Par Pacific Holdings Reports First Quarter 2019 Results

HOUSTON, May 7, 2019 /PRNewswire/ -- **Par Pacific Holdings, Inc.** (NYSE: PARR) **("Par Pacific"** or the **"Company")** today reported its financial results for the quarter ended March 31, 2019.

First Quarter 2019 Highlights

- Net Income of $61.1 million, or $1.14 per diluted share
- Adjusted Net Income of $6.4 million, or $0.13 per diluted share
- Adjusted EBITDA of $47.6 million
- Record refining throughput of 162,300 bpd
- Record on-island sales of 106,900 bpd in Hawaii

Par Pacific reported net income of $61.1 million, or $1.14 per diluted share, for the quarter ended March 31, 2019, compared to net income of $15.2 million, or $0.33 per diluted share, for the same quarter in 2018. First quarter 2019 net income includes a $65.4 million tax benefit associated with a partial release of our valuation allowance in connection with the U.S. Oil & Refining Co. acquisition. First quarter 2019 Adjusted Net Income was $6.4 million, compared to Adjusted Net Income of $8.2 million in the first quarter of 2018. First quarter 2019 Adjusted EBITDA was $47.6 million, compared to Adjusted EBITDA of $26.1 million in the first quarter of 2018. First quarter 2018 results include $13.2 million of RINs benefit related to the 2017 compliance year. A reconciliation of reported non-GAAP financial measures to their most directly comparable GAAP financial measures can be found in the tables accompanying this news release.

"Adjusted EBITDA increased by approximately $35 million year over year, when adjusted for last year's RINs benefit, reflecting the combined earnings power of our businesses after our recent acquisitions," said
William Pate, Par Pacific's President and Chief Executive Officer. "The high distillate yield of our refining operations permitted us to achieve strong profitability in a weak gasoline crack environment. I would like to congratulate our team on delivering safe and reliable operations at our four refining locations. Market conditions in the second quarter have improved substantially, boosting our positive view of our earnings per share growth and free cash flow generation for the remainder of the year."

Refining

The Refining segment reported operating income of $14.4 million in the first quarter of 2019, compared to operating income of $26.1 million in the first quarter of 2018. Adjusted Gross Margin for the Refining segment was $85.7 million in the first quarter of 2019, compared to $56.4 million in the first quarter of 2018.

Refining Adjusted EBITDA was $30.4 million in the first quarter of 2019, compared to Refining Adjusted EBITDA of $19.0 million in the first quarter of 2018.

Hawaii Refinery

The 4-1-2-1 Singapore Crack Spread was $6.88 per barrel in the first quarter of 2019, compared to $6.38 per barrel in the first quarter of 2018. The Hawaii refinery's throughput in the first quarter of 2019, across our two locations, was 113 thousand barrels per day (Mbpd). This compares to throughput of 76 Mbpd for the same quarter in 2018. Production costs were $2.81 per throughput barrel in the first quarter of 2019, compared to $3.64 per throughput barrel in the same period in 2018. 2019 results include contribution from the crude units purchased from Island Energy Services, which closed on December 19, 2018.

Washington Refinery

Since our acquisition of the Washington refinery on January 11, 2019, the Pacific Northwest 5-2-2-1 Index averaged $11.09/bbl. Throughput from the date of acquisition was 37 Mbpd and production costs were $4.87 per throughput barrel. Adjusted Gross Margin was $8.88 per throughput barrel during this period, calculated using the LIFO basis of inventory accounting, consistent with past practice.

Wyoming Refinery

During the first quarter of 2019, the Wyoming 3-2-1 Index averaged $15.09 per barrel, compared to $15.65 per barrel in the first quarter of 2018. The Wyoming refinery's throughput was 16 Mbpd in the first quarter of 2019. This compares to 17 Mbpd in the first quarter of 2018. Production costs were $7.69 per throughput barrel in the first quarter of 2019, compared to $7.74 per throughput barrel in the same period in 2018. The Wyoming refinery's Adjusted Gross Margin of $14.55 per throughput barrel reflects a positive FIFO impact of approximately $4.8 million, or $3.26 per throughput barrel, in the first quarter of 2019.

Retail

The Retail segment reported operating income of $10.1 million in the first quarter of 2019, compared to $5.7 million in the first quarter of 2018. Adjusted Gross Margin for the Retail segment was $28.5 million in the first quarter of 2019, compared to $19.4 million in the same quarter of 2018. 2018 results incorporate the Northwest Retail acquisition commencing March 23, 2018.

Retail Adjusted EBITDA was $12.4 million in the first quarter of 2019, compared to $7.6 million in the first quarter of 2018. The Retail segment reported sales volumes of 29.7 million gallons in the first quarter of 2019, compared to 22.2 million gallons in the same quarter of 2018.

Logistics

The Logistics segment reported operating income of $12.4 million in the first quarter of 2019, compared to $8.8 million in the first quarter of 2018. Adjusted Gross Margin for the Logistics segment was $18.7 million in the first quarter of 2019, compared to $12.3 million in the same quarter of 2018.

Logistics Adjusted EBITDA was $16.3 million in the first quarter of 2019, compared to $10.4 million in the first quarter of 2018. 2019 results include contribution from the U.S. Oil & Refining Co. acquisition commencing January 11, 2019, which largely accounts for the year over year growth.

Laramie Energy

Equity earnings from Laramie in the first quarter of 2019 were $0.3 million, compared to $5.6 million in the first quarter of 2018. Equity losses from Laramie, excluding Par Pacific's share of unrealized derivatives, were $0.9 million in 2019, compared to earnings of $3.6 million in 2018. Laramie's total net loss was $3.0 million in the first quarter of 2019, compared to net income of $7.3 million in the first quarter of 2018. Laramie's total Adjusted EBITDAX was $20.2 million in the first quarter of 2019, compared to $19.8 million in the first quarter of 2018.

Liquidity

Net cash used in operations totaled $56.8 million for the three months ended March 31, 2019, compared to net cash provided from operations of $12.6 million during the three months ended March 31, 2018. Cash used in operations in the first quarter of 2019 was driven by working capital, much of which was reversed in April. At March 31, 2019, Par Pacific's cash balance totaled $60.3 million, long-term debt totaled $676.8 million, and total liquidity was $126.4 million.

Conference Call Information

A conference call is scheduled for Wednesday, May 8, 2019 at 1:00 p.m. Central Time (2:00 p.m. Eastern Time). To access the call, please dial 1-877-404-9648 inside the U.S. or 1-412-902-0030 outside the U.S. and ask for the Par Pacific call. Please dial in at least 10 minutes early to register. The webcast may be accessed online through the Company's website at http://www.parpacific.com on the Investor Relations page. A telephone replay will be available until May 15, 2019 and may be accessed by calling 1-877-660-6853 inside the U.S. or 1-201-612-7415 outside the U.S. and using the conference ID 13689016#.

About Par Pacific

Par Pacific Holdings, Inc. (NYSE: PARR), headquartered in Houston, Texas, owns and operates market-leading energy and infrastructure businesses. Par Pacific's strategy is to acquire and develop energy and infrastructure businesses in logistically-complex markets. Par Pacific owns and operates one of the largest energy networks in Hawaii with 148,000-bpd of combined refining capacity, a logistics system supplying the major islands of the state and 91 retail locations. In the Pacific Northwest and the Rockies, Par Pacific owns and operates 60,000-bpd of combined refining capacity, related multimodal logistics systems, and 33 retail locations. Par Pacific also owns 46% of Laramie Energy, LLC, a natural gas production company with operations and assets concentrated in Western Colorado. More information is available at www.parpacific.com.

Forward-Looking Statements

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

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Condensed Consolidated Statements of Operations

(Unaudited)

(in thousands, except per share data)

	Three Months Ended March 31,	
	2019	**2018**
Revenues	$ 1,191,335	$ 765,439
Operating expenses		
Cost of revenues (excluding depreciation)	1,060,732	661,899
Operating expense (excluding depreciation)	73,674	51,010
Depreciation, depletion, and amortization	20,957	13,037
General and administrative expense (excluding depreciation)	11,665	11,205
Acquisition and integration costs	2,884	632
Total operating expenses	1,169,912	737,783
Operating income	21,423	27,656
Other income (expense)		
Interest expense and financing costs, net	(18,710)	(8,377)
Debt extinguishment and commitment costs	(5,496)	—
Other income, net	87	119
Change in value of common stock warrants	(1,282)	745
Change in value of contingent consideration	—	(10,500)

Equity earnings from Laramie Energy, LLC	301	5,576
Total other income (expense), net	(25,100)	(12,437)
Income (loss) before income taxes	(3,677)	15,219
Income tax benefit (expense)	64,769	(34)
Net income	$ 61,092	$ 15,185
Weighted-average shares outstanding		
Basic	49,127	45,634
Diluted	55,550	45,677
Income per share		
Basic	$ 1.23	$ 0.33
Diluted	$ 1.14	$ 0.33

Balance Sheet Data

(Unaudited)

(in thousands)

	March 31, 2019	**December 31, 2018**
Balance Sheet Data		
Cash and cash equivalents	$ 60,297	$ 75,076
Working capital (1)	(87,297)	4,348
Debt, including current portion	676,829	392,640
Total stockholders' equity	611,202	512,329

(1) Working capital is calculated as (i) total current assets, excluding cash and cash equivalents less (ii) total current liabilities, excluding current portion of long-term debt.

Operating Statistics

The following table summarizes certain operational data:

	Three Months Ended March 31,			
	2019 (1)		**2018 (1)**	
Total Refining Segment				
Feedstocks Throughput (Mbpd) (2)	162.3		92.7	
Refined product sales volume (Mbpd) (2)	166.0		102.3	
Hawaii Refinery				
Feedstocks Throughput (Mbpd)	113.0		76.2	
Source of Crude Oil:				
North America	35.0	%	39.7	%
Asia	20.6	%	6.7	%
Africa	34.1	%	39.9	%
Latin America	10.3	%	—	%
Middle East	—	%	13.7	%
Total	100.0	%	100.0	%
Yield (% of total throughput)				
Gasoline and gasoline blendstocks	22.8	%	28.2	%

Distillate	42.5	%	47.2	%
Fuel oils	29.0	%	16.3	%
Other products	2.1	%	5.2	%
Total yield	96.4	%	96.9	%
Refined product sales volume (Mbpd)				
On-island sales volume	106.9		69.4	
Exports sale volume	5.7		14.6	
Total refined product sales volume	112.6		84.0	
Adjusted Gross Margin per bbl ($/throughput bbl) (3)	$ 3.74		$ 5.20	
Production costs per bbl ($/throughput bbl) (4)	2.81		3.64	
DD&A per bbl ($/throughput bbl)	0.44		0.71	
Washington Refinery				
Feedstocks Throughput (Mbpd) (2)	37.2		—	
Yield (% of total throughput)				
Gasoline and gasoline blendstocks	24.2	%	—	%
Distillate	36.5	%	—	%
Asphalt	16.2	%	—	%
Other products	20.7	%	—	%
Total yield	97.6	%	—	%
Refined product sales volume (Mbpd) (2)	41.0		—	

Adjusted Gross Margin per bbl ($/throughput bbl) (3)	$ 8.88	$ —
Production costs per bbl ($/throughput bbl) (4)	4.87	—
DD&A per bbl ($/throughput bbl)	1.88	—

	Three Months Ended March 31,	
	2019 (1)	**2018 (1)**
Wyoming Refinery		
Feedstocks Throughput (Mbpd)	16.2	16.5
Yield (% of total throughput)		
Gasoline and gasoline blendstocks	52.8 %	49.9 %
Distillate	41.9 %	44.8 %
Fuel oils	1.5 %	2.5 %
Other products	0.8 %	0.4 %
Total yield	97.0 %	97.6 %
Refined product sales volume (Mbpd)	17.0	18.3
Adjusted Gross Margin per bbl ($/throughput bbl) (3)	$ 14.55	$ 13.96
Production costs per bbl ($/throughput bbl) (4)	7.69	7.74
DD&A per bbl ($/throughput bbl)	2.65	2.33
Market Indices ($ per barrel)		
4-1-2-1 Singapore Crack Spread (5)	$ 6.88	$ 6.38
Pacific Northwest 5-2-2-1 Index (6)	11.09	—

Wyoming 3-2-1 Index (7)	15.09	15.65
Crude Prices		
Brent crude price	$ 63.83	$ 67.19
WTI crude price	54.90	62.89
ANS	64.09	67.29
Bakken Clearbrook	54.84	62.06
WCS Hardisty	44.26	36.73
Brent M1-M3	0.07	0.71
Retail Segment		
Retail sales volumes (thousands of gallons) (8)	29,734	22,190

(1) Previously reported logistics pipeline throughput volumes have been removed from the Operating Statistics table post-closing of the Washington refinery acquisition as we have determined that pipeline throughput is no longer a relevant indicator of logistics segment profitability given the low weighting of pipeline movements at the Washington refinery. Operating income (loss) per bbl has also been removed from the table because we do not believe it to be an indicative measure of our refineries' profitability.

(2) Feedstocks throughput and sales volumes per day for the Washington refinery for three months ended March 31, 2019 are calculated based on the 80-day period for which we owned the Washington refinery in 2019. As such, the amounts for the total refining segment represent the sum of the Hawaii and Wyoming refineries' throughput or sales volumes averaged over the three months ended March 31, 2019 plus the Washington refinery's throughput or sales volumes averaged over the period from January 11, 2019 to March 31, 2019. The 2018 amounts for the total refining segment represent the sum of the Hawaii and Wyoming refineries' throughput or sales volumes averaged over the three months ended March 31, 2018.

(3) Please see discussion of Adjusted Gross Margin below. We calculate Adjusted Gross Margin per barrel by dividing Adjusted Gross Margin by total refining throughput. Adjusted Gross Margin for our Washington refinery is determined under the last-in, first-out ("LIFO") inventory costing method. Adjusted Gross Margin for our other refineries is determined under the under the first-in, first-out ("FIFO") inventory costing method.

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

(5) The profitability of our Hawaii business is heavily influenced by crack spreads in the Singapore market. This market reflects the closest liquid market alternative to source refined products for Hawaii. We believe the 4-1-2-1 Singapore crack spread (or four barrels of Brent crude oil converted into one barrel of gasoline, two barrels of distillate (diesel and jet fuel) and one barrel of fuel oil) best reflects a market indicator for our Hawaii operations.

(6) We believe the Pacific Northwest 5-2-2-1 Index is the best market indicator for our operations in Tacoma, Washington. The Pacific Northwest 5-2-2-1 Index is computed by taking two parts gasoline (sub-octane), two parts middle distillates (ULSD and jet fuel), and one part fuel oil as created from a barrel of Alaskan North Slope crude.

(7) The profitability of our Wyoming refinery is heavily influenced by crack spreads in nearby markets. We believe the Wyoming 3-2-1 Index is the best market indicator for our operations in Wyoming. The Wyoming 3-2-1 Index is computed by taking two parts gasoline and one part distillate (ULSD) as created from three barrels of West Texas Intermediate Crude Oil ("WTI"). Pricing is based 50% on applicable product pricing in Rapid City, South Dakota, and 50% on applicable product pricing in Denver, Colorado.

(8) Retail sales volumes for the three months ended March 31, 2018, include the 9 days of retail sales volumes from Northwest Retail since its acquisition on March 23, 2018. The 2019 amounts represent the sum of the Hawaii and Northwest Retail sales volumes for the three months ended March 31, 2019.

Non-GAAP Performance Measures

Management uses certain financial measures to evaluate our operating performance that are considered non-GAAP financial measures. These measures should not be considered a substitute for, or superior to, measures of financial performance prepared in accordance with GAAP and our calculations thereof may not be comparable to similarly titled measures reported by other companies.

Adjusted Gross Margin

Adjusted Gross Margin is defined as (i) operating income (loss) plus operating expense (excluding depreciation), impairment expense, inventory valuation adjustments (which adjusts for timing differences to reflect the economics of our inventory financing agreements, including lower of cost or net realizable value adjustments, the impact of the embedded derivative repurchase obligations, and purchase price allocation adjustments), depreciation, depletion, and amortization ("DD&A"), RINs loss (gain) in excess of net obligation (see definition below), and unrealized losses (gains) on derivatives or (ii) revenues less cost of revenues (excluding depreciation) plus inventory valuation adjustments and unrealized losses (gains) on derivatives. We define cost of revenues (excluding depreciation) as the hydrocarbon-related costs of inventory sold, transportation costs of delivering product to customers, crude oil consumed in the refining process, costs to satisfy our Renewable Identification Numbers ("RINs") obligations, and certain hydrocarbon fees and taxes. Cost of revenues (excluding depreciation) also includes the unrealized gains (losses) on derivatives and inventory valuation adjustments that we exclude from Adjusted Gross Margin.

Beginning in the fourth quarter of 2018, Adjusted Net Income (loss) excludes RINs losses (gains) recorded in excess of our net RINs obligation ("RINs loss (gain) in excess of net obligation"). Our RINs obligations to comply with Renewable Fuels Standards are recorded as liabilities and measured at fair value as of the end of the reporting period. Our RINs assets, which include RINS purchased in on the open market and RINs generated by blending biofuels as part of our refining process, are stated at the lower of cost or net realizable value (NRV) as of the end of the reporting period. During periods of rising RINs market prices, we recognize unrealized losses associated with the increase in the fair value of our RINs liabilities. We do not adjust the carrying value of our RINs assets because such assets are stated at the lower of cost or NRV under GAAP. This adjustment represents the income statement effect of reflecting our RINs liability on a net basis, as the settlement of any open obligation would first be offset by RINs assets rather than purchasing such RINs obligations at market prices. We have recast the non-GAAP information for the three months ended March 31, 2018 to conform to the current period presentation.

Management believes Adjusted Gross Margin is an important measure of operating performance and uses Adjusted Gross Margin per barrel to evaluate operating performance and compare profitability to other companies in the industry and to industry benchmarks. Management believes Adjusted Gross Margin provides useful information to investors because it eliminates the gross impact of volatile commodity prices and adjusts for certain non-cash items and timing differences created by our inventory financing agreements and lower of cost or net realizable value adjustments to demonstrate the earnings potential of the business before other fixed and variable costs, which are reported separately in Operating expense (excluding depreciation) and Depreciation, depletion, and amortization.

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

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

Three months ended March 31, 2019	**Refining**	**Logistics**	**Retail**
Operating income	$ 14,363	$ 12,419	$ 10,064
Operating expense (excluding depreciation)	55,255	2,364	16,055
Depreciation, depletion, and amortization	13,878	3,896	2,374
Inventory valuation adjustment	385	—	—
RINs loss (gain) in excess of net obligation	(4,512)	—	—
Unrealized loss (gain) on derivatives	6,298	—	—
Adjusted Gross Margin (1)	$ 85,667	$ 18,679	$ 28,493

Three months ended March 31, 2018	**Refining**	**Logistics**	**Retail**
Operating income	$ 26,073	$ 8,793	$ 5,738
Operating expense (excluding depreciation)	37,349	1,822	11,839
Depreciation, depletion, and amortization	8,362	1,642	1,868
Inventory valuation adjustment	(11,887)	—	—
RINs loss (gain) in excess of net obligation	—	—	—
Unrealized loss (gain) on derivatives	(3,505)	—	—

Adjusted Gross Margin (1)	$ 56,392	$ 12,257	$ 19,445

(1) For the three months ended March 31, 2019 and 2018, there was no impairment expense.

Adjusted Net Income (Loss) and Adjusted EBITDA

Adjusted Net Income (Loss) is defined as Net income (loss) excluding changes in the value of contingent consideration and common stock warrants, acquisition and integration costs, unrealized (gains) losses on derivatives, debt extinguishment and commitment costs, release of tax valuation allowance, inventory valuation adjustment, severance costs, impairment expense, (gain) loss on sale of assets and Par's share of Laramie Energy's unrealized loss (gain) on derivatives. Beginning in the fourth quarter of 2018, Adjusted Net Income (Loss) also excludes RINs loss (gain) in excess of net obligation (as defined in the Adjusted Gross Margin section above).

Adjusted EBITDA is Adjusted Net Income (Loss) excluding interest expense and financing costs, taxes, DD&A, and equity losses (earnings) from Laramie Energy, excluding Par's share of Laramie's unrealized loss (gain) on derivatives.We have recast the non-GAAP information for the three months ended March 31, 2018 to conform to the current period presentation.

We believe Adjusted Net Income (Loss) and Adjusted EBITDA are useful supplemental financial measures that allow investors to assess:

- The financial performance of our assets without regard to financing methods, capital structure, or historical cost basis;
- The ability of our assets to generate cash to pay interest on our indebtedness; and
- Our operating performance and return on invested capital as compared to other companies without regard to financing methods and capital structure.

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

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

	Three Months Ended March 31,	
	2019	**2018**
Net income	$ 61,092	$ 15,185
Inventory valuation adjustment	385	(11,887)
RINs loss (gain) in excess of net obligation	(4,512)	—
Unrealized loss (gain) on derivatives	6,342	(3,505)
Acquisition and integration costs	2,884	632

Debt extinguishment and commitment costs	5,496	—
Release of tax valuation allowance (1)	(65,351)	—
Change in value of common stock warrants	1,282	(745)
Change in value of contingent consideration	—	10,500
Par's share of Laramie Energy's unrealized loss (gain) on derivatives (2)	(1,231)	(1,988)
Adjusted Net Income (3)	6,387	8,192
Depreciation, depletion, and amortization	20,957	13,037
Interest expense and financing costs, net	18,710	8,377
Equity losses (earnings) from Laramie Energy, LLC, excluding Par's share of unrealized loss (gain) on derivatives	930	(3,588)
Income tax expense (benefit)	582	34
Adjusted EBITDA	$ 47,566	$ 26,052

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

(2) Included in Equity earnings from Laramie Energy, LLC on our Condensed Consolidated Statements of Operations.

(3) For the three months ended March 31, 2019 and 2018, there was no severance costs, impairment expense, or (gain) loss on sale of assets.

The following table sets forth the computation of basic and diluted Adjusted Net Income (Loss) per share (in thousands, except per share amounts):

	Three Months Ended March 31,	
	2019	**2018**
Adjusted Net Income (loss)	$ 6,387	$ 8,192
Undistributed Adjusted Net Income allocated to participating securities (1)	72	103

Adjusted Net Income attributable to common stockholders	6,315	8,089
Plus: effect of convertible securities	—	—
Numerator for diluted income per common share	$ 6,315	$ 8,089
Basic weighted-average common stock shares outstanding	49,127	45,634
Add dilutive effects of common stock equivalents	34	43
Diluted weighted-average common stock shares outstanding	49,161	45,677
Basic Adjusted Net Income (loss) per common share	$ 0.13	$ 0.18
Diluted Adjusted Net Income (loss) per common share	$ 0.13	$ 0.18

(1) Participating securities include restricted stock that has been issued but has not yet vested.

Adjusted EBITDA by Segment

Adjusted EBITDA by segment is defined as Operating income (loss) by segment excluding depreciation, depletion, and amortization expense, inventory valuation adjustment, unrealized loss (gain) on derivatives, and severance costs. Beginning in the fourth quarter of 2018, Adjusted EBITDA by segment also excludes RINs loss (gain) in excess of net obligation (as defined in the Adjusted Gross Margin section above). We have recast the non-GAAP information for the three months ended March 31, 2018 to conform to the current period presentation.

We believe Adjusted EBITDA by segment is a useful supplemental financial measure to evaluate the economic performance of our segments without regard to financing methods, capital structure, or historical cost basis. The following table presents a reconciliation of Adjusted EBITDA to the most directly comparable GAAP financial measure, operating income (loss), on a historical basis, for selected segments, for the periods indicated (in thousands):

	Three Months Ended March 31, 2019		
	Refining	**Logistics**	**Retail**
Operating income by segment	$ 14,363	$ 12,419	$ 10,064
Depreciation, depletion, and amortization	13,878	3,896	2,374
Inventory valuation adjustment	385	—	—
RINs loss (gain) in excess of net obligation	(4,512)	—	—

Unrealized loss (gain) on derivatives	6,298	—	—
Adjusted EBITDA (1)	$ 30,412	$ 16,315	$ 12,438

	Three Months Ended March 31, 2018		
	Refining	**Logistics**	**Retail**
Operating income by segment	$ 26,073	$ 8,793	$ 5,738
Depreciation, depletion, and amortization	8,362	1,642	1,868
Inventory valuation adjustment	(11,887)	—	—
RINs loss (gain) in excess of net obligation	—	—	—
Unrealized loss (gain) on derivatives	(3,505)	—	—
Adjusted EBITDA (1)	$ 19,043	$ 10,435	$ 7,606

(1) There were no severance costs for the three months ended March 31, 2019 and 2018.

Laramie Energy Adjusted EBITDAX

Adjusted EBITDAX is defined as net income (loss) excluding commodity derivative loss (gain), losses on settled derivative instruments, interest expense, non-cash preferred dividend, depreciation, depletion, amortization, and accretion, exploration and geological and geographical expense, bonus accrual, equity-based compensation expense, loss (gain) on disposal of assets, pipeline (payment) deficiency accrual, and expired acreage (non-cash). We believe Adjusted EBITDAX is a useful supplemental financial measure to evaluate the economic and operational performance of exploration and production companies such as Laramie Energy.

The following table presents a reconciliation of Laramie Energy's Adjusted EBITDAX to the most directly comparable GAAP financial measure, net income (loss) for the periods indicated (in thousands):

	Three Months Ended March 31,	
	2019	**2018**
Net income (loss)	$ (2,983)	$ 7,290
Commodity derivative loss (gain)	12,349	(4,463)

Losses on settled derivative instruments	(15,024)	(145)
Interest expense	2,991	1,985
Non-cash preferred dividend	1,244	1,105
Depreciation, depletion, amortization, and accretion	21,989	15,441
Exploration and geological and geographical expense	63	58
Bonus accrual	738	(1,931)
Equity-based compensation expense	71	1,553
Loss (gain) on disposal of assets	(81)	(6)
Pipeline (payment) deficiency accrual	(1,162)	(1,178)
Expired acreage (non-cash)	22	114
Total Adjusted EBITDAX	$ 20,217	$ 19,825

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