, | | September 30, | |
| | 2010 | 2009 | 2010 | 2009 |
| | (In millions, except share and per share data) | | | |
| Net sales: | | | | |
| Refining | \$ 355.1 | \$ 368.2 | \$ 1,220.5 | \$ 522.9 |
| Marketing | 119.9 | 90.1 | 369.7 | 259.9 |
| Retail | 402.7 | 382.9 | 1,194.1 | 1,041.6 |
| Other | (2.2) | (5.6) | (18.2) | (7.2) |
| Total | 875.5 | 835.6 | 2,766.1 | 1,817.2 |
| Operating costs and expenses: | | | | |
| Cost of goods sold | 793.7 | 760.4 | 2,509.5 | 1,607.7 |
| Operating expenses | 58.2 | 57.3 | 170.1 | 159.8 |
| Insurance proceeds – business interruption | | (6.0) | (12.8) | (64.1) |
| Property damage proceeds, net | | (5.8) | (4.0) | (24.7) |
| General and administrative expenses | 14.9 | 15.5 | 45.0 | 45.8 |
| Depreciation and amortization | 14.4 | 13.9 | 44.9 | 36.6 |
| Loss on sale of assets | 0.2 | 1.9 | 0.3 | 1.9 |
| Total operating costs and expenses | 881.4 | 837.2 | 2,753.0 | 1,763.0 |
| Operating (loss) income | (5.9) | (1.6) | 13.1 | 54.2 |
| Interest expense | 8.1 | 6.8 | 25.6 | 17.2 |
| Interest income | | | | (0.1) |
| Other (income) expenses, net | | (1.4) | | 0.6 |
| Total non-operating expenses | 8.1 | 5.4 | 25.6 | 17.7 |
| (Loss) income from continuing operations before income tax (benefit) expense | (14.0) | (7.0) | (12.5) | 36.5 |
| Income tax (benefit) expense | (4.1) | (2.2) | (3.5) | 13.1 |
| (Loss) income from continuing operations | (9.9) | (4.8) | (9.0) | 23.4 |
| Loss from discontinued operations, net of tax | | | | (1.6) |
| Net (loss) income | \$ (9.9) | \$ (4.8) | \$ (9.0) | \$ 21.8 |
| Basic (loss) earnings per share: | | | | |
| (Loss) income from continuing operations | \$ (0.18) | \$ (0.09) | \$ (0.17) | \$ 0.44 |
| Loss from discontinued operations | | | | (0.03) |
| Total basic (loss) earnings per share | \$ (0.18) | \$ (0.09) | \$ (0.17) | \$ 0.41 |
| Diluted (loss) earnings per share: | | | | |

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| | | | | | | | | |
|---|----|------------|----|------------|----|------------|----|------------|
| (Loss) income from continuing operations | \$ | (0.18) | \$ | (0.09) | \$ | (0.17) | \$ | 0.43 |
| Loss from discontinued operations | | | | | | | | (0.03) |
| Total diluted (loss) earnings per share | \$ | (0.18) | \$ | (0.09) | \$ | (0.17) | \$ | 0.40 |
| Weighted average common shares outstanding: | | | | | | | | |
| Basic | | 54,385,007 | | 53,700,497 | | 54,220,553 | | 53,690,793 |
| Diluted | | 54,385,007 | | 53,700,497 | | 54,220,553 | | 54,449,404 |

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| | Nine Months Ended September 30, | |
|---|--|-------------|
| | 2010 | 2009 |
| Cash Flow Data: | | |
| Cash flows provided by operating activities | \$ 40.0 | \$ 151.3 |
| Cash flows used in investing activities | (30.1) | (105.1) |
| Cash flows (used in) provided by financing activities | (60.8) | 46.2 |
| Net (decrease) increase in cash and cash equivalents | \$ (50.9) | \$ 92.4 |

| | Three Months Ended September 30, 2010 | | | | | |
|---|--|---------------|------------------|--|---------------------|----------|
| | Refining | Retail | Marketing | Corporate, Other and Eliminations | Consolidated | |
| Net sales (excluding intercompany marketing fees and sales) | \$ 357.2 | \$ 402.7 | \$ 115.1 | \$ 0.5 | \$ 875.5 | |
| Intercompany marketing fees and sales | (2.1) | | 4.8 | (2.7) | | |
| Operating costs and expenses: | | | | | | |
| Cost of goods sold | 330.7 | 349.9 | 113.3 | (0.2) | 793.7 | |
| Operating expenses | 25.5 | 34.1 | 0.9 | (2.3) | 58.2 | |
| Segment contribution margin | \$ (1.1) | \$ 18.7 | \$ 5.7 | \$ 0.3 | 23.6 | |
| General and administrative expenses | | | | | | 14.9 |
| Depreciation and amortization | | | | | | 14.4 |
| Loss on sale of assets | | | | | | 0.2 |
| Operating loss | | | | | | \$ (5.9) |
| Total assets | \$ 519.5 | \$ 416.3 | \$ 75.3 | \$ 148.2 | \$ 1,159.3 | |
| Capital spending (excluding business combinations) | \$ 12.8 | \$ 2.9 | \$ | \$ | \$ 15.7 | |

| | Three Months Ended September 30, 2009 | | | | | |
|---|--|-----------------------------|------------------|--|---------------------|--|
| | Refining | Retail⁽¹⁾ | Marketing | Corporate, Other and Eliminations | Consolidated | |
| Net sales (excluding intercompany marketing fees and sales) | \$ 366.1 | \$ 382.9 | \$ 86.5 | \$ 0.1 | \$ 835.6 | |
| | 2.1 | | 3.6 | (5.7) | | |

| | | | | | | |
|--|----------|----------|---------|----------|----|----------|
| Intercompany marketing fees and sales | | | | | | |
| Operating costs and expenses: | | | | | | |
| Cost of goods sold | 347.5 | 330.4 | 85.7 | (3.2) | | 760.4 |
| Operating expenses | 24.1 | 35.1 | 0.5 | (2.4) | | 57.3 |
| Insurance proceeds – business interruption | (6.0) | | | | | (6.0) |
| Property damage proceeds, net | (5.8) | | | | | (5.8) |
| Segment contribution margin | \$ 8.4 | \$ 17.4 | \$ 3.9 | \$ | | 29.7 |
| General and administrative expenses | | | | | | 15.5 |
| Depreciation and amortization | | | | | | 13.9 |
| Loss on sale of assets | | | | | | 1.9 |
| Operating loss | | | | | | \$ (1.6) |
| Total assets | \$ 554.0 | \$ 434.6 | \$ 67.4 | \$ 210.6 | \$ | 1,266.6 |
| Capital spending (excluding business combinations) | \$ 7.9 | \$ 4.2 | \$ | \$ | \$ | 12.1 |

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| | Nine Months Ended September 30, 2010 | | | | | Consolidated |
|---|---|---------------|------------------|--|--|---------------------|
| | Refining | Retail | Marketing | Corporate, Other and Eliminations | | |
| Net sales (excluding intercompany marketing fees and sales) | \$ 1,216.9 | \$ 1,194.1 | \$ 354.5 | \$ 0.6 | | \$ 2,766.1 |
| Intercompany marketing fees and sales | 3.6 | | 15.2 | (18.8) | | |
| Operating costs and expenses: | | | | | | |
| Cost of goods sold | 1,123.4 | 1,048.4 | 349.5 | (11.8) | | 2,509.5 |
| Operating expenses | 73.8 | 101.5 | 2.0 | (7.2) | | 170.1 |
| Insurance proceeds business interruption | (12.8) | | | | | (12.8) |
| Property damage expenses, net | (4.0) | | | | | (4.0) |
| Segment contribution margin | \$ 40.1 | \$ 44.2 | \$ 18.2 | \$ 0.8 | | 103.3 |
| General and administrative expenses | | | | | | 45.0 |
| Depreciation and amortization | | | | | | 44.9 |
| Loss on sale of assets | | | | | | 0.3 |
| Operating income | | | | | | \$ 13.1 |
| Capital spending (excluding business combinations) | \$ 32.2 | \$ 8.0 | \$ | \$ 0.1 | | \$ 40.3 |

| | Nine Months Ended September 30, 2009 | | | | | Consolidated |
|---|---|-----------------------------|------------------|--|--|---------------------|
| | Refining | Retail⁽¹⁾ | Marketing | Corporate, Other and Eliminations | | |
| Net sales (excluding intercompany marketing fees and sales) | \$ 528.2 | \$ 1,041.6 | \$ 246.9 | \$ 0.5 | | \$ 1,817.2 |
| Intercompany marketing fees and sales | (5.3) | | 13.0 | (7.7) | | |
| Operating costs and expenses: | | | | | | |
| Cost of goods sold | 465.6 | 903.4 | 242.4 | (3.7) | | 1,607.7 |
| Operating expenses | 60.0 | 103.3 | 0.9 | (4.4) | | 159.8 |
| Insurance proceeds business interruption | (64.1) | | | | | (64.1) |
| Property damage proceeds, net | (24.7) | | | | | (24.7) |
| Segment contribution margin | \$ 86.1 | \$ 34.9 | \$ 16.6 | \$ 0.9 | | 138.5 |
| | | | | | | 45.8 |

| | | | | | | | | | |
|--|----|-------|----|------|----|--|----|----|-------|
| General and administrative expenses | | | | | | | | | |
| Depreciation and amortization | | | | | | | | | 36.6 |
| Loss on sale of assets | | | | | | | | | 1.9 |
| Operating income | | | | | | | | \$ | 54.2 |
| Capital spending (excluding business combinations) | \$ | 142.9 | \$ | 10.7 | \$ | | \$ | | 153.6 |

(1) Retail operating results for the three and nine months ended September 30, 2009 have been restated to reflect the reclassification of the remaining nine Virginia stores to normal operations.

Table of Contents**Results of Operations*****Consolidated Results of Operations Comparison of the Three Months Ended September 30, 2010 versus the Three Months Ended September 30, 2009***

For the third quarters of 2010 and 2009, we generated net sales of \$875.5 million and \$835.6 million, respectively, an increase of \$39.9 million or 4.8%. The increase in net sales is primarily due to increased fuel sales prices at the refining, marketing and retail segments, partially offset by a decrease in sales volume at the refining segment, due to the unplanned maintenance performed on several process units that required the crude unit at the refinery to be offline for approximately 14 days during the third quarter of 2010.

Cost of goods sold was \$793.7 million for the 2010 third quarter compared to \$760.4 million for the 2009 third quarter, an increase of \$33.3 million or 4.4%. The increase in cost of goods sold resulted from increased fuel costs at the retail and marketing segments, partially offset by the decrease in throughput at the refining segment due to the maintenance performed in the third quarter of 2010.

Operating expenses were \$58.2 million for the third quarter of 2010 compared to \$57.3 million for the 2009 third quarter, an increase of \$0.9 million or 1.6%. This increase was primarily due to increases in expenses at the refining segment associated with the maintenance performed at the refinery in the third quarter of 2010, partially offset by a decrease in expenses at the retail segment due to the reduction in our retail and convenience store count from the third quarter of 2009 through the third quarter of 2010.

During the third quarter of 2009, we recorded insurance proceeds of \$12.0 million, of which \$6.0 million is included as business interruption proceeds and \$6.0 million is included as property damage. We also recorded expenses of \$0.2 million, resulting in a net gain of \$5.8 million related to property damage proceeds. We did not record insurance proceeds in the third quarter of 2010. The proceeds received in the second quarter of 2010 represented final payments on all outstanding property damage and business interruption insurance claims resulting from the Tyler refinery explosion in November 2008.

General and administrative expenses were \$14.9 million for the third quarter of 2010 compared to \$15.5 million for the 2009 third quarter, a decrease of \$0.6 million, or 3.9%. During the third quarter of 2009, a reimbursement fee was paid to a customer due to an inability to supply a contracted volume of product during our 2009 outage at the refinery, which was resolved in the third quarter of 2009; no such fee was paid in the third quarter of 2010. We do not allocate general and administrative expenses to our operating segments.

Depreciation and amortization was \$14.4 million for the 2010 third quarter compared to \$13.9 million for the 2009 third quarter, an increase of \$0.5 million, or 3.6%. This increase was primarily due to several small projects placed into service at the refinery during the nine months ended September 30, 2010 and the early retirement of certain equipment at the refinery in the third quarter of 2010. These increases were partially offset by lower depreciation expense related to the reduction in our retail and convenience store count from the third quarter of 2009 through the third quarter of 2010.

Loss on sale of assets for the third quarter of 2010 was \$0.2 million and related to the sale of one company-operated retail and convenience store by the retail segment in the third quarter of 2010. Loss on sale of assets for the third quarter of 2009 was \$1.9 million and related to the sale of 16 company-operated retail and convenience stores by the retail segment in the third quarter of 2009.

Interest expense was \$8.1 million in the 2010 third quarter compared to \$6.8 million for the 2009 third quarter, an increase of \$1.3 million. The increase is attributable to a number of factors, including higher interest rates under several of our credit facilities which have been refinanced or amended over the last eighteen months, partially offset by a decrease in amortization of deferred financing charges during the third quarter of 2010 as compared to the same period in 2009.

In the third quarter of 2009, we sold our available for sale investment in the common stock in Bank of America. This sale resulted in a gain of \$1.4 million during the third quarter of 2009, which was reflected in other expenses. There were no other expenses or income for the third quarter of 2010.

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Income tax benefit was \$4.1 million for the third quarter of 2010, compared to \$2.2 million for the third quarter of 2009, an increase of \$1.9 million. Our effective tax rate was 29.3% for the third quarter of 2010, compared to 31.4% for the third quarter of 2009. Our effective tax rate decreased in 2010 primarily due to the actualization of our 2009 provision based on the 2009 tax return, performed in the third quarter of 2010.

Consolidated Results of Operations Comparison of the Nine Months Ended September 30, 2010 versus the Nine Months Ended September 30, 2009

For the nine months ended September 30, 2010 and 2009, we generated net sales of \$2,766.1 million and \$1,817.2 million, respectively, an increase of \$948.9 million or 52.2%. The increase in net sales is primarily due to the full resumption of our operations at the refinery on May 18, 2009 after the November 20, 2008 explosion and fire, which ceased refinery operations until May 2009, as well as increased fuel sales prices at the retail and marketing segments. These increases were partially offset by a decrease in production at the refining segment due to unplanned maintenance performed in the third quarter of 2010, which resulted in the crude unit at the refinery being offline for approximately 14 days.

Cost of goods sold was \$2,509.5 million for the nine months ended September 30, 2010 compared to \$1,607.7 million for the same period of 2009, an increase of \$901.8 million or 56.1%. The increase in cost of goods sold resulted from the resumption of our operations at the refinery and increased fuel costs at the refining, retail and marketing segments. These increases were partially offset by a decrease in throughput due to the offline maintenance performed at the refinery in the third quarter of 2010.

Operating expenses were \$170.1 million for the nine months ended September 30, 2010 compared to \$159.8 million for the same period of 2009, an increase of \$10.3 million or 6.4%. This increase was primarily due to the resumption of our operations at the refinery and an increase in expenses related to the maintenance performed at the refinery in the third quarter of 2010, partially offset by a decrease in expenses at the retail segment due to the reduction in our retail and convenience store count from the third quarter of 2009 through the third quarter of 2010.

During the nine months ended September 30, 2010, we recognized income from insurance proceeds of \$17.0 million, of which \$12.8 million is included as business interruption proceeds and \$4.2 million is included as property damage. We incurred \$0.2 million of property damage expenses, resulting in a net gain of \$4.0 million related to property damage proceeds. During the nine months ended September 30, 2009, we recorded insurance proceeds of \$100.2 million, of which \$64.1 million is included as business interruption proceeds and \$36.1 million is included as property damage. We also recorded expenses of \$11.4 million, resulting in a net gain of \$24.7 million related to property damage proceeds.

General and administrative expenses were \$45.0 million for the nine months ended September 30, 2010 compared to \$45.8 million for the same period of 2009, a decrease of \$0.8 million. The decrease in general and administrative expenses is primarily due to costs related to potential acquisitions incurred during the nine months ended September 30, 2009. This decrease was partially offset by an increase in professional fees associated with regulatory filings during the nine months ended September 30, 2010.

Depreciation and amortization was \$44.9 million for the nine months ended September 30, 2010 compared to \$36.6 million for the same period of 2009, an increase of \$8.3 million, or 22.7%. This increase was primarily due to several projects that were placed in service at the refinery in 2009, including the saturates gas plant rebuild, the 2009 turnaround activities and certain crude optimization projects.

Loss on sale of assets for the nine months ended September 30, 2010 was \$0.3 million and related to the sale of eight company-operated retail and convenience stores and one dealer location by the retail segment in the nine months ended September 30, 2010. Loss on sale of assets for the nine months ended September 30, 2009 was \$1.9 million and related to the sale of 16 company-operated retail and convenience stores by the retail segment in the third quarter of 2009.

Interest expense was \$25.6 million in the nine months ended September 30, 2010 compared to \$17.2 million for the same period of 2009, an increase of \$8.4 million. The increase is attributable to a number of factors, including higher interest rates under several of our credit facilities which have been refinanced or amended over the last eighteen months and the greater use of our refining segment's ABL credit facility to issue letters of credit for crude oil purchases compared to the nine months ended September 30, 2009 when the refinery was not operating for a

significant portion of the period. We also did not have any significant refinery projects in process during the nine months ended September 30, 2010, so little capitalization of interest expense occurred, whereas we had a significant capitalization of interest expense last year in the same period. Interest income was nominal in the nine months ended September 30, 2010 and \$0.1 million in the same period of 2009. This decrease was primarily due to lower cash balances and lower investment returns.

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Other expenses, net were \$0.6 million in the nine months ended September 30, 2009. In the second quarter of 2009, we exchanged our auction rate securities investment for shares of common stock in Bank of America to be held as available for sale securities. This conversion resulted in a loss of \$2.0 million. In the third quarter of 2009, we sold the common stock of Bank of America. This sale resulted in a gain of \$1.4 million, which partially offset the loss recognized on conversion. There were no other expenses or income for the nine months ended September 30, 2010.

Income tax (benefit) expense was \$(3.5) million for the nine months ended September 30, 2010, compared to \$13.1 million for the same period of 2009, a decrease of \$16.6 million. Our effective tax rate was 28.0% for the nine months ended September 30, 2010, compared to 35.9% for the same period of 2009. Our effective tax rate decreased in the nine months ended September 30, 2010 primarily due to the actualization of our 2009 provision based on the 2009 tax return performed in the third quarter of 2010, fewer tax credits than in the same period of 2009, and because discontinued operations are calculated separately and reported as an after-tax amount in the nine months ended September 30, 2009.

Operating Segments

We review operating results in three reportable segments: refining, marketing and retail.

Refining Segment

The table below sets forth certain information concerning our refining segment operations:

| | Three Months Ended | | Nine Months Ended | |
|--|---------------------------|-------------|--------------------------|---------------------------|
| | September 30, | | September 30, | |
| | 2010 | 2009 | 2010 | 2009⁽¹⁾ |
| Days operated in period | 92 | 92 | 273 | 136 |
| Total sales volume (average barrels per day) ⁽²⁾ | 46,500 | 54,266 | 53,008 | 55,758 |
| Products manufactured (average barrels per day): | | | | |
| Gasoline | 24,953 | 29,735 | 29,618 | 28,653 |
| Diesel/Jet | 17,837 | 19,581 | 19,617 | 20,168 |
| Petrochemicals, LPG, NGLs | 1,280 | 2,600 | 1,598 | 2,666 |
| Other | 1,861 | 2,176 | 1,911 | 2,286 |
| Total production | 45,931 | 54,092 | 52,744 | 53,773 |
| Throughput (average barrels per day): | | | | |
| Crude oil | 45,310 | 49,530 | 50,447 | 51,555 |
| Other feedstocks | 2,142 | 6,388 | 3,491 | 4,322 |
| Total throughput | 47,452 | 55,918 | 53,938 | 55,877 |
| Per barrel of sales ⁽³⁾ : | | | | |
| Refining operating margin ⁽⁴⁾ | \$ 5.70 | \$ 4.15 | \$ 6.71 | \$ 7.87 |
| Refining operating margin excluding intercompany marketing service fees ⁽⁵⁾ | \$ 6.30 | \$ 4.37 | \$ 7.27 | \$ 9.03 |
| Direct operating expenses ⁽⁶⁾ | \$ 5.96 | \$ 4.82 | \$ 5.10 | \$ 7.69 |
| Pricing statistics (average for the period presented): | | | | |
| WTI Cushing crude oil (per barrel) | \$ 76.09 | \$ 68.24 | \$ 77.60 | \$ 68.00 |
| US Gulf Coast 5-3-2 crack spread (per barrel) | \$ 7.45 | \$ 6.38 | \$ 7.87 | \$ 6.93 |
| US Gulf Coast Unleaded Gasoline (per gallon) | \$ 1.98 | \$ 1.81 | \$ 2.04 | \$ 1.83 |
| Ultra low sulfur diesel (per gallon) | \$ 2.09 | \$ 1.79 | \$ 2.09 | \$ 1.77 |
| Natural gas (per MMBTU) | \$ 4.31 | \$ 3.15 | \$ 4.59 | \$ 3.35 |

- (1) The refinery did not operate during the period from November 21, 2008 until May 2009 due to the November 20, 2008 explosion and fire. The refinery resumed full operations on May 18, 2009. Sales volumes also include minimal sales of intermediate products made prior to the restart of the refinery.

- (2) Sales volume includes 64 and 479 barrels per day, respectively, sold to the marketing segment during the three and nine months ended September 30, 2010 and 151 during both the three and nine months ended September 30, 2009.

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- (3) Per barrel of sales information is calculated by dividing the applicable income statement line item (operating margin or operating expenses) divided by the total barrels sold during the period.
- (4) Operating margin is defined as refining segment net sales less cost of goods sold.
- (5) Operating margin excluding intercompany marketing fees is defined as refining segment net sales less cost of goods sold, adjusted to exclude the fees paid to the marketing segment of \$2.6 million and \$8.1 million, respectively, during the three and nine months ended September 30, 2010.

- (6) Direct operating expenses are defined as operating expenses attributed to the refining segment.

Comparison of the Three Months Ended September 30, 2010 versus the Three Months Ended September 30, 2009

Net sales for the refining segment were \$355.1 million for the third quarter of 2010 compared to \$368.2 million for the third quarter of 2009, a decrease of \$13.1 million. The decrease is due to unplanned maintenance performed in the third quarter of 2010 on several process units at the refinery, which resulted in the crude unit at the refinery being offline for approximately 14 days, partially offset by an increase in the average sales price per barrel. The average sales price during the third quarter of 2010 was \$83.01 per barrel sold, an increase of \$9.26 per barrel from \$73.75 per barrel sold in the third quarter of 2009.

Cost of goods sold for the third quarter of 2010 was \$330.7 million compared to \$347.5 million for the third quarter of 2009, a decrease of \$16.8 million. This decrease is primarily due to a decrease in throughput attributed to the maintenance performed at the refinery in the third quarter of 2010, partially offset by a \$7.85 per barrel increase in the average price of crude oil, to \$76.09 per barrel sold in the 2010 third quarter from \$68.24 per barrel sold in the 2009 third quarter.

Our refining segment has a service agreement with our marketing segment, which, among other things, requires the refining segment to pay service fees based on the number of gallons sold at the Tyler refinery and to share with the marketing segment a portion of the marketing margin achieved in return for providing marketing, sales and customer services. This fee was \$2.6 million during the third quarter of 2010 as compared to \$1.2 million in the same period of 2009. These service fees were based on the number of gallons sold and a shared portion of the margin achieved in return for providing sales and customer support services. We eliminate this intercompany fee in consolidation.

During the third quarter of 2009, we recorded insurance proceeds of \$12.0 million related to the fourth quarter 2008 incident at the refinery, of which \$6.0 million is included as business interruption proceeds and \$6.0 million is included as property damage. We also recorded expenses of \$0.2 million, resulting in a net gain of \$5.8 million related to property damage proceeds. We did not record insurance proceeds in the third quarter of 2010. The proceeds received in the second quarter of 2010 represented final payments on all outstanding property damage and business interruption insurance claims.

Operating expenses were \$25.5 million for the 2010 third quarter compared to \$24.1 million for the 2009 third quarter, an increase of \$1.4 million, or 5.8%. The increase in operating expenses is primarily due to the increase in equipment rental, labor, maintenance and contractor expenses associated with the maintenance performed on several process units at the refinery in the third quarter of 2010. This increase was partially offset by a write-off of an environmental liability originally assumed with the purchase of the refinery in 2005.

Contribution margin for the refining segment in the 2010 third quarter was \$(1.1) million, or (4.7)% of our consolidated contribution margin.

Table of Contents***Comparison of the Nine Months Ended September 30, 2010 versus the Nine Months Ended September 30, 2009***

Net sales for the refining segment were \$1,220.5 million for the nine months ended September 30, 2010 compared to \$522.9 million for the same period in 2009, an increase of \$697.6 million. The increase is due to the resumption of operations at the refinery on May 18, 2009 after the November 20, 2008 explosion and fire and an increase in the average sales price per barrel, to \$84.34 per barrel during the nine months ended September 30, 2010 as compared to \$68.96 per barrel for the same period in 2009, an increase of \$15.38 per barrel sold. These increases were partially offset by a decrease in production due to unplanned maintenance performed in the third quarter of 2010 on several process units at the refinery, which resulted in the crude unit at the refinery being offline for approximately 14 days.

Cost of goods sold for the nine months ended September 30, 2010 was \$1,123.4 million compared to \$465.6 million for the comparable 2009 period, an increase of \$657.8 million. This increase is a result of the resumption of operations at the refinery and an increase in the average cost of crude oil. The average cost increased \$9.60 per barrel sold, to \$77.60 per barrel sold in the nine months ended September 30, 2010 from \$68.00 per barrel sold in the nine months ended September 30, 2009. These increases were partially offset by a decrease in throughput due to the maintenance performed at the refinery in the third quarter of 2010.

Our refining segment has a service agreement with our marketing segment which, among other things, requires the refining segment to pay service fees based on the number of gallons sold at the Tyler refinery and to share with the marketing segment a portion of the marketing margin achieved in return for providing marketing, sales and customer services. This fee was \$8.1 million during the nine months ended September 30, 2010 as compared to \$8.6 million in the same period of 2009. These service fees are based on the number of gallons sold and a shared portion of the margin achieved in return for providing sales and customer support services. We eliminate this intercompany fee in consolidation.

During the nine months ended September 30, 2010, we recognized income from insurance proceeds of \$17.0 million, of which \$12.8 million is included as business interruption proceeds and \$4.2 million is included as property damage. We incurred \$0.2 million of property damage expenses, resulting in a net gain of \$4.0 million related to property damage proceeds. During the nine months ended September 30, 2009, we recorded insurance proceeds of \$100.2 million, of which \$64.1 million is included as business interruption proceeds and \$36.1 million is included as property damage. We also recorded expenses of \$11.4 million, resulting in a net gain of \$24.7 million related to property damage proceeds.

Operating expenses were \$73.8 million for the nine months ended September 30, 2010, compared to \$60.0 million for the same period in 2009, an increase of \$13.8 million, or 23.0%. This increase in operating expense was primarily due to the resumption of operations at the refinery and an increase in equipment rental, labor, maintenance and contractor expenses associated with the maintenance performed on several process units at the refinery in the third quarter of 2010. These increases were partially offset by a write-off of an environmental liability originally assumed with the purchase of the refinery in 2005.

Contribution margin for the refining segment in the nine months ended September 30, 2010 was \$40.1 million, or 38.8% of our consolidated contribution margin.

Marketing Segment

The table below sets forth certain information concerning our marketing segment operations:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|---|-------------|--|-------------|
| | 2010 | 2009 | 2010 | 2009 |
| Days operated in period | 92 | 92 | 273 | 273 |
| Products sold (average barrels per day): | | | | |
| Gasoline | 6,685 | 6,423 | 6,712 | 6,848 |
| Diesel/Jet | 7,379 | 5,434 | 7,594 | 6,251 |
| Other | 50 | 40 | 48 | 52 |
| Total sales | 14,114 | 11,897 | 14,354 | 13,151 |

Table of Contents***Comparison of the Three Months Ended September 30, 2010 versus the Three Months Ended September 30, 2009***

Net sales for the marketing segment were \$119.9 million in the third quarter of 2010 compared to \$90.1 million for the third quarter of 2009. Total sales volume averaged 14,114 barrels per day in the 2010 third quarter compared to 11,897 in the 2009 third quarter. The average sales price per gallon of gasoline increased \$0.17 per gallon in the third quarter of 2010, to \$2.06 per gallon from \$1.89 in the third quarter of 2009. The average sales price of diesel also increased to \$2.17 per gallon in the third quarter of 2010 compared to \$1.87 per gallon in the third quarter of 2009. Net sales included \$2.6 million and \$1.2 million of net service fees paid by our refining segment to our marketing segment for the 2010 and 2009 third quarters, respectively. These service fees were based on the number of gallons sold and a shared portion of the margin achieved in return for providing sales and customer support services. Additionally, net sales include crude transportation and storage fees paid by our refining segment to our marketing segment, relating to the utilization of certain crude pipeline assets. These fees were \$2.3 million and \$2.4 million, respectively, during the three months ended September 30, 2010 and 2009.

Cost of goods sold was \$113.3 million in the third quarter of 2010 approximating a cost per barrel sold of \$87.30. This compares to cost of goods sold of \$85.7 million for the third quarter of 2009, approximating a cost per barrel sold of \$78.28. This cost per barrel resulted in an average gross margin of \$5.02 per barrel in the 2010 third quarter compared to \$4.02 per barrel in the 2009 third quarter. Additionally, we recognized gains (losses) during the 2010 and 2009 third quarters of \$0.1 million and \$(0.5) million, respectively, associated with settlement of nomination differences under long-term purchase contracts.

Operating expenses in the marketing segment were approximately \$0.9 million and \$0.5 million, respectively, for the third quarters of 2010 and 2009. Operating expenses increased due to the intercompany sale of certain pipeline assets from our refining segment to our marketing segment on March 31, 2009. Operating expenses associated with these assets amounted to \$0.5 million during the three months ended September 30, 2010.

Contribution margin for the marketing segment in the 2010 third quarter was \$5.7 million, or 24.2% of our consolidated segment contribution margin.

Comparison of the Nine Months Ended September 30, 2010 versus the Nine Months Ended September 30, 2009

Net sales for the marketing segment were \$369.7 million in the nine months ended September 30, 2010 compared to \$259.9 million for the same period in 2009. Total sales volume averaged 14,354 barrels per day in the nine months ended September 30, 2010 compared to 13,151 in the same period of 2009. The average sales price per gallon of gasoline increased \$0.47 per gallon in the nine months ended September 30, 2010, to \$2.12 per gallon from \$1.65 in the nine months ended September 30, 2009. The average price of diesel also increased to \$2.19 per gallon in the nine months ended September 30, 2010 compared to \$1.63 per gallon in the nine months ended September 30, 2009. Net sales included \$8.1 million and \$8.6 million of net service fees paid by our refining segment to our marketing segment for the nine months ended September 30, 2010 and 2009, respectively. These service fees were based on the number of gallons sold and a shared portion of the margin achieved in return for providing sales and customer support services. Additionally, net sales include crude transportation and storage fees paid by our refining segment to our marketing segment, relating to the utilization of certain crude pipeline assets. These fees were \$7.1 million and \$4.4 million, respectively, during the nine months ended September 30, 2010 and 2009.

Cost of goods sold was \$349.5 million in the nine months ended September 30, 2010 approximating a cost per barrel sold of \$89.18. This compares to cost of goods sold of \$242.4 million for the nine months ended September 30, 2009, approximating a cost per barrel sold of \$67.52. This cost per barrel resulted in an average gross margin of \$5.15 per barrel in the nine months ended September 30, 2010, compared to \$4.88 per barrel in the same period of 2009. Additionally, we recognized losses during the nine months ended September 30, 2010 and 2009 of \$0.1 million and \$1.6 million, respectively, associated with settlement of nomination differences under long-term purchase contracts.

Operating expenses in the marketing segment were approximately \$2.0 million and \$0.9 million, respectively, for the nine months ended September 30, 2010 and 2009. This increase was due to the intercompany sale of certain pipeline assets from our refining segment to our marketing segment on March 31, 2009. Operating expenses associated with these assets amounted to \$1.5 million during the nine months ended September 30, 2010. However, this increase was offset by a \$0.6 million write-off of environmental liabilities associated with tank cleaning, which were originally assumed when we purchased the west Texas terminal assets in 2006.

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Contribution margin for the marketing segment in the 2010 third quarter was \$18.2 million, or 17.6% of our consolidated segment contribution margin.

Retail Segment

The table below sets forth certain information concerning our retail segment continuing operations:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|-------------------------------------|---------------------|------------------------------------|---------------------|
| | 2010 | 2009 ⁽¹⁾ | 2010 | 2009 ⁽¹⁾ |
| Number of stores (end of period) | 420 | 452 | 420 | 452 |
| Average number of stores | 423 | 464 | 431 | 465 |
| Retail fuel sales (thousands of gallons) | 108,212 | 108,397 | 320,326 | 325,460 |
| Average retail gallons per average number of stores (in thousands) | 256 | 234 | 742 | 700 |
| Retail fuel margin (\$ per gallon) | \$ 0.196 | \$ 0.180 | \$ 0.171 | \$ 0.139 |
| Merchandise sales (in thousands) | \$ 103,212 | \$ 102,443 | \$ 291,372 | \$ 292,578 |
| Merchandise margin % | 30.1% | 31.3% | 30.7% | 31.2% |
| Credit expense (% of gross margin) | 8.7% | 8.0% | 9.2% | 8.2% |
| Merchandise and cash over/short (% of net sales) | 0.2% | 0.2% | 0.2% | 0.2% |
| Operating expense/merchandise sales plus total gallons | 15.6% | 16.1% | 16.0% | 16.1% |

(1) Retail operating results for the three and nine months ended September 30, 2009 have been restated to reflect the reclassification of the remaining nine Virginia stores to normal operations.

Comparison of the Three Months Ended September 30, 2010 versus the Three Months Ended September 30, 2009

Net sales for our retail segment in the third quarter of 2010 increased 5.2% to \$402.7 million from \$382.9 million in the third quarter of 2009. This increase was primarily due to an increase in the retail fuel price per gallon of 7.4% to an average price of \$2.60 per gallon in the third quarter of 2010 from an average price of \$2.42 per gallon in the third quarter of 2009.

Retail fuel sales were 108.2 million gallons for the 2010 third quarter, compared to 108.4 million gallons for the 2009 third quarter. This decrease was primarily due to the sale of stores since the second quarter of 2009. Comparable store gallons increased 5.2% between the third quarter of 2010 and the third quarter of 2009. Total fuel sales, including wholesale, increased 6.8% to \$299.5 million in the third quarter of 2010. The increase was primarily due to the increase in the average price per gallon sold and was partially offset by the decrease in total gallons sold, as noted above.

Merchandise sales increased 0.8% to \$103.2 million in the third quarter of 2010 compared to the third quarter of 2009. The increase in merchandise sales was primarily due to the increase in same store merchandise sales of 6.3%,

primarily in the dairy, snacks, beer, food and general merchandise categories and was partially offset by the decrease in the number of stores operated during the third quarter of 2010 as compared to the same period in 2009.

Cost of goods sold for our retail segment increased 5.9% to \$349.9 million in the third quarter of 2010. This increase was primarily due to the increase in the average cost per gallon of 7.1%, or an average cost of \$2.40 per gallon in the third quarter of 2010 when compared to an average cost of \$2.24 per gallon in the third quarter of 2009.

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Operating expenses were \$34.1 million in the 2010 third quarter, a decrease of \$1.0 million, or 2.8%. This decrease was due primarily to a reduction in the average store count, from 464 during the three months ended September 30, 2009 to 423 for the same period in 2010. However, on a same-store basis, operating expenses increased by \$1.3 million, or 4.0%, primarily due to increases in salaries, maintenance and credit expense. These increases were partially offset by same-store decreases in advertising expense and property taxes.

Contribution margin for the retail segment in the 2010 third quarter was \$18.7 million, or 79.2% of our consolidated contribution margin.

Comparison of the Nine Months Ended September 30, 2010 versus the Nine Months Ended September 30, 2009

Net sales for our retail segment in the nine months ended September 30, 2010 increased 14.6% to \$1,194.1 million from \$1,041.6 million in the same period of 2009. This increase was primarily due to an increase in the retail fuel price per gallon of 23.2% to an average price of \$2.65 per gallon in the nine months ended September 30, 2010 from an average price of \$2.15 per gallon in same period of 2009.

Retail fuel sales were 320.3 million gallons for the nine months ended September 30, 2010, compared to 325.5 million gallons for the nine months ended September 30, 2009. This decrease was primarily due to the sale of stores since the second quarter of 2009. Comparable store gallons increased 2.8% between the nine months ended September 30, 2010 and the nine months ended September 30, 2009. Total fuel sales, including wholesale, increased 20.5% to \$902.7 million in the nine months ended September 30, 2010. The increase was primarily due to the increase in the average price per gallon sold, partially offset by the decrease in total gallons sold, as noted above.

Merchandise sales decreased 0.4% to \$291.4 million in the nine months ended September 30, 2010 compared to the same period of 2009. The decrease in merchandise sales was primarily due to the decrease in the number of stores operated during the nine months ended September 30, 2010 as compared to the same period in 2009. Same store merchandise sales increased 4.2%, primarily in the cigarette, beer, dairy, snack, food and general merchandise categories.

Cost of goods sold for our retail segment increased 16.1% to \$1,048.4 million in the nine months ended September 30, 2010. This increase was primarily due to the increase in the average cost per gallon of 23.4%, or an average cost of \$2.48 per gallon in the nine months ended September 30, 2010 when compared to an average cost of \$2.02 per gallon in the same period of 2009.

Operating expenses were \$101.5 million in the nine months ended September 30, 2010, a decrease of \$1.8 million, or 1.7%. This decrease was due primarily to a reduction in the average store count, from 465 during the nine months ended September 30, 2009 to 431 during the same period of 2010. However, on a same-store basis, operating expenses increased by \$3.7 million, or 3.9%, primarily due to increases in salaries and credit expense. These increases were partially offset by same-store decreases in insurance and property taxes.

Contribution margin for the retail segment in the nine months ended September 30, 2010 was \$44.2 million, or 42.8% of our consolidated contribution margin.

Liquidity and Capital Resources

Our primary sources of liquidity are cash generated from our operating activities, borrowings under our revolving credit facilities and, due to the refinery incident in the fourth quarter of 2008, business interruption and property damage insurance proceeds covering the period of downtime experienced by the refinery and necessary capital expenditures to repair and replace assets damaged in the incident. We believe that our cash flows from operations, and borrowings under or refinancing of our current credit facilities will be sufficient to satisfy the anticipated cash requirements associated with our existing operations for at least the next 12 months.

Additional capital may be required in order to consummate significant acquisitions. We would likely seek these additional funds from a variety of sources, including public or private debt and stock offerings, our majority stockholder, Delek Group, and borrowings under credit lines or other sources. There can be no assurance that we will be able to identify or consummate significant acquisitions or to raise additional funds on favorable terms or at all.

Table of Contents***Cash Flows***

The following table sets forth a summary of our consolidated cash flows for the nine months ended September 30, 2010 and 2009 (in millions):

| | Nine Months Ended September 30, | |
|---|--|-------------|
| | 2010 | 2009 |
| Cash Flow Data: | | |
| Cash flows provided by operating activities | \$ 40.0 | \$ 151.3 |
| Cash flows used in investing activities | (30.1) | (105.1) |
| Cash flows (used in) provided by financing activities | (60.8) | 46.2 |
| Net (decrease) increase in cash and cash equivalents | \$ (50.9) | \$ 92.4 |

Cash Flows from Operating Activities

Net cash provided by operating activities was \$40.0 million for the nine months ended September 30, 2010 compared to \$151.3 million for the same period of 2009. The decrease in cash flows provided by operating activities was primarily due to a large increase in accounts payable during the nine months ended September 30, 2009 attributable to the restart of the refinery, a decrease in deferred income taxes and a \$30.8 million decrease in net income in the nine months ended September 30, 2010 versus the same period of 2009. These changes were partially offset by a \$24.9 million decrease in inventory and other current assets in the nine months ended September 30, 2010, which was driven by the receipt of a \$39.6 million federal income tax refund in April 2010 that was receivable as of December 31, 2009 and an increase in depreciation and amortization expense in the nine months ended September 30, 2010 as compared to the nine months ended September 30, 2009.

Cash Flows from Investing Activities

Net cash used in investing activities was \$30.1 million for the nine months ended September 30, 2010 compared to \$105.1 million in the same period of 2009. This decrease is primarily due to a \$113.3 million decrease in capital spending in the nine months ended September 30, 2010 as compared to the nine months ended September 30, 2009. The decrease was partially offset by a decrease in the property damage insurance proceeds received from the November 20, 2008 explosion and fire at the refinery, with \$4.2 million and \$36.1 million received in the nine months ended September 30, 2010 and 2009, respectively.

Cash used in investing activities includes our capital expenditures during the current period of approximately \$40.3 million, of which \$32.2 million was spent on projects in the refining segment, \$8.0 million was spent in the retail segment and \$0.1 million was spent at the holding company level. During the nine months ended September 30, 2009, we spent \$153.6 million, of which \$142.9 million was spent on projects at our refinery, including the rebuild of the saturates gas plant damaged in the explosion and fire in the fourth quarter of 2008, and \$10.7 million in our retail segment.

Cash Flows from Financing Activities

Net cash used in financing activities was \$60.8 million in the nine months ended September 30, 2010, compared to cash provided of \$46.2 million in the same period of 2009. The increase in cash used in financing activities in the nine months ended September 30, 2010 primarily consisted of net proceeds from long-term revolvers of \$4.8 million in the nine months ended September 30, 2010, compared to net proceeds of \$54.3 million in the same period of 2009. Further contributing to the increase was the repayment of \$47.7 million in debt and capital lease obligations during the nine months ended September 30, 2010, compared to net borrowings from debt instruments of \$1.2 million during the same period of 2009 and the increase in deferred financing costs paid, to \$9.1 million in the nine months ended September 30, 2010 from \$3.2 million in the same period of 2009, due primarily to the new ABL agreement entered into in February 2010, which replaced the SunTrust ABL revolver in our refining segment.

Table of Contents***Cash Position and Indebtedness***

As of September 30, 2010, our total cash and cash equivalents were \$17.5 million and we had total indebtedness of approximately \$274.2 million. Borrowing availability under our four separate revolving credit facilities was approximately \$141.7 million and we had letters of credit issued of \$122.1 million. We believe we were in compliance with our covenants in all debt facilities as of September 30, 2010.

Capital Spending

A key component of our long-term strategy is our capital expenditure program. Our capital expenditures through the 2010 third quarter were \$40.3 million, of which approximately \$32.2 million was spent in our refining segment, \$8.0 million in our retail segment and \$0.1 million was spent at the holding company level. Our capital expenditure forecast is approximately \$65.2 million for 2010. The following table summarizes our actual capital expenditures for the nine months ended September 30, 2010 and planned capital expenditures for the full year 2010 by operating segment and major category (in millions):

| | Full Year 2010 Forecast | Nine Months Ended September 30, 2010 Actual |
|---|--|--|
| Refining: | | |
| Sustaining maintenance, including turnaround activities | \$ 5.0 | \$ 1.8 |
| Regulatory | 33.0 | 27.2 |
| Discretionary projects | 4.7 | 3.2 |
| Refining segment total | 42.7 | 32.2 |
| Marketing: | | |
| Discretionary projects | 0.5 | |
| Marketing segment total | 0.5 | |
| Retail: | | |
| Sustaining maintenance | 5.5 | 3.1 |
| Growth/profit improvements | 6.5 | 2.7 |
| Store enhancements | 10.0 | 2.2 |
| Retail segment total | 22.0 | 8.0 |
| Other | | |
| | | 0.1 |
| Total capital spending | \$ 65.2 | \$ 40.3 |

In 2010, we plan to spend approximately \$22.0 million in the retail segment, \$10.0 million of which is expected to consist of the re-imaging of 27 of our existing stores. We spent \$2.2 million on these projects in the nine months ended September 30, 2010, completing six of the planned re-image projects. We expect to spend approximately \$33.0 million on regulatory projects in the refining segment in 2010, \$19.7 million of which relates to the MSAT II compliance project, a portion of which was accelerated into the third quarter of 2010. Another \$8.1 million relates to the maintenance shop and warehouse relocation project. Both of these projects are discussed further below. We spent \$27.2 million on regulatory projects in the nine months ended September 30, 2010. In addition, we plan to spend approximately \$5.0 million on maintenance projects and approximately \$4.7 million for other discretionary projects in

2010.

We are currently in the process of finalizing the 2011 capital spending forecast, which will require the approval of the Board of Directors. We currently estimate that our total capital spend for next year will be similar to the 2010 forecast, however the allocation of capital expenditures between segments will differ. We anticipate the refining segment's capital spend will decrease to approximately \$20.0 million primarily as a result of completion of projects associated with regulatory requirements. The retail segment's capital spend is expected to increase to approximately \$40.0 million as a result of the continuation of store reimage efforts and the initiation of a new store construction program.

MSAT II Compliance Project

The purpose of the MSAT II project is to comply with the MSAT II regulations, which limit the annual average benzene content in gasoline beginning in January 2011. The project will consist of new fractionation equipment, Isomerization Unit modifications and a new catalyst for saturating benzene. The fractionation section was completed and placed in service in October 2010 and the Isomerization Unit modifications are planned for completion by the end of 2012.

Maintenance Shop and Warehouse Relocation Project

This project involves the construction of a single, new building outside of potential overpressure zones for personnel working in the existing maintenance shops and warehouse. The purpose of the project is to provide a safer working environment for maintenance and warehouse workers at the Tyler refinery by minimizing the risk of injury due to vapor cloud explosions, fires and releases of hazardous substances. The purchasing department employees will also be relocated to this building due to synergies with the warehouse operation. This project began in 2009 and is expected to be completed in November 2010.

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The amount of our capital expenditure budget is subject to change due to unanticipated increases in the cost, scope and completion time for our capital projects. For example, we may experience increases in the cost of and/or timing to obtain necessary equipment required for our continued compliance with government regulations or to complete improvement projects to the refinery. Additionally, the scope and cost of employee or contractor labor expense related with installation of that equipment could increase from our projections. Finally, the coordination of approvals, permits, contractor and subcontractor work schedules and weather could delay the completion of capital projects and capital expenditures.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements as of September 30, 2010.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Changes in commodity prices (mainly petroleum crude oil and unleaded gasoline) and interest rates are our primary sources of market risk. When we make the decision to manage our market exposure, our objective is generally to avoid losses from negative price changes, realizing we will not obtain the benefit of positive price changes.

Commodity Price Risk

Impact of Changing Prices. Our revenues and cash flows, as well as estimates of future cash flows, are sensitive to changes in energy prices. Major shifts in the cost of crude oil, the prices of refined products and the cost of ethanol can generate large changes in the operating margin in each of our segments. Gains and losses on transactions accounted for using mark-to-market accounting are reflected in cost of goods sold in the consolidated statements of operations at each period end. Gains or losses on commodity derivative contracts accounted for as cash flow hedges are recognized in other comprehensive income on the consolidated balance sheets and ultimately, when the forecasted transactions are completed, in net sales or cost of goods sold in the consolidated statements of operations.

Price Risk Management Activities. At times, we enter into commodity derivative contracts to manage our price exposure to our inventory positions, future purchases of crude oil and ethanol, future sales of refined products or to fix margins on future production. During 2007, in connection with our marketing segment's supply contracts, we entered into certain futures contracts. In accordance with ASC 815, *Derivatives and Hedging* (ASC 815), all of these commodity futures contracts are recorded at fair value, and any change in fair value between periods has historically been recorded in the profit and loss section of our consolidated financial statements. We had open futures contracts representing 1,040,000 barrels and 113,000 barrels, respectively, of crude and refined petroleum products with an unrealized net gain of \$0.9 million and \$0.1 million, respectively, at September 30, 2010 and December 31, 2009.

In December 2007, in connection with our offering of renewable fuels in our retail segment markets, we entered into a series of OTC swaps based on the futures price of ethanol as quoted on the Chicago Board of Trade and a series of OTC swaps based on the futures price of unleaded gasoline as quoted on the New York Mercantile Exchange. In accordance with ASC 815, all of these swaps are recorded at fair value, and any change in fair value between periods has historically been recorded in the consolidated statements of operations. We had no open swap contracts as of September 30, 2010. As of December 31, 2009, we had open derivative contracts representing 95,967 barrels of ethanol with unrealized net losses of \$0.5 million. As of December 31, 2009, we also had open derivative contracts representing 96,000 barrels of unleaded gasoline with unrealized net gains of \$0.8 million.

In March 2008, we entered into a series of OTC swaps based on the future price of West Texas Intermediate Crude (WTI) as quoted on the NYMEX which fixed the purchase price of WTI for a predetermined number of barrels at future dates from July 2008 through December 2009. We also entered into a series of OTC swaps based on the future price of Ultra Low Sulfur Diesel (ULSD) as quoted on the Gulf Coast ULSD PLATTS which fixed the sales price of ULSD for a predetermined number of gallons at future dates from July 2008 through December 2009.

In accordance with ASC 815, the WTI and ULSD swaps were designated as cash flow hedges with the change in fair value recorded in other comprehensive income. However, as of November 20, 2008, due to the suspension of operations at the refinery, the cash flow designation was removed because the probability of occurrence of the hedged forecasted transactions for the period of the shutdown became remote. All changes in the fair value of these swaps subsequent to November 20, 2008 have been recognized in the statement of operations. For the three and nine months ended September 30, 2009, we recognized (losses) gains of \$(0.2) million and \$10.0 million, respectively, which are included as an adjustment to cost of goods sold in the condensed consolidated statement of operations as a result of

the discontinuation of these cash flow hedges. There were no gains or losses recognized for the three or nine months ended September 30, 2010.

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We maintain at our refinery and in third-party facilities inventories of crude oil, feedstocks and refined petroleum products, the values of which are subject to wide fluctuations in market prices driven by world economic conditions, regional and global inventory levels and seasonal conditions. At September 30, 2010, we held approximately 1.3 million barrels of crude and product inventories valued under the LIFO valuation method with an average cost of \$63.69 per barrel. At September 30, 2010 and December 31, 2009, the excess of replacement cost (FIFO) over the carrying value (LIFO) of refinery inventories was \$20.8 million and \$20.8 million, respectively. We refer to this excess as our LIFO reserve.

Interest Rate Risk

We have market exposure to changes in interest rates relating to our outstanding variable rate borrowings, which totaled \$229.5 million as of September 30, 2010. The annualized impact of a hypothetical one percent change in interest rates on floating rate debt outstanding as of September 30, 2010 would be to change interest expense by \$2.3 million.

We help manage this risk through interest rate swap and cap agreements that modify the interest characteristics of our outstanding long-term debt. In accordance with ASC 815, all interest rate hedging instruments are recorded at fair value and any changes in the fair value between periods are recognized in earnings. The fair values of our interest rate swaps and cap agreements are obtained from dealer quotes. These values represent the estimated amount that we would receive or pay to terminate the agreements taking into account the difference between the contract rate of interest and rates currently quoted for agreements, of similar terms and maturities. We expect that any interest rate derivatives held will reduce our exposure to short-term interest rate movements. As of September 30, 2010, we did not have any interest rate cap agreements in place. As of December 31, 2009, we had interest rate cap agreements, representing \$60.0 million in notional value. All agreements matured in July 2010. The fair value of our interest rate derivatives was nominal as of December 31, 2009.

The types of instruments used in our hedging and trading activities described above include swaps and futures. Our positions in derivative commodity instruments are monitored and managed on a daily basis to ensure compliance with our risk management strategies which have been approved by our board of directors.

ITEM 4. CONTROLS AND PROCEDURES.**(a) Evaluation of Disclosure Controls and Procedures**

Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) or Rule 15d-15(e) under the Securities Exchange Act of 1934) as of the end of the period covered by this report. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms including, without limitation, controls and procedures designed to ensure that information required to be disclosed by us in the reports that we file or submit under the Securities Exchange Act of 1934 is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosures.

(b) Changes in Internal Control over Financial Reporting

There has been no change in our internal control over financial reporting (as described in Rule 13a-15(f) under the Securities Exchange Act of 1934) that occurred during our last fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

From time to time, we make changes to our internal control over financial reporting that are intended to enhance its effectiveness and which do not have a material effect on our overall internal control over financial reporting. We will continue to evaluate the effectiveness of our disclosure controls and procedures and internal control over financial reporting on an ongoing basis and will take action as appropriate.

Table of Contents**PART II.
OTHER INFORMATION****ITEM 5. OTHER INFORMATION*****Leumi Notes***

On November 2, 2010, the Company executed a promissory note in the principal amount of \$50.0 million (New Leumi Note) with Bank Leumi USA. The New Leumi Note replaces and terminates promissory notes with Leumi in the original principal amounts of \$30 million (2006 Leumi Note) and \$20 million (2008 Leumi Note) (collectively, now defined as the Prior Leumi Notes). Approximately \$42.0 million of principal was outstanding under the Prior Leumi Notes at the time of the execution of the New Leumi Note.

The maturity dates of the 2006 Leumi Note and 2008 Leumi Note were January 3, 2011, and May 11, 2011, respectively, and the maturity date of the New Leumi Note is October 1, 2013. The interest rate for the New Leumi Note is the greater of a fixed spread over three-month LIBOR or an interest rate floor of 5.0%. The Prior Leumi Notes required quarterly principal amortization payments of \$2.0 million under the 2006 Leumi Note beginning in the second quarter of 2010 and of \$1.0 million under the 2008 Leumi Note beginning in the third quarter of 2010. Under the New Leumi Note, quarterly amortization payments of \$2.0 million will begin on April 1, 2011. Delek's obligations under the New Leumi Note are guaranteed by the Company's wholly-owned direct subsidiary, Delek Finance, Inc., and secured by our shares in Lion Oil Company.

ITEM 6. EXHIBITS

| Exhibit No. | Description |
|--------------------|--|
| 10.1* | Special Bonus Acknowledgement dated August 9, 2010 between Igal Zamir and MAPCO Express, Inc. |
| 10.2+ | First Amendment dated August 18, 2010 to the Distribution Service Agreement dated December 28, 2007 by and between MAPCO Express, Inc. and Core-Mark International, Inc. |
| 10.3 | Amended and Restated Term Promissory Note dated September 28, 2010 by and between Delek US Holdings, Inc. and Delek Petroleum, Ltd. |
| 10.4 | Replacement Promissory Note I in the principal amount of \$20,000,000 dated October 5, 2010 by and between Delek Finance, Inc. and Israel Discount Bank of New York. |
| 10.5 | Replacement Promissory Note II in the principal amount of \$30,000,000 dated October 5, 2010 by and between Delek Finance, Inc. and Israel Discount Bank of New York. |
| 10.6 | Promissory Note in the principal amount of \$50,000,000 dated November 2, 2010 by and between Delek US Holdings, Inc. and Bank Leumi USA. |
| 31.1 | Certification of the Company's Chief Executive Officer pursuant to Rule 13a-14(a)/15(d)-14(a) under the Securities Exchange Act. |
| 31.2 | Certification of the Company's Chief Financial Officer pursuant to Rule 13a-14(a)/15(d)-14(a) under the Securities Exchange Act. |
| 32.1 | Certification of the Company's Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2 | |

Certification of the Company's Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

- * Management compensatory plan or arrangement

- + Confidential treatment has been requested with respect to certain portions of this exhibit pursuant to Rule 24b-2 of the Securities Exchange Act. Omitted portions have been filed separately with the Securities and Exchange Commission.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Delek US Holdings, Inc.

By: /s/ Ezra Uzi Yemin
Ezra Uzi Yemin
President and Chief Executive Officer
(Principal Executive Officer)

By: /s/ Mark Cox
Mark Cox
Executive Vice President and Chief
Financial Officer
(Principal Financial and Accounting
Officer)

Dated: November 5, 2010

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EXHIBIT INDEX

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Exchange Act.
Omitted
portions have
been filed
separately with
the Securities
and Exchange
Commission.