

HOLLY CORP  
Form 10-Q  
August 10, 2009

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

**FORM 10-Q**

(Mark One)

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

**For the quarterly period ended June 30, 2009**

**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**

**HOLLY CORPORATION**

(Exact name of registrant as specified in its charter)

Delaware

75-1056913

(State or other jurisdiction of  
incorporation or organization)

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

100 Crescent Court, Suite 1600  
Dallas, Texas

75201-6915

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (214) 871-3555

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

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. (Check one):

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

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

50,244,495 shares of Common Stock, par value \$.01 per share, were outstanding on July 31, 2009.

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**PART I. FINANCIAL INFORMATION**

**FORWARD-LOOKING STATEMENTS**

References herein to Holly Corporation include Holly Corporation 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 Holly Corporation and its consolidated subsidiaries or to Holly Corporation or an individual subsidiary and not to any other person with certain exceptions. For periods prior to our reconsolidation of Holly Energy Partners, L.P. (HEP) effective March 1, 2008, the words we, our, ours and us exclude HEP and its subsidiaries as consolidated subsidiaries of Holly Corporation. Our consolidated financial statements contain certain disclosures of agreements that are specific to HEP and its consolidated subsidiaries and do not necessarily represent obligations of Holly Corporation. 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 Item 2 Management's Discussion and Analysis of Financial Condition and Results of Operations in Part I and those in Item 1 Legal Proceedings in Part II, are forward-looking statements. 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. 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 future acquired operations;

- our ability to successfully integrate the operations of the Tulsa Refinery into our business;

- 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 Securities and Exchange Commission 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 in conjunction with the forward-looking statements included in this Form 10-Q that are referred to above. This summary discussion should be read in conjunction with the discussion of 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, 2008 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 headings Liquidity and Capital Resources. 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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**DEFINITIONS**

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

**Alkylation** means the reaction of propylene or butylene (olefins) with isobutane to form an iso-paraffinic gasoline (inverse of cracking).

**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.

**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.

**Catalytic reforming** means a refinery process which uses a precious metal (such as platinum) based catalyst to convert low octane naphtha to high octane gasoline blendstock and hydrogen. The hydrogen produced from the reforming process is used to desulfurize other refinery oils and is the main source of hydrogen for the refinery.

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

**Crude distillation** means the process of distilling vapor from liquid crudes, usually by heating, and condensing slightly above atmospheric pressure the vapor 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.

**Hydrocracker** means a refinery unit that breaks down large complex hydrocarbon molecules into smaller more useful ones using a fixed bed of catalyst at high pressure and temperature with hydrogen.

**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.

**HF alkylation**, or hydrofluoric alkylation, means a refinery process which combines isobutane and C3/C4 olefins using HF acid as a catalyst to make high octane gasoline blend stock.

**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.

**LSG**, or low sulfur gasoline, means gasoline that contains less than 30 PPM of total sulfur.

**Lubricant** means a solvent neutral paraffinic product used in passenger and commercial vehicle engine oils, specialty products for metalworking or heat transfer applications and other industrial applications.

**MMSCFD** means one million standard cubic feet per day.

**MTBE** means methyl tertiary butyl ether, a high octane gasoline blend stock that is used to make various grades of gasoline.

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**Natural gasoline** means a low octane gasoline blend stock that is purchased and used to blend with other high octane stocks produced to make various grades of gasoline.

**PPM** means parts-per-million.

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

**Reforming** means the process of converting gasoline type molecules into aromatic, higher octane gasoline blend stocks while producing hydrogen in the process.

**ROSE, or Solvent deasphalter / residuum oil supercritical extraction,** means a refinery unit that uses a light hydrocarbon like propane or butane to extract non-asphaltene heavy oils from asphalt or atmospheric reduced crude. These deasphalted oils are then further converted to gasoline and diesel in the FCC process. The remaining asphaltenes are either sold, blended to fuel oil or blended with other asphalt as a hardener.

**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.

**ULSD,** or ultra low sulfur diesel, means diesel fuel that contains less than 15 PPM of total sulfur.

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



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**HOLLY CORPORATION**  
**CONSOLIDATED BALANCE SHEETS**

(In thousands, except share data)

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
	(Unaudited)	
<b>ASSETS</b>		
<b>Current assets:</b>		
Cash and cash equivalents	\$ 108,688	\$ 40,805
Marketable securities	791	49,194
Accounts receivable: Product and transportation	240,644	128,337
Crude oil resales	364,056	161,427
	604,700	289,764
Inventories: Crude oil and refined products	238,405	107,811
Materials and supplies	25,643	17,924
	264,048	125,735
Income taxes receivable	5,841	6,350
Prepayments and other	26,389	18,775
<b>Total current assets</b>	<b>1,010,457</b>	<b>530,623</b>
Properties, plants and equipment, at cost	1,764,456	1,509,701
Less accumulated depreciation	(339,256)	(304,379)
	1,425,200	1,205,322
Marketable securities (long-term)		6,009
Other assets: Turnaround costs	59,913	34,309
Goodwill	27,542	27,542
Intangibles and other	98,329	70,420
	185,784	132,271
<b>Total assets</b>	<b>\$ 2,621,441</b>	<b>\$ 1,874,225</b>
<b>LIABILITIES AND EQUITY</b>		
<b>Current liabilities:</b>		
Accounts payable	\$ 804,619	\$ 391,142

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Accrued liabilities	46,471	42,016
Short-term debt Holly Energy Partners		29,000
<b>Total current liabilities</b>	<b>851,090</b>	<b>462,158</b>
Long-term debt Holly Corporation	187,964	
Long-term debt Holly Energy Partners	390,056	341,914
Deferred income taxes	88,404	69,491
Other long-term liabilities	77,358	64,330
<b>Equity:</b>		
<b>Holly Corporation stockholders equity:</b>		
Preferred stock, \$1.00 par value 1,000,000 shares authorized; none issued		
Common stock \$.01 par value 160,000,000 shares authorized; 73,569,851 and 73,543,873 shares issued as of June 30, 2009 and December 31, 2008, respectively	738	735
Additional capital	121,818	121,298
Retained earnings	1,166,883	1,145,388
Accumulated other comprehensive loss	(33,929)	(35,081)
Common stock held in treasury, at cost 23,325,356 and 23,600,653 shares as of June 30, 2009 and December 31, 2008, respectively	(685,931)	(690,800)
<b>Total Holly Corporation stockholders equity</b>	<b>569,579</b>	<b>541,540</b>
Noncontrolling interest	456,990	394,792
<b>Total equity</b>	<b>1,026,569</b>	<b>936,332</b>
<b>Total liabilities and equity</b>	<b>\$ 2,621,441</b>	<b>\$ 1,874,225</b>

See accompanying notes.

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**HOLLY CORPORATION**  
**CONSOLIDATED STATEMENTS OF INCOME**

(Unaudited)

(In thousands, except per share data)

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b>Sales and other revenues</b>	\$ 1,038,381	\$ 1,743,822	\$ 1,689,204	\$ 3,223,806
<b>Operating costs and expenses:</b>				
Cost of products sold (exclusive of depreciation and amortization)	879,926	1,620,550	1,391,580	3,003,987
Operating expenses (exclusive of depreciation and amortization)	78,508	74,175	145,710	134,883
General and administrative expenses (exclusive of depreciation and amortization)	15,108	12,942	26,855	25,879
Depreciation and amortization	25,500	15,929	45,821	29,238
<b>Total operating costs and expenses</b>	999,042	1,723,596	1,609,966	3,193,987
<b>Income from operations</b>	39,339	20,226	79,238	29,819
<b>Other income (expense):</b>				
Equity in earnings of SLC Pipeline	488		663	
Interest income	134	3,826	2,330	7,381
Interest expense	(7,205)	(6,251)	(13,444)	(8,243)
Tulsa Refinery acquisition costs	(1,610)		(1,610)	
Equity in earnings of Holly Energy Partners				2,990
	(8,193)	(2,425)	(12,061)	2,128
<b>Income before income taxes</b>	31,146	17,801	67,177	31,947
Income tax provision:				
Current	(6,635)	(877)	3,525	5,441
Deferred	16,210	6,733	18,181	5,110
	9,575	5,856	21,706	10,551
<b>Net income</b>	21,571	11,945	45,471	21,396
Less net income attributable to noncontrolling interest	6,966	493	8,921	1,295
	\$ 14,605	\$ 11,452	\$ 36,550	\$ 20,101

**Net income attributable to Holly Corporation  
stockholders**

<b>Net income per share attributable to Holly Corporation stockholders basic</b>	\$ 0.29	\$ 0.23	\$ 0.73	\$ 0.40
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<b>Net income per share attributable to Holly Corporation stockholders diluted</b>	\$ 0.29	\$ 0.23	\$ 0.73	\$ 0.39
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<b>Cash dividends declared per common share</b>	\$ 0.15	\$ 0.15	\$ 0.30	\$ 0.30
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**Average number of common shares  
outstanding:**

Basic	50,170	50,158	50,106	50,654
Diluted	50,226	50,515	50,189	51,015

See accompanying notes.

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**HOLLY CORPORATION**  
**CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)  
(In thousands)

	<b>Six Months Ended</b>	
	<b>June 30,</b>	
	<b>2009</b>	<b>2008</b>
<b>Cash flows from operating activities:</b>		
Net income	\$ 45,471	\$ 21,396
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	45,821	29,238
Equity in earnings of SLC Pipeline	(598)	
Change in fair value interest rate swaps	(628)	
Deferred income taxes	18,181	5,110
Equity based compensation expense	4,337	2,695
Distributions in excess of equity in earnings of Holly Energy Partners		3,067
(Increase) decrease in current assets:		
Accounts receivable	(316,436)	(221,285)
Inventories	(39,579)	(18,649)
Income taxes receivable	509	6,323
Prepayments and other	(7,614)	737
Increase (decrease) in current liabilities:		
Accounts payable	413,420	296,611
Accrued liabilities	383	(8,107)
Turnaround expenditures	(31,069)	(3,390)
Other, net	9,352	867
<b>Net cash provided by operating activities</b>	<b>141,550</b>	<b>114,613</b>
<b>Cash flows from investing activities:</b>		
Additions to properties, plants and equipment Holly Corporation	(127,367)	(186,582)
Additions to properties, plants and equipment Holly Energy Partners	(56,026)	(12,202)
Acquisition of Tulsa Refinery Holly Corporation	(157,814)	
Investment in SLC Pipeline Holly Energy Partners	(25,500)	
Purchases of marketable securities	(165,892)	(303,257)
Sales and maturities of marketable securities	220,281	395,520
Proceeds from sale of crude pipeline and tankage assets		171,000
Increase in cash due to consolidation of Holly Energy Partners		7,295
Investment in Holly Energy Partners		(290)
<b>Net cash provided by (used for) investing activities</b>	<b>(312,318)</b>	<b>71,484</b>
<b>Cash flows from financing activities:</b>		
Proceeds from issuance of senior notes Holly Corporation	187,925	
Proceeds from issuance of common units Holly Energy Partners	58,355	
Borrowings under credit agreement Holly Corporation	94,000	
Repayments under credit agreement Holly Corporation	(94,000)	
Borrowings under credit agreement Holly Energy Partners	99,000	40,000

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Repayments under credit agreement Holly Energy Partners	(81,000)	(20,000)
Dividends	(15,022)	(14,055)
Distributions to noncontrolling interest	(14,529)	(7,577)
Purchase of treasury stock	(1,214)	(136,876)
Contribution from joint venture partner	8,950	10,000
Excess tax benefit from equity based compensation	2,110	3,436
Deferred financing costs	(5,193)	(365)
Other	(731)	(258)
<b>Net cash provided by (used for) financing activities</b>	<b>238,651</b>	<b>(125,695)</b>
<b>Cash and cash equivalents:</b>		
<b>Increase for the period</b>	<b>67,883</b>	<b>60,402</b>
Beginning of period	40,805	94,369
<b>End of period</b>	<b>\$ 108,688</b>	<b>\$ 154,771</b>
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid during the period for		
Interest	\$ 13,008	\$ 6,489
Income taxes	\$ 11,929	\$ 3,993
See accompanying notes.		

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**HOLLY CORPORATION**  
**CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**

(Unaudited)  
(In thousands)

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b>Net income</b>	\$ 21,571	\$ 11,945	\$ 45,471	\$ 21,396
Other comprehensive income (loss):				
Securities available for sale:				
Unrealized gain (loss) on available-for-sale securities	205	501	(258)	1,327
Reclassification adjustment to net income on sale of marketable securities		(32)	236	(1,339)
 Total unrealized gain (loss) on available-for-sale securities	 205	 469	 (22)	 (12)
Other comprehensive income of Holly Energy Partners:				
Change in fair value of cash flow hedge	4,417	6,797	4,167	2,448
 Other comprehensive income before income taxes	 4,622	 7,266	 4,145	 2,436
Income tax expense	866	1,273	733	388
 Other comprehensive income	 3,756	 5,993	 3,412	 2,048
 Total comprehensive income	 25,327	 17,938	 48,883	 23,444
 Less comprehensive income attributable to noncontrolling interest	 9,362	 4,180	 11,181	 2,623
 <b>Comprehensive income attributable to Holly Corporation stockholders</b>	 <b>\$ 15,965</b>	 <b>\$ 13,758</b>	 <b>\$ 37,702</b>	 <b>\$ 20,821</b>

See accompanying notes.

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**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
(Unaudited)**

**NOTE 1: Description of Business and Presentation of Financial Statements**

References herein to Holly Corporation include Holly Corporation 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 Holly Corporation and its consolidated subsidiaries or to Holly Corporation or an individual subsidiary and not to any other person with certain exceptions. For periods prior to our reconsolidation of Holly Energy Partners, L.P. (HEP) effective March 1, 2008, the words we, our, ours and us exclude HEP and its subsidiaries as consolidated subsidiaries of Holly Corporation. Our consolidated financial statements contain certain disclosures of agreements that are specific to HEP and its consolidated subsidiaries and do not necessarily represent obligations of Holly Corporation. When used in descriptions of agreements and transactions, HEP refers to HEP and its consolidated subsidiaries.

As of the close of business on June 30, 2009, we:

owned and operated three refineries consisting of our petroleum 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 known as the Navajo Refinery), our refinery in Woods Cross, Utah (Woods Cross Refinery) and our refinery located in Tulsa, Oklahoma (Tulsa Refinery). See Note 2 for information on our Tulsa Refinery acquired on June 1, 2009;

owned and operated Holly Asphalt Company which manufactures and markets asphalt products from various terminals in Arizona and New Mexico; and

owned a 41% interest in HEP which includes our 2% general partner interest, which has logistic assets including approximately 2,700 miles of petroleum product and crude oil pipelines located principally in west Texas and New Mexico; ten refined product terminals; a jet fuel terminal; two refinery truck rack facilities; a refined products tank farm facility; on-site crude oil tankage at both our Navajo and Woods Cross Refineries and a 70% interest in Rio Grande Pipeline Company (Rio Grande). Additionally, HEP owns a 25% interest in SLC Pipeline LLC (SLC Pipeline).

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 June 30, 2009, the consolidated results of operations and comprehensive income for the three and six months ended June 30, 2009 and 2008 and consolidated cash flows for the six months ended June 30, 2009 and 2008 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 consolidated financial statements under Exhibit 99.6 of our Form 8-K dated June 2, 2009 and our Annual Report on Form 10-K for the year ended December 31, 2008 filed with the SEC.

These consolidated financial statements reflect management's evaluation of subsequent events through the time of our filing of this Quarterly Report on Form 10-Q with the SEC on August 10, 2009.

Our results of operations for the first six months of 2009 are not necessarily indicative of the results to be expected for the full year.

Our accounts receivable consist of amounts due from customers which 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. Credit losses are charged to income when accounts are deemed uncollectible and historically have been minimal. At June 30, 2009 our allowance for doubtful accounts reserve was \$2.5 million.



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We use the last-in, first-out ( LIFO ) method of valuing inventory. Under the LIFO method, an actual valuation of inventory can only be 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.

Our financial instruments consist of cash and cash equivalents, investments in marketable securities, accounts receivable, accounts payable, interest rate swaps and debt. The carrying amounts of cash and cash equivalents, accounts receivable and accounts payable approximate fair value due to the short-term maturity of these instruments. Debt consists of outstanding principle under the credit agreements and long-term senior notes. The carrying amounts of outstanding debt under the credit agreements approximate fair value as interest rates are reset frequently using current interest rates. The estimated fair values of the senior notes is based on market quotes provided from a third-party bank. See Note 9 for additional information on the senior notes, including fair value estimates.

We adopted SFAS No. 157 Fair Value Measurements effective January 1, 2008. SFAS No. 157 defines fair value, establishes a framework for measuring fair value and expands disclosures about fair value measurements. It also establishes a fair value hierarchy that 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.

Our investments in marketable securities are measured at fair value using quoted market prices, a Level 1 input. See Note 6 for additional information on our investments in marketable securities, including fair value measurements. HEP has interest rate swaps that are measured at fair value on a recurring basis using Level 2 inputs. With respect to these instruments, fair value is based on the net present value of expected future cash flows related to both variable and fixed rate legs of our interest rate swap agreements. The measurements are computed using the forward London Interbank Offered Rate ( LIBOR ) yield curve, a market-based observable input. See Note 9 for additional information on the interest rate swaps, including fair value measurements.

**New Accounting Pronouncements**

*Statement of Financial Accounting Standard ( SFAS ) No. 160 Noncontrolling Interests in Consolidated Financial Statements – an Amendment of Accounting Research Bulletin ( ARB ) No. 51*

SFAS No. 160 became effective January 1, 2009, which changes the classification of noncontrolling interests, also referred to as minority interests, in the consolidated financial statements. As a result, all previous references to minority interest within this document have been replaced with noncontrolling interest. Additionally, net income attributable to the noncontrolling interest in our HEP subsidiary is now presented as an adjustment to net income to arrive at Net income attributable to Holly Corporation stockholders in our Consolidated Statements of Income. Prior to our adoption of this standard, this amount was presented as Minority interests in earnings of Holly Energy Partners, a non-operating expense item before Income before income taxes. Additionally, equity attributable to noncontrolling interests is now presented as a separate component of total equity in our consolidated financial statements. We have applied this standard on a retrospective basis. While this presentation differs from previous GAAP requirements, this standard did not affect our net income and equity attributable to Holly Corporation stockholders.

*SFAS No. 161 Disclosures about Derivative Instruments and Hedging Activities, an Amendment of SFAS No. 133*

SFAS No. 161 became effective January 1, 2009, which amends and expands the disclosure requirements of SFAS No. 133 to include disclosure of the objectives and strategies related to an entity's use of derivative instruments,

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disclosure of how an entity accounts for its derivative instruments and disclosure of the financial impact including effect on cash flows associated with derivative activity. See Note 9 for disclosure of HEP's derivative instruments and hedging activity.

*Financial Accounting Standards Board ( FASB ) Staff Position ( FSP ) SFAS No. 107-1 and Accounting Principles Board ( APB ) No. 28-1 Interim Disclosures about Fair Value of Financial Instruments*

In April 2009, the FASB issued FSP SFAS No. 107-1 and APB No. 28-1, which extends the annual financial statement disclosure requirements for financial instruments to interim reporting periods of publicly traded companies. We adopted this standard effective June 30, 2009.

*SFAS No. 165 Subsequent Events*

In May 2009, the FASB issued SFAS No. 165 which establishes general standards for accounting and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. We adopted this standard effective June 30, 2009. Although this standard requires disclosure of the date through which we have evaluated subsequent events, it did not affect our accounting and disclosure policies with respect to subsequent events.

*SFAS No. 167 Amendments to FASB Interpretation ( FIN ) No. 46(R)*

In June 2009, the FASB issued SFAS No. 167 which replaces the previous quantitative-based risk and rewards calculation provided under FIN No. 46(R) with a quantitative approach in determining whether an entity is the primary beneficiary of a variable interest entity ( VIE ). Additionally, this standard requires an entity to assess on an ongoing basis whether it is the primary beneficiary of a VIE and enhances disclosures requirements with respect to an entity's involvement in a VIE. This standard is effective as of the beginning of an entity's fiscal year beginning after November 15, 2009 including interim periods within that year. While we are currently evaluating the impact of this standard, we do not believe that it will have a material impact on our financial condition, results of operations and cash flows.

**NOTE 2: Tulsa Refinery Acquisition**

On June 1, 2009 we acquired the Tulsa Refinery, an 85,000 BPSD petroleum refinery located in Tulsa, Oklahoma, from Sunoco Inc. ( Sunoco ) for \$157.8 million, including crude oil, refined product and other inventories totaling \$92.8 million. The Tulsa Refinery is located on an approximate 750-acre site and has supporting infrastructure including approximately 3.2 million barrels of feedstock and product tankage and an additional 1.2 million barrels of tank capacity that is currently out of service. Additionally, supporting infrastructure includes nine truck racks and six rail racks that support product distribution at the refinery.

Distillates and gasolines are primarily delivered from the Tulsa Refinery to market via two pipelines owned and operated by Magellan Midstream Partners, L.P. These pipelines connect the refinery to distribution channels throughout the mid-continent region of the United States. Additionally, the Tulsa Refinery has a proprietary diesel transfer line to the local Burlington Northern Santa Fe Railroad depot, and the refinery's truck and rail rack capability facilitates access to local refined product markets. The refinery also produces specialty lubricant products including agricultural oils, base oils, process oils and waxes that are marketed throughout North America and are distributed in Central and South America.

In accounting for this purchase, we recorded \$5.9 million in materials and supplies, \$92.8 million in crude oil and refined products inventory, \$75.9 million in property, plants and equipment, \$4.1 million in accrued liabilities and \$12.7 in other long-term liabilities. The acquired liabilities primarily relate to environmental and asset retirement obligations. These amounts are based on management's preliminary fair value estimates and are subject to change. Additionally, we incurred \$1.6 million in costs related to our Tulsa Refinery purchase that were expensed as acquisition costs.

For the period from June 1, 2009 (date of acquisition) through June 30, 2009, our Tulsa Refinery generated revenues of \$117.6 million and incurred a net loss of \$3.7 million. We have not provided disclosure of pro forma revenues and earnings as if the Tulsa Refinery had been operating as a part of our refining business during all periods presented in these financial statements. Pro forma financial information specific to the Tulsa Refinery operations for periods prior to our acquisition is not available in GAAP form. The compilation of such financial information would entail an



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extremely manual process of unwinding significant volumes of intra-company transactions and obtaining a comprehensive understanding of accounting policies as well as estimates employed by Sunoco with respect to items including, but not limited to, inventory and depreciation. We would then need to recast historical financial information to reflect our own estimates and accounting policies. Therefore, we do not believe that it would be practical to produce this information, nor do we believe it would be representative or comparable with respect to our future operating results.

**NOTE 3: Holly Energy Partners**

HEP is a publicly held master limited partnership that commenced operations July 13, 2004 upon the completion of its initial public offering. At June 30, 2009, we held 7,000,000 subordinated units and 290,000 common units of HEP, representing a 41% ownership interest in HEP, including our 2% general partner interest. The subordination period for the HEP subordinated units that we own extends until the first day of any quarter beginning after June 30, 2009 that certain conditions are met. After giving effect to the payment of HEP's quarterly distribution for the quarter ended June 30, 2009, we expect that all of the conditions necessary to end the subordination period will be satisfied and the subordinated units will convert into 7,000,000 HEP common units two business days after the distribution is paid. HEP is a variable interest entity as defined under FIN No. 46(R). Under the provisions of FIN No. 46(R), HEP's acquisition of the Crude Pipelines and Tankage Assets (discussed below) qualified as a reconsideration event whereby we reassessed whether HEP continued to qualify as a VIE. Following this transfer, we determined that HEP continued to qualify as a VIE, and furthermore, we determined that our beneficial interest in HEP exceeded 50%. Accordingly, we reconsolidated HEP effective March 1, 2008 and no longer account for our investment in HEP under the equity method of accounting. As a result, our consolidated financial statements include the results of HEP.

On June 1, 2009, HEP acquired our newly constructed 16-inch feedstock pipeline at our cost of \$34.2 million. The pipeline runs 65 miles from our Navajo Refinery's crude oil distillation and vacuum facilities in Lovington, New Mexico to the Navajo petroleum refinery located in Artesia, New Mexico. HEP operates this pipeline as a component of its intermediate pipeline system that services the Navajo Refinery. Since HEP is a consolidated subsidiary, this transaction is eliminated and has no impact on our consolidated financial statements.

In May 2009, HEP closed a public offering of 2,192,400 of its common units priced at \$27.80 per unit including 192,400 common units issued pursuant to the underwriters' exercise of their over-allotment option. Net proceeds of \$58.4 million were used to repay bank debt and for general partnership purposes. In addition, we made a capital contribution to HEP of \$1.2 million to maintain our 2% general partner interest. As a result of the issuance of additional HEP common units, our ownership interest in HEP was decreased from 46% to 41%. Additionally, this offering and the sale of our 16-inch feedstock pipeline to HEP (discussed above) qualified as reconsideration events whereby we have determined that HEP continues to qualify as a VIE and we remain HEP's primary beneficiary.

On February 29, 2008, we closed on the sale of certain crude pipelines and tankage assets (the Crude Pipelines and Tankage Assets) to HEP for \$180.0 million. The assets consisted of crude oil trunk lines that deliver crude oil to our Navajo Refinery in southeast New Mexico, gathering and connection pipelines located in west Texas and New Mexico, on-site crude tankage located within the Navajo and Woods Cross Refinery complexes, a jet fuel products pipeline between Artesia and Roswell, New Mexico, a leased jet fuel terminal in Roswell, New Mexico and crude oil and product pipelines that support our Woods Cross Refinery. Consideration received consisted of \$171.0 million in cash and 217,497 HEP common units having a value of \$9.0 million.

HEP currently serves our refineries in New Mexico and Utah under three long-term pipeline, terminal and tankage agreements. The majority of HEP's business is devoted to providing transportation, storage and terminalling services to us. We have an agreement that relates to the pipelines and terminals contributed to HEP by us at the time of their initial public offering in 2004 and expires in 2019 (the HEP PTA). Our second agreement relates to the intermediate pipelines sold to HEP in 2005 and in June 2009 and expires in 2024 (the HEP IPA). Our third agreement relates to the Crude Pipelines and Tankage Assets sold to HEP as discussed above and expires in February 2023 (the HEP CPTA). Under these agreements, we agreed to transport and store volumes of refined product and crude oil on HEP's pipelines and terminal and tankage facilities that result in minimum annual payments to HEP. These minimum

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annual payments are adjusted each year at a percentage change equal to the change in the producer price index ( PPI ) but will not decrease as a result of a decrease in the PPI. Under these agreements, the agreed upon tariff rates are adjusted each year on July 1 at a rate equal to the percentage change in the PPI or the Federal Energy Regulatory Commission ( FERC ) index, but generally will not decrease as a result of a decrease in the PPI or FERC index. The FERC index is the change in the PPI plus a FERC adjustment factor that is reviewed periodically.

The balance sheet impact of our reconsolidation of HEP on March 1, 2008 was an increase in cash of \$7.3 million, an increase in other current assets of \$5.9 million, an increase in property, plant and equipment of \$336.9 million, an increase in goodwill, intangibles and other assets of \$81.5 million, an increase in current liabilities of \$19.6 million, an increase in long-term debt of \$338.5 million, a decrease in other long-term liabilities of \$0.5 million, an increase in noncontrolling interest of \$389.1 million and a decrease in distributions in excess of investment in HEP of \$315.1 million.

**NOTE 4: Earnings Per Share**

Basic earnings per share attributable to Holly Corporation stockholders is calculated as net income attributable to Holly Corporation 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 stock options, variable restricted shares and performance share units. The following is a reconciliation of the denominators of the basic and diluted per share computations:

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	(In thousands, except per share data)			
Net Income attributable to Holly Corporation stockholders	\$ 14,605	\$ 11,452	\$ 36,550	\$ 20,101
Average number of shares of common stock outstanding	50,170	50,158	50,106	50,654
Effect of dilutive stock options, variable restricted shares and performance share units	56	357	83	361
Average number of shares of common stock outstanding assuming dilution	50,226	50,515	50,189	51,015
Net income per share attributable to Holly Corporation stockholders basic	\$ 0.29	\$ 0.23	\$ 0.73	\$ 0.40
Net income per share attributable to Holly Corporation stockholders diluted	\$ 0.29	\$ 0.23	\$ 0.73	\$ 0.39

**NOTE 5: Stock-Based Compensation****Holly Corporation**

On June 30, 2009, we had three principal share-based compensation plans which are described below (collectively, the Long-Term Incentive Compensation Plan ). The compensation cost that has been charged against income for these plans was \$2.5 million and \$1.9 million for the three months ended June 30, 2009 and 2008, respectively, and \$3.8 million for each of the six months ended June 30, 2009 and 2008. The total income tax benefit recognized in the income statement for share-based compensation arrangements was \$1.0 million and \$0.7 million for the three months ended June 30, 2009 and 2008, respectively, and \$1.5 million for each of the six months ended June 30, 2009 and 2008. Our current accounting policy for the recognition of compensation expense for awards with pro-rata vesting (substantially all of our awards) is to expense the costs pro-rata over the vesting periods. At June 30, 2009, 1,934,897

shares of common stock were reserved for future grants under the current Long-Term Incentive Compensation Plan, which reservation allows for awards of options, restricted stock, or other performance awards.

Additionally, HEP maintains share-based compensation plans for HEP directors and select Holly Logistic Services, L.L.C. executives and employees. Compensation cost attributable to HEP's share-based compensation plans for the three months ended June 30, 2009 and 2008 was \$0.4 million and \$0.5 million, respectively, and for the six months

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ended June 30, 2009 and 2008 was \$0.9 million and \$0.8 million, respectively.

**Stock Options**

Under our Long-Term Incentive Compensation Plan and a previous stock option plan, we have granted stock options to certain officers and other key employees. All the options have been granted at prices equal to the market value of the shares at the time of the grant and normally expire on the tenth anniversary of the grant date. These awards generally vest 20% at the end of each of the five years following the grant date. There have been no options granted since December 2001. The fair value on the date of grant of each option awarded was estimated using the Black-Scholes option pricing model.

A summary of option activity and changes during the six months ended June 30, 2009 is presented below:

<b>Options</b>	<b>Shares</b>	<b>Weighted-Average Exercise Price</b>	<b>Weighted-Average Remaining Contractual Term</b>	<b>Aggregate Intrinsic Value (\$000)</b>
Outstanding at January 1, 2009	85,200	\$ 2.98		
Exercised	(15,000)	2.98		
Outstanding and exercisable at June 30, 2009	70,200	\$ 2.98	1.7	\$ 1,053

The total intrinsic value of options exercised during the six months ended June 30, 2009 and 2008, was \$0.3 million and \$3.1 million, respectively.

Cash received from option exercises under the stock option plans was \$45,000 and \$0.3 million for the six months ended June 30, 2009 and 2008, respectively. The actual tax benefit realized for the tax deductions from option exercises under the stock option plans totaled \$0.1 million and \$1.2 million for the six months ended June 30, 2009 and 2008, respectively.

**Restricted Stock**

Under our Long-Term Incentive Compensation Plan, we grant certain officers, other key employees and outside directors restricted stock awards with substantially all awards vesting generally over a period of one to five years. Although ownership of the shares does not transfer to the recipients until after the shares vest, recipients generally have dividend rights on these shares from the date of grant. The vesting for certain key executives is contingent upon certain earnings per share targets being realized. The fair value of each share of restricted stock awarded, including the shares issued to the key executives, was measured based on the market price as of the date of grant and is being amortized over the respective vesting period.

A summary of restricted stock grant activity and changes during the six months ended June 30, 2009 is presented below:

<b>Restricted Stock</b>	<b>Grants</b>	<b>Weighted-Average Grant-Date Fair Value</b>	<b>Aggregate Intrinsic Value (\$000)</b>
Outstanding at January 1, 2009 (nonvested)	235,310	\$ 35.86	
Vesting and transfer of ownership to recipients	(139,312)	27.77	
Granted	184,182	23.08	
Forfeited	(4,045)	40.06	
Outstanding at June 30, 2009 (nonvested)	276,135	\$ 31.36	\$ 4,965

The total fair value of restricted stock vested and transferred to recipients during the six months ended June 30, 2009 and 2008 was \$3.9 million and \$4.9 million, respectively. As of June 30, 2009, there was \$4.4 million of total unrecognized compensation cost related to nonvested restricted stock grants. That cost is expected to be recognized over a weighted-average period of 1.1 years.

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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 one to three years. Under the terms of our performance share unit grants, the awards are subject to financial performance criteria.

During the six months ended June 30, 2009, we granted 122,555 performance share units with a fair value based on our grant date closing stock price of \$22.94. These units are payable in stock and are subject to certain financial performance criteria.

The fair value of each performance share unit award is computed using the grant date closing stock price of each respective award grant and will apply to the number of units ultimately awarded. The number of shares ultimately issued for each award will be based on our financial performance as compared to peer group companies over the performance period and can range from zero to 200%. As of June 30, 2009, estimated share payouts for outstanding nonvested performance share unit awards ranged from 125% to 175%.

A summary of performance share unit activity and changes during the six months ended June 30, 2009 is presented below:

<b>Performance Share Units</b>	<b>Grants</b>
Outstanding at January 1, 2009 (non-vested)	169,669
Vesting and transfer of ownership to recipients	(72,059)
Granted	122,555
Forfeited	(4,995)
Outstanding at June 30, 2009 (non-vested)	215,170

For the six months ended June 30, 2009, we issued 110,971 shares of our common stock having a fair value of \$2.2 million related to vested performance share units, representing a 154% payout. Based on the weighted average grant date fair value of \$35.07, there was \$5.7 million of total unrecognized compensation cost related to non-vested performance share units. That cost is expected to be recognized over a weighted-average period of 1.3 years.

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

Our investment portfolio consists of cash and cash equivalents at June 30, 2009. In addition, we own 1,000,000 shares of Connacher Oil and Gas Limited common stock that was received as partial consideration upon the sale of our Montana Refinery in 2006.

We also at times invest available cash in highly-rated marketable debt securities, primarily issued by government entities that have maturities at the date of purchase of greater than three months. These securities may include investments in variable rate demand notes ( VRDN ).

Our investments in marketable securities are classified as available-for-sale, and as a result, are reported at fair value using quoted market prices. Interest income is recorded as earned. Unrealized gains and losses, net of related income taxes, are generally considered temporary and are reported as a component of accumulated other comprehensive income. For investments in an unrealized loss position that are determined to be other than temporary, unrealized losses are reclassified out of accumulated other comprehensive income and into earnings as an impairment loss. Upon sale, realized gains and losses on the sale of marketable securities are computed based on the specific identification of the underlying cost of the securities sold and the unrealized gains and losses previously reported in other comprehensive income are reclassified to current earnings.

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The following is a summary of our available-for-sale securities at June 30, 2009:

	<b>Available-for-Sale Securities</b>		
	<b>Amortized Cost</b>	<b>Gross Unrealized Gain</b>	<b>Estimated Fair Value (Net Carrying Amount)</b>
		(In thousands)	
Equity securities	\$ 604	\$ 187	\$ 791

The following is a summary of our available-for-sale securities at December 31, 2008:

	<b>Available-for-Sale Securities</b>			
	<b>Amortized Cost</b>	<b>Gross Unrealized Gain</b>	<b>Recognized Impairment Loss</b>	<b>Estimated Fair Value (Net Carrying Amount)</b>
		(In thousands)		
States and political subdivisions	\$ 54,389	\$ 210	\$	\$ 54,599
Equity securities	4,328		(3,724)	604
Total marketable securities	\$ 58,717	\$ 210	\$ (3,724)	\$ 55,203

For the six months ended June 30, 2009 and 2008 we received a total of \$220.3 million and \$395.5 million, respectively, related to sales and maturities of our marketable debt securities.

**NOTE 7: Inventories**

Inventory consists of the following components:

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
	(In thousands)	
Crude oil	\$ 47,445	\$ 22,897
Other raw materials and unfinished products <sup>(1)</sup>	22,789	12,286
Finished products <sup>(2)</sup>	168,170	72,628
Process chemicals <sup>(3)</sup>	3,607	3,800
Repairs and maintenance supplies and other	22,037	14,124
	\$ 264,048	\$ 125,735

- (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  
catalysts,  
additives and  
other chemicals.

During the three and six months ended June 30, 2009, we recognized a \$1.0 million charge to cost of products sold resulting from the liquidation of certain LIFO quantities of inventory that were carried at higher costs as compared to current costs.

**NOTE 8: Environmental**

Consistent with our accounting policy for environmental remediation costs, we expensed \$1.6 million and \$0.4 million for the three months ended June 30, 2009 and 2008, respectively, and \$4.1 million and \$0.4 million for the six months ended June 30, 2009 and 2008, respectively, for environmental remediation obligations. The accrued environmental liability reflected in the consolidated balance sheets was \$20.0 million and \$7.3 million at June 30, 2009 and December 31, 2008, respectively, of which \$13.8 million and \$4.2 million, respectively, were classified as

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other long-term liabilities. These liabilities include \$10.0 million of environmental obligations that we assumed in connection with our Tulsa Refinery acquisition on June 1, 2009. Costs of future expenditures for environmental remediation are discounted to their present value.

**NOTE 9: Debt*****Credit Facilities***

In April 2009, we entered into a second amended and restated \$300.0 million senior secured revolving credit agreement (the Holly Credit Agreement) that amends and restates our previous credit agreement in its entirety with Bank of America, N.A. as administrative agent and one of a syndicate of lenders. The credit agreement expires in March 2013 and may be used to fund working capital requirements, capital expenditures, permitted acquisitions or other general corporate purposes. We were in compliance with all covenants at June 30, 2009. At June 30, 2009, we had no outstanding borrowings and letters of credit totaling \$61.8 million under the Holly Credit Agreement. At that level of usage, the unused commitment under the Holly Credit Agreement was \$238.2 million at June 30, 2009. HEP has a \$300.0 million senior secured revolving credit agreement expiring in August 2011 (the HEP Credit Agreement). The HEP Credit Agreement is available to fund capital expenditures, acquisitions and working capital and for other general partnership purposes. HEP's obligations under the HEP Credit Agreement are collateralized by substantially all of HEP's assets. HEP assets that are included in our Consolidated Balance Sheets at June 30, 2009 consist of \$4.2 million in cash and cash equivalents, \$4.8 million in trade accounts receivable and other current assets, \$398.8 million in property, plant and equipment, net and \$107.0 million in intangible and other assets. Indebtedness under the HEP Credit Agreement is recourse to HEP Logistics Holdings, L.P., its general partner, and 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. Navajo Pipeline Co., L.P., Navajo Refining Company, L.L.C. and Woods Cross Refining Company, L.L.C., three of our subsidiaries, have agreed to indemnify HEP's controlling partner to the extent it makes any payment in satisfaction of debt service due on up to a \$171.0 million aggregate principal amount of borrowings under the HEP Credit Agreement.

***Holly Senior Notes Due 2017***

On June 10, 2009, we issued \$200 million in aggregate principal amount of 9.875% senior notes due 2017 (the Holly Senior Notes). A portion of the \$188.0 million in net proceeds received was used for post-closing payments for inventories of crude oil and refined products from Sunoco following the closing of the Tulsa Refinery purchase on June 1, 2009. The remaining proceeds are available for general business purposes, including capital expenditures. The Holly Senior Notes mature on June 15, 2017 and bear interest at 9.875%. The Holly Senior Notes are unsecured and impose certain restrictive covenants, including limitations on Holly's ability to incur additional debt, incur liens, enter into sale-and-leaseback transactions, pay dividends, enter into mergers, sell assets and enter into certain transactions with affiliates. At any time when the Holly Senior Notes are rated investment grade by both Moody's and Standard & Poor's and no default or event of default exists, we will not be subject to many of the foregoing covenants. Additionally, we have certain redemption rights under the Holly Senior Notes.

***HEP Senior Notes Due 2015***

The HEP senior notes maturing March 1, 2015 are registered with the SEC and bear interest at 6.25% (the HEP Senior Notes). 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. Indebtedness under the HEP Senior Notes is recourse to HEP Logistics Holdings, L.P., its general partner, and 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. Navajo Pipeline Co., L.P., one of our subsidiaries, has agreed to indemnify HEP's controlling partner to the extent it makes any payment in satisfaction of debt service on up to \$35.0 million of the principal amount of the HEP Senior Notes.

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The carrying amount of Holly's long-term debt is as follows:

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
	(In thousands)	
Holly Senior Notes		
Principal	\$ 200,000	\$
Unamortized discount	(12,036)	
Total long-term debt	\$ 187,964	\$

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

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
	(In thousands)	
HEP Credit Agreement	\$ 218,000	\$ 200,000
HEP Senior Notes		
Principal	185,000	185,000
Unamortized discount	(14,908)	(16,223)
Unamortized premium    dedesignated fair value hedge	1,964	2,137
	172,056	170,914
Total debt	390,056	370,914
Less short-term borrowings under HEP Credit Agreement <sup>(1)</sup>		29,000
Total long-term debt <sup>(1)</sup>	\$ 390,056	\$ 341,914

(1) HEP is currently classifying all borrowings under the HEP Credit Agreement as long-term debt. At December 31, 2008, certain borrowings under the HEP Credit

Agreement were  
classified as  
short-term debt.

At June 30, 2009, the estimated fair values of the Holly Senior Notes and the HEP Senior Notes were \$195.0 million and \$161.0 million, respectively.

***Interest Rate Risk Management***

HEP uses interest rate derivatives to manage its exposure to interest rate risk. As of June 30, 2009, HEP had three interest rate swap contracts.

HEP has an interest rate swap that hedges its exposure to the cash flow risk caused by the effects of LIBOR changes on its \$171.0 million credit agreement advance that was used to finance its purchase of the Crude Pipelines and Tankage Assets in February 2008. This interest rate swap effectively converts its \$171.0 million LIBOR based debt to fixed rate debt having an interest rate of 3.74% plus an applicable margin, currently 2.00%, which equaled an effective interest rate of 5.74% as of June 30, 2009. The maturity of this swap contract is February 28, 2013. HEP intends to renew the HEP Credit Agreement prior to its expiration in August 2011.

HEP has designated this interest rate swap as a cash flow hedge. Based on its assessment of effectiveness using the change in variable cash flows method, HEP determined that the interest rate swap is effective in offsetting the variability in interest payments on the \$171.0 million variable rate debt resulting from changes in LIBOR. Under hedge accounting, HEP adjusts the cash flow hedge on a quarterly basis to its fair value with the offsetting fair value adjustment to accumulated other comprehensive income. Also on a quarterly basis, HEP measures hedge effectiveness by comparing the present value of the cumulative change in the expected future interest to be paid or received on the variable leg of their swap against the expected future interest payments on the \$171.0 million variable rate debt. Any ineffectiveness is reclassified from accumulated other comprehensive income to interest expense. As of June 30, 2009, HEP had no ineffectiveness on its cash flow hedge.

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HEP also has an interest rate swap contract that effectively converts interest expense associated with \$60.0 million of the 6.25% HEP Senior Notes from fixed to variable rate debt ( Variable Rate Swap ). Under this swap contract, interest on the \$60.0 million notional amount is computed using the three-month LIBOR plus a spread of 1.1575%, which equaled an effective interest rate of 1.83% as of June 30, 2009. The maturity of the swap contract is March 1, 2015, matching the maturity of the HEP Senior Notes.

In October 2008, HEP entered into an additional interest rate swap contract, effective December 1, 2008, that effectively unwinds the effects of the Variable Rate Swap discussed above, converting \$60.0 million of the hedged long-term debt back to fixed rate debt ( Fixed Rate Swap ). Under the Fixed Rate Swap, interest on a notional amount of \$60.0 million is computed at a fixed rate of 3.59% versus three-month LIBOR which when added to the 1.1575% spread on the Variable Rate Swap results in an effective fixed interest rate of 4.75%. The maturity date of this swap contract is December 1, 2013.

Prior to the execution of HEP's Fixed Rate Swap, the Variable Rate Swap was designated as a fair value hedge of \$60.0 million in outstanding principal under the HEP Senior Notes. HEP dedesignated this hedge in October 2008. At this time, the carrying balance of the HEP Senior Notes included a \$2.2 million premium due to the application of hedge accounting until the dedesignation date. This premium is being amortized as a reduction to interest expense over the remaining term of the Variable Rate Swap.

HEP's interest rate swaps not having a hedge designation are measured quarterly at fair value either as an asset or a liability in the consolidated balance sheets with the offsetting fair value adjustment to interest expense. For the three and six months ended June 30, 2009, HEP recognized a reduction of \$0.8 million and \$0.6 million, respectively, in interest expense attributable to fair value adjustments to its interest rate swaps.

HEP records interest expense equal to the variable rate payments under the swaps. Receipts under the swap agreements are recorded as a reduction to interest expense.

Additional information on HEP's interest rate swaps is as follows:

Interest Rate Swaps	Balance Sheet		Fair Value	Location of Offsetting	Offsetting Amount
		Location		Balance	
<b>Asset</b>					
Fixed-to-variable interest rate swap \$60 million of 6.25% HEP Senior Notes	Other assets	\$ 2,751		Long-term debt - HEP	\$ (1,964)
				Equity	(1,942) <sup>(1)</sup>
				Interest expense	1,155 <sup>(2)</sup>
		\$ 2,751			\$ (2,751)
<b>Liability</b>					
Cash flow hedge LIBOR based debt	\$171 million	Other long-term liabilities	\$ (8,700)	Accumulated other comprehensive loss	\$ 8,700
				Equity	4,166 <sup>(1)</sup>
Variable-to-fixed interest rate swap \$60 million		Other long-term liabilities	(2,209)	Interest expense	(1,957)
		\$ (10,909)			\$ 10,909

- (1) Represents prior year charges to interest expense.
- (2) Net of amortization of premium attributable to dedesignated hedge.

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**Table of Contents****NOTE 10: Equity**

Changes to equity during the six months ended June 30, 2009 are presented below:

	<b>Holly Corporation Stockholders Equity</b>	<b>Noncontrolling Interest</b>	<b>Total Equity</b>
<b>Balance at December 31, 2008</b>	\$ 541,540	\$ 394,792	\$ 936,332
Net income	36,550	8,921	45,471
Other comprehensive income	1,152	2,260	3,412
Dividends	(15,055)		(15,055)
Distributions to noncontrolling interest		(14,529)	(14,529)
Issuance of common stock upon exercise of stock options	45		45
Equity based compensation expense, net of forfeitures	3,920	417	4,337
Tax benefit from equity based compensation	2,110		2,110
Issuance of HEP common units, net of issuing costs		58,195	58,195
Contribution from joint venture partner		7,450	7,450
Purchase of treasury stock	(1,214)		(1,214)
Other	531	(516)	15
<b>Balance at December 31, 2008</b>	<b>\$ 569,579</b>	<b>\$ 456,990</b>	<b>\$ 1,026,569</b>

During the six months ended June 30, 2009, we repurchased at current market prices 59,934 shares of our common stock at a cost of approximately \$1.2 million from certain officers and key employees. These purchases were made under the terms of restricted stock and performance share unit agreements to provide funds for the payment of payroll and income taxes due at the vesting of restricted shares in the case of officers and employees who did not elect to satisfy such taxes by other means.

**NOTE 11: Other Comprehensive Income**

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

	<b>Before-Tax</b>	<b>Tax Expense (Benefit)</b>	<b>After-Tax</b>
	(In thousands)		
<b>For the three months ended June 30, 2009</b>			
Unrealized gain on available-for-sale securities	\$ 205	\$ 80	\$ 125
Unrealized gain on HEP cash flow hedge	4,417	786	3,631
Other comprehensive income	4,622	866	3,756
Less other comprehensive income attributable to noncontrolling interest	2,396		2,396
Other comprehensive income attributable to Holly Corporation stockholders	\$ 2,226	\$ 866	\$ 1,360

**For the three months ended June 30, 2008**

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Unrealized gain on available-for-sale securities	\$ 469	\$ 182	\$ 287
Unrealized gain on HEP cash flow hedge	6,797	1,091	5,706
Other comprehensive income	7,266	1,273	5,993
Less other comprehensive income attributable to noncontrolling interest	3,687		3,687
Other comprehensive income attributable to Holly Corporation stockholders	\$ 3,579	\$ 1,273	\$ 2,306
<b>For the six months ended June 30, 2009</b>			
Unrealized loss on available-for-sale securities	\$ (22)	\$ (9)	\$ (13)
Unrealized gain on HEP cash flow hedge	4,167	742	3,425
Other comprehensive income	4,145	733	3,412
Less other comprehensive income attributable to noncontrolling interest	2,260		2,260
Other comprehensive income attributable to Holly Corporation stockholders	\$ 1,885	\$ 733	\$ 1,152

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	<b>Before-Tax</b>	<b>Tax Expense (Benefit)</b>	<b>After-Tax</b>
		(In thousands)	
<b>For the six months ended June 30, 2008</b>			
Unrealized loss on available-for-sale securities	\$ (12)	\$ (5)	\$ (7)
Unrealized gain on HEP cash flow hedge	2,448	393	2,055
Other comprehensive income	2,436	388	2,048
Less other comprehensive income attributable to noncontrolling interest	1,328		1,328
Other comprehensive income attributable to Holly Corporation stockholders	\$ 1,108	\$ 388	\$ 720

The temporary unrealized gain (loss) on available-for-sale securities is due to changes in market prices of securities. Accumulated other comprehensive loss in the equity section of our consolidated balance sheets includes:

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
	(In thousands)	
Pension obligation adjustment	\$ (29,409)	\$ (29,409)
Retiree medical obligation adjustment	(2,202)	(2,202)
Unrealized gain on available-for-sale securities	115	128
Unrealized loss on HEP cash flow hedge	(2,433)	(3,598)
Accumulated other comprehensive loss	\$ (33,929)	\$ (35,081)

**NOTE 12: Retirement Plan**

We have a non-contributory defined benefit retirement plan that covers most of our employees who were hired prior to January 1, 2007. Our policy is to make contributions annually of not less than the minimum funding requirements of the Employee Retirement Income Security Act of 1974. Benefits are based on the employee's years of service and compensation.

Effective January 1, 2007, the retirement plan was frozen to new employees not covered by collective bargaining agreements with labor unions. To the extent an employee was hired prior to January 1, 2007, and elected to participate in automatic contributions features under our defined contribution plan, their participation in future benefits of the retirement plan was frozen.

The net periodic pension expense consisted of the following components:

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	(In thousands)			
Service cost	\$ 990	\$ 1,090	\$ 2,079	\$ 2,180
Interest cost	1,189	1,193	2,420	2,386
Expected return on assets	(922)	(1,143)	(1,924)	(2,287)

Amortization of prior service cost	97	97	195	195
Amortization of net loss	1,818	351	1,837	702
Net periodic benefit cost	\$ 3,172	\$ 1,588	\$ 4,607	\$ 3,176

The expected long-term annual rate of return on plan assets is 8.5%. This rate was used in measuring 2009 and 2008 net periodic benefit cost. We expect to contribute between zero million and \$10.0 million to the retirement plan in 2009.

**NOTE 13: Contingencies**

In May 2007, the United States Court of Appeals for the District of Columbia Circuit ( Court of Appeals ) issued its decision on petitions for review, brought by us and other parties, concerning rulings by the FERC in proceedings brought by us and other parties against SFPP, L.P. ( SFPP ). These proceedings relate to tariffs of common carrier

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pipelines, which are owned and operated by SFPP, for shipments of refined products from El Paso, Texas to Tucson and Phoenix, Arizona and from points in California to points in Arizona. We are one of several refiners that regularly utilize the SFPP pipeline to ship refined products from El Paso, Texas to Tucson and Phoenix, Arizona on SFPP's East Line. The Court of Appeals in its May 2007 decision approved a FERC position, which is adverse to us, on the treatment of income taxes in the calculation of allowable rates for pipelines operated by partnerships and ruled in our favor on an issue relating to our rights to reparations when it is determined that certain tariffs we paid to SFPP in the past were too high. The income tax issue and the other remaining issues relating to SFPP's obligations to shippers are being handled by the FERC in a single compliance proceeding covering the period from 1992 through May 2006. We currently estimate that, as a result of the May 2007 Court of Appeals decision and prior rulings by the Court of Appeals and the FERC in these proceedings, a net amount will be due from SFPP to us for the period January 1992 through May 2006 in addition to the \$15.3 million we received in 2003 from SFPP as reparations for the period from 1992 through July 2000. Because proceedings in the FERC following the Court of Appeals decision have not been completed and final action by the FERC could be subject to further court proceedings, it is not possible at this time to determine what will be the net amount payable to us at the conclusion of these proceedings.

We and other shippers have been engaged in settlement discussions with SFPP on remaining issues relating to East Line service in the FERC proceedings. A partial settlement covering the period June 2006 through November 2007, which became final in February 2008, resulted in a payment from SFPP to us of approximately \$1.3 million in April 2008. On October 22, 2008, we and other shippers jointly filed at the FERC with SFPP a settlement covering the period from December 2008 through November 2010. The Commission approved the settlement on January 29, 2009. The settlement reduced SFPP's current rates and required SFPP to make additional payments to us of approximately \$2.9 million, which was received on May 18, 2009.

On June 2, 2009, SFPP notified us that it would terminate the October 2008 settlement, as provided under the settlement, effective August 31, 2009. On July 31, 2009, SFPP filed substantial rate increases for East Line service to become effective September 1, 2009. We intend to file a protest to this rate increase and to challenge it vigorously. We believe that other shippers will take similar action. We are not in a position to predict the ultimate outcome of the rate proceeding.

We are a party to various other litigation and proceedings which 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.

**NOTE 14: Segment Information**

Our operations are currently 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 includes the operations of our Navajo, Woods Cross and Tulsa Refineries and Holly Asphalt Company. It involves the purchase and refining of crude oil and wholesale and branded marketing of refined products, such as gasoline, diesel fuel, jet fuel and specialty lubricant products. The petroleum products produced by the Refining segment are primarily marketed in the southwest, rocky mountain and mid-continent regions of the United States and northern Mexico. Additionally, the Refining segment includes specialty lubricant products produced at our Tulsa Refinery that are marketed throughout North America and are distributed in Central and South America. Holly Asphalt Company manufactures and markets asphalt and asphalt products in Arizona, New Mexico, Texas and northern Mexico.

HEP is a VIE as defined under FIN No. 46(R). Under the provisions of FIN No. 46(R), HEP's purchase of the Crude Pipelines and Tankage Assets in 2008 qualified as a reconsideration event whereby we reassessed our beneficial interest in HEP. Following this transaction, we determined that our beneficial interest in HEP exceeded 50%.

Accordingly, we reconsolidated HEP effective March 1, 2008 and no longer account for our investment in HEP under the equity method of accounting.

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The HEP segment involves all of the operations of HEP effective March 1, 2008 (date of reconsolidation). HEP owns and operates a system of petroleum product and crude gathering pipelines in Texas, New Mexico, Oklahoma and Utah, distribution terminals in Texas, New Mexico, Arizona, Utah, Idaho, and Washington and refinery tankage in New Mexico and Utah. Revenues are generated by charging tariffs for transporting petroleum products and crude oil through its pipelines, by leasing certain pipeline capacity to Alon USA, Inc., by charging fees for terminalling refined products and other hydrocarbons and storing and providing other services at its storage tanks and terminals. The HEP segment also includes a 70% interest in Rio Grande which provides petroleum products transportation services. Additionally, HEP owns a 25% interest in SLC Pipeline that services refiners in the Salt Lake City, Utah area. 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 and from HEP's interest in Rio Grande. Our revaluation of HEP's assets and liabilities at March 1, 2008 (date of reconsolidation) resulted in basis adjustments to our consolidated HEP balances. Therefore, 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, 2008.

	<b>Refining<sup>(1)</sup></b>	<b>HEP<sup>(2)</sup></b>	<b>Corporate and Other</b>	<b>Consolidations and Eliminations</b>	<b>Consolidated Total</b>
			(In thousands)		
<b>Three Months Ended</b>					
<b>June 30, 2009</b>					
Sales and other revenues	\$ 1,019,919	\$ 40,602	\$ 2,979	\$ (25,119)	\$ 1,038,381
Depreciation and amortization	\$ 17,832	\$ 6,482	\$ 1,186	\$	\$ 25,500
Income (loss) from operations	\$ 29,530	\$ 21,217	\$ (11,408)	\$	\$ 39,339
Capital expenditures	\$ 38,229	\$ 45,456	\$ 480	\$	\$ 84,165
<b>Three Months Ended</b>					
<b>June 30, 2008</b>					
Sales and other revenues	\$ 1,736,201	\$ 26,774	\$ 886	\$ (20,039)	\$ 1,743,822
Depreciation and amortization	\$ 8,699	\$ 6,220	\$ 1,010	\$	\$ 15,929
Income (loss) from operations	\$ 22,736	\$ 9,210	\$ (11,720)	\$	\$ 20,226
Capital expenditures	\$ 116,509	\$ 8,950	\$ 564	\$	\$ 126,023
<b>Six Months Ended June 30,</b>					
<b>2009</b>					
Sales and other revenues	\$ 1,656,829	\$ 72,727	\$ 3,078	\$ (43,430)	\$ 1,689,204
Depreciation and amortization	\$ 29,783	\$ 12,300	\$ 3,738	\$	\$ 45,821
Income (loss) from operations	\$ 68,235	\$ 35,403	\$ (24,400)	\$	\$ 79,238
Capital expenditures	\$ 126,467	\$ 56,026	\$ 900	\$	\$ 183,393
<b>Six Months Ended June 30,</b>					
<b>2008</b>					
Sales and other revenues	\$ 3,213,577	\$ 36,716	\$ 1,287	\$ (27,774)	\$ 3,223,806
Depreciation and amortization	\$ 18,980	\$ 8,230	\$ 2,028	\$	\$ 29,238
Income (loss) from operations	\$ 41,620	\$ 12,944	\$ (24,745)	\$	\$ 29,819
Capital expenditures	\$ 185,325	\$ 12,202	\$ 1,257	\$	\$ 198,784

(1)

The Refining segment reflects the operations of our Tulsa Refinery beginning June 1, 2009, our date of acquisition.

- (2) HEP segment revenues from external customers were \$29.6 million and \$6.7 million for the three months ended June 30, 2009 and 2008, respectively and \$15.6 million and \$8.9 million for the six months ended June 30, 2009 and 2008, respectively.

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	<b>Refining</b>	<b>HEP</b>	<b>Corporate and Other</b> (In thousands)	<b>Consolidations and Eliminations</b>	<b>Consolidated Total</b>
<b>June 30, 2009</b>					
Cash, cash equivalents and investments in marketable securities	\$	\$ 4,195	\$ 105,284	\$	\$ 109,479
Total assets	\$ 1,807,743	\$ 524,285	\$ 302,476	\$ (13,063)	\$ 2,621,441

**December 31, 2008**

Cash, cash equivalents and investments in marketable securities	\$	\$ 5,269	\$ 90,739	\$	\$ 96,008
Total assets	\$ 1,288,211	\$ 458,049	\$ 141,768	\$ (13,803)	\$ 1,874,225

**Note 15: Supplemental Guarantor/Non-Guarantor Financial Information**

Our obligations under the Holly Senior Notes have been jointly and severally guaranteed by the substantial majority of our existing and future restricted subsidiaries ( Guarantor Restricted Subsidiaries ). These guarantees are full and unconditional. HEP in which we have a 41% ownership interest and its subsidiaries (collectively, Non-Guarantor Non-Restricted Subsidiaries ), and certain of our other subsidiaries ( Non-Guarantor Restricted Subsidiaries ) have not guaranteed these obligations.

The following financial information presents condensed consolidating balance sheets, statements of income, and statements of cash flows of Holly Corporation (the Parent ), the Guarantor Restricted Subsidiaries, the Non-Guarantor Restricted Subsidiaries and the Non-Guarantor Non-Restricted Subsidiaries. The information has been presented as if the Parent accounted for its ownership in the Guarantor Restricted Subsidiaries, and the Guarantor Restricted Subsidiaries accounted for the ownership of the Non-Guarantor Restricted Subsidiaries and Non-Guarantor Non-Restricted Subsidiaries, using the equity method of accounting. The Guarantor Restricted Subsidiaries and the Non-Guarantor Restricted Subsidiaries are collectively the Restricted Subsidiaries.

Our revaluation of HEP s assets and liabilities at March 1, 2008 (date of reconsolidation) resulted in basis adjustments to our consolidated HEP balances. Therefore, our reported amounts for the HEP segment may not agree to amounts reported in HEP s periodic public filings.



**Table of Contents****Condensed Consolidating Balance Sheet**

June 30, 2009	Parent	Non-Guarantor		Eliminations	Parent & Non-Guarantor		Eliminations	Consolidated
		Restricted Subsidiaries	Restricted Subsidiaries		Restricted Subsidiaries	Non-Restricted Subsidiaries		
(In thousands)								
<b>ASSETS</b>								
Current assets:								
Cash and cash equivalents	\$ 99,383	\$ (693)	5,803	\$	\$ 104,493	\$ 4,195	\$	\$ 108,688
Marketable securities		791			791			791
Accounts receivable	987	600,871	38		601,896	13,480	(10,676)	604,700
Intercompany accounts receivable (payable)	(1,223,417)	916,505	306,912					
Inventories		263,866			263,866	182		264,048
Income taxes receivable	5,841				5,841			5,841
Prepayments and other assets	21,449	7,826			29,275	645	(3,531)	26,389
Total current assets	(1,095,757)	1,789,166	312,753		1,006,162	18,502	(14,207)	1,010,457
Properties and equipment, net	21,955	871,521	132,897		1,026,373	398,827		1,425,200
Investment in subsidiaries	1,995,838	408,085	(324,583)	(2,079,340)		26,098	(26,098)	
Intangibles and other assets	5,971	71,713			77,684	80,858	27,242	185,784
Total assets	\$ 928,007	\$ 3,140,485	\$ 121,067	\$ (2,079,340)	\$ 2,110,219	\$ 524,285	\$ (13,063)	\$ 2,621,441
<b>LIABILITIES AND EQUITY</b>								
Current liabilities:								
Accounts payable	\$ 16,862	\$ 786,516	\$ 2,796	\$	\$ 806,174	\$ 9,120	\$ (10,675)	\$ 804,619
Accrued liabilities	19,915	13,684	460		34,059	15,944	(3,532)	46,471
Total current liabilities	36,777	800,200	3,256		840,233	25,064	(14,207)	851,090



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(long-term)									
Investment in subsidiaries	1,911,613	371,964	(321,003)	(1,962,574)					
Intangibles and other assets		48,651			48,651	83,620			132,271
Total assets	\$ 625,211	\$ 2,688,665	\$ 78,677	\$ (1,962,574)	\$ 1,429,979	\$ 458,049	\$ (13,803)		\$ 1,874,225
<b>LIABILITIES AND EQUITY</b>									
Current liabilities:									
Accounts payable	\$ 9,269	\$ 384,285	\$ 1,021	\$	\$ 394,575	\$ 8,018	\$ (11,451)	\$	\$ 391,142
Accrued liabilities	15,086	8,118	11		23,215	21,153	(2,352)		42,016
Other liabilities	(8,130)	8,130							
Short-term debt						29,000			29,000
Total current liabilities	16,225	400,533	1,032		417,790	58,171	(13,803)		462,158
Long-term debt						341,914			341,914
Non-current liabilities	41,693	5,033			46,726	17,604			64,330
Deferred income taxes	24,894	44,597			69,491				69,491
Distributions in excess of inv in HEP		326,889			326,889		(326,889)		
Equity Holly Corporation	542,399	1,911,613	77,645	(1,989,258)	542,399	30,142	(31,001)		541,540
Equity Noncontrolling interest				26,684	26,684	10,218	357,890		394,792
Total liabilities and equity	\$ 625,211	\$ 2,688,665	\$ 78,677	\$ (1,962,574)	\$ 1,429,979	\$ 458,049	\$ (13,803)		\$ 1,874,225

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**Table of Contents****Condensed Consolidating Statement of Income**

Three months ended June 30, 2009	Parent	Guarantor	Non-Guarantor	Eliminations	Parent	Non-Guarantor	Eliminations	Consolidated
		Restricted Subsidiaries	Restricted Subsidiaries		Restricted Subsidiaries	Non-Restricted Subsidiaries		
(In thousands)								
Sales and other revenues	\$ 97	\$ 1,022,772	\$ 29	\$	\$ 1,022,898	\$ 40,602	\$ (25,119)	\$ 1,038,381
Operating costs and expenses:								
Cost of products sold		904,786	131		904,917		(24,991)	879,926
Operating expenses		67,648			67,648	11,086	(226)	78,508
General and administrative expenses	12,643	550			13,193	1,817	98	15,108
Depreciation and amortization	965	17,736	317		19,018	6,482		25,500
Total operating costs and expenses	13,608	990,720	448		1,004,776	19,385	(25,119)	999,042
Income (loss) from operations	(13,511)	32,052	(419)		18,122	21,217		39,339
Other income (expense):								
Equity in earnings of subsidiaries	35,942	6,619	8,029	(42,561)	8,029	488	(8,029)	488
Interest income (expense)	(2,743)	582	9		(2,152)	(4,917)	(2)	(7,071)
Tulsa Refinery acquisition costs	1,701	(3,311)			(1,610)			(1,610)
	34,900	3,890	8,038	(42,561)	4,267	(4,429)	(8,031)	(8,193)
Income (loss) before income taxes	21,389	35,942	7,619	(42,561)	22,389	16,677	(8,031)	31,146
Income tax provision	9,464				9,464	111		9,575
Net income	11,925	35,942	7,619	(42,561)	12,925	16,677	(8,031)	21,571
Less net income attributable to noncontrolling interest				(104)	(104)	427	6,643	6,966
Net income attributable to Holly Corporation stockholders	\$ 11,925	\$ 35,942	\$ 7,619	\$ (42,457)	\$ 13,029	\$ 16,250	\$ (14,674)	\$ 14,605

**Condensed Consolidating Statement of Income**

Three months ended June 30, 2008	Parent	Guarantor	Non-Guarantor	Eliminations	Parent	Non-Guarantor	Eliminations	Consolidated
		Restricted Subsidiaries	Restricted Subsidiaries		Restricted Subsidiaries	Non-Restricted Subsidiaries		

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(In thousands)

Sales and other revenues	\$ 467	\$ 1,736,620	\$	\$	\$ 1,737,087	\$ 26,774	\$ (20,039)	\$ 1,743,822
Operating costs and expenses:								
Cost of products sold		1,640,579	10		1,640,589		(20,039)	1,620,550
Operating expenses		64,200	(10)		64,190	9,985		74,175
General and administrative expenses	8,683	2,900			11,583	1,359		12,942
Depreciation and amortization	789	8,920			9,709	6,220		15,929
Total operating costs and expenses	9,472	1,716,599			1,726,071	17,564	(20,039)	1,723,596
Income (loss) from operations	(9,005)	20,021			11,016	9,210		20,226
Other income (expense):								
Equity in earnings of subsidiaries	32,235	3,205	3,073	(35,440)	3,073		(3,073)	
Interest income (expense)	(5,652)	9,009	132		3,489	(5,914)		(2,425)
Other Income								
	26,583	12,214	3,205	(35,440)	6,562	(5,914)	(3,073)	(2,425)
Income (loss) before income taxes	17,578	32,235	3,205	(35,440)	17,578	3,296	(3,073)	17,801
Income tax provision	5,770				5,770	86		5,856
Net income	11,808	32,235	3,205	(35,440)	11,808	3,210	(3,073)	11,945
Less net income attributable to noncontrolling interest					31	31	264	198
Net income attributable to Holly Corporation stockholders	\$ 11,808	\$ 32,235	\$ 3,205	\$ (35,471)	\$ 11,777	\$ 2,946	\$ (3,271)	\$ 11,452

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Six months ended June 30, 2008	Guarantor		Guarantor		Parent & Non-Guarantor		Parent & Non-Guarantor		Consolidated
	Parent	Restricted Subsidiaries	Restricted Subsidiaries	Eliminations	Restricted Subsidiaries	Non-Restricted Subsidiaries	Eliminations	Eliminations	
	(In thousands)								
Sales and other revenues	\$ 1,772	\$ 3,213,092	\$	\$	\$ 3,214,864	\$ 36,716	\$ (27,774)	\$	\$ 3,223,806
Operating costs and expenses:									
Cost of products sold		3,031,230	347		3,031,577		(27,590)		3,003,987
Operating expenses		121,353	53		121,406	13,661	(184)		134,883
General and administrative expenses	22,254	1,744			23,998	1,881			25,879
Depreciation and amortization	1,584	19,424			21,008	8,230			29,238
Total operating costs and expenses	23,838	3,173,751	400		3,197,989	23,772	(27,774)		3,193,987
Income (loss) from operations	(22,066)	39,341	(400)		16,875	12,944			29,819
Other income (expense):									
Equity in earnings of subsidiaries	72,582	7,202	7,279	(79,784)	7,279		(4,289)		2,990
Interest income (expense)	(19,615)	26,039	323		6,747	(7,609)			(862)
	52,967	33,241	7,602	(79,784)	14,026	(7,609)	(4,289)		2,128
Income (loss) before income taxes	30,901	72,582	7,202	(79,784)	30,901	5,335	(4,289)		31,947
Income tax provision	10,444				10,444	107			10,551
Net income	20,457	72,582	7,202	(79,784)	20,457	5,228	(4,289)		21,396
Less net income attributable to noncontrolling interest				31	31	355	909		1,295
Net income attributable to Holly Corporation stockholders	\$ 20,457	\$ 72,582	\$ 7,202	\$ (79,815)	\$ 20,426	\$ 4,873	\$ (5,198)	\$	\$ 20,101

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Other	(1,146)			(1,146)	415		(731)
<b>Net cash provided by (used for) financing activities</b>	167,460	(20,850)	29,800	176,410	48,202	14,039	238,651
Cash and cash equivalents							
Increase (decrease) for the period	60,874	5,683	2,400	68,957	(1,074)		67,883
Beginning of period	33,316	(1,182)	3,402	35,536	5,269		40,805
End of period	\$ 94,190	\$ 4,501	\$ 5,802	\$ 104,493	\$ 4,195		\$ 108,688

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**Table of Contents****Condensed Consolidating Statement of Cash Flows**

Six months ended June 30, 2008	Parent	Non-Guarantor		Parent & Non-Guarantor		Eliminations	Consolidated
		Restricted Subsidiaries	Restricted Subsidiaries	Restricted Subsidiaries	Non-Restricted Subsidiaries		
(In thousands)							
Cash flows from operating activities	\$ 85,458	\$ 9,980	\$ 19,441	\$ 114,879	\$ 6,089	\$ (6,355)	\$ 114,613
Cash flows from investing activities							
Additions to properties, plants and equipment Holly		(123,727)	(62,855)	(186,582)			(186,582)
Additions to properties, plants and equipment HEP					(12,202)		(12,202)
Purchases of marketable securities	(303,257)			(303,257)			(303,257)
Sales and maturities of marketable securities	395,520			395,520			395,520
Proceeds from sale of crude pipeline and tankage assets		171,000		171,000			171,000
Increase in cash due to consolidation of HEP						7,295	7,295
Investment in HEP		(290)		(290)			(290)
<b>Net cash provided by (used for) investing activities</b>	<b>92,263</b>	<b>46,983</b>	<b>(62,855)</b>	<b>76,391</b>	<b>(12,202)</b>	<b>7,295</b>	<b>71,484</b>
Cash flows from financing activities							
Net borrowings under credit agreements					20,000		20,000
Dividends	(14,055)			(14,055)			(14,055)
Distributions to noncontrolling interest					(13,933)	6,356	(7,577)
Purchase of treasury stock	(136,876)			(136,876)			(136,876)
Contribution from joint venture partner	10,000	(40,000)	40,000	10,000			10,000
Excess tax benefit from equity based compensation	3,436			3,436			3,436
Deferred financing costs					(365)		(365)
Other	256			256	(224)	(290)	(258)
<b>Net cash provided by (used for) financing activities</b>	<b>(137,239)</b>	<b>(40,000)</b>	<b>40,000</b>	<b>(137,239)</b>	<b>5,478</b>	<b>6,066</b>	<b>(125,695)</b>

## Cash and cash equivalents

Increase (decrease) for the period	40,482	16,963	(3,414)	54,031	(635)	7,006	60,402
Beginning of period	97,953	(17,912)	14,328	94,369	7,006	(7,006)	94,369
End of period	\$ 138,435	\$ (949)	\$ 10,914	\$ 148,400	\$ 6,371	\$	\$ 154,771

**Note 16: Subsequent Event**

On August 1, 2009, we announced the sale of our truck and rail loading facilities at our Tulsa Refinery to HEP for \$17.5 million. In connection with this transaction, we have also entered into a 15-year equipment and throughput agreement with HEP for usage of the facilities to load or unload products via tanker truck and / or rail car. Since HEP is a consolidated subsidiary, the effects of this transaction will be eliminated in our consolidated financial statements.

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**Table of Contents****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. In this document, the words we, our, ours and us refer only to Holly Corporation and its consolidated subsidiaries or to Holly Corporation or an individual subsidiary and not to any other person with certain exceptions. For periods prior to our reconsolidation of Holly Energy Partners, L.P. ( HEP ) effective March 1, 2008, the words we, our, ours and us exclude HEP and its subsidiaries as consolidated subsidiaries of Holly Corporation. This Quarterly Report on Form 10-Q contains certain disclosures of agreements that are specific to HEP and its consolidated subsidiaries and do not necessarily represent obligations of Holly Corporation. When used in descriptions of agreements and transactions, HEP refers to HEP and its consolidated subsidiaries.

**OVERVIEW**

We are principally an independent petroleum refiner operating three refineries in Artesia and Lovington, New Mexico (operated as one refinery and collectively known as the Navajo Refinery ), Woods Cross, Utah (the Woods Cross Refinery ) and Tulsa, Oklahoma (the Tulsa Refinery ). As of June 30, 2009, our refineries had a combined crude capacity of 216,000 BPSD. Our profitability depends largely on the spread between market prices for refined petroleum products and crude oil prices. At June 30, 2009, we also owned a 41% interest in HEP, which owns and operates pipeline and terminalling assets, and owns a 70% interest in Rio Grande Pipeline Company ( Rio Grande ) and a 25% interest in SLC Pipeline LLC ( SLC Pipeline ).

Our principal source of revenue is from the sale of high value light products such as gasoline, diesel fuel, jet fuel and specialty lubricant products in markets in the southwest, rocky mountain and mid-continent regions of the United States and in northern Mexico. For the six months ended June 30, 2009, sales and other revenues were \$1,689.2 million and net income attributable to Holly Corporation stockholders was \$36.6 million. For the six months ended June 30, 2008, sales and other revenues were \$3,223.8 million and net income attributable to Holly Corporation stockholders was \$20.1 million. Our principal expenses are costs of products sold and operating expenses. Our total operating costs and expenses for the six months ended June 30, 2009 were \$1,610.0 million compared to \$3,194.0 million for the six months ended June 30, 2008.

On June 1, 2009, we acquired the Tulsa Refinery from Sunoco, Inc. ( Sunoco ) for \$157.8 million, including crude oil, refined product and other inventories totaling \$92.8 million. The Tulsa Refinery is located on a 750-acre site in Tulsa, Oklahoma and has a total crude oil throughput capacity of approximately 85,000 BPSD. The refinery produces fuel products including gasoline, diesel fuel and jet fuel and serves markets in the mid-continent region of the United States and also produces specialty lubricant products that are marketed throughout North America and are distributed in Central and South America.

On June 10, 2009, we issued \$200 million in aggregate principal amount of 9.875% senior notes due 2017 (the Holly Senior Notes ). A portion of the \$188.0 million in net proceeds received was used for post-closing payments for inventories of crude oil and refined products from Sunoco following the closing of the Tulsa Refinery purchase on June 1, 2009. The remaining proceeds are available for general business purposes, including capital expenditures. HEP is a variable interest entity ( VIE ) as defined under Financial Accounting Standards Board Interpretation ( FIN ) No. 46(R). Under the provisions of FIN No. 46(R), HEP's purchase of our crude pipelines and tankage assets in 2008 (the Crude Pipelines and Tankage Assets ) qualified as a reconsideration event whereby we reassessed our beneficial interest in HEP. Following this transaction, we determined that our beneficial interest in HEP exceeded 50%. Accordingly, we reconsolidated HEP effective March 1, 2008 and no longer account for our investment in HEP under the equity method of accounting.

**Table of Contents****RESULTS OF OPERATIONS****Financial Data (Unaudited)**

	<b>Three Months Ended June 30,</b>		<b>Change from 2008</b>	
	<b>2009</b>	<b>2008</b>	<b>Change</b>	<b>Percent</b>
	(In thousands, except per share data)			
Sales and other revenues	\$ 1,038,381	\$ 1,743,822	\$ (705,441)	(40.5)%
Operating costs and expenses:				
Cost of products sold (exclusive of depreciation and amortization)	879,926	1,620,550	(740,624)	(45.7)
Operating expenses (exclusive of depreciation and amortization)	78,508	74,175	4,333	5.8
General and administrative expenses (exclusive of depreciation and amortization)	15,108	12,942	2,166	16.7
Depreciation and amortization	25,500	15,929	9,571	60.1
Total operating costs and expenses	999,042	1,723,596	(724,554)	(42.0)
Income from operations	39,339	20,226	19,113	94.5
Other income (expense):				
Equity in earnings of SLC Pipeline	488		488	
Interest income	134	3,826	(3,692)	(96.5)
Interest expense	(7,205)	(6,251)	(954)	15.3
Tulsa Refinery acquisition costs	(1,610)		(1,610)	
	(8,193)	(2,425)	(5,768)	237.9
Income before income taxes	31,146	17,801	13,345	75.0
Income tax provision	9,575	5,856	3,719	63.5
Net income <sup>(1)</sup>	21,571	11,945	9,626	80.6
Less noncontrolling interest in net income <sup>(1)</sup>	6,966	493	6,473	1,313.0
Net income attributable to Holly Corporation stockholders <sup>(1)</sup>	\$ 14,605	\$ 11,452	\$ 3,153	27.5%
Net income per share attributable to Holly Corporation stockholders basic	\$ 0.29	\$ 0.23	\$ 0.06	26.1%
Net income per share attributable to Holly Corporation stockholders diluted	\$ 0.29	\$ 0.23	\$ 0.06	26.1%

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Cash dividends declared per common share	\$	0.15	\$	0.15	\$	%
Average number of common shares outstanding:						
Basic		50,170		50,158		12%
Diluted		50,226		50,515		(289) (0.6)%
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	<b>Six Months Ended</b>		<b>Change from 2008</b>	
	<b>2009</b>	<b>June 30, 2008</b>	<b>Change</b>	<b>Percent</b>
			(In thousands, except per share data)	
Sales and other revenues	\$ 1,689,204	\$ 3,223,806	\$ (1,534,602)	(47.6)%
Operating costs and expenses:				
Cost of products sold (exclusive of depreciation and amortization)	1,391,580	3,003,987	(1,612,407)	(53.7)
Operating expenses (exclusive of depreciation and amortization)	145,710	134,883	10,827	8.0
General and administrative expenses (exclusive of depreciation and amortization)	26,855	25,879	976	3.8
Depreciation and amortization	45,821	29,238	16,583	56.7
Total operating costs and expenses	1,609,966	3,193,987	(1,584,021)	(49.6)
Income from operations	79,238	29,819	49,419	165.7
Other income (expense):				
Equity in earnings of SLC Pipeline	663		663	
Interest income	2,330	7,381	(5,051)	(68.4)
Interest expense	(13,444)	(8,243)	(5,201)	63.1
Tulsa Refinery acquisition costs	(1,610)		(1,610)	
Equity in earnings of HEP		2,990	(2,990)	(100.0)
	(12,061)	2,128	(14,189)	(666.8)
Income before income taxes	67,177	31,947	35,230	110.3
Income tax provision	21,706	10,551	11,155	105.7
Net income <sup>(1)</sup>	45,471	21,396	24,075	112.5
Less noncontrolling interest in net income <sup>(1)</sup>	8,921	1,295	7,626	588.9
Net income attributable to Holly Corporation stockholders <sup>(1)</sup>	\$ 36,550	\$ 20,101	\$ 16,449	81.8%
Net income per share attributable to Holly Corporation stockholders basic	\$ 0.73	\$ 0.40	\$ 0.33	82.5%
Net income per share attributable to Holly Corporation stockholders diluted	\$ 0.73	\$ 0.39	\$ 0.34	87.2%

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Cash dividends declared per common share	\$	0.30	\$	0.30	\$		%
Average number of common shares outstanding:							
Basic		50,106		50,654		(548)	(1.1)%
Diluted		50,189		51,015		(826)	(1.6)%

**Balance Sheet Data (Unaudited)**

	<b>June 30, 2009</b>	<b>December 31, 2008</b>
	(In thousands)	
Cash, cash equivalents and investments in marketable securities	\$ 109,479	\$ 96,008
Working capital	\$ 159,367	\$ 68,465
Total assets	\$2,621,441	\$1,874,225
Long-term debt Holly Corporation	\$ 187,964	\$
Long-term debt Holly Energy Partners	\$ 390,056	\$ 341,914
Total equity <sup>(1)</sup>	\$1,026,569	\$ 936,332

(1) During the first quarter of 2009, we adopted SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements an amendment of ARB No. 51. As a result, net income attributable to the noncontrolling interest in our HEP subsidiary is now presented as an adjustment to net income to arrive at Net income attributable to Holly Corporation stockholders in our Consolidated Statements of Income. Prior to our adoption of



this standard,  
this amount was  
presented as

Minority  
interest in  
earnings of  
HEP, a  
non-operating  
expense item  
before Income  
before income  
taxes.

Additionally,  
equity  
attributable to  
noncontrolling  
interests is now  
presented as a  
separate  
component of  
total equity in  
our consolidated  
financial  
statements. We  
have adopted  
this standard on  
a retrospective  
basis. While this  
presentation  
differs from  
previous GAAP  
requirements,  
this standard did  
not affect our  
net income and  
equity  
attributable to  
Holly  
Corporation  
stockholders.

**Table of Contents****Other Financial Data (Unaudited)**

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	(In thousands)			
Net cash provided by operating activities	\$ 143,865	\$ 15,763	\$ 141,550	\$ 114,613
Net cash provided by (used for) investing activities	\$(241,979)	\$ (11,975)	\$(312,318)	\$ 71,484
Net cash provided by (used for) financing activities	\$ 152,924	\$ (29,568)	\$ 238,651	\$(125,695)
Capital expenditures	\$ 84,165	\$126,023	\$ 183,393	\$ 198,784
EBITDA <sup>(1)</sup>	\$ 56,751	\$ 35,662	\$ 115,191	\$ 60,752

(1) Earnings before interest, taxes, depreciation and amortization, which we refer to as ( EBITDA ), is calculated as net income attributable to Holly Corporation stockholders plus (i) interest expense, net of interest income, (ii) income tax provision, and (iii) depreciation and amortization. EBITDA is not a calculation provided for under accounting principles generally accepted in the United States; however, the amounts included in the EBITDA calculation are derived from

amounts included in our consolidated financial statements. EBITDA should not be considered as an alternative 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 is not necessarily comparable to similarly titled measures of other companies. EBITDA is presented here because it is a widely used financial indicator used by investors and analysts to measure performance. EBITDA is also used by our management for internal analysis and as a basis for financial covenants. EBITDA presented above is 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 currently organized into two reportable segments, Refining and HEP. Our operations that are not included in the Refining and HEP segment are included in Corporate and Other. Intersegment transactions are eliminated in our consolidated financial statements and are included in Consolidations and Eliminations.

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2009	2008	2009	2008
	(In thousands)			
Sales and other revenues				
Refining <sup>(1)</sup>	\$ 1,019,919	\$ 1,736,201	\$ 1,656,829	\$ 3,213,577
HEP <sup>(2)</sup>	40,602	26,774	72,727	36,716
Corporate and Other	2,979	886	3,078	1,287
Consolidations and Eliminations	(25,119)	(20,039)	(43,430)	(27,774)
Consolidated	\$ 1,038,381	\$ 1,743,822	\$ 1,689,204	\$ 3,223,806
Operating Income (loss)				
Refining <sup>(1)</sup>	\$ 29,530	\$ 22,736	\$ 68,235	\$ 41,620
HEP <sup>(2)</sup>	21,217	9,210	35,403	12,944
Corporate and Other	(11,408)	(11,720)	(24,400)	(24,745)
Consolidations and Eliminations				
Consolidated	\$ 39,339	\$ 20,226	\$ 79,238	\$ 29,819

(1) The Refining segment includes the operations of our Navajo, Woods Cross and Tulsa Refineries and Holly Asphalt Company. The Refining segment involves the purchase and refining of crude oil and

wholesale and branded marketing of refined products, such as gasoline, diesel fuel, jet fuel and specialty lubricant products. The petroleum products produced by the Refining segment are primarily marketed in the southwest, rocky mountain and mid-continent regions of the United States and northern Mexico. Additionally, the Refining segment includes specialty lubricant products produced at our Tulsa Refinery that are marketed throughout North America and are distributed in Central and South America. Holly Asphalt Company manufactures and markets asphalt and asphalt products in Arizona, New Mexico, Texas

and northern  
Mexico.

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(2) The HEP segment involves all of the operations of HEP effective March 1, 2008 (date of reconsolidation). HEP owns and operates a system of petroleum product and crude gathering pipelines in Texas, New Mexico, Oklahoma and Utah, distribution terminals in Texas, New Mexico, Arizona, Utah, Idaho, and Washington and refinery tankage in New Mexico and Utah. Revenues are generated by charging tariffs for transporting petroleum products and crude oil through its pipelines and by charging fees for terminalling petroleum products and other hydrocarbons, and storing and providing other services at their storage tanks and terminals. The HEP segment also includes a 70% interest in Rio Grande which provides petroleum products transportation services. Additionally, HEP owns a 25% interest in the SLC Pipeline that services refineries in the Salt lake City, Utah area. Revenues from the HEP segment are earned through transactions for pipeline transportation, rental and terminalling operations as well as revenues relating to pipeline transportation services provided for our refining operations and from HEP's interest in Rio Grande.

**Refining Operating Data (Unaudited)**

Our refinery operations include the Navajo, Woods Cross and Tulsa Refineries. The following tables set forth information, including non-GAAP performance about our consolidated refinery operations. The cost of products and refinery gross margin do not include the effect of 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 Ended		Six Months Ended	
	June 30,		June 30,	
	2009	2008	2009	2008
<i>Navajo Refinery</i>				
Crude charge (BPD) <sup>(1)</sup>	85,760	72,800	71,800	78,000
Refinery production (BPD) <sup>(2)</sup>	96,670	76,960	79,960	85,800
Sales of produced refined products (BPD)	95,810	79,910	79,070	86,980
Sales of refined products (BPD) <sup>(3)</sup>	96,340	88,720	83,810	97,070
Refinery utilization <sup>(4)</sup>	85.8%	85.6%	71.8%	91.8%
Average per produced barrel <sup>(5)</sup>				
Net sales	\$ 67.93	\$ 133.89	\$ 63.80	\$ 117.33
Cost of products <sup>(6)</sup>	59.54	125.82	53.83	110.15
Refinery gross margin	8.39	8.07	9.97	7.18
Refinery operating expenses <sup>(7)</sup>	4.56	5.68	5.19	4.98
Net operating margin	\$ 3.83	\$ 2.39	\$ 4.78	\$ 2.20
Feedstocks:				
Sour crude oil	83%	83%	83%	81%
Sweet crude oil	6%	10%	7%	9%
Other feedstocks and blends	11%	7%	10%	10%
Total	100%	100%	100%	100%
Sales of produced refined products:				
Gasolines	57%	55%	58%	57%

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Diesel fuels	34%	34%	33%	33%
Jet fuels	1%	1%	1%	1%
Fuel oil	3%	3%	3%	3%
Asphalt	3%	4%	3%	3%
LPG and other	2%	3%	2%	3%
Total	100%	100%	100%	100%

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	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b><i>Woods Cross Refinery</i></b>				
Crude charge (BPD) <sup>(1)</sup>	25,940	23,980	24,630	24,470
Refinery production (BPD) <sup>(2)</sup>	27,700	23,540	25,510	24,490
Sales of produced refined products (BPD)	27,060	23,790	27,040	24,550
Sales of refined products (BPD) <sup>(3)</sup>	27,750	24,490	27,710	26,010
Refinery utilization <sup>(4)</sup>	83.7%	92.2%	79.5%	94.1%
Average per produced barrel <sup>(5)</sup>				
Net sales	\$ 69.05	\$ 133.09	\$ 59.74	\$ 117.56
Cost of products <sup>(6)</sup>	60.10	120.60	49.90	105.05
Refinery gross margin	8.95	12.49	9.84	12.51
Refinery operating expenses <sup>(7)</sup>	5.98	8.13	6.45	7.17
Net operating margin	\$ 2.97	\$ 4.36	\$ 3.39	\$ 5.34
Feedstocks:				
Sour crude oil	3%	%	3%	2%
Sweet crude oil	62%	76%	64%	75%
Black wax crude oil	27%	22%	27%	19%
Other feedstocks and blends	8%	2%	6%	4%
Total	100%	100%	100%	100%
Sales of produced refined products:				
Gasolines	66%	62%	67%	65%
Diesel fuels	28%	29%	26%	26%
Jet fuels	%	%	%	%
Fuel oil	3%	6%	4%	5%
Asphalt	2%	2%	1%	1%
LPG and other	1%	1%	2%	3%
Total	100%	100%	100%	100%
<b><i>Tulsa Refinery</i></b> <sup>(8)</sup>				
Crude charge (BPD) <sup>(1)</sup>	17,930		9,010	
Refinery production (BPD) <sup>(2)</sup>	17,280		9,690	
Sales of produced refined products (BPD)	16,970		8,530	
Sales of refined products (BPD) <sup>(3)</sup>	17,250		8,670	
Refinery utilization <sup>(4)</sup>	64.0%	%	64.0%	%

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Average per produced barrel <sup>(5)</sup>				
Net sales	\$ 76.14	\$	\$ 76.14	\$
Cost of products <sup>(6)</sup>	73.31		73.31	
Refinery gross margin	2.83		2.83	
Refinery operating expenses <sup>(7)</sup>	5.21		5.21	
Net operating margin	\$ (2.38)	\$	\$ (2.38)	\$
Feedstocks:				
Sour crude oil	%	%	%	%
Sweet crude oil	100%	%	100%	%
Other feedstocks and blends	%	%	%	%
Total	100%	%	100%	%
Sales of produced refined products:				
Gasolines	23%	%	23%	%
Diesel fuels	28%	%	28%	%
Jet fuels	9%	%	9%	%
Lubricants	22%	%	22%	%
Gas oil / intermediates	16%	%	16%	%
LPG and other	2%	%	2%	%
Total	100%	%	100%	%

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	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b>Consolidated</b>				
Crude charge (BPD) <sup>(1)</sup>	129,620	96,780	105,440	102,470
Refinery production (BPD) <sup>(2)</sup>	141,650	100,500	115,150	110,290
Sales of produced refined products (BPD)	139,840	103,700	114,650	111,530
Sales of refined products (BPD) <sup>(3)</sup>	141,340	113,210	120,190	123,080
Refinery utilization <sup>(4)</sup>	81.5%	87.2%	77.0%	92.3%
Average per produced barrel <sup>(5)</sup>				
Net sales	\$ 69.14	\$ 133.71	\$ 63.76	\$ 117.38
Cost of products <sup>(6)</sup>	61.32	124.62	54.35	109.03
Refinery gross margin	7.82	9.09	9.41	8.35
Refinery operating expenses <sup>(7)</sup>	4.91	6.24	5.49	5.46
Net operating margin	\$ 2.91	\$ 2.85	\$ 3.92	\$ 2.89
Feedstocks:				
Sour crude oil	56%	63%	59%	63%
Sweet crude oil	29%	26%	27%	24%
Black wax crude oil	5%	5%	6%	4%
Other feedstocks and blends	10%	6%	8%	9%
Total	100%	100%	100%	100%
Sales of produced refined products:				
Gasolines	54%	56%	58%	58%
Diesel fuels	32%	32%	31%	31%
Jet fuels	1%	1%	1%	1%
Fuel oil	3%	4%	3%	4%
Asphalt	3%	4%	2%	3%
Lubricants	3%	%	2%	%
Gas oil / intermediates	2%	%	1%	%
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 the

crude units at  
our refineries.

- (2) 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.
- (3) Includes refined  
products  
purchased for  
resale.
- (4) Represents  
crude charge  
divided by total  
crude capacity  
(BPSD). Our  
consolidated  
crude capacity  
was increased  
by 5,000 BPSD  
effective  
January 1, 2009  
(our Woods  
Cross Refinery  
expansion),  
15,000 BPSD  
effective  
April 1, 2009  
(our Navajo  
Refinery  
expansion) and  
85,000 BPSD  
effective June 1,  
2009 (our Tulsa  
Refinery  
acquisition),  
increasing our  
consolidated

crude capacity  
to 216,000  
BPSD.

- (5) Represents average per barrel amount for produced refined products sold, which is a non-GAAP measure. 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.
- (6) Transportation costs billed from HEP are included in cost of products.
- (7) Represents operating expenses of our refineries, exclusive of depreciation and amortization.
- (8) The amounts reported for the Tulsa Refinery for the three and six months ended June 30, 2009 include crude oil

processed and products yielded from the refinery for the period from June 1, 2009 through June 30, 2009 only, and averaged over the number of days in the period (91 days and 182 days for the three and six months ended, respectively). Operating data for the period from June 1, 2009 through June 30, 2009 is as follows:

*Tulsa Refinery*

Crude charge (BPD)	54,390
Refinery production (BPD)	52,400
Sales of produced refined products (BPD)	51,480
Sales of refined products (BPD)	52,310
Refinery utilization	64.0%

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**Table of Contents****Results of Operations Three Months Ended June 30, 2009 Compared to Three Months Ended June 30, 2008  
Summary**

Net income attributable to Holly Corporation stockholders for the three months ended June 30, 2009 was \$14.6 million (\$0.29 per basic and diluted share), a \$3.2 million increase compared to \$11.5 million (\$0.23 per basic and diluted share) for the three months ended June 30, 2008. Net income increased due to the effects of increased refining production, partially offset by an overall decrease in refinery gross margins. Overall refinery gross margins for the three months ended June 30, 2009 were \$7.82 per produced barrel compared to \$9.09 for the three months ended June 30, 2008.

Overall production levels for the three months ended June 30, 2009 increased by 41% over the same period of 2008 due to incremental production attributable to the operations of our newly acquired Tulsa Refinery and production gains resulting from our recent Navajo and Woods Cross Refinery capacity expansions. Also contributing to the year-over-year increase in second quarter production levels were the effects of reduced production during the second quarter of 2008 as a result of a fluid catalytic cracking unit ( FCC ) outage that resulted in downtime at our Navajo Refinery.

***Sales and Other Revenues***

Sales and other revenues decreased 41% from \$1,743.8 million for the three months ended June 30, 2008 to \$1,038.4 million for the three months ended June 30, 2009, due principally to the effects of an overall decline in year-over-year second quarter sales prices of produced refined products sold, partially offset by a 25% increase in volumes of refined products sold. The average sales price we received per produced barrel sold decreased 48% from \$133.71 for the three months ended June 30, 2008 to \$69.14 for the three months ended June 30, 2009. Additionally, direct sales of excess crude oil also decreased in the current year. Sales and other revenues for the three months ended June 30, 2009 and 2008, includes \$15.6 million and \$6.7 million, respectively, in HEP revenues attributable to pipeline and transportation services provided to unaffiliated parties.

***Cost of Products Sold***

Cost of products sold decreased 46% from \$1,620.6 million for the three months ended June 30, 2008 to \$879.9 million for the three months ended June 30, 2009, due principally to significantly lower crude oil costs, partially offset by a 25% increase in volumes of refined products sold. The average price we paid per produced barrel sold for crude oil and feedstocks and the transportation costs of moving the finished products to the market place decreased 51% from \$124.62 for the three months ended June 30, 2008 to \$61.32 for the three months ended June 30, 2009. Also during the three months ended June 30, 2009, we recognized a \$1.0 million charge to cost of products sold resulting from the liquidation of certain last-in, first-out ( LIFO ) quantities of inventory that were carried at higher costs as compared to current costs.

***Gross Refinery Margins***

Gross refining margin per produced barrel decreased 14% from \$9.09 for the three months ended June 30, 2008 to \$7.82 for the three months ended June 30, 2009 due to the effects of a decrease in the average sales price we received per produced barrel sold, partially offset a decrease in the average price we paid per barrel of crude oil and feedstocks. Gross refinery margin does not include the effects of depreciation and amortization. See Reconciliations to Amounts Reported Under Generally Accepted Accounting Principles following Item 3 of Part 1 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, increased 6% from \$74.2 million for the three months ended June 30, 2008 to \$78.5 million for the three months ended June 30, 2009, due principally to the inclusion of costs attributable to the operations of our Tulsa Refinery commencing June 1, 2009. This was partially offset by a decrease in utility costs.

**Table of Contents*****General and Administrative Expenses***

General and administrative expenses increased 17% from \$12.9 million for the three months ended June 30, 2008 to \$15.1 million for the three months ended June 30, 2009, due principally to increased professional fees and services.

***Depreciation and Amortization Expenses***

Depreciation and amortization increased 60% from \$15.9 million for the three months ended June 30, 2008 to \$25.5 million for the three months ended June 30, 2009. The increase was due principally to depreciation and amortization attributable to capitalized refinery improvement projects in 2008 and early 2009.

***Interest Expense***

Interest expense was \$7.2 million for the three months ended June 30, 2009 compared to \$6.3 million for the three months ended June 30, 2008. The increase was due principally to interest attributable to increased long-term debt, including the Holly Senior Notes. For the three months ended June 30, 2009 and 2008, interest expense included \$4.7 million and \$6.0 million, respectively, in costs attributable to HEP operations. Fair value adjustments to HEP's interest rate swaps resulted in a \$0.8 million non-cash reduction in interest expense for the three months ended June 30, 2009.

***Income Taxes***

Income taxes for the three months ended June 30, 2009 were \$9.6 million compared to \$5.9 million for the three months ended June 30, 2008. Our effective tax rate, before consideration of earnings attributable to noncontrolling interest, was 30.7% and 32.9% for the three months ended June 30, 2009 and 2008, respectively.

**Results of Operations Six Months Ended June 30, 2009 Compared to Six Months Ended June 30, 2008*****Summary***

Net income attributable to Holly Corporation stockholders for the six months ended June 30, 2009 was \$36.6 million (\$0.73 per basic and diluted share), a \$16.5 million increase compared to \$20.1 million (\$0.40 per basic and \$0.39 per diluted share) for the six months ended June 30, 2008. Net income increased due principally to higher year-over-year refined product margins combined with a slight increase in year-to-date production levels. Overall refinery gross margins for the six months ended June 30, 2009 were \$9.41 per produced barrel compared to \$8.35 for the six months ended June 30, 2008.

Overall production levels for the six months ended June 30, 2009 increased by 4% due principally to the effects of incremental production attributable to our Tulsa Refinery operations, production gains resulting from our recent Navajo and Woods Cross Refinery capacity expansions and production downtime during the second quarter of 2008. These factors were largely offset by the effects of production downtime during the first quarter of 2009. During the first quarter of 2009, we timed our scheduled major maintenance turnaround at the Navajo Refinery to coincide with the completion of its 15,000 BPSD capacity expansion, increasing refining capacity to 100,000 BPSD.

***Sales and Other Revenues***

Sales and other revenues decreased 48% from \$3,223.8 million for the six months ended June 30, 2008 to \$1,689.2 million for the six months ended June 30, 2009, due principally to significantly lower refined product sales prices combined with the effects of a 2% decrease in volumes of refined products sold. The average sales price we received per produced barrel sold decreased 46% from \$117.38 for the six months ended June 30, 2008 to \$63.76 for the six months ended June 30, 2009. Additionally, direct sales of excess crude oil also decreased in the current year. Sales and other revenues for the six months ended June 30, 2009 and 2008, includes \$29.6 million and \$8.9 million, respectively, in HEP revenues attributable to pipeline and transportation services provided to unaffiliated parties.

***Cost of Products Sold***

Cost of products sold decreased 54% from \$3,004.0 million for the six months ended June 30, 2008 to \$1,392.6 million for the six months ended June 30, 2009, due principally to the effects of significantly lower crude oil costs combined with a 2% decline in volumes of refined products sold. The average price we paid per produced barrel sold for crude oil and feedstocks and the transportation costs of moving the finished products to the market place decreased 50% from \$109.03 for the six months ended June 30, 2008 to \$54.35 for the six months ended June 30, 2009.



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Also during the six months ended June 30, 2009, we recognized a \$1.0 million charge to cost of products sold resulting from the liquidation of certain LIFO quantities of inventory that were carried at higher costs as compared to current costs.

***Gross Refinery Margins***

Gross refining margin per produced barrel increased 13% from \$8.35 for the six months ended June 30, 2008 to \$9.41 for the six months ended June 30, 2009 due to the effects of a decrease in the average price we paid per barrel of crude oil and feedstocks partially offset by a decrease in the average sales price we received per produced barrel sold. Gross refinery margin does not include the effects of depreciation and amortization. See Reconciliations to Amounts Reported Under Generally Accepted Accounting Principles following Item 3 of Part 1 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, increased 8% from \$134.9 million for the six months ended June 30, 2008 to \$145.7 million for the six months ended June 30, 2009, due principally to costs attributable to the operations of our Tulsa Refinery commencing June 1, 2009 and the inclusion of HEP operating expense for a full six month period during the six months ended June 30, 2009 compared to four months in 2008 due to our reconsolidation of HEP effective March 1, 2008. These factors were partially offset by a decrease in utility costs. For the six months ended June 30, 2009 and 2008, operating expenses included \$21.6 million and \$13.5 million, respectively, in costs attributable to HEP operations.

***General and Administrative Expenses***

General and administrative expenses increased 4% from \$25.9 million for the six months ended June 30, 2008 to \$26.9 million for the six months ended June 30, 2009, due principally to increased professional fees and services. For the six months ended June 30, 2009 and 2008, general and administrative expenses included \$2.0 million and \$1.8 million, respectively, in costs attributable to HEP operations.

***Depreciation and Amortization Expenses***

Depreciation and amortization increased 57% from \$29.2 million for the six months ended June 30, 2008 to \$45.8 million for the six months ended June 30, 2009. The increase was due principally to depreciation and amortization attributable to the capitalized refinery improvement projects in 2008 and early 2009, and the inclusion of HEP depreciation expense for a full six month period during the six months ended June 30, 2009 compared to four months in 2008. For the six months ended June 30, 2009 and 2008, depreciation and amortization expenses included \$12.3 million and \$8.2 million, respectively, in costs attributable to HEP operations.

***Equity in Earnings of HEP***

Effective March 1, 2008, we reconsolidated HEP and no longer account for our investment in HEP under the equity method of accounting. Equity in earnings of HEP for the six months ended June 30, 2008 was \$3.0 million, representing our pro-rata share of earnings in HEP from January 1 through February 29, 2008.

***Interest Expense***

Interest expense was \$13.4 million for the six months ended June 30, 2009 compared to \$8.2 million for the six months ended June 30, 2008. The increase was due principally to interest attributable to increased long-term debt, including the Holly Senior Notes, and the inclusion of HEP interest expense for a full six month period during the six months ended June 30, 2009 compared to four months in 2008. For the six months ended June 30, 2009 and 2008, interest expense included \$10.9 million and \$7.7 million, respectively, in costs attributable to HEP operations. Fair value adjustments to HEP's interest rate swaps resulted in a \$0.6 million non-cash reduction in interest expense for the six months ended June 30, 2009.

***Income Taxes***

Income taxes for the six months ended June 30, 2009 were \$21.7 million compared to \$10.6 million for the six months ended June 30, 2008. Our effective tax rate, before consideration of earnings attributable to noncontrolling interest, was 32.3% and 33.0% for the six months ended June 30, 2009 and 2008, respectively.

**Table of Contents****LIQUIDITY AND CAPITAL RESOURCES**

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, and are invested primarily in conservative, highly-rated instruments issued by financial institutions or government entities with strong credit standings. As of June 30, 2009, we had cash and cash equivalents of \$108.7 million.

Cash and cash equivalents increased by \$67.9 million during the six months ended June 30, 2009. Net cash provided by operating activities and financing activities of \$141.6 million and \$238.7 million, respectively, exceeded cash used for investing activities of \$312.3 million. Working capital increased by \$90.9 million during the six months ended June 30, 2009.

In April 2009, we entered into a second amended and restated \$300.0 million senior secured revolving credit agreement (the Holly Credit Agreement) that amends and restates our previous credit agreement in its entirety with Bank of America, N.A. as administrative agent and one of a syndicate of lenders. The credit agreement expires in March 2013 and may be used to fund working capital requirements, capital expenditures, permitted acquisitions or other general corporate purposes. We were in compliance with all covenants at June 30, 2009. At June 30, 2009, we had no outstanding borrowings and letters of credit totaling \$61.8 million under the Holly Credit Agreement. At that level of usage, the unused commitment under the Holly Credit Agreement was \$238.2 million at June 30, 2009. There are currently a total of twelve lenders under the Holly Credit Agreement with individual commitments ranging from \$15.0 million to \$46.0 million. If any particular lender could not honor its commitment, we believe the unused capacity would be available to meet our borrowing needs. Additionally, we have reviewed publicly available information on our lenders in order to review and monitor their financial stability and assess their ongoing ability to honor their commitments under the Credit Agreement. We have not experienced, nor do we expect to experience, any difficulty in the lenders' ability to honor their respective commitments, and if it were to become necessary, we believe there would be alternative lenders or options available.

HEP has a \$300.0 million senior secured revolving credit agreement expiring in August 2011 (the HEP Credit Agreement). The HEP Credit Agreement is available to fund capital expenditures, acquisitions and working capital and or other general partnership purposes. HEP's obligations under the HEP Credit Agreement are collateralized by substantially all of HEP's assets. HEP assets that are included in our Consolidated Balance Sheets at June 30, 2009 consist of \$4.2 million in cash and cash equivalents, \$4.8 million in trade accounts receivable and other current assets, \$398.8 million in property, plant and equipment, net and \$107.0 million in intangible and other assets. Indebtedness under the HEP Credit Agreement is recourse to HEP Logistics Holdings, L.P., its general partner, and 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. Navajo Pipeline Co., L.P., Navajo Refining Company, L.L.C. and Woods Cross Refining Company, L.L.C., three of our subsidiaries, have agreed to indemnify HEP's controlling partner to the extent it makes any payment in satisfaction of debt service due on up to a \$171.0 million aggregate principal amount of borrowings under the HEP Credit Agreement.

There are currently a total of thirteen lenders under the HEP Credit Agreement with individual commitments ranging from \$15.0 million to \$40.0 million. If any particular lender could not honor its commitment, HEP has unused capacity available under its credit agreement, which was \$82.0 million as of June 30, 2009, to meet their borrowing needs. Additionally, publicly available information on these lenders is reviewed in order to monitor their financial stability and assess their ongoing ability to honor their commitments under the HEP Credit Agreement. HEP has not experienced, nor do they expect to experience, any difficulty in the lenders' ability to honor their respective commitments, and if it were to become necessary, HEP believes there would be alternative lenders or options available.

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On June 10, 2009, we issued \$200 million in aggregate principal amount of 9.875% senior notes due 2017, the Holly Senior Notes. A portion of the \$188.0 million in net proceeds received was used for post-closing payments for inventories of crude oil and refined products from Sunoco following the closing of the Tulsa Refinery purchase on June 1, 2009. The remaining proceeds are available for general business purposes, including capital expenditures. The Holly Senior Notes mature on June 15, 2017 and bear interest at 9.875%. The Holly Senior Notes are unsecured and impose certain restrictive covenants, including limitations on Holly's ability to incur additional debt, incur liens, enter into sale-and-leaseback transactions, pay dividends, enter into mergers, sell assets and enter into certain transactions with affiliates. At any time when the Holly Senior Notes are rated investment grade by both Moody's and Standard & Poor's and no default or event of default exists, we will not be subject to many of the foregoing covenants. Additionally, we have certain redemption rights under the Holly Senior Notes.

The HEP senior notes maturing March 1, 2015 are registered with the SEC and bear interest at 6.25% (the HEP Senior Notes). 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. Indebtedness under the HEP Senior Notes is recourse to HEP Logistics Holdings, L.P., its general partner, and 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. Navajo Pipeline Co., L.P., one of our subsidiaries, has agreed to indemnify HEP's controlling partner to the extent it makes any payment in satisfaction of debt service on up to \$35.0 million of the principal amount of the HEP Senior Notes. In May 2009, HEP closed a public offering of 2,192,400 of its common units priced at \$27.80 per unit including 192,400 common units issued pursuant to the underwriters' exercise of their over-allotment option. Net proceeds of \$58.4 million were used to repay bank debt and for general partnership purposes. In addition, we made a capital contribution to HEP of \$1.2 million to maintain our 2% general partner interest.

See Risk Management for a discussion of HEP's interest rate swap contracts.

We believe our current cash and cash equivalents, along with future internally generated cash flow and funds available under our credit facilities provide sufficient resources to fund currently planned capital projects, including planned capital expenditures at our recently acquired Tulsa Refinery and our liquidity needs for the foreseeable future. In addition, components of our growth strategy may 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. Our ability to acquire complementary assets will be dependent upon several factors, including our ability to identify attractive acquisition candidates, consummate acquisitions on favorable terms, successfully integrate acquired assets and obtain financing to fund acquisitions and to support our growth, and many other factors beyond our control.

**Cash Flows – Operating Activities**

Net cash flows provided by operating activities were \$141.6 million for the six months ended June 30, 2009 compared to \$114.6 million for the six months ended June 30, 2008, an increase of \$27.0 million. Net income for the six months ended June 30, 2009 was \$45.5 million, an increase of \$24.1 million compared to the six months ended June 30, 2008. Non-cash adjustments consisting of depreciation and amortization, equity in earnings of SLC Pipeline, interest rate swap adjustments, deferred income taxes and equity-based compensation expense resulted in an increase to operating cash flows of \$67.1 million for the six months ended June 30, 2009 compared to \$37.0 million for the same period in 2008. Additionally, distributions in excess of equity in earnings of HEP increased 2008 operating cash flows by \$3.1 million. Changes in working capital items increased cash flows by \$50.7 million for the six months ended June 30, 2009 compared to \$55.6 million for the six months ended June 30, 2008. Additionally, for the six months ended June 30, 2009, turnaround expenditures increased to \$31.1 million from \$3.4 million in 2008 due to the planned major maintenance turnaround at our Navajo Refinery in the first quarter of 2009.

**Table of Contents****Cash Flows Investing Activities and Planned Capital Expenditures**

Net cash flows used for investing activities were \$312.3 million for the six months ended June 30, 2009 compared to net cash flows provided by investing activities of \$71.5 million for the six months ended June 30, 2008, a change of \$383.8 million. Cash expenditures for property, plant and equipment for the first six months of 2009 decreased to \$183.4 million from \$198.8 million for the same period in 2008. These include HEP capital expenditures of \$56.0 million and \$12.2 million for the six months ended June 30, 2009 and 2008, respectively. During the six months ended June 30, 2009, we acquired the Tulsa Refinery for \$157.8 million and HEP purchased a 25% joint venture interest in the SLC Pipeline for \$25.5 million. Additionally we invested \$165.9 million in marketable securities and received proceeds of \$220.3 million from the sale or maturity of marketable securities. For the six months ended June 30, 2008, we received \$171.0 million in proceeds from our sale of the Crude Pipelines and Tankage Assets to HEP. Also, as a result of our reconsolidation of HEP effective March 1, 2008, our investing activities reflect HEP's March 1, 2008 cash balance of \$7.3 million as a cash inflow. Additionally for the six months ended June 30, 2008, we invested \$303.3 million in marketable securities and received proceeds of \$395.5 million from the sale or maturity of marketable securities.

***Planned Capital Expenditures******Holly Corporation***

Each year our Board of Directors approves in our annual capital budget capital projects that our management is authorized to undertake. Additionally, at times when conditions warrant or as new opportunities arise, other or 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, our planned capital expenditures for a given year consist of expenditures approved for capital projects included in the current year's capital budget as well as, in certain cases, expenditures approved for capital projects in capital budgets for prior years. Our total capital budget for 2009 is now \$25.4 million, not including the capital projects approved in prior years, our expansion / feedstock flexibility projects at the Navajo and Woods Cross Refineries or the capital projects at the Tulsa Refinery as described below. The 2009 capital budget is comprised of \$11.4 million for refining improvement projects for the Navajo Refinery, \$5.3 million for projects at the Woods Cross Refinery, \$5.6 million for projects at the Tulsa Refinery, \$0.4 million for marketing-related projects, \$1.4 million for asphalt plant projects and \$1.3 million for other miscellaneous projects.

At the Navajo Refinery, phase I of our major capital projects was mechanically completed in March 2009 increasing refinery capacity to 100,000 BPSD effective April 1, 2009. Phase I required the installation of a new 15,000 BPSD mild hydrocracker, 28 MMSCFSD hydrogen plant and the expansion of our Lovington crude and vacuum units at a cost of approximately \$187.4 million.

We are currently proceeding with phase II of the major capital projects at the Navajo Refinery that will provide the capability to run up to 40,000 BPSD of heavy type crudes. Phase II involves the installation of a new 18,000 BPSD solvent deasphalter and the revamp of our Artesia crude and vacuum units. Phase II is expected to be mechanically complete in the fourth quarter of 2009 at a cost of approximately \$98.0 million.

We are also proceeding with a project to add asphalt tankage at the Navajo Refinery and at the Holly Asphalt facility in Artesia, New Mexico to enhance asphalt economics by storing asphalt during the winter months when asphalt prices are generally lower. These asphalt tank additions and an approved upgrade of our rail loading facilities at the Artesia refinery are estimated to cost approximately \$21.0 million and are expected to be completed at the same time as the phase II project.

During the first quarter of 2009, the Navajo Refinery also completed the installation of a new 100 ton per day sulfur recovery unit at a cost of approximately \$31.0 million.

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In July 2008, we announced an agreement by one of our subsidiaries to transport crude oil on Centurion Pipeline L.P.'s pipeline from Cushing, Oklahoma to Slaughter, Texas. Our Board of Directors has approved capital expenditures of up to \$97.0 million to build the necessary infrastructure including a 70-mile pipeline from Centurion's Slaughter Station to Lovington, New Mexico, and a 65-mile pipeline from Lovington to Artesia, New Mexico. It also includes a 37-mile pipeline project that connects HEP's Artesia gathering system to our Lovington facility. This will permit the segregation of heavy crude oil for our crude / vacuum unit in Artesia and provide Artesia area crude oil producers additional access to markets. We sold the 65-mile Lovington to Artesia, New Mexico pipeline to HEP on June 1, 2009 for \$34.2 million. Under the provisions of the Omnibus Agreement with HEP, HEP will have an option to purchase the remaining transportation assets described above upon our completion of these projects. We expect to complete these projects in the fourth quarter of 2009. We plan to grant HEP the option to purchase these transportation assets upon our completion of the project.

The Navajo Refinery and pipeline projects discussed above will enable the Navajo Refinery to process 100,000 BPSD of crude with up to 40% of that crude being lower cost heavy crude oil. The projects will also increase the yield of diesel, supply Holly Asphalt with all of its performance grade asphalt requirements, increase refinery liquid volume yield, increase the refinery's capacity to process outside feedstocks, and enable the refinery to meet new low sulfur gasoline specifications required by the EPA.

At the Woods Cross Refinery, we have increased the refinery's capacity from 26,000 BPSD to 31,000 BPSD while increasing its ability to process lower cost crude. The project involved installing a new 15,000 BPSD mild hydrocracker, sulfur recovery facilities, black wax desalting equipment and black wax unloading systems. The total cost of this project was approximately \$122.0 million. The projects were mechanically complete in the fourth quarter of 2008. These improvements will also provide the necessary infrastructure for future expansions of crude capacity and enable the refinery to meet new low sulfur gasoline specifications as required by the EPA.

To fully take advantage of the economics on the Woods Cross expansion project, additional crude pipeline capacity will be required to move Canadian crude to the Woods Cross Refinery. HEP's joint venture pipeline with Plains All American Pipeline, L.P. (Plains) will permit the transportation of additional crude oil into the Salt Lake City area. HEP's joint venture project with Plains is further described under the HEP section of this discussion of planned capital expenditures.

In December 2007, we entered into a definitive agreement with Sinclair Transportation Company (Sinclair) to jointly build a 12-inch refined products pipeline from Salt Lake City, Utah to Las Vegas, Nevada, together with terminal facilities in the Cedar City, Utah and North Las Vegas areas. Under the agreement, we own a 75% interest in the joint venture pipeline and Sinclair will own the remaining 25% interest. The initial capacity of the pipeline will be 62,000 bpd, with the capacity for further expansion to 120,000 bpd. The total cost of the pipeline project including terminals is expected to be \$300.0 million, with our share of this cost totaling \$225.0 million. In connection with this project, we have entered into a 10-year commitment to ship an annual average of 15,000 barrels per day of refined products on the UNEV Pipeline at an agreed tariff. Our commitment for each year is subject to reduction by up to 5,000 barrels per day in specified circumstances relating to shipments by other shippers. We have an option agreement with HEP granting them an option to purchase all of our equity interests in this joint venture pipeline effective for a 180-day period commencing when the UNEV Pipeline becomes operational, at a purchase price equal to our investment in this joint venture pipeline plus interest at 7% per annum. We expect the project will be ready to commence operations in the fall of 2010.

On June 1, 2009, we acquired our 85,000 BPSD Tulsa Refinery from Sunoco for \$65.0 million. We plan to construct a new diesel hydrotreater and to expand sulfur recovery capacity, which, once complete, will allow all diesel produced at the Tulsa Refinery to be produced as ULSD. Additionally, this project will allow the Tulsa Refinery to upgrade coker distillate and extracts to ULSD. Although this project has not been approved by the Holly Board, schedule A engineering is underway to define the scope and cost of the project. We expect this project will also satisfy several consent decree requirements around sulfur levels in refinery fuel gas. This project is expected to be mechanically complete in mid-2011 and is currently estimated to cost up to \$150.0 million. Separately, in connection with the modified consent decree that we have assumed with respect to the Tulsa Refinery, we will be required to make certain capital expenditures in order to satisfy obligations under the consent decree, including requirements for the reduction

of nitrogen and nitrous oxide from the refinery's heaters and boilers and requirements to reduce sulfur

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levels in the refinery's fuel gas loop.

In 2009, we expect to spend approximately \$285.0 million on approved capital projects, including sustaining capital and turnaround costs. This amount consists of certain carryovers of capital projects from previous years, less carryovers to subsequent years of certain of our approved capital projects.

In October 2004, the American Jobs Creation Act of 2004 ( 2004 Act ) was signed into law. Among other things, the 2004 Act creates tax incentives for small business refiners incurring costs to produce ULSD. The 2004 Act provided an immediate deduction of 75% of certain costs paid or incurred to comply with the ULSD standards, and a tax credit based on ULSD production of up to 25% of those costs. In August 2005, the Energy Policy Act of 2005 ( 2005 Act ) was signed into law. Among other things, the 2005 Act created tax incentives for refiners by providing for an immediate deduction of 50% of certain refinery capacity expansion costs when the expansion assets are placed in service. We believe the capacity expansion projects at the Navajo and Woods Cross Refineries qualify for this deduction.

Regulatory compliance items, such as the ULSD and LSG requirements mentioned above, 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.

**HEP**

Each year the Holly Logistic Services, L.L.C. ( HLS ) 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's capital budget as well as, in certain cases, expenditures approved for capital projects in capital budgets for prior years. The 2009 HEP capital budget is comprised of \$3.7 million for maintenance capital expenditures and \$2.2 million for expansion capital expenditures. Additionally, capital expenditures planned in 2009 include approximately \$43.0 million for capital projects approved in prior years, most of which relate to the expansion of HEP's pipeline between Artesia, New Mexico and El Paso, Texas (the South System ) and the Plains joint venture discussed below.

On August 1, 2009, we announced the sale of our truck and rail loading facilities at our Tulsa Refinery to HEP for \$17.5 million. In connection with this transaction, we have also entered into a 15-year equipment and throughput agreement with HEP for usage of the facilities to load or unload products via tanker truck and / or rail car.

On June 1, 2009, HEP acquired our newly constructed 16-inch feedstock pipeline at our cost of \$34.2 million. The pipeline runs 65 miles from our Navajo Refinery's crude oil distillation and vacuum facilities in Lovington, New Mexico to the Navajo petroleum refinery located in Artesia, New Mexico. HEP operates this pipeline as a component of its intermediate pipeline system that services the Navajo Refinery. Since HEP is a consolidated subsidiary, this transaction is eliminated and has no impact on our consolidated financial statements.

In March 2009, HEP acquired a 25% joint venture interest in a new 95-mile intrastate pipeline system, the SLC Pipeline, jointly owned by Plains All American Pipeline, L.P. ( Plains ) and HEP. The SLC Pipeline allows various refiners in the Salt Lake City area, including our Woods Cross refinery, to ship up to 120,000 bpd of crude oil into the Salt Lake City area from the Utah terminus of the Frontier Pipeline as well as crude oil flowing from Wyoming and Utah via Plains' Rocky Mountain Pipeline. The total cost of HEP's investment in the SLC Pipeline was \$25.5 million. In October 2007, we amended the HEP PTA under which HEP has agreed to expand the South System. The expansion of the South System includes replacing 85 miles of 8-inch pipe with 12-inch pipe, adding 150,000 barrels of refined product storage at HEP El Paso Terminal, improving existing pumps, adding a tie-in to the Kinder Morgan pipeline to Tucson and Phoenix, Arizona, and making related modifications. The cost of this project is estimated to

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be \$51.0 million. Construction of the South System pipe replacement and storage tankage is complete and improvements to Kinder Morgan's El Paso pump station are expected to be completed by August 2009. HEP is currently working on a capital improvement project that will provide increased flexibility and capacity to its intermediate pipelines enabling it to accommodate increased volumes as a result of our recent capacity expansion at the Navajo Refinery. This project is expected to be completed in the third quarter of 2009 at an estimated cost of \$7.0 million.

**Cash Flows Financing Activities**

Net cash flows provided by financing activities were \$238.7 million for the six months ended June 30, 2009 compared to net cash used for financing activities of \$125.7 million for the six months ended June 30, 2008, a change of \$364.3 million. During the six months ended June 30, 2009, we received \$188.0 million in proceeds upon the issuance of the Holly Senior Notes, received and repaid \$94.0 million in advances under the Holly Credit agreement, paid \$15.0 million in dividends, purchased \$1.2 million in common stock from employees to provide funds for the payment of payroll and income taxes due upon the vesting of certain share-based incentive awards, received a \$9.0 million contribution from our UNEV Pipeline joint venture partner and recognized \$2.1 million in excess tax benefits on our equity based compensation. Also during this period, HEP received proceeds of \$58.4 million upon the issuance of additional common units, received \$99.0 million and repaid \$81.0 million in advances under the HEP Credit Agreement, paid distributions of \$14.5 million to noncontrolling interest holders. Additionally, we paid \$5.2 million and \$0.4 million in deferred financing costs during the six months ended June 30, 2009 and 2008, respectively. The increased deferred financing costs relate to the Holly Senior Notes issued in June 2009. For the six months ended June 30, 2008, we purchased \$136.9 million in treasury stock, paid \$14.1 million in dividends, received a \$10.0 million contribution from our UNEV Pipeline joint venture partner and recognized \$3.4 million in excess tax benefits on our equity based compensation. For this same period, HEP received \$40.0 million and repaid \$20.0 million in advances under the HEP Credit Agreement and paid \$7.6 million in distributions to noncontrolling interest holders.

**Contractual Obligations and Commitments**

On June 10, 2009, we issued \$200 million in aggregate principal amount of senior notes due 2017, the Holly Senior Notes. The Holly Senior Notes mature on June 15, 2017 and bear interest at 9.875%. With respect to the acquired Tulsa Refinery, we have assumed a Recovery Conservation and Recovery Act ( RCRA ) Post Closure and Corrective Permit that requires the remediation of contaminated areas at our Tulsa location. Under this permit, we expect to expend approximately \$10.0 million (present value) through 2038 for remediation projects. In accounting for the Tulsa acquisition, we recorded this obligation as an environmental liability. Capital expenditure obligations that pertain to the Tulsa Refinery, including those under a modified consent decree, are discussed under Planned Capital Expenditures above.

**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 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, 2008. Certain critical accounting policies that materially affect the amounts recorded in our consolidated financial statements are the use of the 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 assessing contingent liabilities for probable losses. There have been no changes to these policies in 2009.



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HEP is a variable interest entity VIE as defined under FIN No. 46(R). Under the provisions of FIN No. 46(R), HEP's purchase of the Crude Pipelines and Tankage Assets in February 2008 qualified as a reconsideration event whereby we reassessed our beneficial interest in HEP. Following this transaction, we determined that our beneficial interest in HEP exceeded 50%. Accordingly, we reconsolidated HEP effective March 1, 2008 and no longer account for our investment in HEP under the equity method of accounting.

We use the LIFO method of valuing inventory. Under the LIFO method, an actual valuation of inventory can only be made at the end of each year based on the inventory levels. 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.

Our purchase accounting for the Tulsa Refinery acquisition is based on management's preliminary fair value estimates and is subject to change.

**New Accounting Pronouncements**

*Statement of Financial Accounting Standard ( SFAS ) No. 160 Noncontrolling Interests in Consolidated Financial Statements – an Amendment of Accounting Research Bulletin ( ARB ) No. 51*

SFAS No. 160 became effective January 1, 2009, which changes the classification of noncontrolling interests, also referred to as minority interests, in the consolidated financial statements. As a result, all previous references to minority interest within this document have been replaced with noncontrolling interest. Additionally, net income attributable to the noncontrolling interest in our HEP subsidiary is now presented as an adjustment to net income to arrive at Net income attributable to Holly Corporation stockholders in our Consolidated Statements of Income. Prior to our adoption of this standard, this amount was presented as Minority interests in earnings of Holly Energy Partners, a non-operating expense item before Income before income taxes. Additionally, equity attributable to noncontrolling interests is now presented as a separate component of total equity in our consolidated financial statements. We have applied this standard on a retrospective basis. While this presentation differs from previous GAAP requirements, this standard did not affect our net income and equity attributable to Holly Corporation stockholders.

*SFAS No. 161 Disclosures about Derivative Instruments and Hedging Activities, an Amendment of SFAS No. 133*

SFAS No. 161 became effective January 1, 2009, which amends and expands the disclosure requirements of SFAS No. 133 to include disclosure of the objectives and strategies related to an entity's use of derivative instruments, disclosure of how an entity accounts for its derivative instruments and disclosure of the financial impact including effect on cash flows associated with derivative activity. See risk management below for disclosure of HEP's derivative instruments and hedging activity.

*Financial Accounting Standards Board ( FASB ) Staff Position ( FSP ) SFAS No. 107-1 and Accounting Principles Board ( APB ) No. 28-1 Interim Disclosures about Fair Value of Financial Instruments*

In April 2009, the FASB issued FSP SFAS No. 107-1 and APB No. 28-1, which extends the annual financial statement disclosure requirements for financial instruments to interim reporting periods of publicly traded companies. We adopted this standard effective June 30, 2009.

*SFAS No. 165 Subsequent Events*

In May 2009, the FASB issued SFAS No. 165 which establishes general standards for accounting and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. We adopted this standard effective June 30, 2009. Although this standard requires disclosure of the date through which we have evaluated subsequent events, it did not affect our accounting and disclosure policies with respect to subsequent events.

*SFAS No. 167 Amendments to FIN No. 46(R)*

In June 2009, the FASB issued SFAS No. 167 which replaces the previous quantitative-based risk and rewards calculation provided under FIN No. 46(R) with a quantitative approach in determining whether an entity is the primary beneficiary of a VIE. Additionally, this standard requires an entity to assess on an ongoing basis whether it is the primary beneficiary of a VIE and enhances disclosures requirements with respect to an entity's involvement in a VIE. This standard is effective as of the beginning of an entity's fiscal year beginning after November 15, 2009 including interim periods within that year. While we are currently evaluating the impact of this standard, we do not believe that it will have a material impact on our financial condition, results of operations and cash flows.



**Table of Contents****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.

HEP uses interest rate derivatives to manage its exposure to interest rate risk. As of June 30, 2009, HEP had three interest rate swap contracts.

HEP has an interest rate swap that hedges its exposure to the cash flow risk caused by the effects of changes in the London Interbank Offered Rate ( LIBOR ) on their \$171.0 million credit agreement advance that was used to finance its purchase of the Crude Pipelines and Tankage Assets in February 2008. This interest rate swap effectively converts its \$171.0 million LIBOR based debt to fixed rate debt having an interest rate of 3.74% plus an applicable margin, currently 2.00%, which equaled an effective interest rate of 5.74% as of June 30, 2009. The maturity of this swap contract is February 28, 2013. HEP intends to renew the HEP Credit Agreement prior to its expiration in August 2011. HEP has designated this interest rate swap as a cash flow hedge. Based on its assessment of effectiveness using the change in variable cash flows method, HEP determined that the interest rate swap is effective in offsetting the variability in interest payments on the \$171.0 million variable rate debt resulting from changes in LIBOR. Under hedge accounting, HEP adjusts the cash flow hedge on a quarterly basis to its fair value with the offsetting fair value adjustment to accumulated other comprehensive income. Also on a quarterly basis, HEP measures hedge effectiveness by comparing the present value of the cumulative change in the expected future interest to be paid or received on the variable leg of their swap against the expected future interest payments on the \$171.0 million variable rate debt. Any ineffectiveness is reclassified from accumulated other comprehensive income to interest expense. As of June 30, 2009, HEP had no ineffectiveness on its cash flow hedge.

HEP also has an interest rate swap contract that effectively converts interest expense associated with \$60.0 million of the HEP 6.25% Senior Notes from fixed to variable rate debt ( Variable Rate Swap ). Under this swap contract, interest on the \$60.0 million notional amount is computed using the three-month LIBOR plus a spread of 1.1575%, which equaled an effective interest rate of 1.83% as of June 30, 2009. The maturity of the swap contract is March 1, 2015, matching the maturity of the HEP Senior Notes.

In October 2008, HEP entered into an additional interest rate swap contract, effective December 1, 2008, that effectively unwinds the effects of the Variable Rate Swap discussed above, converting \$60.0 million of the hedged long-term debt back to fixed rate debt ( Fixed Rate Swap ). Under the Fixed Rate Swap, interest on a notional amount of \$60.0 million is computed at a fixed rate of 3.59% versus three-month LIBOR which when added to the 1.1575% spread on the Variable Rate Swap results in an effective fixed interest rate of 4.75%. The maturity date of this swap contract is December 1, 2013.

Prior to the execution of HEP's Fixed Rate Swap, the Variable Rate Swap was designated as a fair value hedge of \$60.0 million in outstanding principal under the HEP Senior Notes. HEP dedesignated this hedge in October 2008. At this time, the carrying balance of the HEP Senior Notes included a \$2.2 million premium due to the application of hedge accounting until the de-designation date. This premium is being amortized as a reduction to interest expense over the remaining term of the Variable Rate Swap.

HEP's interest rate swaps not having a hedge designation are measured quarterly at fair value either as an asset or a liability in the consolidated balance sheets with the offsetting fair value adjustment to interest expense. For the six months ended June 30, 2009, HEP recognized \$0.6 million reduction in interest expense attributable to fair value adjustments to its interest rate swaps.

HEP records interest expense equal to the variable rate payments under the swaps. Receipts under the swap agreements are recorded as a reduction to interest expense.

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Additional information on HEP's interest rate swaps is as follows:

<b>Interest Rate Swaps</b>	<b>Balance Sheet Location</b>	<b>Fair Value</b>	<b>Location of Offsetting Balance</b> (In thousands)	<b>Offsetting Amount</b>
<b>Asset</b>				
Fixed-to-variable interest rate swap \$60 million of 6.25% HEP Senior Notes	Other assets	\$ 2,751	Long-term debt - HEP Equity Interest expense	\$ (1,964) (1,942) <sup>(1)</sup> 1,155 <sup>(2)</sup>
		\$ 2,751		\$ (2,751)
<b>Liability</b>				
Cash flow hedge \$171 million LIBOR based debt	Other long-term liabilities	\$ (8,700)	Accumulated other comprehensive loss Equity	\$ 8,700 4,166 <sup>(1)</sup>
Variable-to-fixed interest rate swap \$60 million	Other long-term liabilities	(2,209)	Interest expense	(1,957)
		\$ (10,909)		\$ 10,909

(1) Represents prior year charges to interest expense.

(2) Net of amortization of premium attributable to dedesignated hedge.

We have reviewed publicly available information on our counterparties in order to review and monitor their financial stability and assess their ongoing ability to honor their commitments under the interest rate swap contracts. We have not, nor do we expect to experience any difficulty in the counterparties honoring their respective commitments.

We invest a substantial portion of available cash in investment grade, highly liquid investments with maturities of three months or less and hence the interest rate market risk implicit in these cash investments is low. We also invest the remainder of available cash in portfolios of highly rated marketable debt securities, primarily issued by government entities, that have an average remaining duration (including any cash equivalents invested) of not greater than one year and hence the interest rate market risk implicit in these investments is also low.

For the fixed rate Holly and HEP Senior Notes, changes in interest rates would generally affect fair value of the debt, but not our earnings or cash flows. At June 30, 2009, the estimated fair value of the Holly Senior Notes and the HEP Senior Notes were \$195.0 million and \$161.0 million, respectively. We estimate that a hypothetical 10% change in the yield-to-maturity rates applicable to the senior notes would result in an approximate fair value change of \$10.6 million to the Holly Senior Notes and a \$9.6 million change to the HEP Senior Notes.

Our operations are subject to normal hazards of 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.

We have a risk management oversight committee that is made up 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.

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**Table of Contents****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 ) 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 plus (i) interest expense, net of interest income, (ii) income tax provision, and (iii) depreciation and amortization. EBITDA is not a calculation provided for under accounting principles generally accepted in the United States; however, the amounts included in the EBITDA calculation are derived from amounts included in our consolidated financial statements. EBITDA should not be considered as an alternative 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 is not necessarily comparable to similarly titled measures of other companies. EBITDA is presented here because it is a widely used financial indicator used by investors and analysts to measure performance. EBITDA is also used by our management for internal analysis and as a basis for financial covenants.

Set forth below is our calculation of EBITDA.

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
	(In thousands)			
Net income attributable to Holly Corporation stockholders	\$ 14,605	\$ 11,452	\$ 36,550	\$ 20,101
Add provision for income tax	9,575	5,856	21,706	10,551
Add interest expense	7,205	6,251	13,444	8,243
Subtract interest income	(134)	(3,826)	(2,330)	(7,381)
Add depreciation and amortization	25,500	15,929	45,821	29,238
<b>EBITDA</b>	<b>\$ 56,751</b>	<b>\$ 35,662</b>	<b>\$ 115,191</b>	<b>\$ 60,752</b>

***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. We calculate refinery gross margin and net operating margin using net sales, cost of products and operating expenses, in each case averaged per produced barrel sold. These two margins do not include the effect of 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 Margin***

Refinery gross margin per barrel is the difference between average net sales price and average cost of products per barrel of produced refined products. Refinery gross margin for each of our refineries and for all of our refineries on a consolidated basis is calculated as shown below.

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	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Average per produced barrel:				
<b><i>Navajo Refinery</i></b>				
Net sales	\$ 67.93	\$ 133.89	\$ 63.80	\$ 117.33
Less cost of products	59.54	125.82	53.83	110.15
Refinery gross margin	\$ 8.39	\$ 8.07	\$ 9.97	\$ 7.18
<b><i>Woods Cross Refinery</i></b>				
Net sales	\$ 69.05	\$ 133.09	\$ 59.74	\$ 117.56
Less cost of products	60.10	120.60	49.90	105.05
Refinery gross margin	\$ 8.95	\$ 12.49	\$ 9.84	\$ 12.51
<b><i>Tulsa Refinery</i></b>				
Net sales	\$ 76.14	\$	\$ 76.14	\$
Less cost of products	73.31		73.31	
Refinery gross margin	\$ 2.83	\$	\$ 2.83	\$
<b><i>Consolidated</i></b>				
Net sales	\$ 69.14	\$ 133.71	\$ 63.76	\$ 117.38
Less cost of products	61.32	124.62	54.35	109.03
Refinery gross margin	\$ 7.82	\$ 9.09	\$ 9.41	\$ 8.35

***Net Operating Margin***

Net operating margin per barrel is the difference between refinery gross margin and refinery operating expenses per barrel of produced refined products. Net operating margin for each of our refineries and for all of our refineries on a consolidated basis is calculated as shown below.

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Average per produced barrel:				
<b><i>Navajo Refinery</i></b>				
Refinery gross margin	\$ 8.39	\$ 8.07	\$ 9.97	\$ 7.18
Less refinery operating expenses	4.56	5.68	5.19	4.98
Net operating margin	\$ 3.83	\$ 2.39	\$ 4.78	\$ 2.20

**Woods Cross Refinery**

Refinery gross margin	\$ 8.95	\$ 12.49	\$ 9.84	\$ 12.51
Less refinery operating expenses	5.98	8.13	6.45	7.17
Net operating margin	\$ 2.97	\$ 4.36	\$ 3.39	\$ 5.34

**Tulsa Refinery**

Refinery gross margin	\$ 2.83	\$	\$ 2.83	\$
Less refinery operating expenses	5.21		5.21	
Net operating margin	\$ (2.38)	\$	\$ (2.38)	\$

**Consolidated**

Refinery gross margin	\$ 7.82	\$ 9.09	\$ 9.41	\$ 8.35
Less refinery operating expenses	4.91	6.24	5.49	5.46
Net operating margin	\$ 2.91	\$ 2.85	\$ 3.92	\$ 2.89

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Below are reconciliations to our Consolidated Statements of Income for (i) net sales, cost of products 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.

**Reconciliations of refined product sales from produced products sold to total sales and other revenues**

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b><i>Navajo Refinery</i></b>				
Average sales price per produced barrel sold	\$ 67.93	\$ 133.89	\$ 63.80	\$ 117.33
Times sales of produced refined products sold (BPD)	95,812	79,910	79,072	86,980
Times number of days in period	91	91	181	182
Refined product sales from produced products sold	\$ 592,274	\$ 973,623	\$ 913,108	\$ 1,857,376
<b><i>Woods Cross Refinery</i></b>				
Average sales price per produced barrel sold	\$ 69.05	\$ 133.09	\$ 59.74	\$ 117.56
Times sales of produced refined products sold (BPD)	27,059	23,790	27,042	24,550
Times number of days in period	91	91	181	182
Refined product sales from produced products sold	\$ 170,027	\$ 288,125	\$ 292,404	\$ 525,270
<b><i>Tulsa Refinery</i></b>				
Average sales price per produced barrel sold	\$ 76.14	\$	\$ 76.14	\$
Times sales of produced refined products sold (BPD)	16,971		8,532	
Times number of days in period	91		181	
Refined product sales from produced products sold	\$ 117,588	\$	\$ 117,582	\$
Sum of refined products sales from produced products sold from our three refineries <sup>(4)</sup>	\$ 879,889	\$ 1,261,748	\$ 1,323,094	\$ 2,382,646
Add refined product sales from purchased products and rounding <sup>(1)</sup>	8,303	120,310	61,984	255,556
Total refined products sales	888,192	1,382,058	1,385,078	2,638,202
Add direct sales of excess crude oil <sup>(2)</sup>	100,621	314,486	221,876	517,437
Add other refining segment revenue <sup>(3)</sup>	31,106	39,657	49,875	57,938
Total refining segment revenue	1,019,919	1,736,201	1,656,829	3,213,577
Add HEP segment sales and other revenues	40,602	26,774	72,727	36,716

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Add corporate and other revenues	2,979	886	3,078	1,287
Subtract consolidations and eliminations	(25,119)	(20,039)	(43,430)	(27,774)
Sales and other revenues	\$ 1,038,381	\$ 1,743,822	\$ 1,689,204	\$ 3,223,806

- (1) *We purchase finished products when opportunities arise that provide a profit on the sale of such products, or to meet delivery commitments.*
- (2) *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 as revenues and the corresponding acquisition cost as inventory and then upon sale as cost of products sold. Additionally, 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  
carryover cost.*

*(3) Other refining  
segment revenue  
includes the  
revenues  
associated with  
Holly Asphalt  
Company and  
revenue derived  
from feedstock  
and sulfur credit  
sales.*

*(4) The above  
calculations of  
refined product  
sales from  
produced  
products sold  
can also be  
computed on a  
consolidated  
basis. These  
amounts may  
not calculate  
exactly due to  
rounding of  
reported  
numbers.*

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	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Average sales price per produced barrel sold	\$ 69.14	\$ 133.71	\$ 63.76	\$ 117.38
Times sales of produced refined products sold (BPD)	139,842	103,700	114,646	111,530
Times number of days in period	91	91	181	182
Refined product sales from produced products sold	\$ 879,889	\$ 1,261,748	\$ 1,323,094	\$ 2,382,646

**Reconciliation of average cost of products per produced barrel sold to total cost of products sold**

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b><i>Navajo Refinery</i></b>				
Average cost of products per produced barrel sold	\$ 59.54	\$ 125.82	\$ 53.83	\$ 110.15
Times sales of produced refined products sold (BPD)	95,812	79,910	79,072	86,980
Times number of days in period	91	91	181	182
Cost of products for produced products sold	\$ 519,123	\$ 914,939	\$ 770,417	\$ 1,743,714
<b><i>Woods Cross Refinery</i></b>				
Average cost of products per produced barrel sold	\$ 60.10	\$ 120.60	\$ 49.90	\$ 105.05
Times sales of produced refined products sold (BPD)	27,059	23,790	27,042	24,550
Times number of days in period	91	91	181	182
Cost of products for produced products sold	\$ 147,988	\$ 261,086	\$ 244,241	\$ 469,374
<b><i>Tulsa Refinery</i></b>				
Average cost of products per produced barrel sold	\$ 73.31	\$	\$ 73.31	\$
Times sales of produced refined products sold (BPD)	16,971		8,532	
Times number of days in period	91		181	
Cost of products for produced products sold	\$ 113,217	\$	\$ 113,212	\$
Sum of cost of products for produced products sold from our three refineries <sup>(4)</sup>	\$ 780,328	\$ 1,176,025	\$ 1,127,870	\$ 2,213,088
Add refined product costs from purchased products sold and rounding <sup>(1)</sup>	9,180	123,226	66,859	258,415

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Total refined cost of products sold	789,508	1,299,251	1,194,729	2,471,503
Add crude oil cost of direct sales of excess crude oil <sup>(2)</sup>	99,872	311,963	220,554	514,176
Add other refining segment cost of products sold <sup>(3)</sup>	15,537	29,375	19,473	45,898
Total refining segment cost of products sold	904,917	1,640,589	1,434,756	3,031,577
Subtract consolidations and eliminations	(24,991)	(20,039)	(43,176)	(27,590)
Costs of products sold (exclusive of depreciation and amortization)	\$ 879,926	\$ 1,620,550	\$ 1,391,580	\$ 3,003,987

(1) *We purchase finished products when opportunities arise that provide a profit on the sale of such products, or to meet delivery commitments.*

(2) *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 as revenues and the corresponding acquisition cost as inventory and then upon sale as cost of products sold. Additionally, 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 carryover cost.*

*(3) Other refining segment cost of products sold includes the cost of products for Holly Asphalt Company and costs attributable to feedstock and sulfur credit sales.*

*(4) The above calculations of cost of products for produced products sold can also be computed on a consolidated basis. These amounts may not calculate exactly due to rounding of reported numbers.*

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	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Average cost of products per produced barrel sold	\$ 61.32	\$ 124.62	\$ 54.35	\$ 109.03
Times sales of produced refined products sold (BPD)	139,842	103,700	114,646	111,530
Times number of days in period	91	91	181	182
Cost of products for produced products sold	\$ 780,328	\$ 1,176,025	\$ 1,127,870	\$ 2,213,088

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

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b><i>Navajo Refinery</i></b>				
Average refinery operating expenses per produced barrel sold	\$ 4.56	\$ 5.68	\$ 5.19	\$ 4.98
Times sales of produced refined products sold (BPD)	95,812	79,910	79,072	86,980
Times number of days in period	91	91	181	182
Refinery operating expenses for produced products sold	\$ 39,758	\$ 41,304	\$ 74,279	\$ 78,835
<b><i>Woods Cross Refinery</i></b>				
Average refinery operating expenses per produced barrel sold	\$ 5.98	\$ 8.13	\$ 6.45	\$ 7.17
Times sales of produced refined products sold (BPD)	27,059	23,790	27,042	24,550
Times number of days in period	91	91	181	182
Refinery operating expenses for produced products sold	\$ 14,725	\$ 17,601	\$ 31,570	\$ 32,036
<b><i>Tulsa Refinery</i></b>				
Average refinery operating expenses per produced barrel sold	\$ 5.21	\$	\$ 5.21	\$
Times sales of produced refined products sold (BPD)	16,971		8,532	
Times number of days in period	91		181	
Refinery operating expenses for produced products sold	\$ 8,046	\$	\$ 8,046	\$
Sum of refinery operating expenses per produced products sold from our three refineries <sup>(2)</sup>	\$ 62,529	\$ 58,905	\$ 113,895	\$ 110,871
Add other refining segment operating expenses and rounding <sup>(1)</sup>	5,111	5,278	10,160	10,528
Total refining segment operating expenses	67,640	64,183	124,055	121,399

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Add HEP segment operating expenses	11,086	9,985	21,882	13,661
Add corporate and other costs	8	7	27	7
Subtract consolidations and eliminations	(226)		(254)	(184)
Operating expenses (exclusive of depreciation and amortization)	\$ 78,508	\$ 74,175	\$ 145,710	\$ 134,883

(1) *Other refining segment operating expenses include the marketing costs associated with our refining segment and the operating expenses of Holly Asphalt Company.*

(2) *The above calculations of refinery operating expenses from produced products sold can also be computed on a consolidated basis. These amounts may not calculate exactly due to rounding of reported numbers.*

	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Average refinery operating expenses per produced barrel sold	\$ 4.91	\$ 6.24	\$ 5.49	\$ 5.46
Times sales of produced refined products sold (BPD)	139,842	103,700	114,646	111,530
Times number of days in period	91	91	181	182
Refinery operating expenses for produced products sold	\$ 62,529	\$ 58,905	\$ 113,895	\$ 110,871





**Table of Contents****Reconciliation of net operating margin per barrel to refinery gross margin per barrel to total sales and other revenues**

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June 30,</b>		<b>June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
<b><i>Navajo Refinery</i></b>				
Net operating margin per barrel	\$ 3.83	\$ 2.39	\$ 4.78	\$ 2.20
Add average refinery operating expenses per produced barrel	4.56	5.68	5.19	4.98
Refinery gross margin per barrel	8.39	8.07	9.97	7.18
Add average cost of products per produced barrel sold	59.54	125.82	53.83	110.15
Average sales price per produced barrel sold	\$ 67.93	\$ 133.89	\$ 63.80	\$ 117.33
Times sales of produced refined products sold (BPD)	95,812	79,910	79,072	86,980
Times number of days in period	91	91	181	182
Refined products sales from produced products sold	\$ 592,274	\$ 973,623	\$ 913,108	\$ 1,857,376
<b><i>Woods Cross Refinery</i></b>				
Net operating margin per barrel	\$ 2.97	\$ 4.36	\$ 3.39	\$ 5.34
Add average refinery operating expenses per produced barrel	5.98	8.13	6.45	7.17
Refinery gross margin per barrel	8.95	12.49	9.84	12.51
Add average cost of products per produced barrel sold	60.10	120.60	49.90	105.05
Average sales price per produced barrel sold	\$ 69.05	\$ 133.09	\$ 59.74	\$ 117.56
Times sales of produced refined products sold (BPD)	27,059	23,790	27,042	24,550
Times number of days in period	91	91	181	182
Refined products sales from produced products sold	\$ 170,027	\$ 288,125	\$ 292,404	\$ 525,270
<b><i>Tulsa Refinery</i></b>				
Net operating margin per barrel	\$ (2.38)	\$	\$ (2.38)	\$
Add average refinery operating expenses per produced barrel	5.21		5.21	
Refinery gross margin per barrel	2.83		2.83	
Add average cost of products per produced barrel sold	73.31		73.31	

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Average sales price per produced barrel sold	\$ 76.14	\$	\$ 76.14	\$
Times sales of produced refined products sold (BPD)	16,971		8,532	
Times number of days in period	91		181	
Refined products sales from produced products sold	\$ 117,588	\$	\$ 117,582	\$
Sum of refined products sales from produced products sold from our three refineries <sup>(4)</sup>	\$ 879,889	\$ 1,261,748	\$ 1,323,094	\$ 2,382,646
Add refined product sales from purchased products and rounding <sup>(1)</sup>	8,303	120,310	61,984	255,556
Total refined products sales	888,192	1,382,058	1,385,078	2,638,202
Add direct sales of excess crude oil <sup>(2)</sup>	100,621	314,486	221,876	517,437
Add other refining segment revenue <sup>(3)</sup>	31,106	39,657	49,875	57,938
Total refining segment revenue	1,019,919	1,736,201	1,656,829	3,213,577
Add HEP segment sales and other revenues	40,602	26,774	72,727	36,716
Add corporate and other revenues	2,979	886	3,078	1,287
Subtract consolidations and eliminations	(25,119)	(20,039)	(43,430)	(27,774)
Sales and other revenues	\$ 1,038,381	\$ 1,743,822	\$ 1,689,204	\$ 3,223,806

(1) *We purchase finished products when opportunities arise that provide a profit on the sale of such products or to meet delivery commitments.*

(2) *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 as revenues and the corresponding acquisition cost as inventory and then upon sale as cost of products sold. Additionally, 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 carryover cost.*

*(3) Other refining segment revenue includes the revenues associated with Holly Asphalt Company and revenue derived from feedstock and sulfur credit sales.*

*(4) The above calculations of refined product sales from produced products sold can also be computed on a consolidated basis. These amounts may not calculate exactly due to*

*rounding of  
reported  
numbers.*

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	<b>Three Months Ended June 30,</b>		<b>Six Months Ended June 30,</b>	
	<b>2009</b>	<b>2008</b>	<b>2009</b>	<b>2008</b>
Net operating margin per barrel	\$ 2.91	\$ 2.85	\$ 3.92	\$ 2.89
Add average refinery operating expenses per produced barrel	4.91	6.24	5.49	5.46
Refinery gross margin per barrel	7.82	9.09	9.41	8.35
Add average cost of products per produced barrel sold	61.32	124.62	54.35	109.03
Average sales price per produced barrel sold	\$ 69.14	\$ 133.71	\$ 63.76	\$ 117.38
Times sales of produced refined products sold (BPD)	139,842	103,700	114,646	111,530
Times number of days in period	91	91	181	182
Refined product sales from produced products sold	\$ 879,889	\$ 1,261,748	\$ 1,323,094	\$ 2,382,646

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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 Exchange Act Rule 13a-15(e)) as of the end of the period covered by this quarterly report on Form 10-Q. Based on that evaluation, the principal executive officer and principal financial officer concluded that the design and operation of our disclosure controls and procedures are effective in ensuring that information we are required to disclose in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms.

**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 been 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**

**SFPP Litigation**

**a. The Early Complaint Cases**

In May 2007, the United States Court of Appeals for the District of Columbia Circuit ( Court of Appeals ) issued its decision on petitions for review, brought by us and other parties, concerning rulings by the Federal Energy Regulatory Commission ( FERC ) in proceedings brought by us and other parties against SFPP, L.P. ( SFPP ). These proceedings relate to tariffs of common carrier pipelines, which are owned and operated by SFPP, for shipments of refined products from El Paso, Texas to Tucson and Phoenix, Arizona and from points in California to points in Arizona. We are one of several refiners that regularly utilize the SFPP pipeline to ship refined products from El Paso, Texas to Tucson and Phoenix, Arizona on SFPP's East Line. The Court of Appeals in its May 2007 decision approved a FERC position, which is adverse to us, on the treatment of income taxes in the calculation of allowable rates for pipelines operated by partnerships and ruled in our favor on an issue relating to our rights to reparations when it is determined that certain tariffs we paid to SFPP in the past were too high. The income tax issue and the other remaining issues relating to SFPP's obligations to shippers are being handled by the FERC in a single compliance proceeding covering the period from 1992 through May 2006. We currently estimate that, as a result of the May 2007 Court of Appeals decision and prior rulings by the Court of Appeals and the FERC in these proceedings, a net amount will be due from SFPP to us for the period January 1992 through May 2006 in addition to the \$15.3 million we received in 2003 from SFPP as reparations for the period from 1992 through July 2000. Because proceedings in the FERC following the Court of Appeals decision have not been completed and final action by the FERC could be subject to further court proceedings, it is not possible at this time to determine what will be the net amount payable to us at the conclusion of these proceedings.

**b. Settlements**

We and other shippers have been engaged in settlement discussions with SFPP on remaining issues relating to East Line service in the FERC proceedings. A partial settlement covering the period June 2006 through November 2007, which became final in February 2008, resulted in a payment from SFPP to us of approximately \$1.3 million in April 2008. On October 22, 2008, we and other shippers jointly filed at the FERC with SFPP a settlement covering the period from December 2008 through November 2010. The Commission approved the settlement on January 29, 2009. The settlement reduced SFPP's current rates and required SFPP to make additional payments to us of approximately \$2.9 million, which was received on May 18, 2009.

**c. The Latest Rate Proceeding**

On June 2, 2009, SFPP notified us that it would terminate the October 2008 settlement, as provided under the settlement, effective August 31, 2009. On July 31, 2009, SFPP filed substantial rate increases for East Line service to become effective September 1, 2009. We intend to file a protest to this rate increase and to challenge it vigorously. We believe that other shippers will take similar action. We are not in a position to predict the ultimate outcome of the rate proceeding.

**MTBE Litigation**

Our Navajo Refining Company subsidiary was named as a defendant, along with approximately 40 other companies involved in oil refining and marketing and related businesses, in a lawsuit originally filed in May 2006 by the State of New Mexico in the U.S. District Court for the District of New Mexico and subsequently transferred to the U.S. District Court for the Southern District of New York under multidistrict procedures along with approximately 100 similar cases, in which Navajo is not named, brought by other governmental entities and private parties in other states. The lawsuit, in which Navajo is named, as amended in October 2006 through the filing of a second amended complaint, alleges that the defendants are liable for contaminating the waters of New Mexico through producing and/or supplying MTBE or gasoline or other products containing MTBE. The lawsuit asserts claims for defective design or product, failure to warn, negligence, public nuisance, statutory public nuisance, private nuisance, trespass, and civil conspiracy, and seeks compensatory damages unspecified in amount, injunctive relief, exemplary and



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punitive damages, costs, attorney's fees allowed by law, and interest allowed by law. The second amended complaint also contains a claim, asserted against certain other defendants but not against Navajo, alleging violations of certain provisions of the Toxic Substances Control Act, which appears to be similar to a claim previously threatened in a mailing to Navajo and other defendants by law firms representing the plaintiffs. Most other defendants have been dismissed from this lawsuit as a result of settlements. As of the close of business on the day prior to the date of this report, Navajo has not been served in this lawsuit. At the date of this report, it is not possible to predict the likely course or outcome of this litigation.

**NMED NOV**

In October 2008, the New Mexico Environment Department ( NMED ) issued an Amended Notice of Violation and Proposed Penalties ( Amended NOV ) to Navajo Refining Company, amending an NOV issued in February 2007. The NOV is a preliminary enforcement document issued by NMED and usually is the predicate to formal administrative or judicial enforcement. The February 2007 NOV was issued following two hazardous waste compliance evaluation inspections at the Artesia, New Mexico refinery that were conducted in April and November 2006 and alleged violations of the New Mexico Hazardous Waste Management Regulations and Navajo's Hazardous Waste Permit. NMED proposed a civil penalty of approximately \$0.1 million for the February 2007 NOV. The Amended NOV includes additional alleged violations concerning post-closure care of a hazardous waste land treatment unit and the construction of a tank on the land treatment area. The Amended NOV also proposes an additional civil penalty of \$0.3 million. Navajo has submitted responses to the February 2007 NOV and the Amended NOV, challenging certain alleged violations and proposed penalty amounts and is continuing negotiations with the NMED to resolve these matters expeditiously.

**Woods Cross Construction Dispute 1**

Our Holly Refining & Marketing Company Woods Cross and Woods Cross Refining Company, LLC subsidiaries are named, along with other parties, as defendants in a lawsuit filed in December 2008 by Brahma Group, Inc. in state district court in Davis County, Utah involving a construction dispute regarding the installation of improvements known as a crude desalter, crude unloader, and west tank farm at our Woods Cross, Utah refinery. The lawsuit alleges that the defendants caused delays, additional work and increased costs in the construction of those improvements for which the plaintiff was not paid. The claims made against our subsidiaries are for breach of contract, lien foreclosure, failure to obtain a payment bond, and implied contract. The lawsuit seeks compensatory damages in the amount of \$2.3 million, costs, attorney's fees allowed by law, and interest allowed by law. A lien has also been filed in the county records against the Refinery property in that amount. Our subsidiaries have tendered defense of the complaint to the general contractor, Triad Engineers Limited d/b/a Triad Project Corporation, answered the complaint denying any liability, and asserted counterclaims. We intend to vigorously defend against the claims asserted in the lawsuit. At the date of this report, it is not possible to predict the likely course or outcome of this litigation.

**Woods Cross Construction Dispute 2**

Our Holly Refining & Marketing Company Woods Cross and Woods Cross Refining Company, LLC subsidiaries are named, along with other parties, as defendants in a lawsuit filed on April 22, 2009 by Brahma Group, Inc. in state district court in Davis County, Utah involving a construction dispute over the installation of an oil gas hydrocracker at the Woods Cross, Utah refinery. The lawsuit alleges that the defendants caused delays, additional work and increased costs in the installation of the oil gas hydrocracker for which the plaintiff was not paid. The claims made against our subsidiaries are for lien foreclosure, failure to obtain a payment bond, and implied contract. The lawsuit seeks compensatory damages in the approximate amount of \$12.0 million, costs, attorney's fees allowed by law, and interest allowed by law. A lien has also been filed in the county records against the refinery property in that amount. Our subsidiaries have tendered defense of the complaint to the general contractor, Benham Constructors. Our subsidiaries have answered the complaint and denied any liability. The plaintiff and the general contractor have agreed to arbitrate their dispute, and the claims against our subsidiaries have been stayed pending the outcome of that arbitration. At the date of this report, it is not possible to predict the likely course or outcome of this litigation.

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**Cut Bank Hill Environmental Claims**

Prior to the sale by Holly Corporation of the Montana Refining Company assets in 2006, MRC, along with other companies was the subject of several environmental claims at the Cut Bank Hill site in Montana. These claims include: (1) a U.S. Environmental Protection Agency administrative order requiring Montana Refining and other companies to undertake cleanup actions; (2) a U.S. Coast Guard claim against Montana Refining and other companies for response costs of \$298,500 in connection with its cleanup efforts at the Cut Bank Hill site; and (3) a unilateral order by the Montana Department of Environmental Quality directing Montana Refining and other companies to complete a remedial investigation and a request by the MDEQ that Montana Refining and other companies pay approximately \$150,000 to reimburse the State's costs for remedial actions. Montana Refining Company has denied responsibility for the requested EPA and the Montana Department of Environmental Quality ( MDEQ ) cleanup actions and the MDEQ and Coast Guard response costs.

**OSHA Inspection**

In June 2007, the Federal Occupational Safety and Health Administration ( OSHA ) announced a national emphasis program ( NEP ) for inspecting approximately 80 refineries within its jurisdiction. As a part of the NEP, OSHA encouraged the State Plan States such as Utah to initiate their own version of the NEP. Beginning on May 1, 2008, the Utah Labor Commission, Occupational Safety and Health Division ( UOSH ) began an inspection of the refinery which is operated by Holly Refining and Marketing Company Woods Cross and is located in Woods Cross, Utah. The inspection ended on September 18 and on October 23, 2008, UOSH issued one citation alleging 33 violations of various safety standards including the Process Safety Management Standard and proposing a penalty of \$91,750. We filed a notice of contest with the Adjudicative Division, Utah Labor Commission, in Salt Lake City, Utah. On February 18, 2009, the initial status conference for this matter was held and a scheduling order was issued. Our answer was filed and served on March 4th and discovery will continue until October 6, 2009. No hearing date has been set. We intend to vigorously defend this citation and believe that we have strong defenses on the merits.

**Unclaimed Property Audit**

A multi-state audit of our unclaimed property compliance and reporting is being conducted by Kelmar Associates, LLC on behalf of eleven states. We are still reviewing records in order to determine whether there are any errors in reporting and expect for this process to take several years to be resolved due to the lengthy period covered by the audit (1981 - 2004). It is not yet possible to accurately estimate the amount, if any, that is owed to each of the states since only preliminary investigation has occurred to date.

**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.

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**Item 6. Exhibits**

(a) Exhibits

- 2.1 Asset Sale and Purchase Agreement dated as of April 15, 2009 by and between Holly Refining & Marketing-Midcon, L.L.C. and Sunoco, Inc. (R&M) ((incorporated by reference to Exhibit 2.1 of Registrant's Form 8-K Current Report dated April 16, 2009, File No. 1-03876).
- 10.1 Purchase Agreement, dated June 5, 2009, among Holly Corporation, the subsidiary guarantors named therein and UBS Securities LLC, as representative of the several initial purchasers named therein, relating to the sale of Holly Corporation's 9.875% Senior Notes due 2017 (incorporated by reference to Exhibit 10.1 of Registrant's Form 8-K Current Report dated June 11, 2009, File No. 1-03876).
- 10.2 Amended and Restated Intermediate Pipelines Agreement, dated as of June 1, 2009, by and among Holly Corporation, Navajo Refining Company, L.L.C., Holly Energy Partners, L.P., Holly Energy Partners Operating, L.P., HEP Pipeline, L.L.C., Lovington-Artesia, L.L.C., HEP Logistics Holdings, L.P., Holly Logistic Services, L.L.C. and HEP Logistics GP, L.L.C. (incorporated by reference to Exhibit 10.1 of Registrant's Form 8-K Current Report dated June 5, 2009, File No. 1-03876).
- 10.3 Amended and Restated Omnibus Agreement, dated as of June 1, 2009, by and among Holly Corporation, Navajo Pipeline Co., L.P., Holly Logistic Services, L.L.C., HEP Logistics Holdings, L.P., Holly Energy Partners, L.P., HEP Logistics GP, L.L.C. and Holly Energy Partners Operating, L.P. (incorporated by reference to Exhibit 10.2 of Registrant's Form 8-K Current Report dated June 5, 2009, File No. 1-03876).
- 10.4 Second Amended and Restated Credit Agreement dated April 7, 2009 by and among Holly Corporation and Bank of America, N.A., as administrative agent, swing line lender, and L/C issuer, UBS Loan Finance LLC and U.S. Bank National Association, as co-documentation agents, Union Bank of California, N.A. and Compass Bank, as syndication agents, and certain other lenders from time to time party thereto. (incorporated by reference to Exhibit 10.1 of Registrant's Form 10-Q Quarterly Report for the period ended March 31, 2009, File No. 1-03876).
- 10.5+ First Amendment to Guarantee and Collateral Agreement and Reaffirmation and Assumption Agreement, dated April 7, 2009, by and among Holly Corporation and certain of its subsidiaries, in favor of Bank of America, N.A., as administrative agent, for certain other lenders from time to time party to the Second Amended and Restated Credit Agreement dated April 7, 2009.
- 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.

+ Filed herewith.

++ Furnished  
herewith.



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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.

**HOLLY CORPORATION**

(Registrant)

Date: August 10, 2009

/s/ Bruce R. Shaw  
Bruce R. Shaw  
Senior Vice President and Chief  
Financial Officer (Principal Financial  
Officer)

/s/ Scott C. Surplus  
Scott C. Surplus  
Vice President and Controller  
(Principal Accounting Officer)

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