

HollyFrontier Corp  
Form 10-Q  
November 03, 2016

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 10-Q

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(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, 2016  
OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Commission File Number 1-3876

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HOLLYFRONTIER CORPORATION  
(Exact name of registrant as specified in its charter)

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Delaware	75-1056913
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2828 N. Harwood, Suite 1300	75201
Dallas, Texas	
(Address of principal executive offices)	(Zip Code)
(214) 871-3555	
(Registrant's telephone number, including area code)	

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

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

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

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

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Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

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

176,519,645 shares of Common Stock, par value \$.01 per share, were outstanding on October 31, 2016.

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### FORWARD-LOOKING STATEMENTS

References herein to HollyFrontier Corporation (“HollyFrontier”) include HollyFrontier and its consolidated subsidiaries. In accordance with the Securities and Exchange Commission’s (“SEC”) “Plain English” guidelines, this Quarterly Report on Form 10-Q has been written in the first person. In this document, the words “we,” “our,” “ours” and “us” refer only to HollyFrontier and its consolidated subsidiaries or to HollyFrontier or an individual subsidiary and not to any other person with certain exceptions. Generally, the words “we,” “our,” “ours” and “us” include Holly Energy Partners, L.P. (“HEP”) and its subsidiaries as consolidated subsidiaries of HollyFrontier, unless when used in disclosures of transactions or obligations between HEP and HollyFrontier or its other subsidiaries. This document contains certain disclosures of agreements that are specific to HEP and its consolidated subsidiaries and do not necessarily represent obligations of HollyFrontier. When used in descriptions of agreements and transactions, “HEP” refers to HEP and its consolidated subsidiaries.

This Quarterly Report on Form 10-Q contains certain “forward-looking statements” within the meaning of the federal securities laws. All statements, other than statements of historical fact included in this Form 10-Q, including, but not limited to, those under “Results of Operations,” “Liquidity and Capital Resources” and “Risk Management” in Part I, Item 2 “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and those in Part II, Item 1 “Legal Proceedings” are forward-looking statements. Forward-looking statements use words such as “anticipate,” “project,” “expect,” “plan,” “goal,” “forecast,” “intend,” “should,” “would,” “could,” “believe,” “may,” and similar expressions and state regarding our plans and objectives for future operations. These statements are based on management’s beliefs and assumptions using currently available information and expectations as of the date hereof, are not guarantees of future performance and involve certain risks and uncertainties. All statements concerning our expectations for future results of operations are based on forecasts for our existing operations and do not include the potential impact of any future acquisitions. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot assure you that our expectations will prove to be correct. Therefore, actual outcomes and results could materially differ from what is expressed, implied or forecast in these statements. Any differences could be caused by a number of factors including, but not limited to:

- risks and uncertainties with respect to the actions of actual or potential competitive suppliers of refined petroleum products in our markets;
- the demand for and supply of crude oil and refined products;
- the spread between market prices for refined products and market prices for crude oil;
- the possibility of constraints on the transportation of refined products;
- the possibility of inefficiencies, curtailments or shutdowns in refinery operations or pipelines;
- effects of governmental and environmental regulations and policies;
- the availability and cost of our financing;
- the effectiveness of our capital investments and marketing strategies;
- our efficiency in carrying out construction projects;
- our ability to acquire refined product operations or pipeline and terminal operations on acceptable terms and to integrate any existing or future acquired operations;
- the possibility of terrorist attacks and the consequences of any such attacks;
- general economic conditions; and
- other financial, operational and legal risks and uncertainties detailed from time to time in our SEC filings.

Cautionary statements identifying important factors that could cause actual results to differ materially from our expectations are set forth in this Form 10-Q, including without limitation, the forward-looking statements that are referred to above. This summary discussion should be read in conjunction with the discussion of the known material risk factors and other cautionary statements under the heading “Risk Factors” included in Item 1A of our Annual Report

on Form 10-K for the year ended December 31, 2015 and our Quarterly Report on Form 10-Q for the quarter ended June 30, 2016 and in conjunction with the discussion in this Form 10-Q in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” under the heading “Liquidity and Capital Resources” and Part II, Item 1A “Risk Factors.” All forward-looking statements included in this Form 10-Q and all subsequent written or oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by these cautionary statements. The forward-looking statements speak only as of the date made and, other than as required by law, we undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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PART I. FINANCIAL INFORMATION

DEFINITIONS

Within this report, the following terms have these specific meanings:

“BPD” means the number of barrels per calendar day of crude oil or petroleum products.

“BPSD” means the number of barrels per stream day (barrels of capacity in a 24 hour period) of crude oil or petroleum products.

“Biodiesel” means a clean alternative fuel produced from renewable biological resources.

“Black wax crude oil” is a low sulfur, low gravity crude oil produced in the Uintah Basin in Eastern Utah that has certain characteristics that require specific facilities to transport, store and refine into transportation fuels.

“Cracking” means the process of breaking down larger, heavier and more complex hydrocarbon molecules into simpler and lighter molecules.

“Crude oil distillation” means the process of distilling vapor from liquid crudes, usually by heating, and condensing the vapor slightly above atmospheric pressure turning it back to liquid in order to purify, fractionate or form the desired products.

“Ethanol” means a high octane gasoline blend stock that is used to make various grades of gasoline.

“FCC,” or fluid catalytic cracking, means a refinery process that breaks down large complex hydrocarbon molecules into smaller more useful ones using a circulating bed of catalyst at relatively high temperatures.

“Hydrodesulfurization” means to remove sulfur and nitrogen compounds from oil or gas in the presence of hydrogen and a catalyst at relatively high temperatures.

“Hydrogen plant” means a refinery unit that converts natural gas and steam to high purity hydrogen, which is then used in the hydrodesulfurization, hydrocracking and isomerization processes.

“Isomerization” means a refinery process for rearranging the structure of C5/C6 molecules without changing their size or chemical composition and is used to improve the octane of C5/C6 gasoline blendstocks.

“LPG” means liquid petroleum gases.

“Lubricant” or “lube” means a solvent neutral paraffinic product used in commercial heavy duty engine oils, passenger car oils and specialty products for industrial applications such as heat transfer, metalworking, rubber and other general process oil.

“MSAT2” means Control of Hazardous Air Pollutants from Mobile Sources, a rule issued by the U.S. Environmental Protection Agency to reduce hazardous emissions from motor vehicles and motor vehicle fuels.

“MMBTU” means one million British thermal units.

“Refinery gross margin” means the difference between average net sales price and average product costs per produced barrel of refined products sold. This does not include the associated depreciation and amortization costs.

“RINs” means renewable identification numbers and refers to serial numbers assigned to credits generated from biodiesel production under the Environmental Protection Agency’s Renewable Fuel Standard 2 (“RFS2”) regulations that mandate increased volumes of renewable fuels blended into the nation’s fuel supply. In lieu of blending, refiners may purchase these transferable credits in order to comply with the regulations.

“Sour crude oil” means crude oil containing quantities of sulfur greater than 0.4 percent by weight, while “sweet crude oil” means crude oil containing quantities of sulfur equal to or less than 0.4 percent by weight.

“Vacuum distillation” means the process of distilling vapor from liquid crudes, usually by heating, and condensing the vapor below atmospheric pressure turning it back to a liquid in order to purify, fractionate or form the desired products.

“WTI” means West Texas Intermediate and is a grade of crude oil used as a common benchmark in oil pricing. WTI is a sweet crude oil and has a relatively low density.

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## Item 1. Financial Statements

HOLLYFRONTIER CORPORATION  
CONSOLIDATED BALANCE SHEETS

(In thousands, except share data)

	September 30, 2016 (Unaudited)	December 31, 2015
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents (HEP: \$7,208 and \$15,013, respectively)	\$ 366,321	\$ 66,533
Marketable securities	111,842	144,019
Total cash, cash equivalents and short-term marketable securities	478,163	210,552
Accounts receivable: Product and transportation (HEP: \$36,582 and \$41,075, respectively)	387,693	323,858
Crude oil resales	8,244	28,120
	395,937	351,978
Inventories: Crude oil and refined products	937,593	712,865
Materials, supplies and other (HEP: \$2,064 and \$1,972, respectively)	153,201	129,004
	1,090,794	841,869
Income taxes receivable	42,683	—
Prepayments and other (HEP: \$2,175 and \$3,082, respectively)	23,889	43,666
Total current assets	2,031,466	1,448,065
Properties, plants and equipment, at cost (HEP: \$1,408,762 and \$1,397,965, respectively)	5,461,362	5,490,189
Less accumulated depreciation (HEP: \$(316,598) and \$(298,282), respectively)	(1,477,021 )	(1,374,527 )
	3,984,341	4,115,662
Other assets: Turnaround costs	221,613	231,873
Goodwill (HEP: \$288,991 and \$288,991, respectively)	2,022,463	2,331,781
Intangibles and other (HEP: \$211,160 and \$128,583, respectively)	336,565	260,918
	2,580,641	2,824,572
Total assets	\$ 8,596,448	\$ 8,388,299
<b>LIABILITIES AND EQUITY</b>		
Current liabilities:		
Accounts payable (HEP: \$18,252 and \$22,583, respectively)	\$ 803,031	\$ 716,490
Income taxes payable	—	8,142
Accrued liabilities (HEP: \$28,874 and \$26,341, respectively)	163,787	135,983
Total current liabilities	966,818	860,615
Long-term debt (HEP: \$1,070,615 and \$1,008,752, respectively)	1,665,602	1,040,040
Deferred income taxes (HEP: \$484 and \$431, respectively)	546,909	497,906
Other long-term liabilities (HEP: \$61,697 and \$59,376, respectively)	196,718	179,965
Equity:		
HollyFrontier stockholders' equity:		
Preferred stock, \$1.00 par value – 5,000,000 shares authorized; none issued	—	—
Common stock \$.01 par value – 320,000,000 shares authorized; 255,962,866 shares issued as of September 30, 2016 and December 31, 2015	2,560	2,560

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Additional capital	4,026,558	4,011,052
Retained earnings	2,782,373	3,271,189
Accumulated other comprehensive income (loss)	7,627	(4,155 )
Common stock held in treasury, at cost – 79,440,518 and 75,728,478 shares as of September 30, 2016 and December 31, 2015, respectively	(2,156,904 )	(2,027,231 )
Total HollyFrontier stockholders' equity	4,662,214	5,253,415
Noncontrolling interest	558,187	556,358
Total equity	5,220,401	5,809,773
Total liabilities and equity	\$ 8,596,448	\$ 8,388,299

Parenthetical amounts represent asset and liability balances attributable to Holly Energy Partners, L.P. ("HEP") as of September 30, 2016 and December 31, 2015. HEP is a consolidated variable interest entity.

See accompanying notes.

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**HOLLYFRONTIER CORPORATION**  
**CONSOLIDATED STATEMENTS OF INCOME**

(Unaudited)

(In thousands, except per share data)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
Sales and other revenues	\$2,847,270	\$3,585,823	\$7,580,632	\$10,294,361
Operating costs and expenses:				
Cost of products sold (exclusive of depreciation and amortization):				
Cost of products sold (exclusive of lower of cost or market inventory valuation adjustment)	2,341,837	2,653,859	6,215,155	7,792,707
Lower of cost or market inventory valuation adjustment	312	225,451	(194,282 )	83,425
	2,342,149	2,879,310	6,020,873	7,876,132
Operating expenses (exclusive of depreciation and amortization)	256,232	265,398	760,151	775,159
General and administrative expenses (exclusive of depreciation and amortization)	32,994	30,746	88,270	86,432
Depreciation and amortization	91,130	87,764	269,433	255,579
Goodwill and asset impairment	—	—	654,084	—
Total operating costs and expenses	2,722,505	3,263,218	7,792,811	8,993,302
Income (loss) from operations	124,765	322,605	(212,179 )	1,301,059
Other income (expense):				
Earnings (loss) of equity method investments	3,767	1,269	10,155	(5,907 )
Interest income	778	673	1,380	2,403
Interest expense	(19,550 )	(11,102 )	(45,888 )	(31,813 )
Loss on early extinguishment of debt	—	—	(8,718 )	(1,370 )
Gain on sale of assets and other	107	7,228	300	8,867
	(14,898 )	(1,932 )	(42,771 )	(27,820 )
Income (loss) before income taxes	109,867	320,673	(254,950 )	1,273,239
Income tax expense (benefit):				
Current	10,094	215,381	(32,272 )	509,956
Deferred	12,102	(105,315 )	38,731	(63,172 )
	22,196	110,066	6,459	446,784
Net income (loss)	87,671	210,607	(261,409 )	826,455
Less net income attributable to noncontrolling interest	13,174	14,285	52,209	42,433
Net income (loss) attributable to HollyFrontier stockholders	\$74,497	\$196,322	\$(313,618 )	\$784,022
Earnings (loss) per share attributable to HollyFrontier stockholders:				
Basic	\$0.42	\$1.05	\$(1.78 )	\$4.09
Diluted	\$0.42	\$1.04	\$(1.78 )	\$4.09
Cash dividends declared per common share	\$0.33	\$0.33	\$0.99	\$0.98
Average number of common shares outstanding:				
Basic	175,871	187,208	176,157	191,182
Diluted	175,993	187,344	176,157	191,282

See accompanying notes.

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HOLLYFRONTIER CORPORATION  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(Unaudited)  
(In thousands)

	Three Months Ended September 30, 2016		Nine Months Ended September 30, 2015		
Net income (loss)	\$87,671	\$210,607	\$(261,409)	\$826,455	
Other comprehensive income (loss):					
Securities available-for-sale:					
Unrealized gain (loss) on marketable securities	(29	) 166	61	217	
Reclassification adjustments to net income on sale or maturity of marketable securities	—	—	23	(46	)
Net unrealized gain (loss) on marketable securities	(29	) 166	84	171	
Hedging instruments:					
Change in fair value of cash flow hedging instruments	(1,310	) (357	) (19,307	) (7,590	)
Reclassification adjustments to net income on settlement of cash flow hedging instruments	4,141	(9,248	) 37,450	(27,683	)
Amortization of unrealized loss attributable to discontinued cash flow hedges	270	270	810	810	
Net unrealized gain (loss) on hedging instruments	3,101	(9,335	) 18,953	(34,463	)
Other comprehensive income (loss) before income taxes	3,072	(9,169	) 19,037	(34,292	)
Income tax expense (benefit)	1,119	(3,488	) 7,436	(13,088	)
Other comprehensive income (loss)	1,953	(5,681	) 11,601	(21,204	)
Total comprehensive income (loss)	89,624	204,926	(249,808	) 805,251	
Less noncontrolling interest in comprehensive income (loss)	13,353	14,127	52,028	41,956	
Comprehensive income (loss) attributable to HollyFrontier stockholders	\$76,271	\$190,799	\$(301,836)	\$763,295	

See accompanying notes.

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**HOLLYFRONTIER CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**

(Unaudited)

(In thousands)

	Nine Months Ended September 30,	
	2016	2015
Cash flows from operating activities:		
Net income (loss)	\$(261,409)	\$826,455
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	269,433	255,579
Goodwill and asset impairment	654,084	—
Lower of cost or market inventory valuation adjustment	(194,282 )	83,425
Net loss of equity method investments, inclusive of distributions	313	8,282
Gain on sale of assets	(107 )	(8,619 )
(Gain) loss on early extinguishment of debt	8,718	(3,788 )
Deferred income taxes	38,731	(63,172 )
Equity-based compensation expense	16,696	21,928
Change in fair value – derivative instruments	(12,319 )	17,861
Excess tax expense from equity based compensation	(4,051 )	—
(Increase) decrease in current assets:		
Accounts receivable	(43,959 )	68,021
Inventories	(54,643 )	(85,318 )
Income taxes receivable	(42,683 )	11,719
Prepayments and other	18,236	(8,312 )
Increase (decrease) in current liabilities:		
Accounts payable	114,771	(203,289 )
Income taxes payable	(8,142 )	19,894
Accrued liabilities	39,527	13,503
Turnaround expenditures	(104,224 )	(55,905 )
Other, net	9,534	5,077
Net cash provided by operating activities	444,224	903,341
Cash flows from investing activities:		
Additions to properties, plants and equipment	(339,253 )	(390,585 )
Additions to properties, plants and equipment – HEP	(48,224 )	(83,312 )
Purchase of equity method investment - HEP	(42,550 )	(54,641 )
Proceeds from sale of assets	606	15,831
Purchases of marketable securities	(155,091 )	(402,984 )
Sales and maturities of marketable securities	187,358	490,251
Net cash used for investing activities	(397,154 )	(425,440 )
Cash flows from financing activities:		
Borrowings under credit agreements	625,500	443,000
Repayments under credit agreements	(957,500 )	(360,000 )
Net proceeds from issuance of senior notes - HFC	246,690	—
Net proceeds from issuance of senior notes - HEP	394,000	—
Net proceeds from issuance of term loan	350,000	—
Redemption of senior notes	—	(155,156 )

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Repayment of financing obligation	(39,500 )	—
Net proceeds from issuance of common units - HEP	22,791	—
Purchase of treasury stock	(133,430 )	(481,766 )
Dividends	(175,194 )	(187,372 )
Distributions to noncontrolling interest	(66,571 )	(61,366 )
Other, net	(14,068 )	(3,495 )
Net cash provided by (used for) financing activities	252,718	(806,155 )
Cash and cash equivalents:		
Increase (decrease) for the period	299,788	(328,254 )
Beginning of period	66,533	567,985
End of period	\$366,321	\$239,731
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Interest	\$39,671	\$40,608
Income taxes	\$23,557	\$484,516
See accompanying notes.		

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HOLLYFRONTIER CORPORATION  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)

NOTE 1: Description of Business and Presentation of Financial Statements

References herein to HollyFrontier Corporation (“HollyFrontier”) include HollyFrontier and its consolidated subsidiaries. In accordance with the Securities and Exchange Commission’s (“SEC”) “Plain English” guidelines, this Quarterly Report on Form 10-Q has been written in the first person. In these financial statements, the words “we,” “our,” “ours” and “us” refer only to HollyFrontier and its consolidated subsidiaries or to HollyFrontier or an individual subsidiary and not to any other person, with certain exceptions. Generally, the words “we,” “our,” “ours” and “us” include Holly Energy Partners, L.P. (“HEP”) and its subsidiaries as consolidated subsidiaries of HollyFrontier, unless when used in disclosures of transactions or obligations between HEP and HollyFrontier or its other subsidiaries. These financial statements contain certain disclosures of agreements that are specific to HEP and its consolidated subsidiaries and do not necessarily represent obligations of HollyFrontier. When used in descriptions of agreements and transactions, “HEP” refers to HEP and its consolidated subsidiaries.

We are principally an independent petroleum refiner that produces high-value light products such as gasoline, diesel fuel, jet fuel, specialty lubricant products, and specialty and modified asphalt. We own and operate petroleum refineries that serve markets throughout the Mid-Continent, Southwest and Rocky Mountain regions of the United States. As of September 30, 2016, we:

owned and operated a petroleum refinery in El Dorado, Kansas (the “El Dorado Refinery”), two refinery facilities located in Tulsa, Oklahoma (collectively, the “Tulsa Refineries”), a refinery in Artesia, New Mexico that is operated in conjunction with crude oil distillation and vacuum distillation and other facilities situated 65 miles away in Lovington, New Mexico (collectively, the “Navajo Refinery”), a refinery located in Cheyenne, Wyoming (the “Cheyenne Refinery”) and a refinery in Woods Cross, Utah (the “Woods Cross Refinery”);  
owned and operated HollyFrontier Asphalt Company LLC (“HFC Asphalt”) which operates various asphalt terminals in Arizona, New Mexico and Oklahoma; and  
owned a 39% interest in HEP, a consolidated variable interest entity (“VIE”), which includes our 2% general partner interest.

On October 29, 2016, our wholly-owned subsidiary, 9952110 Canada Inc. (“Purchaser”), entered into a share purchase agreement with Suncor Energy Inc. (“Suncor”) to acquire 100% of the outstanding capital stock of Petro-Canada Lubricants Inc. (“PCLI”), for cash consideration of CAD \$1.125 billion (or approximately \$845 million based on the exchange rate at time of signing), subject to customary adjustments at closing. The PCLI plant, located in Mississauga, Ontario, is the largest producer of base oils in Canada with 15,600 BPD of lubricant production capacity, and is the only North American producer of high margin Group III base oils. In connection with the closing of the acquisition, PCLI and the Purchaser will enter into various commercial and lease agreements with Suncor. The share purchase agreement provides for customary representations, warranties and covenants, and provides for the payment of fees by the Purchaser to Suncor upon the termination of the share purchase agreement under certain circumstances, including failure to obtain certain regulatory approvals. The acquisition is expected to close in the first quarter of 2017, subject to the receipt of certain regulatory approvals. We expect to fund the transaction with a combination of debt and cash on hand.

We have prepared these consolidated financial statements without audit. In management’s opinion, these consolidated financial statements include all normal recurring adjustments necessary for a fair presentation of our consolidated financial position as of September 30, 2016, the consolidated results of operations and comprehensive income for the



three and nine months ended September 30, 2016 and 2015 and consolidated cash flows for the nine months ended September 30, 2016 and 2015 in accordance with the rules and regulations of the SEC. Although certain notes and other information required by generally accepted accounting principles in the United States (“GAAP”) have been condensed or omitted, we believe that the disclosures in these consolidated financial statements are adequate to make the information presented not misleading. These consolidated financial statements should be read in conjunction with our Annual Report on Form 10-K for the year ended December 31, 2015 that has been filed with the SEC.

Our results of operations for the nine months ended September 30, 2016 are not necessarily indicative of the results of operations to be realized for the year ending December 31, 2016.

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HOLLYFRONTIER CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) Continued

**Accounts Receivable:** Our accounts receivable consist of amounts due from customers that are primarily companies in the petroleum industry. Credit is extended based on our evaluation of the customer's financial condition, and in certain circumstances collateral, such as letters of credit or guarantees, is required. We reserve for doubtful accounts based on our historical loss experience as well as specific accounts identified as high risk, which historically have been minimal. Credit losses are charged to the allowance for doubtful accounts when an account is deemed uncollectible. Our allowance for doubtful accounts was \$2.3 million at both September 30, 2016 and December 31, 2015.

**Inventories:** Inventories are stated at the lower of cost, using the last-in, first-out ("LIFO") method for crude oil, unfinished and finished refined products and the average cost method for materials and supplies, or market. In periods of rapidly declining prices, LIFO inventories may have to be written down to market value due to the higher costs assigned to LIFO layers in prior periods. In addition, the use of the LIFO inventory method may result in increases or decreases to cost of sales in years that inventory volumes decline as the result of charging cost of sales with LIFO inventory costs generated in prior periods. An actual valuation of inventory under the LIFO method is made at the end of each year based on the inventory levels at that time. Accordingly, interim LIFO calculations are based on management's estimates of expected year-end inventory levels and are subject to the final year-end LIFO inventory valuation.

**Goodwill and Long-lived Assets:** As of December 31, 2015, our goodwill balance was \$2.3 billion, with \$1.7 billion, \$0.3 billion and \$0.3 billion allocated to our El Dorado Refinery, Cheyenne Refinery and HEP reporting units, respectively. Goodwill represents the excess of the cost of an acquired entity over the fair value of the assets acquired and liabilities assumed. Goodwill is not subject to amortization and is tested annually or more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Our goodwill impairment testing first entails a comparison of our reporting unit fair values relative to their respective carrying values. If carrying value exceeds fair value for a reporting unit, we measure goodwill impairment as the excess of the carrying amount of reporting unit goodwill over the implied fair value of that goodwill based on estimates of the fair value of all assets and liabilities in the reporting unit. Prior to the second quarter of 2016, there had been no impairments to goodwill.

Our long-lived assets principally consist of our refining assets that are organized as refining asset groups. These refinery asset groups also constitute our individual refinery reporting units that are used for testing and measuring goodwill impairments (El Dorado and Cheyenne). Our long-lived assets are evaluated for impairment by identifying whether indicators of impairment exist and if so, assessing whether the long-lived assets are recoverable from estimated future undiscounted cash flows. The actual amount of impairment loss measured, if any, is equal to the amount by which the asset group's carrying value exceeds its fair value.

**Goodwill and long-lived asset impairments**

As of April 30, 2016, we performed interim goodwill impairment and related long-lived asset impairment testing of our El Dorado and Cheyenne Refinery reporting units after identifying a combination of events and circumstances which were indicators of potential goodwill and long-lived asset impairment, including lower than typical gross margins during the summer driving season, a current outlook of lower future gross margins, and the recent decline in our common share price which has resulted in a decrease in our market capitalization. In conjunction with our interim goodwill impairment testing performed, we first assessed the carrying values of our refining long-lived asset groups for recoverability.

The estimated fair values of our goodwill reporting units and long-lived asset groups were derived using a combination of both income and market approaches. The income approach reflects expected future cash flows based on estimates of future crack spreads, forecasted production levels, operating costs and capital expenditures. Our market approaches include both the guideline public company and guideline transaction methods. Both methods utilize pricing multiples derived from historical market transactions of other like-kind assets. These fair value measurements involve significant unobservable inputs (Level 3 inputs). See Note 3 for further discussion of Level 3 inputs.

As a result of our impairment testing during the second quarter of 2016, we determined that the carrying value of the long-lived assets of the Cheyenne Refinery had been impaired and recorded long-lived asset impairment charges of \$344.8 million. Additionally, the carrying value of the Cheyenne Refinery's goodwill was fully impaired and a goodwill impairment charge of \$309.3 million was also recorded, representing all of the goodwill allocated to our Cheyenne Refinery. Our interim testing did not identify any other impairment.

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We performed our annual goodwill impairment testing as of July 1, 2016 and determined the fair value of our El Dorado reporting unit currently exceeds its carrying value by approximately 4%. A reasonable expectation exists that further deterioration in gross margins could result in an impairment of goodwill and the long-lived assets of the El Dorado reporting unit at some point in the future. Such impairment charges could be material. Additionally, testing indicated no impairment of goodwill attributable to our HEP reporting unit.

**Income Taxes:** Provisions for income taxes include deferred taxes resulting from temporary differences in income for financial and tax purposes, using the liability method of accounting for income taxes. The liability method requires the effect of tax rate changes on deferred income taxes to be reflected in the period in which the rate change was enacted. The liability method also requires that deferred tax assets be reduced by a valuation allowance unless it is more likely than not that the assets will be realized.

For the nine months ended September 30, 2016, we recorded an income tax expense of \$6.5 million compared to \$446.8 million for the nine months ended September 30, 2015. This decrease was due principally to a pre-tax loss during the nine months ended September 30, 2016 compared to pre-tax earnings in the same period of 2015. Our effective tax rates, before consideration of earnings attributable to the noncontrolling interest, were 2.5% and 35.1% for the nine months ended September 30, 2016 and 2015, respectively. The year-over-year decrease in the effective tax rate is due principally to the effects of the second quarter \$309.3 million goodwill impairment charge, a significant cause of our \$255.0 million loss before income taxes for the nine months ended September 30, 2016, that is not deductible for income tax purposes.

**Inventory Repurchase Obligations:** We periodically enter into same-party sell / buy transactions, whereby we sell certain refined product inventory and subsequently repurchase the inventory in order to facilitate delivery to certain locations. Such sell / buy transactions are accounted for as inventory repurchase obligations under which proceeds received under the initial sell is recognized as an inventory repurchase obligation that is subsequently reversed when the inventory is repurchased. For the nine months ended September 30, 2016 and 2015, we received proceeds of \$43.9 million and \$66.0 million, respectively, and repaid \$44.9 million and \$67.2 million, respectively, under these sell / buy transactions.

New Accounting Pronouncements

Share-Based Compensation

In March 2016, Accounting Standard Update (“ASU”) 2016-09, “Improvements to Employee Share-Based Payment Accounting,” was issued which simplifies the accounting for employee share-based payment transactions, including the accounting for income taxes, forfeitures and statutory tax withholding requirements, as well as classification in the statement of cash flows. This standard is effective January 1, 2017, at which time we will adopt. We do not expect this standard to have a material impact to our financial condition, results of operations and cash flows.

Leases

In February 2016, ASU 2016-02, “Leases,” was issued requiring leases to be measured and recognized as a lease liability, with a corresponding right-of-use asset on the balance sheet. This standard has an effective date of January 1, 2019, and we are evaluating the impact of this standard.

Consolidation

In February 2015, ASU 2015-02, "Consolidation," was issued to improve consolidation guidance for certain legal entities. It modifies the evaluation of whether limited partnerships and similar legal entities are VIEs or voting interest entities, eliminates the presumption that a general partner should consolidate a limited partnership, affects the consolidation analysis of reporting entities involved with VIEs, particularly those that have fee arrangements and related party provisions and provides a scope exception from consolidation guidance for certain reporting entities that comply with or operate in accordance with requirements that are similar to those included in Rule 2a-7 of the Investment Company Act of 1940 for registered money market funds. We adopted this standard effective January 1, 2016, which did not affect our financial position or results of operations.

#### Revenue Recognition

In May 2014, ASU 2014-09, "Revenue from Contracts with Customers," was issued requiring revenue to be recognized when promised goods or services are transferred to customers in an amount that reflects the expected consideration for these goods or services. This standard has an effective date of January 1, 2018, and we are evaluating the impact of this standard.

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NOTE 2: Holly Energy Partners

HEP, a consolidated VIE, is a publicly held master limited partnership that owns and operates logistic assets consisting of petroleum product and crude oil pipelines, terminals, tankage, loading rack facilities and refinery processing units that principally support our refining and marketing operations in the Mid-Continent, Southwest and Rocky Mountain regions of the United States and Alon USA, Inc.'s ("Alon") refinery in Big Spring, Texas. Additionally, HEP owns a 75% interest in UNEV Pipeline, LLC ("UNEV"), the owner of a pipeline running from Woods Cross, Utah to Las Vegas, Nevada (the "UNEV Pipeline") and associated product terminals; a 50% interest in Frontier Aspen LLC, the owner of a pipeline running from Wyoming to Frontier Station, Utah (the "Frontier Pipeline"); a 50% interest in Osage Pipe Line Company, LLC, the owner of a pipeline running from Cushing, Oklahoma to El Dorado, Kansas (the "Osage Pipeline"); a 50% interest in Cheyenne Pipeline, LLC, the owner of a pipeline running from Fort Laramie, Wyoming to Cheyenne, Wyoming (the "Cheyenne Pipeline"); and a 25% interest in SLC Pipeline LLC, the owner of a pipeline (the "SLC Pipeline") that serves refineries in the Salt Lake City, Utah area.

As of September 30, 2016, we owned a 39% interest in HEP, including the 2% general partner interest. As the general partner of HEP, we have the sole ability to direct the activities that most significantly impact HEP's financial performance, and therefore we consolidate HEP.

HEP has two primary customers (including us) and generates revenues by charging tariffs for transporting petroleum products and crude oil through its pipelines, by charging fees for terminalling refined products and other hydrocarbons, and storing and providing other services at its storage tanks and terminals. Under our long-term transportation agreements with HEP (discussed further below), we accounted for 83% of HEP's total revenues for the nine months ended September 30, 2016. We do not provide financial or equity support through any liquidity arrangements and / or debt guarantees to HEP.

HEP has outstanding debt under a senior secured revolving credit agreement and its senior notes. HEP's creditors have no recourse to our assets. Furthermore, our creditors have no recourse to the assets of HEP and its consolidated subsidiaries. See Note 9 for a description of HEP's debt obligations.

HEP has risk associated with its operations. If a major customer of HEP were to terminate its contracts or fail to meet desired shipping or throughput levels for an extended period of time, revenue would be reduced and HEP could suffer substantial losses to the extent that a new customer is not found. In the event that HEP incurs a loss, our operating results will reflect HEP's loss, net of intercompany eliminations, to the extent of our ownership interest in HEP at that point in time.

Woods Cross Assets

On October 3, 2016, HEP acquired from us all the membership interests of Woods Cross Operating LLC, which owns the crude unit, FCCU and polymerization unit of the first phase of our Woods Cross Refinery expansion project that was completed in the second quarter of 2016, for cash consideration of approximately \$278.0 million.

In connection with this transaction, we entered into 15-year tolling agreements containing minimum quarterly throughput commitments that provide minimum annualized payments to HEP of \$56.7 million.

Cheyenne Pipeline

On June 3, 2016, HEP acquired a 50% interest in Cheyenne Pipeline LLC, owner of the Cheyenne Pipeline, in exchange for a contribution of \$42.5 million in cash to Cheyenne Pipeline LLC. Cheyenne Pipeline will continue to be operated by an affiliate of Plains All American Pipeline, L.P. ("Plains"), which owns the remaining 50% interest. The 87-mile crude oil pipeline runs from Fort Laramie, Wyoming to Cheyenne, Wyoming and has an 80,000 BPD capacity.

#### Tulsa Tanks

On March 31, 2016, HEP acquired crude oil tanks located at our Tulsa Refineries from Plains for \$39.5 million. Previously in 2009, we sold these tanks to Plains and leased them back, and due to our continuing interest in the tanks, we accounted for the transaction as a financing arrangement. Accordingly, the tanks remained on our balance sheet and were depreciated for accounting purposes, and the proceeds received from Plains were recorded as a financing obligation and presented as a component of outstanding debt.

In accounting for HEP's March 2016 purchase from Plains, the amount paid was recorded against our outstanding financing obligation balance of \$30.8 million, with the excess \$8.7 million payment resulting in a loss on early extinguishment of debt.

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Magellan Asset Exchange

On February 22, 2016, we acquired a 50% membership interest in Osage Pipe Line Company, LLC (“Osage”) in exchange for a 20-year terminalling services agreement, whereby a subsidiary of Magellan Midstream Partners (“Magellan Midstream”) will provide terminalling services for all of our products originating in Artesia, New Mexico that require terminalling in or through El Paso, Texas. Under the agreement, we will be charged tariffs based on the volumes of refined product processed. Osage is the owner of the Osage Pipeline, a 135-mile pipeline that transports crude oil from Cushing, Oklahoma to our El Dorado Refinery in Kansas and also has a connection to the Jayhawk pipeline that services the CHS refinery in McPherson, Kansas. This exchange was accounted for at fair value, whereby the 50% membership interest in the Osage Pipeline was recorded at appraised fair value and an offsetting residual deferred credit in the amount of \$38.9 million was recorded, which will be amortized over the 20-year service period. No gain or loss was recorded for this exchange.

Also on February 22, 2016, we contributed the 50% membership interest in Osage to HEP, and in exchange received HEP’s El Paso terminal. Pursuant to this exchange, HEP agreed to build two connections to Magellan Midstream’s El Paso terminal. In addition, HEP agreed to become operator of the Osage Pipeline. This exchange was accounted for at carry-over basis with no resulting gain or loss.

Frontier Pipeline Transaction

On August 31, 2015, HEP purchased a 50% interest in Frontier Aspen LLC (previously known as Frontier Pipeline Company), owner of the Frontier Pipeline, from an affiliate of Enbridge, Inc. for \$54.6 million. Frontier Pipeline will continue to be operated by an affiliate of Plains, which owns the remaining 50% interest. The 289-mile crude oil pipeline runs from Casper, Wyoming to Frontier Station, Utah, has a 72,000 BPD capacity, and supplies Canadian and Rocky Mountain crudes to Salt Lake City area refiners through a connection to the SLC Pipeline.

HEP’s acquisitions from us are eliminated upon consolidation and have no impact on the consolidated financial statements.

HEP Private Placement Agreement

On September 16, 2016, HEP entered into a common unit purchase agreement in which certain purchasers agreed to purchase in a private placement 3,420,000 HEP common units, representing limited partnership interests, at a price of \$30.18 per common unit. The private placement closed on October 3, 2016, at which time HEP received proceeds of approximately \$103 million, which were used to finance a portion of the Woods Cross assets acquisition. In connection with this private placement and to maintain our 2% general partner interest in HEP, we made capital contributions totaling \$2.1 million to HEP in October 2016. After this common unit issuance, our interest in HEP is 37%, including the 2% general partner interest. Additionally, HEP entered into a registration rights agreement with the purchasers, which requires that HEP file a registration statement with the SEC within 60 days following the closing of the private placement to register the purchased units under the Securities Act. The registration statement will be automatically effective and the units fully transferable upon filing.

HEP Common Unit Continuous Offering Program

On May 10, 2016, HEP established a continuous offering program under which HEP may issue and sell common units from time to time, representing limited partner interests, up to an aggregate gross sales amount of \$200 million. As of September 30, 2016, HEP has issued 703,455 units under this program, providing \$23.0 million in net proceeds. In connection with this program and to maintain our 2% general partner interest in HEP, we made capital contributions



totaling \$0.5 million as of September 30, 2016.

HEP intends to use the net proceeds for general partnership purposes, which may include funding working capital, repayment of debt, acquisitions and capital expenditures. Amounts repaid under HEP's credit facility may be reborrowed from time to time.

As a result of this transaction and resulting HEP ownership changes, we adjusted additional capital and equity attributable to HEP's noncontrolling interest holders to reallocate HEP's equity among its unitholders.

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## Transportation Agreements

HEP serves our refineries under long-term pipeline, terminal and tankage throughput agreements and refinery processing tolling agreements expiring from 2019 through 2036. Under these agreements, we pay HEP fees to transport, store and process throughput volumes of refined products, crude oil and feedstocks on HEP's pipeline, terminals, tankage, loading rack facilities and refinery processing units that result in minimum annual payments to HEP including UNEV (a consolidated subsidiary of HEP). Under these agreements, the agreed upon tariff rates are subject to annual tariff rate adjustments on July 1 at a rate based upon the percentage change in Producer Price Index or Federal Energy Regulatory Commission index. As of July 1, 2016, these agreements result in minimum annualized payments to HEP of \$321.1 million.

## NOTE 3: Fair Value Measurements

Our financial instruments consist of cash and cash equivalents, investments in marketable securities, accounts receivable, accounts payable, debt and derivative instruments. The carrying amounts of cash and cash equivalents, accounts receivable and accounts payable approximate fair value. HEP's outstanding credit agreement borrowings and HFC's term loan also approximate fair value as interest rates are reset frequently at current interest rates on both debt instruments.

Fair value measurements are derived using inputs (assumptions that market participants would use in pricing an asset or liability, including assumptions about risk). GAAP categorizes inputs used in fair value measurements into three broad levels as follows:

• (Level 1) Quoted prices in active markets for identical assets or liabilities.

(Level 2) Observable inputs other than quoted prices included in Level 1, such as quoted prices for similar assets and liabilities in active markets, similar assets and liabilities in markets that are not active or can be corroborated by observable market data.

• (Level 3) Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. This includes valuation techniques that involve significant unobservable inputs.

The carrying amounts and estimated fair values of marketable securities, derivative instruments and senior notes at September 30, 2016 and December 31, 2015 were as follows:

	Carrying Amount	Fair Value	Fair Value by Input Level		
			Level 1	Level 2	Level 3
	(In thousands)				
September 30, 2016					
Assets:					
Marketable securities	\$ 111,842	\$ 111,842	\$ —	\$ 111,842	\$ —
Commodity price swaps	19,070	19,070	—	19,070	—
Forward contracts	2,008	2,008	—	2,008	—
Total assets	\$ 132,920	\$ 132,920	\$ —	\$ 132,920	\$ —

Liabilities:

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NYMEX futures contracts	\$3,680	\$3,680	\$3,680	\$—	\$ —
Commodity price swaps	44,121	44,121	—	44,121	—
Forward contracts	1,076	1,076	—	1,076	—
HollyFrontier senior notes	246,069	271,875	—	271,875	—
HEP senior notes	690,615	720,250	—	720,250	—
HEP interest rate swaps	109	109	—	109	—
Total liabilities	\$985,670	\$1,041,111	\$3,680	\$1,037,431	\$ —

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## HOLLYFRONTIER CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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Financial Instrument	Carrying Amount	Fair Value	Fair Value by Input Level		
			Level 1	Level 2	Level 3
(In thousands)					
December 31, 2015					
Assets:					
Marketable securities	\$ 144,019	\$ 144,019	\$ —	\$ 144,019	\$ —
NYMEX futures contracts	3,469	3,469	3,469	—	—
Commodity price swaps	37,097	37,097	—	37,097	—
HEP interest rate swaps	304	304	—	304	—
Total assets	\$ 184,889	\$ 184,889	\$ 3,469	\$ 181,420	\$ —
Liabilities:					
Commodity price swaps	\$ 98,930	\$ 98,930	\$ —	\$ 98,930	\$ —
HEP senior notes	296,752	295,500	—	295,500	—
HEP interest rate swaps	114	114	—	114	—
Total liabilities	\$ 395,796	\$ 394,544	\$ —	\$ 394,544	\$ —

## Level 1 Instruments

Our NYMEX futures contracts are exchange traded and are measured and recorded at fair value using quoted market prices, a Level 1 input.

## Level 2 Instruments

Investments in marketable securities, derivative instruments consisting of commodity price swaps and forward sales and purchase contracts and HEP's interest rate swaps are measured and recorded at fair value using Level 2 inputs. The fair values of the commodity price and interest rate swap contracts are based on the net present value of expected future cash flows related to both variable and fixed rate legs of the respective swap agreements. The measurements are computed using market-based observable inputs, quoted forward commodity prices with respect to our commodity price swaps and the forward London Interbank Offered Rate ("LIBOR") yield curve with respect to HEP's interest rate swaps. The fair value of the marketable securities and senior notes is based on values provided by a third-party, which were derived using market quotes for similar type instruments, a Level 2 input.

## Level 3 Instruments

We at times have forward commodity sales and purchase contracts for which quoted forward market prices are not readily available. The forward rate used to value these forward sales and purchase contracts are derived using a projected forward rate using quoted market rates for similar products, adjusted for regional pricing and grade differentials, a Level 3 input.

The following table presents the changes in fair value of our Level 3 assets and liabilities (all related to derivative instruments) for the three and nine months ended September 30, 2015:

Level 3 Instruments	ThreeNine MonthMonths	
	Month	Months

	Ended September 30, 2015	Ended September 30, 2015
	(In thousands)	
Liability balance at beginning of period	\$ —	\$ —
Change in fair value:		
Recognized in other comprehensive income	—	3,852
Settlement date fair value of contractual maturities:		
Recognized in sales and other revenues	—	(3,852)
Liability balance at end of period	\$ —	\$ —

During the nine months ended September 30, 2016, we recognized goodwill and long-lived asset impairment charges based on fair value measurements (see Note 1). Also, we recognized a non-recurring fair value measurement of \$44.4 million that relates to HEP's equity interest in Osage in February 2016. The fair value measurements were based on a combination of valuation methods including discounted cash flows, and the guideline public company and guideline transaction methods, Level 3 inputs.

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## HOLLYFRONTIER CORPORATION

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## NOTE 4: Earnings Per Share

Basic earnings per share is calculated as net income (loss) attributable to HollyFrontier stockholders divided by the average number of shares of common stock outstanding. Diluted earnings per share assumes, when dilutive, the issuance of the net incremental shares from restricted shares and performance share units. The following is a reconciliation of the denominators of the basic and diluted per share computations for net income (loss) attributable to HollyFrontier stockholders:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
(In thousands, except per share data)				
Net income (loss) attributable to HollyFrontier stockholders	\$74,497	\$196,322	\$(313,618)	\$784,022
Participating securities' share in earnings	275	567	647	2,245
Net income (loss) attributable to common shares	\$74,222	\$195,755	\$(314,265)	\$781,777
Average number of shares of common stock outstanding	175,871	187,208	176,157	191,182
Effect of dilutive variable restricted shares and performance share units <sup>(1)</sup>	122	136	—	100
Average number of shares of common stock outstanding assuming dilution	175,993	187,344	176,157	191,282
Basic earnings (loss) per share	\$0.42	\$1.05	\$(1.78)	\$4.09
Diluted earnings (loss) per share	\$0.42	\$1.04	\$(1.78)	\$4.09
<sup>(1)</sup> Excludes anti-dilutive restricted and performance share units of:	204	263	—	335

## NOTE 5: Stock-Based Compensation

As of September 30, 2016, we have two principal share-based compensation plans (collectively, the “Long-Term Incentive Compensation Plan”).

The compensation cost charged against income for these plans was \$6.2 million and \$6.4 million for the three months ended September 30, 2016 and 2015, respectively, and \$14.8 million and \$18.9 million for the nine months ended September 30, 2016 and 2015, respectively. Our accounting policy for the recognition of compensation expense for awards with pro-rata vesting is to expense the costs ratably over the vesting periods.

Additionally, HEP maintains a share-based compensation plan for Holly Logistic Services, L.L.C.'s non-employee directors and certain executives and employees. Compensation cost attributable to HEP's share-based compensation plan was \$0.7 million and \$1.3 million for the three months ended September 30, 2016 and 2015, respectively, and \$1.9 million and \$3.0 million for the nine months ended September 30, 2016 and 2015, respectively.

## Restricted Stock and Restricted Stock Units

Under our Long-Term Incentive Compensation Plan, we grant certain officers and other key employees restricted stock and restricted stock unit awards with awards generally vesting over a period of one to three years. Restricted stock award recipients are generally entitled to all the rights of absolute ownership of the restricted shares from the date of grant including the right to vote the shares and to receive dividends. Upon vesting, restrictions on the restricted shares lapse at which time they convert to common shares. In addition, we grant non-employee directors restricted

stock unit awards, which typically vest over a period of one year and are payable in stock. The fair value of each restricted stock and restricted stock unit award is measured based on the grant date market price of our common shares and is amortized over the respective vesting period.

A summary of restricted stock and restricted stock unit activity and changes during the nine months ended September 30, 2016 is presented below:

Restricted Stock and Restricted Stock Units	Grants	Weighted Average Grant Date Fair Value	Aggregate Intrinsic Value (\$000)
Outstanding at January 1, 2016 (non-vested)	722,525	\$ 47.50	
Granted	14,556	31.28	
Vesting (transfer/conversion to common stock)	(8,004 )	47.48	
Forfeited	(15,483 )	47.92	
Outstanding at September 30, 2016 (non-vested)	713,594	\$ 47.16	\$ 17,483

For the nine months ended September 30, 2016, restricted stock and restricted stock units vested having a grant date fair value of \$0.4 million. As of September 30, 2016, there was \$11.2 million of total unrecognized compensation cost related to non-vested restricted stock and restricted stock unit grants. That cost is expected to be recognized over a weighted-average period of 1.1 years.

#### Performance Share Units

Under our Long-Term Incentive Compensation Plan, we grant certain officers and other key employees performance share units, which are payable in stock upon meeting certain criteria over the service period, and generally vest over a period of three years. Under the terms of our performance share unit grants, awards are subject to “financial performance” and “market performance” criteria. Financial performance is based on our financial performance compared to a peer group of independent refining companies, while market performance is based on the relative standing of total shareholder return achieved by HollyFrontier compared to peer group companies. The number of shares ultimately issued under these awards can range from zero to 200% of target award amounts. As of September 30, 2016, estimated share payouts for outstanding non-vested performance share unit awards averaged approximately 80% of target amounts.

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A summary of performance share unit activity and changes during the nine months ended September 30, 2016 is presented below:

Performance Share Units	Grants
Outstanding at January 1, 2016 (non-vested)	637,938
Granted	6,384
Forfeited	(147,311)
Outstanding at September 30, 2016 (non-vested)	497,011

As of September 30, 2016, there was \$8.5 million of total unrecognized compensation cost related to non-vested performance share units having a grant date fair value of \$46.04 per unit. That cost is expected to be recognized over a weighted-average period of 1.2 years.

## NOTE 6: Cash and Cash Equivalents and Investments in Marketable Securities

Our investment portfolio at September 30, 2016 consisted of cash, cash equivalents and investments in marketable securities.

We currently invest in marketable debt securities with the maximum maturity or put date of any individual issue generally not greater than one year from the date of purchase, which are usually held until maturity. All of these instruments are classified as available-for-sale and are reported at fair value. Interest income is recorded as earned. Unrealized gains and losses, net of related income taxes, are reported as a component of accumulated other comprehensive income. Upon sale or maturity, realized gains on our marketable debt securities are recognized as interest income. These gains are computed based on the specific identification of the underlying cost of the securities, net of unrealized gains and losses previously reported in other comprehensive income. Unrealized gains and losses on our available-for-sale securities are due to changes in market prices and are considered temporary.

The following is a summary of our marketable securities as of September 30, 2016 and December 31, 2015:

	Amortized Cost	Gross Unrealized Gain	Gross Unrealized Loss	Fair Value (Net Carrying Amount)
(In thousands)				
September 30, 2016				
Certificates of deposit	\$2,300	\$ —	\$ —	\$2,300
Commercial paper	13,330	3	—	13,333
Corporate debt securities	11,658	—	(3 )	11,655
State and political subdivisions debt securities	84,567	2	(15 )	84,554
Total marketable securities	\$111,855	\$ 5	\$ (18 )	\$111,842
December 31, 2015				
Commercial paper	\$22,876	\$ 1	\$ (2 )	\$22,875



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Corporate debt securities	32,311	—	(41	)	32,270
State and political subdivisions debt securities	88,935	6	(67	)	88,874
Total marketable securities	\$144,122	\$ 7	\$ (110	)	\$144,019

Interest income recognized on our marketable securities was \$0.2 million and \$0.5 million for the three months ended September 30, 2016 and 2015, respectively, and \$0.4 million and \$1.4 million for the nine months ended September 30, 2016 and 2015, respectively.

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NOTE 7: Inventories

Inventory consists of the following components:

	September 30, 2016	December 31, 2015
	(In thousands)	
Crude oil	\$554,630	\$ 518,922
Other raw materials and unfinished products <sup>(1)</sup>	279,106	214,832
Finished products <sup>(2)</sup>	534,031	603,568
Lower of cost or market reserve	(430,174 )	(624,457 )
Process chemicals <sup>(3)</sup>	3,416	4,477
Repair and maintenance supplies and other	149,785	124,527
Total inventory	\$1,090,794	\$ 841,869

(1) Other raw materials and unfinished products include feedstocks and blendstocks, other than crude.

(2) Finished products include gasolines, jet fuels, diesels, lubricants, asphalts, LPG's and residual fuels.

(3) Process chemicals include additives and other chemicals.

Inventories, which are valued at the lower of LIFO cost or market, reflect a valuation reserve of \$430.2 million and \$624.5 million at September 30, 2016 and December 31, 2015, respectively. The December 31, 2015 market reserve of \$624.5 million was reversed due to the sale of inventory quantities that gave rise to the 2015 reserve. A new market reserve of \$430.2 million was established as of September 30, 2016 based on market conditions and prices at that time. The effect of the change in lower of cost or market reserve was an increase to cost of goods sold totaling \$0.3 million and \$225.5 million for the three months ended September 30, 2016 and 2015, respectively, and a decrease of \$194.3 million and an increase of \$83.4 million for the nine months ended September 30, 2016 and 2015, respectively.

NOTE 8: Environmental

Environmental costs are charged to operating expenses if they relate to an existing condition caused by past operations and do not contribute to current or future revenue generation. We have ongoing investigations of environmental matters at various locations as part of our assessment process to determine the amount of environmental obligation we may have, if any, with respect to these matters for which we have recorded the estimated cost of the studies. Liabilities are recorded when site restoration and environmental remediation, cleanup and other obligations are either known or considered probable and can be reasonably estimated. Such estimates are undiscounted and require judgment with respect to costs, time frame and extent of required remedial and cleanup activities and are subject to periodic adjustments based on currently available information. Recoveries of environmental costs through insurance, indemnification arrangements or other sources are included in other assets to the extent such recoveries are considered probable.

We expensed \$0.6 million and \$3.0 million for the three months ended September 30, 2016 and 2015, respectively, and \$2.0 million and \$7.6 million for the nine months ended September 30, 2016 and 2015, respectively, for environmental remediation obligations. The accrued environmental liability reflected in our consolidated balance sheets was \$94.5 million and \$98.1 million at September 30, 2016 and December 31, 2015, respectively, of which

\$80.2 million and \$83.5 million, respectively, were classified as other long-term liabilities. These accruals include remediation and monitoring costs expected to be incurred over an extended period of time (up to 30 years for certain projects). The amount of our accrued liability could increase in the future when the results of ongoing investigations become known, are considered probable and can be reasonably estimated.

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HOLLYFRONTIER CORPORATION

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) Continued

NOTE 9: Debt

HollyFrontier Credit Agreement

We have a \$1 billion senior unsecured revolving credit facility maturing in July 2019 (the “HollyFrontier Credit Agreement”), which may be used for revolving credit loans and letters of credit from time to time and is available to fund general corporate purposes. Indebtedness under the HollyFrontier Credit Agreement is recourse to HollyFrontier. During the nine months ended September 30, 2016, we received advances totaling \$315.0 million and repaid \$315.0 million under the HollyFrontier Credit Agreement. At September 30, 2016, we were in compliance with all covenants, had no outstanding borrowings and had outstanding letters of credit totaling \$4.4 million under the HollyFrontier Credit Agreement.

HEP Credit Agreement

In March 2016, HEP amended its senior secured revolving credit facility maturing in November 2018 (the “HEP Credit Agreement”), increasing the size of the facility from \$850 million to \$1.2 billion. The HEP Credit Agreement is available to fund capital expenditures, investments, acquisitions, distribution payments and working capital and for general partnership purposes. It is also available to fund letters of credit up to a \$50 million sub-limit. During the nine months ended September 30, 2016, HEP received advances totaling \$310.5 million and repaid \$642.5 million under the HEP Credit Agreement. At September 30, 2016, HEP was in compliance with all of its covenants, had outstanding borrowings of \$380.0 million and no outstanding letters of credit under the HEP Credit Agreement.

HEP’s obligations under the HEP Credit Agreement are collateralized by substantially all of HEP’s assets. Indebtedness under the HEP Credit Agreement involves recourse to HEP Logistics Holdings, L.P., its general partner, and is guaranteed by HEP’s wholly-owned subsidiaries. Any recourse to the general partner would be limited to the extent of HEP Logistics Holdings, L.P.’s assets, which other than its investment in HEP are not significant. HEP’s creditors have no recourse to our other assets. Furthermore, our creditors have no recourse to the assets of HEP and its consolidated subsidiaries.

HollyFrontier Senior Notes

In March 2016, we issued \$250 million in aggregate principal amount of 5.875% senior notes (the “HollyFrontier Senior Notes”) maturing April 2026. The HollyFrontier Senior Notes are unsecured and unsubordinated obligations of ours and rank equally with all our other existing and future unsecured and unsubordinated indebtedness.

In June 2015, we redeemed our \$150.0 million aggregate principal amount of 6.875% senior notes maturing November 2018 at a redemption cost of \$155.2 million at which time we recognized a \$1.4 million early extinguishment loss consisting of a \$5.2 million debt redemption premium, net of an unamortized premium of \$3.8 million.

HollyFrontier Financing Obligation

In March 2016, we extinguished a financing obligation at a cost of \$39.5 million and recognized an \$8.7 million loss on the early termination. The financing obligation related to a sale and lease-back of certain crude oil tankage that we sold to an affiliate of Plains in October 2009 for \$40.0 million.

HollyFrontier Term Loan

In April 2016, we entered into a \$350 million senior unsecured term loan (the “HollyFrontier Term Loan”) maturing in April 2019. The HollyFrontier Term Loan is fully drawn and may be used for general corporate purposes. Indebtedness under the HollyFrontier Term Loan is recourse to HollyFrontier.

#### HEP Senior Notes

HEP has \$300 million aggregate principal amount of 6.5% senior notes maturing March 2020.

In July 2016, HEP issued \$400 million in aggregate principal amount of 6.0% HEP senior notes maturing in 2024 in a private placement. HEP used the net proceeds to repay indebtedness under the HEP Credit Agreement.

The 6.5% and 6.0% HEP senior notes (collectively, the “HEP Senior Notes”) are unsecured and impose certain restrictive covenants, including limitations on HEP’s ability to incur additional indebtedness, make investments, sell assets, incur certain liens, pay distributions, enter into transactions with affiliates, and enter into mergers. At any time when the HEP Senior Notes are rated investment grade by both Moody’s and Standard & Poor’s and no default or event of default exists, HEP will not be subject to many of the foregoing covenants. Additionally, HEP has certain redemption rights under the HEP Senior Notes.

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## HOLLYFRONTIER CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) Continued

Indebtedness under the HEP Senior Notes is guaranteed by HEP's wholly-owned subsidiaries. HEP's creditors have no recourse to our assets. Furthermore, our creditors have no recourse to the assets of HEP and its consolidated subsidiaries.

The carrying amounts of long-term debt are as follows:

	September 30, 2016	December 31, 2015
	(In thousands)	
HollyFrontier 5.875% Senior Notes		
Principal	\$ 250,000	\$ —
Unamortized discount and debt issuance costs	(3,931)	) —
	246,069	—
Term loan		
Principal	350,000	—
Debt issuance costs	(1,082)	) —
	348,918	—
Financing Obligation	—	31,288
Total HollyFrontier long-term debt	594,987	31,288
HEP Credit Agreement	380,000	712,000
HEP 6% Senior Notes		
Principal	400,000	—
Unamortized discount and debt issuance costs	(6,712)	) —
	393,288	—
HEP 6.5% Senior Notes		
Principal	300,000	300,000
Unamortized discount and debt issuance costs	(2,673)	) (3,248)
	297,327	296,752
Total HEP long-term debt	1,070,615	1,008,752
Total long-term debt	\$ 1,665,602	\$ 1,040,040

We capitalized interest attributable to construction projects of \$1.8 million and \$0.1 million for the three months ended September 30, 2016 and 2015, respectively, and \$6.0 million and \$5.5 million for the nine months ended September 30, 2016 and 2015, respectively.

## NOTE 10: Derivative Instruments and Hedging Activities

### Commodity Price Risk Management

Our primary market risk is commodity price risk. We are exposed to market risks related to the volatility in crude oil and refined products, as well as volatility in the price of natural gas used in our refining operations. We periodically enter into derivative contracts in the form of commodity price swaps, forward purchase and sales and futures contracts to mitigate price exposure with respect to:

- our inventory positions;
- natural gas purchases;
- costs of crude oil and related grade differentials;
- prices of refined products; and
- our refining margins.

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## HOLLYFRONTIER CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) Continued

## Accounting Hedges

We have swap contracts serving as cash flow hedges against price risk on forecasted purchases of natural gas. We also periodically have forward sales contracts that lock in the prices of future sales of crude oil and refined product and swap contracts serving as cash flow hedges against price risk on forecasted purchases of WTI crude oil and forecasted sales of refined product. These contracts have been designated as accounting hedges and are measured at fair value with offsetting adjustments (gains/losses) recorded directly to other comprehensive income. These fair value adjustments are later reclassified to earnings as the hedging instruments mature. On a quarterly basis, hedge ineffectiveness is measured by comparing the change in fair value of the swap contracts against the expected future cash inflows/outflows on the respective transaction being hedged. Any hedge ineffectiveness is also recognized in earnings.

The following table presents the pre-tax effect on other comprehensive income ("OCI") and earnings due to fair value adjustments and maturities of commodity price swaps and forward sales under hedge accounting:

	Unrealized Gain (Loss) Recognized in OCI	Gain (Loss) Recognized in Earnings Due to Settlements		Gain (Loss) Attributable to Hedge Ineffectiveness Recognized in Earnings	
		Location	Amount	Location	Amount
(In thousands)					
Three Months Ended September 30, 2016					
Change in fair value	\$ (1,511 )				
Loss reclassified to earnings due to settlements	4,046	Sales and other revenues	\$ 228		
Amortization of discontinued hedges reclassified to earnings	270	Operating expenses	(4,544 )	Operating expenses	\$ —
Total	\$ 2,805		\$ (4,316 )		\$ —
Three Months Ended September 30, 2015					
Change in fair value	\$ 430	Sales and other revenues	\$ 57,513		
Gain reclassified to earnings due to settlements	(9,774 )	Cost of products sold	(44,023 )		
Amortization of discontinued hedges reclassified to earnings	270	Operating expenses	(3,986 )	Cost of products sold	\$ 638
Total	\$ (9,074 )		\$ 9,504		\$ 638
Nine Months Ended September 30, 2016					
Change in fair value	\$ (18,570 )				
Loss reclassified to earnings due to settlements	37,012	Sales and other revenues	\$ (20,425 )		
Amortization of discontinued hedge reclassified to earnings	810	Operating expenses	(17,397 )	Operating expenses	\$ —



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Total	\$ 19,252		\$ (37,822 )		\$ —
Nine Months Ended September 30, 2015					
Change in fair value	\$ (5,217 )	Sales and other revenues	\$ 156,445	Sales and other revenues	\$ (274 )
Gain reclassified to earnings due to settlements	(29,268 )	Cost of products sold	(115,756 )	Cost of products sold	4,376
Amortization of discontinued hedge reclassified to earnings	810	Operating expenses	(12,231 )	Operating expenses	547
Total	\$ (33,675 )		\$ 28,458		\$ 4,649

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## HOLLYFRONTIER CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) Continued

As of September 30, 2016, we have the following notional contract volumes related to outstanding derivative instruments serving as cash flow hedges against price risk on forecasted transactions:

Derivative Instruments	Total Outstanding Notional	Notional Contract Volumes by Year of Maturity		Unit of Measure
		2016	2017	
Natural gas price swaps - long	12,000,000	2,400,000	9,600,000	MMBTU
Physical crude contracts - short	150,000	150,000	—	Barrels

In 2013, we dedesignated certain commodity price swaps (long positions) that previously received hedge accounting treatment. These contracts now serve as economic hedges against price risk on forecasted natural gas purchases totaling 12,000,000 MMBTU's to be purchased ratably through 2017. As of September 30, 2016, we have an unrealized loss of \$1.4 million classified in accumulated other comprehensive income that relates to the application of hedge accounting prior to dedesignation that is amortized as a charge to operating expenses as the contracts mature.

**Economic Hedges**

We also have swap contracts that serve as economic hedges (derivatives used for risk management, but not designated as accounting hedges) to fix our purchase price on forecasted purchases of WTI crude oil, and to lock in basis spread differentials on forecasted purchases of crude oil and natural gas. Also, we have NYMEX futures contracts to lock in prices on forecasted purchases of inventory. These contracts are measured at fair value with offsetting adjustments (gains/losses) recorded directly to income.

The following table presents the pre-tax effect on income due to maturities and fair value adjustments of our economic hedges:

Location of Gain (Loss) Recognized in Earnings	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
(In thousands)				
Cost of products sold	\$(2,438)	\$13,872	\$(1,135)	\$41,445
Operating expenses	(2,291 )	(6,528 )	2,322	(7,072 )
Total	\$(4,729)	\$7,344	\$1,187	\$34,373

As of September 30, 2016, we have the following notional contract volumes related to our outstanding derivative contracts serving as economic hedges:

Derivative Instrument	Total Outstanding	Notional Contract Volumes by Year of Maturity		Unit of Measure
		2016	2017	

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Notional

Crude price swaps (basis spread) - long	5,494,000	2,944,000	2,550,000	Barrels
Natural gas price swaps (basis spread) - long	12,885,000	2,577,000	10,308,000	MMBTU
Natural gas price swaps - long	12,000,000	2,400,000	9,600,000	MMBTU
Natural gas price swaps - short	12,000,000	2,400,000	9,600,000	MMBTU
NYMEX futures (WTI) - short	1,950,000	1,265,000	685,000	Barrels
Forward gasoline and diesel contracts - long	705,000	695,000	10,000	Barrels

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## HOLLYFRONTIER CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) Continued

## Interest Rate Risk Management

HEP uses interest rate swaps to manage its exposure to interest rate risk.

As of September 30, 2016, HEP had two interest rate swap contracts with identical terms that hedge its exposure to the cash flow risk caused by the effects of LIBOR changes on \$150.0 million in credit agreement advances. The swaps effectively convert \$150.0 million of LIBOR based debt to fixed rate debt having an interest rate of 0.74% plus an applicable margin of 2.25% as of September 30, 2016, which equaled an effective interest rate of 2.99%. Both of these swap contracts mature in July 2017 and have been designated as cash flow hedges. To date, there has been no ineffectiveness on these cash flow hedges.

The following table presents the pre-tax effect on other comprehensive income and earnings due to fair value adjustments and maturities of HEP's interest rate swaps under hedge accounting:

	Unrealized Gain (Loss) Recognized in OCI	Loss Recognized in Earnings Due to Settlements	Location	Amount
(In thousands)				
Three Months Ended September 30, 2016				
Interest rate swaps				
Change in fair value	\$201			
Loss reclassified to earnings due to settlements	95	Interest expense		\$(95 )
Total	\$296			\$(95 )
Three Months Ended September 30, 2015				
Interest rate swaps				
Change in fair value	\$(787 )			
Loss reclassified to earnings due to settlements	526	Interest expense		\$(526 )
Total	\$(261 )			\$(526 )
Nine Months Ended September 30, 2016				
Interest rate swaps				
Change in fair value	\$(737 )			
Loss reclassified to earnings due to settlements	438	Interest expense		\$(438 )
Total	\$(299 )			\$(438 )
Nine Months Ended September 30, 2015				
Interest rate swaps				
Change in fair value	\$(2,373)			
Loss reclassified to earnings due to settlements	1,585	Interest expense		\$(1,585)
Total	\$(788 )			\$(1,585)



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## HOLLYFRONTIER CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) Continued

The following table presents the fair value and balance sheet locations of our outstanding derivative instruments. These amounts are presented on a gross basis with offsetting balances that reconcile to a net asset or liability position in our consolidated balance sheets. We present on a net basis to reflect the net settlement of these positions in accordance with provisions of our master netting arrangements.

	Derivatives in Net Asset Position			Derivatives in Net Liability Position		
	Gross Assets	Liabilities	Net Assets	Gross Liabilities	Assets	Net Liabilities
	Offset in Balance Sheet	Recognized in Balance Sheet		Offset in Balance Sheet	Recognized in Balance Sheet	
	(In thousands)					
September 30, 2016						
Derivatives designated as cash flow hedging instruments:						
Commodity price swap contracts	\$—	\$—	\$ —	\$20,460	\$—	\$ 20,460
Forward contracts	—	—	—	129	(80)	) 49
Interest rate swap contracts	—	—	—	109	—	109
	\$—	\$—	\$ —	\$20,698	\$(80)	) \$ 20,618
Derivatives not designated as cash flow hedging instruments:						
Commodity price swap contracts	\$36	\$(2)	\$ 34	\$23,767	\$(19,142)	\$ 4,625
NYMEX futures contracts	—	—	—	3,680	—	3,680
Forward contracts	1,928	—	1,928	947	—	947
	\$1,964	\$(2)	\$ 1,962	\$28,394	\$(19,142)	\$ 9,252
Total net balance			\$ 1,962			\$ 29,870
Balance sheet classification:	Prepayment and other	\$ 1,928		Accrued liabilities		\$ 24,962
	Intangibles and other	34		Other long-term liabilities		4,908
		\$ 1,962				\$ 29,870
	Derivatives in Net Asset Position			Derivatives in Net Liability Position		
	Gross Assets	Liabilities	Net Assets	Gross Liabilities	Assets	Net Liabilities
	Offset in Balance Sheet	Recognized in Balance Sheet		Offset in Balance Sheet	Recognized in Balance Sheet	
	(In thousands)					
December 31, 2015						

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Derivatives designated as cash flow hedging instruments:

Commodity price swap contracts	\$—	\$—	\$—	\$38,755	\$—	\$ 38,755
Interest rate swap contracts	304	—	304	114	—	114
	\$304	\$—	\$ 304	\$38,869	\$—	\$ 38,869

Derivatives not designated as cash flow hedging instruments:

Commodity price swap contracts	\$—	\$—	\$—	\$60,196	\$(37,118)	\$ 23,078
NYMEX futures contracts	3,469	—	3,469	—	—	—
	\$3,469	\$—	\$ 3,469	\$60,196	\$(37,118)	\$ 23,078

Total net balance		\$ 3,773				\$ 61,947
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Balance sheet classification:	Prepayment and other	\$ 3,469	Accrued liabilities	\$ 36,976
	Intangibles and other	304	Other long-term liabilities	24,971
		\$ 3,773		\$ 61,947

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## HOLLYFRONTIER CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) Continued

At September 30, 2016, we had a pre-tax net unrealized loss of \$21.8 million classified in accumulated other comprehensive income that relates to all accounting hedges having contractual maturities through 2017. Assuming commodity prices and interest rates remain unchanged, an unrealized loss of \$17.2 million will be effectively transferred from accumulated other comprehensive income into the statement of income as the hedging instruments contractually mature over the next twelve-month period.

## NOTE 11: Equity

Changes to equity during the nine months ended September 30, 2016 are presented below:

	HollyFrontier Stockholders' Equity (In thousands)	Noncontrolling Interest	Total Equity
Balance at December 31, 2015	\$5,253,415	\$ 556,358	\$5,809,773
Net income (loss)	(313,618 )	52,209	(261,409 )
Dividends	(175,194 )	—	(175,194 )
Distributions to noncontrolling interest holders	—	(66,571 )	(66,571 )
Other comprehensive income (loss), net of tax	11,782	(181 )	11,601
Allocated equity on HEP common unit issuances, net of tax	4,480	15,272	19,752
Equity-based compensation	14,830	1,866	16,696
Tax attributable to equity-based compensation	(4,051 )	—	(4,051 )
Purchase of treasury stock <sup>(1)</sup>	(129,430 )	—	(129,430 )
Purchase of HEP units for restricted grants	—	(784 )	(784 )
Other	—	18	18
Balance at September 30, 2016	\$4,662,214	\$ 558,187	\$5,220,401

(1) Includes 2,198 shares withheld under the terms of stock-based compensation agreements to provide funds for the payment of payroll and income taxes due at the vesting of share-based awards.

In May 2015, our Board of Directors approved a \$1 billion share repurchase program, which replaced all existing share repurchase programs, authorizing us to repurchase common stock in the open market or through privately negotiated transactions. The timing and amount of stock repurchases will depend on market conditions and corporate, regulatory and other relevant considerations. This program may be discontinued at any time by the Board of Directors. As of September 30, 2016, we had remaining authorization to repurchase up to \$178.8 million under this stock repurchase program. In addition, we are authorized by our Board of Directors to repurchase shares in an amount sufficient to offset shares issued under our compensation programs.



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## HOLLYFRONTIER CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) Continued

## NOTE 12: Other Comprehensive Income (Loss)

The components and allocated tax effects of other comprehensive income (loss) are as follows:

	Tax		
	Before-Tax	Expense	After-Tax
		(Benefit)	
	(In thousands)		
Three Months Ended September 30, 2016			
Net unrealized loss on marketable securities	\$(29 )	\$(12 )	\$(17 )
Net unrealized gain on hedging instruments	3,101	1,131	1,970
Other comprehensive income	3,072	1,119	1,953
Less other comprehensive income attributable to noncontrolling interest	179	—	179
Other comprehensive income attributable to HollyFrontier stockholders	\$2,893	\$1,119	\$1,774
Three Months Ended September 30, 2015			
Net unrealized gain on marketable securities	\$166	\$64	\$102
Net unrealized loss on hedging instruments	(9,335 )	(3,552 )	(5,783 )
Other comprehensive loss	(9,169 )	(3,488 )	(5,681 )
Less other comprehensive loss attributable to noncontrolling interest	(158 )	—	(158 )
Other comprehensive loss attributable to HollyFrontier stockholders	\$(9,011 )	\$(3,488 )	\$(5,523 )
Nine Months Ended September 30, 2016			
Net unrealized gain on marketable securities	\$84	\$32	\$52
Net unrealized gain on hedging instruments	18,953	7,404	11,549
Other comprehensive income	19,037	7,436	11,601
Less other comprehensive loss attributable to noncontrolling interest	(181 )	—	(181 )
Other comprehensive income attributable to HollyFrontier stockholders	\$19,218	\$7,436	\$11,782
Nine Months Ended September 30, 2015			
Net unrealized gain on marketable securities	\$171	\$66	\$105
Net unrealized loss on hedging instruments	(34,463 )	(13,154 )	(21,309 )
Other comprehensive loss	(34,292 )	(13,088 )	(21,204 )
Less other comprehensive loss attributable to noncontrolling interest	(477 )	—	(477 )
Other comprehensive loss attributable to HollyFrontier stockholders	\$(33,815 )	\$(13,088 )	\$(20,727 )

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## HOLLYFRONTIER CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) Continued

The following table presents the income statement line item effects for reclassifications out of accumulated other comprehensive income ("AOCI"):

AOCI Component	Gain (Loss) Reclassified From AOCI (In thousands) Three Months Ended September 30, 2016		2015	Income Statement Line Item
Hedging instruments:				
Commodity price swaps	\$228	\$57,513		Sales and other revenues
	—	(44,023 )		Cost of products sold
	(4,544 )	(3,986 )		Operating expenses
Interest rate swaps	(95 )	(526 )		Interest expense
	(4,411 )	8,978		
	(1,685 )	3,598		Income tax expense (benefit)
	(2,726 )	5,380		Net of tax
	58	319		Noncontrolling interest
	(2,668 )	5,699		Net of tax and noncontrolling interest
Total reclassifications for the period	\$(2,668 )	\$5,699		

Nine Months Ended		
September 30,		
	2016	2015
Marketable securities	\$ (23 )	\$ 4
	—	42
	(23 )	46
	(9 )	18
	(14 )	28
		Interest income
		Gain on sale of assets
		Income tax expense (benefit)
		Net of tax

Hedging instruments:			
Commodity price swaps	(20,426 )	156,445	Sales and other revenues
	—	(115,756)	Cost of products sold
	(17,397 )	(12,231 )	Operating expenses
Interest rate swaps	(438 )	(1,585 )	Interest expense
	(38,261 )	26,873	
	(14,704 )	10,772	Income tax expense (benefit)
	(23,557 )	16,101	Net of tax

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267	961	Noncontrolling interest
(23,290 )	17,062	Net of tax and noncontrolling interest

Total reclassifications for the period \$(23,304) \$17,090

Accumulated other comprehensive income (loss) in the equity section of our consolidated balance sheets includes:

	September 30, 2016	December 31, 2015
	(In thousands)	
Unrealized gain on post-retirement benefit obligations	\$20,737	\$ 20,737
Unrealized loss on marketable securities	(9 )	(61 )
Unrealized loss on hedging instruments, net of noncontrolling interest	(13,101 )	(24,831 )
Accumulated other comprehensive income (loss)	\$7,627	\$ (4,155 )

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## HOLLYFRONTIER CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) Continued

### NOTE 13: Post-retirement Plans

We have a post-retirement healthcare and other benefits plan that is available to certain of our employees who satisfy certain age and service requirements. The net periodic benefit credit of this plan consisted of the following components:

	Three Months Ended September 30, 2016		Nine Months Ended September 30, 2015	
	2016	2015	2016	2015
	(In thousands)			
Service cost – benefit earned during the period	\$324	\$424	\$972	\$1,272
Interest cost on projected benefit obligations	197	205	591	615
Amortization of prior service credit	(871 )	(871 )	(2,613 )	(2,613 )
Amortization of net loss	—	46	—	138
Net periodic post-retirement credit	\$(350)	\$(196)	\$(1,050)	\$(588 )

#### NOTE 14: Contingencies

We are a party to various litigation and legal proceedings which we believe, based on advice of counsel, will not either individually or in the aggregate have a material adverse effect on our financial condition, results of operations or cash flows.

### NOTE 15: Segment Information

Our operations are organized into two reportable segments, Refining and HEP. Our operations that are not included in the Refining and HEP segments are included in Corporate and Other. Intersegment transactions are eliminated in our consolidated financial statements and are included in Consolidations and Eliminations.

The Refining segment represents the operations of the El Dorado, Tulsa, Navajo, Cheyenne and Woods Cross Refineries and HFC Asphalt (aggregated as a reportable segment). Refining activities involve the purchase and refining of crude oil and wholesale and branded marketing of refined products, such as gasoline, diesel fuel and jet fuel. These petroleum products are primarily marketed in the Mid-Continent, Southwest and Rocky Mountain regions of the United States. Additionally, the Refining segment includes specialty lubricant products produced at our Tulsa Refineries that are marketed throughout North America and are distributed in Central and South America. HFC Asphalt operates various asphalt terminals in Arizona, New Mexico and Oklahoma.

The HEP segment includes all of the operations of HEP, which owns and operates logistics and refinery assets consisting of petroleum product and crude oil pipelines, terminals, tankage, loading rack facilities and processing units in the Mid-Continent, Southwest and Rocky Mountain regions of the United States. The HEP segment also includes a 75% ownership interest in UNEV (a consolidated subsidiary of HEP); a 50% ownership interest in each of the Frontier Pipeline, Osage Pipeline and the Cheyenne Pipeline and a 25% ownership interest in the SLC Pipeline. Revenues from the HEP segment are earned through transactions with unaffiliated parties for pipeline transportation,

rental and terminalling operations as well as revenues relating to pipeline transportation services provided for our refining operations. Due to certain basis differences, our reported amounts for the HEP segment may not agree to amounts reported in HEP's periodic public filings.

The accounting policies for our segments are the same as those described in the summary of significant accounting policies in our Annual Report on Form 10-K for the year ended December 31, 2015.

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## HOLLYFRONTIER CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) Continued

	Refining <sup>(1)</sup>	HEP <sup>(2)</sup>	Corporate and Other	Consolidations and Eliminations	Consolidated Total	
(In thousands)						
Three Months Ended September 30, 2016						
Sales and other revenues	\$2,832,195	\$92,611	\$11	\$ (77,547 )	\$2,847,270	
Depreciation and amortization	\$72,965	\$15,115	\$3,257	\$ (207 )	\$91,130	
Income (loss) from operations	\$113,438	\$46,879	\$(34,965)	\$ (587 )	\$124,765	
Capital expenditures	\$79,346	\$15,557	\$2,529	\$ —	\$97,432	
Three Months Ended September 30, 2015						
Sales and other revenues	\$3,571,192	\$88,389	\$104	\$ (73,862 )	\$3,585,823	
Depreciation and amortization	\$68,976	\$15,919	\$3,076	\$ (207 )	\$87,764	
Income (loss) from operations	\$310,810	\$43,702	\$(31,296)	\$ (611 )	\$322,605	
Capital expenditures	\$141,645	\$13,469	\$1,870	\$ —	\$156,984	
Nine Months Ended September 30, 2016						
Sales and other revenues	\$7,530,804	\$289,517	\$168	\$ (239,857 )	\$7,580,632	
Depreciation and amortization	\$213,869	\$46,449	\$9,736	\$ (621 )	\$269,433	
Income (loss) from operations	\$(269,736 )	\$152,420	\$(93,017)	\$ (1,846 )	\$(212,179 )	
Capital expenditures	\$332,646	\$48,224	\$6,607	\$ —	\$387,477	
Nine Months Ended September 30, 2015						
Sales and other revenues	\$10,246,965	\$261,624	\$473	\$ (214,701 )	\$10,294,361	
Depreciation and amortization	\$202,686	\$44,869	\$8,645	\$ (621 )	\$255,579	
Income (loss) from operations	\$1,261,024	\$128,746	\$(86,984)	\$ (1,727 )	\$1,301,059	
Capital expenditures	\$379,712	\$83,312	\$10,873	\$ —	\$473,897	
September 30, 2016						
Cash, cash equivalents and total investments in marketable securities		\$730	\$7,208	\$470,225	\$—	\$478,163
Total assets		\$6,629,916	\$1,640,344	\$610,174	\$(283,986)	\$8,596,448
Long-term debt		\$—	\$1,070,615	\$594,987	\$—	\$1,665,602
December 31, 2015						
Cash, cash equivalents and total investments in marketable securities		\$91	\$15,013	\$195,448	\$—	\$210,552
Total assets		\$6,831,235	\$1,578,399	\$289,225	\$(310,560)	\$8,388,299
Long-term debt		\$—	\$1,008,752	\$31,288	\$—	\$1,040,040

(1) For the nine months ended September 30, 2016, we recorded goodwill and long-lived asset impairment charges of \$309.3 million and \$344.8 million, respectively, that relate to our Cheyenne Refinery, which is included in our Refining segment.

(2) HEP acquired the crude oil tanks at our Tulsa Refineries in March 2016. As a result, we have recast our 2015 HEP segment information to include these assets and related capital expenditures that were previously presented under the Refining segment.

HEP segment revenues from external customers were \$15.2 million and \$14.7 million for the three months ended September 30, 2016 and 2015, respectively, and \$50.1 million and \$47.4 million for the nine months ended September 30, 2016 and 2015, respectively.

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## HOLLYFRONTIER CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) Continued

## NOTE 16: Additional Financial Information

Borrowings pursuant to the HollyFrontier Credit Agreement are recourse to HollyFrontier, but not HEP. Furthermore, borrowings under the HEP Credit Agreement are recourse to HEP, but not to the assets of HFC with the exception of HEP Logistics Holdings, L.P., HEP's general partner. Other than its investment in HEP, the assets of the general partner are insignificant.

The following condensed financial information is provided for HollyFrontier Corporation (on a standalone basis, before consolidation of HEP), and for HEP and its consolidated subsidiaries (on a standalone basis, exclusive of HFC). Due to certain basis differences, our reported amounts for HEP may not agree to amounts reported in HEP's periodic public filings.

## Condensed Consolidating Balance Sheet

September 30, 2016	HollyFrontier Corp. Before Consolidation of HEP	Non-Guarantor Non-Restricted Subsidiaries (HEP Segment)	Consolidations and Eliminations	Consolidated
	(In thousands)			
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 359,113	\$ 7,208	\$ —	\$ 366,321
Marketable securities	111,842	—	—	111,842
Accounts receivable, net	394,744	36,582	(35,389 )	395,937
Inventories	1,088,730	2,064	—	1,090,794
Income taxes receivable	42,683	—	—	42,683
Prepayments and other	26,447	2,175	(4,733 )	23,889
Total current assets	2,023,559	48,029	(40,122 )	2,031,466
Properties, plants and equipment, net	3,126,944	1,092,164	(234,767 )	3,984,341
Intangibles and other assets	2,080,123	500,151	367	2,580,641
Total assets	\$ 7,230,626	\$ 1,640,344	\$ (274,522 )	\$ 8,596,448
LIABILITIES AND EQUITY				
Current liabilities:				
Accounts payable	\$ 820,168	\$ 18,252	\$ (35,389 )	\$ 803,031
Accrued liabilities	139,646	28,874	(4,733 )	163,787
Total current liabilities	959,814	47,126	(40,122 )	966,818
Long-term debt	594,987	1,070,615	—	1,665,602
Liability to HEP	211,749	—	(211,749 )	—
Deferred income taxes	546,425	484	—	546,909
Other long-term liabilities	135,798	61,697	(777 )	196,718



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Investment in HEP	128,388	—	(128,388	) —
Equity – HollyFrontier	4,653,465	365,741	(356,992	) 4,662,214
Equity – noncontrolling interest	—	94,681	463,506	558,187
Total liabilities and equity	\$ 7,230,626	\$ 1,640,344	\$ (274,522	) \$ 8,596,448

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## HOLLYFRONTIER CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) Continued

## Condensed Consolidating Balance Sheet

December 31, 2015	HollyFrontier Corp. Before Consolidation of HEP	Non-Guarantor Non-Restricted Subsidiaries (HEP Segment)	Consolidations and Eliminations	Consolidated
	(In thousands)			
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 51,520	\$ 15,013	\$ —	\$ 66,533
Marketable securities	144,019	—	—	144,019
Accounts receivable, net	355,020	41,075	(44,117 )	351,978
Inventories	839,897	1,972	—	841,869
Prepayments and other	48,288	3,082	(7,704 )	43,666
Total current assets	1,438,744	61,142	(51,821 )	1,448,065
Properties, plants and equipment, net	3,261,494	1,099,683	(245,515 )	4,115,662
Intangibles and other assets	2,410,879	417,574	(3,881 )	2,824,572
Total assets	\$ 7,111,117	\$ 1,578,399	\$ (301,217 )	\$ 8,388,299
LIABILITIES AND EQUITY				
Current liabilities:				
Accounts payable	\$ 738,024	\$ 22,583	\$ (44,117 )	\$ 716,490
Income taxes payable	8,142	—	—	8,142
Accrued liabilities	117,346	26,341	(7,704 )	135,983
Total current liabilities	863,512	48,924	(51,821 )	860,615
Long-term debt	31,288	1,008,752	—	1,040,040
Liability to HEP	220,998	—	(220,998 )	—
Deferred income taxes	497,475	431	—	497,906
Other long-term liabilities	125,614	59,376	(5,025 )	179,965
Investment in HEP	120,721	—	(120,721 )	—
Equity – HollyFrontier	5,251,509	366,487	(364,581 )	5,253,415
Equity – noncontrolling interest	—	94,429	461,929	556,358
Total liabilities and equity	\$ 7,111,117	\$ 1,578,399	\$ (301,217 )	\$ 8,388,299

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## HOLLYFRONTIER CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) Continued

## Condensed Consolidating Statement of Income and Comprehensive Income

Three Months Ended September 30, 2016	HollyFrontier Corp. Before Consolidation of HEP	Non-Guarantor Non-Restricted Subsidiaries (HEP Segment)	Consolidations and Eliminations	Consolidated
	(In thousands)			
Sales and other revenues	\$ 2,832,206	\$ 92,611	\$ (77,547 )	\$ 2,847,270
Operating costs and expenses:				
Cost of products sold	2,414,254	—	(72,417 )	2,341,837
Lower of cost or market inventory valuation adjustment	312	—	—	312
Operating expenses	232,616	27,952	(4,336 )	256,232
General and administrative	30,329	2,665	—	32,994
Depreciation and amortization	79,625	15,115	(3,610 )	91,130
Total operating costs and expenses	2,757,136	45,732	(80,363 )	2,722,505
Income from operations	75,070	46,879	2,816	124,765
Other income (expense):				
Earnings of equity method investments	23,414	3,767	(23,414 )	3,767
Interest income (expense)	(2,042 )	(14,339 )	(2,391 )	(18,772 )
Gain (loss) on sale of assets and other	(3 )	110	—	107
	21,369	(10,462 )	(25,805 )	(14,898 )
Income before income taxes	96,439	36,417	(22,989 )	109,867
Income tax expense	22,135	61	—	22,196
Net income	74,304	36,356	(22,989 )	87,671
Less net income (loss) attributable to noncontrolling interest	(8 )	1,166	12,016	13,174
Net income attributable to HollyFrontier stockholders	\$ 74,312	\$ 35,190	\$ (35,005 )	\$ 74,497
Comprehensive income attributable to HollyFrontier stockholders	\$ 76,085	\$ 35,307	\$ (35,121 )	\$ 76,271

## Condensed Consolidating Statement of Income and Comprehensive Income

Three Months Ended September 30, 2015	HollyFrontier Corp. Before Consolidation of HEP	Non-Guarantor Non-Restricted Subsidiaries (HEP Segment)	Consolidations and Eliminations	Consolidated
	(In thousands)			
Sales and other revenues	\$ 3,571,296	\$ 88,389	\$ (73,862 )	\$ 3,585,823
Operating costs and expenses:				
Cost of products sold	2,726,757	—	(72,898 )	2,653,859
Lower of cost or market inventory valuation adjustment	225,451	—	—	225,451
Operating expenses	240,449	25,095	(146 )	265,398

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General and administrative	27,073	3,673	—	30,746
Depreciation and amortization	75,453	15,919	(3,608	) 87,764
Total operating costs and expenses	3,295,183	44,687	(76,652	) 3,263,218
Income from operations	276,113	43,702	2,790	322,605
Other income (expense):				
Earnings of equity method investments	21,799	1,269	(21,799	) 1,269
Interest income (expense)	961	(9,106	) (2,284	) (10,429 )
Gain on sale of assets and other	7,052	176	—	7,228
	29,812	(7,661	) (24,083	) (1,932 )
Income before income taxes	305,925	36,041	(21,293	) 320,673
Income tax expense	109,997	69	—	110,066
Net income	195,928	35,972	(21,293	) 210,607
Less net income (loss) attributable to noncontrolling interest	(9	) 831	13,463	14,285
Net income attributable to HollyFrontier stockholders	\$ 195,937	\$ 35,141	\$ (34,756	) \$ 196,322
Comprehensive income attributable to HollyFrontier stockholders	\$ 190,414	\$ 35,038	\$ (34,653	) \$ 190,799

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## HOLLYFRONTIER CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) Continued

## Condensed Consolidating Statement of Income and Comprehensive Income

Nine Months Ended September 30, 2016	HollyFrontier Corp. Before Consolidation of HEP	Non-Guarantor Non-Restricted Subsidiaries (HEP Segment)	Consolidations and Eliminations	Consolidated
	(In thousands)			
Sales and other revenues	\$ 7,530,972	\$ 289,517	\$ (239,857 )	\$ 7,580,632
Operating costs and expenses:				
Cost of products sold	6,439,241	—	(224,086 )	6,215,155
Lower of cost or market inventory valuation adjustment	(194,282 )	—	—	(194,282 )
Operating expenses	691,425	82,030	(13,304 )	760,151
General and administrative	79,652	8,618	—	88,270
Depreciation and amortization	233,735	46,449	(10,751 )	269,433
Goodwill and asset impairment	654,084	—	—	654,084
Total operating costs and expenses	7,903,855	137,097	(248,141 )	7,792,811
Income (loss) from operations	(372,883 )	152,420	8,284	(212,179 )
Other income (expense):				
Earnings of equity method investments	74,307	10,155	(74,307 )	10,155
Interest income (expense)	(1,673 )	(35,926 )	(6,909 )	(44,508 )
Loss on early extinguishment of debt	(8,718 )	—	—	(8,718 )
Gain on sale of assets and other	197	103	—	300
	64,113	(25,668 )	(81,216 )	(42,771 )
Income (loss) before income taxes	(308,770 )	126,752	(72,932 )	(254,950 )
Income tax expense	6,249	210	—	6,459
Net income (loss)	(315,019 )	126,542	(72,932 )	(261,409 )
Less net income (loss) attributable to noncontrolling interest	(24 )	8,448	43,785	52,209
Net income (loss) attributable to HollyFrontier stockholders	\$ (314,995 )	\$ 118,094	\$ (116,717 )	\$ (313,618 )
Comprehensive income (loss) attributable to HollyFrontier stockholders	\$ (303,213 )	\$ 117,977	\$ (116,600 )	\$ (301,836 )

## Condensed Consolidating Statement of Income and Comprehensive Income

Nine Months Ended September 30, 2015	HollyFrontier Corp. Before Consolidation of HEP	Non-Guarantor Non-Restricted Subsidiaries (HEP Segment)	Consolidations and Eliminations	Consolidated
	(In thousands)			
Sales and other revenues	\$ 10,247,438	\$ 261,624	\$ (214,701 )	\$ 10,294,361

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Operating costs and expenses:				
Cost of products sold	8,004,627	—	(211,920	) 7,792,707
Lower of cost or market inventory valuation adjustment	83,425	—	—	83,425
Operating expenses	697,242	78,350	(433	) 775,159
General and administrative	76,773	9,659	—	86,432
Depreciation and amortization	221,421	44,869	(10,711	) 255,579
Total operating costs and expenses	9,083,488	132,878	(223,064	) 8,993,302
Income from operations	1,163,950	128,746	8,363	1,301,059
Other income (expense):				
Earnings (loss) of equity method investments	53,875	2,634	(62,416	) (5,907 )
Interest income (expense)	4,465	(26,926	) (6,949	) (29,410 )
Loss on early extinguishment of debt	(1,370	) —	—	(1,370 )
Gain on sale of assets and other	8,461	406	—	8,867
	65,431	(23,886	) (69,365	) (27,820 )
Income before income taxes	1,229,381	104,860	(61,002	) 1,273,239
Income tax expense	446,678	106	—	446,784
Net income	782,703	104,754	(61,002	) 826,455
Less net income (loss) attributable to noncontrolling interest	(26	) 6,601	35,858	42,433
Net income attributable to HollyFrontier stockholders	\$782,729	\$ 98,153	\$ (96,860	) \$784,022
Comprehensive income attributable to HollyFrontier stockholders	\$762,002	\$ 97,843	\$ (96,550	) \$763,295

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## HOLLYFRONTIER CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) Continued

## Condensed Consolidating Statement of Cash Flows

Nine Months Ended September 30, 2016	HollyFrontier Corp. Before Consolidation of HEP (In thousands)	Non-Guarantor Non-Restricted Subsidiaries (HEP Segment)	Consolidations and Eliminations	Consolidated
Cash flows from operating activities	\$ 338,317	\$ 181,884	\$ (75,977 )	\$ 444,224
Cash flows from investing activities				
Additions to properties, plants and equipment	(339,253 )	—	—	(339,253 )
Additions to properties, plants and equipment – HEP	—	(48,224 )	—	(48,224 )
Purchase of equity method investment	—	(42,550 )	—	(42,550 )
Proceeds from sale of assets	396	210	—	606
Purchases of marketable securities	(155,091 )	—	—	(155,091 )
Sales and maturities of marketable securities	187,358	—	—	187,358
	(306,590 )	(90,564 )	—	(397,154 )
Cash flows from financing activities				
Net borrowings under credit agreements	—	(332,000 )	—	(332,000 )
Net proceeds from issuance of senior notes - HFC	246,690	—	—	246,690
Net proceeds from issuance of senior notes - HEP	—	394,000	—	394,000
Net proceeds from issuance of term loan	350,000	—	—	350,000
Proceeds from issuance of common units	—	22,791	—	22,791
Purchase of treasury stock	(133,430 )	—	—	(133,430 )
Dividends	(175,194 )	—	—	(175,194 )
Distributions to noncontrolling interest	—	(142,548 )	75,977	(66,571 )
Repayment of financing obligation	—	(39,500 )	—	(39,500 )
Contribution from general partner	(9,520 )	9,520	—	—
Other, net	(2,680 )	(11,388 )	—	(14,068 )
	275,866	(99,125 )	75,977	252,718
Cash and cash equivalents				
Increase (decrease) for the period	307,593	(7,805 )	—	299,788
Beginning of period	51,520	15,013	—	66,533
End of period	\$ 359,113	\$ 7,208	\$ —	\$ 366,321

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## HOLLYFRONTIER CORPORATION

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited) Continued

## Condensed Consolidating Statement of Cash Flows

Nine Months Ended September 30, 2015	HollyFrontier Corp. Before Consolidation of HEP (In thousands)	Non-Guarantor Non-Restricted Subsidiaries (HEP Segment)	Consolidations and Eliminations	Consolidated
Cash flows from operating activities	\$ 803,739	\$ 166,353	\$ (66,751 )	\$ 903,341
Cash flows from investing activities:				
Additions to properties, plants and equipment	(390,585 )	—	—	(390,585 )
Additions to properties, plants and equipment – HEP	—	(83,312 )	—	(83,312 )
Purchase of equity method investment - HEP	—	(54,641 )	—	(54,641 )
Proceeds from sale of assets	15,187	644	—	15,831
Purchases of marketable securities	(402,984 )	—	—	(402,984 )
Sales and maturities of marketable securities	490,251	—	—	490,251
	(288,131 )	(137,309 )	—	(425,440 )
Cash flows from financing activities:				
Net borrowings under credit agreement	—	83,000	—	83,000
Redemption of senior notes	(155,156 )	—	—	(155,156 )
Purchase of treasury stock	(481,766 )	—	—	(481,766 )
Dividends	(187,372 )	—	—	(187,372 )
Distributions to noncontrolling interest	—	(128,117 )	66,751	(61,366 )
Contribution from general partner	(25,200 )	25,200	—	—
Other, net	(2,394 )	(1,101 )	—	(3,495 )
	(851,888 )	(21,018 )	66,751	(806,155 )
Cash and cash equivalents				
Increase (decrease) for the period:	(336,280 )	8,026	—	(328,254 )
Beginning of period	565,155	2,830	—	567,985
End of period	\$ 228,875	\$ 10,856	\$ —	\$ 239,731



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### Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

This Item 2 contains “forward-looking” statements. See “Forward-Looking Statements” at the beginning of Part I of this Quarterly Report on Form 10-Q. References herein to HollyFrontier Corporation (“HollyFrontier”) include HollyFrontier and its consolidated subsidiaries. In accordance with the Securities and Exchange Commission’s (“SEC”) “Plain English” guidelines, this Quarterly Report on Form 10-Q has been written in the first person. In this document, the words “we,” “our,” “ours” and “us” refer only to HollyFrontier and its consolidated subsidiaries or to HollyFrontier or an individual subsidiary and not to any other person with certain exceptions. Generally, the words “we,” “our,” “ours” and “us” include Holly Energy Partners, L.P. (“HEP”) and its subsidiaries as consolidated subsidiaries of HollyFrontier, unless when used in disclosures of transactions or obligations between HEP and HollyFrontier or its other subsidiaries. This document contains certain disclosures of agreements that are specific to HEP and its consolidated subsidiaries and do not necessarily represent obligations of HollyFrontier. When used in descriptions of agreements and transactions, “HEP” refers to HEP and its consolidated subsidiaries.

## OVERVIEW

We are principally an independent petroleum refiner that produces high-value refined products such as gasoline, diesel fuel, jet fuel, specialty lubricant products, and specialty and modified asphalt. We own and operate refineries having a combined nameplate crude oil processing capacity of 457,000 barrels per day that serve markets throughout the Mid-Continent, Southwest and Rocky Mountain regions of the United States. Our refineries are located in El Dorado, Kansas (the “El Dorado Refinery”), Tulsa, Oklahoma (the, “Tulsa Refineries”), which comprise two production facilities, the Tulsa West and East facilities, Artesia, New Mexico, which operates in conjunction with crude, vacuum distillation and other facilities situated 65 miles away in Lovington, New Mexico (collectively, the “Navajo Refinery”), Cheyenne, Wyoming (the “Cheyenne Refinery”) and Woods Cross, Utah (the “Woods Cross Refinery”).

On October 29, 2016, our wholly-owned subsidiary, 9952110 Canada Inc. (“Purchaser”), entered into a share purchase agreement with Suncor Energy Inc. (“Suncor”) to acquire 100% of the outstanding capital stock of Petro-Canada Lubricants Inc. (“PCLI”), for cash consideration of CAD \$1.125 billion (or approximately \$845 million based on the exchange rate at time of signing), subject to customary adjustments at closing. The PCLI plant, located in Mississauga, Ontario, is the largest producer of base oils in Canada with 15,600 BPD of lubricant production capacity, and is the only North American producer of high margin Group III base oils. In connection with the closing of the acquisition, PCLI and the Purchaser will enter into various commercial and lease agreements with Suncor. The share purchase agreement provides for customary representations, warranties and covenants, and provides for the payment of fees by the Purchaser to Suncor upon the termination of the share purchase agreement under certain circumstances, including failure to obtain certain regulatory approvals. The acquisition is expected to close in the first quarter of 2017, subject to the receipt of certain regulatory approvals. We expect to fund the transaction with a combination of debt and cash on hand.

For the three months ended September 30, 2016, net income attributable to HollyFrontier stockholders was \$74.5 million compared to \$196.3 million for the three months ended September 30, 2015. For the nine months ended September 30, 2016, net loss attributable to HollyFrontier stockholders was \$(313.6) million compared to net income of \$784.0 million for the nine months ended September 30, 2015. Included in our financial results for the current year to date period were non-cash items consisting of goodwill and long-lived asset impairment charges, offset by an inventory reserve adjustment. Third quarter earnings reflect weak refining margins across the industry, with overall gross refining margin per produced barrel decreasing 50% compared to the three months ended September 30, 2015.

Pursuant to the 2007 Energy Independence and Security Act, the Environmental Protection Agency (“EPA”) promulgated the Renewable Fuel Standard 2 (“RFS2”) regulations, which increased the volume of renewable fuels mandated to be blended into the nation’s fuel supply. The regulations, in part, require refiners to add annually increasing amounts of “renewable fuels” to their petroleum products or purchase credits, known as renewable identification numbers (“RINs”), in lieu of such blending. Compliance with RFS2 significantly increases our cost of products sold, with RINs costs totaling approximately \$63.0 million for the three months ended September 30, 2016. Year-over-year increased costs of ethanol blended into our petroleum products, which exceeded the cost of crude oil, also contributed to lower refining margins for the quarter.

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## OUTLOOK

Our profitability is affected by the spread, or differential, between the market prices for crude oil on the world market (which is based on the price for Brent, North Sea Crude) and the price for inland U.S. crude oil (which is based on the price for WTI). We expect continued volatility in the pricing relationship between inland and coastal crude, currently averaging in the range of \$1.00 to \$(1.00) per barrel, and based on market forecasts, expected to average \$2.00 to \$5.00 per barrel over the next few years.

Our RINs costs are material and represent a cost of products sold. The price of RINs may be extremely volatile due to real or perceived future shortages in RINs. As of September 30, 2016, we are purchasing RINs in order to meet approximately half of our renewable fuel requirements.

A more detailed discussion of our financial and operating results for the three and nine months ended September 30, 2016 and 2015 is presented in the following sections.

## RESULTS OF OPERATIONS

## Financial Data (Unaudited)

	Three Months Ended September 30,		Change from 2015	
	2016	2015	Change	Percent
	(In thousands, except per share data)			
Sales and other revenues	\$2,847,270	\$3,585,823	\$(738,553)	(21 )%
Operating costs and expenses:				
Cost of products sold (exclusive of depreciation and amortization):				
Cost of products sold (exclusive of lower of cost or market inventory valuation adjustment)	2,341,837	2,653,859	(312,022 )	(12 )
Lower of cost or market inventory valuation adjustment	312	225,451	(225,139 )	(100)
	2,342,149	2,879,310	(537,161 )	(19 )
Operating expenses (exclusive of depreciation and amortization)	256,232	265,398	(9,166 )	(3 )
General and administrative expenses (exclusive of depreciation and amortization)	32,994	30,746	2,248	7
Depreciation and amortization	91,130	87,764	3,366	4
Total operating costs and expenses	2,722,505	3,263,218	(540,713 )	(17 )
Income from operations	124,765	322,605	(197,840 )	(61 )
Other income (expense):				
Earnings of equity method investments	3,767	1,269	2,498	197
Interest income	778	673	105	16
Interest expense	(19,550 )	(11,102 )	(8,448 )	76
Gain on sale of assets and other	107	7,228	(7,121 )	(99 )
	(14,898 )	(1,932 )	(12,966 )	671
Income before income taxes	109,867	320,673	(210,806 )	(66 )
Income tax expense	22,196	110,066	(87,870 )	(80 )
Net income	87,671	210,607	(122,936 )	(58 )
Less net income attributable to noncontrolling interest	13,174	14,285	(1,111 )	(8 )
Net income attributable to HollyFrontier stockholders	\$74,497	\$196,322	\$(121,825)	(62 )%
Earnings per share attributable to HollyFrontier stockholders:				
Basic	\$0.42	\$1.05	\$(0.63 )	(60 )%

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Diluted	\$0.42	\$1.04	\$(0.62)	(60)	%
Cash dividends declared per common share	\$0.33	\$0.33	\$—	—	%
Average number of common shares outstanding:					
Basic	175,871	187,208	(11,337)	(6)	%
Diluted	175,993	187,344	(11,351)	(6)	%

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	Nine Months Ended September 30,		Change from 2015	
	2016	2015	Change	Percent
(In thousands, except per share data)				
Sales and other revenues	\$7,580,632	\$10,294,361	\$(2,713,729)	(26 )%
Operating costs and expenses:				
Cost of products sold (exclusive of depreciation and amortization):				
Cost of products sold (exclusive of lower of cost or market inventory valuation adjustment)	6,215,155	7,792,707	(1,577,552 )	(20 )
Lower of cost or market inventory valuation adjustment	(194,282 )	83,425	(277,707 )	(333)
	6,020,873	7,876,132	(1,855,259 )	(24 )
Operating expenses (exclusive of depreciation and amortization)	760,151	775,159	(15,008 )	(2 )
General and administrative expenses (exclusive of depreciation and amortization)	88,270	86,432	1,838	2
Depreciation and amortization	269,433	255,579	13,854	5
Goodwill and asset impairment	654,084	—	654,084	—
Total operating costs and expenses	7,792,811	8,993,302	(1,200,491 )	(13 )
Income (loss) from operations	(212,179 )	1,301,059	(1,513,238 )	(116)
Other income (expense):				
Earnings (loss) of equity method investments	10,155	(5,907 )	16,062	272
Interest income	1,380	2,403	(1,023 )	(43 )
Interest expense	(45,888 )	(31,813 )	(14,075 )	44
Loss on early extinguishment of debt	(8,718 )	(1,370 )	(7,348 )	536
Gain on sale of assets	300	8,867	(8,567 )	(97 )
	(42,771 )	(27,820 )	(14,951 )	54
Income (loss) before income taxes	(254,950 )	1,273,239	(1,528,189 )	(120)
Income tax expense	6,459	446,784	(440,325 )	(99 )
Net income (loss)	(261,409 )	826,455	(1,087,864 )	(132)
Less net income attributable to noncontrolling interest	52,209	42,433	9,776	23
Net income (loss) attributable to HollyFrontier stockholders	\$(313,618 )	\$784,022	\$(1,097,640)	(140)%
Earnings (loss) per share attributable to HollyFrontier stockholders:				
Basic	\$(1.78 )	\$4.09	\$(5.87 )	(144)%
Diluted	\$(1.78 )	\$4.09	\$(5.87 )	(144)%
Cash dividends declared per common share	\$0.99	\$0.98	\$0.01	1 %
Average number of common shares outstanding:				
Basic	176,157	191,182	(15,025 )	(8 )%
Diluted	176,157	191,282	(15,125 )	(8 )%

## Balance Sheet Data

	September 30,	December 31,
	2016	2015
(Unaudited)		
(In thousands)		
Cash, cash equivalents and total investments in marketable securities	\$478,163	\$210,552
Working capital	\$1,064,648	\$587,450
Total assets	\$8,596,448	\$8,388,299
Long-term debt	\$1,665,602	\$1,040,040

Total equity	\$5,220,401	\$ 5,809,773
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## Other Financial Data (Unaudited)

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
	(In thousands)			
Net cash provided by operating activities	\$133,898	\$333,401	\$444,224	\$903,341
Net cash used for investing activities	\$(127,818)	\$(192,061)	\$(397,154)	\$(425,440 )
Net cash provided by (used for) financing activities	\$(91,749 )	\$(134,968)	\$252,718	\$(806,155 )
Capital expenditures	\$97,432	\$156,984	\$387,477	\$473,897
EBITDA <sup>(1)</sup>	\$206,595	\$404,581	\$15,500	\$1,517,165
Adjusted EBITDA <sup>(2)</sup>	\$206,907	\$630,032	\$475,302	\$1,600,590

Earnings before interest, taxes, depreciation and amortization, which we refer to as “EBITDA,” is calculated as net (1) income plus (i) interest expense, net of interest income, (ii) income tax provision, and (iii) depreciation and amortization.

“Adjusted EBITDA” is calculated as EBITDA plus or minus (i) lower of cost or market inventory valuation adjustment and (ii) goodwill and asset impairment charges. EBITDA and Adjusted EBITDA are not calculations provided for under GAAP; however, the amounts included in these calculations are derived from amounts included in our consolidated financial statements. EBITDA and Adjusted EBITDA should not be considered as alternatives to net income or operating income as an indication of our operating performance or as an alternative to operating (2) cash flow as a measure of liquidity. EBITDA and Adjusted EBITDA are not necessarily comparable to similarly titled measures of other companies. They are presented here because they are widely used financial indicators used by investors and analysts to measure performance. EBITDA and Adjusted EBITDA are also used by our management for internal analysis and as a basis for financial covenants. EBITDA and Adjusted EBITDA presented above are reconciled to net income under “Reconciliations to Amounts Reported Under Generally Accepted Accounting Principles” following Item 3 of Part I of this Form 10-Q.

Our operations are organized into two reportable segments, Refining and HEP. See Note 15 “Segment Information” in the Notes to Consolidated Financial Statements for additional information on our reportable segments.

## Refining Operating Data (Unaudited)

Our refinery operations include the El Dorado, Tulsa, Navajo, Cheyenne and Woods Cross Refineries. The following tables set forth information, including non-GAAP performance measures, about our consolidated refinery operations. The cost of products and refinery gross and net operating margins do not include the non-cash effects of goodwill and asset impairments charges, lower of cost or market inventory valuation adjustments and depreciation and amortization. Reconciliations to amounts reported under GAAP are provided under “Reconciliations to Amounts Reported Under Generally Accepted Accounting Principles” following Item 3 of Part I of this Form 10-Q.

	Three Months		Nine Months	
	Ended		Ended	
	September 30,		September 30,	
	2016	2015	2016	2015
Mid-Continent Region (El Dorado and Tulsa Refineries)				
Crude charge (BPD) <sup>(1)</sup>	271,780	277,290	258,680	271,800
Refinery throughput (BPD) <sup>(2)</sup>	289,010	295,250	277,870	286,420
Refinery production (BPD) <sup>(3)</sup>	276,720	282,370	266,510	274,990
Sales of produced refined products (BPD)	262,060	267,360	253,390	265,210
Sales of refined products (BPD) <sup>(4)</sup>	292,310	312,990	280,150	291,210
Refinery utilization <sup>(5)</sup>	104.5 %	106.7 %	99.5 %	104.5 %

Average per produced barrel <sup>(6)</sup>				
Net sales	\$61.71	\$74.15	\$56.61	\$75.34
Cost of products <sup>(7)</sup>	52.08	55.48	48.19	58.27
Refinery gross margin <sup>(8)</sup>	9.63	18.67	8.42	17.07
Refinery operating expenses <sup>(9)</sup>	4.70	4.79	4.87	4.68
Net operating margin <sup>(8)</sup>	\$4.93	\$13.88	\$3.55	\$12.39
Refinery operating expenses per throughput barrel <sup>(10)</sup>	\$4.26	\$4.34	\$4.44	\$4.33



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	Three Months Ended September 30, 2016		2015		Nine Months Ended September 30, 2016		2015	
Mid-Continent Region (El Dorado and Tulsa Refineries)								
Feedstocks:								
Sweet crude oil	62	%	60	%	58	%	60	%
Sour crude oil	15	%	24	%	17	%	22	%
Heavy sour crude oil	17	%	10	%	18	%	13	%
Other feedstocks and blends	6	%	6	%	7	%	5	%
Total	100%		100%		100%		100%	
Sales of produced refined products:								
Gasolines	51	%	49	%	49	%	48	%
Diesel fuels	33	%	34	%	34	%	35	%
Jet fuels	6	%	7	%	6	%	7	%
Fuel oil	1	%	1	%	1	%	1	%
Asphalt	3	%	2	%	3	%	2	%
Lubricants	5	%	4	%	5	%	4	%
LPG and other	1	%	3	%	2	%	3	%
Total	100%		100%		100%		100%	
Southwest Region (Navajo Refinery)								
Crude charge (BPD) <sup>(1)</sup>	100,180		104,910		99,990		100,100	
Refinery throughput (BPD) <sup>(2)</sup>	109,350		115,660		110,020		111,490	
Refinery production (BPD) <sup>(3)</sup>	107,940		113,890		108,660		109,750	
Sales of produced refined products (BPD)	107,010		111,080		110,240		111,330	
Sales of refined products (BPD) <sup>(4)</sup>	110,270		117,320		111,850		120,040	
Refinery utilization <sup>(5)</sup>	100.2	%	104.9	%	100.0	%	100.1	%
Average per produced barrel <sup>(6)</sup>								
Net sales	\$60.24		\$71.52		\$55.81		\$73.37	
Cost of products <sup>(7)</sup>	50.74		51.65		46.64		54.45	
Refinery gross margin <sup>(8)</sup>	9.50		19.87		9.17		18.92	
Refinery operating expenses <sup>(9)</sup>	4.86		5.25		4.62		4.87	
Net operating margin <sup>(8)</sup>	\$4.64		\$14.62		\$4.55		\$14.05	
Refinery operating expenses per throughput barrel <sup>(10)</sup>	\$4.76		\$5.04		\$4.63		\$4.86	
Feedstocks:								
Sweet crude oil	26	%	39	%	29	%	34	%
Sour crude oil	66	%	52	%	62	%	56	%
Other feedstocks and blends	8	%	9	%	9	%	10	%
Total	100	%	100	%	100	%	100	%
Sales of produced refined products:								
Gasolines	52	%	52	%	54	%	54	%
Diesel fuels	42	%	43	%	41	%	39	%

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Fuel oil	3	% 2	% 2	% 2	%
Asphalt	1	% 1	% 1	% 1	%
LPG and other	2	% 2	% 2	% 4	%
Total	100	% 100	% 100	% 100	%
Rocky Mountain Region (Cheyenne and Woods Cross Refineries)					
Crude charge (BPD) <sup>(1)</sup>			71,600	77,890	62,490 69,190
Refinery throughput (BPD) <sup>(2)</sup>			75,470	82,550	66,490 74,760
Refinery production (BPD) <sup>(3)</sup>			72,080	77,930	63,320 70,380
Sales of produced refined products (BPD)			68,630	77,620	63,800 67,680
Sales of refined products (BPD) <sup>(4)</sup>			71,450	80,530	67,800 72,520
Refinery utilization <sup>(5)</sup>			73.8	% 93.8	% 71.3 % 83.4 %

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	Three Months Ended September 30, 2016		2015		Nine Months Ended September 30, 2016		2015	
Rocky Mountain Region (Cheyenne and Woods Cross Refineries)								
Average per produced barrel <sup>(6)</sup>								
Net sales		\$61.89		\$74.53		\$56.76		\$73.79
Cost of products <sup>(7)</sup>		50.83		50.61		47.13		53.47
Refinery gross margin <sup>(8)</sup>		11.06		23.92		9.63		20.32
Refinery operating expenses <sup>(9)</sup>		9.48		8.10		10.14		9.64
Net operating margin <sup>(8)</sup>		\$1.58		\$15.82		\$(0.51 )		\$10.68
Refinery operating expenses per throughput barrel <sup>(10)</sup>								
		\$8.62		\$7.62		\$9.73		\$8.73
Feedstocks:								
Sweet crude oil		33	% 46		% 39		% 43	%
Heavy sour crude oil		42	% 36		% 37		% 37	%
Black wax crude oil		20	% 12		% 18		% 12	%
Other feedstocks and blends		5	% 6		% 6		% 8	%
Total		100	% 100		% 100		% 100	%
Sales of produced refined products:								
Gasolines		58	% 57		% 59		% 57	%
Diesel fuels		34	% 38		% 34		% 37	%
Fuel oil		2	% 3		% 2		% 3	%
Asphalt		3	% —		% 2		% 1	%
LPG and other		3	% 2		% 3		% 2	%
Total		100	% 100		% 100		% 100	%
Consolidated								
Crude charge (BPD) <sup>(1)</sup>	443,560		460,090		421,160		441,090	
Refinery throughput (BPD) <sup>(2)</sup>	473,830		493,460		454,380		472,670	
Refinery production (BPD) <sup>(3)</sup>	456,740		474,190		438,490		455,120	
Sales of produced refined products (BPD)	437,700		456,060		427,430		444,220	
Sales of refined products (BPD) <sup>(4)</sup>	474,030		510,840		459,800		483,770	
Refinery utilization <sup>(5)</sup>	97.1	%	103.9	%	94.1	%	99.6	%
Average per produced barrel <sup>(6)</sup>								
Net sales	\$61.38		\$73.57		\$56.43		\$74.61	
Cost of products <sup>(7)</sup>	51.55		53.72		47.64		56.58	
Refinery gross margin <sup>(8)</sup>	9.83		19.85		8.79		18.03	
Refinery operating expenses <sup>(9)</sup>	5.49		5.46		5.59		5.48	
Net operating margin <sup>(8)</sup>	\$4.34		\$14.39		\$3.20		\$12.55	
Refinery operating expenses per throughput barrel <sup>(10)</sup>								
	\$5.07		\$5.05		\$5.26		\$5.15	
Feedstocks:								
Sweet crude oil	49	%	52	%	48	%	51	%
Sour crude oil	25	%	27	%	26	%	26	%
Heavy sour crude oil	17	%	12	%	16	%	14	%

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Black wax crude oil	3	% 2	% 3	% 2	%
Other feedstocks and blends	6	% 7	% 7	% 7	%
Total	100	% 100	% 100	% 100	%

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	Three Months Ended September 30, 2016		2015		Nine Months Ended September 30, 2016		2015	
Consolidated								
Sales of produced refined products:								
Gasolines	52	%	51	%	52	%	51	%
Diesel fuels	35	%	37	%	36	%	36	%
Jet fuels	4	%	4	%	4	%	4	%
Fuel oil	2	%	1	%	1	%	1	%
Asphalt	2	%	1	%	2	%	2	%
Lubricants	3	%	3	%	3	%	3	%
LPG and other	2	%	3	%	2	%	3	%
Total	100%		100%		100%		100%	

(1) Crude charge represents the barrels per day of crude oil processed at our refineries.

(2) Refinery throughput represents the barrels per day of crude and other refinery feedstocks input to the crude units and other conversion units at our refineries.

(3) Refinery production represents the barrels per day of refined products yielded from processing crude and other refinery feedstocks through the crude units and other conversion units at our refineries.

(4) Includes refined products purchased for resale.

Represents crude charge divided by total crude capacity (BPSD). Effective July 1, 2016, our consolidated crude capacity increased from 443,000 BPSD to 457,000 BPSD upon completion of our Woods Cross Refinery expansion project.

Represents average per barrel amount for produced refined products sold, which is a non-GAAP measure.

(6) Reconciliations to amounts reported under GAAP are provided under "Reconciliations to Amounts Reported Under Generally Accepted Accounting Principles" following Item 3 of Part I of this Form 10-Q.

(7) Transportation, terminal and refinery storage costs billed from HEP are included in cost of products.

Excludes lower of cost or market inventory valuation adjustment of \$0.3 million and \$225.5 million for the three (8) months ended September 30, 2016 and 2015, respectively, and \$194.3 million and \$83.4 million for the nine months ended September 30, 2016 and 2015, respectively.

(9) Represents operating expenses of our refineries, exclusive of depreciation and amortization

(10) Represents refinery operating expenses, exclusive of depreciation and amortization, divided by refinery throughput.

## Results of Operations – Three Months Ended September 30, 2016 Compared to Three Months Ended September 30, 2015

### Summary

Net income attributable to HollyFrontier stockholders for the three months ended September 30, 2016 was \$74.5 million (\$0.42 per basic and diluted share), a \$121.8 million decrease compared to net income attributable to HollyFrontier stockholders of \$196.3 million (\$1.05 per basic and 1.04 per diluted share) for the three months ended September 30, 2015. Net income decreased due principally to a year-over-year decrease in third quarter refining margins. For the three months ended September 30, 2016, lower of cost or market inventory reserve adjustments decreased pre-tax earnings by \$0.3 million compared to \$225.5 million for the three months ended September 30, 2015. Refinery gross margins for the three months ended September 30, 2016 decreased to \$9.83 per produced barrel

from \$19.85 for the three months ended September 30, 2015.

#### Sales and Other Revenues

Sales and other revenues decreased 21% from \$3,585.8 million for the three months ended September 30, 2015 to \$2,847.3 million for the three months ended September 30, 2016 due to a year-over-year decrease in third quarter sales prices and lower refined product sales volumes. The average sales price we received per produced barrel sold was \$73.57 for the three months ended September 30, 2015 compared to \$61.38 for the three months ended September 30, 2016. Sales and other revenues for the three months ended September 30, 2016 and 2015 include \$15.2 million and \$14.7 million, respectively, in HEP revenues attributable to pipeline and transportation services provided to unaffiliated parties.

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### Cost of Products Sold

Total cost of products sold decreased 19% from \$2,879.3 million for the three months ended September 30, 2015 to \$2,342.1 million for the three months ended September 30, 2016, due principally to lower crude oil costs and lower sales volumes of refined products. Additionally during third quarter of 2016, we recognized a \$0.3 million lower of cost or market inventory valuation charge, a \$225.1 million decrease compared to 2015, resulting in a new \$430.2 million inventory reserve at September 30, 2016. The reserve at September 30, 2016 is based on market conditions and prices at that time. Excluding this non-cash adjustment, the average price we paid per barrel for crude oil and feedstocks and the transportation costs of moving finished products to market decreased 4% from \$53.72 for the three months ended September 30, 2015 to \$51.55 for the three months ended September 30, 2016.

### Gross Refinery Margins

Gross refinery margin per produced barrel decreased 50% from \$19.85 for the three months ended September 30, 2015 to \$9.83 for the three months ended September 30, 2016. This was due to the effects of a decrease in the average per barrel sales price for refined products sold, partially offset by decreased crude oil and feedstock prices during the current year quarter. Gross refinery margin does not include the non-cash effects of lower of cost or market inventory valuation adjustments or depreciation and amortization. See “Reconciliations to Amounts Reported Under Generally Accepted Accounting Principles” following Item 3 of Part I of this Form 10-Q for a reconciliation to the income statement of prices of refined products sold and cost of products purchased.

### Operating Expenses

Operating expenses, exclusive of depreciation and amortization, decreased 3% from \$265.4 million for the three months ended September 30, 2015 to \$256.2 million for the three months ended September 30, 2016. This decrease is principally due to lower maintenance costs compared to the same period of 2015.

### General and Administrative Expenses

General and administrative expenses increased 7% from \$30.7 million for the three months ended September 30, 2015 to \$33.0 million for the three months ended September 30, 2016 due principally to increased costs attributable to professional services.

### Depreciation and Amortization Expenses

Depreciation and amortization increased 4% from \$87.8 million for the three months ended September 30, 2015 to \$91.1 million for the three months ended September 30, 2016. This increase was due principally to depreciation and amortization attributable to capitalized improvement projects and capitalized refinery turnaround costs.

### Interest Income

Interest income for the three months ended September 30, 2016 was \$0.8 million compared to \$0.7 million for the three months ended September 30, 2015. This increase was due to higher investment levels in marketable debt securities during the current year quarter.

### Interest Expense

Interest expense was \$19.6 million for the three months ended September 30, 2016 compared to \$11.1 million for the three months ended September 30, 2015. This increase is due to interest attributable to higher debt levels during the current year quarter relative to the same period of 2015. For the three months ended September 30, 2016 and 2015, interest expense included \$14.4 million and \$9.5 million, respectively, in interest costs attributable to limited recourse debt that finances HEP operations.

### Income Taxes

For the three months ended September 30, 2016, we recorded an income tax expense of \$22.2 million compared to \$110.1 million for the three months ended September 30, 2015. This decrease was due principally to lower pre-tax

earnings during the three months ended September 30, 2016 compared to the same period of 2015. Our effective tax rates, before consideration of earnings attributable to the noncontrolling interest, were 20.2% and 34.3% for the three months ended September 30, 2016 and 2015, respectively. The year-over-year decrease in the effective tax rate is due principally to the effects of the current year second quarter \$309.3 million goodwill impairment charge that is not deductible for income tax purposes.



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### Results of Operations – Nine Months Ended September 30, 2016 Compared to Nine Months Ended September 30, 2015

#### Summary

Net loss attributable to HollyFrontier stockholders for the nine months ended September 30, 2016 was \$(313.6) million (\$(1.78) per basic and diluted share), a \$1,097.6 million decrease compared to net income attributable to HollyFrontier stockholders of \$784.0 million (\$4.09 per basic and diluted share) for the nine months ended September 30, 2015. Net income decreased due principally to non-cash goodwill and long-lived asset impairment charges of \$309.3 million and \$344.1 million, respectively, and a year-over-year decrease in refining margins and sales volumes, net of the effects of a year-over-year change in lower of cost or market inventory reserve adjustments. For the nine months ended September 30, 2016, lower of cost or market inventory reserve adjustments increased pre-tax earnings by \$194.3 million compared to a pre-tax earnings decrease of \$83.4 million for the nine months ended September 30, 2015. Collectively, the impairment charges, net of the lower of cost or market valuation benefit, reduced net income by \$448.0 million, after tax, for the nine months ended September 30, 2016. Refinery gross margins for the nine months ended September 30, 2016 decreased to \$8.79 per produced barrel from \$18.03 for the nine months ended September 30, 2015.

#### Sales and Other Revenues

Sales and other revenues decreased 26% from \$10,294.4 million for the nine months ended September 30, 2015 to \$7,580.6 million for the nine months ended September 30, 2016 due to a year-over-year decrease in sales prices and lower refined product sales volumes. The average sales price we received per produced barrel sold was \$74.61 for the nine months ended September 30, 2015 compared to \$56.43 for the nine months ended September 30, 2016. Sales and other revenues for the nine months ended September 30, 2016 and 2015 include \$50.1 million and \$47.4 million, respectively, in HEP revenues attributable to pipeline and transportation services provided to unaffiliated parties.

#### Cost of Products Sold

Total cost of products sold decreased 24% from \$7,876.1 million for the nine months ended September 30, 2015 to \$6,020.9 million for the nine months ended September 30, 2016, due principally to lower crude oil costs and lower sales volumes of refined products. Additionally, this decrease also reflects a \$194.3 million benefit that is attributable to a reduction in the lower of cost or market reserve for the nine months ended September 30, 2016, a \$277.7 million increase compared to a charge of \$83.4 million for the same period of last year. The reserve at September 30, 2016 is based on market conditions and prices at that time. Excluding this non-cash adjustment, the average price we paid per barrel for crude oil and feedstocks and the transportation costs of moving the finished products to the marketplace decreased 16% from \$56.58 for the nine months ended September 30, 2015 to \$47.64 for the nine months ended September 30, 2016.

#### Gross Refinery Margins

Gross refinery margin per produced barrel decreased 51% from \$18.03 for the nine months ended September 30, 2015 to \$8.79 for the nine months ended September 30, 2016. This was due to the effects of a decrease in the average per barrel sales price for refined products sold, partially offset by decreased crude oil and feedstock prices during the current year-to-date period. Gross refinery margin does not include the non-cash effects of lower of cost or market inventory valuation adjustments, goodwill and asset impairment charges or depreciation and amortization. See “Reconciliations to Amounts Reported Under Generally Accepted Accounting Principles” following Item 3 of Part I of this Form 10-Q for a reconciliation to the income statement of prices of refined products sold and cost of products purchased.

#### Operating Expenses

Operating expenses, exclusive of depreciation and amortization, decreased 2% from \$775.2 million for the nine months ended September 30, 2015 to \$760.2 million for the nine months ended September 30, 2016 due principally to

lower natural gas fuel costs compared to the same period of 2015.

#### General and Administrative Expenses

General and administrative expenses increased 2% from \$86.4 million for the nine months ended September 30, 2015 to \$88.3 million for the nine months ended September 30, 2016 due principally to an increase in costs attributable to professional services net of lower incentive compensation costs for the current year compared to the same period of 2015.

#### Depreciation and Amortization Expenses

Depreciation and amortization increased 5% from \$255.6 million for the nine months ended September 30, 2015 to \$269.4 million for the nine months ended September 30, 2016. This increase was due principally to depreciation and amortization attributable to capitalized improvement projects and capitalized refinery turnaround costs.

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### Goodwill and Asset Impairment

During the nine months ended September 30, 2016, we recorded goodwill and long-lived asset impairment charges of \$309.3 million and \$344.8 million, respectively, that relate to our Cheyenne Refinery. See Note 1 “Description of Business and Presentation of Financial Statements” in the Notes to Consolidated Financial Statements for additional information on the Cheyenne impairment.

### Interest Income

Interest income for the nine months ended September 30, 2016 was \$1.4 million compared to \$2.4 million for the nine months ended September 30, 2015. This decrease was due to lower investment levels in marketable debt securities during the year-to-date period.

### Interest Expense

Interest expense was \$45.9 million for the nine months ended September 30, 2016 compared to \$31.8 million for the nine months ended September 30, 2015. This increase was due to interest attributable to higher debt levels during the current year relative to the same period of 2015. For the nine months ended September 30, 2016 and 2015, interest expense included \$36.3 million and \$27.3 million, respectively, in interest costs attributable to limited recourse debt that finances HEP operations.

### Loss on Early Extinguishment of Debt

In March 2016, we recognized an \$8.7 million loss on the early retirement of a financing obligation, a component of outstanding debt, upon HEP’s purchase of crude oil tanks from an affiliate of Plains All American Pipeline L.P. (“Plains”). See Note 9 “Debt” in the Notes to Consolidated Financial Statements for additional information on this financing obligation.

In June 2015, we recognized a \$1.4 million early extinguishment loss on the redemption of our \$150.0 million aggregate principal amount of 6.875% senior notes maturing November 2018.

### Income Taxes

For the nine months ended September 30, 2016, we recorded income tax expense of \$6.5 million compared to \$446.8 million for the nine months ended September 30, 2015. This decrease was due principally to a pre-tax loss during the nine months ended September 30, 2016 compared to pre-tax earnings in the same period of 2015. Our effective tax rates, before consideration of earnings attributable to the noncontrolling interest, were 2.5% and 35.1% for the nine months ended September 30, 2016 and 2015, respectively. The year-over-year decrease in the effective tax rate is due principally to the effects of the second quarter \$309.3 million goodwill impairment charge, a significant driver of our \$255.0 million loss before income taxes for the nine months ended September 30, 2016, that is not deductible for income tax purposes.

## LIQUIDITY AND CAPITAL RESOURCES

### HollyFrontier Credit Agreement

We have a \$1 billion senior unsecured revolving credit facility maturing in July 2019 (the “HollyFrontier Credit Agreement”), which may be used for revolving credit loans and letters of credit from time to time and is available to fund general corporate purposes. Indebtedness under the HollyFrontier Credit Agreement is recourse to HollyFrontier. During the nine months ended September 30, 2016, we received advances totaling \$315.0 million and repaid \$315.0 million under the HollyFrontier Credit Agreement. At September 30, 2016, we were in compliance with all covenants, had no outstanding borrowings and had outstanding letters of credit totaling \$4.4 million under the HollyFrontier Credit Agreement.

HollyFrontier Senior Notes

In March 2016, we issued \$250 million aggregate principal amount of 5.875% senior notes (the “HollyFrontier Senior Notes”) maturing April 2026. The HollyFrontier Senior Notes are unsecured and unsubordinated obligations of ours and rank equally with all our other existing and future unsecured and unsubordinated indebtedness.

HollyFrontier Term Loan

In April 2016, we entered into a \$350 million senior unsecured term loan (the “HollyFrontier Term Loan”) maturing in April 2019. The HollyFrontier Term Loan is fully drawn and may be used for general corporate purposes. Indebtedness under the HollyFrontier Term Loan is recourse to HollyFrontier.

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### HEP Credit Agreement

In March 2016, HEP amended its senior secured revolving credit facility maturing in November 2018 (the “HEP Credit Agreement”), increasing the size of the facility from \$850 million to \$1.2 billion. The HEP Credit Agreement is available to fund capital expenditures, investments, acquisitions, distribution payments and working capital and for general partnership purposes. It is also available to fund letters of credit up to a \$50 million sub-limit. During the nine months ended September 30, 2016, HEP received advances totaling \$310.5 million and repaid \$642.5 million under the HEP Credit Agreement. At September 30, 2016, HEP was in compliance with all of its covenants, had outstanding borrowings of \$380.0 million and no outstanding letters of credit under the HEP Credit Agreement.

### HEP Debt Offering

In July 2016, HEP issued \$400 million in aggregate principal amount of 6.0% HEP unsecured senior notes maturing in 2024 in a private placement. HEP used the net proceeds to repay indebtedness under the HEP Credit Agreement.

See Note 9 “Debt” in the Notes to Consolidated Financial Statements for additional information on our debt instruments.

### HEP Common Unit Continuous Offering Program

On May 10, 2016, HEP established a continuous offering program under which HEP may issue and sell common units from time to time, representing limited partner interests, up to an aggregate gross sales amount of \$200 million. As of September 30, 2016, HEP has issued 703,455 units under this program, providing \$23.0 million in net proceeds. In connection with this program and to maintain the 2% general partner interest, we made capital contributions totaling \$0.5 million as of September 30, 2016.

HEP intends to use the net proceeds for general partnership purposes, which may include funding working capital, repayment of debt, acquisitions and capital expenditures. Amounts repaid under HEP’s credit facility may be reborrowed from time to time.

### HEP Private Placement Agreement

On September 16, 2016, HEP entered into a common unit purchase agreement in which certain purchasers agreed to purchase in a private placement 3,420,000 HEP common units, representing limited partnership interests, at a price of \$30.18 per common unit. The private placement closed on October 3, 2016, at which time HEP received proceeds of approximately \$103 million, which were used to finance a portion of the Woods Cross assets acquisition. In connection with this private placement and to maintain our 2% general partner interest in HEP, we made capital contributions totaling \$2.1 million to HEP in October 2016. After this common unit issuance, our interest in HEP is 37%, including the 2% general partner interest. Additionally, HEP entered into a registration rights agreement with the purchasers, which requires that HEP file a registration statement with the SEC within 60 days following the closing of the private placement to register the purchased units under the Securities Act. The registration statement will be automatically effective and the units fully transferable upon filing.

### Liquidity

We believe our current cash and cash equivalents, along with future internally generated cash flow and funds available under our credit facilities, will provide sufficient resources to fund currently planned capital projects and our liquidity needs for the foreseeable future. In addition, components of our growth strategy include construction of new refinery processing units and the expansion of existing units at our facilities and selective acquisition of complementary assets for our refining operations intended to increase earnings and cash flow.

As of September 30, 2016, our cash, cash equivalents and investments in marketable securities totaled \$478.2 million. We consider all highly-liquid instruments with a maturity of three months or less at the time of purchase to be cash equivalents. Cash equivalents are stated at cost, which approximates market value. These primarily consist of investments in conservative, highly-rated instruments issued by financial institutions, government and corporate

entities with strong credit standings and money market funds.

In May 2015, our Board of Directors approved a \$1 billion share repurchase program, which replaced all existing share repurchase programs, authorizing us to repurchase common stock in the open market or through privately negotiated transactions. The timing and amount of stock repurchases will depend on market conditions and corporate, regulatory and other relevant considerations. This program may be discontinued at any time by the Board of Directors. As of September 30, 2016, we had remaining authorization to repurchase up to \$178.8 million under this stock repurchase program. In addition, we are authorized by our Board of Directors to repurchase shares in an amount sufficient to offset shares issued under our compensation programs.

Cash and cash equivalents increased \$299.8 million for the nine months ended September 30, 2016. Net cash provided by operating and financing activities of \$444.2 million and \$252.7 million, respectively, exceeded the net cash used for investing activities of \$397.2 million. Working capital increased by \$477.2 million during the nine months ended September 30, 2016.

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### Cash Flows – Operating Activities

#### Nine Months Ended September 30, 2016 Compared to Nine Months Ended September 30, 2015

Net cash flows provided by operating activities were \$444.2 million for the nine months ended September 30, 2016 compared to \$903.3 million for the nine months ended September 30, 2015, a decrease of \$459.1 million. Net loss for the nine months ended September 30, 2016 was \$261.4 million, a decrease of \$1,087.9 million compared to net income of \$826.5 million for the nine months ended September 30, 2015. Non-cash adjustments to net income consisting of depreciation and amortization, goodwill and asset impairment, lower of cost or market inventory valuation adjustment, net loss of equity method investments, inclusive of distributions, gain on sale of assets, gain or loss on extinguishment of debt, deferred income taxes, equity-based compensation expense, fair value changes to derivative instruments and excess tax expense from equity based compensation totaled \$777.2 million for the nine months ended September 30, 2016 compared to \$311.5 million for the same period in 2015. Changes in working capital items increased cash flows by \$23.1 million for the nine months ended September 30, 2016 compared to a decrease of \$183.8 million for the nine months ended September 30, 2015. Additionally, for the nine months ended September 30, 2016, turnaround expenditures increased to \$104.2 million from \$55.9 million for the same period of 2015.

### Cash Flows – Investing Activities and Planned Capital Expenditures

#### Nine Months Ended September 30, 2016 Compared to Nine Months Ended September 30, 2015

Net cash flows used for investing activities were \$397.2 million for the nine months ended September 30, 2016 compared to \$425.4 million for the nine months ended September 30, 2015, a decrease of \$28.2 million. Cash expenditures for properties, plants and equipment for the first nine months of 2016 decreased to \$387.5 million from \$473.9 million for the same period in 2015. These include HEP capital expenditures of \$48.2 million and \$83.3 million for the nine months ended September 30, 2016 and 2015, respectively. In addition, in 2016, HEP purchased a 50% interest in Cheyenne Pipeline for \$42.6 million, and in 2015, a 50% interest in Frontier Pipeline for \$54.6 million. We received proceeds of \$0.6 million and \$15.8 million from the sale of assets during the nine months ended September 30, 2016 and 2015, respectively. Also for the nine months ended September 30, 2016 and 2015, we invested \$155.1 million and \$403.0 million, respectively, in marketable securities and received proceeds of \$187.4 million and \$490.3 million, respectively, from the sale or maturity of marketable securities.

### Planned Capital Expenditures

#### HollyFrontier Corporation

Each year our Board of Directors approves our annual capital budget, which includes specific projects that management is authorized to undertake. Additionally, when conditions warrant or as new opportunities arise, additional projects may be approved. The funds appropriated for a particular capital project may be expended over a period of several years, depending on the time required to complete the project. Therefore, our planned capital expenditures for a given year consist of expenditures appropriated in that year's capital budget plus expenditures for projects appropriated in prior years which have not yet been completed. During 2016, we expect to spend approximately \$450.0 million to \$500.0 million in cash for capital projects appropriated in 2016 and prior years. In addition, we expect to spend approximately \$110.0 million to \$120.0 million on refinery turnarounds. Refinery turnaround spending is amortized over the useful life of the turnaround. This expected capital and turnaround cash spending is comprised of \$75.0 million to \$85.0 million at the Woods Cross Refinery, \$45.0 million to \$55.0 million at the El Dorado Refinery, \$160.0 million to \$175.0 million at the Tulsa Refineries, \$125.0 million to \$135.0 million at the Cheyenne Refinery, \$135.0 million to \$145.0 million at the Navajo Refinery and \$20.0 million to \$25.0 million for miscellaneous other projects.

A significant portion of our current capital spending is associated with compliance-oriented capital improvements. This spending is required due to existing consent decrees (for projects including FCC unit flue gas scrubbers and tail gas treatment units), federal fuels regulations (particularly Tier3, which mandates a reduction in the sulfur content of blended gasoline), refinery waste water treatment improvements and other similar initiatives. Our refinery operations and related emissions are highly regulated at both federal and state levels, and we invest in our facilities as needed to remain in compliance with these standards. Additionally, when faced with new emissions or fuels standards, we seek to execute projects that facilitate compliance and also improve the operating costs and / or yields of associated refining processes.

#### El Dorado Refinery

Capital projects at the El Dorado Refinery include the completion of an FCC gasoline hydrotreater to meet Tier 3 gasoline requirements and a new tail gas treating unit to provide spare capacity to the existing unit. Growth projects include an upgrade project to improve reformer operation, yield and reliability. A project to improve Coker yield and capacity is currently being evaluated.



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### Tulsa Refineries

Capital spending for the Tulsa Refineries includes a project to improve FCC yields that was implemented during a turnaround that started in February 2016 and completed in March 2016.

### Navajo Refinery

The Navajo Refinery capital spending in 2016 is primarily directed towards the installation of an FCC gasoline hydrotreater unit to address Tier 3 compliance. Additionally, the Navajo Refinery plans to increase crude capacity through targeted upgrades to several processing units that is expected to provide greater diesel and gasoline flexibility and increased diesel production.

### Cheyenne Refinery

The Cheyenne Refinery capital spending in 2016 includes the completion of wastewater treatment plant improvements and a project to improve FCC yield and reliability that was implemented during a turnaround completed in the second quarter of 2016. An expansion to the heavy oil rack will allow an increase of asphalt and gas oil exports, and work progresses on a study to provide a redundant tail gas unit associated with the sulfur recovery process.

### Woods Cross Refinery

We have completed construction on our existing Woods Cross expansion project, increasing crude processing capacity to 45,000 BPSD, and providing greater crude slate flexibility, which we believe will increase capacity utilization and improve overall economic returns during periods when wax crudes are in short supply. The project also included construction of new refining facilities and a new rail loading rack for intermediates and finished products associated with refining waxy crude oil.

On November 18, 2013, the Utah Division of Air Quality issued a revised air quality permit (the “Approval Order”) authorizing the expansion. On December 18, 2013, two local environmental groups filed an administrative appeal challenging the issuance of the Approval Order and seeking a stay of the Approval Order. Following an extended appeal process, the Executive Director of the Utah Department of Environmental Quality issued a final order in favor of Woods Cross on all claims on March 31, 2015, and dismissed the project opponents’ arguments with prejudice. On April 27, 2015, the opponents filed a petition for review and notice of appeal with the Utah Court of Appeals challenging the agency’s decision to uphold the permit and dismiss the project opponents’ arguments. On August 4, 2016, the Utah Court of Appeals transferred the case to the Utah Supreme Court. The Utah Supreme Court established a supplemental briefing schedule, which ran through October 2016. Oral argument will likely not take place until early 2017. Our continued use of the expansion project facilities is subject to the Woods Cross Refinery successfully defending the Approval Order on appeal at the Utah Court of Appeals.

Regulatory compliance items or other presently existing or future environmental regulations / consent decrees could cause us to make additional capital investments beyond those described above and incur additional operating costs to meet applicable requirements, including those related to recently promulgated Federal Tier 3 gasoline standards.

### HEP

Each year the Holly Logistic Services, L.L.C. board of directors approves HEP’s annual capital budget, which specifies capital projects that HEP management is authorized to undertake. Additionally, at times when conditions warrant or as new opportunities arise, special projects may be approved. The funds allocated for a particular capital project may be expended over a period of several years, depending on the time required to complete the project. Therefore, HEP’s planned capital expenditures for a given year consist of expenditures approved for capital projects included in its current year capital budget as well as, in certain cases, expenditures approved for capital projects in capital budgets for prior years. The 2016 HEP capital budget is comprised of \$13.0 million for maintenance capital expenditures and \$57.0 million for expansion capital expenditures.



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### Cash Flows – Financing Activities

#### Nine Months Ended September 30, 2016 Compared to Nine Months Ended September 30, 2015

Net cash flows provided by financing activities were \$252.7 million for the nine months ended September 30, 2016 compared to cash flows used for financing activities of \$806.2 million for the nine months ended September 30, 2015, an increase of \$1,058.9 million. During the nine months ended September 30, 2016, we received \$246.7 million in net proceeds upon issuance of our 5.875% senior notes, received \$350.0 million in net proceeds from issuance of a term loan, received \$315.0 million and repaid \$315.0 million under the HollyFrontier Credit Agreement, purchased \$133.4 million in common stock and paid \$175.2 million in dividends. In addition, we extinguished our financing obligation with Plains for \$39.5 million. Also during this period, HEP received \$310.5 million and repaid \$642.5 million under the HEP Credit Agreement, received \$394.0 million in net proceeds from issuance of HEP 6.0% senior notes, received \$22.8 million in net proceeds from the issuance of its common units and paid distributions of \$66.6 million to noncontrolling interests. During the nine months ended September 30, 2015, we purchased \$481.8 million in common stock, paid \$155.2 million to redeem our 6.875% senior notes and paid \$187.4 million in dividends. During this period, HEP received \$443.0 million and repaid \$360.0 million under the HEP Credit Agreement and paid distributions of \$61.4 million to noncontrolling interests.

### Contractual Obligations and Commitments

#### HollyFrontier Corporation

In March 2016, we issued \$250 million in aggregate principal amount of the HollyFrontier Senior Notes maturing April 2026, and extinguished \$30.8 million principal balance related to a long-term financing obligation.

In April 2016, we entered into a \$350 million senior unsecured term loan maturing April 2019.

There were no other significant changes to our long-term contractual obligations during this period.

#### HEP

In March 2016, HEP amended its credit agreement, increasing the size of the credit facility from \$850 million to \$1.2 billion. The HEP Credit Agreement matures in November 2018. During the nine months ended September 30, 2016, HEP repaid net borrowings of \$332.0 million resulting in \$380.0 million of outstanding borrowings in the HEP Credit Agreement at September 30, 2016.

In July 2016, HEP issued \$400 million in aggregate principal amount of senior unsecured notes maturing 2024.

There were no other significant changes to HEP's long-term contractual obligations during this period.

### CRITICAL ACCOUNTING POLICIES

Our discussion and analysis of our financial condition and results of operations are based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements requires us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities as of the date of the financial statements. Actual results may differ from these estimates under different assumptions or conditions.

Our significant accounting policies are described in "Part II, Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations – Critical Accounting Policies" in our Annual Report on Form 10-K for

the year ended December 31, 2015. Certain critical accounting policies that materially affect the amounts recorded in our consolidated financial statements include the assessment and consolidation of variable interest entities, the use of the last-in, first-out (“LIFO”) method of valuing certain inventories, the amortization of deferred costs for regular major maintenance and repairs at our refineries, assessing the possible impairment of certain long-lived assets and goodwill, accounting for derivative instruments and assessing contingent liabilities for probable losses.

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### Inventory Valuation

Inventories are stated at the lower of cost, using the LIFO method for crude oil, unfinished and finished refined products and the average cost method for materials and supplies, or market. In periods of rapidly declining prices, LIFO inventories may have to be written down to market value due to the higher costs assigned to LIFO layers in prior periods. In addition, the use of the LIFO inventory method may result in increases or decreases to cost of sales in years that inventory volumes decline as the result of charging cost of sales with LIFO inventory costs generated in prior periods. An actual valuation of inventory under the LIFO method is made at the end of each year based on the inventory levels at that time. Accordingly, interim LIFO calculations are based on management's estimates of expected year-end inventory levels and are subject to the final year-end LIFO inventory valuation.

At September 30, 2016, our lower of cost or market inventory valuation reserve was \$430.2 million. This amount, or a portion thereof, is subject to reversal as a reduction to cost of products sold in subsequent periods as inventories giving rise to the reserve are sold, and a new reserve is established. Such a reduction to cost of products sold could be significant if inventory values return to historical cost price levels. Additionally, further decreases in overall inventory values could result in additional charges to cost of products sold should the lower of cost or market inventory valuation reserve be increased.

**Goodwill and Long-lived Assets:** As of December 31, 2015, our goodwill balance was \$2.3 billion, with \$1.7 billion, \$0.3 billion and \$0.3 billion allocated to our El Dorado Refinery, Cheyenne Refinery and HEP reporting units, respectively. Goodwill represents the excess of the cost of an acquired entity over the fair value of the assets acquired and liabilities assumed. Goodwill is not subject to amortization and is tested annually or more frequently if an event occurs or circumstances change that would more likely than not reduce the fair value of a reporting unit below its carrying amount. Our goodwill impairment testing first entails a comparison of our reporting unit fair values relative to their respective carrying values. If carrying value exceeds fair value for a reporting unit, we measure goodwill impairment as the excess of the carrying amount of reporting unit goodwill over the implied fair value of that goodwill based on estimates of the fair value of all assets and liabilities in the reporting unit. Prior to the second quarter of 2016, there had been no impairments to goodwill.

Our long-lived assets principally consist of our refining assets that are organized as refining asset groups. These refinery asset groups also constitute our individual refinery reporting units that are used for testing and measuring goodwill impairments (El Dorado and Cheyenne). Our long-lived assets are evaluated for impairment by identifying whether indicators of impairment exist and if so, assessing whether the long-lived assets are recoverable from estimated future undiscounted cash flows. The actual amount of impairment loss measured, if any, is equal to the amount by which the asset group's carrying value exceeds its fair value.

### Goodwill and long-lived asset impairments

As of April 30, 2016, we performed interim goodwill impairment and related long-lived asset impairment testing of our El Dorado and Cheyenne Refinery reporting units after identifying a combination of events and circumstances which were indicators of potential goodwill and long-lived asset impairment, including lower than typical gross margins during the summer driving season, a current outlook of lower future gross margins, and the recent decline in our common share price which has resulted in a decrease in our market capitalization. In conjunction with our interim goodwill impairment testing performed, we first assessed the carrying values of our refining long-lived asset groups for recoverability.

The estimated fair values of our goodwill reporting units and long-lived asset groups were derived using a combination of both income and market approaches. The income approach reflects expected future cash flows based on estimates of future crack spreads, forecasted production levels, operating costs and capital expenditures. Our market approaches include both the guideline public company and guideline transaction methods. Both methods utilize pricing multiples derived from historical market transactions of other like-kind assets. These fair value measurements involve significant unobservable inputs (Level 3 inputs). See Note 3 "Fair Value Measurements" in the

Notes to Consolidated Financial Statements for further discussion of Level 3 inputs.

As a result of our impairment testing during the second quarter of 2016, we determined that the carrying value of the long-lived assets of the Cheyenne Refinery had been impaired and recorded long-lived asset impairment charges of \$344.8 million. Additionally, the carrying value of the Cheyenne Refinery's goodwill was fully impaired and a goodwill impairment charge of \$309.3 million was also recorded, representing all of the goodwill allocated to our Cheyenne Refinery. Our interim testing did not identify any other impairment.

We performed our annual goodwill impairment testing as of July 1, 2016 and determined the fair value of our El Dorado reporting unit currently exceeds its carrying value by approximately 4%. A reasonable expectation exists that further deterioration in gross margins could result in an impairment of goodwill and the long-lived assets of the El Dorado reporting unit at some point in the future. Such impairment charges could be material.

Table of Content**RISK MANAGEMENT**

We use certain strategies to reduce some commodity price and operational risks. We do not attempt to eliminate all market risk exposures when we believe that the exposure relating to such risk would not be significant to our future earnings, financial position, capital resources or liquidity or that the cost of eliminating the exposure would outweigh the benefit.

**Commodity Price Risk Management**

Our primary market risk is commodity price risk. We are exposed to market risks related to the volatility in crude oil and refined products, as well as volatility in the price of natural gas used in our refining operations. We periodically enter into derivative contracts in the form of commodity price swaps and futures contracts to mitigate price exposure with respect to:

- our inventory positions;
- natural gas purchases;
- costs of crude oil and related grade differentials;
- prices of refined products; and
- our refining margins.

As of September 30, 2016, we have the following notional contract volumes related to all outstanding derivative contracts used to mitigate commodity price risk:

Contract Description	Total Outstanding Notional	Notional Contract Volumes by Year of Maturity		Unit of Measure
		2016	2017	
Natural gas price swaps - long	24,000,000	4,800,000	19,200,000	MMBTU
Natural gas price swaps - short	12,000,000	2,400,000	9,600,000	MMBTU
Natural gas price swaps (basis spread) - long	12,885,000	2,577,000	10,308,000	MMBTU
Crude price swaps (basis spread) - long	5,494,000	2,944,000	2,550,000	Barrels
NYMEX futures (WTI) - short	1,950,000	1,265,000	685,000	Barrels
Forward gasoline and diesel contracts - long	705,000	695,000	10,000	Barrels
Physical crude contracts -short	150,000	150,000	—	Barrels

The following sensitivity analysis provides the hypothetical effects of market price fluctuations to the commodity positions hedged under our derivative contracts:

Commodity-based Derivative Contracts	Estimated Change in Fair Value at September 30,	
	2016	2015
(In thousands)		
Hypothetical 10% change in underlying commodity prices	\$1,064	\$12,233

**Interest Rate Risk Management**

HEP uses interest rate swaps to manage its exposure to interest rate risk.

As of September 30, 2016, HEP had two interest rate swap contracts with identical terms that hedge its exposure to the cash flow risk caused by the effects of LIBOR changes on \$150.0 million in credit agreement advances. The swaps effectively convert \$150.0 million of LIBOR based debt to fixed-rate debt having an interest rate of 0.74% plus an applicable margin of 2.25% as of September 30, 2016, which equaled an effective interest rate of 2.99%. Both of these swap contracts mature in July 2017. These swap contracts have been designated as cash flow hedges.

The market risk inherent in our fixed-rate debt is the potential change arising from increases or decreases in interest rates as discussed below.



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For the fixed rate HollyFrontier Senior Notes and HEP Senior Notes, changes in interest rates will generally affect fair value of the debt, but not earnings or cash flows. The outstanding principal, estimated fair value and estimated change in fair value (assuming a hypothetical 10% change in the yield-to-maturity rates) for this debt as of September 30, 2016 is presented below:

	Outstanding Principal	Estimated Fair Value	Estimated Change in Fair Value
	(In thousands)		
HollyFrontier Senior Notes	\$250,000	\$271,875	\$ 9,374
HEP Senior Notes	\$700,000	\$720,250	\$ 19,625

For the variable rate HollyFrontier Term Loan and HEP Credit Agreement, changes in interest rates would affect cash flows, but not the fair value. At September 30, 2016, outstanding borrowings under the HEP Credit Agreement were \$380.0 million. By means of its cash flow hedges, HEP has effectively converted the variable rate on \$150.0 million of outstanding principal to a weighted average fixed rate of 2.99%. For the remaining unhedged HEP Credit Agreement borrowings of \$230.0 million and the HollyFrontier Term Loan, a hypothetical 10% change in applicable interest rates would not materially affect cash flows.

Our operations are subject to hazards of petroleum processing operations, including fire, explosion and weather-related perils. We maintain various insurance coverages, including business interruption insurance, subject to certain deductibles. We are not fully insured against certain risks because such risks are not fully insurable, coverage is unavailable, or premium costs, in our judgment, do not justify such expenditures.

Financial information is reviewed on the counterparties in order to review and monitor their financial stability and assess their ongoing ability to honor their commitments under the derivative contracts. We have not experienced, nor do we expect to experience, any difficulty in the counterparties honoring their commitments.

We have a risk management oversight committee consisting of members from our senior management. This committee oversees our risk enterprise program, monitors our risk environment and provides direction for activities to mitigate identified risks that may adversely affect the achievement of our goals.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

See “Risk Management” under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.”

### Reconciliations to Amounts Reported Under Generally Accepted Accounting Principles

Reconciliations of earnings before interest, taxes, depreciation and amortization (“EBITDA”) and EBITDA excluding “non-cash” lower of cost or market inventory valuation adjustments and goodwill and asset impairment charges (“Adjusted EBITDA”) to amounts reported under generally accepted accounting principles in financial statements.

Earnings before interest, taxes, depreciation and amortization, which we refer to as EBITDA, is calculated as net income (loss) attributable to HollyFrontier stockholders plus (i) interest expense, net of interest income, (ii) income tax provision, and (iii) depreciation and amortization. Adjusted EBITDA is calculated as EBITDA plus or minus (i) lower of cost or market inventory valuation adjustment and (ii) goodwill and asset impairment charges. EBITDA and Adjusted EBITDA are not calculations provided for under GAAP; however, the amounts included in these

calculations are derived from amounts included in our consolidated financial statements. EBITDA and Adjusted EBITDA should not be considered as alternatives to net income or operating income as an indication of our operating performance or as an alternative to operating cash flow as a measure of liquidity. EBITDA and Adjusted EBITDA are not necessarily comparable to similarly titled measures of other companies. They are presented here because they are widely used financial indicators used by investors and analysts to measure performance. EBITDA and Adjusted EBITDA are also used by our management for internal analysis and as a basis for financial covenants.

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Set forth below is our calculation of EBITDA and Adjusted EBITDA.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2016	2015	2016	2015
	(In thousands)			
Net income (loss) attributable to HollyFrontier stockholders	\$74,497	\$196,322	\$(313,618)	\$784,022
Add income tax expense	22,196	110,066	6,459	446,784
Add interest expense <sup>(1)</sup>	19,550	11,102	54,606	33,183
Subtract interest income	(778)	(673)	(1,380)	(2,403)
Add depreciation and amortization	91,130	87,764	269,433	255,579
EBITDA	\$206,595	\$404,581	\$15,500	\$1,517,165
Add (subtract) lower of cost or market inventory valuation adjustment	312	225,451	(194,282)	83,425
Add goodwill and asset impairment	—	—	654,084	—
Adjusted EBITDA	\$206,907	\$630,032	\$475,302	\$1,600,590

(1) Includes loss on early extinguishment of debt of \$8.7 million and \$1.4 million for the nine months ended September 30, 2016 and 2015, respectively.

Reconciliations of refinery operating information (non-GAAP performance measures) to amounts reported under generally accepted accounting principles in financial statements.

Refinery gross margin and net operating margin are non-GAAP performance measures that are used by our management and others to compare our refining performance to that of other companies in our industry. We believe these margin measures are helpful to investors in evaluating our refining performance on a relative and absolute basis.

Refinery gross margin per barrel is the difference between average net sales price and average cost of products per barrel of produced refined products. Net operating margin per barrel is the difference between refinery gross margin and refinery operating expenses per barrel of produced refined products. These two margins do not include the non-cash effects of lower of cost or market inventory valuation adjustments, goodwill and asset impairment charges or depreciation and amortization. Each of these component performance measures can be reconciled directly to our consolidated statements of income.

Other companies in our industry may not calculate these performance measures in the same manner.

### Refinery Gross and Net Operating Margins

Below are reconciliations to our consolidated statements of income for (i) net sales, cost of products (exclusive of lower of cost or market inventory valuation adjustment) and operating expenses, in each case averaged per produced barrel sold, and (ii) net operating margin and refinery gross margin. Due to rounding of reported numbers, some amounts may not calculate exactly.

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## Reconciliation of produced product sales to total sales and other revenues

	Three Months Ended September 30, 2016		Nine Months Ended September 30, 2016	
	2015		2015	
	(Dollars in thousands, except per barrel amounts)			
Consolidated				
Average sales price per produced barrel sold	\$61.38	\$73.57	\$56.43	\$74.61
Times sales of produced refined products (BPD)	437,700	456,060	427,430	444,220
Times number of days in period	92	92	274	273
Produced refined product sales	\$2,471,674	\$3,086,815	\$6,608,846	\$9,048,108
Total produced refined products sales	\$2,471,674	\$3,086,815	\$6,608,846	\$9,048,108
Add refined product sales from purchased products and rounding <sup>(1)</sup>	207,698	350,633	500,509	777,024
Total refined product sales	2,679,372	3,437,448	7,109,355	9,825,132
Add direct sales of excess crude oil <sup>(2)</sup>	103,145	67,750	294,845	260,678
Add other refining segment revenue <sup>(3)</sup>	49,678	65,994	126,604	161,155
Total refining segment revenue	2,832,195	3,571,192	7,530,804	10,246,965
Add HEP segment sales and other revenues	92,611	88,389	289,517	261,624
Add corporate and other revenues	11	104	168	473
Subtract consolidations and eliminations	(77,547 )	(73,862 )	(239,857 )	(214,701 )
Sales and other revenues	\$2,847,270	\$3,585,823	\$7,580,632	\$10,294,361

## Reconciliation of average cost of products per produced barrel sold to total cost of products sold (exclusive of lower of cost or market inventory valuation adjustment)

	Three Months Ended September 30, 2016		Nine Months Ended September 30, 2016	
	2015		2015	
	(Dollars in thousands, except per barrel amounts)			
Consolidated				
Average cost of products per produced barrel sold	\$51.55	\$53.72	\$47.64	\$56.58
Times sales of produced refined products (BPD)	437,700	456,060	427,430	444,220
Times number of days in period	92	92	274	273
Cost of products for produced products sold	\$2,075,836	\$2,253,958	\$5,579,398	\$6,861,573
Total cost of products for produced products sold	\$2,075,836	\$2,253,958	\$5,579,398	\$6,861,573
Add refined product costs from purchased products and rounding <sup>(1)</sup>	211,309	370,638	508,127	807,260
Total cost of refined products sold	2,287,145	2,624,596	6,087,525	7,668,833
Add crude oil cost of direct sales of excess crude oil <sup>(2)</sup>	104,187	65,338	297,494	254,529
Add other refining segment cost of products sold <sup>(4)</sup>	22,922	36,823	54,222	81,265
Total refining segment cost of products sold	2,414,254	2,726,757	6,439,241	8,004,627
Subtract consolidations and eliminations	(72,417 )	(72,898 )	(224,086 )	(211,920 )
Costs of products sold (exclusive of lower of cost or market inventory valuation adjustment and depreciation and amortization)	\$2,341,837	\$2,653,859	\$6,215,155	\$7,792,707



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## Reconciliation of average refinery operating expenses per produced barrel sold to total operating expenses

	Three Months Ended September 30, 2016      2015		Nine Months Ended September 30, 2016      2015	
	(Dollars in thousands, except per barrel amounts)			
Consolidated				
Average refinery operating expenses per produced barrel sold	\$5.49	\$5.46	\$5.59	\$5.48
Times sales of produced refined products (BPD)	437,700	456,060	427,430	444,220
Times number of days in period	92	92	274	273
Refinery operating expenses for produced products sold	\$221,074	\$229,088	\$654,677	\$664,571
Total refinery operating expenses for produced products sold	\$221,074	\$229,088	\$654,677	\$664,571
Add other refining segment operating expenses and rounding <sup>(5)</sup>	10,152	10,110	32,951	30,632
Total refining segment operating expenses	231,226	239,198	687,628	695,203
Add HEP segment operating expenses	27,952	25,095	82,030	78,350
Add corporate and other costs	1,390	1,251	3,797	2,039
Subtract consolidations and eliminations	(4,336 )	(146 )	(13,304 )	(433 )
Operating expenses (exclusive of depreciation and amortization)	\$256,232	\$265,398	\$760,151	\$775,159

## Reconciliation of net operating margin per barrel to refinery gross margin per barrel to total sales and other revenues

	Three Months Ended September 30, 20162015		Nine Months Ended September 30, 20162015	
	(Dollars in thousands, except per barrel amounts)			
Consolidated				
Net operating margin per barrel	\$4.34	\$14.39	\$3.20	\$12.55
Add average refinery operating expenses per produced barrel	5.49	5.46	5.59	5.48
Refinery gross margin per barrel	9.83	19.85	8.79	18.03
Add average cost of products per produced barrel sold	51.55	53.72	47.64	56.58
Average sales price per produced barrel sold	\$61.38	\$73.57	\$56.43	\$74.61
Times sales of produced refined products (BPD)	437,700	456,060	427,430	444,220
Times number of days in period	92	92	274	273
Produced refined products sales	\$2,471,674	\$3,086,815	\$6,608,846	\$9,048,108
Total produced refined products sales	\$2,471,674	\$3,086,815	\$6,608,846	\$9,048,108
Add refined product sales from purchased products and rounding <sup>(1)</sup>	207,698	350,633	500,509	777,024
Total refined product sales	2,679,372	3,437,448	7,109,355	9,825,132
Add direct sales of excess crude oil <sup>(2)</sup>	103,145	67,750	294,845	260,678
Add other refining segment revenue <sup>(3)</sup>	49,678	65,994	126,604	161,155
Total refining segment revenue	2,832,195	3,571,192	7,530,804	10,246,965
Add HEP segment sales and other revenues	92,611	88,389	289,517	261,624
Add corporate and other revenues	11	104	168	473
Subtract consolidations and eliminations	(77,547 )	(73,862 )	(239,857 )	(214,701 )
Sales and other revenues	\$2,847,270	\$3,585,823	\$7,580,632	\$10,294,361

- (1) We purchase finished products to facilitate delivery to certain locations or to meet delivery commitments.  
We purchase crude oil that at times exceeds the supply needs of our refineries. Quantities in excess of our needs are sold at market prices to purchasers of crude oil that are recorded on a gross basis with the sales price recorded
- (2) as revenues and the corresponding acquisition cost as inventory and then upon sale as cost of products sold.  
Additionally, at times we enter into buy/sell exchanges of crude oil with certain parties to facilitate the delivery of quantities to certain locations that are netted at cost.  
Other refining segment revenue includes the incremental revenues associated with HFC Asphalt, product
- (3) purchased and sold forward for profit as market conditions and available storage capacity allows and miscellaneous revenue.  
Other refining segment cost of products sold includes the incremental cost of products for HFC Asphalt, the
- (4) incremental cost associated with storing product purchased and sold forward as market conditions and available storage capacity allows and miscellaneous costs.
- (5) Other refining segment operating expenses include the marketing costs associated with our refining segment and the operating expenses of HFC Asphalt.

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Item 4. Controls and Procedures

Evaluation of disclosure controls and procedures. Our principal executive officer and principal financial officer have evaluated, as required by Rule 13a-15(b) under the Securities Exchange Act of 1934 (the “Exchange Act”), our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of the end of the period covered by this Quarterly Report on Form 10-Q. Our disclosure controls and procedures are designed to provide reasonable assurance that the information we are required to disclose in the reports that we file or submit under the Exchange Act is accumulated and communicated to our management, including our principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure and is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms. Based upon the evaluation, our principal executive officer and principal financial officer have concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of September 30, 2016.

Changes in internal control over financial reporting. There have been no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that occurred during our last fiscal quarter that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.



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PART II. OTHER INFORMATION

Item 1. Legal Proceedings

Commitment and Contingency Reserves

We periodically establish reserves for certain legal proceedings. The establishment of a reserve involves an estimation process that includes the advice of legal counsel and subjective judgment of management. While management believes these reserves to be adequate, future changes in the facts and circumstances could result in the actual liability exceeding the estimated ranges of loss and amounts accrued.

While the outcome and impact on us cannot be predicted with certainty, based on advice of counsel, management believes that the resolution of these proceedings through settlement or adverse judgment will not either individually or in the aggregate have a material adverse effect on our financial condition, results of operations or cash flows.

Environmental Matters

We are reporting the following proceedings to comply with SEC regulations which require us to disclose proceedings arising under federal, state or local provisions regulating the discharge of materials into the environment or protecting the environment if we reasonably believe that such proceedings may result in monetary sanctions of \$100,000 or more. Our respective subsidiaries have or will develop corrective action plans regarding these disclosures that will be implemented in consultation with the respective federal and / or state agencies. It is not possible to predict the ultimate outcome of these proceedings, although none are currently expected to have a material adverse effect on our financial condition, results of operations or cash flows.

Cheyenne

HollyFrontier Cheyenne Refining LLC (“HFCR”), our wholly-owned subsidiary, completed certain environmental audits at the Cheyenne Refinery regarding compliance with federal and state environmental requirements. By letters dated October 5, 2012, November 7, 2012, and January 10, 2013, and pursuant to the EPA’s audit policy to the extent applicable, HFCR submitted reports to the EPA voluntarily disclosing non-compliance with certain emission limitations, reporting requirements, and provisions of a 2009 federal consent decree. By letters dated October 31, 2012; February 6, 2013; June 21, 2013; July 9, 2013 and July 25, 2013, and pursuant to applicable Wyoming audit statutes, HFCR submitted environmental audit reports to the Wyoming Department of Environmental Quality (“WDEQ”) voluntarily disclosing non-compliance with certain notification, reporting, and other provisions of the refinery’s state air permit and other environmental regulatory requirements. No further action has been taken by either agency at this time.

Tulsa

HollyFrontier Tulsa Refining LLC (“HFTR”) manufactures paraffin and hydrocarbon waxes at its Tulsa West facility. On March 11, 2014, the EPA issued a notice to HFTR of possible violations of certain provisions of the federal Toxic Substances Control Act in connection with the manufacture of certain of these products. HFTR and the EPA met and are working productively towards a settlement of this matter.

Other

We are a party to various other litigation and proceedings that we believe, based on advice of counsel, will not either individually or in the aggregate have a materially adverse impact on our financial condition, results of operations or cash flows.

Item 1A. Risk Factors

Except for the additional risk factor information below, there have been no material changes in our risk factors as previously disclosed in Part 1, “Item 1A. Risk Factors” of our Annual Report on Form 10-K for the fiscal year ended December 31, 2015 and in Part II, “Item 1A. Risk Factors” of our Quarterly Report on Form 10-Q for the quarter ended June 30, 2016. You should carefully consider the risk factors discussed below and in our 2015 Form 10-K and June 30, 2016 Form 10-Q, 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.

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Our pending PCLI acquisition may not be consummated. Failure to complete the acquisition within the expected timeframe or at all could adversely affect our stock price and our future business and financial results.

The PCLI acquisition is subject to closing conditions and regulatory approvals. If these conditions are not satisfied or waived, the acquisition will not be consummated. If the closing of the acquisition is substantially delayed or does not occur at all, or if the terms of the acquisition are required to be modified substantially due to regulatory concerns, we may not realize the anticipated benefits of the acquisition fully or at all. Certain of the conditions remaining to be satisfied include the absence of a law or order prohibiting the transactions contemplated by the share purchase agreement, approval under the Investment Canada Act, and the expiration of any waiting periods under the Competition Act (Canada) and Hart-Scott Rodino Act, as amended, with respect to the acquisition. We will also incur substantial transaction costs whether or not the acquisition is completed. Any failure to complete the acquisition could have a material adverse effect on our stock price and our future business and financial results.

The anticipated benefits of our pending PCLI acquisition may not be realized fully or at all or may take longer to realize than expected.

The PCLI acquisition involves the operation of businesses in other countries. The acquisition will require management to devote significant attention and resources to integrating the PCLI business with our business. Delays in this process could adversely affect our business, financial results, financial condition and stock price. Even if we are able to integrate our business operations successfully, there can be no assurance that this integration will result in the realization of the full benefits of synergies, cost savings, innovation and operational efficiencies that we currently expect from this integration or that these benefits will be achieved within the anticipated time frame.

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## Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

## (c) Common Stock Repurchases Made in the Quarter

Under our common stock repurchase programs, repurchases are being made from time to time in the open market or privately negotiated transactions based on market conditions, securities law limitations and other factors. The following table includes repurchases made under these programs during the third quarter of 2016.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Dollar Value of Shares that May Yet Be Purchased Under the Plans or Programs
July 2016	—	\$	—	\$ 178,811,213
August 2016	—	\$	—	\$ 178,811,213
September 2016	—	\$	—	\$ 178,811,213
Total for July to September 2016	—		—	

## Item 6. Exhibits

The Exhibit Index on page 61 of this Quarterly Report on Form 10-Q lists the exhibits that are filed or furnished, as applicable, as part of the Quarterly Report on Form 10-Q.

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SIGNATURES

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

HOLLYFRONTIER  
CORPORATION  
(Registrant)

Date: November 3, 2016 /s/ Douglas S. Aron  
Douglas S. Aron  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial Officer)

Date: November 3, 2016 /s/ J. W. Gann, Jr.  
J. W. Gann, Jr.  
Vice President, Controller and  
Chief Accounting Officer  
(Principal Accounting Officer)

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Exhibit Index

Exhibit Number	Description
3.1	Amended and Restated Certificate of Incorporation of HollyFrontier Corporation (incorporated by reference to Exhibit 3.1 of Registrant's Current Report on Form 8-K filed July 8, 2011, File No. 1-03876).
3.2	Amended and Restated By-Laws of HollyFrontier Corporation (incorporated by reference to Exhibit 3.1 of Registrant's Current Report on Form 8-K filed February 20, 2014, File No. 1-03876).
10.1	Second Amended and Restated Master Throughput Agreement, dated August 8, 2016, by and between HollyFrontier Refining & Marketing LLC and Holly Energy Partners - Operating, L.P. (incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K dated August 10, 2016, File No. 1-03876).
10.2	Fifteenth Amended and Restated Omnibus Agreement, dated August 8, 2016, by and among HollyFrontier Corporation, Holly Energy Partners, L.P. and certain of their respective subsidiaries (incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K dated August 10, 2016, File No. 1-03876).
10.3	Second Amended and Restated Services and Secondment Agreement, dated as of August 8, 2016, by and among Holly Logistic Services, L.L.C., Holly Energy Partners-Operating L.P., El Dorado Operating LLC, Cheyenne Logistics LLC, El Dorado Logistics LLC, HEP Tulsa LLC, HollyFrontier Payroll Services, Inc., HollyFrontier Cheyenne Refining LLC, HollyFrontier El Dorado Refining LLC and HollyFrontier Tulsa Refining LLC (incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K dated August 10, 2016, File No. 1-03876).
10.4	Second Amended and Restated Master Lease and Access Agreement, dated as of August 8, 2016, by and among HollyFrontier El Dorado Refining LLC, HollyFrontier Cheyenne Refining LLC, HollyFrontier Tulsa Refining LLC, HollyFrontier Woods Cross Refining LLC, HollyFrontier Navajo Refining LLC, El Dorado Operating LLC, El Dorado Logistics LLC, Cheyenne Logistics LLC, HEP Tulsa LLC, HEP Woods Cross, L.L.C. and HEP Pipeline, L.L.C. (incorporated by reference to Exhibit 10.4 to Registrant's Current Report on Form 8-K dated August 10, 2016, File No. 1-03876).
10.5	Pipeline Deficiency Agreement, dated as of August 8, 2016, by and between HollyFrontier Refining & Marketing LLC and Holly Energy Partners - Operating, L.P. (incorporated by reference to Exhibit 10.5 to Registrant's Current Report on Form 8-K dated August 10, 2016, File No. 1-03876).
10.6	LLC Interest Purchase Agreement, dated as of October 3, 2016, by and between HollyFrontier Corporation, HollyFrontier Woods Cross Refining LLC, Holly Energy Partners - Operating, L.P. and Holly Energy Partners, L.P. (incorporated by reference to Exhibit 10.1 to Registrant's Current Report on Form 8-K dated October 4, 2016, File No. 1-03876).
10.7	Amended and Restated Master Tolling Agreement (Operating Assets), dated as of October 3, 2016, by and between HollyFrontier El Dorado Refining LLC, HollyFrontier Woods Cross Refining LLC, Holly Energy Partners-Operating L.P., HollyFrontier Corporation and Holly Energy Partners, L.P. (incorporated by reference to Exhibit 10.2 to Registrant's Current Report on Form 8-K dated October 4, 2016, File No.

1-03876).

- 10.8 Sixteenth Amended and Restated Omnibus Agreement, dated as of October 3, 2016, by and among HollyFrontier Corporation, Holly Energy Partners, L.P. and certain of their respective subsidiaries (incorporated by reference to Exhibit 10.3 to Registrant's Current Report on Form 8-K dated October 4, 2016, File No. 1-03876).
- 10.9 Third Amended and Restated Services and Secondment Agreement, dated as of October 3, 2016, by and among Holly Logistic Services, L.L.C., certain subsidiaries of Holly Energy Partners, L.P. and certain subsidiaries of HollyFrontier Corporation (incorporated by reference to Exhibit 10.4 to Registrant's Current Report on Form 8-K dated October 4, 2016, File No. 1-03876).
- 10.10 Third Amended and Restated Master Lease and Access Agreement, dated as of October 3, 2016, by and among certain subsidiaries of Holly Energy Partners, L.P. and certain subsidiaries of HollyFrontier Corporation (incorporated by reference to Exhibit 10.5 to Registrant's Current Report on Form 8-K dated October 4, 2016, File No. 1-03876).
- 31.1\* Certification of Chief Executive Officer under Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2\* Certification of Chief Financial Officer under Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1\*\* Certification of Chief Executive Officer under Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2\*\* Certification of Chief Financial Officer under Section 906 of the Sarbanes-Oxley Act of 2002.

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Exhibit Number	Description
101+	The following financial information from HollyFrontier Corporation's Quarterly Report on Form 10-Q for the quarter ended September 30, 2016, formatted in XBRL (Extensible Business Reporting Language): (i) Consolidated Balance Sheets, (ii) Consolidated Statements of Income, (iii) Consolidated Statements of Comprehensive Income, (iv) Consolidated Statements of Cash Flows, and (v) Notes to the Consolidated Financial Statements.

\* Filed herewith.

\*\* Furnished herewith.

+ Filed electronically herewith.