

REFINITIV

DELTA REPORT

10-Q

PARR - PAR PACIFIC HOLDINGS, INC

10-Q - MARCH 31, 2024 COMPARED TO 10-Q - SEPTEMBER 30, 2023

The following comparison report has been automatically generated

TOTAL DELTAS 1725

■ CHANGES	389
■ DELETIONS	734
■ ADDITIONS	602

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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, 2023** **March 31, 2024**

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

For the transition period from to

Commission File No. 001-36550

PAR PACIFIC HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware

84-1060803

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

825 Town & Country Lane, Suite 1500

77024

Houston, Texas

(Zip Code)

(Address of principal executive offices)

(281) 899-4800

(Registrant's telephone number, including area code)

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

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common stock, \$0.01 par value	PARR	New York Stock Exchange

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 every Interactive Data File required to be submitted 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 such files). Yes No

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Securities Act. "

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

60,499,678 57,937,921 shares of Common Stock, \$0.01 par value, were outstanding as of November 1, 2023 May 6, 2024.

PAR PACIFIC HOLDINGS, INC. AND SUBSIDIARIES
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The terms "Par," "Company," "we," "our," and "us" refer to Par Pacific Holdings, Inc. and its consolidated subsidiaries unless the context suggests otherwise.

PART I - FINANCIAL INFORMATION

Item 1. FINANCIAL STATEMENTS

PAR PACIFIC HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(in thousands, except share data)

ASSETS	ASSETS	September 30, 2023	December 31, 2022
ASSETS	ASSETS		
ASSETS	ASSETS		
Current assets	Current assets		

Current assets		Current assets	
Cash and cash equivalents		Cash and cash equivalents	\$ 347,105 \$ 490,925
Cash and cash equivalents			
Cash and cash equivalents			
Restricted cash			
Restricted cash			
Restricted cash		Restricted cash	18,475 4,001
Total cash, cash equivalents, and restricted cash		Total cash, cash equivalents, and restricted cash	365,580 494,926
Trade accounts receivable, net of allowances of \$0.1 million and \$0.3 million at September 30, 2023 and December 31, 2022, respectively			527,442 252,885
Total cash, cash equivalents, and restricted cash			
Total cash, cash equivalents, and restricted cash			
Trade accounts receivable, net of allowances of \$0.2 million and \$0.2 million at March 31, 2024 and December 31, 2023, respectively			
Trade accounts receivable, net of allowances of \$0.2 million and \$0.2 million at March 31, 2024 and December 31, 2023, respectively			
Trade accounts receivable, net of allowances of \$0.2 million and \$0.2 million at March 31, 2024 and December 31, 2023, respectively			
Inventories			
Inventories			
Inventories		Inventories	1,227,329 1,041,983
Prepaid and other current assets		Prepaid and other current assets	57,403 92,043
Prepaid and other current assets			
Prepaid and other current assets			
Total current assets		Total current assets	2,177,754 1,881,837
Total current assets			
Total current assets			
Property, plant, and equipment			
Property, plant, and equipment			
Property, plant, and equipment			
Property, plant, and equipment			
Property, plant, and equipment		Property, plant, and equipment	
Property, plant, and equipment		Property, plant, and equipment	1,544,375 1,224,567
Less accumulated depreciation and amortization		Less accumulated depreciation and amortization	(455,525) (388,733)
Less accumulated depreciation and amortization			
Less accumulated depreciation and amortization			
Property, plant, and equipment, net		Property, plant, and equipment, net	1,088,850 835,834
Property, plant, and equipment, net			
Property, plant, and equipment, net			
Long-term assets			
Long-term assets			
Long-term assets		Long-term assets	
Operating lease right-of-use assets			329,428 350,761
Operating lease right-of-use ("ROU") assets			
Operating lease right-of-use ("ROU") assets			
Operating lease right-of-use ("ROU") assets			
Refining and logistics equity investments		Refining and logistics equity investments	82,800 —
Refining and logistics equity investments			
Refining and logistics equity investments			

Investment in Laramie Energy, LLC				
Investment in Laramie Energy, LLC				
Investment in Laramie Energy, LLC				
Intangible assets, net				
Intangible assets, net				
Intangible assets, net	Intangible assets, net	11,583		13,577
Goodwill	Goodwill	129,275		129,325
Goodwill				
Goodwill				
Other long-term assets				
Other long-term assets				
Other long-term assets	Other long-term assets	69,063		69,313
Total assets	Total assets	\$ 3,888,753	\$	3,280,647
Total assets				
Total assets				
LIABILITIES AND STOCKHOLDERS' EQUITY				
LIABILITIES AND STOCKHOLDERS' EQUITY				
LIABILITIES AND STOCKHOLDERS' EQUITY	LIABILITIES AND STOCKHOLDERS' EQUITY			
Current liabilities	Current liabilities			
Current liabilities				
Current liabilities				
Current maturities of long-term debt				
Current maturities of long-term debt				
Current maturities of long-term debt	Current maturities of long-term debt	\$ 4,287	\$	10,956
Obligations under inventory financing agreements	Obligations under inventory financing agreements	841,838		893,065
Obligations under inventory financing agreements				
Obligations under inventory financing agreements				
Accounts payable				
Accounts payable				
Accounts payable	Accounts payable	519,933		151,395
Accrued taxes	Accrued taxes	50,283		32,099
Accrued taxes				
Accrued taxes				
Operating lease liabilities				
Operating lease liabilities				
Operating lease liabilities	Operating lease liabilities	71,626		66,081
Other accrued liabilities	Other accrued liabilities	451,621		640,494
Other accrued liabilities				
Other accrued liabilities				
Total current liabilities				
Total current liabilities				
Total current liabilities	Total current liabilities	1,939,588		1,794,090
Long-term liabilities	Long-term liabilities			
Long-term liabilities				
Long-term liabilities				
Long-term debt, net of current maturities				
Long-term debt, net of current maturities				
Long-term debt, net of current maturities	Long-term debt, net of current maturities	532,653		494,576

Finance lease liabilities	Finance lease liabilities	8,178	6,311
Finance lease liabilities			
Operating lease liabilities			
Operating lease liabilities			
Operating lease liabilities	Operating lease liabilities	266,982	292,701
Other liabilities	Other liabilities	70,093	48,432
Other liabilities			
Other liabilities			
Total liabilities			
Total liabilities			
Total liabilities	Total liabilities	2,817,494	2,636,110
Commitments and contingencies			
Commitments and contingencies			
(Note 15)	(Note 15)		
Commitments and contingencies (Note 15)			
Commitments and contingencies (Note 15)			
Stockholders' equity			
Stockholders' equity			
Stockholders' equity	Stockholders' equity		
Preferred stock, \$0.01 par value: 3,000,000 shares authorized, none issued	Preferred stock, \$0.01 par value: 3,000,000 shares authorized, none issued	—	—
Common stock, \$0.01 par value; 500,000,000 shares authorized at September 30, 2023 and December 31, 2022, 60,518,417 shares and 60,470,837 shares issued at September 30, 2023 and December 31, 2022, respectively		605	604
Preferred stock, \$0.01 par value: 3,000,000 shares authorized, none issued			
Preferred stock, \$0.01 par value: 3,000,000 shares authorized, none issued			
Common stock, \$0.01 par value; 500,000,000 shares authorized at March 31, 2024 and December 31, 2023, 59,070,467 shares and 59,755,844 shares issued at March 31, 2024 and December 31, 2023, respectively			
Common stock, \$0.01 par value; 500,000,000 shares authorized at March 31, 2024 and December 31, 2023, 59,070,467 shares and 59,755,844 shares issued at March 31, 2024 and December 31, 2023, respectively			
Common stock, \$0.01 par value; 500,000,000 shares authorized at March 31, 2024 and December 31, 2023, 59,070,467 shares and 59,755,844 shares issued at March 31, 2024 and December 31, 2023, respectively			
Additional paid-in capital	Additional paid-in capital	853,835	836,491
Accumulated earnings (deficit)		208,724	(200,687)
Additional paid-in capital			
Additional paid-in capital			
Accumulated earnings			
Accumulated earnings			
Accumulated earnings			
Accumulated other comprehensive income			
Accumulated other comprehensive income			
Accumulated other comprehensive income	Accumulated other comprehensive income	8,095	8,129
Total stockholders' equity	Total stockholders' equity	1,071,259	644,537
Total stockholders' equity			
Total stockholders' equity			
Total liabilities and stockholders' equity	Total liabilities and stockholders' equity	\$ 3,888,753	\$ 3,280,647

Total liabilities and stockholders' equity							
Total liabilities and stockholders' equity							
See accompanying notes to the condensed consolidated financial statements.							
PAR PACIFIC HOLDINGS, INC. AND SUBSIDIARIES							
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS							
(Unaudited)							
(in thousands, except per share amounts)							
		Three Months Ended					
		March 31,					
		March 31,					
		March 31,					
		2024					
		2024					
		2024					
Three Months Ended							
September 30,							
		2023		2022		2023	
		September 30,		September 30,		September 30,	
		2022		2022		2022	
Revenues							
Revenues							
Revenues	Revenues	\$ 2,579,308		\$ 2,056,285		\$ 6,048,444	
Operating expenses	Operating expenses						
Operating expenses							
Operating expenses							
Cost of revenues (excluding depreciation)							
Cost of revenues (excluding depreciation)							
Cost of revenues (excluding depreciation)	Cost of revenues (excluding depreciation)	2,174,385		1,642,626		5,038,211	
Operating expense (excluding depreciation)	Operating expense (excluding depreciation)	145,183		85,513		330,146	
Operating expense (excluding depreciation)							
Operating expense (excluding depreciation)							
Depreciation and amortization							
Depreciation and amortization							
Depreciation and amortization	Depreciation and amortization	35,311		25,125		87,887	
General and administrative expense (excluding depreciation)	General and administrative expense (excluding depreciation)	23,694		16,219		66,148	
General and administrative expense (excluding depreciation)							
General and administrative expense (excluding depreciation)							
Equity earnings from refining and logistics investments							
Equity earnings from refining and logistics investments							

Equity earnings from refining and logistics investments	Equity earnings from refining and logistics investments	(3,934)	—	(4,359)	—
Acquisition and integration costs	Acquisition and integration costs	4,669	—	17,213	63
Acquisition and integration costs					
Acquisition and integration costs					
Par West redevelopment and other costs	Par West redevelopment and other costs	3,127	2,816	8,490	5,681
Gain on sale of assets, net		—	(185)	—	(170)
Par West redevelopment and other costs		—			
Par West redevelopment and other costs		—			
Loss on sale of assets, net		—			
Loss on sale of assets, net		—			
Loss on sale of assets, net		—			
Total operating expenses					
Total operating expenses					
Total operating expenses	Total operating expenses	2,382,435	1,772,114	5,543,736	5,175,806
Operating income	Operating income	196,873	284,171	504,708	337,104
Operating income					
Operating income					
Other income (expense)					
Other income (expense)					
Other income (expense)	Other income (expense)				
Interest expense and financing costs, net	Interest expense and financing costs, net	(20,815)	(16,852)	(51,974)	(51,400)
Interest expense and financing costs, net		—			
Interest expense and financing costs, net		—			
Debt extinguishment and commitment costs		—			
Debt extinguishment and commitment costs		—			
Debt extinguishment and commitment costs	Debt extinguishment and commitment costs	—	343	(17,682)	(5,329)
Other income (loss), net		(43)	(198)	301	(149)
Other loss, net		—			
Other loss, net		—			
Other loss, net		—			
Equity earnings from Laramie Energy, LLC		—			
Equity earnings from Laramie Energy, LLC		—			
Equity earnings from Laramie Energy, LLC	Equity earnings from Laramie Energy, LLC	—	—	10,706	—
Total other expense, net	Total other expense, net	(20,858)	(16,707)	(58,649)	(56,878)
Total other expense, net					
Total other expense, net					
Income before income taxes		176,015	267,464	446,059	280,226
Income tax expense		(4,600)	(68)	(6,741)	(756)
Net income	\$ 171,415	\$ 267,396	\$ 439,318	\$ 279,470	
Income (loss) before income taxes					
Income per share					

Income (loss) before income taxes									
Income (loss) before income taxes									
Income tax benefit (expense)									
Income tax benefit (expense)									
Income tax benefit (expense)									
Net income (loss)									
Net income (loss)									
Net income (loss)									
Income (loss) per share									
Income (loss) per share									
Income (loss) per share									
Basic									
Basic									
Basic	Basic	\$	2.85	\$	4.49	\$	7.29	\$	4.70
Diluted	Diluted	\$	2.79	\$	4.47	\$	7.18	\$	4.68
Diluted									
Diluted									
Weighted-average number of shares outstanding									
Weighted-average number of shares outstanding									
Weighted-average number of shares outstanding									
Weighted-average number of shares outstanding	Weighted-average number of shares outstanding								
Basic	Basic		60,223		59,535		60,241		59,481
Basic									
Basic									
Diluted	Diluted		61,404		59,831		61,144		59,710
Diluted									
Diluted									

See accompanying notes to the condensed consolidated financial statements.

PAR PACIFIC HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)
(Uaudited)
(in thousands)

	Three Months Ended				Nine Months Ended			
	September 30,				September 30,			
	2023	2022	2023	2022	2023	2022	2023	2022
Net income	\$ 171,415	\$ 267,396	\$ 439,318	\$ 279,470				
	Three Months Ended		Three Months Ended		Three Months Ended		Three Months Ended	
					March 31,		March 31,	
					March 31,		March 31,	
					March 31,		March 31,	
	2024		2024		2024		2024	
Net income (loss)								
Net income (loss)								

Net income (loss)					
Other comprehensive income (loss):					
Other comprehensive income (loss):					
Other comprehensive income (loss):	Other comprehensive income (loss):				
Other post-retirement benefits loss, net of tax	Other post-retirement benefits loss, net of tax	(12)	—	(34)	—
Total other comprehensive income (loss), net of tax		(12)	—	(34)	—
Other post-retirement benefits loss, net of tax					
Other post-retirement benefits loss, net of tax					
Total other comprehensive loss, net of tax					
Total other comprehensive loss, net of tax					
Comprehensive income (loss)	Comprehensive income (loss)	\$ 171,403	\$ 267,396	\$ 439,284	\$ 279,470
Comprehensive income (loss)					
Comprehensive income (loss)					

See accompanying notes to the condensed consolidated financial statements.

PAR PACIFIC HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(in thousands)

		Three Months			
		Ended March 31,			
		Three Months			
		Ended March 31,			
		Three Months			
		Ended March 31,			
		Nine Months Ended			
		September 30,			
		2023	2022		
Cash flows from operating activities:	Cash flows from operating activities:				
Net Income		\$439,318	\$279,470		
Adjustments to reconcile net income to cash provided by operating activities:					
Cash flows from operating activities:					
Cash flows from operating activities:					
Net Income (Loss)					
Net Income (Loss)					
Net Income (Loss)					
Adjustments to reconcile net income (loss) to cash provided by operating activities:					
Adjustments to reconcile net income (loss) to cash provided by operating activities:					

Adjustments to reconcile net income (loss) to cash provided by operating activities:			
Depreciation and amortization			
Depreciation and amortization			
Depreciation and amortization	Depreciation and amortization	87,887	74,488
Debt extinguishment and commitment costs	Debt extinguishment and commitment costs	17,682	5,329
Debt extinguishment and commitment costs			
Debt extinguishment and commitment costs			
Non-cash interest expense	Non-cash interest expense	2,886	3,170
Non-cash lower of cost and net realizable value adjustment		—	(463)
Non-cash interest expense			
Non-cash interest expense			
Deferred taxes	Deferred taxes	3,676	682
Gain on sale of assets, net		—	(170)
Deferred taxes			
Deferred taxes			
Loss on sale of assets, net			
Loss on sale of assets, net			
Loss on sale of assets, net			
Stock-based compensation	Stock-based compensation	8,956	7,382
Unrealized gain on derivative contracts		(1,152)	(10,151)
Stock-based compensation			
Stock-based compensation			
Unrealized (gain) loss on derivative contracts			
Unrealized (gain) loss on derivative contracts			
Unrealized (gain) loss on derivative contracts			
Equity earnings from Laramie Energy, LLC			
Equity earnings from Laramie Energy, LLC			
Equity earnings from Laramie Energy, LLC	Equity earnings from Laramie Energy, LLC	(10,706)	—
Equity earnings from refining and logistics investments	Equity earnings from refining and logistics investments	(4,359)	—

Accounts payable, other accrued liabilities, and operating lease ROU assets and liabilities	Accounts payable, other accrued liabilities, and operating lease ROU assets and liabilities	180,404	260,076
Net cash provided by operating activities	Net cash provided by operating activities	581,445	369,053

Net cash provided by operating activities

Net cash provided by operating activities

Cash flows from investing activities:

Cash flows from investing activities:

Cash flows from investing activities:

Cash flows from investing activities:	Cash flows from investing activities:		
Acquisition of business	(595,420)	—	

Capital expenditures	Capital expenditures	(53,718)	(38,058)
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Capital expenditures

Capital expenditures

Proceeds from sale of assets and other

Proceeds from sale of assets and other

Proceeds from sale of assets and other	Proceeds from sale of assets and other	50	397
--	--	----	-----

Return of capital from Laramie Energy, LLC	Return of capital from Laramie Energy, LLC	10,706	—
--	--	--------	---

Return of capital from refining and logistics investments	Return of capital from refining and logistics investments	6,630	—
---	---	-------	---

Return of capital from Laramie Energy, LLC	Return of capital from Laramie Energy, LLC	—	—
--	--	---	---

Net cash used in investing activities	Net cash used in investing activities	(631,752)	(37,661)
---------------------------------------	---------------------------------------	-----------	----------

Net cash used in investing activities

Net cash used in investing activities

Cash flows from financing activities:

Cash flows from financing activities:

Cash flows from financing activities:	Cash flows from financing activities:		
---------------------------------------	---------------------------------------	--	--

Cash flows from financing activities:	Cash flows from financing activities:		
---------------------------------------	---------------------------------------	--	--

Proceeds from borrowings	Proceeds from borrowings	913,768	369,163
Proceeds from borrowings			
Proceeds from borrowings			
Repayments of borrowings	Repayments of borrowings	(901,094)	(441,434)
Net borrowings (repayments) on deferred payment arrangements and receivable advances		(52,355)	48,211
Repayments of borrowings			
Repayments of borrowings			
Net borrowings on deferred payment arrangements and receivable advances			
Net borrowings on deferred payment arrangements and receivable advances			
Net borrowings on deferred payment arrangements and receivable advances			
Payment of deferred loan costs			
Payment of deferred loan costs			
Payment of deferred loan costs	Payment of deferred loan costs	(12,037)	—
Purchase of common stock for retirement	Purchase of common stock for retirement	(32,210)	(7,330)
Purchase of common stock for retirement			
Purchase of common stock for retirement			
Exercise of stock options			
Exercise of stock options			
Exercise of stock options	Exercise of stock options	13,014	—
Payments for debt extinguishment and commitment costs	Payments for debt extinguishment and commitment costs	(8,742)	(3,483)
Other financing activities, net		617	351
Net cash used in financing activities		(79,039)	(34,522)
Net increase in cash, cash equivalents, and restricted cash		(129,346)	296,870
Payments for debt extinguishment and commitment costs			
Payments for debt extinguishment and commitment costs			
Net cash provided by (used in) financing activities			
Net cash provided by (used in) financing activities			

**Net cash provided by (used in)
financing activities**

**Net increase (decrease) in cash,
cash equivalents, and restricted
cash**

**Net increase (decrease) in cash,
cash equivalents, and restricted
cash**

**Net increase (decrease) in cash,
cash equivalents, and restricted
cash**

Cash, cash equivalents, and restricted
cash at beginning of period

Cash, cash equivalents, and restricted
cash at beginning of period

Cash, cash equivalents, and restricted cash at beginning of period	Cash, cash equivalents, and restricted cash at beginning of period	494,926	116,221
Cash, cash equivalents, and restricted cash at end of period	Cash, cash equivalents, and restricted cash at end of period	\$365,580	\$413,091

Cash, cash equivalents, and restricted
cash at end of period

Cash, cash equivalents, and restricted
cash at end of period

Supplemental cash flow

information:

Supplemental cash flow

information:

Supplemental cash flow information:	Supplemental cash flow information:
Net cash paid for:	Net cash paid for:

Net cash paid for:

Net cash paid for:

Interest

Interest

Interest	Interest	\$ (58,248)	\$ (43,161)
Taxes	Taxes	(2,187)	(9)

Taxes

Taxes

Non-cash investing and financing activities:	Non-cash investing and financing activities:
---	---

**Non-cash investing and
financing activities:**

**Non-cash investing and
financing activities:**

Accrued capital expenditures

Accrued capital expenditures

Accrued capital expenditures	Accrued capital expenditures	\$ 9,781	\$ 6,280
ROU assets obtained in exchange for new finance lease liabilities	ROU assets obtained in exchange for new finance lease liabilities	3,021	594

ROU assets obtained in exchange for new finance lease liabilities

ROU assets obtained in exchange for new finance lease liabilities

ROU assets obtained in exchange for new operating lease liabilities	ROU assets obtained in exchange for new operating lease liabilities	35,822	19,014
---	---	--------	--------

ROU assets obtained in exchange for new operating lease liabilities

ROU assets obtained in exchange for new operating lease liabilities

ROU assets terminated in exchange for release from finance lease liabilities
--

ROU assets terminated in exchange for release from finance lease liabilities
--

ROU assets terminated in exchange for release from finance lease liabilities
--

ROU assets terminated in exchange for release from operating lease liabilities
--

ROU assets terminated in exchange for release from operating lease liabilities
--

ROU assets terminated in exchange for release from operating lease liabilities
--

ROU assets terminated in exchange for release from operating lease liabilities	ROU assets terminated in exchange for release from operating lease liabilities	1,439	32,902
--	--	-------	--------

See accompanying notes to the condensed consolidated financial statements.

PAR PACIFIC HOLDINGS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)
(in thousands)

		Accumulated									
		Additional		Additional		Additional					
		Common Stock		Common Stock		Common Stock					
		Shares		Paid-In		(Deficit)					
		Shares		Capital		Earnings					
		Amount		Income		Total					
		Equity									
Balance, December 31, 2022											
		Accumulated									
		Additional			Other						
Stock-based compensation											
		Common Stock		Paid-In		Accumulated					
		Shares		Capital		Deficit					
Balance, December 31, 2021		60,162		\$ 602		\$ 821,713					
		(\$ (559,117)		\$ 2,502		\$ 265,700					
Stock-based compensation											
Stock-based compensation											
Stock-based compensation		412		3		3,655					
Purchase of common stock for retirement											
Purchase of common stock for retirement		(462)		(4)		(1,431)					
Net loss		—		—		(4,955)					
Balance, March 31, 2022		60,112		601		823,937					
Issuance of common stock for employee stock purchase plan		41		—		632					
Stock-based compensation		3		—		2,017					
Purchase of common stock for retirement											
Purchase of common stock for retirement											
Purchase of common stock for retirement		(1)		—		(94)					
Exercise of stock options											
Exercise of stock options		65		1		1,131					
Other comprehensive loss											
Net income		Net income		—		—					
Balance, June 30, 2022		60,220		602		827,623					
		(\$ (551,998)		2,502		278,729					
Balance, March 31, 2023											
Stock-based compensation											
Stock-based compensation		(2)		—		1,613					
Purchase of common stock for retirement											
Purchase of common stock for retirement		(60)		(1)		(41)					
Net income											
Net income		—		—		267,396					
Balance, September 30, 2022		60,158		\$ 601		\$ 829,195					
		(\$ (285,406)		\$ 2,502		\$ 546,892					

		Accumulated					
		Additional		Accumulated		Other	
		Common Stock		Paid-In		(Deficit)	
		Common Stock		Common Stock		Comprehensive	
		Shares		Shares		Income	
		Shares		Amount		Equity	

	Shares	Amount	Capital	Earnings	Income	Equity
Balance, December 31, 2022	60,471	\$ 604	\$ 836,491	\$ (200,687)	\$ 8,129	\$ 644,537
Stock-based compensation	340	—	2,317	—	—	2,317
Purchase of common stock for retirement	(81)	—	(3,114)	—	—	(3,114)
Exercise of stock options	300	6	6,368	—	—	6,374
Other comprehensive loss	—	—	—	—	(11)	(11)
Net income	—	—	—	237,890	—	237,890
Balance, March 31, 2023	61,030	610	842,062	37,203	8,118	887,993
Issuance of common stock for employee stock purchase plan	27	—	726	—	—	726
Stock-based compensation	115	1	3,655	—	—	3,656
Purchase of common stock for retirement	(128)	(1)	(464)	(2,601)	—	(3,066)
Other comprehensive loss	—	—	—	—	(11)	(11)
Net income	—	—	—	30,013	—	30,013
Balance, June 30, 2023	61,044	610	845,979	64,615	8,107	919,311
Common stock offering, net of issuance costs	—	—	—	—	—	—
Stock-based compensation	7	3	2,871	—	—	2,874
Purchase of common stock for retirement	(784)	(8)	(1,655)	(27,306)	—	(28,969)
Exercise of stock options	251	—	6,640	—	—	6,640
Other comprehensive loss	—	—	—	—	(12)	(12)
Net income	—	—	—	171,415	—	171,415
Balance, September 30, 2023	60,518	\$ 605	\$ 853,835	\$ 208,724	\$ 8,095	\$ 1,071,259

	Accumulated					
	Common Stock		Additional		Other	
	Shares	Amount	Capital	Earnings	Comprehensive	Total
Balance, December 31, 2023	59,756	\$ 597	\$ 860,797	\$ 465,856	\$ 8,174	\$ 1,335,424
Stock-based compensation	327	2	16,408	—	—	16,410
Purchase of common stock for retirement	(1,013)	(9)	(4,251)	(32,430)	—	(36,690)
Other comprehensive loss	—	—	—	—	(54)	(54)
Net loss	—	—	—	(3,751)	—	(3,751)
Balance, March 31, 2024	59,070	\$ 590	\$ 872,954	\$ 429,675	\$ 8,120	\$ 1,311,339

See accompanying notes to the condensed consolidated financial statements.

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Note 1—Overview

Par Pacific Holdings, Inc. and its wholly owned subsidiaries ("Par" or the "Company") own provide both renewable and operate market-leading energy and infrastructure businesses. Our strategy is conventional fuels to acquire and develop businesses in logically complex, niche markets, the western United States. Currently, we operate in three primary business segments:

1) **Refining** - We own and operate four refineries. Our refineries in Kapolei, Hawaii, Newcastle, Wyoming, Tacoma, Washington, and Montana. Beginning June 1, 2023, we own and operate a refinery that processes Western Canadian and regional Rocky Mountain Billings, Montana, convert crude oil into gasoline, distillate, asphalt and a 65% interest in an adjacent cogeneration facility in Billings, Montana, other products to serve the state of Hawaii and areas ranging from Washington state to the Dakotas and Wyoming.

2) **Retail** - We operate fuel retail outlets in Hawaii, Washington, and Idaho. We operate convenience stores and fuel retail sites under our "Hele" and "nomnom" brands, "76" branded fuel retail sites and other sites operated by third parties that sell gasoline, diesel, and retail merchandise through Hele such as soft drinks, prepared foods, and "76" branded sites, "nomnom" branded company-operated convenience stores, 7-Eleven operated convenience stores, other sites operated by third parties, and sundries. We also operate unattended cardlock stations.

3) Logistics - We operate an extensive multi-modal logistics network spanning the Pacific, the Northwest, and the Rocky Mountain regions to transport regions. This network includes a single point mooring ("SPM") in Hawaii, a unit train-capable rail loading terminal in Washington, and store our crude oil other terminals, pipelines, trucking operations, marine vessels, storage facilities, loading and truck racks, and rail facilities for the movement of petroleum, refined products, for our refineries and transport refined products ethanol in and among the Hawaiian islands, between the U.S. West Coast and Hawaii, and in areas ranging from the state of Washington to our retail sites or third-party purchasers. Beginning June 1, 2023, we maintain ownership in distribution the Dakotas and logistics assets in the upper Rockies region, including the wholly owned Silvertip Pipeline, a 40% interest in the Yellowstone refined products pipeline, and four wholly owned and three joint venture refined product terminals. Wyoming.

As of **September 30, 2023** **March 31, 2024**, we owned a 46.0% equity investment in Laramie Energy, LLC ("Laramie Energy"). Laramie Energy is focused on developing and producing natural gas in Garfield, Mesa, and Rio Blanco counties, Colorado. As noted in the Refining and Logistics discussions above, as of **September 30, 2023** **March 31, 2024**, through the Billings Acquisition (as defined in Note 5—Acquisitions), we own a 65% and a 40% equity investment in Yellowstone Energy Limited Partnership, ("YELP") and Yellowstone Pipeline Company ("YPLC"), respectively.

Our Corporate and Other reportable segment primarily includes general and administrative costs and certain development expenses associated with our renewable fuel initiatives. costs.

Note 2—Summary of Significant Accounting Policies

Principles of Consolidation and Basis of Presentation

The condensed consolidated financial statements include the accounts of Par and its subsidiaries. All intercompany balances and transactions have been eliminated in consolidation. Certain amounts previously reported in our condensed consolidated financial statements for prior periods have been reclassified to conform with the current presentation.

The accompanying condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial information, the instructions to Form 10-Q, and Article 10 of Regulation S-X of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Accordingly, they do not include all of the information and notes required by GAAP for complete consolidated financial statements. The condensed consolidated financial statements contained in this report include all material adjustments of a normal recurring nature that, in the opinion of management, are necessary for a fair presentation of the results for the interim periods presented. The results of operations for the interim periods presented are not necessarily indicative of the results that may be expected for the complete fiscal year or for any other period. The condensed consolidated balance sheet as of **December 31, 2022** **December 31, 2023** was derived from our audited consolidated financial statements as of that date. These condensed consolidated financial statements should be read together with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended **December 31, 2022** **December 31, 2023**.

Use of Estimates

The preparation of our condensed consolidated financial statements in conformity with GAAP requires us to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, and expenses and the related disclosures. Actual amounts could differ from these estimates.

Allowance for Credit Losses

We are exposed to credit losses primarily through our sales of refined products. Credit limits and/or prepayment requirements are set based on such factors as the customer's financial results, credit rating, payment history, and industry and

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are reviewed annually for customers with material credit limits. Credit allowances are reviewed at least quarterly based on changes in the customer's creditworthiness due to economic conditions, liquidity, and business strategy as publicly reported and

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through discussions between the customer and the Company. We establish provisions for losses on trade receivables based on the estimated credit loss we expect to incur over the life of the receivable. We did not have a material change in our allowances on trade receivables during the three and nine months ended **September 30, 2023** **March 31, 2024** or **2022, 2023**.

Cost Classifications

Cost of revenues (excluding depreciation) includes the hydrocarbon-related costs of inventory sold, transportation costs of delivering product to customers, crude oil consumed in the refining process, costs to satisfy our Renewable Identification Numbers ("RINs") and other environmental credit obligations, and certain hydrocarbon fees and taxes. Cost of revenues (excluding depreciation) also includes the unrealized gains and losses on derivatives and inventory valuation adjustments. Certain direct operating expenses related to our logistics segment are also included in Cost of revenues (excluding depreciation).

Operating expense (excluding depreciation) includes direct costs of labor, maintenance and services, energy and utility costs, property taxes, and environmental compliance costs, as well as chemicals and catalysts and other direct operating expenses.

The following table summarizes depreciation and finance lease amortization expense excluded from each line item in our condensed consolidated statements of operations (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Three Months Ended March 31,				
Three Months Ended March 31,				
Three Months Ended March 31,				
2024				
2024				
2024				
Cost of revenues				
Cost of revenues				
Cost of revenues	Cost of revenues	\$ 7,672	\$ 5,023	\$ 17,693
Operating expense	Operating expense	20,632	12,813	49,189
Operating expense				
Operating expense				
General and administrative expense	General and administrative expense	538	637	1,618
General and administrative expense				
General and administrative expense				
Recent Accounting Pronouncements				

There have been no developments to recent accounting pronouncements, including the expected dates of adoption and estimated effects on our financial condition, results of operations, and cash flows, from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023.

Note 3—Refining and Logistics Equity Investments

Yellowstone Energy Limited Partnership

On June 1, 2023, we completed the Billings Acquisition (as defined in Note 5—Acquisitions) and acquired a 65% limited partnership ownership interest in YELP. YELP owns a cogeneration facility in Billings, Montana, that converts petroleum coke, supplied from our Montana refinery and other nearby third-party refineries, into power production for the local utility grid. We account for our investment in YELP using the equity method as we have the ability to exert significant influence over, but do not control its operating and financial policies. Our proportionate share of YELP's net income and the depreciation of our basis difference are included in Equity earnings from refining and logistics investments on our condensed consolidated statements of operations, operations, and reported as part of our refining segment. Please read Note 19—Segment Information for further information on our reporting segments. Our proportionate share of YELP's net income (loss) is recorded on a one-month lag.

The change in our equity investment in YELP is as follows (in thousands):

	Three Months Ended March 31,	
	2024	
Beginning balance	\$ 59,824	
Equity earnings from YELP	4,465	
Depreciation of basis difference	(348)	
Dividends received	(5,265)	
Ending balance	\$ 58,676	

Yellowstone Pipeline Company

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The change in our equity investment in YELP is as follows (in thousands):

	Three Months Ended September 30,		For the period from June 1 through September 30,	
			2023	2023
	\$		\$	—
Beginning balance	\$ 58,019		\$ —	
Acquisition of investment			—	58,019
Equity earnings from YELP	2,740		2,740	

Depreciation of basis difference	(348)	(348)
Dividends received	(5,558)	(5,558)
Ending balance	\$ 54,853	\$ 54,853

Yellowstone Pipeline Company

On June 1, 2023, we completed the Billings Acquisition (as defined in Note 5—Acquisitions) and acquired a 40% ownership interest in YPLC. YPLC owns a refined products pipeline that begins at our Montana refinery and transports refined product throughout Montana and the Pacific Northwest. We account for our ownership interest in YPLC using the equity method as we have the ability to exert significant influence over, but do not control, its operating and financial policies. Our proportionate share of YPLC's net income and the accretion of our basis difference is included in Equity earnings from refining and logistics investments on our condensed consolidated statements of operations, operations, and reported as part of our logistics segment. Please read Note 19—Segment Information for further information on our reporting segments.

The change in our equity investment in YPLC is as follows (in thousands):

	For the period from June 1 through	
	September 30,	
	Three Months Ended September 30,	September 30,
	2023	2023
Beginning balance	\$ 26,406	—
Acquisition of investment	—	28,581
Equity earnings from YPLC	1,490	1,915
Accretion of basis difference	51	51
Dividends received	—	(2,600)
Ending balance	<u>\$ 27,947</u>	<u>\$ 27,947</u>

	Three Months Ended March 31,	
	2024	
	Beginning balance	\$ 27,662
Equity earnings from YPLC	1,939	1,939
Accretion of basis difference	38	38
Ending balance	<u>\$ 29,639</u>	<u>\$ 29,639</u>

Note 4—Investment in Laramie Energy

Laramie Energy

As of September 30, 2023 March 31, 2024, we had owned a 46.0% ownership interest in Laramie Energy. Laramie Energy, is an entity focused on developing and producing natural gas in Garfield, Mesa, and Rio Blanco counties, Colorado. The balance of our investment in Laramie Energy was zero \$18.8 million and \$14.3 million as of September 30, 2023 March 31, 2024 and December 31, 2022.

Prior to February 21, 2023 December 31, 2023, Laramie Energy had a term loan agreement which provided a term loan secured by a lien on its natural gas and crude oil properties and related assets. Under the terms of the term loan, Laramie Energy was generally prohibited from making future cash distributions to its owners, including us, except for certain permitted tax distributions, respectively.

On February 21, 2023, Laramie Energy entered into a new term loan agreement which provides a \$205 million first lien term loan facility with \$160.0 million funded at closing and an optional \$45 million delayed draw commitment, subject to certain terms and conditions. Laramie Energy used the proceeds from the term loan to repay the then-outstanding balance of \$76.3 million on its prior term loan, including accrued interest and prepayment penalties, and fully redeem preferred equity of \$73.5 million. After deducting transaction costs, net proceeds were \$4.8 million. Under the terms of the new term loan, Laramie is permitted to make future cash distributions to its owners, including us, subject to certain restrictions. Laramie Energy's term loan matures on February 21, 2027. As of September 30, 2023 March 31, 2024 and December 31, 2023, the term loan had an outstanding balance of \$160.0 million.

On March 1, 2023, pursuant to its new term loan agreement, Laramie Energy made a one-time cash distribution to its owners, including us, based on ownership percentage. Our share of this distribution was \$10.7 million, which was reflected as

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Return of capital from Laramie Energy, LLC on our condensed consolidated statements of cash flows. We recorded the cash received as Equity earnings from Laramie Energy, LLC on our condensed consolidated statements of operations because the carrying value of our investment in Laramie Energy was zero at the time of such distribution.

Effective February 21, 2023, and concurrent with the new term loan agreement noted above, we resumed the application of equity method accounting with respect to our investment in Laramie Energy. At September 30, 2023 March 31, 2024, our equity in the underlying net assets of Laramie Energy exceeded the carrying value of our investment by approximately \$76.4 million \$69.5 million. This difference arose primarily due to other-than-temporary impairments of our equity investment in Laramie Energy.

The change in our equity investment in Laramie Energy is as follows (in thousands):

	Three Months Ended March 31,
	2024
Beginning balance	\$ 14,279
Equity earnings (losses) from Laramie Energy	2,949
Accretion of basis difference	1,614
Ending balance	<u>18,842</u>

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Note 5—Acquisitions

Billings Acquisition

On October 20, 2022, we and our subsidiaries Par Montana, LLC ("Par Montana") and Par Montana Holdings, LLC ("Par Montana Holdings"), entered into an equity and asset purchase agreement (as amended to include Par Rocky Mountain Midstream, LLC, the "Purchase Agreement") with Exxon Mobil Corporation, ExxonMobil Oil Corporation, and ExxonMobil Pipeline Company LLC (collectively, the "Sellers") to purchase (i) the high-conversion, complex refinery located in Billings, Montana and certain associated distribution and logistics assets, (ii) the Sellers' 65% limited partnership equity interest in YELP, and (iii) the Sellers' 40% equity interest in YPLC for a base purchase price of \$310.0 million plus the value of hydrocarbon inventory and adjusted working capital at closing (collectively, the "Billings Acquisition"). The Billings Acquisition enhances our fully integrated downstream network in the upper Rockies and Pacific Northwest. The Billings Acquisition increases scale and geographic diversification on the U.S. mainland and allows for efficient access to alternative markets.

On June 1, 2023, we completed the Billings Acquisition for a total purchase price of approximately \$625.4 million, including acquired working capital, consisting of a cash deposit of \$30.0 million paid on October 20, 2022, upon execution of the Purchase Agreement and \$595.4 million paid at closing on June 1, 2023. The Company funded the Billings Acquisition with cash on hand and borrowings from the ABL Credit Facility (as defined in Note 11—Debt).

We accounted for the Billings Acquisition as a business combination whereby the purchase price was allocated to the assets acquired and liabilities assumed based on their estimated fair values on the date of acquisition. A summary of the preliminary fair value of the assets acquired and liabilities assumed is as follows (in thousands):

Trade accounts receivable	\$ 2,387
Inventories	299,176
Property, plant, and equipment	259,088
Operating lease right-of-use assets	3,562
Investment in refining and logistics subsidiaries	86,600
Other long-term assets	4,094
Total assets (1)	654,907
Current operating lease liabilities	2,081
Other current liabilities	7,056
Environmental liabilities	18,869
Long-term operating lease liabilities	1,481
Total liabilities	29,487
Total	\$ 625,420

(1) We allocated \$538.7 million and \$116.2 million of total assets to our refining and logistics segments, respectively.

We have recorded a preliminary estimate As of March 31, 2024, we finalized the fair value of the assets acquired and liabilities assumed and expect to finalize the Billings Acquisition purchase price allocation during the first part of 2024. The primary areas of the purchase price allocation that are not finalized as of September 30, 2023 relate to inventory, property, plant, and equipment, and the environmental liabilities. During the three months ended September 30, 2023, immaterial purchase price allocation adjustments were recorded related to

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working capital. Any final valuation adjustments could change the fair values assigned to the assets acquired and liabilities assumed, resulting in a change to our condensed consolidated financial statements, which could be material.

allocation. We incurred \$0.2 million and \$10.6 million \$5.3 million of acquisition costs related to the Billings Acquisition for the three and nine months ended September 30, 2023, respectively. March 31, 2023. These costs are included in Acquisition and integration costs on our condensed consolidated statements of operations.

We assumed certain environmental liabilities associated with the Billings Acquisition, including costs related to hazardous waste corrective measures, ground and surface water sampling and monitoring. We expect to incur these costs over a 20 to 30 year period.

The results of operations of the Montana refinery, newly acquired logistics assets in the Rockies region, and YELP and YPLC equity investments were included in our results beginning on June 1, 2023. For the three and nine months ended September 30, 2023, our results of operations included revenues of \$839.9 million and \$1,057.0 million, respectively, and net income of \$68.2 million and \$52.6 million, respectively, related to these assets. The following unaudited pro forma financial

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information presents our consolidated revenues and net income as if the Billings Acquisition had been completed on January 1, 2022 (in thousands):

	Nine Months Ended September 30,	
	2023	2022
Revenues	\$ 6,989,310	\$ 7,599,525
Net income	592,970	261,796
Three Months Ended March 31, 2023		
Revenues	\$ 2,198,921	
Net income	311,610	

These pro forma results were based on estimates and assumptions that we believe are reasonable. The unaudited pro forma financial information is not necessarily indicative of the results of operations that would have been achieved had the Billings Acquisition been effective as of the dates presented, nor is it indicative of future operating results of the combined company. Pro forma adjustments include (i) incremental depreciation resulting from the estimated fair value of property, plant, and equipment acquired, (ii) transaction costs which were shifted from the **nine** **three** months ended **September 30, 2023** **March 31, 2023** to the **ninethree** months ended **September 30, 2022** **March 31, 2022** and (iii) elimination of historical transactions between Par and the Montana assets.

Note 6—Revenue Recognition

As of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, receivables from contracts with customers were **\$471.6 million** **\$373.1 million** and **\$242.5 million** **\$311.1 million**, respectively. Our refining segment recognizes deferred revenues when cash payments are received in advance of delivery of products to the customer. Deferred revenue was **\$35.1 million** **\$21.6 million** and **\$11.5 million** **\$15.2 million** as of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023**, respectively. We have elected to apply a practical expedient not to disclose the value of unsatisfied performance obligations for (i) contracts with an original expected duration of less than one year and (ii) contracts where the variable consideration has been allocated entirely to our unsatisfied performance obligation.

The following table provides information about disaggregated revenue by major product line and includes a reconciliation of the disaggregated revenues to total segment revenues (in thousands):

Three Months Ended September 30, 2023	Refining	Logistics	Retail
Three Months Ended March 31, 2024			
Three Months Ended March 31, 2024			
Three Months Ended March 31, 2024			
Product or service:			
Product or service:			
Product or service:			
Gasoline	Gasoline	\$ 952,981	\$ 116,629
Gasoline		—	
Gasoline		—	
Distillates (1)	Distillates (1)	1,016,470	13,848
Distillates (1)		—	
Distillates (1)		—	
Other refined products (2)			
Other refined products (2)			
Other refined products (2)	Other refined products (2)	482,146	—
Merchandise	Merchandise	—	27,339
Merchandise		—	

Merchandise				
Transportation and terminalling services				
Transportation and terminalling services				
Transportation and terminalling services	Transportation and terminalling services	—	72,839	—
Other revenue	Other revenue	72,558	—	696
Other revenue				
Other revenue				
Total segment revenues (3)	Total segment revenues (3)	\$ 2,524,155	\$ 72,839	\$ 158,512
Total segment revenues (3)				
Total segment revenues (3)				

Three Months Ended March 31, 2023	Refining	Logistics	Retail
<u>Product or service:</u>			
Gasoline			
Distillates (1)			
Other refined products (2)			
Merchandise	—	—	22,828
Transportation and terminalling services	—	52,388	—
Other revenue	425	—	957
Total segment revenues (3)	\$ 1,615,412	\$ 52,388	\$ 135,572

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Three Months Ended September 30, 2022	Refining	Logistics	Retail
<u>Product or service:</u>			
Gasoline			
Distillates (1)			
Other refined products (2)			
Merchandise	—	—	24,800
Transportation and terminalling services	—	54,635	—
Other revenue	2,874	—	969
Total segment revenues (3)	\$ 1,974,701	\$ 54,635	\$ 157,385

Nine Months Ended September 30, 2023	Refining	Logistics	Retail
<u>Product or service:</u>			
Gasoline			
Distillates (1)			
Other refined products (2)			
Merchandise	—	—	76,059
Transportation and terminalling services	—	189,936	—
Other revenue	73,260	—	2,524
Total segment revenues (3)	\$ 5,848,108	\$ 189,936	\$ 442,480

Nine Months Ended September 30, 2022	Refining	Logistics	Retail
<u>Product or service:</u>			
Gasoline			
Distillates (1)			
Other refined products (2)			
Merchandise	—	—	320,082
Transportation and terminalling services	—	37,815	—
Other revenue	—	—	—
Total segment revenues (3)	\$ 1,548,915	\$ 2,345,982	\$ 33,030

Merchandise	—	—	68,522
Transportation and terminalling services	—	147,729	—
Other revenue	15,356	—	2,627
Total segment revenues (3)	\$ 5,318,379	\$ 147,729	\$ 424,505

(1) Distillates primarily include diesel and jet fuel.

(2) Other refined products include fuel oil, vacuum gas oil, and asphalt.

(3) Refer to Note 19—Segment Information for the reconciliation of segment revenues to total consolidated revenues.

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Note 7—Inventories

Inventories at September 30, 2023 March 31, 2024, and December 31, 2022 December 31, 2023, consisted of the following (in thousands):

		Supply and Offtake			
		Titled Inventory	Agreement (1)	Total	
September 30, 2023					
	Titled Inventory		Titled Inventory	Supply and Offtake Agreement (1)	Total
March 31, 2024					
Crude oil and feedstocks					
Crude oil and feedstocks					
Crude oil and feedstocks	Crude oil and feedstocks	\$268,498	\$ 126,747	\$ 395,245	
Refined products and blendstock	Refined products and blendstock	379,320	144,942	524,262	
Warehouse stock and other (2)	Warehouse stock and other (2)	307,822	—	307,822	
Total	Total	\$955,640	\$ 271,689	\$1,227,329	
December 31, 2022					
December 31, 2023					
December 31, 2023					
Crude oil and feedstocks					
Crude oil and feedstocks					
Crude oil and feedstocks	Crude oil and feedstocks	\$112,082	\$ 265,536	\$ 377,618	
Refined products and blendstock	Refined products and blendstock	188,040	168,624	356,664	
Warehouse stock and other (2)	Warehouse stock and other (2)	307,701	—	307,701	

Total	Total	\$607,823	\$ 434,160	\$1,041,983
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(1) Please read Note 9—Inventory Financing Agreements for further information.

(2) Includes \$223.4 million \$128.7 million and \$258.2 million \$237.6 million of RINs and environmental credits, reported at the lower of cost or net realizable value, as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively. RINs Our renewable volume obligation and other gross environmental credit obligations of \$326.6 million \$134.5 million and \$549.8 million \$286.9 million, reported at market value, are included in Other accrued liabilities on our condensed consolidated balance sheets as of September 30, 2023 March 31, 2024 and December 31, 2022, respectively. If we marked our RINs and environmental credits to fair market value, our net environmental credit obligations would have been \$91.1 million and \$152.6 million as of September 30, 2023 and December 31, 2022 December 31, 2023, respectively.

As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, there was no reserve for the lower of cost or net realizable value of inventory. As of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, the excess of current replacement cost over exceeded the last-in, first-out ("LIFO") LIFO inventory carrying value at the Washington refinery was by approximately \$63.4 million \$42.8 million and \$46.4 million \$36.1 million, respectively.

Note 8—Prepaid and Other Current Assets

Prepaid and other current assets at September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 consisted of the following (in thousands):

	March 31, 2024		March 31, 2024		December 31, 2023	
	September 30, 2023	December 31, 2022	September 30, 2023	December 31, 2022	September 30, 2023	December 31, 2022
Advances to suppliers for crude purchases						
Collateral posted with broker for derivative instruments						
(1)						
	September 30, 2023	December 31, 2022	September 30, 2023	December 31, 2022	September 30, 2023	December 31, 2022
Collateral posted with broker for derivative instruments (1)	\$ 22,834	\$ 40,788				
Billings Acquisition deposit (2)	—	30,000				
Prepaid insurance						
Prepaid insurance						
Prepaid insurance	585	15,639				
Derivative assets	Derivative assets	18,138	—			
Derivative assets						
Derivative assets						
Prepaid environmental credits						
Prepaid environmental credits						
Prepaid environmental credits						
Other	Other	15,846	5,616			
Total	Total	\$ 57,403	\$ 92,043			

(1) Our cash margin that is required as collateral deposits on our commodity derivatives cannot be offset against the fair value of open contracts except in the event of default. Please read Note 12—Derivatives for further information.

(2) Please read

Note 5—Acquisitions for further information, 9—Inventory Financing Agreements

The following table summarizes our outstanding obligations under our inventory financing agreements (in thousands):

	March 31, 2024	December 31, 2023
Supply and Offtake Agreement	\$ 662,688	\$ 594,362
LC Facility due 2024	—	—
Obligations under inventory financing agreements	\$ 662,688	\$ 594,362

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Note 9—Inventory Financing Agreements

The following table summarizes our outstanding obligations under our inventory financing agreements (in thousands):

	September 30, 2023	December 31, 2022
Supply and Offtake Agreement	\$ 680,148	\$ 732,511
Washington Refinery Intermediation Agreement	161,690	160,554
LC Facility due 2024	—	—
Obligations under inventory financing agreements	\$ 841,838	\$ 893,065

Supply and Offtake Agreement

Under the Second Amended We have a supply and Restated Supply and Offtake Agreement (as amended, the offtake agreement with J. Aron to support our Hawaii refining operations (the "Supply and Offtake Agreement"), J. Aron & Company LLC ("J. Aron") finances the majority of the crude oil utilized at the Hawaii refinery, holds legal title to the crude oil stored in our storage tanks before processing until title passes to us at the tank outlet, and buys refined products produced at our Hawaii refinery, after which we repurchase the refined products prior to selling them to our retail locations or third parties. Under the Supply and Offtake Agreement, J. Aron may enter into agreements with third parties whereby J. Aron remits payments to these third parties for refinery procurement contracts for which we will become immediately obligated to reimburse J. Aron. The Supply and Offtake Agreement expires May 31, 2024 (as extended, the "Expiration Date"), subject to a one-year extension at the mutual agreement of the parties at least 120 days prior to the Expiration Date. The Supply and Offtake Agreement also makes available a discretionary draw facility (the "Discretionary Draw Facility") to Par Hawaii Refining, LLC ("PHR" Agreement").

On April 25, 2022, we entered into an amendment (the "S&O Amendment") to the Supply and Offtake Agreement which, among other things, amended the maximum commitment amount under the Discretionary Draw Facility from \$165 million to \$215 million. The S&O Amendment further increased the limit in the borrowing base for eligible hydrocarbon inventory from \$82.5 million to \$107.5 million. The S&O Amendment further requires a \$5.0 million reserve against the borrowing base at any time more than \$165 million is outstanding in discretionary draw advances made to PHR; the reserve may be reduced by the posting of cash collateral by PHR in accordance with the terms of the S&O Amendment. On February 13, 2023, we entered into an amendment to the Supply and Offtake Agreement to, among other things, facilitate entry into the Term Loan Credit Agreement. On June 21, 2023, we entered into an amendment (the "June 2023 S&O Amendment") to the Supply and Offtake Agreement to establish the Secured Overnight Financing Rate ("SOFR"), as defined in the Supply and Offtake Agreement, as the benchmark rate in replacement of the London Interbank Offered Rate ("LIBOR") and revise certain other terms and conditions, effective July 1, 2023. On July 26, 2023, we entered into an amendment (the "July 2023 S&O Amendment") to the Supply and Offtake Agreement which, among other things, allowed PHR to enter into a crude oil procurement contract supported by a letter of credit under the LC Facility (as defined below) and have its purchases funded by J. Aron, subject to certain conditions. Please read below for further information on the LC Facility.

Under the Supply and Offtake Agreement, we pay or receive certain fees from J. Aron based on changes in market prices over time. In 2021 and 2022, we entered into multiple contracts to fix certain market fees for the period from January 2022 through May 2022 for \$8.7 million. For the three and nine months ended September 30, 2023, we did not enter into any contracts to fix market fees related to our Supply and Offtake Agreement. We had no fixed market fees due to or from J. Aron as of September 30, 2023 and December 31, 2022. The amount due to or from J. Aron was recorded as an adjustment to our Obligations under inventory financing agreements as allowed under the Supply and Offtake Agreement. We did not recognize any fixed market fees for The Supply and Offtake Agreement expires May 31, 2024 (as extended, the three and nine months ended September 30, 2023 or for the three months ended September 30, 2022 "Expiration Date"). We recognized fixed market fees of \$8.8 million for the nine months ended September 30, 2022, which were included in Cost of revenues (excluding depreciation) on our condensed consolidated statements of operations.

LC Facility due 2024

On July 26, 2023, PHR, as borrower, the lenders and letter of credit issuing banks party thereto (collectively, the "LC Facility Lenders"), MUFG Bank, Ltd., as administrative agent (the "LC Facility Agent"), sub-collateral agent, joint lead arranger and sole bookrunner, Macquarie Bank Limited, as joint lead arranger, and U.S. Bank Trust Company, National Association, as collateral agent (the "Collateral Agent"), entered into an Uncommitted Credit Agreement (the "LC Facility Agreement") whereby the LC Facility Lenders agree, on an uncommitted and absolutely discretionary basis, to consider making revolving credit loans and issuing and participating in letters of credit in the maximum available amount of \$120.0 million in the aggregate (the "LC Facility") with the right to request an increase up to \$350.0 million in the aggregate, subject to certain conditions. Letters of credit issued under the LC Facility are intended to finance and provide credit support for certain of PHR's

PAR PACIFIC HOLDINGS, INC. AND SUBSIDIARIES
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purchases of crude oil. In addition, revolving credit loans may be used to pay suppliers. credit. The LC Facility will mature on July 25, 2024, unless the obligations are accelerated and the maximum credit limits of the LC Facility Lenders are terminated prior to such date.

The revolving credit loans under the LC Facility bear interest at a 1) SOFR rate plus the applicable margin of 2.5%, 2) cost of funds rate plus applicable margin of 2.5% or alternate base rate plus 1.5%, as more particularly described in the LC Facility Agreement.

PHR has agreed to pay certain fees and commissions with respect to letters of credit under the LC Facility, including, but not limited to, a letter of credit commission, in an amount equal to the greater of \$750 (in dollars) and (1) 2.00% per annum of the face amount of any trade letter of credit, or (2) 2.25% per annum of the face amount of any performance letter of credit, each payable monthly in arrears. In addition, PHR shall pay a fronting fee equal to 0.25% of the face amount of each letter of credit issued by a letter of credit issuing bank, payable monthly in arrears.

The LC Facility Agreement requires PHR to comply with various covenants, including compliance with the minimum liquidity covenant. PHR agrees that it shall not permit the liquidity of PHR for any three consecutive business days to be less than \$15 million at any time, with at least \$15 million of such liquidity consisting of cash and cash equivalents. PHR has granted a lien and security interest in certain of its assets to the Collateral Agent. PHR is also required to provide cash collateral to the LC Facility Agent as a condition to issuance of certain letters of credit.

Washington Refinery Intermediation Agreement

The Washington Refinery Intermediation Agreement with Merrill Lynch Commodities, Inc. ("MLC") provides a structured financing arrangement based on U.S. Oil & Refining Co. "USOR" and certain affiliated entities' crude oil and refined products inventories and associated accounts receivable. On May 9, 2022, we and MLC amended the Washington Refinery Intermediation Agreement to increase the maximum borrowing capacity under the MLC receivable advances from \$90 million to \$115 million. On August 11, 2022, we and MLC entered into an amendment to the Washington Refinery Intermediation Agreement to establish the adjusted three-month term SOFR rate as the benchmark rate in replacement of the LIBOR rate and revise certain other terms and conditions. On November 2, 2022, we and MLC amended the Washington Refinery Intermediation Agreement to further extend the term through March 31, 2024 and reduce the maximum borrowing capacity to \$110 million. On February 28, 2023, we and MLC amended the Washington Refinery Intermediation Agreement to facilitate entry into the Term Loan Credit Agreement, and on April 26, 2023, we and MLC amended the Washington Refinery Intermediation Agreement to facilitate entry into the ABL Credit Facility. On October 4, 2023, USOR entered into a Wind-Down and Termination Agreement; please read Note 20—Subsequent Events for further information.

The following table summarizes our outstanding borrowings, letters of credit, and contractual undertaking obligations under the intermediation agreements (in thousands):

	September 30, 2023	December 31, 2022	March 31, 2024	March 31, 2024	December 31, 2023
Discretionary Draw Facility	Discretionary Draw Facility				
Outstanding borrowings (1)					
Outstanding borrowings (1)					
Outstanding borrowings (1)	Outstanding borrowings (1)		\$ 174,999	\$ 204,843	
Borrowing capacity	Borrowing capacity	174,999	204,843		
MLC receivable advances	MLC receivable advances				
Outstanding borrowings (1)	Outstanding borrowings (1)	34,090	56,601		
Outstanding borrowings (1)					
Outstanding borrowings (1)					
Borrowing capacity	Borrowing capacity	72,090	56,601		
LC Facility due 2024	LC Facility due 2024				
Outstanding borrowings					
Outstanding borrowings					
Outstanding borrowings	Outstanding borrowings	—	—		
Borrowing capacity	Borrowing capacity	13,905	—		
MLC issued letters of credit	MLC issued letters of credit	68,900	115,001		
MLC issued letters of credit					
MLC issued letters of credit					

LC Facility issued letters of credit	LC Facility issued letters of credit	96,450	—
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(1) Borrowings outstanding under the Discretionary Draw Facility and MLC receivable advances are included in Obligations under inventory financing agreements on our condensed consolidated balance sheets. Changes in the borrowings outstanding under these arrangements are included within Cash flows from financing activities on the condensed consolidated statements of cash flows.

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The following table summarizes the inventory intermediation fees, which are included in Cost of revenues (excluding depreciation) on our condensed consolidated statements of operations, and Interest expense and financing costs, net related to the intermediation agreements (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Three Months Ended March 31,				
Three Months Ended March 31,				
Three Months Ended March 31,				
2024				
2024				
2024				
Net fees and expenses:				
Net fees and expenses:				
Net fees and expenses:	Net fees and expenses:			
Supply and Offtake Agreement	Supply and Offtake Agreement			
Supply and Offtake Agreement	Supply and Offtake Agreement			
Supply and Offtake Agreement	Supply and Offtake Agreement			
Inventory intermediation fees (1)	Inventory intermediation fees (1)			
Inventory intermediation fees (1)	Inventory intermediation fees (1)	\$ 15,643	\$ 40,112	\$ 42,270
Interest expense and financing costs, net	Interest expense and financing costs, net	2,214	1,453	5,834
Interest expense and financing costs, net	Interest expense and financing costs, net			
Washington Refinery Intermediation Agreement	Washington Refinery Intermediation Agreement			
Inventory intermediation fees	Inventory intermediation fees	\$ 750	\$ 750	\$ 2,250
Washington Refinery Intermediation Agreement	Washington Refinery Intermediation Agreement			
Washington Refinery Intermediation Agreement	Washington Refinery Intermediation Agreement			
Inventory intermediation fees (benefits)	Inventory intermediation fees (benefits)			
Inventory intermediation fees (benefits)	Inventory intermediation fees (benefits)			
Inventory intermediation fees (benefits)	Inventory intermediation fees (benefits)			
Interest expense and financing costs, net	Interest expense and financing costs, net	3,278	2,636	9,250
Interest expense and financing costs, net	Interest expense and financing costs, net			

Interest expense and financing costs, net							
LC Facility due 2024							
LC Facility due 2024							
LC Facility due 2024	LC Facility due 2024						
Interest expense and financing costs, net	Interest expense and financing costs, net	\$	54	—	\$	54	—
Interest expense and financing costs, net							
Interest expense and financing costs, net							

(1) Inventory intermediation fees under the Supply and Oftake Agreement include market structure fees of **\$5.1 million** **\$8.8 million** and **\$30.2 million** **\$2.4 million** for the three months ended **September 30, 2023** **March 31, 2024** and **2022** and **\$9.3 million** and **\$54.1 million** for the nine months ended **September 30, 2023** and **2022, 2023**, respectively.

The Supply and Oftake Agreement and the Washington Refinery Intermediation Agreement also provide us with the ability to economically hedge price risk on our inventories and crude oil purchases. Please read Note 12—Derivatives for further information.

Note 10—Other Accrued Liabilities

Other accrued liabilities at **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023** consisted of the following (in thousands):

	September 30, 2023	December 31, 2022		
	March 31, 2024		March 31, 2024	December 31, 2023
Accrued payroll and other employee benefits	Accrued payroll and other employee benefits	\$ 30,905	\$ 27,815	
Gross environmental credit obligations (1)	326,598	549,791		
Environmental credit obligations (1)				
Derivative liabilities				
Deferred revenue				
Other	Other	94,118	62,888	
Total	Total	\$ 451,621	\$ 640,494	

(1) Gross environmental credit obligations are stated at market as of **September 30, 2023** and **December 31, 2022**. Please read Note 13—Fair Value Measurements for further information. A portion of these obligations are expected to be settled with our RINs assets and other environmental credits, which are presented as Inventories on our condensed consolidated balance sheet and are stated at the lower of cost or net realizable value. The carrying costs of these assets were **\$223.4 million** **\$128.7 million** and **\$258.2 million** **\$237.6 million** as of **September 30, 2023** **March 31, 2024** and **December 31, 2022**, respectively. If we marked our RINs and environmental credits to fair market value, our net environmental credit obligations at market value would have been **\$91.1 million** and **\$152.6 million** as of **September 30, 2023** and **December 31, 2022** **December 31, 2023**, respectively.

Note 11—Debt

The following table summarizes our outstanding debt (in thousands):

	March 31, 2024	December 31, 2023
ABL Credit Facility due 2028	\$ 105,000	\$ 115,000
Term Loan Credit Agreement due 2030	544,500	545,875
Other long-term debt	4,589	4,746
Principal amount of long-term debt	654,089	665,621
Less: unamortized discount and deferred financing costs	(14,580)	(14,763)
Total debt, net of unamortized discount and deferred financing costs	639,509	650,858

Less: current maturities, net of unamortized discount and deferred financing costs	(4,226)	(4,255)
Long-term debt, net of current maturities	\$ 635,283	\$ 646,603

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Note 11—Debt

The following table summarizes our outstanding debt (in thousands):

	September 30, 2023	December 31, 2022
ABL Credit Facility due 2028	\$ —	\$ —
Term Loan Credit Agreement due 2030	547,250	—
7.75% Senior Secured Notes due 2025	—	281,000
Term Loan B Facility due 2026	—	203,125
12.875% Senior Secured Notes due 2026	—	31,314
Other long-term debt	4,901	—
Principal amount of long-term debt	552,151	515,439
Less: unamortized discount and deferred financing costs	(15,211)	(9,907)
Total debt, net of unamortized discount and deferred financing costs	536,940	505,532
Less: current maturities, net of unamortized discount and deferred financing costs	(4,287)	(10,956)
Long-term debt, net of current maturities	\$ 532,653	\$ 494,576

As of September 30, 2023 March 31, 2024 and December 31, 2023, we had \$49.4 million \$117.1 million and \$133.7 million in letters of credit outstanding under the ABL Credit Facility, as defined below. As of December 31, 2022, we had \$19.5 million in letters of credit outstanding under the Prior ABL Credit Facility, as defined below, below, respectively. We had \$70.0 million \$56.4 million and \$5.9 million \$56.2 million in cash-collateralized letters of credit and surety bonds outstanding as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively, under agreements with MLC and under certain other facilities, respectively.

Under the ABL Credit Facility and the Term Loan Credit Agreement, defined below, our subsidiaries are restricted from paying dividends or making other equity distributions, subject to certain exceptions.

ABL Credit Facility due 2028

On April 26, 2023, in connection with the Billings Acquisition, we repaid in full and terminated the loan and security agreements with certain lenders and Bank of America, N.A., as administrative agent and collateral agent (as amended from time to time, "Prior ABL Credit Facility") and entered into an Asset-Based Revolving Credit Agreement with certain lenders, and Wells Fargo Bank, National Association, as administrative agent and collateral agent (as amended from time to time, the "ABL Credit Facility"), providing for a senior secured asset-based revolving credit facility in an initial aggregate principal amount of up to \$150 million and secured by a first priority lien over certain of our assets and other personal property, subject to certain customary exceptions.

In accordance with ASC Topic 470, "Debt". On March 22, 2024, we accounted entered into the Third Amendment (the "Third Amendment") to the ABL Credit Facility. The Third Amendment provided for, among other things, (i) incremental commitments that increase the total revolver commitment under the ABL Credit Facility to \$1.4 billion as a debt m. (modification and unamortized deferred financing costs/modification costs of \$0.7 million were rolled into) future incremental increases up to \$400 million, (iii) the joinder of PHR to the ABL Credit Facility which as a Borrower and (iv) certain other amendments to the ABL Credit Facility to permit a new intermediation facility in favor of PHR, in each case subject to the satisfaction of certain conditions set forth in the Third Amendment, including the termination of the Company's existing intermediation agreement with J. Aron. We recorded deferred financing costs of \$3.8 million related to the Third Amendment that will be amortized over the remaining term of the ABL Credit Facility.

On May 30, 2023 Facility. As of March 31, 2024, the ABL Credit Facility was amended ("ABL Credit Facility Billings Amendment") in order to, among other things, increase the commitment amount by \$450 million, adjust the borrowing base to account for the Billings Acquisition assets, and fund an escrow account to purchase a portion of the hydrocarbon inventory associated with the Billings Acquisition. Initially the ABL Credit Facility permitted the issuance of letters of credit of up to \$65 million, with the ABL Credit Facility Billings Amendment this amount increased to \$250 million. The ABL Credit Facility will mature, and the commitments thereunder will terminate on April 26, 2028. On October 4, 2023, we entered into the Second Amendment to the ABL Credit Facility; please read Note 20—Subsequent Events for further information. As of September 30, 2023, the ABL Credit Facility had no \$105 million outstanding in revolving loans, \$49.4 million in letters of credit outstanding, and a borrowing base of approximately \$424.0 million \$567.5 million.

The interest rates applicable to borrowings under the ABL Credit Facility is based on a fluctuating rate of interest measured by reference to either, at our option, (i) a base rate, plus an applicable margin, or (ii) an Adjusted Term SOFR rate, plus an applicable margin. The initial applicable margin for borrowings under the Facilities is 0.50% per annum with respect to base rate borrowings and 1.50% per annum with respect to SOFR borrowings, and the applicable margin for such borrowings after June 30, 2023 will be based on the our quarterly average excess availability as determined by reference to a borrowing base, ranging from 0.25% per annum to 0.75% per annum with respect to base rate borrowings and from 1.25% per annum to

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1.75% per annum with respect to SOFR borrowings. We will also pay a *de minimis* fee for any undrawn amounts available under the ABL Credit Facility.

The ABL Credit Facility includes certain customary affirmative and negative covenants, including a minimum financial fixed charge coverage ratio and a minimum Borrower Group Fixed Charge Coverage Ratio. In addition, the covenants limit our ability and the ability of our restricted subsidiaries to incur indebtedness, grant liens, make investments, engage in acquisitions, mergers, or consolidations, engage in certain hedging transactions, and pay dividends and other restricted payments.

Term Loan Credit Agreement due 2030

On February 28, 2023, we entered into a term loan credit agreement (the "Term Loan Credit Agreement") with Wells Fargo Bank, National Association, as administrative agent (the "Agent"), and the lenders party thereto ("Lenders"). Pursuant to the Term Loan Credit Agreement, the Lenders made an initial senior secured term loan in the principal amount of \$550.0 million at a price equal to 98.5% of its face value. The initial loan bears interest at SOFR, as defined below. Secured Overnight Financing Rate ("SOFR"). The net proceeds were used to refinance our existing Term Loan B Facility, and repurchase our outstanding 7.75% Senior Secured Notes and 12.875% Senior Secured Notes, and any remaining net proceeds are expected to be used for general corporate purposes. We recognized an aggregate of \$2.8 million in debt modification costs in connection with the refinancing, which were recorded in Debt extinguishment and commitment costs on our condensed consolidated statement of operations for the nine three months ended September 30, 2023 March 31, 2023.

The On April 8, 2024, we entered into Amendment No. 1 to Term Loan Credit Agreement bears interest at a fluctuating rate per annum equal to either a SOFR rate or base rate "Base Rate", provided that the Base Rate shall not be below 1.5%, as defined in the Term Loan Credit Agreement. The SOFR rate and Base Rate definitions are summarized below:

<u>SOFR Rate loan</u>	Secured overnight financing rate plus the applicable margin of 4.250% per annum with a stepdown in the applicable margin of 0.25% in the event the Company's credit rating is upgraded to Ba3/BB-,
<u>Base Rate loan</u>	<p>A per annum rate plus the applicable margin of 3.250%. The base rate is the greatest of:</p> <ul style="list-style-type: none">• a rate as calculated by the Federal Reserve Bank of New York based on such day's federal funds transactions by depository institutions ("Federal Funds Rate") for such day, plus 0.5%;• a rate equal to adjusted term SOFR for a one month interest period as of such day plus 1.0%; or• a rate as announced by Wells Fargo (the "Prime Rate").

Agreement; please read Note 20—Subsequent Events for further information.

The Term Loan Credit Agreement requires quarterly payments of \$1.4 million on the last business day of each March, June, September and December, commencing on June 30, 2023, with the balance due upon maturity. The Term Loan Credit Agreement matures on February 28, 2030.

7.75% Senior Secured Notes due 2025

On December 21, 2017, Par Petroleum, LLC and Par Petroleum Finance Corp. (collectively, the "Issuers"), both our wholly owned subsidiaries, completed the issuance and sale of \$300 million in aggregate principal amount of 7.75% Senior Secured Notes in a private placement under Rule 144A and Regulation S of the Securities Act of 1933, as amended. On February 28, 2023, we repurchased and cancelled \$260.6 million in aggregate principal amount of the 7.75% Senior Secured Notes at a repurchase price of 102.120% of the aggregate principal amount repurchased. On March 17, 2023, we repurchased and cancelled all remaining outstanding 7.75% Senior Secured Notes at a repurchase price of 101.938% of the aggregate principal amount repurchased. In connection with the termination of the 7.75% Senior Secured Notes, we recognized debt extinguishment costs of \$5.9 million associated with debt repurchase premiums and \$3.4 million associated with unamortized deferred financing costs, which were recorded in Debt extinguishment and commitment costs on our condensed consolidated statement of operations for the nine three months ended September 30, 2023 March 31, 2023. Our 7.75% Senior Secured Notes bore interest at a rate of 7.750% per year (payable semi-annually in arrears on June 15 and December 15 of each year, beginning on June 15, 2018) and were due to mature on December 15, 2025.).

Term Loan B Facility due 2026

On January 11, 2019, the Issuers entered into a new term loan facility with Goldman Sachs Bank USA, as administrative agent, and the lenders party thereto from time to time (the "Term Loan B Facility"). On February 28, 2023, we terminated and repaid all amounts outstanding under the Term Loan B Facility. We recognized debt extinguishment costs of \$1.7 million associated with unamortized deferred financing costs, which were recorded in Debt extinguishment and commitment costs on our condensed consolidated statement of operations for the nine three months ended September 30, 2023 March 31, 2023. The

PAR PACIFIC HOLDINGS, INC. AND SUBSIDIARIES Notes to Condensed Consolidated Financial Statements For the Interim Periods Ended March 31, 2024 and 2023

Term Loan B Facility bore interest at a rate per annum equal to Adjusted LIBOR (as defined in the Term Loan B Facility) plus an applicable margin of 6.75% or at a rate per annum equal to Alternate Base Rate (as defined in the Term Loan B Facility) plus an applicable margin of 5.75%. In addition to the quarterly interest payments, the

PAR PACIFIC HOLDINGS, INC. AND SUBSIDIARIES Notes to Condensed Consolidated Financial Statements For the Interim Periods Ended September 30, 2023 and 2022

Term Loan B Facility required quarterly principal payments of \$3.1 million. The Term Loan B Facility was due to mature on January 11, 2026.

12.875% Senior Secured Notes due 2026

On June 5, 2020, the Issuers completed the issuance and sale of \$105.0 million in aggregate principal amount of 12.875% Senior Secured Notes in a private placement under Rule 144A and Regulation S of the Securities Act of 1933, as amended. On February 28, 2023, we repurchased and cancelled \$29 million in aggregate principal amount of the 12.875% Senior Secured Notes at a repurchase price of 109.044% of the aggregate principal amount repurchased. On March 17, 2023, we repurchased and cancelled all remaining outstanding 12.875% Senior Secured Notes at a repurchase price of 108.616% of the aggregate principal amount repurchased. In connection with the termination of the 12.875% Senior Secured Notes, we recognized debt extinguishment costs of \$2.8 million associated with debt repurchase premiums and \$1.1 million associated with unamortized deferred financing costs, which were recorded in Debt extinguishment and commitment costs on our condensed consolidated statement of operations for the **nine** **three** months ended **September 30, 2023** **March 31, 2023**. The 12.875% Senior Secured Notes bore interest at an annual rate of 12.875% per year (payable semi-annually in arrears on January 15 and July 15 of each year, beginning on January 15, 2021) and were due to mature on **January 15, 2026**.

Other long-term debt

On June 7, 2023, we entered into two promissory notes with a third-party lender to acquire land in Kahului, Hawaii, and Hilo, Hawaii totaling \$5.1 million. The notes bear interest at a fixed rate of 4.625% per annum and are payable on the first day of each month, commencing on July 1, 2023, until maturity. The promissory notes are unsecured and mature on June 7, 2030.

Cross Default Provisions

Included within each of our debt agreements are affirmative and negative covenants, and customary cross default provisions, that require the repayment of amounts outstanding on demand unless the triggering payment default or acceleration is remedied, rescinded, or waived. As of **September 30, 2023** **March 31, 2024**, we were in compliance with all of our debt **instruments**.

Guarantors

In connection with our shelf registration statement on Form S-3, which was filed with the Securities and Exchange Commission ("SEC") and became automatically effective on February 14, 2022 ("Registration Statement"), we may sell non-convertible debt securities and other securities in one or more offerings with an aggregate initial offering price of up to \$750.0 million. Any non-convertible debt securities issued under the Registration Statement may be fully and unconditionally guaranteed (except for customary release provisions), on a joint and several basis, by some or all of our subsidiaries, other than subsidiaries that are "minor" within the meaning of Rule 3-10 of Regulation S-X (the "Guarantor Subsidiaries"). We have excluded the summarized financial information for the Guarantor Subsidiaries as the assets and results of operations of the Company and the Guarantor Subsidiaries are not materially different than the corresponding amounts presented on our consolidated financial statements.

Note 12—Derivatives

Commodity Derivatives

Our condensed consolidated balance sheets present derivative assets and liabilities on a net basis. Please read Note 13—Fair Value Measurements for the gross fair value and net carrying value of our derivative instruments.

Our open futures and over-the-counter ("OTC") swaps at **September 30, 2023**, will settle by **December 2024**, expire in **March 2025**. At **September 30, 2023** **March 31, 2024**, our open commodity derivative contracts represented (in thousands of barrels):

Contract		Contract			Contract Type	Purchases	Sales	Net
Type	Type	Purchases	Sales	Net				
Futures	Futures	31,520	(31,820)	(300)				
Swaps	Swaps	2,935	(6,482)	(3,547)				
Total	Total	<u>34,455</u>	<u>(38,302)</u>	<u>(3,847)</u>				

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At **September 30, 2023** **March 31, 2024**, we also had option collars that economically hedge a portion of our internally consumed fuel at our refineries. The following table provides information on these option collars at our refineries as of **September 30, 2023** **March 31, 2024**:

	2023	2024
Average barrels per month	168,333	146,500
Weighted-average strike price - floor (in dollars)	\$ 65.07	\$ 60.96
Weighted-average strike price - ceiling (in dollars)	\$ 88.10	\$ 83.19
Earliest commencement date	September 2023	January 2024
Furthest expiry date	December 2023	June 2024

At September 30, 2023, we also had open exchange traded future contracts for certain environmental credits that economically hedge a portion of our environmental credit obligations. Our open environmental credit derivative contracts represented 750 thousand credits and will deliver by December 2023.

Total open option collars	1,175
Weighted-average strike price - floor (in dollars)	\$61.59
Weighted-average strike price - ceiling (in dollars)	\$82.65
Earliest commencement date	April 2024
Furthest expiry date	December 2024

Interest Rate Derivatives

We are exposed to interest rate volatility in our ABL Credit Facility, LC Facility, Term Loan Credit Agreement, and the Supply and Offtake Agreement, and Washington Refinery Intermediation Agreement. We may utilize interest rate swaps to manage our interest rate risk. On April 12, 2023, we entered into an interest rate collar transaction to manage our interest rate risk on related to the Term Loan Credit Agreement. The interest rate collar agreement reduces variable interest rate risk from May 31, 2023, through May 31, 2026, with a notional amount of \$300.0 million as of September 30, 2023 March 31, 2024. The terms of the agreement provide for an interest rate cap of 5.50% and floor of 2.300% 2.30%, based on the three month SOFR as of the fixing date. We pay variable interest quarterly until the three month SOFR reaches the floor. If the three month SOFR is between the floor and the cap, no payment is due to either party. If the three month SOFR is greater than the cap, the counterparty pays us. The interest rate collar transaction expires on May 31, 2023 May 31, 2026. As of December 31, 2022, we did not hold any interest rate derivative instruments.

The following table provides information on the fair value amounts (in thousands) of these derivatives as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, and their placement within our condensed consolidated balance sheets.

Location	Balance Sheet		Asset (Liability)
	Sheet	September 30, 2023	
		December 31, 2022	
Balance Sheet Location			Asset (Liability)
March 31, 2024			December 31, 2023
			Asset (Liability)
Commodity derivatives (1)			
Prepaid Commodity and other derivatives (1)(2)	assets	\$ 15,207	\$ 495
Other accrued			
Commodity derivatives liabilities		(33,980)	(10,989)
J. Aron repurchase obligation derivative			
Other accrued liabilities		(1,931)	—
Obligations under repurchase obligation derivative	agreements	(57,972)	(12,156)
Obligations under inventory financing agreements			
MLC terminal obligation derivative	agreements	(6,429)	14,435
J. Aron repurchase obligation derivative			
Interest rate derivatives			
Interest rate derivatives			
Interest rate derivatives	Other long-term assets	664	—

Interest rate derivatives
Interest rate derivatives
Interest rate derivatives

(1) Does not include cash collateral of \$22.8 million \$5.9 million and \$40.8 million \$21.8 million recorded in Prepaid and other current assets as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively, and \$9.5 million in Other long-term assets as of both September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023. Does not include \$0.2 million recorded in Prepaid and other current assets as of March 31, 2024, related to realized derivatives receivable.

PAR PACIFIC HOLDINGS, INC. AND SUBSIDIARIES

Notes(2) Does not include \$0.6 million and \$27.2 million recorded in Other accrued liabilities as of March 31, 2024 and December 31, 2023, respectively, related to Condensed Consolidated Financial Statements
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realized derivatives payable.

The following table summarizes the pre-tax gains (losses) recognized in Net income (loss) on our condensed consolidated statements of operations resulting from changes in fair value of derivative instruments not designated as hedges charged directly to earnings (in thousands):

			Three Months Ended March 31,		Three Months Ended March 31,		Three Months Ended March 31,	
			Statement of Operations	Location	Statement of Operations	Location	Statement of Operations	Location
Commodity derivatives								
		Statement of Operations						
		Location						
			Three Months Ended September 30,		Nine Months Ended September 30,			
Commodity derivatives			2023	2022	2023	2022		
Commodity derivatives								
Commodity derivatives	Commodity derivatives	Cost of revenues (excluding depreciation)	\$ (72,131)	\$ 20,728	\$ (78,859)	\$ (36,750)		
J. Aron repurchase obligation derivative	J. Aron repurchase obligation derivative	Cost of revenues (excluding depreciation)	(51,344)	58,851	(45,816)	28,811		
J. Aron repurchase obligation derivative								
J. Aron repurchase obligation derivative								
MLC terminal obligation derivative								
MLC terminal obligation derivative								
MLC terminal obligation derivative	MLC terminal obligation derivative	Cost of revenues (excluding depreciation)	(37,616)	18,423	(34,149)	(71,769)		
Interest rate derivatives								
Interest rate derivatives	Interest rate derivatives	Interest expense and financing costs, net	121	—	664	—		
Interest rate derivatives								
Interest rate derivatives								

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Note 13—Fair Value Measurements

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

Purchase Price Allocation of Billings Acquisition

The preliminary fair values of the assets acquired and liabilities assumed as a result of the Billings Acquisition were estimated as of June 1, 2023, the date of the acquisition, using valuation techniques described in notes (1) through (5) below.

	Fair Value	Valuation Technique
	(in thousands)	
Net working capital excluding operating leases	\$ 294,507	(1)
Property, plant, and equipment	259,088	(2)
Operating lease right-of-use assets	3,562	(3)
Refining and logistics equity investments	86,600	(4)
Other long-term assets	4,094	(1)
Current operating lease liabilities	(2,081)	(3)
Long-term operating lease liabilities	(1,481)	(3)
Environmental liabilities	(18,869)	(5)
Total	\$ 625,420	

- (1) Current assets acquired and liabilities assumed were recorded at their net realizable value. Other long-term assets includes preliminary costs for future turnarounds that were recently incurred and were recorded at their net realizable value.
- (2) The fair value of personal property was estimated using the cost approach. Key assumptions in the cost approach include determining the replacement cost by evaluating recent purchases of comparable assets or published data, and adjusting replacement cost for economic and functional obsolescence, location, normal useful lives, and capacity (if applicable). The fair value of real property was estimated using the market approach. Key assumptions in the market approach include determining the asset value by evaluating recent purchases of comparable assets under similar circumstances. We consider this to be a Level 3 fair value measurement.
- (3) Operating lease right-of-use assets and liabilities were recognized based on the present value of lease payments over the lease term using the incremental borrowing rate at acquisition of 9.6%.
- (4) The fair value of our investments in YELP and YPLC were determined using a combination of the income approach and the market approach. Under the income approach, we estimated the present value of expected future cash flows using a market participant discount rate. Under the market approach, we estimated fair value using observable multiples for comparable companies in the investments' industries. These valuation methods require us

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to make significant estimates and assumptions regarding future cash flows, capital projects, commodity prices, long-term growth rates, and discount rates. We consider this to be a Level 3 fair value measurement.

- (5) Environmental liabilities are based on management's best estimates of probable future costs using currently available information. We consider this to be a Level 3 fair value measurement.

Equity Method Investments

We evaluate equity method investments for impairment when factors indicate that a decrease in the value of our investment has occurred and the carrying amount of our investment may not be recoverable. An impairment loss, based on the difference between the carrying value and the estimated fair value of the investment, is recognized in earnings when an impairment is deemed to be other than temporary.

Assets and Liabilities Measured at Fair Value on a Recurring Basis

Derivative Instruments

We utilize commodity derivative contracts to manage our price exposure to our inventory positions, future purchases of crude oil, future purchases and sales of refined products, and cost of crude oil consumed in the refining process. We utilize exchange traded futures contracts to manage a portion of our cost for credits required by certain environmental agencies to offset our carbon emissions. We also utilize interest rate swaps to manage our interest rate risk.

We classify financial assets and liabilities according to the fair value hierarchy. Financial assets and liabilities classified as Level 1 instruments are valued using quoted prices in active markets for identical assets and liabilities. These include our exchange traded futures. Level 2 instruments are valued using quoted prices for similar assets and liabilities in active markets and inputs other than quoted prices that are observable for the asset or liability. Our Level 2 instruments include

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OTC swaps and options. These derivatives are valued using market quotations from independent price reporting agencies and commodity exchange price curves that are corroborated with market data. Level 3 instruments are valued using significant unobservable inputs that are not supported by sufficient market activity. The valuation of the embedded derivatives related to our J. Aron repurchase and MLC terminal obligations obligation is based on estimates of the prices and differentials assuming settlement at the end of the reporting period. Estimates of the J. Aron and MLC settlement prices are based on observable inputs, such as Brent and West Texas Intermediate Crude Oil ("WTI") indices, and unobservable inputs, such as contractual price differentials as defined in the Supply and Offtake Agreement and Washington Refinery Intermediation Agreement. Such contractual differentials vary by location and by the type of product, have a weighted average premium of \$17.98, \$9.46, and range from a discount of \$6.18, \$6.99 per barrel to a premium of \$67.61, \$36.46 per barrel as of September 30, 2023 March 31, 2024. Contractual price differentials are considered unobservable inputs; therefore, these embedded derivatives are classified as Level 3 instruments. We did not have other commodity derivatives classified as Level 3 at September 30, 2023 March 31, 2024, or December 31, 2022 December 31, 2023. Please read Note 12—Derivatives for further information on derivatives. The embedded derivative related to our MLC terminal obligation and certain commodity derivative contracts were terminated along with the wind-down of the Washington Refinery Intermediation Agreement on October 4, 2023. Please read Note 20—Subsequent Events for further information.

Gross Environmental credit obligations Credit Obligations

Estimates During the quarter ended December 31, 2023, we had a change in estimate in our valuation of our gross environmental credit obligations are based on due to the amount settlement of all outstanding prior period environmental credit obligations. Beginning in the fourth quarter of 2023, the portion of the estimated gross environmental credit obligations satisfied by internally generated or purchased RINs or other environmental credits required to comply with U.S. Environmental Protection Agency ("EPA") and is recorded at the State carrying value of Washington's regulations and the market prices of those such internally generated or purchased RINs or other environmental credits. The remainder of the estimated gross environmental credit obligation is recorded at the market price of the RINs or other environmental credits that are needed to satisfy the remaining obligation as of the end of the reporting period. The gross environmental credit obligations are period and classified as Level 2 instruments as we obtain the pricing inputs for our RINs and other environmental credits from brokers based on market quotes on similar instruments. Please read Note 15—Commitments and Contingencies for further information on the EPA and the State of Washington's U.S. Environmental Protection Agency ("EPA") regulations related to greenhouse gases.

Financial Statement Impact

Fair value amounts by hierarchy level as of March 31, 2024 and December 31, 2023, are presented gross in the tables below (in thousands):

March 31, 2024						
	Level 1	Level 2	Level 3	Gross Fair Value	Effect of Counter-Party Netting	Net Carrying Value on Balance Sheet (1)
Assets						
Commodity derivatives	\$ 160,737	\$ 168,836	\$ —	\$ 329,573	\$ (313,525)	\$ 16,048
Interest rate derivatives	—	23	—	23	—	23
Total	\$ 160,737	\$ 168,859	\$ —	\$ 329,596	\$ (313,525)	\$ 16,071
Liabilities						
Commodity derivatives	\$ (144,686)	\$ (190,854)	\$ —	\$ (335,540)	\$ 313,525	\$ (22,015)
J. Aron repurchase obligation derivative	—	—	(22,208)	(22,208)	—	(22,208)
Gross environmental credit obligations (2) (3)	—	(13,439)	—	(13,439)	—	(13,439)
Total liabilities	\$ (144,686)	\$ (204,293)	\$ (22,208)	\$ (371,187)	\$ 313,525	\$ (57,662)

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Financial Statement Impact

Fair value amounts by hierarchy level as of September 30, 2023 and December 31, 2022, are presented gross in the tables below (in thousands):

September 30, 2023						
	Level 1	Level 2	Level 3	Gross Fair Value	Effect of Counter-Party Netting	Net Carrying Value on Balance Sheet (1)
Assets						
Commodity derivatives	\$ 411,270	\$ 14,521	\$ —	\$ 425,791	\$ (410,584)	\$ 15,207
Interest rate derivatives	—	664	—	664	—	664

Total	\$ 411,270	\$ 15,185	\$ —	\$ 426,455	\$ (410,584)	\$ 15,871
Liabilities						
Commodity derivatives	\$ (412,939)	\$ (33,057)	\$ —	\$ (445,996)	\$ 410,584	\$ (35,412)
J. Aron repurchase obligation derivative	—	—	(57,972)	(57,972)	—	(57,972)
MLC terminal obligation derivative	—	—	(6,429)	(6,429)	—	(6,429)
Gross environmental credit obligations (2)	—	(326,598)	—	(326,598)	—	(326,598)
Total liabilities	\$ (412,939)	\$ (359,655)	\$ (64,401)	\$ (836,995)	\$ 410,584	\$ (426,411)

December 31, 2022						
	Level 1	Level 2	Level 3	Gross Fair Value	Effect of Counter-Party Netting	Net Carrying Value on Balance Sheet (1)
December 31, 2023						
Assets	Assets	Level 1	Level 2	Level 3	Gross Fair Value	Effect of Counter-Party Netting
Commodity derivatives	Commodity derivatives					
Commodity derivatives	Commodity derivatives	\$ 161,541	\$ 8,369	\$ —	\$ 169,910	\$ (169,415)
Liabilities	Liabilities					
Commodity derivatives	Commodity derivatives	\$ (172,529)	\$ (7,875)	\$ —	\$ (180,404)	\$ 169,415
J. Aron repurchase obligation derivative	J. Aron repurchase obligation derivative	—	—	(12,156)	(12,156)	(12,156)
MLC terminal obligation derivative	MLC terminal obligation derivative	—	—	14,435	14,435	14,435
Gross environmental credit obligations (2)	Gross environmental credit obligations (2)	—	(549,791)	—	(549,791)	(549,791)
Interest rate derivatives	Interest rate derivatives					
Gross environmental credit obligations (2)	Gross environmental credit obligations (2)					
(3)	(3)					
Total liabilities	Total liabilities	\$ (172,529)	\$ (557,666)	\$ 2,279	\$ (727,916)	\$ 169,415
						\$ (558,501)

(1) Does not include cash collateral of \$32.4 million \$15.4 million and \$50.3 \$31.3 million as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively, included within Prepaid and other current assets and Other long-term assets on our condensed consolidated balance sheets.

(2) Does not include RINs assets and other environmental credits of \$223.4 million \$128.7 million and \$258.2 million \$237.6 million presented as Inventories on our condensed consolidated balance sheet and stated at the lower of cost and net realizable value as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023, respectively.

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For(3) Does not include environmental liabilities of \$140.3 million and \$232.7 million satisfied by internally generated or purchased environmental credits and presented at the Interim Periods Ended September 30, 2023 carrying value of these credits included in Other Accrued Liabilities on our condensed consolidated balance sheets as of March 31, 2024 and 2022

December 31, 2023, respectively.

A roll forward of Level 3 derivative instruments measured at fair value on a recurring basis is as follows (in thousands):

		Three Months Ended September 30,				Nine Months Ended September 30,	
		2023	2022			2023	2022
		Three Months Ended March 31,					
		Three Months Ended March 31,					
		Three Months Ended March 31,					
		2024					
		2024					
		2024					
Balance, at beginning of period							
Balance, at beginning of period							
Balance, at beginning of period	Balance, at beginning of period	\$ (5,584)	\$ (8,492)	\$ 2,279	\$ (37,321)		
Settlements	Settlements	30,143	(55,448)	13,285	93,613		
Settlements							
Settlements							
Total gains (losses) included in earnings							
(1)		(88,960)	77,274	(79,965)	(42,958)		
Total losses included in earnings (1)							
Total losses included in earnings (1)							
Total losses included in earnings (1)							
Balance, at end of period	Balance, at end of period	\$ (64,401)	\$ 13,334	\$ (64,401)	\$ 13,334		
Balance, at end of period							
Balance, at end of period							

(1) Included in Cost of revenues (excluding depreciation) on our condensed consolidated statements of operations.

The carrying value and fair value of long-term debt and other financial instruments as of **September 30, 2023** **March 31, 2024** and **December 31, 2022** **December 31, 2023** are as follows (in thousands):

September 30, 2023			
		Carrying Value	Fair Value
		March 31, 2024	March 31, 2024
		Carrying Value	Fair Value
ABL Credit Facility	ABL Credit Facility		
due 2028	due 2028		
(2)	(2)	\$ —	\$ —
ABL Credit Facility	ABL Credit Facility		
due 2028 (2)	due 2028 (2)		
ABL Credit Facility	ABL Credit Facility		
due 2028 (2)	due 2028 (2)		
LC Facility due 2024	LC Facility due 2024		
(2)	(2)		
LC Facility due 2024	LC Facility due 2024		
(2)	(2)		
LC Facility due 2024	LC Facility due 2024		
due 2024	due 2024		
(2)	(2)	—	—

Term Loan	Term Loan
Credit	Credit
Agreement	Agreement
due 2030	due 2030
(1)	(1)
	532,039
	545,882
Other	Other
long-term	long-term
debt (1)	debt (1)
	4,901
	4,680

	December 31, 2022	
	Carrying Value	Fair Value
Prior ABL Credit Facility due 2025 (2)	\$ —	\$ —
7.75% Senior Secured Notes due 2025 (1) (3)	277,137	276,785
Term Loan B Facility due 2026 (1) (3)	198,268	201,094
12.875% Senior Secured Notes due 2026 (1) (3)	30,127	34,029

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	December 31, 2023	
	Carrying Value	Fair Value
ABL Credit Facility due 2028 (2)	\$ 115,000	\$ 115,000
LC Facility due 2024 (2)	—	—
Term Loan Credit Agreement due 2030 (1)	531,112	545,875
Other long-term debt (1)	4,746	4,387

(1) The fair value measurements of the Term Loan Credit Agreement and Other long-term debt 7.75% Senior Secured Notes, Term Loan B Facility, and 12.875% Senior Secured Notes are considered Level 2 measurements in the fair value hierarchy as discussed below.

(2) The fair value measurement measurements of the ABL Credit Facility and LC Facility and the Prior ABL Credit Facility is are considered a Level 3 measurement measurements in the fair value hierarchy.

(3) The 7.75% Senior Secured Notes, Term Loan B Facility, and 12.875% Senior Secured Notes were fully repaid in 2023, please read Note 11—Debt for more information.

The fair value values of the Term Loan Credit Agreement and Other long-term debt 7.75% Senior Secured Notes, Term Loan B Facility, and 12.875% Senior Secured Notes were determined using a market approach based on quoted prices. The prices and the inputs used to measure the fair value are classified as Level 2 inputs within the fair value hierarchy because the Term Loan Credit Agreement, Other long-term debt, 7.75% Senior Secured Notes, Term Loan B Facility, and 12.875% Senior Secured Notes may not be actively traded. hierarchy.

The carrying value of our ABL Credit Facility was determined to approximate fair value as of September 30, 2023 March 31, 2024. The fair value of all non-derivative financial instruments recorded in current assets, including cash and cash equivalents, restricted cash, and trade accounts receivable, and current liabilities, including accounts payable, approximate their carrying value due to their short-term nature.

Note 14—Leases

We have cancellable and non-cancellable finance and operating lease liabilities for the lease of land, vehicles, office space, retail facilities, and other facilities used in the storage and transportation of crude oil and refined products. Most of our leases include one or more options to renew, with renewal terms that can extend the lease term from one to 30 years or more. There are no material residual value guarantees associated with any of our leases.

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The following table provides information on the amounts (in thousands) of our right-of-use assets ("ROU assets") and liabilities, weighted-average remaining lease term, and weighted average discount rate as of September 30, 2023 March 31, 2024 and December 31, 2022 December 31, 2023 and their placement within our condensed consolidated balance sheets:

Lease type	Balance Sheet Location	September 30, 2023	December 31, 2022
Assets			
Finance	Property, plant, and equipment	\$ 24,172	\$ 21,150
Finance	Accumulated amortization	(11,729)	(10,308)
Finance	Property, plant, and equipment, net	\$ 12,443	\$ 10,842

Operating	Operating lease right-of-use assets	329,428	350,761
Total right-of-use assets		\$ 341,871	\$ 361,603
Liabilities			
Current			
Finance	Other accrued liabilities	\$ 1,652	\$ 1,782
Operating	Operating lease liabilities	71,626	66,081
Long-term			
Finance	Finance lease liabilities	8,178	6,311
Operating	Operating lease liabilities	266,982	292,701
Total lease liabilities		\$ 348,438	\$ 366,875

The following table summarizes the weighted-average lease terms and discount rates of our leases as of September 30, 2023 and December 31, 2022:

Lease type	Lease type	Balance Sheet Location	March 31, 2024	December 31, 2023
Assets				
Assets				
Finance				
Operating				
Total right-of-use assets				
Liabilities				
Liabilities				
Liabilities				
Current				
Current				
Current				
Finance				
Finance				
Finance				
Operating				
Long-term				
Finance				
Finance				
Finance				
Operating				
Total lease liabilities				
	September 30, 2023	December 31, 2022		
Weighted-average remaining lease term (in years)	Weighted-average remaining lease term (in years)			
Weighted-average remaining lease term (in years)				

Weighted-average remaining lease term (in years)					
Finance	Finance	8.62	5.60	10.75	11.02
Operating	Operating	8.81	9.00	8.57	8.67
Weighted-average discount rate					
Finance	Finance	7.27 %	7.38 %		
Finance				7.11 %	8.04 %
Operating	Operating	7.23 %	7.10 %	Operating	7.25 %
					7.24 %

The following table summarizes the lease costs and income recognized in our condensed consolidated statements of operations (in thousands):

		Three Months Ended September 30,		Nine Months Ended September 30,	
		Three Months Ended March 31,	Three Months Ended March 31,	Three Months Ended March 31,	
Lease cost (income) type					
Lease cost (income) type					
Lease cost (income) type	Lease cost (income) type				
Finance lease cost	Finance lease cost	2023	2022	2023	2022
Finance lease cost					
Finance lease cost					
Amortization of finance lease ROU assets					
Amortization of finance lease ROU assets					
Amortization of finance lease ROU assets					
Amortization of finance lease ROU assets	Amortization of finance lease ROU assets	\$ 476	\$ 482	\$ 1,422	\$ 1,450
Interest on lease liabilities	Interest on lease liabilities	154	152	446	475
Interest on lease liabilities					
Interest on lease liabilities					
Operating lease cost					
Operating lease cost					
Operating lease cost	Operating lease cost	24,898	22,138	73,188	66,385
Variable lease cost	Variable lease cost	2,807	769	62,394	3,506
Variable lease cost					
Variable lease cost					
Short-term lease cost	Short-term lease cost	2,778	1,266	7,341	3,611
Short-term lease cost					
Short-term lease cost					
Net lease cost					
Net lease cost					
Net lease cost	Net lease cost	\$ 31,113	\$ 24,807	\$ 144,791	\$ 75,427
Operating lease income (1)	Operating lease income (1)	\$ (3,918)	\$ (3,495)	\$ (11,193)	\$ (7,560)

Operating lease income (1)

Operating lease income (1)

(1) The majority of our lessor income comes from leases with lease terms of one year or less and the estimated future undiscounted cash flows from lessor income are not expected to be material.

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The following table summarizes the supplemental cash flow information related to leases as follows (in thousands):

		Nine Months Ended September 30,			
		Three Months Ended March 31,			
		Three Months Ended March 31,			
		Three Months Ended March 31,			
Lease type	Lease type	2023	2022	Lease type	2024
Cash paid for amounts included in the measurement of liabilities		Cash paid for amounts included in the measurement of liabilities			2023
Financing cash flows from finance leases					
Financing cash flows from finance leases					
Financing cash flows from finance leases					
Operating cash flows from finance leases		Operating cash flows from finance leases			
Operating cash flows from finance leases		Operating cash flows from finance leases			
Operating cash flows from operating leases		Operating cash flows from operating leases			
Non-cash supplemental amounts		Non-cash supplemental amounts			

ROU assets obtained in exchange for new finance lease liabilities	ROU assets obtained in exchange for new finance lease liabilities	3,021	594
ROU assets obtained in exchange for new finance lease liabilities			
ROU assets obtained in exchange for new finance lease liabilities			
ROU assets obtained in exchange for new operating lease liabilities	ROU assets obtained in exchange for new operating lease liabilities	35,822	19,014
ROU assets obtained in exchange for new operating lease liabilities			
ROU assets terminated in exchange for release from operating lease liabilities	ROU assets terminated in exchange for release from operating lease liabilities	1,439	32,902
ROU assets terminated in exchange for release from operating lease liabilities			
ROU assets terminated in exchange for release from operating lease liabilities			

The table below includes the estimated future undiscounted cash flows for finance and operating leases as of September 30, 2023 March 31, 2024 (in thousands):

For the year ending	For the year ending	For the year ending December 31,			Finance leases	Operating leases	Total
		December 31,	Finance leases	Operating leases			
December 31, 2023 (1)	December 31, 2023 (1)	\$ 639	\$ 24,830	\$ 25,469			
2024	2024	2,157	88,428	90,585			
2024 (1)	2025	2,191	56,178	58,369			
2025	2026	1,726	49,733	51,459			
2026	2027	1,501	47,550	49,051			
2027	2028	742	45,138	45,880			
2028	Thereafter	4,563	134,063	138,626			
Thereafter	Total lease payments	13,519	445,920	459,439			
Total lease payments							

Less amount representing interest	Less amount representing interest	(3,689)	(107,312)	(111,001)
Present value of lease liabilities	Present value of lease liabilities	\$ 9,830	\$ 338,608	\$348,438

(1) Represents the period from **October 1, 2023** **April 1, 2024** to **December 31, 2023** **December 31, 2024**.

Additionally, we have **\$43.8 million** **\$8.8 million** in future undiscounted cash flows for operating leases that have not yet commenced. At September 30, 2023 we have no **finance** leases that have not yet commenced. These leases are expected to commence when the lessor has made the equipment or location available to us to operate or begin construction, respectively.

Note 15—Commitments and Contingencies

In the ordinary course of business, we are a party to various lawsuits and other contingent matters. **Additionally, we assumed certain liabilities associated with the Billings Acquisition. Please read Note 5—Acquisitions for further information.** We establish accruals for specific legal matters when we determine that the likelihood of an unfavorable outcome is probable and the loss is reasonably estimable. It is possible that an unfavorable outcome of one or more of these lawsuits or other contingencies could have a material impact on our financial condition, results of operations, or cash flows.

Legal Proceedings Tax and Related Matters

We are also party to various other legal proceedings, claims, and regulatory, tax or government audits, inquiries, and investigations that arise in the ordinary course of business. **For example, during** **From time to time, PHR has appealed various tax assessments related to its land, buildings, and fuel storage tanks, and is currently appealing the City of Honolulu's property tax assessment for tax year 2023.** During the first quarter of 2022, we received a tax assessment in the amount of \$1.4 million from the Washington Department of Revenue related to its audit of certain taxes allegedly payable on certain sales of raw vacuum gas oil that occurred between 2014 and 2016. We believe the Department of Revenue's interpretation is in conflict with its prior guidance and we appealed in November 2022. By opinion dated September 22, 2021, the Hawaii Attorney General reversed a prior 1964 opinion exempting various business transactions conducted in the Hawaii foreign trade zone from certain state taxes. We and other similarly situated state taxpayers who had previously claimed such exemptions, certain of which we are contractually obligated to indemnify, are currently being audited for certain such prior tax periods. Similarly, on September 30, 2021, we received notice of a complaint filed on May 17, 2021, on camera and under seal in the first circuit court of the state of Hawaii alleging that **Par Hawaii Refining, LLC, PHR,**

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Par Pacific Holdings, Inc. and certain unnamed defendants made false claims and statements in connection with various state tax returns related to our business conducted within the Hawaii foreign trade zone, and seeking

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unspecified damages, penalties, interest and injunctive relief. We dispute the allegations in the complaint and intend to vigorously defend ourselves in such proceeding. We believe the likelihood of an unfavorable outcome in these matters to be neither probable nor reasonably estimable.

Environmental Matters

Like other petroleum refiners, our operations are subject to extensive and periodically-changing federal, state, and local environmental laws and regulations governing air emissions, wastewater discharges, and solid and hazardous waste management activities. Many of these regulations are becoming increasingly stringent and the cost of compliance can be expected to increase over time.

Periodically, we receive communications from various federal, state, and local governmental authorities asserting violations of environmental laws and/or regulations. These governmental entities may also propose or assess fines or require corrective actions for these asserted violations. Except as disclosed below, we do not anticipate that any such matters currently asserted will have a material impact on our financial condition, results of operations, or cash flows.

Hawaii Consent Decree

On July 18, 2016, PHR and subsidiaries of Tesoro Corporation ("Tesoro") entered into a consent decree with the EPA, the U.S. Department of Justice and other state governmental authorities concerning alleged violations of the federal Clean Air Act related to the ownership and operation of multiple facilities owned or formerly owned by Tesoro Corporation and its affiliates ("Consent Decree" "Decree"), including our refinery in Kapolei, Hawaii, that we acquired from Tesoro in 2013. On September 29, 2023, we received a letter from EPA related to the alleged violation of certain nitrogen oxides ("NOx") air emission limits, controls, monitoring, and sulfur dioxide ("SO₂") emission controls and monitoring repair requirements pursuant to under the Consent Decree. We are unable to predict the cost to resolve these alleged violations, but resolution will likely involve financial penalties or impose capital expenditure requirements that could be material.

Wyoming Refinery

Our Wyoming refinery is subject to a number of consent decrees, orders, and settlement agreements involving the EPA and/or the Wyoming Department of Environmental Quality, some of which date back to the late 1970s and several of which remain in effect, requiring further actions at the Wyoming refinery. The largest cost component arising from these various decrees relates to the investigation, monitoring, and remediation of soil, groundwater, surface water, and sediment contamination associated with the facility's historic operations. Investigative work by Hermes Consolidated LLC, and its wholly owned subsidiary, Wyoming Pipeline Company (collectively, "WRC" or "Wyoming Refining") and negotiations with the relevant agencies as to remedial approaches remain ongoing on a number of aspects of the contamination, meaning that investigation, monitoring, and remediation costs are not reasonably estimable for some elements of these efforts. As of **September 30, 2023** **March 31, 2024**, we have accrued **\$14.4 million** **\$13.7 million** for the well-understood components of these efforts based on current information, approximately one-third of which we expect to incur in the next five years and the remainder to be incurred over approximately 30 years.

Additionally, we believe the Wyoming refinery will need to modify or close a series of wastewater impoundments in the next several years and replace those impoundments with a new wastewater treatment system. Based on current information, reasonable estimates we have received suggest costs of approximately \$11.6 million to design and construct a new wastewater treatment system.

Finally, among the various historic consent decrees, orders, and settlement agreements into which Wyoming Refining has entered, there are several penalty orders associated with exceedances of permitted limits by the Wyoming refinery's wastewater discharges. Although the frequency of these exceedances has declined over time, Wyoming Refining may become subject to new penalty enforcement action in the next several years, which could involve penalties **that could be material**.

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in excess of \$300,000.

Washington Climate Commitment Act and Clean Fuel Standard

In 2021, the Washington legislature passed the Climate Commitment Act ("Washington CCA"), which established a cap and invest program designed to significantly reduce greenhouse gas emissions. Rules implementing the Washington CCA by the Washington Department of Ecology set a cap on greenhouse gas emissions, provide mechanisms for the sale and tracking of tradable emissions allowances, and establish additional compliance and accountability measures. The Washington CCA became effective in January 2023 and the first auction for emissions allowances took place in February 2023. Additionally, a low carbon fuel standard (the "Clean Fuel Standard") that limits carbon in transportation fuels and enables

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certain producers to buy or sell credits was also signed into law and became effective in 2023. We **will be** required to purchase compliance credits or allowances if we are unable to reduce emissions at our Tacoma refinery or reduce the amount of carbon in the transportation fuels we sell in Washington, which could have a material impact on our financial condition, results of operations, or cash flows. During the third quarter of 2023, we received and responded to a civil investigative demand for information related to our compliance with the Washington CCA.

Regulation of Greenhouse Gases

Under the Energy Independence and Security Act (the "EISA"), the Renewable Fuel Standard (the "RFS") requires an increasing amount of renewable fuel to be blended into the nation's transportation fuel supply. Over time, higher annual RFS requirements have the potential to reduce demand for our refined transportation fuel products. In the near term, the RFS will be satisfied primarily with fuel ethanol blended into gasoline or by purchasing renewable credits, referred to as RINs, to maintain compliance. **For additional information, please read Item 1. — Business — Environmental Regulations on our Annual Report on Form 10-K for the year ended December 31, 2022. As of September 30, 2023, our estimate of the renewable volume obligation ("RVO") liability for the 2022 compliance year is based on the RFS volumetric requirements which the EPA finalized on June 3, 2022. Our RVO liability for the 2023 compliance year is based on the RFS volumetric requirements that were finalized by the EPA on June 21, 2023. During the nine months ended September 30, 2023, we settled all of our 2020 and 2021 RVO liabilities, which resulted in a gain of \$99.7 million associated with the difference between the carrying value of the RINs retired and the market value of the RVO settled. This gain is included in Cost of revenues (excluding depreciation) on our condensed consolidated statements of operations.**

The RFS may present production and logistics challenges for both the renewable fuels and petroleum refining and marketing industries in that we may have to enter into arrangements with other parties or purchase D3 waivers from the EPA to meet our obligations to use advanced biofuels, including biomass-based diesel and cellulosic biofuel, with potentially uncertain supplies of these new fuels.

There will be compliance costs and uncertainties regarding how we will comply with the various requirements contained in the EISA, RFS, and other fuel-related regulations. We may experience a decrease in demand for refined petroleum products due to an increase in combined fleet mileage or due to refined petroleum products being replaced by renewable fuels.

Recovery Trusts

We emerged from the reorganization of Delta Petroleum Corporation ("Delta") on August 31, 2012 ("Emergence Date"), when the plan of reorganization ("Plan") was consummated. On the Emergence Date, we formed the Delta Petroleum General Recovery Trust ("General Trust"). The General Trust was formed to pursue certain litigation against third parties, including preference actions, fraudulent transfer and conveyance actions, rights of setoff and other claims, or causes of action under the U.S. Bankruptcy Code and other claims and potential claims that Delta and its subsidiaries (collectively, "Debtors") hold against third parties. On February 27, 2018, the Bankruptcy Court entered its final decree closing the Chapter 11 bankruptcy cases of Delta and the other Debtors, discharging the trustee for the General Trust, and finding that all assets of the General Trust were resolved, abandoned, or liquidated and have been distributed in accordance with the requirements of the Plan. In addition, the final decree required the Company or the General Trust, as applicable, to maintain the current accruals owed on account of the remaining claims of the U.S. Government and Noble Energy, Inc.

As of September 30, 2023, two related claims totaling approximately \$22.4 million remained to be resolved and we have accrued approximately \$0.5 million representing the estimated value of claims remaining to be settled which are deemed probable and estimable at period end.

One of the two remaining claims was filed by the U.S. Government for approximately \$22.4 million relating to ongoing litigation concerning a plugging and abandonment obligation in Pacific Outer Continental Shelf Lease OCS-P 0320, comprising part of the Sword Unit in the Santa Barbara Channel, California. The second unliquidated claim, which is related to the same plugging and abandonment obligation, was filed by Noble Energy Inc., the operator and majority interest owner of the Sword Unit. We believe the probability of issuing stock to satisfy the full claim amount is remote, as the obligations upon

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which such proof of claim is asserted are joint and several among all working interest owners and Delta, our predecessor, only owned an approximate 3.4% aggregate working interest in the unit.

The settlement of claims is subject to ongoing litigation and we are unable to predict with certainty how many shares will be required to satisfy all claims. Pursuant to the Plan, allowed claims are settled at a ratio of 54.4 shares per \$1,000 of claim.

Note 16—Stockholders' Equity

Share Repurchase Program

On November 10, 2021, the Board authorized and approved a share repurchase program for up to \$50 million of the outstanding shares of the Company's our common stock, with no specified end date. On August 2, 2023, the Board approved expanding expanded the Company's share repurchase authorization from \$50 million to \$250 million. During the three and nine months ended **September 30, 2023** **March 31, 2024**, 778 thousand and 889 thousand shares in total were repurchased under this share repurchase program for \$27.3 million and \$29.9 million, respectively. During the three and nine months ended **September 30, 2022**, 58 thousand and 420,906 thousand shares were repurchased under this share repurchase program for \$0.8 million and \$5.8 million, respectively. \$32.4 million. The repurchased shares were retired by the Company upon receipt. During the three months ended **March 31, 2023**, no shares were repurchased under this share repurchase program. As of **September 30, 2023** **March 31, 2024**, there was \$213.6 million \$149.4 million of authorization remaining under this share repurchase program.

Incentive Plans

The following table summarizes our compensation costs recognized in General and administrative expense (excluding depreciation) and Operating expense (excluding depreciation) under the Amended and Restated Par Pacific Holdings, Inc. 2012 Long-term Incentive Plan and Stock Purchase Plan (in thousands):

	Three months ended September 30,			Nine months ended September 30,		
	2023	2022	2023	2022		
Three Months Ended March 31,						
Three Months Ended March 31,						
Three Months Ended March 31,						
2024						
2024						
2024						
Restricted Stock Awards						
Restricted Stock Awards						
Restricted Stock Awards	Restricted Stock Awards	\$ 2,049	\$ 1,151	\$ 6,100	\$ 4,054	
Restricted Stock Units	Restricted Stock Units	475	129	1,460	1,140	
Restricted Stock Units						
Stock Option Awards	Stock Option Awards	350	333	1,287	2,093	
Stock Option Awards						
Stock Option Awards						

On February 27, 2024, William Pate, Chief Executive Officer ("CEO"), announced that he would retire from his CEO role effective May 1, 2024. During the first quarter of 2024, the Board approved the acceleration of unvested equity awards and the modification of vested stock options granted to him. For the three months ended March 31, 2024, we recorded a total of \$13.1 million stock-based compensation expenses resulting from the equity awards modifications.

During the three and nine months ended **September 30, 2023** **March 31, 2024**, we granted 14 thousand and 420,260 thousand shares of restricted stock and restricted stock units with a fair value of approximately \$0.4 million and \$11.0 million, respectively. \$10.1 million. As of **September 30, 2023** **March 31, 2024**, there were approximately \$13.1 \$18.2 million of total unrecognized compensation costs related to restricted stock awards and restricted stock units, which are expected to be recognized on a straight-line basis over a weighted-average period of 1.51.7 years.

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During the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, we granted no stock option awards. As of **September 30, 2023** **March 31, 2024**, there were approximately **\$2.4 million** **\$0.3 million** of total unrecognized compensation costs related to stock option awards, which are expected to be recognized on a straight-line basis over a weighted-average period of **1.5** **1.3** years.

During the **nine** **three** months ended **September 30, 2023** **March 31, 2024**, we granted **90** **64** thousand performance restricted stock units to executive officers, but no grants were made for the three months ended September 30, 2023. These performance restricted stock units had a fair value of approximately \$2.5 million and are subject to certain annual performance targets based on three-year-performance periods as defined by our Board of Directors. As of **September 30, 2023** **March 31, 2024**, there were approximately **\$2.3 million** **\$3.4 million** of total unrecognized compensation costs related to the performance restricted stock units, which are expected to be recognized on a straight-line basis over a weighted-average period of **2.2** **2.6** years.

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Note 17—Income (Loss) per Share

The following table sets forth the computation of basic and diluted income (loss) per share (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Net income	\$ 171,415	\$ 267,396	\$ 439,318	\$ 279,470
	Three Months Ended March 31,			
	Three Months Ended March 31,			
	Three Months Ended March 31,			
	2024			
	2024			
	2024			
Net income (loss)				
Net income (loss)				
Net income (loss)				
Plus: Net income effect of convertible securities	Plus: Net income effect of convertible securities			
—	—			
Numerator for diluted income per common share	\$ 171,415	\$ 267,396	\$ 439,318	\$ 279,470
Plus: Net income effect of convertible securities				
Plus: Net income effect of convertible securities				
Numerator for diluted income (loss) per common share				
Numerator for diluted income (loss) per common share				
Numerator for diluted income (loss) per common share				
Basic weighted-average common stock shares outstanding	Basic weighted-average common stock shares outstanding			
60,223	59,535	60,241	59,481	
Plus: dilutive effects of common stock equivalents	1,181	296	903	229

Basic weighted-average common stock shares outstanding						
Basic weighted-average common stock shares outstanding						
Plus: dilutive effects of common stock equivalents (1)						
Plus: dilutive effects of common stock equivalents (1)						
Plus: dilutive effects of common stock equivalents (1)						
Diluted weighted-average common stock shares outstanding						
Diluted weighted-average common stock shares outstanding						
Diluted weighted-average common stock shares outstanding	Diluted weighted-average common stock shares outstanding	61,404	59,831	61,144	59,710	
Basic income per common share	\$ 2.85	\$ 4.49	\$ 7.29	\$ 4.70		
Diluted income per common share	\$ 2.79	\$ 4.47	\$ 7.18	\$ 4.68		
Basic income (loss) per common share						
Basic income (loss) per common share						
Basic income (loss) per common share						
Diluted income (loss) per common share						
Diluted income (loss) per common share						
Diluted income (loss) per common share						
Diluted income (loss) per common share excludes the following equity instruments because their effect would be anti-dilutive:						
Diluted income (loss) per common share excludes the following equity instruments because their effect would be anti-dilutive:						
Diluted income (loss) per common share excludes the following equity instruments because their effect would be anti-dilutive:	Diluted income (loss) per common share excludes the following equity instruments because their effect would be anti-dilutive:					
Diluted income (loss) per common share excludes the following equity instruments because their effect would be anti-dilutive:	Diluted income (loss) per common share excludes the following equity instruments because their effect would be anti-dilutive:					
Shares of unvested restricted stock	Shares of unvested restricted stock	1	49	170	309	
Shares of unvested restricted stock						
Shares of unvested restricted stock						
Shares of stock options						
Shares of stock options						

Shares of stock options	Shares of stock options	—	2,135	36	2,314
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(1) Entities with a net loss from continuing operations are prohibited from including potential common shares in the computation of diluted per share amounts. We have utilized the basic shares outstanding to calculate both basic and diluted Net Loss per common share for the three months ended March 31, 2024.

Note 18—Income Taxes

In assessing Effective for the ~~realizability of deferred~~ three months ended March 31, 2024, we began calculating our income tax assets, management considers whether it is more likely than not provision using the estimated annual effective tax rate method in accordance with Accounting Standards Codification "ASC" 740 - Income Taxes and we no longer apply the exception that some portion or all allowed the use of the ~~deferred~~ year-to-date effective tax assets will not be realized. The ultimate realization rate method. We believe the change in this calculation is appropriate as it allows us to reliably calculate the estimated annual effective tax rate due to our sustained profitability and confidence in future earnings.

Our effective tax rate for the three months ended March 31, 2024, differs from the statutory rates primarily as a result of ~~deferred~~ the differing apportionment rates for our state income taxes as well as an adjustment for equity compensation.

For the three months ended March 31, 2023, our effective tax assets is dependent upon ~~rate differed from the generation~~ statutory rates primarily as a result of future taxable our various state income ~~during~~ tax apportionment factors, equity compensation, and the periods in which those temporary differences become deductible. Management continues to conclude that we did not meet the "more likely than not" requirement in order to recognize deferred tax assets on the remaining amounts and recording of a valuation allowance has been recorded for substantially all of our net deferred tax assets at September 30, 2023 and December 31, 2022.

We believe that any adjustment to our uncertain tax positions would not have a material impact on our financial statements given the Company's deferred tax and corresponding valuation allowance position as of September 30, 2023 and December 31, 2022.

As of December 31, 2022, we had approximately \$1.2 billion in net operating loss carryforwards ("NOL carryforwards"); however, we currently have a valuation allowance against this and substantially all of our other deferred tax assets. At each reporting date, we will consider evidence, both positive and negative, to determine realization of our deferred income tax assets, including NOL carryforwards. Valuation allowances for deferred income tax assets are recognized when it is more likely than not that some or all of the benefit from the deferred income tax assets will not be realized. We have begun to sustain a level of increased profitability. Should this continue, we will evaluate whether this new evidence will be sufficient to provide for realization of our deferred income tax assets, and if so, this new evidence may result in a reversal of our valuation allowance in the next twelve months. ~~allowance.~~

Our net taxable income must be apportioned to various states based upon the income tax laws of the states in which we derive our revenue. Our NOL carryforwards will not always be available to offset taxable income apportioned to the various states. The states from which our refining, retail, and logistics revenues are derived are not the same states in which our NOLs were incurred; therefore, we expect to incur state tax liabilities in connection with our refining, retail, and logistics operations.

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Note 19—Segment Information

We report the results for the following four reportable segments: (i) Refining, (ii) Retail, (iii) Logistics, and (iv) Corporate and Other. ~~Commencing June 1, 2023, the results of operations of the Billings Acquisition are included in our refining and logistics segments.~~

Summarized financial information concerning reportable segments consists of the following (in thousands):

Three Months Ended September 30, 2023		Corporate, Eliminations and Other				
		Refining	Logistics	Retail	(1)	Total
Three Months Ended March 31, 2024						
Three Months Ended March 31, 2024						
Revenues	Revenues	\$2,524,155	\$72,839	\$158,512	\$ (176,198)	\$2,579,308
Cost of revenues	Cost of revenues					
(excluding depreciation)	(excluding depreciation)	2,190,474	39,801	120,332	(176,222)	2,174,385
Operating expense	Operating expense					
(excluding depreciation)	(excluding depreciation)	116,949	6,135	22,099	—	145,183

Operating expense (excluding depreciation)					
Operating expense (excluding depreciation)					
Depreciation and amortization	Depreciation and amortization	24,278	7,708	2,766	559
Impairment expense					
General and administrative expense (excluding depreciation)					
General and administrative expense (excluding depreciation)					
General and administrative expense (excluding depreciation)	General and administrative expense (excluding depreciation)	—	—	—	—
Equity earnings from refining and logistics investments	Equity earnings from refining and logistics investments	(2,393)	(1,541)	—	—
Acquisition and integration costs	Acquisition and integration costs	—	—	—	4,669
Par West redevelopment and other costs	Par West redevelopment and other costs	—	—	—	3,127
Loss on sale of assets, net					
Loss (gain) on sale of assets, net					
Operating income (loss)	Operating income (loss)	\$ 194,847	\$ 20,736	\$ 13,315	\$ (32,025)
Interest expense and financing costs, net	Interest expense and financing costs, net				(20,815)
Debt extinguishment and commitment costs	Debt extinguishment and commitment costs				—
Other expense, net	Other expense, net				(43)
Other expense, net					
Other expense, net					
Equity earnings from Laramie Energy, LLC					
Income before income taxes					
Income tax expense					176,015
Net income					(4,600)
Net income					\$ 171,415
Equity earnings from Laramie Energy, LLC					
Equity earnings from Laramie Energy, LLC					
Loss before income taxes					
Income tax benefit					

Net loss						
Capital expenditures	Capital expenditures	\$ 11,499	\$ 2,788	\$ 8,591	\$ 111	\$ 22,989
Capital expenditures						
Capital expenditures						
Three Months Ended March 31, 2023	Refining	Logistics	Retail	Other (1)	Corporate, Eliminations and	Total
Revenues	\$ 1,615,412	\$ 52,388	\$ 135,572	\$ (118,163)	\$ 1,685,209	
Cost of revenues (excluding depreciation)	1,277,670	31,299	98,228	(118,177)	1,289,020	
Operating expense (excluding depreciation)	58,882	3,447	20,791	—	83,120	
Depreciation and amortization	15,723	5,034	3,079	524	24,360	
General and administrative expense (excluding depreciation)	—	—	—	19,286	19,286	
Acquisition and integration costs	—	—	—	5,271	5,271	
Par West redevelopment and other costs	—	—	—	2,750	2,750	
Operating income (loss)	263,137	12,608	13,474	(27,817)	261,402	
Interest expense and financing costs, net					(16,250)	
Debt extinguishment and commitment costs					(17,720)	
Other expense, net					(35)	
Equity earnings from Laramie Energy, LLC					10,706	
Income before income taxes					238,103	
Income tax expense					(213)	
Net income					\$ 237,890	
Capital expenditures	\$ 7,654	\$ 881	\$ 4,150	\$ 528	\$ 13,213	

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Three Months Ended September 30, 2022	Refining	Logistics	Retail	Other (1)	Corporate, Eliminations and	Total
Revenues	\$ 1,974,701	\$ 54,635	\$ 157,385	\$ (130,436)	\$ 2,056,285	
Cost of revenues (excluding depreciation)	1,629,019	28,482	115,574	(130,449)	1,642,626	
Operating expense (excluding depreciation)	60,233	3,710	21,570	—	85,513	
Depreciation and amortization	16,542	5,059	2,865	659	25,125	
Impairment expense	—	—	—	—	—	
General and administrative expense (excluding depreciation)	—	—	—	16,219	16,219	
Par West redevelopment and other costs	2,816	—	—	—	2,816	
Loss (gain) on sale of assets, net	—	(241)	56	—	(185)	
Operating income (loss)	266,091	17,625	17,320	(16,865)	284,171	
Interest expense and financing costs, net					(16,852)	
Debt extinguishment and commitment costs					343	
Other expense, net					(198)	
Income before income taxes					267,464	
Income tax expense					(68)	
Net income					\$ 267,396	
Capital expenditures	\$ 3,754	\$ 2,967	\$ 2,135	\$ 182	\$ 9,038	

(1) Includes eliminations of intersegment revenues and cost of revenues of **\$176.2 million** **\$157.8 million** and **\$130.4 million** **\$118.2 million** for the three months ended **September 30, 2023** **March 31, 2024** and **2022**, respectively.

Nine Months Ended September 30, 2023	Corporate, Eliminations and					Total
	Refining	Logistics	Retail	Other (1)		
Revenues	\$ 5,848,108	\$ 189,936	\$ 442,480	\$ (432,080)	\$ 6,048,444	
Cost of revenues (excluding depreciation)	5,035,749	106,888	327,728	(432,154)	5,038,211	
Operating expense (excluding depreciation)	252,802	13,178	64,166	—	330,146	
Depreciation and amortization	59,827	17,801	8,577	1,682	87,887	
General and administrative expense (excluding depreciation)	—	—	—	66,148	66,148	
Equity earnings from refining and logistics investments	(2,393)	(1,966)	—	—	(4,359)	
Acquisition and integration costs	—	—	—	17,213	17,213	
Par West redevelopment and other costs	—	—	—	8,490	8,490	
Operating income (loss)	\$ 502,123	\$ 54,035	\$ 42,009	\$ (93,459)	\$ 504,708	
Interest expense and financing costs, net					(51,974)	
Debt extinguishment and commitment costs					(17,682)	
Other income, net					301	
Equity earnings from Laramie Energy, LLC					10,706	
Income before income taxes					446,059	
Income tax expense					(6,741)	
Net income	\$ 439,318					
Capital expenditures	\$ 25,454	\$ 10,793	\$ 15,845	\$ 1,626	\$ 53,718	

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Nine Months Ended September 30, 2022	Corporate, Eliminations and					Total
	Refining	Logistics	Retail	Other (1)		
Revenues	\$ 5,318,379	\$ 147,729	\$ 424,505	\$ (377,703)	\$ 5,512,910	
Cost of revenues (excluding depreciation)	4,772,511	77,970	329,058	(377,739)	4,801,800	
Operating expense (excluding depreciation)	174,769	11,280	60,345	—	246,394	
Depreciation and amortization	48,854	15,357	8,156	2,121	74,488	
Impairment expense	—	—	—	—	—	
General and administrative expense (excluding depreciation)	—	—	—	47,550	47,550	
Acquisition and integration costs	—	—	—	63	63	
Par West redevelopment and other costs	5,681	—	—	—	5,681	
Loss (gain) on sale of assets, net	—	(253)	56	27	(170)	
Operating income (loss)	\$ 316,564	\$ 43,375	\$ 26,890	\$ (49,725)	\$ 337,104	
Interest expense and financing costs, net					(51,400)	
Debt extinguishment and commitment costs					(5,329)	
Other expense, net					(149)	
Income before income taxes					280,226	
Income tax expense					(756)	
Net income	\$ 279,470					
Capital expenditures	\$ 25,249	\$ 6,877	\$ 5,224	\$ 708	\$ 38,058	

(1) Includes eliminations of intersegment revenues and cost of revenues of \$432.1 million and \$377.7 million for the nine months ended September 30, 2023 and 2022, 2023, respectively.

Note 20—Subsequent Events

Wind-Down and Termination Agreement of Washington Refinery Intermediation Amendment No. 1 to Term Loan Credit Agreement

On October 4, 2023, USOR and certain affiliates and subsidiaries (collectively, the "USOR Parties") entered into a wind-down and termination agreement (the "Wind-Down Agreement") with MLC, which provided for the wind down of the respective obligations of MLC and USOR. Under the Wind-Down Agreement, in exchange for cash collateral provided by USOR to MLC, the payment of certain fees by USOR to MLC, and the satisfaction of other conditions precedent specified in the Wind-Down Agreement, MLC released all of its liens and security interests in all collateral, and MLC and the USOR Parties terminated the First Lien ISDA Agreement, Collateral Agreement, and all other guarantee and collateral documents, other than certain surviving obligations and certain other obligations which specifically continue under the terms of the Wind-Down Agreement.

Second Amendment to ABL Credit Facility

On October 4, 2023 April 8, 2024, the ABL Term Loan Credit Facility Agreement was amended by the Second Amendment No. 1 to Asset-Based Revolving Term Loan Credit Agreement and Joinder Agreement (the "Second ("Amendment No. 1 to ABL Term Loan Credit Facility" Agreement"). The Second Amendment No. 1 to ABL Term Loan Credit Facility Agreement provided for, among other things, (i) incremental commitments that increase a reduction in the total revolver commitment Applicable Margin under the ABL Term Loan Credit Facility Agreement by 50 basis points, such that base rate loans and SOFR loans will bear interest at the applicable base rate plus 2.75% and 3.75%, respectively and (ii) the elimination of the Term SOFR Adjustment of 10 basis points with respect to \$900.0 million, (iii) future incremental increases up to \$400.0 million, (iii) the designation of USOR as a borrower loans under the ABL Term Loan Credit Facility, (iv) the grant of a security interest in all or substantially all of the assets of each of USOR and certain affiliated entities' to secure the obligations under the ABL Credit Facility, and (v) amendments to certain defined terms and provisions in the ABL Credit Facility agreement.

Limited Consent to LC Facility

On October 4, 2023, PHR, and Par Petroleum, LLC, obtained the written consent from the lenders party to the LC Facility to permit the Second Amendment to ABL Credit Facility and to amend certain defined terms or provisions in the ABL Credit Facility, pursuant to that certain Limited Consent to Uncommitted Credit Agreement dated as of October 3, 2023, among

PAR PACIFIC HOLDINGS, INC. AND SUBSIDIARIES
Notes to Condensed Consolidated Financial Statements
For the Interim Periods Ended September 30, 2023 and 2022

PHR, Par Petroleum, LLC, each of the lenders party thereto, LC Facility Agent, and U.S. Bank Trust Company, National Association, solely in its capacity as the collateral agent (the "Limited Consent"). Agreement.

Item 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

We are a growing energy company based in Houston, Texas, that provides both renewable and conventional fuels to the western United States.

Our business is organized into three primary segments:

1) Refining - We own and operate four refineries with total operating throughput capacity of 218 thousand barrels per day ("Mbpd") in Hawaii, Wyoming, Washington, and Montana. On June 1, 2023, we purchased a refinery in Billings, Montana that processes Western Canadian and regional Rocky Mountain crude oil and a 65% interest in an adjacent cogeneration facility.

2) Retail - Our retail outlets in Hawaii, Washington, and Idaho sell gasoline, diesel, and retail merchandise through Hele and "76" branded sites, "nomnom" branded company-operated convenience stores, 7-Eleven operated convenience stores, other sites operated by third parties, and unattended cardlock stations.

3) Logistics - We operate an extensive energy infrastructure network spanning the Pacific, the Northwest, and the Rocky Mountain regions to transport and store crude oil and refined products for our refineries and transport refined products to our retail sites or third-party purchasers. On June 1, 2023, we purchased distribution and logistics assets in the upper Rockies region, including the wholly owned 70-mile, 55 Mbpd Silvertip Pipeline, a 40% interest in the 750-mile, 65 Mbpd Yellowstone refined products pipeline, and four wholly owned and three joint venture refined product terminals.

As of September 30, 2023, we owned a 46.0% equity investment in Laramie Energy. Laramie Energy is focused on developing and producing natural gas in Garfield, Mesa, and Rio Blanco counties, Colorado. As noted in the Refining and Logistics discussions above, as of September 30, 2023 through the Billings Acquisition, we own a 65% and a 40% equity investment in YELP and YPLC, respectively.

We have four reportable segments: (i) Refining, (ii) Retail, (iii) Logistics, and (iv) Corporate and Other. Our Corporate and Other reportable segment primarily includes general and administrative costs, business development expenses associated with renewable fuel projects, and Par West redevelopment and other costs. Please for more information, please read Note 19—Segment Information 1—Overview to our condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for detailed information on our operating results by segment. 10-Q.

Recent Events Affecting Comparability of Periods

Crude oil pricing decreased was relatively stable in 2023 the first quarter of 2024 compared to 2022. In 2023, the first quarter of 2023. Brent crude oil pricing decreased to \$84 per barrel compared to \$101 averaged \$81.76 per barrel in 2022. In addition, the first quarter of 2024 compared to \$82.10 per barrel in the first quarter of 2023. Similarly, average U.S. retail gasoline prices decreased to \$3.62 remained relatively stable from \$3.38 per gallon in the first quarter of 2023 compared to \$3.97 \$3.24 in 2022, the first quarter of 2024. Refined product crack spreads in the third first quarter of 2023 2024 decreased as compared to the third first quarter of 2022, largely driven by the conflict between Russia and Ukraine that escalated in February 2022, 2023. The U.S. Energy Information Administration ("EIA") in its October 2023 April 2024 short term energy outlook forecasts average Brent crude oil pricing of \$95 \$89 per barrel in 2024 due to lower crude oil inventories driven by Saudi Arabia's continued strong global inventory draws in the first quarter of 2024 and ongoing geopolitical risks. In 2023, OPEC announced several voluntary crude production cuts. Russia announced on February 10, 2023, that it would cut its oil production cuts. Brent crude by 500,000 barrels a day (5 percent of its output), as a response to imposed sanctions on the country's oil spot prices increased in the third quarter trade. In June 2023, OPEC extended oil output cuts of 2023 as U.S. commercial crude oil inventories fell to the lowest level since early 2022 at 3.66 million barrels per day, or about 5% of daily global demand, until the end of September 2023. In addition, the EIA forecasts that jet fuel consumption will increase by 6% 2024, including a Russian cut in 2024 and would equal pre-

pandemic 2019 consumption driven by strong return oil exports of passengers. On April 3, 2023, the Organization of the Petroleum Exporting Countries ("OPEC") announced 300,000 barrels a cut to crude oil production of 1.2 MMBpd through day until the end of 2023. The EIA expects In November 2023 OPEC announced additional voluntary production cuts of 1.7 million barrels a day, thus totaling about 2.2 million barrels a day, from January through March 2024. On March 3, 2024, OPEC announced an extension of its November 2023 voluntary production cut through June 2024, driving down supply, as demand increases due to spring and summer travel seasons in the drop Northern Hemisphere. Additionally, geopolitical tensions in OPEC crude oil production and the seasonal rise Middle East escalated in oil consumption to put the first quarter of 2024 putting upward pressure on crude oil prices. On June 4, 2023, Saudi Arabia, The overall effect of these conflicts and associated actions taken to limit the largest producer purchase of Russian petroleum products has been to raise the operating costs of many European and other refineries. Energy prices are, among other factors, indicators of inflation. The overall energy price index increased 2.1% year over year as of March 31, 2024. While inflation has worsened relative to the prior year, we do not believe that inflation has had a material effect on our business, financial condition or results of operations in the OPEC cartel, announced an additional 1 MMBpd cut to its production beginning with its July export program. Saudi Arabia announced during early August that those cuts would be extended through the end of the year. As a result, crude oil prices have returned to levels closer to 2022 crude oil prices during the third first quarter of 2023, 2024. Please read Item 1A. — Risk Factors on our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023 for further information.

Results of Operations

Three months ended September 30, 2023 March 31, 2024 compared to the three months ended September 30, 2022 March 31, 2023

Net Income. Income (Loss). Our financial results for the third first quarter of 2023 2024 declined from net income of \$267.4 \$237.9 million for the three months ended September 30, 2022 March 31, 2023 to \$171.4 a net loss of \$3.8 million for the three months ended September 30, 2023 March 31, 2024. The decrease was primarily driven by a \$71.3 \$240.5 million decrease in refining segment operating income, \$7.5 including a \$94.7 million decrease driven by a gain on RINs settlements in the first quarter of 2023, a \$22.5 million increase in general and administrative expenses, \$4.7 a \$6.1 million decrease in equity earnings from our investment in Laramie, and a \$2.5 million decrease in retail segment operating income, partially offset by a \$17.7 million increase loss on termination of financing agreements in 2023 with no similar activity in 2024, a \$7.8 million improvement in our logistics segment operating income, a \$5.1 million decrease in acquisition and integration expenses related to our Billings Acquisition, \$4.5 million increase in tax expense and a \$4.0 million \$2.8 million decrease in retail segment operating income partially offset by a \$3.1 million improvement in our logistics segment operating income, tax expense. Please read the discussions of segment and consolidated results below for additional information.

Adjusted EBITDA and Adjusted Net Income. For the three months ended September 30, 2023 March 31, 2024, Adjusted EBITDA was \$255.7 million \$94.7 million compared to \$214.1 \$167.6 million for the three months ended September 30, 2022 March 31, 2023. The \$41.6 million increase \$72.9 million decrease was primarily related to an increase a decrease of \$45.8 million \$71.4 million in our refining segment, a decrease of \$9.5 million in our corporate and other segment, and a decrease of \$2.5 million in our retail segment, partially offset by a decrease an increase of \$3.5 million \$10.5 million in our retail logistics segment. Please read the discussion of segment results below for additional information.

For the three months ended September 30, 2023 March 31, 2024, Adjusted Net Income was \$193.5 \$41.7 million compared to \$172.0 million \$137.5 million for the three months ended September 30, 2022 March 31, 2023. The improvement decline was primarily related to the factors described above for the increase decrease in Adjusted EBITDA.

Nine months ended September 30, 2023 compared to the nine months ended September 30, 2022

Net Income. Our financial results improved from net income of \$279.5 million for the nine months ended September 30, 2022 to \$439.3 million for the nine months ended September 30, 2023. The increase was driven by a \$185.5 million increase in refining segment operating income and a \$15.1 million increase in retail segment operating income, partially offset by an \$18.5 million increase in general and administrative expenses and a \$17.1 million increase in acquisitions and integration expenses related to our Billings Acquisition. Please read the discussions of segment and consolidated results below for additional information.

Adjusted EBITDA, and Adjusted Net Income. For the nine months ended September 30, 2023, Adjusted EBITDA was \$574.2 million compared to \$468.5 million for the nine months ended September 30, 2022. The improvement was primarily related to an increase of \$94.6 million \$8.3 million in our refining segment, an increase of \$16.1 million in our retail segment D&A and an increase of \$14.2 million \$2.5 million in our logistics segment, offset by a decrease due to an increase of \$19.2 million in our corporate segment. Please read the discussion of segment results below for additional information.

For the nine months ended September 30, 2023 interest expense and financing costs, excluding unrealized interest rate derivative losses (gains), Adjusted Net Income was \$436.6 million compared to \$341.9 million for the nine months ended September 30, 2022. The improvement was primarily related to the same factors described above for the increase in Adjusted EBITDA as well as our receipt of a \$10.7 million distribution from Laramie Energy, partially offset by a \$5.9 million higher \$2.6 million income tax expense benefit in 2024 compared to \$0.2 million income tax expense in 2023.

The following tables summarize our consolidated results of operations for the three and nine months ended September 30, 2023 March 31, 2024 compared to the three and nine months ended September 30, 2022 March 31, 2023 (in thousands). The following should be read in conjunction with our condensed consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q.

	Three Months Ended September 30,			\$ Change	% Change
	2023	2022			
Revenues	\$ 2,579,308	\$ 2,056,285	\$ 523,023		25%
Cost of revenues (excluding depreciation)	2,174,385	1,642,626	531,759		32%
Operating expense (excluding depreciation)	145,183	85,513	59,670		70%
Depreciation and amortization	35,311	25,125	10,186		41%
General and administrative expense (excluding depreciation)	23,694	16,219	7,475		46%
Equity earnings from refining and logistics investments	(3,934)	—	(3,934)		NM (1)

Acquisition and integration costs	4,669	—	4,669	NM (1)
Par West redevelopment and other costs	3,127	2,816	311	11%
Gain on sale of assets, net	—	(185)	185	100%
Total operating expenses	2,382,435	1,772,114		
Operating income	196,873	284,171		
Other income (expense)				
Interest expense and financing costs, net	(20,815)	(16,852)	(3,963)	24%
Debt extinguishment and commitment costs	—	343	(343)	(100)%
Other expense, net	(43)	(198)	155	(78)%
Total other expense, net	(20,858)	(16,707)		
Income before income taxes	176,015	267,464		
Income tax expense	(4,600)	(68)	(4,532)	6,665%
Net income	\$ 171,415	\$ 267,396		

Nine Months Ended September 30,					%					
					2023	2022	\$ Change	Change		
Three Months Ended March										
31,										
	2024									
		2024								
2024										
Revenues	Revenues	\$6,048,444	\$5,512,910	\$535,534	10%	Revenues	\$1,980,835	\$	2023	
Cost of revenues (excluding depreciation)	Cost of revenues (excluding depreciation)	5,038,211	4,801,800	236,411	5%	Cost of revenues (excluding depreciation)	1,747,478	1,289,020	\$1,685,209	\$
Operating expense (excluding depreciation)	Operating expense (excluding depreciation)	330,146	246,394	83,752	34%	153,260	83,120	83,120	70,140	\$295,626
Depreciation and amortization	Depreciation and amortization	87,887	74,488	13,399	18%	32,656	24,360	24,360	8,296	458,458
General and administrative expense (excluding depreciation)	General and administrative expense (excluding depreciation)	66,148	47,550	18,598	39%	41,755				458
General and administrative expense (excluding depreciation)	General and administrative expense (excluding depreciation)									
General and administrative expense (excluding depreciation)	General and administrative expense (excluding depreciation)									22,469

Equity earnings from refining and logistics investments	Equity earnings from refining and logistics investments	(4,359)	—	(4,359)	NM (1)	Equity earnings from refining and logistics investments	(6,094)	—	—	(6,094)	(6)
Acquisition and integration costs	Acquisition and integration costs	17,213	63	17,150	27,222%	Acquisition and integration costs	243	5,271	5,271	(5,028)	(5)
Par West redevelopment and other costs	Par West redevelopment and other costs	8,490	5,681	2,809	49%	Par West redevelopment and other costs	1,971	2,750	2,750	(779)	
Gain on sale of assets, net	—	(170)	170	(100)%							
Loss on sale of assets, net						Loss on sale of assets, net	51	—	—	51	
Total operating expenses	Total operating expenses	5,543,736		5,175,806							
Operating income	Operating income	504,708		337,104							
Operating income	Operating income										
Other income (expense)	Other income (expense)										
Other income (expense)	Other income (expense)										
Interest expense and financing costs, net	Interest expense and financing costs, net	(51,974)	(51,400)	(574)	1%	(17,884)	(16,250)	(16,250)	(1,634)	(1,634)	
Debt extinguishment and commitment costs	Debt extinguishment and commitment costs	(17,682)	(5,329)	(12,353)	232%	Debt extinguishment and commitment costs	—	(17,720)	(17,720)	17,720	17
Other income (expense), net	Other income (expense), net	301	(149)	450	302%						
Other expense, net	Other expense, net										
Other expense, net	Other expense, net										
Other expense, net	Other expense, net						(2,576)		(35)	(2,541)	
Equity earnings (losses) from Laramie Energy, LLC	Equity earnings (losses) from Laramie Energy, LLC	10,706	—	10,706	NM (1)						
Equity earnings from Laramie Energy, LLC	Equity earnings from Laramie Energy, LLC										
Equity earnings from Laramie Energy, LLC	Equity earnings from Laramie Energy, LLC										
Equity earnings from Laramie Energy, LLC	Equity earnings from Laramie Energy, LLC										
Total other expense, net	Total other expense, net	(58,649)		(56,878)							
Income before income taxes	Income before income taxes	446,059		280,226							
Income tax expense	Income tax expense	(6,741)		(756)	(5,985)	792%					
Net income	Net income	\$ 439,318		\$ 279,470							

Income (loss) before income taxes			
Income (loss) before income taxes			
Income (loss) before income taxes			
Income tax benefit (expense)			
Income tax benefit (expense)			
Income tax benefit (expense)			
Net income (loss)	2,631	(213)	2,844

(1) NM - Not meaningful

The following tables summarize our operating income (loss) by segment for the three and nine months ended September 30, 2023 March 31, 2024 and 2022 (in thousands). The following should be read in conjunction with our condensed consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q.

		Corporate, Eliminations and Other					
Three months ended September 30, 2023		Refining	Logistics	Retail	(1)	Total	
Three months ended March 31, 2024							
Three months ended March 31, 2024							
Three months ended March 31, 2024		Refining	Logistics (1)	Retail	Corporate, Eliminations and Other (2)	Total	
Revenues	Revenues	\$ 2,524,155	\$ 72,839	\$ 158,512	\$ (176,198)	\$ 2,579,308	
Cost of revenues	Cost of revenues						
(excluding depreciation)	(excluding depreciation)	2,190,474	39,801	120,332	(176,222)	2,174,385	
Operating expense (excluding depreciation)							
Operating expense (excluding depreciation)	Operating expense (excluding depreciation)	116,949	6,135	22,099	—	145,183	
Depreciation and amortization	Depreciation and amortization	24,278	7,708	2,766	559	35,311	
General and administrative expense	General and administrative expense						
(excluding depreciation)	(excluding depreciation)	—	—	—	23,694	23,694	
General and administrative expense (excluding depreciation)							
General and administrative expense (excluding depreciation)	General and administrative expense (excluding depreciation)						

Equity	Equity					
earnings from	earnings from					
refining and	refining and					
logistics	logistics					
investments	investments	(2,393)	(1,541)	—	—	(3,934)
Acquisition	Acquisition					
and integration	and integration					
costs	costs	—	—	—	4,669	4,669
Par West	Par West					
redevelopment	redevelopment					
and other	and other					
costs	costs	—	—	—	3,127	3,127
Loss (gain) on						
sale of assets,						
net						
Operating	Operating					
income	income					
(loss)	(loss)	\$ 194,847	\$ 20,736	\$ 13,315	\$ (32,025)	\$ 196,873

Corporate, Eliminations and Other						
Three months ended		Refining	Logistics	Retail	(1)	Total
September 30, 2022						
Three months ended March 31, 2023						
Three months ended March 31, 2023						
Three months ended March 31, 2023						
Refining Logistics (1) Retail Corporate, Eliminations and Other (2) Total						
Revenues	Revenues	\$1,974,701	\$ 54,635	\$157,385	\$ (130,436)	\$2,056,285
Cost of revenues (excluding depreciation)	Cost of revenues (excluding depreciation)	1,629,019	28,482	115,574	(130,449)	1,642,626
Operating expense (excluding depreciation)						
Operating expense (excluding depreciation)						
Operating expense (excluding depreciation)	Operating expense (excluding depreciation)	60,233	3,710	21,570	—	85,513
Depreciation and amortization	Depreciation and amortization	16,542	5,059	2,865	659	25,125
General and administrative expense (excluding depreciation)	General and administrative expense (excluding depreciation)	—	—	—	16,219	16,219
General and administrative expense (excluding depreciation)						
General and administrative expense (excluding depreciation)						

Acquisition and integration costs						
Acquisition and integration costs						
Acquisition and integration costs	Acquisition and integration costs	—	—	—	—	—
Par West redevelopment and other costs	Par West redevelopment and other costs	2,816	—	—	—	2,816
Loss (gain) on sale of assets, net		—	(241)	56	—	(185)
Operating income (loss)	Operating income (loss)	\$ 266,091	\$ 17,625	\$ 17,320	\$ (16,865)	\$ 284,171
Operating income (loss)						
Operating income (loss)						

(1) Our logistics operations consist primarily of intercompany transactions which eliminate on a consolidated basis.

(2) Includes eliminations of intersegment Revenues and Cost of revenues (excluding depreciation) of \$176.2 million and \$130.4 million for the three months ended September 30, 2023 and March 31, 2024 and 2022, respectively.

Nine months ended September 30, 2023	Refining	Logistics	Retail	Corporate, Eliminations and Other (1)	Total
Revenues	\$ 5,848,108	\$ 189,936	\$ 442,480	\$ (432,080)	\$ 6,048,444
Cost of revenues (excluding depreciation)	5,035,749	106,888	327,728	(432,154)	5,038,211
Operating expense (excluding depreciation)	252,802	13,178	64,166	—	330,146
Depreciation and amortization	59,827	17,801	8,577	1,682	87,887
General and administrative expense (excluding depreciation)	—	—	—	66,148	66,148
Equity earnings from refining and logistics investments	(2,393)	(1,966)	—	—	(4,359)
Acquisition and integration costs	—	—	—	17,213	17,213
Par West redevelopment and other costs	—	—	—	8,490	8,490
Operating income (loss)	\$ 502,123	\$ 54,035	\$ 42,009	\$ (93,459)	\$ 504,708

Nine months ended September 30, 2022	Refining	Logistics	Retail	Corporate, Eliminations and Other (1)	Total
Revenues	\$ 5,318,379	\$ 147,729	\$ 424,505	\$ (377,703)	\$ 5,512,910
Cost of revenues (excluding depreciation)	4,772,511	77,970	329,058	(377,739)	4,801,800
Operating expense (excluding depreciation)	174,769	11,280	60,345	—	246,394
Depreciation and amortization	48,854	15,357	8,156	2,121	74,488
General and administrative expense (excluding depreciation)	—	—	—	47,550	47,550
Acquisition and integration costs	—	—	—	63	63
Par West redevelopment and other costs	5,681	—	—	—	5,681
Loss (gain) on sale of assets, net	—	(253)	56	27	(170)
Operating income (loss)	\$ 316,564	\$ 43,375	\$ 26,890	\$ (49,725)	\$ 337,104

(1) Includes eliminations of intersegment Revenues and Cost of revenues (excluding depreciation) of \$432.1 million and \$377.7 million for the nine months ended September 30, 2023 and 2022, respectively.

Below is a summary of key operating statistics for the refining segment for the three and nine months ended September 30, 2023 and March 31, 2024 and 2022.

Three Months Ended September 30,		Nine Months Ended September 30,	
2023	2022	2023	2022

Three Months Ended March 31, 2024									
Three Months Ended March 31, 2024									
Three Months Ended March 31, 2024									
Total Refining Segment	Total Refining Segment								
Feedstocks Throughput (Mbpd) (1)	198.2		138.5		164.6		132.8		
Refined product sales volume (Mbpd) (1)	217.3		149.3		178.7		138.5		
Total Refining Segment									
Total Refining Segment									
Feedstocks Throughput (Mbpd)									
Feedstocks Throughput (Mbpd)									
Feedstocks Throughput (Mbpd)									
Refined product sales volume (Mbpd)									
Refined product sales volume (Mbpd)									
Refined product sales volume (Mbpd)									
Hawaii Refinery	Hawaii Refinery								
Hawaii Refinery									
Hawaii Refinery									
Feedstocks Throughput (Mbpd)									
Feedstocks Throughput (Mbpd)									
Feedstocks Throughput (Mbpd)	82.3		79.7		80.9		82.2		
Yield (% of total throughput)	Yield (% of total throughput)								
Yield (% of total throughput)									
Yield (% of total throughput)									
Gasoline and gasoline blendstocks									
Gasoline and gasoline blendstocks									
Gasoline and gasoline blendstocks	26.5	%	28.1	%	26.7	%	25.4	%	
Distillates	Distillates	42.1	%	39.3	%	40.8	%	39.5	%
Distillates									
Distillates									
Fuel oils									
Fuel oils									
Fuel oils	26.5	%	30.1	%	28.0	%	31.1	%	
Other products	Other products	2.1	%	(0.9)	%	1.5	%	0.6	%
Other products									
Other products									
Total yield	Total yield	97.2	%	96.6	%	97.0	%	96.6	%
Total yield									
Total yield									
Refined product sales volume (Mbpd)									
Refined product sales volume (Mbpd)									
Refined product sales volume (Mbpd)	90.0		86.6		89.2		81.6		
Refined product sales volume (Mbpd)									
Refined product sales volume (Mbpd)									
Adjusted Gross Margin per bbl (\$/throughput bbl) (2)	\$ 13.47		\$ 19.49		\$ 14.74		\$ 13.92		

Production costs per bbl (\$/throughput bbl) (3)	4.50	5.14	4.46	4.67	
Adjusted Gross Margin per bbl (\$/throughput bbl) (1)					
Adjusted Gross Margin per bbl (\$/throughput bbl) (1)					
Adjusted Gross Margin per bbl (\$/throughput bbl) (1)					
Production costs per bbl (\$/throughput bbl) (2)					
Production costs per bbl (\$/throughput bbl) (2)					
Production costs per bbl (\$/throughput bbl) (2)					
D&A per bbl (\$/throughput bbl)					
D&A per bbl (\$/throughput bbl)					
D&A per bbl (\$/throughput bbl)	0.65	0.68	0.68	0.66	
Montana Refinery	Montana Refinery				
Feedstocks Throughput (Mbpd) (1)	55.4	—	57.1	—	
Montana Refinery					
Montana Refinery					
Feedstocks Throughput (Mbpd)					
Feedstocks Throughput (Mbpd)					
Feedstocks Throughput (Mbpd)					
Yield (% of total throughput)					
Yield (% of total throughput)					
Yield (% of total throughput)	50.5	%	49.6	%	
Gasoline and gasoline blendstocks	Gasoline and gasoline blendstocks	—	—	—	
Gasoline and gasoline blendstocks					
Gasoline and gasoline blendstocks					
Distillates					
Distillates					
Distillates	Distillates	27.7	%	28.2	%
Asphalt	Asphalt	14.7	%	14.4	%
Asphalt					
Asphalt					
Other products					
Other products					
Other products	Other products	3.4	%	3.5	%
Total yield	Total yield	96.3	%	95.7	%
Total yield					
Total yield					
Refined product sales volume (Mbpd) (1)	63.5	—	62.5	—	
Refined product sales volume (Mbpd)					
Refined product sales volume (Mbpd)					
Refined product sales volume (Mbpd)					
Adjusted Gross Margin per bbl (\$/throughput bbl) (2)	\$ 26.49	\$ —	\$ 27.74	\$ —	
Production costs per bbl (\$/throughput bbl) (3)	10.83	—	10.10	—	

Adjusted Gross Margin per bbl (\$/throughput bbl) (1)					
Adjusted Gross Margin per bbl (\$/throughput bbl) (1)					
Adjusted Gross Margin per bbl (\$/throughput bbl) (1)					
Production costs per bbl (\$/throughput bbl) (2)					
Production costs per bbl (\$/throughput bbl) (2)					
Production costs per bbl (\$/throughput bbl) (2)					
D&A per bbl (\$/throughput bbl)					
D&A per bbl (\$/throughput bbl)					
D&A per bbl (\$/throughput bbl)	D&A per bbl (\$/throughput bbl)	1.63	—	1.69	—

		Three Months Ended September 30,		Nine Months Ended September 30,	
		2023	2022	2023	2022
Three Months Ended March 31,					
Three Months Ended March 31,					
Three Months Ended March 31,					
2024					
2024					
2024					
Washington Refinery					
Washington Refinery					
Washington Refinery	Washington Refinery				
Feedstocks	Feedstocks				
Throughput (Mbpd)	Throughput (Mbpd)	41.0	40.5	40.5	33.8
Feedstocks Throughput (Mbpd)					
Feedstocks Throughput (Mbpd)					
Yield (% of total throughput)					
Yield (% of total throughput)					
Yield (% of total throughput)	Yield (% of total throughput)				
Gasoline and gasoline blendstocks	Gasoline and gasoline blendstocks				
Gasoline and gasoline blendstocks	Gasoline and gasoline blendstocks	22.8	%	24.2	%
Gasoline and gasoline blendstocks	Gasoline and gasoline blendstocks				
Distillates	Distillates	34.6	%	34.1	%
Distillates	Distillates	34.6	%	34.1	%
Asphalt	Asphalt	20.1	%	20.2	%
Asphalt	Asphalt	20.1	%	19.4	%
Asphalt	Asphalt	20.1	%	19.4	%
Other products	Other products	18.8	%	18.4	%
Other products	Other products	18.8	%	18.4	%
Total yield	Total yield	96.3	%	96.9	%
Total yield	Total yield	96.3	%	96.2	%
Total yield	Total yield	96.3	%	96.9	%

Refined product sales volume (Mbpd)						
Refined product sales volume (Mbpd)						
Refined product sales volume (Mbpd)	Refined product sales volume (Mbpd)	44.2	45.3	43.3	39.9	
Adjusted Gross Margin per bbl (\$/throughput bbl) (2)	\$ 12.30	\$ 19.97	\$ 9.91	\$ 16.51		
Production costs per bbl (\$/throughput bbl) (3)	3.77	3.43	4.00	4.19		
Adjusted Gross Margin per bbl (\$/throughput bbl) (1)						
Adjusted Gross Margin per bbl (\$/throughput bbl) (1)						
Adjusted Gross Margin per bbl (\$/throughput bbl) (1)						
Production costs per bbl (\$/throughput bbl) (2)						
Production costs per bbl (\$/throughput bbl) (2)						
Production costs per bbl (\$/throughput bbl) (2)						
D&A per bbl (\$/throughput bbl)						
D&A per bbl (\$/throughput bbl)						
D&A per bbl (\$/throughput bbl)	D&A per bbl (\$/throughput bbl)	1.79	2.02	1.81	2.28	
Wyoming Refinery						
Wyoming Refinery						
Feedstocks Throughput (Mbpd)						
Feedstocks Throughput (Mbpd)						
Feedstocks Throughput (Mbpd)						
Yield (% of total throughput)						
Yield (% of total throughput)						
Yield (% of total throughput)						
Gasoline and gasoline blendstocks						
Gasoline and gasoline blendstocks						
Gasoline and gasoline blendstocks						
Distillates						
Distillates						
Distillates						
Fuel oils						
Fuel oils						
Fuel oils						
Other products						
Other products						
Other products						
Total yield						
Total yield						
Total yield						
Refined product sales volume (Mbpd)						
Refined product sales volume (Mbpd)						
Refined product sales volume (Mbpd)						
Adjusted Gross Margin per bbl (\$/throughput bbl) (1)						

Adjusted Gross Margin per bbl (\$/throughput bbl) (1)				
Adjusted Gross Margin per bbl (\$/throughput bbl) (1)				
Production costs per bbl (\$/throughput bbl) (2)				
Production costs per bbl (\$/throughput bbl) (2)				
Production costs per bbl (\$/throughput bbl) (2)				
D&A per bbl (\$/throughput bbl)				
D&A per bbl (\$/throughput bbl)				
D&A per bbl (\$/throughput bbl)				
Market Indices (average \$ per barrel)				
Market Indices (average \$ per barrel)				
Market Indices (average \$ per barrel)				
3-1-2 Singapore Crack Spread (3)				
3-1-2 Singapore Crack Spread (3)				
3-1-2 Singapore Crack Spread (3)				
RVO Adjusted Pacific Northwest 3-1-1-1 (4)				
RVO Adjusted Pacific Northwest 3-1-1-1 (4)				
RVO Adjusted Pacific Northwest 3-1-1-1 (4)				
RVO Adjusted USGC 3-2-1 (5)				
RVO Adjusted USGC 3-2-1 (5)				
RVO Adjusted USGC 3-2-1 (5)				
Crude Oil Prices (average \$ per barrel)				
Crude Oil Prices (average \$ per barrel)				
Crude Oil Prices (average \$ per barrel)				
Brent				
Brent				
Brent				
WTI				
WTI				
WTI				
ANS				
ANS				
ANS				
Bakken Clearbrook				
Bakken Clearbrook				
Bakken Clearbrook				
WCS Hardisty				
WCS Hardisty				
WCS Hardisty				
Brent M1-M3				
Brent M1-M3				
Brent M1-M3				
Wyoming Refinery				
Feedstocks Throughput (Mbpd)	19.5	18.3	17.7	16.8
Yield (% of total throughput)				
Gasoline and gasoline blendstocks	46.7 %	48.3 %	46.0 %	48.8 %
Distillates	47.1 %	43.9 %	47.3 %	43.6 %

Fuel oils	2.5 %	3.0 %	2.5 %	2.5 %
Other products	1.7 %	2.5 %	1.7 %	2.5 %
Total yield	98.0 %	97.7 %	97.5 %	97.4 %
Refined product sales volume (Mbpd)	19.6	17.4	18.3	17.0
Adjusted Gross Margin per bbl (\$/throughput bbl) (2)	\$ 37.01	\$ 19.39	\$ 28.88	\$ 29.20
Production costs per bbl (\$/throughput bbl) (3)	6.46	6.63	7.34	7.14
D&A per bbl (\$/throughput bbl)	2.41	2.40	2.69	2.82
Market Indices (average \$ per barrel)				
3-1-2 Singapore Crack Spread (4)	\$ 23.39	\$ 26.43	\$ 19.45	\$ 26.52
RVO Adjusted Pacific Northwest 3-1-1-1 (5)	35.00	40.58	28.51	36.89
RVO Adjusted USGC 3-2-1 (6)	29.65	29.01	25.96	29.87
Crude Oil Prices (average \$ per barrel)				
Brent	\$ 85.92	\$ 97.70	\$ 81.93	\$ 102.53
WTI	82.22	91.43	77.28	98.31
ANS (7)	87.95	98.84	81.77	102.39
Bakken Clearbrook (7)	83.58	94.37	79.38	100.00
WCS Hardisty (7)	65.42	69.02	60.75	79.68
Brent M1-M3	1.27	3.94	0.74	4.10

(1) Feedstocks throughput and sales volumes per day for the Montana refinery for the three and nine months ended September 30, 2023 are calculated based on the 92-day and 122-day periods for which we owned the Montana refinery in

2023, respectively. As such, the amounts for the total refining segment represent the sum of the Hawaii, Washington and Wyoming refineries' throughput or sales volumes averaged over the three and nine months ended September 30, 2023 plus the Montana refinery's throughput or sales volumes averaged over the periods from July 1, 2023 to September 30, 2023 and June 1, 2023 to September 30, 2023, respectively. The 2022 amounts for the total refining segment represent the sum of the Hawaii, Washington and Wyoming refineries' throughput or sales volumes averaged over the three and nine months ended September 30, 2022.

(2) We calculate Adjusted Gross Margin per barrel by dividing Adjusted Gross Margin by total refining throughput. Adjusted Gross Margin for our Washington refinery is determined under the last-in, first-out ("LIFO") inventory costing method. Adjusted Gross Margin for our other refineries is determined under the first-in, first-out ("FIFO") inventory costing method. The definition of Adjusted Gross Margin was modified beginning with the financial results reported for the second quarter in fiscal year 2022. We have recast Adjusted Gross Margin for prior periods when reported to conform to the modified presentation. Please see discussion of Adjusted Gross Margin below.

(3) Management uses production costs per barrel to evaluate performance and compare efficiency to other companies in the industry. There are a variety of ways to calculate production costs per barrel; different companies within the industry calculate it in different ways. We calculate production costs per barrel by dividing all direct production costs, which include the costs to run the refineries including personnel costs, repair and maintenance costs, insurance, utilities, and other miscellaneous costs, by total refining throughput. Our production costs are included in Operating expense (excluding depreciation) on our consolidated statement of operations, which also includes costs related to our bulk marketing operations, operations and severance costs.

(4) We believe the 3-1-2 Singapore Crack Spread (or three barrels of Brent crude oil converted into one barrel of gasoline and two barrels of distillates (diesel and jet fuel)) is the most representative market indicator for our operations in Hawaii.

(5) We believe the RVO Adjusted Pacific Northwest 3-1-1-1 (or three barrels of WTI crude oil converted into one barrel of Pacific Northwest gasoline, one barrel of Pacific Northwest ULSD and one barrel of USGC VGO, less 100% of the RVO cost for gasoline and ULSD) is the most representative market indicator for our operations in Washington with improved historical correlations to our reported adjusted gross margin compared to prior reported indices.

(6) We believe the RVO Adjusted USGC 3-2-1 (or three barrels of WTI crude oil converted into two barrels of USGC gasoline and one barrel of USGC ULSD, less 100% of the RVO cost) is the most representative market indicator for our operations in Montana and Wyoming with improved historical correlations to our reported adjusted gross margin compared to prior reported indices.

(7) Crude pricing has been updated to reflect simple averages of outright prices during the relevant period.

Below is a summary of key operating statistics for the retail segment for the three and nine months ended September 30, 2023 March 31, 2024 and 2022: 2023:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Three Months Ended March 31,				
Three Months Ended March 31,				

		Three Months Ended March 31,		
		2024	2024	2024
Retail Segment	Retail Segment			
Retail Segment	Retail Segment			
Retail Segment	Retail Segment			
Retail sales volumes (thousands of gallons)	Retail sales volumes (thousands of gallons)			
Retail sales volumes (thousands of gallons)	Retail sales volumes (thousands of gallons)	31,137	27,829	87,710
				78,599

Non-GAAP Performance Measures

Management uses certain financial measures to evaluate our operating performance that are considered non-GAAP financial measures. These measures should not be considered in isolation or as substitutes or alternatives to their most directly comparable GAAP financial measures or any other measure of financial performance or liquidity presented in accordance with GAAP. These non-GAAP measures may not be comparable to similarly titled measures used by other companies since each company may define these terms differently.

We believe Adjusted Gross Margin (as defined below) provides useful information to investors because it eliminates the gross impact of volatile commodity prices and adjusts for certain non-cash items and timing differences created by our inventory financing agreements and lower of cost and net realizable value adjustments to demonstrate the earnings potential of the business before other fixed and variable costs, which are reported separately in Operating expense (excluding depreciation) and Depreciation and amortization. Management uses Adjusted Gross Margin per barrel to evaluate operating performance and compare profitability to other companies in the industry and to industry benchmarks. We believe Adjusted Net Income (Loss) and Adjusted EBITDA (as defined below) are useful supplemental financial measures that allow investors to assess the financial performance of our assets without regard to financing methods, capital structure, or historical cost basis, the ability of our assets to generate cash to pay interest on our indebtedness, and our operating performance and return on invested capital as compared to other companies without regard to financing methods and capital structure.

Beginning with financial results reported for periods in fiscal year 2023, Adjusted Gross Margin, Adjusted Net Income (Loss), and Adjusted EBITDA also exclude the mark-to-market losses (gains) associated with our net obligation related to the Washington Climate Commitment Act and Clean Fuel Standard effective beginning in 2023. These modifications were made to better reflect our operating performance and to improve comparability between periods.

Beginning with financial results reported for periods in fiscal year 2023, Adjusted Net Income (loss) and Adjusted EBITDA also exclude the redevelopment and other costs for our Par West facility, which was shut down in 2020. This modification improves comparability between periods by excluding expenses incurred in connection with the strategic redevelopment of this non-operating facility. We have recast Adjusted Gross Margin, Adjusted Net Income (Loss), and Adjusted EBITDA for prior periods when reported to conform to the modified presentation.

Beginning with financial results report for the second quarter of 2023, Adjusted Gross Margin, Adjusted Net Income (Loss), and Adjusted EBITDA also exclude our portion of interest, taxes, and depreciation expense from our refining and logistics investments, investments acquired on June 1, 2023, as part of the Billings Acquisition.

Beginning with financial results reported for the fourth quarter of 2023, Adjusted Gross Margin, Adjusted Net Income (Loss), and Adjusted EBITDA excludes all hedge losses (gains) associated with our Washington ending inventory and LIFO layer increment impacts associated with our Washington inventory. In addition, we have modified our environmental obligation mark-to-market adjustment to include only the mark-to-market losses (gains) associated with our net RINs liability and net obligation associated with the Washington Climate Commitment Act ("Washington CCA") and Clean Fuel Standard. This modification was made as part of our change in how we estimate our environmental obligation liabilities.

Beginning with financial results reported for the fourth quarter of 2023, Adjusted Net Income (loss) excludes unrealized interest rate derivative losses (gains) and all Laramie Energy related impacts with the exception of cash distributions. We have recast Adjusted Net Income (Loss) for prior periods when reported to conform to the modified presentation.

Beginning with financial results reported for the first quarter of 2024, Adjusted Net Income (loss) also excludes other non-operating income and expenses. This modification improves comparability between periods by excluding income and expenses resulting from non-operating activities.

Adjusted Gross Margin

Adjusted Gross Margin is defined as operating income (loss) excluding:

- operating expense (excluding depreciation);
- depreciation and amortization ("D&A");
- Par's portion of interest, taxes, and depreciation expense from refining and logistics investments;
- impairment expense;
- loss (gain) on sale of assets, net;
- inventory valuation adjustment (which adjusts for timing differences to reflect the economics of our inventory financing agreements, including lower of cost or net realizable value adjustments, the impact of the embedded derivative repurchase or terminal obligations, contango hedge losses (gains) and backwardation losses associated with our Washington ending inventory and intermediation obligation, and purchase price allocation adjustments);

- adjustments, and LIFO layer liquidation increment and decrement impacts associated with our Washington inventory; inventory);
- Environmental obligation mark-to-market adjustment (which represents the income statement effect of reflecting our RINs liability on a net basis; this adjustment also includes the mark-to-market losses (gains) associated with our net RINs liability and our net obligation associated with the Washington Climate Commitment Act and Clean Fuel Standard); and
- unrealized loss (gain) on derivatives.

The following tables present a reconciliation of Adjusted Gross Margin to the most directly comparable GAAP financial measure, operating income (loss), on a historical basis, for selected segments, for the periods indicated (in thousands):

Three months ended September 30, 2023	Refining	Logistics	Retail
Operating income	\$ 194,847	\$ 20,736	\$ 13,315
Operating expense (excluding depreciation)	116,949	6,135	22,099
Depreciation and amortization	24,278	7,708	2,766
Par's portion of interest, taxes, and depreciation expense from refining and logistics investments	821	698	—
Inventory valuation adjustment	72,823	—	—
Environmental obligation mark-to-market adjustments	(50,153)	—	—
Unrealized gain on derivatives	(8,995)	—	—
Adjusted Gross Margin (1)	\$ 350,570	\$ 35,277	\$ 38,180
Three months ended September 30, 2022	Refining	Logistics	Retail
Operating income	\$ 266,091	\$ 17,625	\$ 17,320
Operating expense (excluding depreciation)	60,233	3,710	21,570
Depreciation and amortization	16,542	5,059	2,865
Par's portion of interest, taxes, and depreciation expense from refining and logistics investments	—	—	—
Inventory valuation adjustment	(91,135)	—	—
Environmental obligation mark-to-market adjustments	(6,731)	—	—
Unrealized loss on derivatives	3,004	—	—
Par West redevelopment and other costs	2,816	—	—
Loss (gain) on sale of assets, net	—	(241)	56
Adjusted Gross Margin (1)	\$ 250,820	\$ 26,153	\$ 41,811
Nine months ended September 30, 2023	Refining	Logistics	Retail
Three months ended March 31, 2024			
Three months ended March 31, 2024			
Three months ended March 31, 2024			
Operating income			
Operating expense (excluding depreciation)	Operating expense (excluding depreciation)	\$ 54,035	\$ 42,009
Operating expense (excluding depreciation)	Operating expense (excluding depreciation)	13,178	64,166
Depreciation and amortization	Depreciation and amortization		
Depreciation and amortization	Depreciation and amortization	17,801	8,577
Par's portion of interest, taxes, and depreciation expense from refining and logistics investments	Par's portion of interest, taxes, and depreciation expense from refining and logistics investments	905	—
Par's portion of interest, taxes, and depreciation expense from refining and logistics investments	Par's portion of interest, taxes, and depreciation expense from refining and logistics investments	905	—

Par's portion of interest, taxes, and depreciation expense from refining and logistics investments				
Inventory valuation adjustment				
Inventory valuation adjustment				
Inventory valuation adjustment	Inventory valuation adjustment	126,799	—	—
Environmental obligation mark-to-market adjustments	Environmental obligation mark-to-market adjustments	(174,111)	—	—
Environmental obligation mark-to-market adjustments				
Environmental obligation mark-to-market adjustments				
Unrealized gain on derivatives		(487)	—	—
Unrealized loss on derivatives				
Unrealized loss on derivatives				
Unrealized loss on derivatives				
Loss (gain) on sale of assets, net				
Loss (gain) on sale of assets, net				
Loss (gain) on sale of assets, net				
Adjusted Gross Margin (1)	Adjusted Gross Margin (1)	\$ 767,774	\$ 85,919	\$ 114,752
Adjusted Gross Margin (1)				
Adjusted Gross Margin (1)				

Nine months ended September 30, 2022		Refining	Logistics	Retail
Three months ended March 31, 2023				
Three months ended March 31, 2023				
Three months ended March 31, 2023				
Operating income				
Operating income				
Operating income	Operating income	\$ 316,564	\$ 43,375	\$ 26,890
Operating expense (excluding depreciation)	Operating expense (excluding depreciation)	174,769	11,280	60,345
Operating expense (excluding depreciation)				
Operating expense (excluding depreciation)				
Depreciation and amortization	Depreciation and amortization	48,854	15,357	8,156
Par's portion of interest, taxes, and depreciation expense from refining and logistics investments		—	—	—
Depreciation and amortization				
Depreciation and amortization				
Inventory valuation adjustment				
Inventory valuation adjustment				
Inventory valuation adjustment	Inventory valuation adjustment	(18,039)	—	—
Environmental obligation mark-to-market adjustments	Environmental obligation mark-to-market adjustments	83,119	—	—
Environmental obligation mark-to-market adjustments				

Environmental obligation mark-to-market adjustments					
Unrealized gain on derivatives	Unrealized gain on derivatives	(10,151)	—	—	—
Par West redevelopment and other costs		5,681	—	—	—
Loss (gain) on sale of assets, net		—	(253)	56	
Unrealized gain on derivatives					
Unrealized gain on derivatives					
Adjusted Gross Margin	Adjusted Gross Margin				
(1)	(1)	\$ 600,797	\$ 69,759	\$ 95,447	
Adjusted Gross Margin (1)					
Adjusted Gross Margin (1)					

(1) For the three and nine months ended September 30, 2023 March 31, 2024 and 2022, there was no impairment expense and LIFO liquidation adjustment recorded in Operating income (loss). For the three and nine months ended September 30, 2023 March 31, 2023, there was no (gain) loss on sale of assets recorded in Operating income (loss).

Adjusted Net Income (Loss) and Adjusted EBITDA

Adjusted Net Income (Loss) is defined as Net income (loss) excluding:

- inventory valuation adjustment (which adjusts for timing differences to reflect the economics of our inventory financing agreements, including lower of cost or net realizable value adjustments, the impact of the embedded derivative repurchase or terminal obligations, **contango hedge losses (gains) and backwardation losses** associated with our Washington **ending** inventory and intermediation obligation, **and purchase price allocation adjustments**);
- **the adjustments, and LIFO layer liquidation increment and decrement impacts associated with our Washington inventory; inventory**;
- Environmental obligation mark-to-market adjustments (which represents the **income statement effect of reflecting our RINs liability on a net basis; this adjustment also includes the mark-to-market losses (gains) associated with our net RINs liability and our net obligation associated with the Washington Climate Commitment Act CCA and Clean Fuel Standard**);
- unrealized (gain) loss on derivatives;
- acquisition and integration costs;
- redevelopment and other costs related to Par West;
- debt extinguishment and commitment costs;
- increase in (release of) tax valuation allowance and other deferred tax items;
- changes in the value of contingent consideration and common stock warrants;
- severance **costs; costs and other non-operating expense (income)**;
- (gain) loss on sale of assets;
- impairment expense;
- impairment expense associated with our investment in Laramie **Energy and our share of Laramie Energy's asset impairment losses in excess of our basis difference; Energy**; and
- Par's share of **equity losses from Laramie Energy's unrealized loss (gain) on derivatives**, Energy, LLC, excluding cash distributions.

Adjusted EBITDA is defined as Adjusted Net Income (Loss) excluding:

- D&A;
- interest expense and financing **costs; costs, net, excluding interest rate derivative loss (gain)**;
- **equity losses (earnings) cash distributions from Laramie Energy, excluding Par's share of unrealized loss (gain) on derivatives, impairment of Par's investment, and our share of Laramie Energy's asset impairment losses in excess of our basis difference; LLC to Par**;
- Par's portion of interest, taxes, and depreciation expense from refining and logistics investments; and
- income tax expense (benefit) excluding the increase in (release of) tax valuation allowance.

The following table presents a reconciliation of Adjusted Net Income and Adjusted EBITDA to the most directly comparable GAAP financial measure, Net income (loss), on a historical basis for the periods indicated (in thousands):

	Three Months Ended March 31,
	Three Months Ended March 31,
	Three Months Ended March 31,
	2024
Net Income (Loss)	2024
	2024

Net Income (Loss)				
Net Income (Loss)				
Inventory valuation adjustment				
Inventory valuation adjustment				
Inventory valuation adjustment				
		Three Months Ended September 30,		Nine Months Ended September 30,
Environmental obligation mark-to-market adjustments				
		2023	2022	2023
Net Income	\$ 171,415	\$ 267,396	\$ 439,318	\$ 279,470
Inventory valuation adjustment	72,823	(91,135)	126,799	(18,039)
Environmental obligation mark-to-market adjustments				
Environmental obligation mark-to-market adjustments	(50,153)	(6,731)	(174,111)	83,119
Unrealized loss (gain) on derivatives	(8,995)	3,004	(487)	(10,151)
Acquisition and integration costs	4,669	—	17,213	63
Par West redevelopment and other costs	3,127	—	8,490	—
Debt extinguishment and commitment costs	—	(343)	17,682	5,329
Severance costs	615	9	1,685	2,272
Gain on sale of assets, net	—	(185)	—	(170)
Unrealized loss (gain) on derivatives				
Adjusted Net Income (1)	193,501	172,015	436,589	341,893
Unrealized loss (gain) on derivatives				
Par West redevelopment and other costs				
Par West redevelopment and other costs				
Par West redevelopment and other costs				
Acquisition and integration costs				
Acquisition and integration costs				
Acquisition and integration costs				
Debt extinguishment and commitment costs				
Debt extinguishment and commitment costs				
Debt extinguishment and commitment costs				
Changes in valuation allowance and other deferred tax items (1)				
Changes in valuation allowance and other deferred tax items (1)				
Changes in valuation allowance and other deferred tax items (1)				
Severance costs and other non-operating expense (2)				
Severance costs and other non-operating expense (2)				
Severance costs and other non-operating expense (2)				
Loss on sale of assets, net				
Loss on sale of assets, net				
Loss on sale of assets, net				

Equity earnings from Laramie Energy, LLC, excluding cash distributions					
Equity earnings from Laramie Energy, LLC, excluding cash distributions					
Equity earnings from Laramie Energy, LLC, excluding cash distributions					
Adjusted Net Income (3)					
Adjusted Net Income (3)					
Adjusted Net Income (3)					
Depreciation and amortization	Depreciation and amortization	35,311	25,125	87,887	74,488
Interest expense and financing costs, net		20,815	16,852	51,974	51,400
Equity earnings from Laramie Energy, LLC, excluding Par's share of unrealized loss (gain) on derivatives		—	—	(10,706)	—
Depreciation and amortization					
Depreciation and amortization					
Interest expense and financing costs, net, excluding unrealized interest rate derivative loss (gain)					
Interest expense and financing costs, net, excluding unrealized interest rate derivative loss (gain)					
Interest expense and financing costs, net, excluding unrealized interest rate derivative loss (gain)					
Laramie Energy, LLC cash distributions to Par					
Laramie Energy, LLC cash distributions to Par					
Laramie Energy, LLC cash distributions to Par					
Par's portion of interest, taxes, and depreciation expense from refining and logistics investments					
Par's portion of interest, taxes, and depreciation expense from refining and logistics investments					
Par's portion of interest, taxes, and depreciation expense from refining and logistics investments	Par's portion of interest, taxes, and depreciation expense from refining and logistics investments	1,519	—	1,726	—
Income tax expense	Income tax expense	4,600	68	6,741	756
Adjusted EBITDA (1)		<u>\$ 255,746</u>	<u>\$ 214,060</u>	<u>\$ 574,211</u>	<u>\$ 468,537</u>
Income tax expense					
Income tax expense					
Adjusted EBITDA (3)					
Adjusted EBITDA (3)					
Adjusted EBITDA (3)					

(1) For the three **and nine** months ended **September 30, 2023** **March 31, 2024**, we recognized a non-cash deferred tax benefit of \$2.6 million related to deferred state and **2022**, federal tax liabilities. This tax benefit is included in Income tax expense (benefit) on our consolidated statements of operations. For the three months ended March 31, 2023, we did not have any adjustments to our valuation allowance and other deferred tax items.

(2) For the three months ended March 31, 2024, we incurred \$13.1 million of stock-based compensation expenses associated with accelerated vesting of equity awards and modification of vested equity awards related to our CEO transition and \$2.3 million for an estimated legal settlement unrelated to current operating activities.

(3) For the three months ended March 31, 2024 and 2023, there was no LIFO liquidation adjustment, change in value of contingent consideration, change in value of common stock warrants, change in valuation allowance or other deferred tax items, impairment expense, impairments associated with our investment in Laramie Energy, or our share of Laramie Energy's asset impairment losses in excess of our basis difference, or our share difference. Please read the Non-GAAP Performance Measures discussion above for information regarding changes to the components of Laramie Energy's unrealized loss (gain) on derivatives, Adjusted Net Income (Loss) and Adjusted EBITDA made during the reporting periods.

Factors Impacting Segment Results

Operating Income

Three months ended September 30, 2023 March 31, 2024 compared to the three months ended September 30, 2022 March 31, 2023

Refining. Operating income for our refining segment was \$194.8 million for the three months ended September 30, 2023 March 31, 2024, a decrease of \$71.3 million compared to operating income of \$266.1 million for the three months ended September 30, 2022 March 31, 2023. The decrease was primarily driven by:

- \$204.0 million related to decreased crack spreads at our refineries in our legacy portfolio,
- an increase in consolidated environmental costs across all our refineries of \$125.9 million, primarily associated with a gain of \$102.1 million related to settlements in 2023 with no similar gain in 2024,
- \$41.0 million related to higher inventory financing costs driven by changes in commodity prices,
- a decrease of \$52.6 million related to our derivative costs associated with our refineries \$17.7 million driven by a 5.2% decrease in refined product sales across our legacy portfolio, refineries, and
- an increase in operating expenses of \$9.5 million, excluding the impact of the Billings Acquisition,

partially offset by:

- an increase a decrease in purchased product costs of \$230.0 million \$42.0 million at our Hawaii refinery,
- a \$16.0 million favorable change in inventory valuation adjustments,
- a \$10.9 million contribution from the Billings Acquisition,
- \$7.0 million related to a favorable change in crude oil differentials at our refineries in our legacy portfolio, and
- a \$69.6 million contribution from the Billings Acquisition, and
- a \$24.0 million \$5.0 million favorable FIFO change at our Wyoming refinery.

Logistics. Operating income for our logistics segment was \$20.7 million for the three months ended September 30, 2023 March 31, 2024, an increase of \$3.1 million compared to \$17.6 million for the three months ended September 30, 2022 March 31, 2023. The increase was primarily due to a \$3.1 million contribution from the Billings Acquisition logistics assets acquired in June 2023.

Retail. Operating income for our retail segment was \$13.3 million for the three months ended September 30, 2023 March 31, 2024, a decrease of \$4.0 million compared to \$17.3 million for the three months ended September 30, 2022 March 31, 2023. The decrease was primarily due to a \$7.1 million decrease in operating income related to a decrease in fuel margins and a \$0.5 million increase in operating expenses partially offset by a \$2.7 million increase related to higher fuel sales volumes, and increased merchandise sales of \$1.0 million employee costs. Gross margin remained relatively consistent in the three months ended September 30, 2023 March 31, 2024, compared to the three months ended September 30, 2022.

Nine months ended September 30, 2023 compared to the nine months ended September 30, 2022

Refining. Operating income for our refining segment was \$502.1 million for the nine months ended September 30, 2023, an improvement of \$185.5 million compared to operating income of \$316.6 million for the nine months ended September 30, 2022. The increase in operating income was primarily driven by:

- a decrease in consolidated environmental costs across all our refineries in our legacy portfolio of \$136.9 million, driven by favorable mark to market adjustments and a gain on retirement of prior year RINs,
- an increase of \$113.3 million driven by a 29.0% increase in refined product sales volumes at our refineries in our legacy portfolio,
- an increase of \$98.9 million related to a favorable change in crude oil differentials at our refineries in our legacy portfolio,
- a \$53.1 million contribution from the Billings Acquisition, and
- a favorable change in step-out obligation related to our intermediation agreements of \$52.6 million driven by changes in commodity prices,

partially offset by:

- an increase in purchased product costs of \$201.0 million at all our refineries in our legacy portfolio,
- a decrease of \$46.0 million related to declining crack spreads at our refineries in our legacy portfolio, and
- an increase in logistics and other product delivery costs of \$34.9 million at our refineries in our legacy portfolio.

Logistics. Operating income for our logistics segment was \$54.0 million for the nine months ended September 30, 2023, an increase of \$10.6 million compared to \$43.4 million for the nine months ended September 30, 2022. The increase was primarily due to a \$6.2 million contribution from the Billings Acquisition logistics assets acquired in June 2023 and a \$17.4 million increase in operating income driven by an increase in throughput volumes throughout our legacy logistics portfolio, an increase in third-party contracts of \$3.9 million, partially offset by an increase in variable expenses of \$10.3 million, an increase in vessel and fuel costs of \$4.5 million and an increase in depreciation and amortization expenses of \$2.4 million.

Retail. Operating income for our retail segment was \$42.0 million for the nine months ended September 30, 2023, an increase of \$15.1 million compared to \$26.9 million for the nine months ended September 30, 2022. The increase in operating income was primarily due to a \$9.1 million increase in fuel margins, \$8.2 million related to higher fuel sales volumes, and increased merchandise sales of \$2.2 million, partly offset by higher operating expenses of \$3.8 million driven by an increase in employee costs and credit card fees in the nine months ended September 30, 2023 compared to the nine months ended September 30, 2022 March 31, 2023.

Adjusted Gross Margin

Three months ended September 30, 2023 March 31, 2024 compared to the three months ended September 30, 2022 March 31, 2023

Refining. For the three months ended September 30, 2023 March 31, 2024, our refining Adjusted Gross Margin was \$350.6 \$207.1 million, an increase a decrease of \$99.8 \$4.5 million compared to \$250.8 \$211.6 million for the three months ended September 30, 2022 March 31, 2023. The increase decrease was primarily driven by an increase a decrease of \$197.6 \$131.8 million primarily related to lower feedstock costs across our legacy refining portfolio, Adjusted Gross Margin of \$135.0 million contributed by the Montana refinery, partially offset by decreased crack spreads across our legacy refining portfolio, a decrease of \$17.7 million related to lower refined product sales volumes across our legacy portfolio, a decrease of \$17.3 million primarily related to higher feedstock costs across our legacy refining portfolio, and a decrease of \$15.6 million related to higher intermediation fees, inventory financing costs, partially offset by \$66.8 million contributed by the Montana refinery acquired in June 2023, an improvement of \$52.4 million related to lower purchased product costs across our legacy refining portfolio, favorable derivative changes of \$25.8 million, and favorable FIFO adjustments of \$21.0 million driven by a decrease in feedstock costs. Other factors impacting refining results are described below.

- Adjusted Gross Margin for the Hawaii refinery decreased by \$6.02 \$5.11 per barrel from \$19.49 \$19.11 per barrel during the three months ended September 30, 2022 March 31, 2023 to \$13.47 \$14.00 per barrel during the three months ended September 30, 2023 March 31, 2024, including 10 days of reduced production for required maintenance in March 2024. The decrease in Adjusted Gross Margin was primarily due to lower feedstock costs and declining crack spreads, partially offset by lower purchased product and feedstock costs. The Singapore 3-1-2 index declined from \$26.43 \$21.22 in the third first quarter of 2022 2023 to \$23.39 \$18.67 in the third first quarter of 2023 2024.
- Adjusted Gross Margin for the Washington refinery decreased by \$7.67 \$4.94 per barrel from \$19.97 \$11.07 per barrel during the three months ended September 30, 2022 March 31, 2023 to \$12.30 \$6.13 per barrel during the three months ended September 30, 2023 March 31, 2024,

inclusive of a 15-day planned maintenance in March 2024. The decrease was primarily due to unfavorable declining crack spreads, higher inventory financing expenses, and an 11% decrease in refined product sales, partially offset by a favorable change in derivative activities, favorable environmental costs, and declining crack spreads, lower purchased product costs. The RVO Adjusted Pacific Northwest 3-1-1-1 index declined from \$40.58 \$25.30 in the third first quarter of 2022 2023 to \$35.00 \$20.48 in the third first quarter of 2023 2024.

- Adjusted Gross Margin for the Wyoming refinery increased decreased by \$17.62 \$12.70 per barrel from \$19.39 \$27.54 per barrel during the three months ended September 30, 2022 March 31, 2023 to \$37.01 \$14.84 per barrel during the three months ended September 30, 2023 March 31, 2024, primarily due to lower regional crack spreads, partially offset by lower feedstock costs and a favorable FIFO change of \$24.0 million and 13% higher sales volumes, \$5.0 million. The RVO Adjusted USGC 3-2-1 index improved decreased from \$29.01 \$26.55 in the third first quarter of 2022 2023 to \$29.65 \$21.34 in the third first quarter of 2023 2024.

Logistics. For the three months ended September 30, 2023 March 31, 2024, our logistics Adjusted Gross Margin was \$35.3 \$32.0 million, an increase of \$9.1 \$10.9 million compared to \$26.2 \$21.1 million for the three months ended September 30, 2022 March 31, 2023. The increase is primarily due to Adjusted Gross Margin of \$9.0 \$10.9 million contributed by the Billings Acquisition logistics assets acquired in June 2023.

Retail. For the three months ended September 30, 2023 March 31, 2024, our retail Adjusted Gross Margin was \$38.2 \$37.1 million, a decrease of \$3.6 million \$0.2 million compared to \$41.8 \$37.3 million for the three months ended September 30, 2022 March 31, 2023. The decrease was primarily due to a 22% 12% decrease in fuel margins, partially offset by 12% 9% higher fuel sales volumes and 13% 11% higher merchandise sales margins in the three months ended September 30, 2023 March 31, 2024 compared to the comparable period in 2022.

Nine months ended September 30, 2023 compared to the nine months ended September 30, 2022

Refining. For the nine months ended September 30, 2023, our refining Adjusted Gross Margin was \$767.8 million, an increase of \$167.0 million compared to \$600.8 million for the nine months ended September 30, 2022. The increase was primarily due to Adjusted Gross Margin contributed by the Montana refinery of \$193.2 million and 9% higher refined product sales margins across our legacy refining portfolio, partially offset by \$201.0 million higher purchased product expenses, and \$112.8 million higher environmental expenses. Other factors impacting refining results are described below.

- Adjusted Gross Margin for the Hawaii refinery improved by \$0.82 per barrel from \$13.92 per barrel during the nine months ended September 30, 2022 to \$14.74 per barrel during the nine months ended September 30, 2023, primarily due to lower feedstock costs and a 9% increase in refined product sales volumes, partially offset by \$198.0 million higher purchased product costs and lower crack spreads. The Singapore 3-2-1 index declined from \$26.52 in the nine months ended September 30, 2022 to \$19.45 in the nine months ended September 30, 2023.
- Adjusted Gross Margin for the Washington refinery decreased by \$6.60 per barrel from \$16.51 per barrel during the nine months ended September 30, 2022 to \$9.91 per barrel during the nine months ended September 30, 2023, primarily due to \$115.5 million higher environmental expenses and declining crack spreads. The RVO Adjusted Pacific Northwest 3-1-1-1 index declined from \$36.89 in the nine months ended September 30, 2022 to \$28.51 in the nine months ended September 30, 2023.

- Adjusted Gross Margin for the Wyoming refinery remained relatively consistent, from \$29.20 per barrel during the nine months ended September 30, 2022 to \$28.88 per barrel during the nine months ended September 30, 2023. The RVO Adjusted USGS 3-2-1 index declined from \$29.87 in the nine months ended September 30, 2022 to \$25.96 in the nine months ended September 30, 2023.

Logistics. For the nine months ended September 30, 2023, our logistics Adjusted Gross Margin was \$85.9 million, an increase of \$16.1 million compared to \$69.8 million for the nine months ended September 30, 2022. The increase was primarily due to Adjusted Gross Margin of \$12.4 million contributed from the Billings Acquisition logistics assets acquired in June 2023 and a 2% increase in throughput across our legacy assets, partially offset by an increase in cost of sales driven by \$14.8 million higher fees and variable expenses.

Retail. For the nine months ended September 30, 2023, our retail Adjusted Gross Margin was \$114.8 million, an increase of \$19.4 million compared to \$95.4 million for the nine months ended September 30, 2022. The increase was primarily related to an 11% increase in fuel margins, 12% higher fuel sales volumes, and an 11% increase in merchandise sales.

Discussion of Consolidated Results

Three months ended September 30, 2023 March 31, 2024 compared to the three months ended September 30, 2022 March 31, 2023

Revenues. For the three months ended September 30, 2023 March 31, 2024, revenues were \$2.6 billion \$2.0 billion, a \$0.5 billion \$0.3 billion increase compared to \$2.1 billion \$1.7 billion for the three months ended September 30, 2022 March 31, 2023. The increase was primarily due to a \$0.8 billion \$0.5 billion contribution from the Billings Acquisition, and partially offset by a 3% increase 5% decrease in refining sales volumes across our legacy refinery portfolio during the quarter partially offset by the and a decrease in crude prices and average product crack spreads discussed below. Average Brent crude oil prices declined 12% and average WTI crude oil prices declined 10% during the third quarter of 2023 compared to the third quarter of 2022. The 3-1-2 Singapore Crack Spread, RVO Adjusted Pacific Northwest 3-1-1-1, and RVO Adjusted

USGC 3-2-1 declined 12%, 14% 19%, and 2% 20%, respectively, compared to the third first quarter of 2022, 2023. Please read our key operating statistics for further information. Revenues at our retail segment increased \$1.1 million \$4.5 million primarily due to a 12% 9% increase in volumes and a 10% increase in merchandise sales, partially offset by an 11% decline in fuel prices. volumes.

Cost of Revenues (Excluding Depreciation). For the three months ended September 30, 2023 March 31, 2024, cost of revenues (excluding depreciation) was \$2.2 billion \$1.7 billion, an increase of \$0.6 billion \$0.4 billion when compared to \$1.6 billion \$1.3 billion for the three months ended September 30, 2022 March 31, 2023. The increase was primarily driven by a \$0.7 billion \$0.4 billion contribution from the Billings Acquisition and higher inventory financing expenses, partially offset by decreased crude oil prices as described above and a favorable FIFO change of \$0.2 billion. Cost of sales at our retail segment increased \$4.7 million primarily driven by an increase in fuel sales volumes. Acquisition.

Operating Expense (Excluding Depreciation). For the three months ended September 30, 2023 March 31, 2024, operating expense (excluding depreciation) was \$145.2 million \$153.3 million, a \$59.7 million \$70.2 million increase when compared to \$85.5 million \$83.1 million for the three months ended September 30, 2022 March 31, 2023. The increase was primarily driven by the \$57.7 million a \$60.7 million contribution from the Billings Acquisition. Acquisition, a \$4.3 million increase in consulting services, and a \$2.5 million increase in repairs and maintenance expenses.

Depreciation and Amortization. For the three months ended September 30, 2023 March 31, 2024, D&A was \$35.3 million \$32.7 million, an increase of \$10.2 million \$8.3 million compared to \$25.1 million \$24.4 million for the three months ended September 30, 2022 March 31, 2023. The increase was primarily driven by the \$11.0 million \$8.5 million of D&A attributable to the Billings Acquisition.

General and Administrative Expense (Excluding Depreciation). For the three months ended September 30, 2023 March 31, 2024, general and administrative expense (excluding depreciation) was \$23.7 million \$41.8 million, an increase of \$7.5 million \$22.5 million compared to \$16.2 \$19.3 million for the three months ended September 30, 2022 March 31, 2023. The increase was primarily due to a \$4.7 million \$15.9 million increase in employee costs a \$1.3 million driven by \$13.1 million of stock based compensation expenses related to CEO transition costs in the first quarter of 2024 and an increase of \$2.6 million in payroll expenses due primarily to an increase in consulting services, employee headcount, a \$4.2 million increase in renewable development expense, and \$1.0 million \$1.6 million related to the Billings Acquisition.

Equity earnings from refining and logistics investments. During the three months ended September 30, 2023 March 31, 2024, Equity earnings from refining and logistics investments were \$3.9 million \$6.1 million related to YELP and YPLC. For the three months ended ended September 30, 2023 March 31, 2024, our proportionate share of YELP's net income and YPLC's net income was \$2.7 million \$4.5 million and \$1.5 \$1.9 million, respectively. Please read Note 3—Refining and Logistics Equity Investments for further information.

Acquisition and Integration Expense. During the three months ended September 30, 2023 March 31, 2024, we incurred \$4.7 million an immaterial amount of acquisition and integration costs. For the three months ended March 31, 2023, we incurred \$5.3 million of acquisition and integration costs related to the Billings Acquisition, compared to immaterial acquisition and integration costs for the three months ended September 30, 2022, Acquisition. Please read Note 5—Acquisitions for further information.

Par West redevelopment and other costs. For the three months ended September 30, 2023 March 31, 2024, Par West redevelopment and other costs were \$3.1 million \$2.0 million, an increase a decrease of \$0.3 million \$0.8 million compared to \$2.8 million \$2.8 million for the three months ended September 30, 2022 March 31, 2023, primarily due to higher a decrease in redevelopment costs, activities.

Interest Expense and Financing Costs, Net. For the three months ended September 30, 2023 March 31, 2024, our interest expense and financing costs were \$20.8 million \$17.9 million, an increase of \$3.9 million \$1.6 million compared to \$16.9 million \$16.3 million for the three months ended September 30, 2022 March 31, 2023. The increase was primarily due to an a \$2.9 million increase in interest expense due to higher outstanding debt balances, and higher inventory financing fees, partly offset by an increase of \$1.2 million in interest income from our investment accounts opened in the first quarter of 2023. Please read Note 11—Debt and Note 9—Inventory Financing Agreements to our condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for further information.

Income Taxes. For the three months ended September 30, 2023, we recorded income tax expense of \$4.6 million primarily related to increased taxable income and higher apportionment factors in the states in which we pay taxes. For the three months ended September 30, 2022, we recorded income tax expense of \$0.1 million primarily related to increased taxable income.

Nine months ended September 30, 2023 compared to the nine months ended September 30, 2022

Revenues. For the nine months ended September 30, 2023, revenues were \$6.0 billion, a \$0.5 billion increase compared to \$5.5 billion for the nine months ended September 30, 2022. The Billings Acquisition contributed revenues of \$1.0 billion in the first four months under our ownership. When comparing our legacy refining operations, there was a decrease of \$0.5 billion in third-party revenues at our refining segment, \$0.7 billion of which was related to lower crude oil prices, partially offset by a 9% increase in refining sales volumes. Average Brent crude oil prices declined 20% and average WTI crude oil prices declined 21% as compared to the prior period. Revenues at our retail segment increased \$18.0 million primarily due to a 12% increase in volumes, partially offset by a 8% decrease in fuel prices.

Cost of Revenues (Excluding Depreciation). For the nine months ended September 30, 2023, cost of revenues (excluding depreciation) was \$5.0 billion, a \$0.2 billion increase compared to \$4.8 billion for the nine months ended September 30, 2022, inclusive of a \$0.9 billion contribution from the Billings Acquisition. When comparing our legacy refining

operations, there was a decrease of \$0.7 billion in cost of revenues (excluding depreciation), \$0.8 billion of which was primarily due to decreases in crude oil prices as discussed above, \$0.1 billion lower environmental costs, and \$0.1 billion lower feedstock costs, partially offset by \$0.3 billion related to higher refining sales volumes, and \$0.2 billion related to higher purchased product costs.

Operating Expense (Excluding Depreciation). For the nine months ended September 30, 2023, operating expense (excluding depreciation) was \$330.1 million, an increase of \$83.7 million compared to \$246.4 million for the nine months ended September 30, 2022. The increase was primarily driven by \$73.0 million attributable to the Billings Acquisition, coupled with \$3.6 million higher employee costs and \$2.8 million higher utility and maintenance expenses.

Depreciation and Amortization. For the nine months ended September 30, 2023, D&A was \$87.9 million, an increase of \$13.4 million compared to \$74.5 million for the nine months ended September 30, 2022. The increase was primarily driven by the \$14.5 million contribution from the Billings Acquisition.

General and Administrative Expense (Excluding Depreciation). For the nine months ended September 30, 2023, general and administrative expense (excluding depreciation) was \$66.1 million, an increase of \$18.5 million compared to \$47.6 million for the nine months ended September 30, 2022. The increase was primarily due to an \$8.9 million increase in employee costs, \$4.5 million increase in outside services, and \$3.1 million of expenses related to development of our renewable projects.

Equity earnings from refining and logistics investments. For the nine months ended September 30, 2023, equity earnings from refining and logistics investments were \$4.4 million. As part of the Billings Acquisition, we acquired a 65% limited partnership ownership interest in YELP and a 40% ownership interest in YPLC. For the nine months ended September 30, 2023, our proportionate share of YELP's net income and YPLC's net income was \$2.7 million and \$1.9 million, respectively. Please read Note 3—Refining and Logistics Equity Investments for additional information.

Acquisition and Integration Expense. During the nine months ended September 30, 2023, we incurred \$17.2 million of acquisition and integration costs related to the Billings Acquisition, compared to \$0.1 million of acquisition and integration costs for the nine months ended September 30, 2022. Please read Note 5—Acquisitions for further information.

Par West redevelopment and other costs. For the nine months ended September 30, 2023, Par West redevelopment and other costs were \$8.5 million, an increase of \$2.8 million compared to \$5.7 million for the nine months ended September 30, 2022, associated with the operation and decommissioning of our Par West facility. The increase was primarily due to additional redevelopment costs of \$3.0 million.

Interest Expense and Financing Costs, Net. For the nine months ended September 30, 2023, our interest expense and financing costs were \$52.0 million, relatively consistent with \$51.4 million for the nine months ended September 30, 2022.

Debt Extinguishment and Commitment Costs. For the nine months ended September 30, 2023, we incurred no debt extinguishment and commitment costs. For the three months ended March 31, 2023 we incurred \$17.7 million of debt extinguishment and commitment costs in connection with the refinancing of our long-term debt in the first quarter of 2023. Please read Note 11—Debt to our condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for further information. For the nine months ended September 30, 2022, our debt extinguishment and commitment costs were \$5.3 million and primarily represented extinguishment costs associated with the redemption of \$36.9 million of 12.875% Senior Secured Notes in the second quarter of 2022.

Equity Earnings from Laramie Energy, LLC. For the nine months ended September 30, 2023, equity earnings from Laramie Energy, LLC were \$10.7 million. On March 1, 2023, following a refinancing of certain debt, Laramie Energy was permitted to make a one-time cash distribution to its owners based on ownership percentage. Our share of this distribution was \$10.7 million. There were no equity earnings from our investment in Laramie Energy, LLC, for the nine months ended September 30, 2022. Please read Note 4—Investment in Laramie Energy for further discussion.

Income Taxes. For the nine months ended September 30, 2023, we recorded an income tax benefit of \$2.6 million primarily related to our first quarter of 2024 pre-tax net loss. For the three months ended March 31, 2023, we recorded income tax expense of \$6.7 million primarily related to increased taxable income and higher apportionment factors in the states in which we pay taxes. For the nine months ended September 30, 2022, we recorded an income tax expense of \$0.8 million \$0.2 million primarily related to increased taxable income.

Consolidating Condensed Financial Information

On February 28, 2023, Par Petroleum, LLC (the "Issuer" ("Par Borrower") entered into the Term Loan Credit Agreement (the "Term Loan Credit Agreement") due 2030 with Wells Fargo Bank, National Association, as administrative agent, and the lenders party thereto. The Term Loan Credit Agreement was co-issued by Par Petroleum Finance Corp.

(together with the **Issuer**, **Par Borrower**, the "Issuers" "Term Loan Borrowers"), which has no independent assets or operations. The Term Loan Credit Agreement is guaranteed on a senior unsecured basis only as to payment of principal and interest by Par Pacific Holdings, Inc. (the "Parent") and is guaranteed on a senior secured basis by all of the subsidiaries of Par **Petroleum, LLC**, **Borrower**. The Term Loan Credit Agreement proceeds were used to refinance our existing Term Loan B Facility and repurchase our outstanding 7.75% Senior Secured Notes and 12.875% Senior Secured Notes, all three of which had similar guarantees that were replaced by those on the Term Loan Credit Agreement.

The following supplemental condensed consolidating financial information reflects (i) the Parent's separate accounts, (ii) Par **Petroleum, LLC** **Borrower** and its consolidated subsidiaries' accounts (which are all guarantors of the Term Loan Credit Agreement), (iii) the accounts of subsidiaries of the Parent that are not guarantors of the Term Loan Credit Agreement and consolidating adjustments and eliminations, and (iv) the Parent's consolidated accounts for the dates and periods indicated. For purposes of the following condensed consolidating information, the Parent's investment in its subsidiaries is accounted for under the equity method of accounting (dollar amounts in thousands).

As of September 30, 2023						
		Non-Guarantor Subsidiaries		Par Pacific Holdings, Inc. and Subsidiaries		
Parent		Issuer and Subsidiaries		and Inc. and Subsidiaries		
Guarantor		Subsidiaries		Eliminations		
As of March 31, 2024						
		Parent Guarantor		Par Borrower and Subsidiaries		
ASSETS	ASSETS	Parent		Non-Guarantor Subsidiaries and Eliminations		
Current assets	Current assets	Guarantor		Par Pacific Holdings, Inc. and Subsidiaries		
Current assets	Current assets					
Current assets	Current assets					
Cash and cash equivalents	Cash and cash equivalents					
Cash and cash equivalents	Cash and cash equivalents	\$ 8,194	\$ 338,884	\$ 27	\$ 347,105	
Restricted cash	Restricted cash	337	18,138	—	18,475	
Trade accounts receivable	Trade accounts receivable	—	527,348	94	527,442	
Inventories	Inventories	—	1,227,329	—	1,227,329	
Prepaid and other current assets	Prepaid and other current assets	7,592	49,905	(94)	57,403	
Due from related parties	Due from related parties	329,553	—	(329,553)	—	
Total current assets	Total current assets	345,676	2,161,604	(329,526)	2,177,754	
Property, plant, and equipment	Property, plant, and equipment			Property, plant, and equipment		
Property, plant, and equipment	Property, plant, and equipment	21,307	1,519,113	3,955	1,544,375	
Less accumulated depreciation and amortization	Less accumulated depreciation and amortization	(16,187)	(436,075)	(3,263)	(455,525)	
Less accumulated depreciation and amortization	Less accumulated depreciation and amortization					
Property, plant, and equipment, net	Property, plant, and equipment, net	5,120	1,083,038	692	1,088,850	
Long-term assets	Long-term assets			Long-term assets		
Operating lease right-of-use assets	Operating lease right-of-use assets	2,172	327,256	—	329,428	

Operating lease right-of-use ("ROU") assets					
Refining and logistics equity investments	Refining and logistics equity investments	—	—	82,800	82,800
Refining and logistics equity investments					
Refining and logistics equity investments					
Investment in Laramie Energy, LLC					
Investment in subsidiaries	Investment in subsidiaries	842,757	—	(842,757)	—
Intangible assets, net	Intangible assets, net	—	11,583	—	11,583
Goodwill	Goodwill	—	126,678	2,597	129,275
Other long-term assets	Other long-term assets	726	68,337	—	69,063
Total assets	Total assets	\$1,196,451	\$ 3,778,496	\$ (1,086,194)	\$ 3,888,753
LIABILITIES AND STOCKHOLDERS' EQUITY	LIABILITIES AND STOCKHOLDERS' EQUITY				LIABILITIES AND STOCKHOLDERS' EQUITY
Current liabilities	Current liabilities				Current liabilities
Current maturities of long-term debt	Current maturities of long-term debt	\$ —	\$ 4,287	\$ —	\$ 4,287
Obligations under inventory financing agreements	Obligations under inventory financing agreements	—	841,838	—	841,838
Accounts payable	Accounts payable	4,883	515,050	—	519,933
Accrued taxes	Accrued taxes	35	50,248	—	50,283
Accrued taxes					
Accrued taxes					
Operating lease liabilities	Operating lease liabilities	788	70,838	—	71,626
Other accrued liabilities					
Other accrued liabilities					
Other accrued liabilities	Other accrued liabilities	497	450,764	360	451,621
Due to related parties	Due to related parties	116,448	197,861	(314,309)	—
Total current liabilities	Total current liabilities	122,651	2,130,886	(313,949)	1,939,588
Long-term liabilities	Long-term liabilities				Long-term liabilities
Long-term debt, net of current maturities	Long-term debt, net of current maturities	—	532,653	—	532,653
Finance lease liabilities	Finance lease liabilities	—	12,471	(4,293)	8,178
Finance lease liabilities					
Finance lease liabilities					
Operating lease liabilities	Operating lease liabilities	2,541	264,441	—	266,982

Other liabilities	Other liabilities	—	107,495	(37,402)	70,093
Total liabilities	Total liabilities	125,192	3,047,946	(355,644)	2,817,494
Commitments and contingencies	Commitments and contingencies				
Stockholders' equity	Stockholders' equity				
Stockholders' equity	Stockholders' equity				
Stockholders' equity	Stockholders' equity				
Preferred stock	Preferred stock	—	—	—	—
Preferred stock	Preferred stock	—	—	—	—
Common stock	Common stock	605	—	—	605
Additional paid-in capital	Additional paid-in capital	853,835	277,686	(277,686)	853,835
Accumulated earnings (deficit)	Accumulated earnings (deficit)	208,724	446,876	(446,876)	208,724
Accumulated other comprehensive income (loss)	Accumulated other comprehensive income (loss)	8,095	5,988	(5,988)	8,095
Total stockholders' equity	Total stockholders' equity	1,071,259	730,550	(730,550)	1,071,259
Total liabilities and stockholders' equity	Total liabilities and stockholders' equity	\$ 1,196,451	\$ 3,778,496	\$ (1,086,194)	\$ 3,888,753

Total current assets	Total current assets	234,538	1,876,702	(229,403)	1,881,837	
Property, plant, and equipment	Property, plant, and equipment					Property, plant, and equipment
Property, plant, and equipment	Property, plant, and equipment	19,865	1,200,747	3,955	1,224,567	
Property, plant, and equipment	Property, plant, and equipment					
Less accumulated depreciation and amortization	Less accumulated depreciation and amortization	(14,967)	(370,643)	(3,123)	(388,733)	
Property, plant, and equipment, net	Property, plant, and equipment, net	4,898	830,104	832	835,834	
Long-term assets	Long-term assets					Long-term assets
Operating lease right-of-use assets	Operating lease right-of-use assets	2,649	348,112	—	350,761	
Operating lease right-of-use ("ROU") assets	Operating lease right-of-use ("ROU") assets					
Refining and logistics equity investments	Refining and logistics equity investments					
Refining and logistics equity investments	Refining and logistics equity investments					
Refining and logistics equity investments	Refining and logistics equity investments					
Investment in Laramie Energy, LLC	Investment in Laramie Energy, LLC					
Investment in subsidiaries	Investment in subsidiaries	487,943	—	(487,943)	—	
Intangible assets, net	Intangible assets, net	—	13,577	—	13,577	
Goodwill	Goodwill	—	126,727	2,598	129,325	
Other long-term assets	Other long-term assets	723	72,721	(4,131)	69,313	
Total assets	Total assets	\$ 730,751	\$ 3,267,943	\$ (718,047)	\$ 3,280,647	
LIABILITIES AND STOCKHOLDERS' EQUITY	LIABILITIES AND STOCKHOLDERS' EQUITY					LIABILITIES AND STOCKHOLDERS' EQUITY
Current liabilities	Current liabilities					Current liabilities
Current maturities of long-term debt	Current maturities of long-term debt	\$ —	\$ 10,956	\$ —	\$ 10,956	
Obligations under inventory financing agreements	Obligations under inventory financing agreements	—	893,065	—	893,065	
Accounts payable	Accounts payable	4,176	147,219	—	151,395	
Accrued taxes	Accrued taxes	47	32,052	—	32,099	
Accrued taxes	Accrued taxes					
Operating lease liabilities	Operating lease liabilities	787	65,294	—	66,081	
Other accrued liabilities	Other accrued liabilities					

Other accrued liabilities					
Other accrued liabilities	Other accrued liabilities	511	639,396	587	640,494
Due to related parties	Due to related parties	77,420	118,139	(195,559)	—
Total current liabilities	Total current liabilities	82,941	1,906,121	(194,972)	1,794,090
Long-term liabilities	Long-term liabilities				Long-term liabilities
Long-term debt, net of current maturities	Long-term debt, net of current maturities	—	494,576	—	494,576
Finance lease liabilities	Finance lease liabilities	—	10,710	(4,399)	6,311
Finance lease liabilities					
Finance lease liabilities					
Operating lease liabilities	Operating lease liabilities	3,273	289,428	—	292,701
Other liabilities	Other liabilities	—	46,922	1,510	48,432
Total liabilities	Total liabilities	86,214	2,747,757	(197,861)	2,636,110
Commitments and contingencies	Commitments and contingencies				
Stockholders' equity	Stockholders' equity				
Stockholders' equity					
Stockholders' equity					
Preferred stock	Preferred stock	—	—	—	—
Preferred stock	Preferred stock	—	—	—	—
Common stock	Common stock	604	—	—	604
Additional paid-in capital	Additional paid-in capital	836,491	409,686	(409,686)	836,491
Accumulated earnings (deficit)	Accumulated earnings (deficit)	(200,687)	104,479	(104,479)	(200,687)
Accumulated other comprehensive income (loss)	Accumulated other comprehensive income (loss)	8,129	6,021	(6,021)	8,129
Total stockholders' equity	Total stockholders' equity	644,537	520,186	(520,186)	644,537
Total liabilities and stockholders' equity	Total liabilities and stockholders' equity	\$ 730,751	\$ 3,267,943	\$ (718,047)	\$ 3,280,647

Three Months Ended September 30, 2023					
Non-Guarantor Subsidiaries	Par Pacific Holdings, Inc. and Subsidiaries	Parent	Issuer and Subsidiaries	and	Inc. and Subsidiaries
Guarantor	Subsidiaries	Parent	Guarantor	Subsidiaries	Eliminations
Three Months Ended March 31, 2024					
Parent	Guarantor	Parent	Guarantor	Par Borrower and Subsidiaries	Non-Guarantor Subsidiaries and Eliminations
Guarantor	Subsidiaries	Parent	Guarantor	Par Pacific Holdings, Inc. and Subsidiaries	

Revenues	Revenues	\$ —	\$ 2,579,306	\$ 2	\$ 2,579,308
Operating expenses	Operating expenses				
Operating expenses					
Cost of revenues (excluding depreciation)					
Cost of revenues (excluding depreciation)					
Cost of revenues (excluding depreciation)	Cost of revenues (excluding depreciation)	—	2,174,385	—	2,174,385
Operating expense (excluding depreciation)	Operating expense (excluding depreciation)	—	145,183	—	145,183
Depreciation and amortization	Depreciation and amortization	404	34,861	46	35,311
General and administrative expense (excluding depreciation)	General and administrative expense (excluding depreciation)	7,158	16,536	—	23,694
General and administrative expense (excluding depreciation)					
General and administrative expense (excluding depreciation)					
Equity earnings from refining and logistics investments	Equity earnings from refining and logistics investments	—	—	(3,934)	(3,934)
Acquisition and integration costs (2)		—	4,669	—	4,669
Acquisition and integration costs					
Par West redevelopment and other costs	Par West redevelopment and other costs	—	3,127	—	3,127
Gain on sale of assets, net		—	—	—	—
Loss on sale of assets, net					
Total operating expenses	Total operating expenses				
Operating income (loss)	Operating income (loss)	7,562	2,378,761	(3,888)	2,382,435
Operating income (loss)		(7,562)	200,545	3,890	196,873
Operating income (loss)					
Other income (expense)	Other income (expense)				
Other income (expense)					
Other income (expense)					

Interest expense and financing costs, net					
Interest expense and financing costs, net					
Interest expense and financing costs, net	Interest expense and financing costs, net	(11)	(20,895)	91	(20,815)
Debt extinguishment and commitment costs					
Other income (expense), net	Other income (expense), net	19	(62)	—	(43)
Other income (expense), net					
Other income (expense), net					
Equity earnings (losses) from subsidiaries					
Equity earnings (losses) from subsidiaries					
Equity earnings (losses) from subsidiaries	Equity earnings (losses) from subsidiaries	181,120	—	(181,120)	—
Equity earnings from Laramie Energy, LLC	Equity earnings from Laramie Energy, LLC	—	—	—	—
Total other income (expense), net	Total other income (expense), net	181,128	(20,957)	(181,029)	(20,858)
Income (loss) before income taxes	Income (loss) before income taxes	173,566	179,588	(177,139)	176,015
Income (loss) before income taxes					
Income (loss) before income taxes					
Income tax benefit (expense)	Income tax benefit (expense)				
(1)	(1)	(2,151)	(43,708)	41,259	(4,600)
Net income (loss)	Net income (loss)	\$ 171,415	\$ 135,880	\$ (135,880)	\$ 171,415
Adjusted EBITDA	Adjusted EBITDA	\$ (7,123)	\$ 257,413	\$ 5,456	\$ 255,746
Adjusted EBITDA					
Adjusted EBITDA					

	Three Months Ended September 30, 2022				
	Parent Guarantor	Issuer and Subsidiaries	Non-Guarantor		
			Subsidiaries and Eliminations	Par Pacific Holdings, Inc. and Subsidiaries	
Revenues	\$ —	\$ 2,056,252	\$ 33	\$ —	\$ 2,056,285
Operating expenses					
Cost of revenues (excluding depreciation)	—	1,642,626	—	—	1,642,626
Operating expense (excluding depreciation)	—	85,513	—	—	85,513

Depreciation and amortization	517	24,561	47	25,125
General and administrative expense (excluding depreciation)	5,213	11,006	—	16,219
Acquisition and integration costs	—	—	—	—
Par West redevelopment and other costs	—	2,816	—	2,816
Gain on sale of assets, net	—	(185)	—	(185)
Total operating expenses	5,730	1,766,337	47	1,772,114
Operating income	(5,730)	289,915	(14)	284,171
Other income (expense)				
Interest expense and financing costs, net	15	(16,958)	91	(16,852)
Debt extinguishment and commitment costs	—	343	—	343
Other income (expense), net	(8)	(191)	1	(198)
Equity earnings (losses) from subsidiaries	273,119	—	(273,119)	—
Total other income (expense), net	273,126	(16,806)	(273,027)	(16,707)
Income (loss) before income taxes	267,396	273,109	(273,041)	267,464
Income tax benefit (expense) (1)	—	(66,917)	66,849	(68)
Net income (loss)	\$ 267,396	\$ 206,192	\$ (206,192)	\$ 267,396
Adjusted EBITDA	\$ (5,221)	\$ 219,247	\$ 34	\$ 214,060

	Nine Months Ended September 30, 2023				
	Parent	Guarantor	Issuer and Subsidiaries	Non-Guarantor Subsidiaries and Eliminations	Par Pacific Holdings, Inc. and Subsidiaries
Revenues	\$	—	\$ 6,048,378	\$ 66	\$ 6,048,444
Operating expenses					
Cost of revenues (excluding depreciation)	—		5,038,211	—	5,038,211
Operating expense (excluding depreciation)	—		330,146	—	330,146
Depreciation and amortization	1,220		86,527	140	87,887
General and administrative expense (excluding depreciation)	21,467		44,682	(1)	66,148
Equity earnings from refining and logistics investments	—		—	(4,359)	(4,359)
Acquisition and integration costs	—		17,213	—	17,213
Par West redevelopment and other costs	—		8,490	—	8,490
Gain on sale of assets, net	—		—	—	—
Total operating expenses	22,687		5,525,269	(4,220)	5,543,736
Operating income (loss)	(22,687)		523,109	4,286	504,708
Other income (expense)					
Interest expense and financing costs, net	(37)		(52,210)	273	(51,974)
Debt extinguishment and commitment costs	—		(17,682)	—	(17,682)
Other income (expense), net	53		248	—	301
Equity earnings (losses) from subsidiaries	465,053		—	(465,053)	—
Equity earnings from Laramie Energy, LLC	—		—	10,706	10,706
Total other income (expense), net	465,069		(69,644)	(454,074)	(58,649)
Income (loss) before income taxes	442,382		453,465	(449,788)	446,059
Income tax benefit (expense) (1)	(3,064)		(111,068)	107,391	(6,741)
Net income (loss)	\$ 439,318		\$ 342,397	\$ (342,397)	\$ 439,318

Adjusted EBITDA	\$ (20,922)	\$ 588,980	\$ 6,153	\$ 574,211
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Nine Months Ended September 30, 2022					Three Months Ended March 31, 2023						
		Non-Guarantor Subsidiaries		Par Pacific Holdings, Inc. and Subsidiaries			Parent Guarantor		Par Borrower and Subsidiaries	Three Months Ended March 31, 2023	
Revenues	Revenues	\$ —	\$ 5,512,816	\$ 94	\$ 5,512,910	Operating expenses	Operating expenses	Cost of revenues (excluding depreciation)			
Cost of revenues (excluding depreciation)	Cost of revenues (excluding depreciation)	—	4,801,800	—	4,801,800	Operating expense (excluding depreciation)	Operating expense (excluding depreciation)	—	246,394	—	246,394
Depreciation and amortization	Depreciation and amortization	1,721	72,624	143	74,488	General and administrative expense (excluding depreciation)	General and administrative expense (excluding depreciation)	14,147	33,403	—	47,550
General and administrative expense (excluding depreciation)	General and administrative expense (excluding depreciation)	—	—	—	—	General and administrative expense (excluding depreciation)	General and administrative expense (excluding depreciation)	—	—	—	—
Acquisition and integration costs	Acquisition and integration costs	63	—	—	63	Par West redevelopment and other costs	Par West redevelopment and other costs	—	5,681	—	5,681
Gain on sale of assets, net	Gain on sale of assets, net	27	(197)	—	(170)	Total operating expenses	Total operating expenses	—	—	—	—
Total operating expenses	Total operating expenses	15,958	5,159,705	143	5,175,806	Operating income	Operating income	(15,958)	353,111	(49)	337,104

Operating income					
Operating income					
Other income (expense)	Other income (expense)				
Other income (expense)					
Other income (expense)					
Interest expense and financing costs, net					
Interest expense and financing costs, net					
Interest expense and financing costs, net	Interest expense and financing costs, net	6	(51,683)	277	(51,400)
Debt extinguishment and commitment costs	Debt extinguishment and commitment costs	—	(5,329)	—	(5,329)
Debt extinguishment and commitment costs					
Debt extinguishment and commitment costs					
Other income (expense), net					
Other income (expense), net					
Other income (expense), net	Other income (expense), net	(12)	(138)	1	(149)
Equity earnings (losses) from subsidiaries	Equity earnings (losses) from subsidiaries	295,434	—	(295,434)	—
Equity earnings (losses) from subsidiaries					
Equity earnings (losses) from subsidiaries					
Equity earnings from Laramie Energy, LLC					
Total other income (expense), net	Total other income (expense), net	295,428	(57,150)	(295,156)	(56,878)
Income (loss) before income taxes					
Income (loss) before income taxes					
Income (loss) before income taxes	Income (loss) before income taxes	279,470	295,961	(295,205)	280,226
Income tax benefit (expense) (1)	Income tax benefit (expense) (1)	—	(72,616)	71,860	(756)
Net income (loss)	Net income (loss)	\$ 279,470	\$ 223,345	\$ (223,345)	\$ 279,470

Adjusted EBITDA	Adjusted EBITDA	\$ (13,808)	\$ 482,250	\$ 95	\$ 468,537
Adjusted EBITDA					
Adjusted EBITDA					

(1) The income tax benefit (expense) of the Parent Guarantor and **Issuer Par Borrower** and Subsidiaries is determined using the separate return method. The Non-Guarantor Subsidiaries and Eliminations column includes tax benefits recognized at the Par consolidated level that are primarily associated with changes to the consolidated valuation allowance and other deferred tax balances.

(2) The acquisition and integration expense related to the Billings Acquisition was pushed down from the Parent Guarantor to the Issuer and Subsidiaries upon consummation of the transaction.

Non-GAAP Financial Measures

Adjusted EBITDA for the supplemental consolidating condensed financial information, which is segregated at the "Parent Guarantor," "**Issuer Par Borrower** and Subsidiaries," and "Non-Guarantor Subsidiaries and Eliminations" levels, is calculated in the same manner as for the Par Pacific Holdings, Inc. Adjusted EBITDA calculations. See "Results of Operations — Non-GAAP Performance Measures — Adjusted Net Income (Loss) and Adjusted EBITDA" above.

The following tables present a reconciliation of Adjusted EBITDA to the most directly comparable GAAP financial measure, Net income (loss), on a historical basis for the periods indicated (in thousands):

Three Months Ended September 30, 2023						Three Months Ended March 31, 2024							
		Non-Guarantor		Par Pacific		Parent		Par Borrower and Subsidiaries		Non-Guarantor Subsidiaries and Eliminations		Par Pacific Holdings, Inc. and Subsidiaries	
Parent		Issuer and Subsidiaries		and Inc. and Subsidiaries		Guarantor		Eliminations		Subsidiaries			
Net income (loss)	Net income (loss)	\$ 171,415	\$ 135,880	\$ (135,880)	\$ 171,415								
Inventory valuation adjustment	Inventory valuation adjustment	—	72,823	—	72,823								
Environmental obligation mark-to-market adjustments	Environmental obligation mark-to-market adjustments	—	(50,153)	—	(50,153)								
Unrealized loss (gain) on derivatives	Unrealized loss (gain) on derivatives	—	(8,995)	—	(8,995)								
Acquisition and integration costs	Acquisition and integration costs	—	4,669	—	4,669								
Par West redevelopment and other costs	Par West redevelopment and other costs	—	3,127	—	3,127								
Debt extinguishment and commitment costs	Debt extinguishment and commitment costs	—	—	—	—								
Severance costs	Severance costs	16	598	1	615								
Environmental obligation mark-to-market adjustments	Environmental obligation mark-to-market adjustments												
Environmental obligation mark-to-market adjustments	Environmental obligation mark-to-market adjustments												
Unrealized loss on derivatives	Unrealized loss on derivatives												
Acquisition and integration costs	Acquisition and integration costs												

Par West redevelopment and other costs					
Severance costs and other non-operating expense (2)					
Severance costs and other non-operating expense (2)					
Severance costs and other non-operating expense (2)					
Loss (gain) on sale of assets, net					
Loss (gain) on sale of assets, net					
Loss (gain) on sale of assets, net					
Equity earnings from Laramie Energy, LLC, excluding cash distributions					
Equity earnings from Laramie Energy, LLC, excluding cash distributions					
Equity earnings from Laramie Energy, LLC, excluding cash distributions					
Depreciation and amortization	Depreciation and amortization	404	34,861	46	35,311
Interest expense and financing costs, net		11	20,895	(91)	20,815
Equity losses (earnings) from Laramie Energy, LLC, excluding Par's share of unrealized loss (gain) on derivatives		—	—	—	—
Interest expense and financing costs, net, excluding unrealized interest rate derivative loss (gain)					
Equity losses (income) from subsidiaries					
Equity losses (income) from subsidiaries					
Equity losses (income) from subsidiaries	Equity losses (income) from subsidiaries	(181,120)	—	181,120	—
Par's portion of interest, taxes, and depreciation expense from refining and logistics investments	Par's portion of interest, taxes, and depreciation expense from refining and logistics investments	—	—	1,519	1,519
Income tax expense (benefit)	Income tax expense (benefit)	2,151	43,708	(41,259)	4,600
Adjusted EBITDA (1)	Adjusted EBITDA (1)	\$ (7,123)	\$ 257,413	\$ 5,456	\$ 255,746

	Three Months Ended September 30, 2022			
	Parent Guarantor	Issuer and Subsidiaries	Non-Guarantor Subsidiaries and Eliminations	Par Pacific Holdings, Inc. and Subsidiaries
Net income (loss)	\$ 267,396	\$ 206,192	\$ (206,192)	\$ 267,396
Inventory valuation adjustment	—	(91,135)	—	(91,135)
Environmental obligation mark-to-market adjustments	—	(6,731)	—	(6,731)
Unrealized loss on derivatives	—	3,004	—	3,004
Acquisition and integration costs	—	—	—	—
Debt extinguishment and commitment costs	—	(343)	—	(343)
Severance costs	—	9	—	9
Depreciation and amortization	517	24,561	47	25,125
Interest expense and financing costs, net	(15)	16,958	(91)	16,852
Equity losses (income) from subsidiaries	(273,119)	—	273,119	—
Income tax expense (benefit)	—	66,917	(66,849)	68
Gain on sale of assets, net	—	(185)	—	(185)
Adjusted EBITDA (1)	\$ (5,221)	\$ 219,247	\$ 34	\$ 214,060

	Nine Months Ended September 30, 2023			
	Parent Guarantor	Issuer and Subsidiaries	Non-Guarantor Subsidiaries and Eliminations	Par Pacific Holdings, Inc. and Subsidiaries
Net income (loss)	\$ 439,318	\$ 342,397	\$ (342,397)	\$ 439,318
Inventory valuation adjustment	—	126,799	—	126,799
Environmental obligation mark-to-market adjustments	—	(174,111)	—	(174,111)
Unrealized loss (gain) on derivatives	—	(487)	—	(487)
Acquisition and integration costs	—	17,213	—	17,213
Par West redevelopment and other costs	—	8,490	—	8,490
Debt extinguishment and commitment costs	—	17,682	—	17,682
Severance costs	492	1,192	1	1,685
Depreciation and amortization	1,220	86,527	140	87,887
Interest expense and financing costs, net	37	52,210	(273)	51,974
Equity earnings from Laramie Energy, LLC, excluding Par's share of unrealized loss (gain) on derivatives	—	—	(10,706)	(10,706)
Equity losses (income) from subsidiaries	(465,053)	—	465,053	—
Par's portion of interest, taxes, and depreciation expense from refining and logistics investments	—	—	1,726	1,726
Income tax expense	3,064	111,068	(107,391)	6,741
Adjusted EBITDA (1)	\$ (20,922)	\$ 588,980	\$ 6,153	\$ 574,211

	Three Months Ended March 31, 2023		Three Months Ended March 31, 2023	
	Parent Guarantor	Par Borrower and Subsidiaries	Non-Guarantor Subsidiaries and Eliminations	Par Pacific Holdings, Inc. and Subsidiaries
Net income (loss)				
Inventory valuation adjustment				
Adjusted EBITDA (1)				

		Non- Guarantor Subsidiaries				Par Pacific Holdings, Inc. and Subsidiaries
		Parent Guarantor	Issuer and Subsidiaries	and Eliminations		
Net income (loss)		\$ 279,470	\$ 223,345	\$ (223,345)	\$ 279,470	
Inventory valuation adjustment		—	(18,039)	—	(18,039)	
Environmental obligation mark-to-market adjustments						
Environmental obligation mark-to-market adjustments						
Environmental obligation mark-to-market adjustments	Environmental obligation mark-to-market adjustments	—	83,119	—	83,119	
Unrealized loss (gain) on derivatives	Unrealized loss (gain) on derivatives	—	(10,151)	—	(10,151)	
Acquisition and integration costs	Acquisition and integration costs	63	—	—	63	
Par West redevelopment and other costs						
Debt extinguishment and commitment costs	Debt extinguishment and commitment costs	—	5,329	—	5,329	
Severance costs	Severance costs	351	1,921	—	2,272	
Depreciation and amortization	Depreciation and amortization	1,721	72,624	143	74,488	
Interest expense and financing costs, net	Interest expense and financing costs, net	(6)	51,683	(277)	51,400	
Depreciation and amortization						
Depreciation and amortization						
Interest expense and financing costs, net, excluding unrealized interest rate derivative loss (gain)						
Laramie Energy, LLC cash distributions to Par						
Equity losses (income) from subsidiaries	Equity losses (income) from subsidiaries	(295,434)	—	295,434	—	
Income tax expense (benefit)	Income tax expense (benefit)	—	72,616	(71,860)	756	
Gain on sale of assets, net	Gain on sale of assets, net	27	(197)	—	(170)	

Adjusted EBITDA (1)	Adjusted EBITDA (1)	\$ (13,808)	\$ 482,250	\$ 95	\$ 468,537
Adjusted EBITDA (1)					
Adjusted EBITDA (1)					

(1) Please read the Non-GAAP Performance Measures and Adjusted Net Income (Loss) and Adjusted EBITDA discussions above for information regarding the components of Adjusted Net Income (Loss) and Adjusted EBITDA.

(2) For the three and nine months ended September 30, 2023 and 2022, there was no LIFO liquidation adjustment, change in value March 31, 2024, we incurred \$13.1 million of contingent consideration, change in value of common stock warrants, change in valuation allowance or other deferred tax items, impairment expense, impairments stock-based compensation expenses associated with accelerated vesting of equity awards and modification of vested equity awards related to our investment in Laramie Energy, our share of Laramie Energy's asset impairment losses in excess of our basis difference, or our share of Laramie Energy's unrealized loss (gain) on derivatives. For the three and nine months ended September 30, 2022, there was no Par's portion of interest, taxes, and depreciation expense from refining and logistics investments. CEO transition and \$2.3 million for an estimated legal settlement unrelated to current operating activities.

Liquidity and Capital Resources

Our liquidity and capital requirements are primarily a function of our debt maturities and debt service requirements and contractual obligations, capital expenditures, turnaround outlays, and working capital needs. Examples of working capital needs include purchases and sales of commodities and associated margin and collateral requirements, facility maintenance costs, and other costs such as payroll. Our primary sources of liquidity are cash flows from operations, cash on hand, amounts available under our credit agreements, and access to capital markets.

Our liquidity position as of September 30, 2023 March 31, 2024 was \$778.2 million \$575.0 million, consisting of \$228.3 million of cash and consisted cash equivalents, \$344.8 million of \$769.7 million at Par Petroleum, LLC availability under the ABL Credit Facility, and subsidiaries, \$8.5 million at Par Pacific Holdings, Inc., and an immaterial amount at all \$1.9 million of availability under the J.Aron Discretionary Draw Facility. In addition, we had the ability to issue letters of credit up to \$120.0 million under our other subsidiaries, LC Facility.

As of September 30, 2023 March 31, 2024, we had access to the ABL Credit Facility, the LC Facility, the J. Aron Discretionary Draw Facility, the MLC receivable advances, and cash on hand of \$347.1 million \$228.3 million. In addition, we have the Supply and Offtake Agreement with J. Aron, which is used to finance the majority of the inventory at our Hawaii refinery. Generally, the primary uses of our capital resources have been in the operations of our refining and retail segments, payments related to acquisitions, and to repay or refinance indebtedness. On June 1, 2023 we closed the Billings Acquisition; please read Note 5—Acquisitions for further information. On April 26, 2023

Our Supply and Offtake Agreement with J.Aron expires on May 31, 2024, we terminated the Prior ABL Credit Facility with certain lenders and Bank of America and entered into a new ABL Credit Facility. On July 26, 2023, we entered into a new our LC Facility in connection with will mature on July 25, 2024. In the July 2023 S&O Amendment. Please read Note 11—Debt for further information about first quarter of 2024 we amended our asset-based loan to permit expanding its capacity from \$900 million to \$1.4 billion as we plan the ABL Credit Facility and Note 9—Inventory Financing Agreements for further information about the July 2023 S&O Amendment and LC Facility. On October 4, 2023, we entered into the Second Amendment to the ABL Credit Facility and USOR entered into a Wind-Down and Termination Agreement; please read Note 20—Subsequent Eventsfor further information.

refinancing of our existing Hawaii intermediation facility. We believe our cash flows from operations and available capital resources will be sufficient to meet our current capital and turnaround expenditures, working capital, and debt service requirements for the next 12 months. We may seek to raise additional debt or equity capital to fund acquisitions and any other significant changes to our business or to refinance existing debt. We cannot offer any assurances that such capital will be available in sufficient amounts or at an acceptable cost.

We may from time to time seek to retire or repurchase our common stock through cash purchases, in open market purchases, privately negotiated transactions, or otherwise. Such repurchases, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions, and other factors. The amounts involved may be material. The Term Loan Credit Agreement may also require annual prepayments of principal with a variable percentage of our excess cash flow, 50% or 25% depending on our consolidated year end secured net leverage ratio (as defined in the Term Loan Credit Agreement).

Cash Flows

The following table summarizes cash activities for the nine three months ended September 30, 2023 March 31, 2024 and 2022 2023 (in thousands):

Nine Months Ended September 30,					
Three Months Ended March 31,					
	2023		2024		2023
Net cash provided by operating activities	Net cash provided by operating activities	\$ 581,445	\$ 369,053		
Net cash used in investing activities	Net cash used in investing activities	(631,752)	(37,661)		

Net cash used in financing activities	(79,039)	(34,522)
Net cash provided by (used in) financing activities		

Cash flows for the **nine three months ended **September 30, 2023** **March 31, 2024****

Net cash provided by operating activities for the **nine** three months ended **September 30, 2023** **March 31, 2024** was driven primarily **by** **by** a net income loss of **\$439.3** million **\$3.8** million, non-cash charges to operations and non-operating items of approximately **\$106.4** **\$86.4** million, and net cash **provided by** **used for** changes in operating assets and liabilities of approximately **\$35.7** million **\$57.2** million. Non-cash charges to operations and non-operating items consisted primarily of the following adjustments:

- depreciation and amortization expenses of **\$87.9** million **\$32.7** million, unrealized loss on derivatives contracts of \$43.8 million,
- non-cash interest and financing costs of **\$1.4** million, debt commitment and extinguishment costs of \$17.7 million,
- a gain **\$2.6** million change in deferred tax assets driven by our net loss during the period and stock based compensation costs of \$9.0 million \$16.4 million, and
- equity earnings of **\$10.7** million **\$6.1** million from our equity investment in Laramie Energy, YELP and YPLC investments partially offset by **\$5.3** million of dividends received from YELP. partially offset by \$5.3 million of dividends received from YELP.

partially offset by:

- a gain **\$2.6** million change in deferred tax assets driven by our net loss during the period and
- equity earnings of **\$10.7** million **\$6.1** million from our equity investment in Laramie Energy, YELP and YPLC investments partially offset by **\$5.3** million of dividends received from YELP.

Net cash **provided by** **used for** changes in operating assets and liabilities resulted primarily from:

- an \$81.6 million increase in our crude and refined products inventory driven by higher ending volumes, and
- an \$81.2 million increase in accounts payable receivable primarily driven by the contribution timing of our Billings business, collections and sales volumes,

a decrease in inventory driven by lower crude oil and refined product prices, lower inventory volumes, and a decrease in RINs assets at our Hawaii and Wyoming refineries,

partially offset by:

- an increase in accounts receivable, prepaid and other expenses primarily driven by the contribution from our Billings Acquisition and higher accounts receivable balances across our legacy refining portfolio, prepayments for crude and
- a decrease in gross environmental credit, our Supply and Oftake Agreement obligations primarily related to retirements of a portion of our prior year obligations, partially offset by increased current period obligation and accounts payable.

Net cash used in investing activities for the nine months ended September 30, 2023 March 31, 2024 consisted primarily of:

- \$595.4 million used for the Billings Acquisition, and
- \$53.7 million in additions to property, plant, and equipment driven by maintenance projects at our refineries and various profit improvement projects, including construction of a flagship retail store in Washington, improved crude processing equipment at our Hawaii refinery, a co-processing unit at our Tacoma refinery, and various IT infrastructure improvements, projects.

Net cash used in financing activities was approximately \$79.0 million \$53.6 million for the nine months ended September 30, 2023 March 31, 2024 and consisted primarily of the following activities:

- repurchases of common stock of \$34.1 million,
- net repayments of debt of \$18.6 million primarily driven by ABL Credit Facility activity, and
- payments of \$3.4 million of deferred loan costs,

partially offset by:

- net repayment under the J. Aron Discretionary Draw Facility of \$2.4 million.

Cash flows for the three months ended March 31, 2023

Net cash provided by operating activities for the three months ended March 31, 2023, was driven primarily by net income of \$237.9 million, non-cash charges to operations of approximately \$21.0 million, and net cash used for changes in operating assets and liabilities of approximately \$119.8 million. Non-cash charges to operations consisted primarily of the following adjustments:

- depreciation and amortization expenses of \$24.4 million, and
- debt commitment and extinguishment costs of \$17.7 million,

partially offset by:

- unrealized gain on derivatives contracts of \$13.7 million, and
- a gain of \$10.7 million from our equity investment in Laramie Energy, LLC.

Net cash used for changes in operating assets and liabilities resulted primarily from:

- a decrease in gross environmental credit obligations primarily related to retirements of a portion of our 2020 and all our 2021 RVO liabilities across all our refineries, partially offset by increased obligations related to the Washington CCA and increased gross RVO primarily related to current period production volumes, and
- net decreases in our inventories and accounts receivable resulting from retirements of RINs across all our refineries, lower crude oil and refined product prices and lower inventory volumes at our Hawaii refinery,

partially offset by:

- net increases in our inventory financing agreement obligations and accounts payable, and
- decreases in prepaid and other expenses primarily driven by decreases in our derivative collateral.

Net cash used in investing activities for the three months ended March 31, 2023 consisted primarily of \$13.2 million in additions to property, plant, and equipment driven by maintenance projects at our refineries and various profit improvement projects, including improved crude processing equipment at our Hawaii refinery. This was partially offset by a \$10.7 million cash distribution received from Laramie Energy, LLC.

Net cash provided by financing activities was approximately \$33.8 million for the three months ended March 31, 2023 and consisted primarily of the following activities:

- net repayments of debt of \$20.5 million primarily driven by the refinancing and consolidation of our debt, and
- net repayments under the J. Aron Discretionary Draw Facility and MLC receivable advances of \$52.4 million, and
- repurchases of common stock of \$32.2 million \$22.4 million,

partially offset by:

- net borrowings aggregate payments of \$13 million of deferred loan costs and debt of \$12.7 million primarily driven by the refinancing and consolidation of extinguishment costs related to our debt debt refinancing.

Cash flows for the nine months ended September 30, 2022

Net cash provided by operating activities for the nine months ended September 30, 2022, was driven primarily by net income of \$279.5 million, non-cash charges to operations of approximately \$80.3 million, and net cash provided by changes in operating assets and liabilities of approximately \$9.3 million. Non-cash charges to operations consisted primarily of the following adjustments:

- depreciation and amortization expenses of \$74.5 million,
- stock based compensation costs of \$7.4 million, and
- debt commitment and extinguishment costs of \$5.3 million,

partially offset by:

- unrealized gain on derivatives contracts of \$10.2 million.

Net cash provided by changes in operating assets and liabilities resulted primarily from:

- net increases in our Supply and Oftake Agreement and Washington Refinery Intermediation Agreement obligations and accounts payable, and
- an increase in gross environmental credit obligations primarily related to current period production volumes and increases in RINs prices,

partially offset by:

- net increases in our inventories and accounts receivable resulting from higher crude oil and refined product prices and higher inventory volumes at our Hawaii refinery; and
- increase in prepaid and other primarily driven by a \$71.2 million increase in Advances to suppliers for crude purchases.

Net cash used in investing activities for the nine months ended September 30, 2022 consisted primarily of:

- \$38.1 million in additions to property, plant, and equipment driven by profit improvement and turnaround projects including crude recovery and debottlenecking projects at our Tacoma refinery, maintenance and tank replacement projects at our Wyoming refinery, and co-generation engine and tank conversion projects at our Hawaii refinery.

Net cash used in financing activities was approximately \$34.5 million for the nine months ended September 30, 2022 and consisted primarily of the following activities:

- net repayments of debt of \$72.3 million primarily driven by the partial repurchase and cancellation of our 7.75% Senior Secured Notes and 12.875% Senior Secured Notes, and
- repurchases of common stock of \$7.3 million,

partially offset by:

- net borrowings under the J. Aron Discretionary Draw Facility and MLC receivable advances of \$48.2 million.

Cash Requirements. There have been no material changes to the cash requirements disclosed in our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023, outside the ordinary course of business except as follows:

Debt Refinancing. On February 28, 2023 March 22, 2024, we entered into the Term Loan Credit Agreement. The proceeds were used to repurchase and cancel the then-outstanding 7.75% Senior Secured Notes and 12.875% Senior Secured Notes and terminate and repay all amounts outstanding under the Term Loan B Facility. As a result of this refinancing, our debt maturity was extended from 2026 to 2030 and, using interest rates that were in effect at March 31, 2023, our estimated undiscounted future interest payments increased to \$344 million. On October 4, 2023, we entered into the Second Third Amendment to the ABL Credit Facility, and conditional upon the Wind-Down Agreement. termination of the Company's existing intermediation agreement with J. Aron, to among other things, increase our total revolver commitment to \$1.4 billion. Please read Note 11—Debt 9—Inventory Financing Agreements and Note 20—Subsequent Events 11—Debt to our condensed consolidated financial statements included in this Quarterly Report on Form 10-Q for more information.

Critical Accounting Estimates

There have been no material changes to critical accounting estimates disclosed in our Annual Report on Form 10-K for the nine months ended September 30, 2023 March 31, 2024.

Forward-Looking Statements

Certain statements in this Quarterly Report on Form 10-Q may constitute "forward-looking" statements as defined in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), the Private Securities Litigation Reform Act of 1995 ("PSLRA"), or in releases made by the SEC, all of which may be amended from time to time. Such forward-looking statements involve known and unknown risks, uncertainties, and other important factors including, without limitation, the Russia-Ukraine war, Israel-Palestine conflict, between Russia and Ukraine Houthi attacks in the Red Sea, Iranian activities in the Strait of Hormuz and certain developments in the global crude oil markets, on our business, our customers, and the markets where we operate; our beliefs regarding available capital resources; our beliefs regarding the likely results or impact of certain disputes or contingencies and any potential fines or penalties; our beliefs regarding the fair value of certain assets, and our expectations with respect to laws and regulations, including environmental regulations and related compliance costs and any fines or penalties related thereto; our expectations regarding the sufficiency of our cash flows and liquidity; our expectations regarding anticipated capital expenditures, including the timing and cost of compliance with consent decrees and other enforcement actions; our expectations regarding the impact of the adoption of certain accounting standards; our estimates regarding the fair value of certain indebtedness; estimated costs to settle claims from the Delta bankruptcy; the estimated value of, and our ability to settle, legal claims remaining to be settled against third parties; our expectations regarding the synergies or other benefits of our acquisitions; our expectations regarding certain tax liabilities and debt obligations; management's assumptions about future events, events into our ability to integrate existing business, the anticipated synergies and other benefits of the recently acquired ExxonMobil Billings refinery and associated marketing and logistics assets (the "Acquisition") into our existing business, the anticipated synergies and other benefits of the Acquisition, including renewable growth opportunities; anticipated liabilities and costs associated with the Acquisition; the anticipated financial and operating results of the Acquisition, and the effect on the Company's cash flows and profitability (including Adjusted EBITDA and Adjusted Net Income); our ability to raise additional debt or equity capital; our ability to make strategic investments in business opportunities; and the estimates, assumptions, and projections regarding future financial condition, results of operations, liquidity, and cash flows. These and other forward-looking statements could cause the actual results, performance, or achievements of Par and its subsidiaries to differ materially from any future results, performance, or achievements expressed or implied by such forward-looking statements. Statements that are not historical fact are forward-looking statements. Forward-looking statements can be identified by, among other things, the use of forward-looking language, such as the words "plan," "believe," "expect," "anticipate," "intend," "estimate," "project," "may," "will," "would," "could," "should," "seeks," or "scheduled to," or other similar words, or the negative of these terms or other variations of these terms or comparable language, or by discussion of strategy or intentions. These cautionary statements are being made pursuant to the Securities Act, the Exchange Act, and the PSLRA with the intention of obtaining the benefits of the "safe harbor" provisions of such laws.

The forward-looking statements contained in this Quarterly Report on Form 10-Q are largely based on our expectations, which reflect estimates and assumptions made by our management. These estimates and assumptions reflect our best judgment based on currently known market conditions and other factors. Although we believe such estimates and assumptions to be reasonable, they are inherently uncertain and involve a number of risks and uncertainties that are beyond our control, including those set out in our most recent Annual Report on Form 10-K and this Quarterly Report on Form 10-Q under "Risk Factors."

In addition, management's assumptions about future events may prove to be inaccurate. All readers are cautioned that the forward-looking statements contained in this Quarterly Report on Form 10-Q are not guarantees of future performance; and we cannot assure any reader that such statements will be realized or that the forward-looking events and circumstances will occur. Actual results may differ materially from those anticipated or implied in the forward-looking statements due to factors described above and under Critical Accounting Estimates and Risk Factors included in our most recent Annual Report on Form 10-K and in this Quarterly Report on Form 10-Q. All forward-looking statements speak only as of the date they are made. There can be no guarantee that the operational and financial measures the Company has taken, and may take in the future, will be fully effective. We do not intend to update or revise any forward-looking statements as a result of new information, future events, or otherwise. These cautionary statements qualify all forward-looking statements attributable to us or persons acting on our behalf.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Commodity Price Risk

Our earnings, cash flows, and liquidity are significantly affected by commodity price volatility. Our Revenues fluctuate with refined product prices and our Cost of revenues (excluding depreciation) fluctuates with movements in crude oil and feedstock prices. Assuming all other factors remain constant, a \$1 per barrel change in average gross refining margins, based on our throughput for the three months ended September 30, 2023 March 31, 2024 of 198 thousand bpd, 181 Mbpd, would change annualized operating income by approximately \$71.4 \$65.1 million. This analysis may differ from actual results.

In order to manage commodity price risks, we utilize exchange-traded futures, OTC options, and OTC swaps associated with:

- the price for which we sell our refined products;
- the price we pay for crude oil and other feedstocks;
- our crude oil and refined products inventory; and
- our fuel requirements for our refineries.

All **Substantially all** of our futures and OTC swaps are executed to economically hedge our physical commodity purchases, sales, and inventory. All our open futures and OTC swaps at **September 30, 2023** **March 31, 2024**, will settle by **December 2024**, **March 2025**. Based on our net open positions at **September 30, 2023** **March 31, 2024**, a \$1 change in the price of crude oil, assuming all other factors remain constant, would result in a change of approximately **\$3.7 million** **\$6.6 million** to the fair value of these derivative instruments and Cost of revenues (excluding depreciation).

Our predominant variable operating cost is the cost of fuel consumed in the refining process, which is included in Cost of revenues (excluding depreciation) on our condensed consolidated statements of operations. For the three **and nine** months ended **September 30, 2023** **March 31, 2024**, we consumed **approximately 143 thousand bpd** **approximately 181 Mbpd** of crude oil during the refining process across all our refineries. We

internally consumed approximately **3%** **4%** of this throughput in the refining process during the three **and nine** months ended **September 30, 2023** **March 31, 2024**, which is accounted for as a fuel cost. We have executed option collars to economically hedge our internally consumed fuel cost at all our refineries. Please read Note 12—Derivatives to our condensed consolidated financial statements for more information.

Compliance Program Price Risk

We are exposed to market risks related to the volatility in the price of RINs required to comply with the Renewable Fuel Standard. Our RVO is based on a percentage of our Hawaii, Wyoming, Washington, and Montana refineries' production of on-road transportation fuel. The EPA sets the RVO percentages annually. On June 3, 2022, the EPA finalized the 2021 and 2022 RVOs, reduced the existing 2020 RVO, denied 69 small refinery exemption petitions including ours, and proposed that certain small refineries be permitted to use an alternative RIN retirement schedule for their 2019-2020 compliance obligations. On June 21, 2023, the EPA finalized the 2023, 2024, and 2025 RVOs. To the degree we are unable to blend the required amount of biofuels to satisfy our RVO, we must purchase RINs on the open market. To mitigate the impact of this risk on our results of operations and cash flows, we may purchase RINs when we deem the price of these instruments to be favorable. Some of these contracts are derivative instruments, however, we elect the normal purchases normal sales exception and do not record these contracts at their fair values.

Additionally, we are exposed to market risks related to the volatility in the price of compliance credits required to comply with Washington CCA and Clean Fuel Standard. To the extent we are unable to reduce the amount of greenhouse gas emissions in the transportation fuels we sell in Washington, we must purchase compliance credits at auction or in the open market. The number of credits required to comply with the Washington CCA and Clean Fuel Standard is based on the amount of greenhouse gas emissions in the transportation fuels we sell in Washington compared to certain regulatory limits. To mitigate the impact of this risk on our results of operations and cash flows, we may purchase credits when we deem the price to be favorable. Some of these contracts are derivative instruments and recorded at their fair value. Please read Note 12—Derivatives for more information.

Interest Rate Risk

As of **September 30, 2023** **March 31, 2024**, we had **\$547.3** **\$654.1** million in debt principal that was subject to floating interest rates. We also had interest rate exposure in connection with our liabilities under the J. Aron Supply and Offtake Agreement and the MLC Washington Refinery Intermediation Agreement for which we pay charges based on the three-month **London Interbank Offered Rate ("LIBOR")** and **SOFR**, respectively. An increase of 1% in the variable rate on our indebtedness, after considering the instruments subject to minimum interest rates, would result in an increase to our Cost of revenues (excluding depreciation) and Interest expense and financing costs, net, of approximately **\$0.8** **\$3.8** million and **\$7.4** **\$7.2** million per year, respectively. We may utilize interest rate swaps to manage our interest rate risk. As of **September 30, 2023** **March 31, 2024** we had entered into an interest rate collar at a cap of 5.50% and floor of **2.300%** **2.30%**, based on the three month SOFR as of the fixing date. This swap expires on May 31, 2026. Please read Note 12—Derivatives for more information.

Credit Risk

We are subject to risk of losses resulting from nonpayment or nonperformance by our counterparties. We will continue to closely monitor the creditworthiness of customers to whom we grant credit and establish credit limits in accordance with our credit policy.

Item 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

In connection with the preparation of this Quarterly Report on Form 10-Q, as of **September 30, 2023** **March 31, 2024**, an evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that these disclosure controls and procedures were effective as of **September 30, 2023** **March 31, 2024**.

Changes in Internal Control over Financial Reporting

Other than **those changes made in connection with the acquisition of ExxonMobil's Billings refinery on June 1, 2023**, **Acquisition**, there were no changes in our internal control over financial reporting during the quarter ended **September 30, 2023** **March 31, 2024**, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. We are currently in the process of integrating the Billings refinery operations, control processes and information systems into our systems and control environment and **will expect to** include them in scope of **design and operation of our internal control over financial reporting** for the year ending December 31, 2024. We believe that we have taken the necessary steps to monitor and maintain appropriate internal control over financial reporting during this integration.

PART II – OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS

From time to time, we may be involved in litigation relating to claims arising out of our operations in the normal course of our business. Please read Note 15—Commitments and Contingencies to our condensed consolidated financial statements for more information.

Item 1A. RISK FACTORS

There have been no material changes from the risks factors included under Part 1, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2022 December 31, 2023. You should carefully consider the risk factors discussed in our 2022 2023 Form 10-K, which could materially affect our business, financial condition or future results. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial also may materially adversely affect our business, financial condition or future results.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Dividends

We have not paid dividends on our common stock and we do not expect to do so in the foreseeable future. In addition, under the ABL Credit Facility and Term Loan Credit Agreement our subsidiaries are restricted from paying dividends or making other equity distributions, subject to certain exceptions.

Repurchases

The following table sets forth certain information with respect to repurchases of our common stock during the quarter ended September 30, 2023 March 31, 2024:

Period	Total number of shares (or units) purchased (1)	Average price paid per share (or unit)	Total number of shares (or units) purchased as part of publicly announced plans or programs (1)	Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (1)
July 1 - July 31, 2023	2,496	\$ 29.18	—	\$ 40,854,087
August 1 - August 31, 2023	454,455	35.28	453,182	224,866,667
September 1 - September 30, 2023	327,265	34.77	325,234	213,556,248
Total	784,216	\$ 35.05	778,416	

Period	Total number of shares (or units) purchased (1)	Average price paid per share (or unit)	Total number of shares (or units) purchased as part of publicly announced plans or programs (1)	Maximum number (or approximate dollar value) of shares (or units) that may yet be purchased under the plans or programs (1)
January 1 - January 31, 2024	136,592	\$ 33.74	136,380	\$ 177,229,995
February 1 - February 29, 2024	175,381	38.36	68,542	174,731,495
March 1 - March 31, 2024	700,978	36.12	700,978	149,412,299
Total	1,012,951	\$ 36.19	905,900	

(1) On November 10, 2021, the Board authorized and approved a share repurchase program for up to \$50 million of the outstanding shares of the Company's common stock, with no specified end date. On August 2, 2023, the Board approved expanding expanded the Company's share repurchase authorization program from \$50 million to \$250 million. Shares repurchased that were not associated with the share repurchase program were surrendered by employees to pay taxes withheld upon the vesting of restricted stock awards.

Item 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable.

Item 4. MINE SAFETY DISCLOSURE

Not applicable.

Item 5. OTHER INFORMATION

Rule 10b5-1 and Non-Rule 10b5-1 Trading Arrangements

During the fiscal quarter ended September 30, 2023 March 31, 2024, no director or officer (as defined in Rule 16a-1(f) of the Securities Exchange Act) of the Company adopted or terminated any Rule 10b5-1 trading arrangements or non-Rule 105-1 trading arrangements as each term is defined in Item 408(a) of Regulation S-K.

Item 6. EXHIBITS

2.1 [Third Amended Joint Chapter 11 Plan of Reorganization of Delta Petroleum Corporation and Its Debtor Affiliates dated August 16, 2012. Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on September 7, 2012.](#)

2.2 [Membership Interest Purchase Agreement dated as of June 17, 2013, by and among Tesoro Corporation, Tesoro Hawaii, LLC, and Hawaii Pacific Energy, LLC Incorporated by reference to Exhibit 2.4 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2013, filed on August 14, 2013.](#)

2.3 [Agreement and Plan of Merger dated as of June 2, 2014, by and among the Company, Bogeay, Inc., Koko'oha Investments, Inc., and Bill D. Mills, in his capacity as the Shareholders' Representative. Incorporated by reference to Exhibit 2.5 to the Company's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2014, filed on August 11, 2014.](#)

2.4 [Amendment of Agreement and Plan of Merger dated as of September 9, 2014, by and among the Company, Bogeay, Inc., Koko'oha Investments, Inc., and Bill D. Mills, in his capacity as the Shareholders' Representative. Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on September 10, 2014.](#)

2.5 [Second Amendment of Agreement and Plan of Merger dated as of December 31, 2014, by and among Par Petroleum Corporation, Bogeay, Inc., Koko'oha Investments, Inc., and Bill D. Mills, in his capacity as the Shareholder's Representative. Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on January 7, 2015.](#)

2.6 [Third Amendment to Agreement and Plan of Merger dated as of March 31, 2015, by and among the Company, Bogeay, Inc., Koko'oha Investments, Inc., and Bill D. Mills, in his capacity as the Shareholders' Representative. Incorporated by reference to Exhibit 2.4 to the Company's Current Report on Form 8-K filed on April 2, 2015.](#)

2.7 [Unit Purchase Agreement, dated as of June 13, 2016, between Par Wyoming, LLC and Black Elk Refining, LLC. Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on June 15, 2016.](#)

2.8 [First Amendment to Unit Purchase Agreement dated as of July 14, 2016, between Par Wyoming, LLC and Black Elk Refining, LLC. Incorporated by reference to Exhibit 2.2 to the Company's Current Report on Form 8-K filed on July 15, 2016.](#)

2.9 [Purchase and Sale Agreement dated as of November 26, 2018, among Par Petroleum, LLC, TrailStone NA Oil & Refining Holdings, LLC, and solely for certain purposes specified therein, the Company. Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K/A filed on November 30, 2018. #](#)

2.10 [Amendment No. 1 to Purchase and Sale Agreement dated as of January 11, 2019, among Par Petroleum, LLC, TrailStone NA Oil & Refining Holdings, LLC and Par Pacific Holdings, Inc. Incorporated by reference to Exhibit 2.2 to the Company's Current Report on Form 8-K filed on January 14, 2019.](#)

2.11 [Equity and Asset Purchase Agreement dated as of October 20, 2022, by and among Exxon Mobil Corporation, ExxonMobil Oil Corporation and ExxonMobil Pipeline Company, LLC, as sellers, and Par Montana, LLC and Par Montana Holdings, LLC, as purchaser entities, and solely for the limited purposes set forth therein, Par Pacific Holdings, Inc. Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on October 20, 2022.](#)

2.12 [First Amendment to Equity and Asset Purchase Agreement dated as of June 1, 2023, by and among Exxon Mobil Corporation, ExxonMobil Oil Corporation and ExxonMobil Pipeline Company, LLC, as sellers, and Par Montana, LLC, Par Montana Holdings, LLC, and Par Rocky Mountain Midstream, LLC, as purchaser entities, and solely for the limited purposes set forth therein, Par Pacific Holdings, Inc. Incorporated by reference to Exhibit 2.2 to the Company's Current Report on Form 8-K filed on June 1, 2023.](#)

3.1 [Restated Certificate of Incorporation of the Company dated October 20, 2015. Incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed on October 20, 2015.](#)

3.2 [Second Amended and Restated Bylaws of the Company dated October 20, 2015. Incorporated by reference to Exhibit 3.3 to the Company's Current Report on Form 8-K filed on October 20, 2015.](#)

4.1 [Form of the Company's Common Stock Certificate. Incorporated by reference to Exhibit 4.1 to the Company's Annual Report on Form 10-K filed on March 31, 2014.](#)

4.2 [Stockholders Agreement dated April 10, 2015. Incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on April 13, 2015.](#)

4.3 [Registration Rights Agreement effective as of August 31, 2012, by and among the Company, Zell Credit Opportunities Master Fund, L.P., Waterstone Capital Management, L.P., Pandora Select Partners, LP, Iam Mini-Fund 14 Limited, Whitebox Multi-Strategy Partners, LP, Whitebox Credit Arbitrage Partners, LP, HFR RVA Combined Master Trust, Whitebox Concentrated Convertible Arbitrage Partners, LP, and Whitebox Asymmetric Partners, LP. Incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed on September 7, 2012.](#)

4.4	First Amendment to Registration Rights Agreement dated as of December 19, 2018, by and among the Company and the holders party thereto. Incorporated by reference to Exhibit 4.3 to the Company's registration statement on Form S-3 filed on December 21, 2018.
10.1	Uncommitted Credit Agreement, dated as of July 26, 2023, by and among Par Hawaii Refining, LLC, as borrower, each of the lenders and letter of credit issuers listed on the signature pages thereof, MUFG Bank, Ltd., as administrative agent for the lenders, sub-collateral agent, as joint lead arranger and sole bookrunner, Macquarie Bank Limited, as joint lead arranger, and U.S. Bank Trust Company, National Association, solely in its capacity as collateral agent. Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on July 31, 2023.
10.2	Parent Guaranty, dated as of July 26, 2023, made by Par Petroleum, LLC, as guarantor. Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on July 31, 2023.
10.3	Amendment to Second Amended and Restated Supply and Offtake Agreement, dated as of July 26, 2023, by and among Par Hawaii Refining LLC, Par Petroleum, LLC, as guarantor, and J. Aron & Company LLC. Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on July 31, 2023.
10.4	Third Amended and Restated Pledge and Security Agreement, dated as of July 26, 2023, by and among Par Hawaii Refining, LLC, J. Aron & Company LLC, MUFG Bank, Ltd., and U.S. Bank Trust Company, National Association, as collateral agent. Incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed on July 31, 2023.
10.5	Collateral Agency and Intermediation Rights Agreement, dated as of July 26, 2023, by and among Par Hawaii Refining, LLC, MUFG Bank, Ltd., J. Aron & Company LLC, and U.S. Bank Trust Company, National Association, as collateral agent. Incorporated by reference to Exhibit 10.5 to the Company's Current Report on Form 8-K filed on July 31, 2023.
10.6	Wind-Down and Termination Agreement, dated as of October 4, 2023, by and among U.S. Oil & Refining Co., Par Petroleum, LLC, McChord Pipeline Co., and Merrill Lynch Commodities. Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on October 10, 2023.
10.7	Second Amendment to Asset-Based Revolving Credit Agreement and Joinder Agreement, dated October 4, 2023 as of March 22, 2024, among Par Pacific Holdings, Inc., Par Petroleum, LLC, Par Hawaii, LLC, Hermes Consolidated, LLC, Wyoming Pipeline Company LLC, Par Montana, LLC, Par Rocky Mountain Midstream, LLC, U.S. Oil & Refining Co., the Company, Par Hawaii Refining, LLC, the other loan parties party thereto, Wells Fargo Bank, National Association, as administrative agent and collateral agent, and the incremental lenders and lenders party thereto. Incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed on October 10, 2023 March 27, 2024.
10.8 10.2	Limited Consent Amendment No. 1 to Uncommitted Term Loan Credit Agreement, effective dated as of October 4, 2023 April 8, 2024, by and among Par Hawaii Refining, Pacific Holdings, Inc., Par Petroleum, LLC, Par Petroleum LLC, Finance Corp., the guarantors party thereto, Wells Fargo Bank, National Association, as administrative agent, and the lenders party thereto, MUFG Bank, Ltd., and U.S. Bank Trust Company, National Association, solely in its capacity as the collateral agent, thereto. Incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed on October 10, 2023 April 9, 2024.
31.1	Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
31.2	Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. *
32.1	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350. **
32.2	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350. **
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document.*
101.SCH	Inline XBRL Taxonomy Extension Schema Documents.*
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.*
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.*
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.*
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.*
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).*

* Filed herewith.

** Furnished herewith.

Portions of this exhibit have been redacted in accordance with Item 601(b)(10) of Regulation S-K.

SIGNATURES

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

PAR PACIFIC HOLDINGS, INC.
(Registrant)

By: /s/ William PateMonteleone
William Monteleone
President and Chief Executive Officer

By: /s/ Shawn Flores
Shawn Flores
Senior Vice President and Chief Financial Officer

Date: DaNovember 8, 2023 te: May 8, 2024

Exhibit 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO RULE 13a-14(a)/15d-14(a) PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, William Pate, Monteleone, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Par Pacific Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)), for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

- a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
- b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **November 8, 2023** May 8, 2024

/s/ William Pate Monteleone

William Pate Monteleone

President and Chief Executive Officer

Exhibit 31.2

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO RULE 13a-14(a)/15d-14(a) PROMULGATED UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED

I, Shawn Flores, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Par Pacific Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)), for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: **November 8, 2023** **May 8, 2024**

/s/ Shawn Flores

Shawn Flores

Senior Vice President and Chief Financial Officer

Exhibit 32.1

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Par Pacific Holdings, Inc. (the "Company") on Form 10-Q for the period ended **September 30, 2023** **March 31, 2024** (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, I, William **Pate**, **Monteleone**, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ William Pate Monteleone

William Pate Monteleone

President and Chief Executive Officer

November May 8, 2023 2024

Exhibit 32.2

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906
OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of Par Pacific Holdings, Inc. (the "Company") on Form 10-Q for the period ended September 30, 2023 March 31, 2024 (the "Report"), as filed with the Securities and Exchange Commission on the date hereof, I, Shawn Flores, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. §1350, as adopted pursuant to §906 of the Sarbanes-Oxley Act of 2002, that to my knowledge:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Shawn Flores

Shawn Flores

Senior Vice President and Chief Financial Officer

November May 8, 2023 2024

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