

Par Pacific Holdings Reports Third Quarter 2017 Results

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- Third Quarter Net Income of \$18.8 million, or \$0.41 per diluted share
- Third Quarter Adjusted Net Income of \$26.2 million, or \$0.55 per diluted share
- Third Quarter Adjusted EBITDA of \$45.1 million

HOUSTON, Nov. 6, 2017 /PRNewswire/ — Par Pacific Holdings, Inc. (NYSE AMERICAN: PARR) ("Par Pacific" or the "Company") today reported its financial results for the quarter ended September 30, 2017. Par Pacific reported net income of \$18.8 million, or \$0.41 per diluted share, for the quarter ended September 30, 2017, compared to a net loss of \$(27.8) million, or \$(0.67) per diluted share, for the same quarter in 2016. Third quarter 2017 Adjusted Net Income was \$26.2 million, compared to an Adjusted Net Loss of \$(18.9) million in the third quarter of 2016. Third quarter 2017 Adjusted EBITDA was \$45.1 million, compared to a loss of \$(1.6) million in the third quarter of 2016. A reconciliation of reported non-GAAP financial measures to their most directly comparable GAAP financial measures can be found in the tables accompanying this news release.

"All of our business units reported strong operating earnings, resulting in a record quarter of \$0.55 of Adjusted Net Income per diluted share," said William Pate, Par Pacific's President and Chief Executive Officer. "I want to recognize and thank our exceptional team for their continued hard work and dedication to standards of excellence."

Refining

The Refining segment generated operating income of \$21.3 million for the third quarter of 2017, compared to operating loss of \$(18.2) million for the third quarter of 2016. Adjusted Gross Margin for the Refining segment was \$71.2 million in the third quarter of 2017, compared to \$32.2 million in the third quarter of 2016.

Refining Adjusted EBITDA was \$35.1 million in the third quarter of 2017, compared to Refining Adjusted EBITDA losses of \$(3.7) million in the third quarter of 2016.

Hawaii RefineryThe combined Mid Pacific Index was \$10.27/bbl in the third quarter of 2017, compared to \$6.87/bbl in the third quarter of 2016. The Hawaii refinerys throughput in the third quarter of 2017 was 74 thousand barrels per day (Mbpd). This compares to 54 Mbpd throughput for the same quarter in 2016 when the Hawaii refinery was in major turnaround. Production costs were \$3.69 per throughput barrel in the third quarter of 2017, compared to \$5.42 per throughput barrel in the same period in 2016.

Wyoming RefineryPar Pacific closed the acquisition of the Wyoming Refining Company on July 14, 2016, so the prior period results of the Wyoming refinery reflect a partial quarter. During the third quarter of 2017, the Wyoming 3-2-1 Index averaged \$25.29/bbl, compared to \$19.12/bbl in the third quarter of 2016. The Wyoming refinery's throughput was 17 Mbpd in the third quarter of 2017 compared to 16 Mbpd for the same quarter in 2016. Production costs were \$6.67 per throughput barrel in the third quarter of 2017, compared to \$5.52 per throughput barrel for the same quarter in 2016.

Retai

The Retail segment reported operating income of \$7.5 million in the third quarter of 2017, compared to \$6.9 million in the third quarter of 2016. Adjusted Gross Margin for the Retail segment was \$20.5 million in the third quarter of 2017, compared to \$19.2 million in the same quarter of 2016. Retail Adjusted EBITDA was \$8.9 million in the third quarter of 2017, compared to \$8.8 million in the third quarter of 2016. The Retail segment had sales volumes of 24.1 million gallons in the third quarter of 2017, compared to 23.6 million gallons in the same quarter of 2016.

Logistics

The Logistics segment generated operating income of \$10.4 million in the third quarter of 2017, compared to \$2.8 million for the third quarter of 2016. Wyoming contributed approximately \$2.3 million of operating income to the Logistics segment during the third quarter of 2017. Adjusted Gross Margin for the Logistics segment was \$16.0 million in the third quarter of 2017, compared to \$8.8 million in the same quarter last year. Logistics Adjusted EBITDA was \$12.0 million in the third quarter of 2017, compared to \$4.1 million in the third quarter of 2016.

Laramie Energy

Equity earnings from Laramie Energy, LLC ("Laramie") in the third quarter of 2017 were \$0.6 million, compared to equity earnings of \$3.7 million in the third quarter of 2016. Third quarter 2017 earnings attributable to Par Pacific's 42.3% ownership interest in Laramie included \$1.0 million in unrealized gains on derivative instruments compared to \$5.4 million in unrealized gains on derivative instruments during the third quarter of 2016.

Laramie averaged 142 million cubic feet equivalent per day (MMcfed) of production during the third quarter of 2017 and exited the quarter with daily production of 142 MMcfe. The relatively flat daily exit production when comparing the second quarter to the third quarter of 2017 was primarily a result of the renegotiation of certain gathering and processing agreements by Laramie and Laramie's consequent election to retain ethane.

Liquidity

Par Pacific reduced its net debt by \$35.8 million during the third quarter of 2017 and \$77.5 million during the first nine months of 2017. Net cash provided by operations totaled \$105.5 million for the nine months ended September 30, 2017, compared to \$(41.2) million used in the nine months ended September 30, 2016. At September 30, 2017, Par Pacific's cash balance totaled \$78.3 million, long-term debt totaled \$330.2 million (including current maturities), and total liquidity was \$137.3 million.

Conference Call Information

Aconference call is scheduled for Tuesday, November 7, 2017 at 9:00 a.m. Central Time (10:00 a.m. Eastern Time). To access the call, please dial 1-877-404-9648 inside the U.S. or 1-412-902-0030 outside the U.S. and ask for the Par Pacific call. The webcast may be accessed online through the Company's website at http://www.parpacific.com on the Investor Relations page. Please log on at least 10 minutes early to register. Atelephone replay will be available until November 21, 2017 and may be accessed by calling 1-877-660-6853 inside the U.S. or 1-201-612-7415 outside the U.S. and using the conference ID 13672032#.

About Par Pacific

Par Pacific Holdings, Inc., headquartered in Houston, Texas, owns, manages, and maintains interests in energy and infrastructure businesses. Par Pacific's strategy is to identify, acquire and operate energy and infrastructure companies with attractive competitive positions. Par Pacific owns and operates one of the largest energy infrastructure networks in Hawaii with a 94,000-bpd refinery, a logistics network supplying the major islands of the state, and 91 retail locations. In Wyoming, Par Pacific owns a refinery and associated logistics network in a niche market. Par Pacific also owns 42.3% of Laramie Energy, LLC which has natural gas operations and assets concentrated in the Piceance Basin in Western Colorado. More information is available at www.parpacific.com.

Forward-Looking Statements

This news release (and oral statements regarding the subject matter of this news release, including those made on the conference call and webcast announced herein) includes certain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, which are intended to qualify for the "safe harbor" from liability established by the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact are forward-looking statements. Forward-looking statements include, without limitation, statements about: expected market conditions; expected refinery throughput; anticipated capital expenditures, including major maintenance costs, and their effect on our financial and operating results, including earnings per share; anticipated retail sales volumes and onisland sales; the anticipated financial and operational results of Laramie Energy, LLC; the amount of our discounted net cash flows and the impact of our NOL carryforwards on them; the uncertainty inherent in estimating natural gas and oil reserves; our ability to identify, acquire and operate energy and infrastructure companies with attractive competitive positions; and other risks and uncertainties detailed in Par Pacific's Annual Report on Form 10-K for the year ended December 31, 2016 and any other documents that Par Pacific has filed with the Securities and Exchange Commission (SEC). Additionally, forward looking statements are subject to certain risks, trends, and uncertainties, such as changes to financial condition and liquidity, the volatility of crude oil and refined product prices; operating disruptions at our refineries resulting from unplanned maintenance events; uncertainties inherent in estimating oil, natural gas and NGL reserves; environmental risks; and risks of political or regulatory changes. Par Pacific cannot provide assurances that the assumptions upon which these forward-looking statements are based will prove to have been correct. Should one of these risks materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those expressed or implied in any forward-looking statements, and investors are cautioned not to place undue reliance on these forward-looking statements, which are current only as of this date. Par Pacific does not intend to update or revise any forwardlooking statements made herein or any other forward looking statements as a result of new information, future events or otherwise. The Company further expressly disclaims any written or oral statements made by a third party regarding the subject matter of this news release.

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Condensed Consolidated Statements of Operations (Unaudited) (in thousands, except per share data)

		Three Months Ended September 30,					nded 30,		
			2017		2016		2017		2016
			610,50		510,30		1,780,00		1,301,9
Revenues		\$	6	\$	5	\$	4	\$	09
Operating expenses									
Cost of revenues (excluding dep	reciation)		509,476		459,296	1	1,485,118		1,166,347
Operating expense (excluding de	epreciation)		51,718		51,240		153,741		125,325
Depreciation, depletion, and am	ortization		11,304		9,643		33,848		19,839
General and administrative expe	ense (excluding								
depreciation)			11,292		9,863		34,688		31,654
Acquisition and integration expe	nse		-		2,047	. <u> </u>	253		3,563
Total operating expenses			583,790		532,089	1	1,707,648		1,346,728
Operating income (loss)			26,716		(21,784)		72,356		(44,819)
Other income (expense)									
Interest expense and financing of	costs, net		(7,419)		(11,232)		(25,500)		(21,951)
Loss on termination of financing	agreements		-		-		(1,804)		-
Other income (expense), net			649		(56)		886		60
Change in value of common sto			(975)		657		(2,211)		3,477
Change in value of contingent co			-		1,025		-		10,753
Equity earnings (losses) from La	aramie Energy, LLC		553		3,659		11,651		(15,159)
Total other income (expense),			(7,192)		(5,947)	. <u> </u>	(16,978)		(22,820)
Income (loss) before income t	axes		19,524		(27,731)		55,378		(67,639)
Income tax benefit (expense)			(700)		(30)	<u> </u>	(1,762)		8,117
					(27,761				
Net income (loss)		\$	18,824	\$)	\$	53,616	\$	(59,522)
Weighted-average shares outstand	ding								
Basic			45,561		41,580		45,505		41,309
Diluted			51,992		41,580		45,527		41,309
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Income (loss) per share		¢.	0.44	Ф	(0.07)	Φ.	1.10	Φ.	(4.44)
Basic		\$ \$	0.41	\$	(0.67)	\$	1.16	\$	(1.44)
Diluted		Ф	0.41	\$	(0.67)	\$	1.16	\$	(1.44)
Balance Sheet Data									
Se	ptember 30, 2017	Decem	ber 31, 2016	_					
Balance Sheet Data									
Cash and cash equivalents \$		\$	47,772						
Working capital (deficit) (1)	(11,921)		(7,143)						
Debt, including current portion	330,201		370,396						
Total stockholders' equity	427,484		368,909						

⁽ Working capital is calculated as (i) total current assets, excluding cash and cash equivalents less (ii) total current liabilities,

Operating Statistics

The following table summarizes certain operational data:

	Three Mor Septem	ths Ended ber 30,		ths Ended nber 30,
	2017	2016	2017	2016
Total Refining Segment				
Feedstocks Throughput (Mbpd) (1)	90.3	70.5	90.1	84.8
Refined product sales volume (Mbpd) (1)	91.8	87.5	91.2	90.8

Hawaii Refinery

¹ excluding current portion of long-term debt.)

North America	Eeedstocks Throughput (Mbpd)	73.8	54.3	74.4	68.6
Africa 29.1 % 14.8 % 23.1 % 13.2 % Latin America 29.1 % 14.8 % 23.1 % 13.2 % Latin America 32.5 % 34.2 % 28.1 % 13.3 % Total 100.0 % 100.0		14.8 %	18.6 %	24.4 %	38.1 %
Latin America - % - % 0.1 % 2.9 % Middle East 7001 7000 %	Asia	23.6 %	32.4 %	24.3 %	32.5 %
Middle East 32.5 % 34.2 % 28.1 % 13.3 % 100.0 % 100	Africa	29.1 %	14.8 %	23.1 %	13.2 %
Total	Latin America	- %	- %	0.1 %	2.9 %
Casoline and gasoline blendstocks 28.8 % 25.2 % 27.9 % 26.4 %	Middle East	32.5 %	34.2 %	28.1 %	13.3 %
Distillate 47.2 % 45.8 % 25.2 % 27.9 % 26.4 % Distillate 47.2 % 45.8 % 47.1 % 44.6 % Distillate 47.2 % 45.8 % 47.1 % 44.6 % Puel oils 15.6 % 17.4 % 16.1 % 19.2 % Other products 5.1 % 7.3 % 5.7 % 6.1 % Total yield 96.7 % 96.7 % 96.8 % 96.3 % Puel oils Other products S.1 % 7.3 % 5.7 % 6.1 % Other products sales volume (Mopd) On-island sales volume (Mopd) On-island sales volume Exports sale volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total volume 12.7	Total	100.0 %	100.0 %	100.0 %	100.0 %
Distillate 47.2 % 45.8 % 25.2 % 27.9 % 26.4 % Distillate 47.2 % 45.8 % 47.1 % 44.6 % Distillate 47.2 % 45.8 % 47.1 % 44.6 % Puel oils 15.6 % 17.4 % 16.1 % 19.2 % Other products 5.1 % 7.3 % 5.7 % 6.1 % Total yield 96.7 % 96.7 % 96.8 % 96.3 % Puel oils Other products S.1 % 7.3 % 5.7 % 6.1 % Other products sales volume (Mopd) On-island sales volume (Mopd) On-island sales volume Exports sale volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total refined product sales volume 11.2 & 8.6 & 12.7 & 12.7 Total volume 12.7					
Distillate	Yield (% of total throughput)				
Fuel oils	Gasoline and gasoline blendstocks	28.8 %	25.2 %	27.9 %	26.4 %
Dither products	Distillate	47.2 %	45.8 %	47.1 %	44.6 %
Refined product sales volume (Mbpd) Ch-island sales volume 63.7 62.1 62.1 61.3 Exports sale volume 74.9 70.7 74.8 74.0 A-1-2-1 Singapore Crack Spread (\$ per barrel) (2) 8.20 \$3.08 \$7.30 \$2.97 A-1-2-1 Singapore Crack Spread (\$ per barrel) (2) 9.94 4.45 8.67 4.29 Mcl Pacific Crack Spread (\$ per barrel) (3) (0.33) (2.42) (0.71) (2.19) Cherating income (loss) per bbl (\$/throughput bbl) 0.91 (2.71) 2.05 (0.84) Adjusted Gross Margin per bbl (\$/throughput bbl) (6.32 3.32 6.39 3.49 Production costs per bbl (\$/throughput bbl) (6.32 3.32 6.39 3.49 Production costs per bbl (\$/throughput bbl) (6.32 3.32 6.39 3.49 Production costs per bbl (\$/throughput bbl) (6.32 3.32 6.39 3.49 Production costs per bbl (\$/throughput bbl) (6.32 3.32 6.39 3.49 Production costs per bbl (\$/throughput bbl) (6.32 3.32 6.39 3.49 Production costs per bbl (\$/throughput bbl) (7.30 7.30 7.30 7.30 7.30 Wyoming Refinery (Sthroughput (Mbpd) (1) 16.5 16.2 15.7 16.2 Yield (% of total throughput) Gasoline and gasoline blendstocks 50.5 % 55.8 % 51.2 % 55.8 % Distillate 43.4 % 39.4 % 43.1 % 39.4 % Fuel oils 2.7 % 1.7 % 2.6 % 1.7 % Cher products 1.6 % 1.0 % 1.0 % 1.0 % Total yield 98.2 % 97.9 % 98.5 % 97.9 % Refined product sales volume (Mbpd) (1) 16.9 16.8 16.4 16.8 Wyoming Refinery (continued) Wyoming Refinery (continued) Wyoming 3-2-1 Index(\$ per barrel) (6) 9.25.29 \$ 19.12 \$ 21.11 \$ 16.91 Operating income (loss) per bbl (\$/throughput bbl) 9.97 4.55 4.82 4.55 Adjusted Gross Margin per bbl (\$/throughput bbl) 9.97 4.55 4.82 4.55 Adjusted Gross Margin per bbl (\$/throughput bbl) 9.97 4.55 4.82 4.55 Adjusted Gross Margin per bbl (\$/throughput bbl) 9.97 4.55 4.82 4.55 Adjusted Gross Margin per bbl (\$/throughput bbl) 9.97 4.55 4.82 4.55 Adjusted Gros	Fuel oils		17.4 %		19.2 %
Refined product sales volume (Mbpd) On-island sales volume Eports sale volume 112 8.6 12.7 12.7 Total refined product sales volume 112 8.6 12.7 74.8 Total refined product sales volume 112 8.6 12.7 74.8 Total refined product sales volume 112 8.6 12.7 74.8 Total refined product sales volume 112 8.6 12.7 74.8 Total refined product sales volume 112 8.6 12.7 74.8 Total refined product sales volume 112 8.6 12.7 74.8 Total refined product sales volume 112 8.6 12.7 74.8 Total refined product sales volume 112 8.6 12.7 74.8 Total refined product sales volume 112 8.6 12.7 74.8 Total refined product sales volume (Sper barrel) (2) September 30, 297 H-1-2-1 Md Pacific Crack Spread (Sper barrel) (2) September 30, 297 Se	Other products				
Exports sale volume	Total yield	96.7 %	95.7 %	96.8 %	96.3 %
Exports sale volume	Refined product sales volume (Mond)				
Exports sale volume		63.7	62.1	62.1	61.3
Total refined product sales volume 74.9 70.7 74.8 74.0 4-1-2-1 Singapore Crack Spread (\$ per barrel) (2) \$ 8.20 \$ 3.08 \$ 7.30 \$ 2.97 4-1-2-1 Md Pacific Crack Spread (\$ per barrel) (2) 9.94 4.45 8.67 4.29 Md Pacific Crude Oil Differential (\$ per barrel) (3) (0.33) (2.42) (0.71) (2.19) Operating income (loss) per bbl (\$/throughput bbl) 0.91 (2.71) 2.05 (0.84) Adjusted Gross Margin per bbl (\$/throughput bbl) (6) 3.32 3.32 6.39 3.49 Production costs per bbl (\$/throughput bbl) (5) 3.69 5.42 3.66 3.96 DD&Aper bbl (\$/throughput bbl) (5) 0.63 0.61 0.64 0.37 Wyoming Refinery Feedstocks Throughput (Mpd) (1) 16.5 16.2 15.7 16.2 Yield (% of total throughput) Gasoline and gasoline blendstocks 5.05 % 55.8 % 51.2 % 55.8 % Distillate 43.4 % 39.4 % 43.1 % 39.4 % Fuel oils 2.7 % 1.7 % 2.6 % 1.7 % Other products 1.6 % 1.0 % 1.6 % 1.0 % 1.6 % 1.0 % Total yield 98.2 % 97.9 % 98.5 % 97.9 % Refined product sales volume (Mbpd) (1) 16.9 16.8 16.4 16.8 Three Months Ended September 30, 2017 2016 Wyoming Refinery (continued) Wyoming Refinery (continued) Wyoming 3-2-1 Index (\$ per barrel) (6) \$ 25.29 \$ 19.12 \$ 21.11 \$ 16.91 Operating income (loss) per bbl (\$/throughput bbl) (4) 16.67 5.52 7.07 5.52 DD&Aper bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&Aper bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&Aper bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&Aper bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&Aper bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&Aper bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&Aper bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&Aper bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&Aper bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&Aper bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&Aper bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&Aper bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&Aper bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&Aper bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&Aper bbl (
## A-1-2-1 Singapore Crack Spread (\$ per barrel) (2)	•	74.9		74.8	
4-1-2-1 Md Pacific Crack Spread (\$ per barrel) (2) 9.94 4.45 8.67 4.29 Md Pacific Crude Oil Differential (\$ per barrel) (3) (0.33) (2.42) (0.71) (2.19) Operating income (loss) per bbl (\$/throughput bbl) (4) 6.32 3.32 6.39 3.49 Adjusted Gross Margin per bbl (\$/throughput bbl) (4) 6.32 3.32 6.39 3.49 Production costs per bbl (\$/throughput bbl) (5) 3.69 5.42 3.66 3.96 DD&Aper bbl (\$/throughput bbl) (7) 16.5 16.2 15.7 16.2 Wyoming Refinery Feedstocks Throughput (Mbpd) (1) 16.5 16.2 15.7 16.2 Yield (% of total throughput) Gasoline and gasoline blendstocks 50.5 % 55.8 % 51.2 % 55.8 % Fuel oils 2.7 % 1.7 % 2.6 % 1.7 % Other products 1.6 % 1.0 % 1.6 % 1.0 % Total yield 98.2 % 97.9 % 98.5 % 97.9 % Refined product sales volume (Mbpd) (1) 16.9 16.8 16.4 16.8 Three Months Ended September 30, 2017 2016 Wyoming Refinery (continued) Wyoming Refinery (continued) Wyoming Refinery (continued) 2.52.9 19.12 2.111 \$ 16.91 Operating income (loss) per bbl (\$/throughput bbl) (9) 9.97 4.55 4.82 4.55 Adjusted Gross Margin per bbl (\$/throughput bbl) (9) 9.97 4.55 4.82 4.55 Adjusted Gross Margin per bbl (\$/throughput bbl) (9) 9.97 4.55 4.82 4.55 Adjusted Gross Margin per bbl (\$/throughput bbl) (9) 2.03 2.13 2.13 Retail Segment Retail sales volumes (thousands of gallons) 24,064 23,567 69,868 68,851 Logistics Segment Pipelines 82.3 74.1 86.5 87.7 Refined product pipelines 82.3 74.1 86.5 87.7 Refined product pipelines 82.3 74.1 86.5 87.7 Refined product pipelines 85.0 87.0 86.5	rotal rolling product callod volume				
4-1-2-1 Md Pacific Crack Spread (\$ per barrel) (2) 9.94 4.45 8.67 4.29 Md Pacific Crude Oil Differential (\$ per barrel) (3) (0.33) (2.42) (0.71) (2.19) Operating income (loss) per bbl (\$/throughput bbl) (4) 6.32 3.32 6.39 3.49 Adjusted Gross Margin per bbl (\$/throughput bbl) (5) 3.69 5.42 3.66 3.96 DD&Aper bbl (\$/throughput bbl) 0.63 0.61 0.64 0.37 Wyoming Refinery Feedstocks Throughput (Mbpd) (1) 16.5 16.2 15.7 16.2 Yield (% of total throughput) Casoline and gasoline blendstocks 50.5 % 55.8 % 51.2 % 55.8 % Distillate 43.4 % 39.4 % 43.1 % 39.4 % Fuel oils 2.7 % 1.7 % 2.6 % 1.7 % Other products 16.8 % 10.0 % 16.8 % 10.0 % Total yield 98.2 % 97.9 % 98.5 % 97.9 % Refined product sales volume (Mbpd) (1) 16.9 16.8 16.4 16.8 Three Months Ended September 30, 2017 2016 Wyoming Refinery (continued) Wyoming Refinery (continued) 2.2017 2.016 Wyoming 3-2-1 Index (\$ per barrel) (6) \$25.29 \$19.12 \$21.11 \$16.91 Operating income (loss) per bbl (\$/throughput bbl) (9) 9.97 4.55 4.82 4.55 Adjusted Gross Margin per bbl (\$/throughput bbl) (9) 9.97 4.55 4.82 4.55 Adjusted Gross Margin per bbl (\$/throughput bbl) (9) 9.97 4.55 4.82 4.55 Adjusted Gross Margin per bbl (\$/throughput bbl) (9) 2.03 2.13 2.13 Retail Segment Retail sales volumes (thousands of gallons) 24,064 23,567 69,868 68,851 Logistics Segment Pipelines 82.3 74.1 86.5 87.7 Refined product pipelines 82.3 74.1 86.5 87.7 Refined product pipelines 82.3 74.1 86.5 87.7 Refined product pipelines 85.0 87.0 86.5	4-1-2-1 Singapore Crack Spread (\$ per barrel) (2)	\$ 8.20	\$ 3.08	\$ 7.30	\$ 2.97
Md Pacific Crude Oil Differential (\$ per barrel) (3) (0.33) (2.42) (0.71) (2.19) Operating income (loss) per bbl (\$/throughput bbl) 0.91 (2.71) 2.05 (0.84) Adjusted Gross Margin per bbl (\$/throughput bbl) (5) 3.69 5.42 3.66 3.96 DD&Aper bbl (\$/throughput bbl) 0.63 0.61 0.64 0.37 Wyoming Refinery Feedstocks Throughput (Mopd) (1) 16.5 16.2 15.7 16.2 Yeld (% of total throughput) Casoline and gasoline blendstocks 50.5 % 55.8 % 51.2 % 55.8 % Distillate 43.4 % 39.4 % 43.1 % 39.4 % Fuel oils 2.7 % 1.7 % 2.6 % 1.7 % Other products 1.6 % 1.0 % 1.6 % 1.0 % 16.8 16.8 16.4 16.8 Total yield 98.2 97.9				•	
Operating income (loss) per bbl (%throughput bbl) 0.91 (2.71) 2.05 (0.84)		(0.33)	(2.42)	(0.71)	(2.19)
Adjusted Gross Margin per bbl (\$/throughput bbl) (4) 6.32 3.32 6.39 3.49 Production costs per bbl (\$/throughput bbl) (5) 3.69 5.42 3.66 3.96 DD&Aper bbl (\$/throughput bbl) 0.63 0.61 0.64 0.37 Wyoming Refinery Feedstocks Throughput (Mbpd) (1) 16.5 16.2 15.7 16.2 Yield (% of total throughput) Gasoline and gasoline blendstocks 50.5 % 55.8 % 51.2 % 55.8 % Distillate 43.4 % 39.4 % 43.1 % 39.4 % Thuel oils 2.7 % 1.7 % 2.6 % 1.7 % Other products 1.6 % 1.0 % 1.6 % 1.0 % Total yield Wyoming Refinery (continued) Wyoming S-2-1 Index (\$ per barrel) (6) \$ 25.29 \$ 19.12 \$ 21.11 \$ 16.91 Operating income (loss) per bbl (\$/throughput bbl) (4) 18.67 12.20 14.03 12.20 Production costs per bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&A per bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&A per bbl (\$/throughput bbl) (5) 2.03 2.13 2.13 2.13 Retail Segment Retail Segment Retail Segment Retail Segment Retail Segment Refined product pipelines 82.3 74.1 86.5 87.7 Refined product pipelines 82.3 74.1 86.5 87.7 Refined product pipelines 82.3 74.1 86.5 87.7 Refined product pipelines 85.0 87.0 86.7 86.5		0.91	(2.71)	2.05	(0.84)
DD&A per bbl (\$/throughput bbl) 0.63 0.61 0.64 0.37	Adjusted Gross Margin per bbl (\$/throughput bbl) (4)	6.32		6.39	3.49
Wyoming Refinery Feedstocks Throughput (Mbpd) (1) 16.5 16.2 15.7 16.2 Yield (% of total throughput) Gasoline and gasoline blendstocks 50.5 % 55.8 % 55.8 % 51.2 % 55.8 % 55.8 % 55.8 %	Production costs per bbl (\$/throughput bbl) (5)	3.69	5.42	3.66	3.96
Feedstocks Throughput (Mbpd) (1) 16.5 16.2 15.7 16.2 Yield (% of total throughput) Gasoline and gasoline blendstocks 50.5 % 55.8 % 55.8 % 51.2 % 55.8 % 55.8 % 51.2 % 51.2	DD&A per bbl (\$/throughput bbl)	0.63	0.61	0.64	0.37
Feedstocks Throughput (Mbpd) (1) 16.5 16.2 15.7 16.2 Yield (% of total throughput) Gasoline and gasoline blendstocks 50.5 % 55.8 % 55.8 % 51.2 % 55.8 % 55.8 % 51.2 % 51.2	Manaina Dafaan				
Yield (% of total throughput) Gasoline and gasoline blendstocks 50.5 % 55.8 % 51.2 % 55.8 % Distillate 43.4 % 39.4 % 43.1 % 39.4 % Fuel oils 2.7 % 1.7 % 2.6 % 1.7 % Other products 1.6 % 1.0 % 1.6 % 1.0 % Total yield 98.2 % 97.9 % 98.5 % 97.9 % Refined product sales volume (Mbpd) (1) 16.9 16.8 16.4 16.8 Three Months Ended September 30, 2017 2016 September 30, September 30, Wyoming Refinery (continued) Wyoming Refinery (continued) \$25.29 \$ 19.12 \$21.11 \$ 16.91 Wyoming Refinery (continued) Wyoming Refinery (continued) \$25.29 \$ 19.12 \$21.11 \$ 16.91 Production (loss) per bbli (%throughput bbl) (4) 18.67 12.20 14.03 12.20 Production costs per bbl (%throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&Aper bbl (%throughput bbl) (5) 24,064 23,567 </td <td></td> <td>16.5</td> <td>16.2</td> <td>15.7</td> <td>16.2</td>		16.5	16.2	15.7	16.2
Casoline and gasoline blendstocks 50.5 % 55.8 % 51.2 % 55.8 %	reedstocks Throughput (IVIDPa) (T)	10.5	10.2	15.7	10.2
Casoline and gasoline blendstocks 50.5 % 55.8 % 51.2 % 55.8 %	Yield (% of total throughput)				
Distillate 43.4 % 39.4 % 43.1 % 39.4 % 43.1 % 39.4 % 5.2 % 1.7 % 5.2 % 1.7 % 5.2 % 1.7 % 5.2 % 1.7 % 5.2 % 1.2 % 5.2 % 1.2 % 5.2 % 1.2 % 5.2 % 1.2 % 5	·	50.5 %	55.8 %	51.2 %	55.8 %
Common				43.1 %	
Other products 1.6 % 1.0 % 1.6 % 1.0 % Total yield 98.2 % 97.9 % 98.5 % 97.9 % Refined product sales volume (Mbpd) (1) 16.9 16.8 16.4 16.8 Three Months Ended September 30, Nine Months Ended September 30, Nine Months Ended September 30, September 30, Wyoming Refinery (continued) 2017 2016 2017 2016 Wyoming 3-2-1 Index (\$ per barrel) (6) \$ 25.29 \$ 19.12 \$ 21.11 \$ 16.91 Operating income (loss) per bbl (\$/throughput bbl) 9.97 4.55 4.82 4.55 Adjusted Gross Margin per bbl (\$/throughput bbl) (4) 18.67 12.20 14.03 12.20 Production costs per bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&A per bbl (\$/throughput bbl) 2.03 2.13 2.13 2.13 Retail Segment Retail sales volumes (thousands of gallons) 24,064 23,567 69,868 68,851 Logistics Segment Pipeline throughput (Mbpd) (1) 20,00 82.3 74.1 86	Fuel oils	2.7 %	1.7 %	2.6 %	1.7 %
Refined product sales volume (Mbpd) (1) 16.9 16.8 16.4 16.8	Other products	1.6 %	1.0 %	1.6 %	1.0 %
Three Months Ended September 30, Nine Months Ended September 30, Wyoming Refinery (continued) 2017 2016 2017 2016 Wyoming Refinery (continued) Wyoming 3-2-1 Index (\$ per barrel) (6) \$ 25.29 \$ 19.12 \$ 21.11 \$ 16.91 Operating income (loss) per bbl (\$/throughput bbl) 9.97 4.55 4.82 4.55 Adjusted Gross Margin per bbl (\$/throughput bbl) (4) 18.67 12.20 14.03 12.20 Production costs per bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&A per bbl (\$/throughput bbl) 2.03 2.13 2.13 2.13 Retail Segment Retail sales volumes (thousands of gallons) 24,064 23,567 69,868 68,851 Logistics Segment Pipeline throughput (Mopd) (1) 82.3 74.1 86.5 87.7 Refined product pipelines 85.0 87.0 86.7 86.5	Total yield	98.2 %	97.9 %	98.5 %	97.9 %
Three Months Ended September 30, Nine Months Ended September 30, Wyoming Refinery (continued) 2017 2016 2017 2016 Wyoming Refinery (continued) Wyoming 3-2-1 Index (\$ per barrel) (6) \$ 25.29 \$ 19.12 \$ 21.11 \$ 16.91 Operating income (loss) per bbl (\$/throughput bbl) 9.97 4.55 4.82 4.55 Adjusted Gross Margin per bbl (\$/throughput bbl) (4) 18.67 12.20 14.03 12.20 Production costs per bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&A per bbl (\$/throughput bbl) 2.03 2.13 2.13 2.13 Retail Segment Retail sales volumes (thousands of gallons) 24,064 23,567 69,868 68,851 Logistics Segment Pipeline throughput (Mopd) (1) 82.3 74.1 86.5 87.7 Refined product pipelines 85.0 87.0 86.7 86.5		40.0	10.0	10.1	10.0
September 30, 2017 2016 2017 2016	Refined product sales volume (Mbpd) (1)	16.9	16.8	16.4	16.8
September 30, 2017 2016 2017 2016		Three Mor	nths Ended	Nine Mon	ths Ended
2017 2016 2017 2017 2017 2018 2017 2018 2017 2018 2017 2018 2017 2018					
Wyoming 3-2-1 Index (\$ per barrel) (6) \$ 25.29 \$ 19.12 \$ 21.11 \$ 16.91 Operating income (loss) per bbl (\$/throughput bbl) 9.97 4.55 4.82 4.55 Adjusted Gross Margin per bbl (\$/throughput bbl) (4) 18.67 12.20 14.03 12.20 Production costs per bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&A per bbl (\$/throughput bbl) 2.03 2.13 2.13 2.13 Retail Segment Retail sales volumes (thousands of gallons) 24,064 23,567 69,868 68,851 Logistics Segment Pipeline throughput (Mbpd) (1) 82.3 74.1 86.5 87.7 Refined product pipelines 85.0 87.0 86.7 86.5					
Wyoming 3-2-1 Index (\$ per barrel) (6) \$ 25.29 \$ 19.12 \$ 21.11 \$ 16.91 Operating income (loss) per bbl (\$/throughput bbl) 9.97 4.55 4.82 4.55 Adjusted Gross Margin per bbl (\$/throughput bbl) (4) 18.67 12.20 14.03 12.20 Production costs per bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&A per bbl (\$/throughput bbl) 2.03 2.13 2.13 2.13 Retail Segment Retail sales volumes (thousands of gallons) 24,064 23,567 69,868 68,851 Logistics Segment Pipeline throughput (Mbpd) (1) 82.3 74.1 86.5 87.7 Refined product pipelines 85.0 87.0 86.7 86.5	Wyoming Refinery (continued)				
Adjusted Gross Margin per bbl (\$/throughput bbl) (4) 18.67 12.20 14.03 12.20 Production costs per bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&Aper bbl (\$/throughput bbl) 2.03 2.13 2.13 2.13 Retail Segment Retail sales volumes (thousands of gallons) 24,064 23,567 69,868 68,851 Logistics Segment Pipeline throughput (Mbpd) (1) Crude oil pipelines 82.3 74.1 86.5 87.7 Refined product pipelines 85.0 87.0 86.7 86.5		\$ 25.29	\$ 19.12	\$ 21.11	\$ 16.91
Production costs per bbl (\$/throughput bbl) (5) 6.67 5.52 7.07 5.52 DD&Aper bbl (\$/throughput bbl) 2.03 2.13 2.13 2.13 Retail Segment Retail sales volumes (thousands of gallons) 24,064 23,567 69,868 68,851 Logistics Segment Pipeline throughput (Mbpd) (1) Crude oil pipelines 82.3 74.1 86.5 87.7 Refined product pipelines 85.0 87.0 86.7 86.5	Operating income (loss) per bbl (\$/throughput bbl)	9.97	4.55	4.82	4.55
DD&Aper bbl (\$/throughput bbl) 2.03 2.13 2.13 2.13 Retail Segment Retail sales volumes (thousands of gallons) 24,064 23,567 69,868 68,851 Logistics Segment Pipeline throughput (Mbpd) (1) 74.1 86.5 87.7 Crude oil pipelines 85.0 87.0 86.7 86.5	Adjusted Gross Margin per bbl (\$/throughput bbl) (4)	18.67	12.20	14.03	12.20
Retail Segment 24,064 23,567 69,868 68,851 Logistics Segment Pipeline throughput (Mbpd) (1) 82.3 74.1 86.5 87.7 Refined product pipelines 85.0 87.0 86.7 86.5	Production costs per bbl (\$/throughput bbl) (5)	6.67	5.52	7.07	5.52
Retail sales volumes (thousands of gallons) 24,064 23,567 69,868 68,851 Logistics Segment Pipeline throughput (Mbpd) (1) Crude oil pipelines 82.3 74.1 86.5 87.7 Refined product pipelines 85.0 87.0 86.7 86.5	DD&A per bbl (\$/throughput bbl)	2.03	2.13	2.13	2.13
Retail sales volumes (thousands of gallons) 24,064 23,567 69,868 68,851 Logistics Segment Pipeline throughput (Mbpd) (1) Crude oil pipelines 82.3 74.1 86.5 87.7 Refined product pipelines 85.0 87.0 86.7 86.5	Date! On many and				
Logistics Segment Pipeline throughput (Mbpd) (1) Crude oil pipelines 82.3 74.1 86.5 87.7 Refined product pipelines 85.0 87.0 86.7 86.5		24.004	22 507	00.000	CO 054
Pipeline throughput (Mbpd) (1) Crude oil pipelines 82.3 74.1 86.5 87.7 Refined product pipelines 85.0 87.0 86.7 86.5	Retail sales volumes (thousands of gallons)	Z4,Ub4	23,56/	09,808	08,857
Pipeline throughput (Mbpd) (1) Crude oil pipelines 82.3 74.1 86.5 87.7 Refined product pipelines 85.0 87.0 86.7 86.5	Logistics Segment				
Crude oil pipelines 82.3 74.1 86.5 87.7 Refined product pipelines 85.0 87.0 86.7 86.5					
Refined product pipelines 85.0 87.0 86.7 86.5		82.3	74.1	86.5	87.7
				173.2	

- (Feedstocks throughput and refined product sales volumes per day are calculated based on the 79-day period for which we
- 1 owned Wyoming Refining in 2016. As such, the 2016 amounts for the total refining segment represent the sum of the Hawaii
-) refinery's throughput or sales volumes averaged over the respective period plus the Wyoming refinery's throughput or sales volumes averaged over the period from July 14, 2016 to September 30, 2016. The 2017 amounts for the total refining segment represent the sum of the Hawaii and Wyoming refineries' throughput or sales volumes averaged over the three and nine months ended September 30, 2017, respectively.
- (The profitability of our Hawaii business is heavily influenced by crack spreads in both the Singapore and U.S. West Coast
- 2 markets. These markets reflect the closest liquid market alternatives to source refined products for Hawaii. We believe the
-) Singapore and Mid Pacific crack spreads (or four barrels of Brent crude converted into one barrel of gasoline, two barrels of distillate (diesel and jet fuel) and one barrel of fuel oil) best reflect a market indicator for our Hawaii refinery operations. The Mid Pacific crack spread is calculated using a ratio of 80% Singapore and 20% San Francisco indexes.
- (Weighted-average differentials, excluding shipping costs, of a blend of crudes with an API of 31.98 and sulfur weight
- 3 percentage of 0.65% that is indicative of our typical crude oil mix quality compared to Brent crude.
- Please see discussion of Adjusted Gross Margin below. We calculate Adjusted Gross Margin per barrel by dividing Adjusted
 Gross Margin by total refining throughput.
- (Management uses production costs per barrel to evaluate performance and compare efficiency to other companies in the
- 5 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.
- (The profitability of our Wyoming refinery is heavily influenced by crack spreads in nearby markets. We believe the Wyoming 3-2-
- 6 1 Index is the best market indicator for our operations in Wyoming. The Wyoming 3-2-1 Index is computed by taking two parts
-) gasoline and one part distillate (ultra-low sulfur diesel) as created from three barrels of West Texas Intermediate Crude. Pricing is based 50% on applicable product pricing in Rapid City, South Dakota, and 50% on applicable product pricing in Denver, Colorado.

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 a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP and our calculations thereof may not be comparable to similarly titled measures reported by other companies.

Adjusted Gross Margin

Adjusted Gross Margin is defined as (i) operating income (loss) plus operating expense (excluding depreciation), depreciation, depletion, and amortization ("DD&A"), 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 obligation, and purchase price allocation adjustments), and unrealized losses (gains) on derivatives or (ii) revenues less cost of revenues (excluding depreciation) plus inventory valuation adjustments and unrealized losses (gains) on derivatives. We define cost of revenues (excluding depreciation) as 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") obligations, and certain hydrocarbon fees and taxes. Cost of revenues (excluding depreciation) also includes the unrealized gains (losses) on derivatives and inventory valuation adjustments that we exclude from Adjusted Gross Margin.

Management believes Adjusted Gross Margin is an important measure of operating performance and uses Adjusted Gross Margin per barrel to evaluate operating performance and compare profitability to other companies in the industry and to industry benchmarks. Management believes Adjusted Gross Margin 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 agreement and lower of cost or 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, depletion, and amortization.

Adjusted Gross Margin should not be considered an alternative to operating income (loss), net cash flows from operating activities, or any other measure of financial performance or liquidity presented in accordance with GAAP. Adjusted Gross Margin presented by other companies may not be comparable to our presentation since each company may define this term differently as they may include other manufacturing costs and depreciation expense in cost of revenues.

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, 2017		Refining		Logistics		Retail
Operating income (loss)	\$	21,331	\$	10,350	\$	7,473
Operating expense (excluding depreciation)		36,126		4,029		11,563
Depreciation, depletion, and amortization		7,390		1,602		1,471
Inventory valuation adjustment		9,423		-		-
Unrealized loss (gain) on derivatives		(3,033)		-		-
Adjusted Gross Margin	\$	71,237	\$	15,981	\$	20,507
Three months ended September 30, 2016		Refining		Logistics		Retail
Operating income (loss)	\$	(18,167)	\$	2,812	\$	6,853
Operating expense (excluding depreciation)		35,910		4,686		10,461
Depreciation, depletion, and amortization		5,755		1,275		1,898
Inventory valuation adjustment		7,780		-		-
Unrealized loss (gain) on derivatives		895		-		-
Adjusted Gross Margin	\$	32,173	\$	8,773	\$	19,212
Nine Months Ended September 30, 2017		Refining		Logistics		Retail
Operating income (loss)	\$	62,389	\$	27,186	\$	20,589
Operating expense (excluding depreciation)		107,237		12,675		33,829
Depreciation, depletion, and amortization		22,243		4,613		4,377
Inventory valuation adjustment		(1,989)		-		-
Unrealized loss (gain) on derivatives		79		-		-
Adjusted Gross Margin	\$	189,959	\$	44,474	\$	58,795
Nine Months Ended September 30, 2016		Refining		Logistics		Retail
Operating income (loss)	\$	(35,268)	\$	12,957	\$	17,132
Operating expense (excluding depreciation)		85,053		8,906		31,059
Depreciation, depletion, and amortization		9,649		3,116		4,930
Inventory valuation adjustment		28,540		_		-
Unrealized loss (gain) on derivatives		(7,039)		-		-
Adjusted Gross Margin	\$	80,935	\$	24,979	\$	53,121
Adjusted Net Income (Loss) and Adjusted ERI	TD.	^	_	•	_ —	

Adjusted Net Income (Loss) and Adjusted EBITDA

Adjusted Net Income (Loss) is defined as net income (loss) excluding changes in the value of contingent consideration and common stock warrants, acquisition and integration expense, unrealized (gains) losses on derivatives, inventory valuation adjustment, loss on termination of financing agreements, and release of tax valuation allowance. Effective in the first quarter of 2017, Adjusted Net Income (Loss) also excludes severance costs. We have recast the non-GAAP information for the three and nine months ended months ended September 30, 2016 to conform to the current period presentation.

Adjusted EBITDA is Adjusted Net Income (Loss) excluding interest expense and financing fees, taxes, DD&A, and equity earnings (losses) from Laramie Energy, LLC. We believe Adjusted Net Income (Loss) and Adjusted EBITDA 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.

Adjusted Net Income (Loss) and Adjusted EBITDA should not be considered in isolation, or as a substitute for, operating income (loss), net income (loss), cash flows provided by operating, investing, and financing activities, or other income or cash flow statement data prepared in accordance with GAAP. Adjusted Net Income (Loss) and Adjusted EBITDA presented by other companies may not be comparable to our presentation as other companies may define these terms differently.

The following table presents a reconciliation of Adjusted Net Income (Loss) 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			Nine Months Ended				
		September 30,				Septe	mber	30,
		2017		2016		2017		2016
Net income (loss)	\$	18,824	\$	(27,761)	\$	53,616	\$	(59,522)
Inventory valuation adjustment		9,423		7,324		(1,989)		24,585
Unrealized loss (gain) on derivatives		(3,033)		1,117		79		(6,297)
Acquisition and integration expense		-		2,047		253		3,563
Loss on termination of financing agreements		-		-		1,804		-
Increase in (release of) tax valuation allowance (1)		-		-		-		(8,573)
Change in value of common stock warrants		975		(657)		2,211		(3,477)
Change in value of contingent consideration		-		(1,025)		-		(10,753)
Severance costs		-		105		1,595		105
Adjusted Net Income (Loss)		26,189		(18,850)		57,569		(60,369)
Depreciation, depletion, and amortization		11,304		9,643		33,848		19,839
Interest expense and financing costs, net		7,419		11,232		25,500		21,951
Equity losses (earnings) from Laramie Energy, LLC		(553)		(3,659)		(11,651)		15,159
Income tax expense		700		30		1,762		456
Adjusted EBITDA	\$	45,059	\$	(1,604)	\$	107,028	\$	(2,964)

(1) Included in Income tax benefit (expense) on our Condensed Consolidated Statement of Operations.

	Three M Sept			Nine M Sept	onths embei	
	2017		2016	 2017		2016
Adjusted Net Income (Loss) per share						
Basic (1)	\$ 0.57	\$	(0.45)	\$ 1.25	\$	(1.46)
Diluted (2)	\$ 0.55	\$	(0.45)	\$ 1.24	\$	(1.46)

- (Basic Adjusted Net Income (Loss) per share is calculated as Adjusted Net Income (Loss), excluding undistributed Adjusted
- 1 Net Income allocated to participating securities, divided by weighted-average shares outstanding. Undistributed Adjusted Net
-) Income allocated to participating securities during the three and nine months ended September 30, 2017 was \$332 thousand and \$685 thousand, respectively. Weighted-average shares outstanding were the same as those used in the Income (loss) per share calculation. Adjusted Net Losses are not allocated to participating securities.
- (Diluted Adjusted Net Income (Loss) per share is calculated as Adjusted Net Income (Loss), excluding undistributed Adjusted
- 2 Net Income allocated to participating securities and the effect of convertible securities on Adjusted Net Income (Loss), divided
- by weighted-average diluted shares outstanding. The effect of convertible securities on Adjusted Net Income (Loss) was \$2.6 million and \$7.6 million for the three and nine months ended September 30, 2017, respectively. There was no effect of convertible securities for the three and nine months ended September 30, 2016. Weighted-average diluted shares outstanding for the three months ended September 30, 2017 and the three and nine months ended September 30, 2016 were the same as those used in the Income (loss) per share calculation for the respective periods. Weighted-average diluted shares outstanding for the nine months ended September 30, 2017 equaled 51,917 thousand shares after including 6.4 million of common stock equivalents assuming our 5.00% Convertible Senior Notes had been converted on January 1, 2017. Adjusted Net Losses are not allocated to participating securities.

Adjusted EBITDA by Segment

Adjusted EBITDA by segment is defined as operating income (loss) by segment excluding unrealized (gains) losses on derivatives, inventory valuation adjustment, severance costs, and depreciation, depletion, and amortization expense. We believe Adjusted EBITDA by segment is a useful supplemental financial measure to evaluate the economic performance of our segments without regard to financing methods, capital structure, or historical cost basis.

The following table presents a reconciliation of Adjusted EBITDA 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 Month	mber 3	0, 2017		
	Refining	I	_ogistics		Retail
Operating income (loss) by segment	\$ 21,331	\$	10,350	\$	7,473
Depreciation, depletion, and amortization	7,390		1,602		1,471
Inventory valuation adjustment	9,423		-		-
Unrealized loss (gain) on derivatives	(3,033)		-		-
Adjusted EBITDA	\$ 35,111	\$	11,952	\$	8,944
	Three Month	mber 3	0, 2016		
	Refining	I	_ogistics		Retail
Operating income (loss) by segment	\$ (18,167)	\$	2,812	\$	6,853
Depreciation, depletion, and amortization	5,755		1,275		1,898
Inventory valuation adjustment	7,780		-		-
Unrealized loss (gain) on derivatives	895		-		-
Adjusted EBITDA	\$ (3,737)	\$	4,087	\$	8,751
	Nine Month	ıs End	led Septem	nber 30), 2017
	Refining		_ogistics		Retail
Operating income (loss) by segment	\$ 62,389	\$	27,186	\$	20,589
Depreciation, depletion and amortization	22,243		4,613		4,377
Inventory valuation adjustment	(1,989)		-		-
Unrealized loss (gain) on derivatives	79		-		-
Severance costs	395		-		-
Adjusted EBITDA	\$ 83,117	\$	31,799	\$	24,966
	 Nine Month	s End	led Septen	nber 30), 2016
	Refining	l	_ogistics	_	Retail
Operating income (loss) by segment	\$ (35,268)	\$	12,957	\$	17,132
Depreciation, depletion and amortization	9,649		3,116		4,930
Inventory valuation adjustment	28,540		-		-
Unrealized loss (gain) on derivatives	(7,039)		-		-
Severance costs	-		-		-
Adjusted EBITDA	\$ (4,118)	\$	16,073	\$	22,062

SOURCE Par Pacific Holdings, Inc.