

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

JOSEPH ADLER, Individually and On Behalf)
of All Others Similarly Situated,)
)
Plaintiff,)

v.)

ALON USA ENERGY, INC., EZRA UZI)
YEMIN, DAVID WIESSMAN, ZALMAN)
SEGAL, RON W. HADDOCK, ILAN)
COHEN, ASSAF GINZBURG, FREDEREC)
GREEN, MARK D. SMITH, AVIGAL)
SOREQ, WILLIAM KACAL, FRANKLIN)
WHEELER, DELEK HOLDCO, INC.,)
DELEK US HOLDINGS, INC., DIONE)
MERGECO, INC., and ASTRO MERGECO,)
INC.,)
Defendants.)

Case No. _____

JURY TRIAL DEMANDED

CLASS ACTION

COMPLAINT FOR VIOLATION OF THE SECURITIES EXCHANGE ACT OF 1934

Plaintiff, by his undersigned attorneys, for this complaint against defendants, alleges upon personal knowledge with respect to himself, and upon information and belief based upon, *inter alia*, the investigation of counsel as to all other allegations herein, as follows:

NATURE OF THE ACTION

1. This action stems from a proposed transaction announced on January 3, 2017 (the “Proposed Transaction”), pursuant to which Alon USA Energy, Inc. (“Alon” or the “Company”) will be acquired by Delek US Holdings, Inc. (“Parent”), which currently already owns approximately 47% of the Company’s common stock, and its affiliates.

2. On January 2, 2017, Alon’s Board of Directors (the “Board” or “Individual Defendants”) caused the Company to enter into an agreement and plan of merger (the “Merger Agreement”) with Parent, Delek Holdco, Inc. (“Holdco”), Dione Mergeco, Inc. (“Parent Merger

Sub”), and Astro Mergeco, Inc. (“Astro Merger Sub,” and together with Parent, Holdco, and Parent Merger Sub, “Delek”). Pursuant to the terms of the Merger Agreement, Delek will acquire the remaining 53% of Alon common stock not already owned by Parent, and shareholders of Alon will receive 0.5040 of a share of Parent common stock for each share of Alon common stock. Based on the closing price of \$24.07 per share of Parent common stock on December 30, 2016, the last trading day before the public announcement of the signing of the Merger Agreement, the value of the consideration payable to holders of Alon common stock upon completion of the Proposed Transaction was approximately \$12.13 per share.

3. On May 30, 2017, defendants filed a Definitive Proxy Statement (the “Proxy Statement”) with the United States Securities and Exchange Commission (“SEC”) in connection with the Proposed Transaction.

4. The Proxy Statement omits material information with respect to the Proposed Transaction, which renders the Proxy Statement false and misleading. Accordingly, plaintiff alleges herein that defendants violated Sections 14(a) and 20(a) of the Securities Exchange Act of 1934 (the “1934 Act”) in connection with the Proxy Statement.

JURISDICTION AND VENUE

5. This Court has jurisdiction over the claims asserted herein pursuant to Section 27 of the 1934 Act because the claims asserted herein arise under Sections 14(a) and 20(a) of the 1934 Act and Rule 14a-9.

6. This Court has jurisdiction over defendants because each defendant is either a corporation that conducts business in and maintains operations within this District, or is an individual with sufficient minimum contacts with this District so as to make the exercise of jurisdiction by this Court permissible under traditional notions of fair play and substantial justice.

7. Venue is proper under 28 U.S.C. § 1391(b) because a substantial portion of the transactions and wrongs complained of herein occurred in this District.

PARTIES

8. Plaintiff is, and has been continuously throughout all times relevant hereto, the owner of Alon common stock.

9. Defendant Alon is a Delaware corporation and maintains its principal executive office at 12700 Park Central Drive, Suite 1600, Dallas, Texas 75251. Alon's common stock is traded on the NYSE under the ticker symbol "ALJ."

10. Defendant Ezra Uzi Yemin ("Yemin") has served as a director and Chairman of the Board of Alon since May 2015. Yemin is also Chairman, President, and Chief Executive Officer ("CEO") of Parent.

11. Defendant David Wiessman ("Wiessman") is a director of Alon. During the process leading up to the execution of the Merger Agreement, Wiessman owned approximately 1% of Parent's outstanding shares of common stock through his ownership in Bielsol Investments (1987) Ltd. ("Bielsol"), a privately-owned Israeli company and shareholder of Alon Israel Oil Company, Ltd. ("Alon Israel"), the beneficial owner of approximately 9.7% of Parent's outstanding shares of common stock. Wiessman was Chairman of the Special Committee (defined below) of the Board.

12. Defendant Zalman Segal ("Segal") has served as a director of Alon since July 2005. Segal was a member of the Special Committee.

13. Defendant Ron W. Haddock ("Haddock") has served as a director of Alon since December 2000. Haddock was a member of the Special Committee.

14. Defendant Ilan Cohen ("Cohen") has served as a director of Alon since May

2014. Cohen was a member of the Special Committee.

15. Defendant Assaf Ginzburg (“Ginzburg”) has served as a director of Alon since May 2015. Ginzburg is also Executive Vice President and Chief Financial Officer of Parent.

16. Defendant Frederec Green (“Green”) has served as a director of Alon since May 2015. Green is also Executive Vice President and Chief Operating Officer of Parent.

17. Defendant Mark D. Smith (“Smith”) has served as a director of Alon since May 2015. Smith is also Executive Vice President of Parent.

18. Defendant Avigal Soreq (“Soreq”) has served as a director of Alon since May 2015. Soreq is also Executive Vice President and Chief Commercial Officer of Parent.

19. Defendant William Kacal (“Kacal”) has served as a director of Alon since May 2016. Kacal was a member of the Special Committee. Kacal was recommended to the Alon Board by Parent and Individual Defendant Yemin.

20. Defendant Franklin Wheeler (“Wheeler”) has served as a director of Alon since May 2016. Wheeler was a member of the Special Committee. Wheeler was recommended to the Alon Board by Parent and Individual Defendant Yemin.

21. The defendants identified in paragraphs 10 through 20 are collectively referred to herein as the “Individual Defendants.”

22. Defendant Parent is a Delaware corporation and a party to the Merger Agreement.

23. Defendant Holdco is a Delaware corporation, a wholly-owned subsidiary of Parent, and a party to the Merger Agreement.

24. Defendant Parent Merger Sub is a Delaware corporation, a wholly-owned subsidiary of Holdco, and a party to the Merger Agreement.

25. Defendant Astro Merger Sub is a Delaware corporation, a wholly-owned

subsidiary of Holdco, and a party to the Merger Agreement.

CLASS ACTION ALLEGATIONS

26. Plaintiff brings this action as a class action on behalf of himself and the other public stockholders of Alon (the “Class”). Excluded from the Class are defendants herein and any person, firm, trust, corporation, or other entity related to or affiliated with any defendant.

27. This action is properly maintainable as a class action.

28. The Class is so numerous that joinder of all members is impracticable. As of December 30, 2016, there were approximately 71,591,768 shares of Alon common stock outstanding held by hundreds, if not thousands, of individuals and entities scattered throughout the country.

29. Questions of law and fact are common to the Class, including, among others: (i) whether defendants violated the 1934 Act; and (ii) whether defendants will irreparably harm plaintiff and the other members of the Class if defendants’ conduct complained of herein continues.

30. Plaintiff is committed to prosecuting this action and has retained competent counsel experienced in litigation of this nature. Plaintiff’s claims are typical of the claims of the other members of the Class and plaintiff has the same interests as the other members of the Class. Accordingly, plaintiff is an adequate representative of the Class and will fairly and adequately protect the interests of the Class.

31. The prosecution of separate actions by individual members of the Class would create the risk of inconsistent or varying adjudications that would establish incompatible standards of conduct for defendants, or adjudications that would, as a practical matter, be dispositive of the interests of individual members of the Class who are not parties to the

adjudications or would substantially impair or impede those non-party Class members' ability to protect their interests.

32. Defendants have acted, or refused to act, on grounds generally applicable to the Class as a whole, and are causing injury to the entire Class. Therefore, final injunctive relief on behalf of the Class is appropriate.

SUBSTANTIVE ALLEGATIONS

Background of the Company and the Proposed Transaction

33. Alon is an independent refiner and marketer of petroleum products, operating primarily in the South Central, Southwestern, and Western regions of the United States.

34. The Company owns 100% of the general partner and 81.6% of the limited partner interests in Alon USA Partners, LP, which owns a crude oil refinery in Big Spring, Texas, with a crude oil throughput capacity of 73,000 barrels per day and an integrated wholesale marketing business.

35. In addition, Alon directly owns a crude oil refinery in Krotz Springs, Louisiana, with a crude oil throughput capacity of 74,000 barrels per day. The Company also owns crude oil refineries in California and a majority interest in a renewable fuels facility in California, with a throughput capacity of 3,000 barrels per day.

36. Alon is a leading marketer of asphalt, which it distributes primarily through asphalt terminals located predominately in the Southwestern and Western United States. Moreover, the Company is the largest 7-Eleven licensee in the United States and operates approximately 300 convenience stores which also market motor fuels in Central and West Texas and New Mexico.

37. On May 14, 2015, Parent acquired approximately 33.7 million shares, or

approximately 48% of the outstanding shares of Alon common stock, from Alon Israel (the “2015 Acquisition”).

38. In connection with the 2015 Acquisition, Amit Ben Itzhak, Boaz Biran, Shraga Biran, Yonel Cohen, and Mordehay Ventura each resigned from the Alon Board.

39. Five individuals affiliated with Delek – Individual Defendants Yemin, Ginzburg, Green, Smith and Soreq – were then appointed to fill the vacancies on the Board. Yemin, Chairman of the Alon Board, is also Chairman, President, and CEO of Parent. Ginzburg is an Executive Vice President and Chief Financial Officer of Parent. Green is an Executive Vice President and Chief Operating Officer of Parent. Smith is an Executive Vice President of Parent. Additionally, Soreq is an Executive Vice President and Chief Commercial Officer of Parent.

40. In May and August 2015, Parent held earnings conference calls and Individual Defendant Yemin, in his capacity as Parent’s Chairman and CEO, responded to questions regarding Parent’s intentions with respect to a potential acquisition of the remaining outstanding shares of Alon common stock. During the conference calls, Yemin stated that Parent would “need to think seriously” about acquiring the remainder of the Alon shares and that Parent was “not in the business of holding 48% in a company.”

41. On July 31, 2015, in response to, among other things, Yemin’s public remarks during the conference calls, the Board created a special committee of directors purportedly not affiliated with Parent to respond to potential acquisition offers (the “Special Committee”).

42. On September 29, 2015, the Board determined that Individual Defendant Wiessman would serve as the Chairman of the Special Committee, despite the fact that Wiessman owned approximately 1% of Parent’s outstanding shares of common stock through his ownership in Bielsol, a privately-owned Israeli company and shareholder of Alon Israel, the

beneficial owner of approximately 9.7% of Parent's outstanding shares of common stock.

43. On October 8, 2015, Wiessman contacted Yemin, in his capacity as CEO and Chairman of Parent, and "inquired whether there was a transaction that Delek would contemplate in the near term of which the Special Committee should be aware."

44. On October 30, 2015, the Board "formally approved the formation of the Special Committee" because "questions arose among the Alon Board members regarding the establishment of the Special Committee." The Proxy Statement fails to disclose the nature of such question and who raised them.

45. Over the next several months, Yemin, in his capacity as CEO and Chairman of Parent, and Wiessman met and discussed a potential transaction, and on December 23, 2015, Alon and Parent entered into a confidentiality agreement.

46. On January 27, 2016, Yemin, in his capacity as CEO and Chairman of Parent, and Wiessman met, and Yemin suggested that Kacal and Wheeler be appointed to the Alon Board, who had been recommended to Parent. Kacal and Wheeler were elected to the Board on May 3, 2016, and were appointed as members of the Special Committee.

47. On April 1, 2016, Wiessman sent a letter to Yemin outlining the terms of a potential all-stock transaction with a 0.687x exchange ratio, indicating that "[w]e would expect the combined company to have membership on the combined board of directors consistent with the pro forma ownership that each group of shareholders would represent. Additionally, we are committed to finding the best talent from our two management teams to run the combined company, but would expect Ezra Uzi Yemin to be the combined company CEO." Wiessman sent a similar letter to Yemin on May 25, 2016.

48. On July 11, 2016, Alon issued a press release reporting that the Company formed

the Special Committee and that the Special Committee retained J.P. Morgan Securities LLC (“J.P. Morgan”) as its financial advisor.

49. On July 27, 2016, the Special Committee met with J.P. Morgan, which reported that it received “a few incoming calls” after the July 11 press release was issued, noting that the inquiries related to particular assets of Alon. The Proxy Statement fails to disclose the nature of such inquiries, which assets they pertained to, whether J.P. Morgan or Alon responded to such parties, and whether any proposals were made for such assets or the Company as a whole.

50. On October 14, 2016, Yemin sent a letter to Wiessman containing a proposal for an all-stock transaction at a fixed exchange ratio of 0.44 Parent shares for each outstanding Alon share.

51. On October 24, 2016, Wiessman met with Yemin, Ginzburg, and Green, in their capacities as officers of Parent, to discuss the potential transaction. During the meeting, Wiessman “raised with Mr. Yemin the prospect of Delek being willing to market Alon to third parties,” but Yemin stated that “Delek was not contemplating the sale of the Alon shares owned by Delek.”

52. Following subsequent meetings in December 2016, the parties agreed to an exchange ratio of 0.504, and that in connection with the transaction, the Special Committee could nominate one individual to the board of directors of Holdco and the board of directors of the general partner of Delek Logistics Partners, LP (“Delek Logistics”).

53. On December 28, 2016, the Special Committee met and determined that “the 0.504 exchange ratio was a good result and that there did not appear to be any available alternatives.”

54. The Board approved the Proposed Transaction on January 2, 2017, and the parties

executed the Merger Agreement that day.

55. The Company's officers and directors stand to receive significant benefits as a result of the Proposed Transaction. For example, Individual Defendants Yemin, Ginzburg, Green, Smith and Soreq will be officers of Holdco. Individual Defendant Wiessman will be appointed to Holco's board of directors, and Individual Defendant Haddock will be appointed to Delek Logistics' board of directors. Additionally, Individual Defendant Yemin may be appointed as CEO of the combined company.

The Proxy Statement Omits Material Information, Rendering It False and Misleading

56. Defendants filed the Proxy Statement with the SEC in connection with the Proposed Transaction.

57. The Proxy Statement omits material information with respect to the Proposed Transaction, which renders the Proxy Statement false and misleading.

58. First, the Proxy Statement omits material information regarding the analyses performed by Alon's financial advisor, the Company's financial projections, and Parent's financial projections.

59. With respect to J.P. Morgan's *Discounted Cash Flow Analysis* for Alon, the Proxy Statement fails to disclose: (i) the calculated unlevered free cash flows for Alon for years 2017 through 2026; (ii) the definition of unlevered free cash flow; (iii) the constituent line items used in calculating unlevered free cash flow; (iv) the range of terminal values of Alon; and (v) J.P. Morgan's basis for applying a perpetual growth rate ranging from 0.0% to 1.0%.

60. With respect to J.P. Morgan's *Discounted Cash Flow Analysis* for Parent, the Proxy Statement fails to disclose: (i) the calculated unlevered free cash flows for Parent for years 2017 through 2026; (ii) the definition of unlevered free cash flow; (iii) the constituent line

items used in calculating unlevered free cash flow; (iv) the range of terminal values of Parent; and (v) J.P. Morgan's basis for applying a perpetual growth rate ranging from 0.0% to 1.0%.

61. With respect to J.P. Morgan's *Discounted Cash Flow Analysis* of the present value of the "Synergies," the Proxy Statement fails to disclose: (i) the estimated operational, corporate, and commercial synergies; (ii) the estimated implementation costs; and (iii) J.P. Morgan's basis for using a range of discount rates from 9.5% to 11.5% and a perpetual growth rate ranging from 0.0% to 1.0%.

62. With respect to Alon's financial projections, the Proxy Statement fails to disclose: (i) a reconciliation of all non-GAAP to GAAP metrics; (ii) income tax expense; (iii) interest and financing costs; and (iv) stock-based compensation.

63. With respect to Parent's financial projections, the Proxy Statement fails to disclose: (i) income tax expense; (ii) interest and financing costs; and (iii) stock-based compensation.

64. When a banker's endorsement of the fairness of a transaction is touted to shareholders, the valuation methods used to arrive at that opinion as well as the key inputs and range of ultimate values generated by those analyses must also be fairly disclosed. Moreover, the disclosure of projected financial information is material because it provides stockholders with a basis to project the future financial performance of a company, and allows stockholders to better understand the financial analyses performed by the company's financial advisor in support of its fairness opinion.

65. The omission of this material information renders the Proxy Statement false and misleading, including, *inter alia*, the following sections of the Proxy Statement: (i) "Background of the Mergers"; (ii) "Alon's Reasons for the Transaction; Recommendations of the Special

Committee and the Alon Board”; (iii) “Opinion of Financial Advisor to the Alon Special Committee”; and (iv) “Certain Delek and Alon Unaudited Prospective Financial Information.”

66. Second, the Proxy Statement omits material information regarding potential conflicts of interest of the Company’s officers and directors, as well as the Special Committee’s financial advisor, J.P. Morgan.

67. Specifically, the Proxy Statement fails to disclose the timing and nature of all communications regarding future employment and/or directorship of Alon’s officers and directors, including who participated in all such communications.

68. Communications regarding post-transaction employment during the negotiation of the underlying transaction must be disclosed to stockholders. This information is necessary for stockholders to understand potential conflicts of interest of management and the Board, as that information provides illumination concerning motivations that would prevent fiduciaries from acting solely in the best interests of the Company’s stockholders.

69. Further, the Proxy Statement fails to disclose the fact that, around the time Alon entered into the Merger Agreement, J.P. Morgan held over 2 million shares of Parent common stock. Since that time, J.P. Morgan has sold some Parent shares, but it still holds approximately 1.45 million shares of Parent (worth approximately **\$17.54 million** based on the implied value of the merger consideration on December 30, 2016), thus potentially giving J.P. Morgan an incentive to support a deal that was more favorable to Delek.

70. The omission of this material information renders the Proxy Statement false and misleading, including, *inter alia*, the following sections of the Proxy Statement: (i) “Background of the Mergers”; (ii) “Alon’s Reasons for the Transaction; Recommendations of the Special

Committee and the Alon Board”; (iii) “Interests of Alon’s Directors and Officers in the Mergers;” and (iv) “Opinion of Financial Advisor to the Alon Special Committee”.

71. Third, the Proxy Statement omits material information regarding the background of the Proposed Transaction. The Company’s stockholders are entitled to an accurate description of the process the directors used in coming to their decision to support the Proposed Transaction.

72. For example, the Proxy Statement fails to disclose the nature of the “questions [that] arose among the Alon Board members regarding the establishment of the Special Committee,” which prompted the Board to “formally approve” the Special Committee on October 30, 2015, as well as who raised such questions.

73. The Proxy Statement fails to disclose the nature of the inquiries received by J.P. Morgan as discussed at the July 27, 2016 Special Committee meeting, which assets the inquiries pertained to, whether J.P. Morgan or Alon responded to such parties, and whether any proposals were made for such assets or the Company as a whole.

74. Additionally, while the Proxy Statement provides that, “[p]rior to the execution of the merger agreement, Mr. Wiessman disposed of his indirect ownership interests in Bielsol Investments (1987) Ltd., and no longer owns, directly or indirectly, any shares of Delek common stock,” the Proxy Statement fails to disclose when Wiessman disposed of such shares, his basis for doing so, and the reasons Wiessman was appointed as Chairman of the Special Committee despite such interests.

75. The omission of this material information renders the Proxy Statement false and misleading, including, *inter alia*, the following sections of the Proxy Statement: (i) “Background of the Mergers”; and (ii) “Alon’s Reasons for the Transaction; Recommendations of the Special Committee and the Alon Board.”

76. The above-referenced omitted information, if disclosed, would significantly alter the total mix of information available to Alon's stockholders.

COUNT I

Claim for Violation of Section 14(a) of the 1934 Act and Rule 14a-9 Promulgated Thereunder Against the Individual Defendants and Alon

77. Plaintiff repeats and realleges the preceding allegations as if fully set forth herein.

78. The Individual Defendants disseminated the false and misleading Proxy Statement, which contained statements that, in violation of Section 14(a) of the 1934 Act and Rule 14a-9, in light of the circumstances under which they were made, omitted to state material facts necessary to make the statements therein not materially false or misleading. Alon is liable as the issuer of these statements.

79. The Proxy Statement was prepared, reviewed, and/or disseminated by the Individual Defendants. By virtue of their positions within the Company, the Individual Defendants were aware of this information and their duty to disclose this information in the Proxy Statement.

80. The Individual Defendants were at least negligent in filing the Proxy Statement with these materially false and misleading statements.

81. The omissions and false and misleading statements in the Proxy Statement are material in that a reasonable stockholder will consider them important in deciding how to vote on the Proposed Transaction. In addition, a reasonable investor will view a full and accurate disclosure as significantly altering the total mix of information made available in the Proxy Statement and in other information reasonably available to stockholders.

82. The Proxy Statement is an essential link in causing plaintiff and the Company's stockholders to approve the Proposed Transaction.

83. By reason of the foregoing, defendants violated Section 14(a) of the 1934 Act and Rule 14a-9 promulgated thereunder.

84. Because of the false and misleading statements in the Proxy Statement, plaintiff and the Class are threatened with irreparable harm.

COUNT II

Claim for Violation of Section 20(a) of the 1934 Act Against the Individual Defendants and Delek

85. Plaintiff repeats and realleges the preceding allegations as if fully set forth herein.

86. The Individual Defendants and Delek acted as controlling persons of Alon within the meaning of Section 20(a) of the 1934 Act as alleged herein. By virtue of their positions as officers and/or directors of Alon and participation in and/or awareness of the Company's operations and/or intimate knowledge of the false statements contained in the Proxy Statement, they had the power to influence and control and did influence and control, directly or indirectly, the decision making of the Company, including the content and dissemination of the various statements that plaintiff contends are false and misleading.

87. Each of the Individual Defendants and Delek was provided with or had unlimited access to copies of the Proxy Statement alleged by plaintiff to be misleading prior to and/or shortly after these statements were issued and had the ability to prevent the issuance of the statements or cause them to be corrected.

88. In particular, each of the Individual Defendants had direct and supervisory involvement in the day-to-day operations of the Company, and, therefore, is presumed to have had the power to control and influence the particular transactions giving rise to the violations as alleged herein, and exercised the same. The Proxy Statement contains the unanimous recommendation of the Individual Defendants to approve the Proposed Transaction. They were

thus directly in the making of the Proxy Statement.

89. Delek also had direct supervisory control over the composition of the Proxy Statement and the information disclosed therein, as well as the information that was omitted and/or misrepresented in the Proxy Statement.

90. By virtue of the foregoing, the Individual Defendants and Delek violated Section 20(a) of the 1934 Act.

91. As set forth above, the Individual Defendants and Delek had the ability to exercise control over and did control a person or persons who have each violated Section 14(a) of the 1934 Act and Rule 14a-9, by their acts and omissions as alleged herein. By virtue of their positions as controlling persons, these defendants are liable pursuant to Section 20(a) of the 1934 Act. As a direct and proximate result of defendants' conduct, plaintiff and the Class are threatened with irreparable harm.

PRAYER FOR RELIEF

WHEREFORE, plaintiff prays for judgment and relief as follows:

A. Preliminarily and permanently enjoining defendants and all persons acting in concert with them from proceeding with, consummating, or closing the Proposed Transaction;

B. In the event defendants consummate the Proposed Transaction, rescinding it and setting it aside or awarding rescissory damages;

C. Directing the Individual Defendants to disseminate a Proxy Statement that does not contain any untrue statements of material fact and that states all material facts required in it or necessary to make the statements contained therein not misleading;

D. Declaring that defendants violated Sections 14(a) and/or 20(a) of the 1934 Act, as well as Rule 14a-9 promulgated thereunder;

E. Awarding plaintiff the costs of this action, including reasonable allowance for plaintiff's attorneys' and experts' fees; and

F. Granting such other and further relief as this Court may deem just and proper.

JURY DEMAND

Plaintiff respectfully requests a trial by jury on all issues so triable.

Dated: June 13, 2017

RIGRODSKY & LONG, P.A.

By: /s/ Brian D. Long

Seth D. Rigrodsky (#3147)

Brian D. Long (#4347)

Gina M. Serra (#5387)

2 Righter Parkway, Suite 120

Wilmington, DE 19803

(302) 295-5310

Attorneys for Plaintiff

**CERTIFICATION OF PLAINTIFF
PURSUANT TO THE FEDERAL SECURITIES LAWS**

I, Joseph Adler (“Plaintiff”), hereby declare as to the following claims asserted under the federal securities laws that:

1. Plaintiff has reviewed the complaint and authorizes its filing.
2. Plaintiff did not acquire the security that is the subject of this action at the direction of Plaintiff’s counsel or to participate in this action or any other litigation under the federal securities laws.
3. Plaintiff is willing to serve as a representative party on behalf of the Class, including providing testimony at deposition or trial, if necessary.
4. Plaintiff has made the following transaction(s) during the Class Period in Alon USA Energy, Inc. (NYSE: ALJ) securities that are the subject of this action:

No. of Shares	Stock Symbol	Buy/Sell	Transaction Date	Price Per Share
500	ALJ	BUY	7/28/16	\$6.56
300	ALJ	BUY	8/11/16	\$7.55
200	ALJ	BUY	8/19/16	\$7.31
500	ALJ	SELL	11/21/16	\$9.19

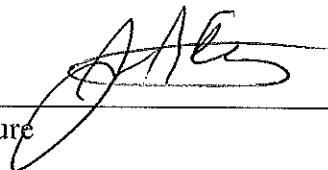
Please list additional transactions on separate sheet of paper, if necessary.

5. Plaintiff will actively monitor and vigorously pursue this action for the Class’ benefit.
6. Plaintiff has not sought to serve or served as a representative party for a class in an action filed under the federal securities laws except as detailed below during the three years prior to the date of this Certification: _____.

7. Plaintiff will not accept any payment for serving as a representative party on behalf of the Class beyond Plaintiff's pro rata share of any recovery, except such reasonable costs and expenses (including lost wages) directly relating to the representation of the Class as the Court orders or approves.

I declare under the penalty of perjury that the foregoing is true and correct.

Executed this 12 day of June, 2017.



Signature

Joseph Adler

Print Name

CIVIL COVER SHEET

The JS 44 civil cover sheet and the information contained herein neither replace nor supplement the filing and service of pleadings or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. (SEE INSTRUCTIONS ON NEXT PAGE OF THIS FORM.)

I. (a) PLAINTIFFS

Joseph Adler

(b) County of Residence of First Listed Plaintiff (EXCEPT IN U.S. PLAINTIFF CASES)

(c) Attorneys (Firm Name, Address, and Telephone Number)

Brian D. Long - Rigrodsky & Long, P.A.
2 Righter Parkway, Suite 120
Wilmington, DE 19803 302-295-5310

DEFENDANTS

Alon USA Energy, Inc., David Wiessman, Zalman Segal, Ron W. Haddock, Ilan Cohen, Assaf Ginzburg, Frederic Green, Mark D. Smith, Avigal Soreq, William Kacal, Franklin Wheeler, et al.

County of Residence of First Listed Defendant Dallas County, TX (IN U.S. PLAINTIFF CASES ONLY)

NOTE: IN LAND CONDEMNATION CASES, USE THE LOCATION OF THE TRACT OF LAND INVOLVED.

Attorneys (If Known)

II. BASIS OF JURISDICTION (Place an "X" in One Box Only)

- 1 U.S. Government Plaintiff
2 U.S. Government Defendant
3 Federal Question (U.S. Government Not a Party)
4 Diversity (Indicate Citizenship of Parties in Item III)

III. CITIZENSHIP OF PRINCIPAL PARTIES (Place an "X" in One Box for Plaintiff and One Box for Defendant)

Table with columns for Plaintiff (PTF) and Defendant (DEF) citizenship: Citizen of This State, Citizen of Another State, Citizen or Subject of a Foreign Country, Incorporated or Principal Place of Business In This State, Incorporated and Principal Place of Business In Another State, Foreign Nation.

IV. NATURE OF SUIT (Place an "X" in One Box Only)

Large table with categories: CONTRACT, REAL PROPERTY, TORTS, CIVIL RIGHTS, PRISONER PETITIONS, FORFEITURE/PENALTY, LABOR, IMMIGRATION, BANKRUPTCY, SOCIAL SECURITY, FEDERAL TAX SUITS, OTHER STATUTES. Includes various legal codes and descriptions.

V. ORIGIN (Place an "X" in One Box Only)

- 1 Original Proceeding
2 Removed from State Court
3 Remanded from Appellate Court
4 Reinstated or Reopened
5 Transferred from Another District
6 Multidistrict Litigation

VI. CAUSE OF ACTION

Cite the U.S. Civil Statute under which you are filing (Do not cite jurisdictional statutes unless diversity): 28 U.S.C. § 1391(b)
Brief description of cause: Violations of Section 14(a) and 20(a) of the Securities Exchange Act of 1934

VII. REQUESTED IN COMPLAINT:

CHECK IF THIS IS A CLASS ACTION UNDER RULE 23, F.R.Cv.P. DEMAND \$ CHECK YES only if demanded in complaint: JURY DEMAND: Yes No

VIII. RELATED CASE(S) IF ANY

(See instructions): JUDGE RGA DOCKET NUMBER 1:17-cv-00671

DATE 06/13/2017 SIGNATURE OF ATTORNEY OF RECORD /s/ Brian D. Long

FOR OFFICE USE ONLY

RECEIPT # AMOUNT APPLYING IFP JUDGE MAG. JUDGE

INSTRUCTIONS FOR ATTORNEYS COMPLETING CIVIL COVER SHEET FORM JS 44

Authority For Civil Cover Sheet

The JS 44 civil cover sheet and the information contained herein neither replaces nor supplements the filings and service of pleading or other papers as required by law, except as provided by local rules of court. This form, approved by the Judicial Conference of the United States in September 1974, is required for the use of the Clerk of Court for the purpose of initiating the civil docket sheet. Consequently, a civil cover sheet is submitted to the Clerk of Court for each civil complaint filed. The attorney filing a case should complete the form as follows:

- I.(a) Plaintiffs-Defendants.** Enter names (last, first, middle initial) of plaintiff and defendant. If the plaintiff or defendant is a government agency, use only the full name or standard abbreviations. If the plaintiff or defendant is an official within a government agency, identify first the agency and then the official, giving both name and title.
 - (b) County of Residence.** For each civil case filed, except U.S. plaintiff cases, enter the name of the county where the first listed plaintiff resides at the time of filing. In U.S. plaintiff cases, enter the name of the county in which the first listed defendant resides at the time of filing. (NOTE: In land condemnation cases, the county of residence of the "defendant" is the location of the tract of land involved.)
 - (c) Attorneys.** Enter the firm name, address, telephone number, and attorney of record. If there are several attorneys, list them on an attachment, noting in this section "(see attachment)".
- II. Jurisdiction.** The basis of jurisdiction is set forth under Rule 8(a), F.R.Cv.P., which requires that jurisdictions be shown in pleadings. Place an "X" in one of the boxes. If there is more than one basis of jurisdiction, precedence is given in the order shown below.
 United States plaintiff. (1) Jurisdiction based on 28 U.S.C. 1345 and 1348. Suits by agencies and officers of the United States are included here.
 United States defendant. (2) When the plaintiff is suing the United States, its officers or agencies, place an "X" in this box.
 Federal question. (3) This refers to suits under 28 U.S.C. 1331, where jurisdiction arises under the Constitution of the United States, an amendment to the Constitution, an act of Congress or a treaty of the United States. In cases where the U.S. is a party, the U.S. plaintiff or defendant code takes precedence, and box 1 or 2 should be marked.
 Diversity of citizenship. (4) This refers to suits under 28 U.S.C. 1332, where parties are citizens of different states. When Box 4 is checked, the citizenship of the different parties must be checked. (See Section III below; **NOTE: federal question actions take precedence over diversity cases.**)
- III. Residence (citizenship) of Principal Parties.** This section of the JS 44 is to be completed if diversity of citizenship was indicated above. Mark this section for each principal party.
- IV. Nature of Suit.** Place an "X" in the appropriate box. If the nature of suit cannot be determined, be sure the cause of action, in Section VI below, is sufficient to enable the deputy clerk or the statistical clerk(s) in the Administrative Office to determine the nature of suit. If the cause fits more than one nature of suit, select the most definitive.
- V. Origin.** Place an "X" in one of the six boxes.
 Original Proceedings. (1) Cases which originate in the United States district courts.
 Removed from State Court. (2) Proceedings initiated in state courts may be removed to the district courts under Title 28 U.S.C., Section 1441. When the petition for removal is granted, check this box.
 Remanded from Appellate Court. (3) Check this box for cases remanded to the district court for further action. Use the date of remand as the filing date.
 Reinstated or Reopened. (4) Check this box for cases reinstated or reopened in the district court. Use the reopening date as the filing date.
 Transferred from Another District. (5) For cases transferred under Title 28 U.S.C. Section 1404(a). Do not use this for within district transfers or multidistrict litigation transfers.
 Multidistrict Litigation. (6) Check this box when a multidistrict case is transferred into the district under authority of Title 28 U.S.C. Section 1407. When this box is checked, do not check (5) above.
- VI. Cause of Action.** Report the civil statute directly related to the cause of action and give a brief description of the cause. **Do not cite jurisdictional statutes unless diversity.** Example: U.S. Civil Statute: 47 USC 553 Brief Description: Unauthorized reception of cable service
- VII. Requested in Complaint.** Class Action. Place an "X" in this box if you are filing a class action under Rule 23, F.R.Cv.P.
 Demand. In this space enter the actual dollar amount being demanded or indicate other demand, such as a preliminary injunction.
 Jury Demand. Check the appropriate box to indicate whether or not a jury is being demanded.
- VIII. Related Cases.** This section of the JS 44 is used to reference related pending cases, if any. If there are related pending cases, insert the docket numbers and the corresponding judge names for such cases.

Date and Attorney Signature. Date and sign the civil cover sheet.

ClassAction.org

This complaint is part of ClassAction.org's searchable class action lawsuit database and can be found in this post: [Alon, Delek Face Securities Lawsuit Following Merger](#)
