

PBF Energy Inc.
Form 10-Q
May 01, 2019

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: March 31, 2019

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: 001-35764

Commission File Number: 333-206728-02

PBF ENERGY INC.
PBF ENERGY COMPANY LLC
(Exact name of registrant as specified in its charter)

DELAWARE 45-3763855
DELAWARE 61-1622166
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

One Sylvan Way, Second Floor 07054
Parsippany, New Jersey
(Address of principal executive offices) (Zip Code)
(973) 455-7500
(Registrant's telephone number, including area code)

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.

PBF Energy Inc. Yes No

PBF Energy Company LLC Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

PBF Energy Inc. Yes No

PBF Energy Company LLC Yes No

Edgar Filing: PBF Energy Inc. - Form 10-Q

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

PBF Energy Inc.	Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>	Emerging growth company <input type="checkbox"/>
PBF Energy Company LLC	Large accelerated filer <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input type="checkbox"/>	Smaller reporting company <input type="checkbox"/>	Emerging growth company <input type="checkbox"/>

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

PBF Energy Inc.
PBF Energy Company LLC

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

PBF Energy Inc. Yes No
PBF Energy Company LLC Yes No

As of April 29, 2019, PBF Energy Inc. had outstanding 119,850,446 shares of Class A common stock and 20 shares of Class B common stock. PBF Energy Inc. is the sole managing member of, and owner of an equity interest representing approximately 99.0% of the outstanding economic interest in PBF Energy Company LLC as of March 31, 2019. There is no trading in the membership interest of PBF Energy Company LLC and therefore an aggregate market value based on such is not determinable. PBF Energy Company LLC has no common stock outstanding.

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
 FORM 10-Q FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2019
 TABLE OF CONTENTS
 CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS 4

PART I – FINANCIAL INFORMATION

ITEM 1. Financial Statements (Unaudited)

PBF Energy Inc.

Condensed Consolidated Balance Sheets as of March 31, 2019 and December 31, 2018 6
Condensed Consolidated Statements of Operations for the three months ended March 31, 2019 and 2018 7
Condensed Consolidated Statements of Comprehensive Income for the three months ended March 31, 2019 and 2018 8
Condensed Consolidated Statements of Changes in Equity for the three months ended March 31, 2019 and 2018 9
Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2019 and 2018 10

PBF Energy Company LLC

Condensed Consolidated Balance Sheets as of March 31, 2019 and December 31, 2018 12
Condensed Consolidated Statements of Operations for the three months ended March 31, 2019 and 2018 13
Condensed Consolidated Statements of Comprehensive Income for the three months ended March 31, 2019 and 2018 14
Condensed Consolidated Statements of Changes in Equity for the three months ended March 31, 2019 and 2018 15
Condensed Consolidated Statements of Cash Flows for the three months ended March 31, 2019 and 2018 16

Notes to PBF Energy and PBF LLC Condensed Consolidated Financial Statements 18

ITEM 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations 50
 ITEM 3. Quantitative and Qualitative Disclosures about Market Risk 76
 ITEM 4. Controls and Procedures 78

PART II – OTHER INFORMATION

ITEM 1. Legal Proceedings 79
 ITEM 1A. Risk Factors 83
 ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds 83
 ITEM 6. Exhibits 84
SIGNATURES 86

This combined Quarterly Report on Form 10-Q is filed by PBF Energy Inc. (“PBF Energy”) and PBF Energy Company LLC (“PBF LLC”). Each Registrant hereto is filing on its own behalf all of the information contained in this report that relates to such Registrant. Each Registrant hereto is not filing any information that does not relate to such Registrant, and therefore makes no representation as to any such information. PBF Energy is a holding company whose primary asset is an equity interest in PBF LLC. PBF Energy is the sole managing member of, and owner of an equity interest representing approximately 99.0% of the outstanding economic interests in PBF LLC as of March 31, 2019. PBF Energy operates and controls all of the business and affairs and consolidates the financial results of PBF LLC and its subsidiaries. PBF LLC is a holding company for the companies that directly and indirectly own and operate our business. PBF Holding Company LLC (“PBF Holding”) is a wholly-owned subsidiary of PBF LLC and PBF Finance Corporation (“PBF Finance”) is a wholly-owned subsidiary of PBF Holding. As of March 31, 2019, PBF LLC also holds a 54.1% limited partner interest and a non-economic general partner interest in PBF Logistics LP (“PBFX” or the “Partnership”), a publicly traded master limited partnership. PBF Energy, through its ownership of PBF LLC, consolidates the financial results of PBFX and its subsidiaries and records a noncontrolling interest in its consolidated financial statements representing the economic interests of PBFX’s unit holders other than PBF LLC. Collectively, PBF Energy and its consolidated subsidiaries, including PBF LLC, PBF Holding, and PBFX are referred to hereinafter as the “Company” unless the context otherwise requires. Discussions or areas of this report that either apply only to PBF Energy or PBF LLC are clearly noted in such sections. Unless the context indicates otherwise, the terms “we,” “us,” and “our” refer to both PBF Energy and PBF LLC and its consolidated subsidiaries.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains certain “forward-looking statements”, as defined in the Private Securities Litigation Reform Act of 1995 (“PSLRA”), of expected future developments that involve risks and uncertainties. You can identify forward-looking statements because they contain words such as “believes,” “expects,” “may,” “should,” “seeks,” “approximately,” “intends,” “plans,” “estimates,” or “anticipates” or similar expressions that relate to our strategy, plans or intentions. All statements we make relating to our estimated and projected earnings, margins, costs, expenditures, cash flows, growth rates and financial results or to our strategies, objectives, intentions, resources and expectations regarding future industry trends are forward-looking statements made under the safe harbor provisions of the PSLRA except to the extent such statements relate to the operations of a partnership or limited liability company. In addition, we, through our senior management, from time to time make forward-looking public statements concerning our expected future operations and performance and other developments. These forward-looking statements are subject to risks and uncertainties that may change at any time, and, therefore, our actual results may differ materially from those that we expected. We derive many of our forward-looking statements from our operating budgets and forecasts, which are based upon many detailed assumptions. While we believe that our assumptions are reasonable, we caution that it is very difficult to predict the impact of known factors, and, of course, it is impossible for us to anticipate all factors that could affect our actual results.

Important factors that could cause actual results to differ materially from our expectations, which we refer to as “cautionary statements,” are disclosed under “Management’s Discussion and Analysis of Financial Condition and Results of Operations” and elsewhere in this Form 10-Q, the Annual Report on Form 10-K for the year ended December 31, 2018 of PBF Energy and PBF LLC, which we refer to as our 2018 Annual Report on Form 10-K, and in our other filings with the Securities and Exchange Commission (“SEC”). All forward-looking information in this Quarterly Report on Form 10-Q and subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements. Some of the factors that we believe could affect our results include:

- supply, demand, prices and other market conditions for our products, including volatility in commodity prices;
- the effects of competition in our markets;
- changes in currency exchange rates, interest rates and capital costs;
- adverse developments in our relationship with both our key employees and unionized employees;
- our ability to operate our businesses efficiently, manage capital expenditures and costs (including general and administrative expenses) and generate earnings and cash flow;
- our indebtedness;
- our expectations with respect to our capital improvement and turnaround projects;
- our supply and inventory intermediation arrangements expose us to counterparty credit and performance risk;
- termination of our Inventory Intermediation Agreements with J. Aron, which could have a material adverse effect on our liquidity, as we would be required to finance our crude oil, intermediate and refined products inventory covered by the agreements. Additionally, we are obligated to repurchase from J. Aron certain crude, intermediates and finished products located at the Company’s storage tanks at the Paulsboro and Delaware City refineries and at PBFX’s East Coast Storage Assets upon termination of these agreements;
- restrictive covenants in our indebtedness that may adversely affect our operational flexibility;
- payments by PBF Energy to the current and former holders of PBF LLC Series A Units and PBF LLC Series B Units under PBF Energy’s Tax Receivable Agreement (as defined in “Note 7 - Commitments and Contingencies” of our Notes to Condensed Consolidated Financial Statements) for certain tax benefits we may claim;

- our assumptions regarding payments arising under PBF Energy’s Tax Receivable Agreement and other arrangements relating to our organizational structure are subject to change due to various factors, including, among other factors, the timing of exchanges of PBF LLC Series A Units for shares of PBF Energy Class A common stock as contemplated by the Tax Receivable Agreement, the price of PBF Energy Class A common stock at the time of such exchanges, the extent to which such exchanges are taxable, and the amount and timing of our income;
- our expectations and timing with respect to our acquisition activity and whether such acquisitions are accretive or dilutive to shareholders;
- the impact of disruptions to crude or feedstock supply to any of our refineries, including disruptions due to problems at PBFX or with third-party logistics infrastructure or operations, including pipeline, marine and rail transportation;
- the possibility that we might reduce or not make further dividend payments;
- the inability of our subsidiaries to freely pay dividends or make distributions to us;
- the impact of current and future laws, rulings and governmental regulations, including the implementation of rules and regulations regarding transportation of crude oil by rail;
- the impact of the newly enacted federal income tax legislation on our business;
- the effectiveness of our crude oil sourcing strategies, including our crude by rail strategy and related commitments;
- adverse impacts related to legislation by the federal government lifting the restrictions on exporting U.S. crude oil;
- adverse impacts from changes in our regulatory environment, such as the effects of compliance with the California Global Warming Solutions Act (also referred to as “AB32”), or from actions taken by environmental interest groups;
- market risks related to the volatility in the price of Renewable Identification Numbers (“RINs”) required to comply with the Renewable Fuel Standards and greenhouse gas (“GHG”) emission credits required to comply with various GHG emission programs, such as AB32;
- our ability to successfully integrate completed acquisitions into our business and realize the benefits from such acquisitions;
- liabilities arising from acquisitions that are unforeseen or exceed our expectations;
- risk associated with the operation of PBFX as a separate, publicly-traded entity;
- potential tax consequences related to our investment in PBFX; and
- any decisions we continue to make with respect to our energy-related logistical assets that may be transferred to PBFX.

We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. In addition, in light of these risks and uncertainties, the matters referred to in the forward-looking statements contained in this Quarterly Report on Form 10-Q may not in fact occur. Accordingly, investors should not place undue reliance on those statements.

Our forward-looking statements speak only as of the date of this Quarterly Report on Form 10-Q. Except as required by applicable law, including the securities laws of the United States, we do not intend to update or revise any forward-looking statements. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the foregoing.

PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

PBF ENERGY INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(unaudited, in millions, except share and per share data)

	March 31, 2019	December 31, 2018
ASSETS		
Current assets:		
Cash and cash equivalents (PBFX: \$16.4 and \$19.9, respectively)	\$418.3	\$ 597.3
Accounts receivable	869.4	718.2
Inventories	2,566.5	1,865.8
Prepaid and other current assets	125.1	55.6
Total current assets	3,979.3	3,236.9
Property, plant and equipment, net (PBFX: \$861.6 and \$862.1, respectively)	3,875.9	3,820.9
Deferred tax assets	—	48.5
Operating lease right of use assets	245.5	—
Deferred charges and other assets, net	1,025.4	899.1
Total assets	\$9,126.1	\$ 8,005.4
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$556.2	\$ 488.4
Accrued expenses	1,900.7	1,623.6
Deferred revenue	66.5	20.1
Current operating lease liabilities	81.0	—
Current debt	2.5	2.4
Total current liabilities	2,606.9	2,134.5
Long-term debt (PBFX: \$677.8 and \$673.3, respectively)	2,188.5	1,931.3
Payable to related parties pursuant to Tax Receivable Agreement	373.5	373.5
Deferred tax liabilities	70.4	40.4
Long-term operating lease liabilities	165.0	—
Other long-term liabilities	275.0	277.2
Total liabilities	5,679.3	4,756.9
Commitments and contingencies (Note 7)		
Equity:		
PBF Energy Inc. equity		
Class A common stock, \$0.001 par value, 1,000,000,000 shares authorized, 119,848,135 shares outstanding at March 31, 2019, 119,874,191 shares outstanding at December 31, 2018	0.1	0.1
Class B common stock, \$0.001 par value, 1,000,000 shares authorized, 20 shares outstanding at March 31, 2019, 20 shares outstanding at December 31, 2018	—	—
Preferred stock, \$0.001 par value, 100,000,000 shares authorized, no shares outstanding at March 31, 2019 and December 31, 2018	—	—
Treasury stock, at cost, 6,303,932 shares outstanding at March 31, 2019 and 6,274,261 shares outstanding at December 31, 2018	(161.8)	(160.8)
Additional paid in capital	2,722.5	2,633.8
Retained earnings	419.1	225.8
Accumulated other comprehensive loss	(22.2)	(22.4)
Total PBF Energy Inc. equity	2,957.7	2,676.5
Noncontrolling interest	489.1	572.0

Edgar Filing: PBF Energy Inc. - Form 10-Q

Total equity	3,446.8	3,248.5
Total liabilities and equity	\$9,126.1	\$ 8,005.4

See notes to condensed consolidated financial statements.

6

PBF ENERGY INC.
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
 (unaudited, in millions, except share and per share data)

	Three Months Ended March 31,	
	2019	2018
Revenues	\$5,216.2	\$ 5,802.8
Cost and expenses:		
Cost of products and other	4,209.2	5,132.1
Operating expenses (excluding depreciation and amortization expense as reflected below)	479.0	426.1
Depreciation and amortization expense	103.0	83.3
Cost of sales	4,791.2	5,641.5
General and administrative expenses (excluding depreciation and amortization expense as reflected below)	57.6	62.8
Depreciation and amortization expense	2.8	2.7
Loss on sale of assets	—	0.1
Total cost and expenses	4,851.6	5,707.1
Income from operations	364.6	95.7
Other income (expense):		
Change in fair value of catalyst leases	(3.1) —
Interest expense, net	(39.5	) (43.2
Other non-service components of net periodic benefit cost	(0.1	) 0.3
Income before income taxes	321.9	52.8
Income tax expense	80.5	11.0
Net income	241.4	41.8
Less: net income attributable to noncontrolling interests	12.2	11.4
Net income attributable to PBF Energy Inc. stockholders	\$229.2	\$ 30.4
Weighted-average shares of Class A common stock outstanding		
Basic	119,880,915	10,820,379
Diluted	122,175,744	15,193,491
Net income available to Class A common stock per share:		
Basic	\$1.91	\$ 0.27
Diluted	\$1.89	\$ 0.27

See notes to condensed consolidated financial statements.

PBF ENERGY INC.

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(unaudited, in millions)

	Three Months Ended March 31,	
	2019	2018
Net income	\$241.4	\$41.8
Other comprehensive income:		
Net gain on pension and other post-retirement benefits	0.2	0.3
Total other comprehensive income	0.2	0.3
Comprehensive income	241.6	42.1
Less: comprehensive income attributable to noncontrolling interests	12.1	11.5
Comprehensive income attributable to PBF Energy Inc. stockholders	\$229.5	\$30.6

See notes to condensed consolidated financial statements.

8

PBF ENERGY INC.

CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(unaudited, in millions, except share and per share data)

	Class A Common Stock		Class B Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Treasury Stock		Noncontrol Interest	Total Equity
	Shares	Amount	Shares	Amount				Shares	Amount		
Balance, December 31, 2017	110,565,531	\$ 0.125	—	\$ —	\$ 2,277.7	\$ 236.8	\$ (25.4)	6,132,884	\$(152.6)	\$ 566.3	\$ 2,902.9
Comprehensive Income	—	—	—	—	—	30.3	0.3	—	—	11.5	42.1
Exercise of warrants and options	45,257	—	—	—	—	—	—	—	—	—	—
Distributions to PBF Energy Company LLC members	—	—	—	—	—	—	—	—	—	(1.0)	(1.0)
Distributions to PBF Logistics LP public unitholders	—	—	—	—	—	—	—	—	—	(11.7)	(11.7)
Stock-based compensation	1,054	—	—	—	4.3	—	—	—	—	0.8	5.1
Dividends (\$0.30 per common share)	—	—	—	—	—	(33.3)	—	—	—	—	(33.3)
Effects of exchanges of PBF LLC Series A Units on deferred tax assets and liabilities and tax receivable agreement obligation	—	—	—	—	0.8	—	—	—	—	—	0.8
Exchange of PBF Energy Company LLC Series A Units for PBF Energy Class A common stock	539,288	—	(3)	—	—	—	—	—	—	—	—
Treasury stock purchases	(32,149)	—	—	—	1.0	—	—	32,149	(1.0)	—	—
Other	—	—	—	—	10.9	—	—	—	—	—	10.9
Balance, March 31, 2018	111,118,981	\$ 0.122	—	\$ —	\$ 2,294.7	\$ 233.8	\$ (25.1)	6,165,033	\$(153.6)	\$ 565.9	\$ 2,915.8

Edgar Filing: PBF Energy Inc. - Form 10-Q

(Loss)

Balance, December 31, 2018	119,874,191	\$ 0.1	20	\$ -2,633.8	\$ 225.8	\$ (22.4)	6,274,261	\$(160.8)	\$ 572.0	\$ 3,248.5
Comprehensive Income	—	—	—	—	229.3	0.2	—	—	12.1	241.6
Exercise of warrants and options	5,025	—	—	0.1	—	—	—	—	—	0.1
Taxes paid for net settlement of equity-based compensation	—	—	—	(1.0)	—	—	—	—	—	(1.0)
Distributions to PBF Energy Company LLC members	—	—	—	—	—	—	—	—	(0.4)	(0.4)
Distributions to PBF Logistics LP public unitholders	—	—	—	—	—	—	—	—	(13.2)	(13.2)
Stock-based compensation	(1,410)	—	—	6.2	—	—	—	—	1.0	7.2
Dividends (\$0.30 per common share)	—	—	—	—	(36.0)	—	—	—	—	(36.0)
Issuance of additional PBFX common units	—	—	—	82.4	—	—	—	—	(82.4)	—
Treasury stock purchases	(29,671)	—	—	1.0	—	—	29,671	(1.0)	—	—
Balance, March 31, 2019	119,848,135	\$ 0.1	20	\$ -2,722.5	\$ 419.1	\$ (22.2)	6,303,932	\$(161.8)	\$ 489.1	\$ 3,446.8

ENERGY INC.
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (unaudited, in millions)

	Three Months Ended March 31,	
	2019	2018
Cash flows from operating activities:		
Net income	\$241.4	\$41.8
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	108.6	88.0
Stock-based compensation	8.0	5.1
Change in fair value of catalyst leases	3.1	—
Deferred income taxes	78.5	10.9
Non-cash change in inventory repurchase obligations	14.2	8.8
Non-cash lower of cost or market inventory adjustment	(506.0)	(87.7)
Pension and other post-retirement benefit costs	11.2	11.8
Loss on sale of assets	—	0.1
Changes in operating assets and liabilities:		
Accounts receivable	(151.2)	121.5
Inventories	(194.7)	(278.3)
Prepaid and other current assets	(69.5)	(24.3)
Accounts payable	46.1	31.9
Accrued expenses	224.5	(8.3)
Deferred revenue	46.4	(2.6)
Other assets and liabilities	(10.5)	(4.1)
Net cash used in operating activities	\$(149.9)	\$(85.4)
Cash flows from investing activities:		
Expenditures for property, plant and equipment	(105.4)	(24.9)
Expenditures for deferred turnaround costs	(133.0)	(58.8)
Expenditures for other assets	(22.2)	(9.6)
Net cash used in investing activities	\$(260.6)	\$(93.3)

See notes to condensed consolidated financial statements.

PBF ENERGY INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

(unaudited, in millions)

	Three Months Ended March 31,	
	2019	2018
Cash flows from financing activities:		
Distributions to PBF Energy Company LLC members other than PBF Energy	\$(0.4)	\$(1.0)
Distributions to PBFX public unitholders	(12.8)	(11.4)
Dividend payments	(35.9)	(33.2)
Proceeds from revolver borrowings	575.0	—
Repayments of revolver borrowings	(325.0)	—
Repayment of note payable	—	(1.2)
Proceeds from PBFX revolver borrowings	16.0	—
Repayments of PBFX revolver borrowings	(12.0)	(9.7)
Repayments of PBF Rail Term Loan	(1.7)	(1.7)
Proceeds from insurance premium financing	30.2	27.9
Taxes paid for net settlement of stock-based compensation	(1.0)	—
Proceeds from stock options exercised	0.1	—
Purchase of treasury stock	(1.0)	(1.0)
Net cash provided by (used in) financing activities	\$231.5	\$(31.3)
Net decrease in cash and cash equivalents	(179.0)	(210.0)
Cash and cash equivalents, beginning of period	597.3	573.0
Cash and cash equivalents, end of period	\$418.3	\$363.0
Supplemental cash flow disclosures		
Non-cash activities:		
Accrued and unpaid capital expenditures	\$119.3	\$129.4
Assets acquired under operating leases	267.0	—

See notes to condensed consolidated financial statements.

PBF ENERGY COMPANY LLC AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(unaudited, in millions, except unit and per unit data)

	March 31, 2019	December 31, 2018
ASSETS		
Current assets:		
Cash and cash equivalents (PBFX: \$16.4 and \$19.9, respectively)	\$417.3	\$ 596.0
Accounts receivable	869.4	718.2
Inventories	2,566.5	1,865.8
Prepaid and other current assets	125.1	55.1
Total current assets	3,978.3	3,235.1
Property, plant and equipment, net (PBFX: \$861.6 and \$862.1, respectively)	3,875.9	3,820.9
Operating lease right of use assets	245.5	—
Deferred charges and other assets, net	1,023.3	897.1
Total assets	\$9,123.0	\$ 7,953.1
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	\$556.2	\$ 488.4
Accrued expenses	1,920.3	1,642.7
Deferred revenue	66.5	20.1
Current operating lease liabilities	81.0	—
Current debt	2.5	2.4
Total current liabilities	2,626.5	2,153.6
Long-term debt (PBFX: \$677.8 and \$673.3, respectively)	2,188.5	1,931.3
Affiliate note payable	326.0	326.1
Deferred tax liabilities	33.2	40.4
Long-term operating lease liabilities	165.0	—
Other long-term liabilities	275.0	277.2
Total liabilities	5,614.2	4,728.6
Commitments and contingencies (Note 7)		
Series B Units, 1,000,000 issued and outstanding, no par or stated value	5.1	5.1
PBF Energy Company LLC equity:		
Series A Units, 1,206,325 and 1,206,325 issued and outstanding at March 31, 2019 and December 31, 2018, no par or stated value	20.2	20.2
Series C Units, 119,869,366 and 119,895,422 issued and outstanding at March 31, 2019 and December 31, 2018, no par or stated value	2,098.5	2,009.8
Treasury stock, at cost	(161.8)	(160.8)
Retained earnings	1,196.3	914.3
Accumulated other comprehensive loss	(23.7)	(23.9)
Total PBF Energy Company LLC equity	3,129.5	2,759.6
Noncontrolling interest	374.2	459.8
Total equity	3,503.7	3,219.4
Total liabilities, Series B units and equity	\$9,123.0	\$ 7,953.1

See notes to condensed consolidated financial statements.

12

PBF ENERGY COMPANY LLC AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
 (unaudited, in millions)

	Three Months Ended March 31,	
	2019	2018
Revenues	\$5,216.2	\$5,802.8
Cost and expenses:		
Cost of products and other	4,209.2	5,132.1
Operating expenses (excluding depreciation and amortization expense as reflected below)	479.0	426.1
Depreciation and amortization expense	103.0	83.3
Cost of sales	4,791.2	5,641.5
General and administrative expenses (excluding depreciation and amortization expense as reflected below)	57.3	62.6
Depreciation and amortization expense	2.8	2.7
Loss on sale of assets	—	0.1
Total cost and expenses	4,851.3	5,706.9
Income from operations	364.9	95.9
Other income (expense):		
Change in fair value of catalyst leases	(3.1) —
Interest expense, net	(41.5	) (45.2)
Other non-service components of net periodic benefit cost	(0.1	) 0.3
Income before income taxes	320.2	51.0
Income tax benefit	(7.2	) (0.7)
Net income	327.4	51.7
Less: net income attributable to noncontrolling interests	9.0	10.2
Net income attributable to PBF Energy Company LLC	\$318.4	\$41.5

See notes to condensed consolidated financial statements.

PBF ENERGY COMPANY LLC AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (unaudited, in millions)

	Three Months Ended March 31,	
	2019	2018
Net income	\$327.4	\$51.7
Other comprehensive income:		
Net gain on pension and other post-retirement benefits	0.2	0.3
Total other comprehensive income	0.2	0.3
Comprehensive income	327.6	52.0
Less: comprehensive income attributable to noncontrolling interests	9.0	10.2
Comprehensive income attributable to PBF Energy Company LLC	\$318.6	\$41.8

See notes to condensed consolidated financial statements.

14

PBF ENERGY COMPANY LLC AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN EQUITY

(unaudited, in millions, except unit data)

	Series A		Series C		Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Noncontrolling Interest	Treasury Stock	Total Member's Equity
	Units	Amount	Units	Amount					
Balance, December 31, 2017	3,767,464	\$ 40.1	110,586,762	\$ 1,655.0	\$ (26.9)	\$ 906.8	\$ 456.1	\$(152.6)	\$2,878.5
Comprehensive Income	—	—	—	—	0.3	41.5	10.2	—	52.0
Exercise of Series A warrants and options	11,886	—	45,257	—	—	—	—	—	—
Exchange of Series A units for PBF Energy Class A common stock	(539,288)	(4.1)	539,288	4.1	—	—	—	—	—
Distribution to members	—	—	—	—	—	(34.3)	(11.7)	—	(46.0)
Stock-based compensation	—	—	1,054	4.3	—	—	0.8	—	5.1
Treasury stock purchases	—	—	(32,149)	1.0	—	—	—	(1.0)	—
Other	—	—	—	—	—	10.9	—	—	10.9
Balance, March 31, 2018	3,240,062	\$ 36.0	111,140,212	\$ 1,664.4	\$ (26.6)	\$ 924.9	\$ 455.4	\$(153.6)	\$2,900.5

	Series A		Series C		Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Noncontrolling Interest	Treasury Stock	Total Member's Equity
	Units	Amount	Units	Amount					
Balance, December 31, 2018	1,206,325	\$ 20.2	119,895,422	\$ 2,009.8	\$ (23.9)	\$ 914.3	\$ 459.8	\$(160.8)	\$3,219.4
Comprehensive Income	—	—	—	—	0.2	318.4	9.0	—	327.6
Exercise of Series A warrants and options	—	—	5,025	(0.9)	—	—	—	—	(0.9)
Exchange of Series A units for PBF Energy Class A common stock	—	—	—	—	—	—	—	—	—
Distribution to members	—	—	—	—	—	(36.4)	(13.2)	—	(49.6)
Issuance of additional PBFX common units	—	—	—	82.4	—	—	(82.4)	—	—
Stock-based compensation	—	—	(1,410)	6.2	—	—	1.0	—	7.2
Treasury stock purchases	—	—	(29,671)	1.0	—	—	—	(1.0)	—
Balance, March 31, 2019	1,206,325	\$ 20.2	119,869,366	\$ 2,098.5	\$ (23.7)	\$ 1,196.3	\$ 374.2	\$(161.8)	\$3,503.7

PBF ENERGY COMPANY LLC AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (unaudited, in millions)

	Three Months Ended March 31,	
	2019	2018
Cash flows from operating activities:		
Net income	\$327.4	\$51.7
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	108.6	88.0
Stock-based compensation	8.0	5.1
Change in fair value of catalyst leases	3.1	—
Deferred income taxes	(7.2)	(0.7)
Non-cash change in inventory repurchase obligations	14.2	8.8
Non-cash lower of cost or market inventory adjustment	(506.0)	(87.7)
Pension and other post-retirement benefit costs	11.2	11.8
Loss on sale of assets	—	0.1
Changes in operating assets and liabilities:		
Accounts receivable	(151.2)	121.5
Inventories	(194.7)	(278.3)
Prepaid and other current assets	(70.0)	(36.1)
Accounts payable	46.1	31.9
Accrued expenses	225.2	(13.5)
Deferred revenue	46.4	(2.6)
Other assets and liabilities	(10.5)	(4.2)
Net cash used in operating activities	\$(149.4)	\$(104.2)
Cash flows from investing activities:		
Expenditures for property, plant and equipment	(105.4)	(24.9)
Expenditures for deferred turnaround costs	(133.0)	(58.8)
Expenditures for other assets	(22.2)	(9.6)
Net cash used in investing activities	\$(260.6)	\$(93.3)

See notes to condensed consolidated financial statements.

PBF ENERGY COMPANY LLC AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)
 (unaudited, in millions)

	Three Months Ended March 31,	
	2019	2018
Cash flows from financing activities:		
Distributions to PBF Energy Company LLC members	\$(36.3)	\$(34.2)
Distributions to PBFX public unitholders	(12.8)	(11.4)
Proceeds from revolver borrowings	575.0	—
Repayments of revolver borrowings	(325.0)	—
Repayment of note payable	—	(1.2)
Proceeds from PBFX revolver borrowings	16.0	—
Repayments of PBFX revolver borrowings	(12.0)	(9.7)
Repayments of PBF Rail Term Loan	(1.7)	(1.7)
Proceeds from insurance premium financing	30.2	27.9
Proceeds from affiliate loan with PBF Energy Inc.	(0.1)	28.3
Taxes paid for net settlement of stock-based compensation	(1.0)	—
Repurchase of treasury stock	(1.0)	(1.0)
Net cash provided by (used in) financing activities	\$231.3	\$(3.0)
Net decrease in cash and cash equivalents	(178.7)	(200.5)
Cash and cash equivalents, beginning of period	596.0	562.0
Cash and cash equivalents, end of period	\$417.3	\$361.5
Supplemental cash flow disclosures		
Non-cash activities:		
Accrued and unpaid capital expenditures	\$119.3	\$129.4
Assets acquired under operating leases	267.0	—

See notes to condensed consolidated financial statements.

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

1. DESCRIPTION OF THE BUSINESS AND BASIS OF PRESENTATION

Description of the Business

PBF Energy Inc. (“PBF Energy”) was formed as a Delaware corporation on November 7, 2011 and is the sole managing member of PBF Energy Company LLC (“PBF LLC”), a Delaware limited liability company, with a controlling interest in PBF LLC and its subsidiaries. PBF Energy consolidates the financial results of PBF LLC and its subsidiaries and records a noncontrolling interest in its Condensed Consolidated Financial Statements representing the economic interests of PBF LLC’s members other than PBF Energy (refer to “Note 9 - Equity”).

PBF Energy holds a 99.0% economic interest in PBF LLC as of March 31, 2019 through its ownership of PBF LLC Series C Units, which are held solely by PBF Energy. Holders of PBF LLC Series A Units, which are held by parties other than PBF Energy (“the members of PBF LLC other than PBF Energy”), hold the remaining 1.0% economic interest in PBF LLC. The PBF LLC Series C Units rank on parity with the PBF LLC Series A Units as to distribution rights, voting rights and rights upon liquidation, winding up or dissolution. In addition, the amended and restated limited liability company agreement of PBF LLC provides that any PBF LLC Series A Units acquired by PBF Energy will automatically be reclassified as PBF LLC Series C Units in connection with such acquisition. As of March 31, 2019, PBF Energy held 119,869,366 PBF LLC Series C Units and the members of PBF LLC other than PBF Energy held 1,206,325 PBF LLC Series A Units.

PBF LLC, together with its consolidated subsidiaries, owns and operates oil refineries and related facilities in North America. PBF Holding Company LLC (“PBF Holding”) is a wholly-owned subsidiary of PBF LLC. PBF Investments LLC (“PBF Investments”), Toledo Refining Company LLC (“Toledo Refining” or “TRC”), Paulsboro Refining Company LLC (“Paulsboro Refining” or “PRC”), Delaware City Refining Company LLC (“Delaware City Refining” or “DCR”), Chalmette Refining, L.L.C. (“Chalmette Refining”), PBF Western Region LLC (“PBF Western Region”), Torrance Refining Company LLC (“Torrance Refining”) and Torrance Logistics Company LLC are PBF LLC’s principal operating subsidiaries and are all wholly-owned subsidiaries of PBF Holding. Discussions or areas of the Notes to Condensed Consolidated Financial Statements that either apply only to PBF Energy or PBF LLC are clearly noted in such footnotes.

As of March 31, 2019, PBF LLC also held a 54.1% limited partner interest in PBF Logistics LP (“PBFX”), a publicly-traded master limited partnership (“MLP”) (refer to “Note 2 - PBF Logistics LP”). PBF Logistics GP LLC (“PBF GP”) owns the noneconomic general partner interest and serves as the general partner of PBFX and is wholly-owned by PBF LLC. PBF Energy, through its ownership of PBF LLC, consolidates the financial results of PBFX and its subsidiaries and records a noncontrolling interest in its consolidated financial statements representing the economic interests of PBFX’s unitholders other than PBF LLC (refer to “Note 9 - Equity”). Collectively, PBF Energy and its consolidated subsidiaries, including PBF LLC, PBF Holding, PBF GP and PBFX are referred to hereinafter as the “Company” unless the context otherwise requires.

Substantially all of the Company’s operations are in the United States. The Company operates in two reportable business segments: Refining and Logistics. The Company’s oil refineries are all engaged in the refining of crude oil and other feedstocks into petroleum products, and are aggregated into the Refining segment. PBFX is a publicly traded MLP that was formed to operate logistical assets such as crude oil and refined petroleum products terminals, pipelines and storage facilities. The Logistics segment consists solely of PBFX’s operations. To generate earnings and cash flows from operations, the Company is primarily dependent upon processing crude oil and selling refined petroleum products at margins sufficient to cover fixed and variable costs and other expenses. Crude oil and refined petroleum products are commodities; and factors that are largely out of the Company’s control can cause prices to vary over time. The resulting potential margin volatility can have a material effect on the Company’s financial position, earnings and cash flows.

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Basis of Presentation

The unaudited condensed consolidated financial information furnished herein reflects all adjustments (consisting of normal recurring accruals) which are, in the opinion of management, considered necessary for a fair presentation of the financial position and the results of operations and cash flows of the Company for the periods presented. All intercompany accounts and transactions have been eliminated in consolidation. These unaudited Condensed Consolidated Financial Statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. These interim Condensed Consolidated Financial Statements should be read in conjunction with the PBF Energy Inc. and PBF Energy Company LLC financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2018. The results of operations for the three months ended March 31, 2019 are not necessarily indicative of the results to be expected for the full year.

In 2019, the Company has changed its presentation from thousands to millions and, as a result, any necessary rounding adjustments have been made to prior year disclosed amounts.

Recently Adopted Accounting Guidance

In February 2016, the Financial Accounting Standard Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2016-02, “Leases (Topic 842)” (“ASU 2016-02”) to increase the transparency and comparability about leases among entities. Additional ASUs have been issued subsequent to ASU 2016-02 to provide supplementary clarification and implementation guidance for leases related to, among other things, the application of certain practical expedients, the rate implicit in the lease, lessee reassessment of lease classification, lessor reassessment of lease term and purchase options, variable payments that depend on an index or rate and certain transition adjustments. ASU 2016-02 and these additional ASUs are now codified as Accounting Standards Codification Standard 842 - “Leases” (“ASC 842”). ASC 842 supersedes the lease accounting guidance in Accounting Standards Codification 840 “Leases” (“ASC 840”), and requires lessees to recognize a lease liability and a corresponding lease asset for virtually all lease contracts. It also requires additional disclosures about leasing arrangements. The Company elected to utilize the “package” of three expedients, as defined in ASC 842, which retain the lease classification and initial direct costs for any leases that existed prior to adoption of the standard. The Company also has elected to not evaluate land easements that existed as of, or expired before, adoption of the new standard. The Company’s Condensed Consolidated Financial Statements for the periods prior to the adoption of ASC 842 are not adjusted and are reported in accordance with the Company’s historical accounting policy. As of the date of implementation on January 1, 2019, the impact of the adoption of ASC 842 resulted in the recognition of a right of use asset and lease payable obligation on the Company’s Condensed Consolidated Balance Sheets of approximately \$250.0 million. As the right of use asset and the lease payable obligation were the same upon adoption of ASC 842, there was no cumulative effect impact on the Company’s retained earnings. See “Note 8 - Leases” for further details.

In August 2017, the FASB issued ASU No. 2017-12, “Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities” (“ASU 2017-12”). The amendments in ASU 2017-12 more closely align the results of cash flow and fair value hedge accounting with risk management activities in the consolidated financial statements. The amendments expand the ability to hedge nonfinancial and financial risk components, reduce complexity in fair value hedges of interest rate risk, eliminate the requirement to separately measure and report hedge ineffectiveness, and eases certain hedge effectiveness assessment requirements. The guidance in ASU 2017-12 was applied using a modified retrospective approach. The guidance in ASU 2017-12 also provided transition relief to make it easier for entities to apply certain amendments to existing hedges (including fair value hedges) where the hedge documentation needs to be modified. The presentation and disclosure requirements of ASU 2017-12 are being applied prospectively. The Company adopted the amendments in this ASU effective January 1, 2019, which did not have a material impact on its Condensed Consolidated Financial Statements and related disclosures.

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

In June 2018, the FASB issued ASU No. 2018-07, “Compensation - Stock Compensation (Topic 718): Targeted Improvements to Non-employee Share-Based Payment Accounting” (“ASU 2018-07”). ASU 2018-07 expands the scope of Topic 718, Compensation-Stock Compensation, to include share-based payment transactions for acquiring goods and services from non-employees. As a result, non-employee share-based transactions will be measured by estimating the fair value of the equity instruments at the grant date, taking into consideration the probability of satisfying performance conditions. In addition, ASU 2018-07 also clarifies that any share-based payment awards issued to customers should be evaluated under ASC 606, Revenue from Contracts with Customers (“ASC 606”). The Company adopted the amendments in this ASU effective January 1, 2019, which did not have a material impact on its consolidated financial statements and related disclosures.

Recently Issued Accounting Pronouncements

In August 2018, the FASB issued ASU No. 2018-14, “Compensation - Retirement Benefits - Defined Benefit Plans - General (Subtopic 715-20)”, to improve the effectiveness of benefit plan disclosures in the notes to financial statements by facilitating clear communication of the information required by GAAP that is most important to users of each entity’s financial statements. The amendments in this ASU modify the disclosure requirements for employers that sponsor defined benefit pension or other postretirement plans. Additionally, the amendments in this ASU remove disclosures that no longer are considered cost beneficial, clarify the specific requirements of disclosures, and add disclosure requirements identified as relevant. The amendments in this ASU are effective for fiscal years ending after December 15, 2020, for public business entities and for fiscal years ending after December 15, 2021, for all other entities. Early adoption is permitted for all entities. The Company is currently evaluating the impact of this new standard on its consolidated financial statements and related disclosures.

2. PBF LOGISTICS LP

PBFX is a fee-based, growth-oriented, publicly traded Delaware MLP formed by PBF Energy to own or lease, operate, develop and acquire crude oil and refined petroleum products terminals, pipelines, storage facilities and similar logistics assets. PBFX engages in the receiving, handling, storage and transferring of crude oil, refined products, natural gas and intermediates from sources located throughout the United States and Canada for PBF Energy in support of its refineries, as well as for third party customers. As of March 31, 2019, a substantial majority of PBFX’s revenue is derived from long-term, fee-based commercial agreements with PBF Holding, which include minimum volume commitments for receiving, handling, storing and transferring crude oil, refined products and natural gas. PBF Energy also has agreements with PBFX that establish fees for certain general and administrative services and operational and maintenance services provided by PBF Holding to PBFX. These transactions, other than those with third parties, are eliminated by PBF Energy and PBF LLC in consolidation.

PBFX, a variable interest entity, is consolidated by PBF Energy through its ownership of PBF LLC. PBF LLC, through its ownership of PBF GP, has the sole ability to direct the activities of PBFX that most significantly impact its economic performance. PBF LLC is considered to be the primary beneficiary of PBFX for accounting purposes. As of March 31, 2019, PBF LLC held a 54.1% limited partner interest in PBFX (consisting of 29,953,631 common units) with the remaining 45.9% limited partner interest held by the public unitholders. PBF LLC also indirectly owns a non-economic general partner interest in PBFX through its wholly-owned subsidiary, PBF GP, the general partner of PBFX. On February 28, 2019, PBFX closed on an Equity Restructuring Agreement (the “IDR Restructuring Agreement”) with PBF LLC and PBF GP, pursuant to which PBFX’s incentive distribution rights (the “IDRs”) held by PBF LLC were canceled and converted into 10,000,000 newly issued PBFX common units (the “IDR Restructuring”). Subsequent to the closing of the IDR Restructuring, no distributions were made to PBF LLC with respect to the IDRs and the newly issued PBFX common units are entitled to normal distributions by PBFX.

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

3. ACQUISITIONS

East Coast Storage Assets Acquisition

On October 1, 2018, PBFX closed the purchase of CPI Operations LLC (“CPI”), whose assets include a storage facility with multi-use storage capacity, an Aframax-capable marine facility, a rail facility, a truck terminal, equipment, contracts and certain other idled assets (collectively, the “East Coast Storage Assets”) located on the Delaware River near Paulsboro, New Jersey (the “East Coast Storage Assets Acquisition”), which had been contemplated by an agreement dated as of July 16, 2018 between PBFX and Crown Point International, LLC (“Crown Point”). Additionally, the East Coast Storage Assets Acquisition includes an earn-out provision related to an existing commercial agreement with a third-party, based on the future results of certain of the acquired idled assets (the “Contingent Consideration”) which are expected to be restarted in the fourth quarter of 2019.

The aggregate purchase price for the East Coast Storage Assets Acquisition was \$127.0 million, including working capital and Contingent Consideration, which was comprised of an initial payment at closing of \$75.0 million with a remaining balance of \$32.0 million payable one year after closing. The residual purchase consideration consists of the Contingent Consideration. The consideration was financed through a combination of cash on hand and borrowings under the amended and restated PBFX revolving credit facility (the “PBFX Revolving Credit Facility”). The fair value allocation is subject to adjustment pending completion of the final purchase valuation, which was in process as of March 31, 2019.

PBFX accounted for the East Coast Storage Assets Acquisition as a business combination under GAAP whereby PBFX recognizes assets acquired and liabilities assumed at their estimated fair values as of the date of acquisition. The total purchase consideration and the estimated fair values of the assets and liabilities at the acquisition date were as follows:

(in millions)	Purchase Price
Gross purchase price*	\$ 105.9
Estimated working capital adjustments	—
Contingent consideration**	21.1
Total consideration	\$ 127.0

* Includes \$30.9 million net present value payable of \$32.0 million due to Crown Point one year after closing.

** Contingent consideration is included in “Other long-term liabilities” on the Condensed Consolidated Balance Sheets.

The following table summarizes the estimated amounts recognized for assets acquired and liabilities assumed as of the acquisition date:

(in millions)	Fair Value Allocation
Accounts receivable	\$ 0.4
Prepaid and other current assets	1.8
Property, plant and equipment	114.4
Intangible assets*	13.3
Accounts payable and Accrued expenses	(2.2)
Other long-term liabilities	(0.7)
Estimated fair value of net assets acquired	\$ 127.0

* Intangible assets are included in “Deferred charges and other assets” on the Condensed Consolidated Balance Sheets.

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The East Coast Storage Asset Acquisition includes consideration in the form of the Contingent Consideration. Pursuant to the agreement, PBFX and Crown Point will share equally in the future operating profits of the restarted assets, as defined in the agreement, over a contractual term of up to three years starting in 2020. PBFX recorded the Contingent Consideration based on its estimated fair value of \$21.1 million at acquisition date, which was recorded in Other long-term liabilities on the Condensed Consolidated Balance Sheets.

The Company's Condensed Consolidated Financial Statements for the three months ended March 31, 2019 include the results of operations of the East Coast Storage Assets subsequent to the East Coast Storage Assets Acquisition, whereas the same period in 2018 does not include the results of operations of such assets. On an unaudited, pro forma basis, the revenues and net income of the Company, assuming the acquisition had occurred on January 1, 2017, for the periods indicated, are shown below. The unaudited pro forma information does not purport to present what the Company's actual results would have been had the East Coast Storage Assets Acquisition occurred on January 1, 2017, nor is the financial information indicative of the results of future operations. The unaudited pro forma financial information includes the depreciation and amortization expense related to the East Coast Storage Assets Acquisition and interest expense associated with the related financing.

(Unaudited, in millions)	Three Months Ended March 31, 2018
PBF Energy	
Pro forma revenues	\$5,808.6
Pro forma net income attributable to PBF Energy Inc. stockholders	29.7
PBF LLC	
Pro forma revenues	\$5,808.6
Pro forma net income attributable to PBF LLC	40.7
Acquisition Expenses	

The Company incurred acquisition-related costs of \$0.1 million and \$0.5 million for the three months ended March 31, 2019 and 2018, respectively, consisting primarily of consulting and legal expenses related to completed, pending and non-consummated acquisitions. These costs are included in General and administrative expenses within the Condensed Consolidated Statements of Operations.

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

4. INVENTORIES

Inventories consisted of the following:

March 31, 2019

(in millions)	Titled Inventory	Inventory	
		Intermediation Agreements	Total
Crude oil and feedstocks	\$ 1,156.2	\$ 69.9	\$ 1,226.1
Refined products and blendstocks	1,067.1	308.0	1,375.1
Warehouse stock and other	111.1	—	111.1
	\$ 2,334.4	\$ 377.9	\$ 2,712.3
Lower of cost or market adjustment	(76.8)	(69.0)	(145.8)
Total inventories	\$ 2,257.6	\$ 308.9	\$ 2,566.5

December 31, 2018

(in millions)	Titled Inventory	Inventory	
		Intermediation Agreements	Total
Crude oil and feedstocks	\$ 1,044.8	\$ —	\$ 1,044.8
Refined products and blendstocks	1,026.9	334.8	1,361.7
Warehouse stock and other	111.1	—	111.1
	\$ 2,182.8	\$ 334.8	\$ 2,517.6
Lower of cost or market adjustment	(557.2)	(94.6)	(651.8)
Total inventories	\$ 1,625.6	\$ 240.2	\$ 1,865.8

Inventory under inventory intermediation agreements includes crude oil and certain light finished products sold to counterparties in connection with the amended and restated inventory intermediation agreements (as amended in the first quarter of 2019, the “Inventory Intermediation Agreements”) with J. Aron & Company, a subsidiary of The Goldman Sachs Group, Inc. (“J. Aron”). This inventory is held in the Company’s storage tanks at the Delaware City and Paulsboro refineries and at PBFX’s East Coast Storage Assets (the “PBFX East Coast Storage Facility”, and together with the Company’s storage tanks at the Delaware City and Paulsboro refineries, the “Storage Tanks”).

During the three months ended March 31, 2019, the Company recorded an adjustment to value its inventories to the lower of cost or market which increased operating income by \$506.0 million, reflecting the net change in the lower of cost or market (“LCM”) inventory reserve from \$651.8 million at December 31, 2018 to \$145.8 million at March 31, 2019.

During the three months ended March 31, 2018, the Company recorded an adjustment to value its inventories to the lower of cost or market which increased operating income by \$87.7 million, reflecting the net change in the LCM reserve from \$300.5 million at December 31, 2017 to \$212.8 million at March 31, 2018.

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

5. ACCRUED EXPENSES

Accrued expenses consisted of the following:

	March 31, December 31,	
PBF Energy (in millions)	2019	2018
Inventory-related accruals	\$ 1,124.3	\$ 846.3
Inventory intermediation agreements	294.6	249.4
Excise and sales tax payable	129.3	149.4
Accrued capital expenditures	68.0	60.6
Accrued transportation costs	62.3	53.6
Accrued interest	43.2	12.1
Accrued utilities	40.0	49.8
Deferred payment - East Coast Storage Assets Acquisition	31.4	30.9
Renewable energy credit and emissions obligations	24.3	27.1
Accrued salaries and benefits	15.4	89.8
Environmental liabilities	9.7	7.0
Accrued refinery maintenance and support costs	8.3	19.0
Customer deposits	0.7	5.6
Other	49.2	23.0
Total accrued expenses	\$ 1,900.7	\$ 1,623.6

	March 31, December 31,	
PBF LLC (in millions)	2019	2018
Inventory-related accruals	\$ 1,124.3	\$ 846.3
Inventory intermediation agreements	294.6	249.4
Excise and sales tax payable	129.3	149.4
Accrued capital expenditures	68.0	60.6
Accrued interest	63.0	29.9
Accrued transportation costs	62.3	53.6
Accrued utilities	40.0	49.8
Deferred payment - East Coast Storage Assets Acquisition	31.4	30.9
Renewable energy credit and emissions obligations	24.3	27.1
Accrued salaries and benefits	15.4	89.8
Environmental liabilities	9.7	7.0
Accrued refinery maintenance and support costs	8.3	19.0
Customer deposits	0.7	5.6
Other	49.0	24.3
Total accrued expenses	\$ 1,920.3	\$ 1,642.7

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The Company has the obligation to repurchase certain crude oil, intermediate and finished products (the “Products”) that are held in the Company’s Storage Tanks in accordance with the Inventory Intermediation Agreements with J. Aron. As of March 31, 2019 and December 31, 2018, a liability is recognized for the Inventory Intermediation Agreements and is recorded at market price for the J. Aron owned inventory held in the Company’s Storage Tanks under the Inventory Intermediation Agreements, with any change in the market price being recorded in Cost of products and other.

The Company is subject to obligations to purchase Renewable Identification Numbers (“RINs”) required to comply with the Renewable Fuels Standard. The Company’s overall RINs obligation is based on a percentage of domestic shipments of on-road fuels as established by Environmental Protection Agency (“EPA”). To the degree the Company is unable to blend the required amount of biofuels to satisfy its RINs obligation, RINs must be purchased on the open market to avoid penalties and fines. The Company records its RINs obligation on a net basis in Accrued expenses when its RINs liability is greater than the amount of RINs earned and purchased in a given period and in Prepaid and other current assets when the amount of RINs earned and purchased is greater than the RINs liability. In addition, the Company is subject to obligations to comply with federal and state legislative and regulatory measures, including regulations in the state of California pursuant to Assembly Bill 32 (“AB32”), to address environmental compliance and greenhouse gas and other emissions. These requirements include incremental costs to operate and maintain our facilities as well as to implement and manage new emission controls and programs. Renewable energy credit and emissions obligations fluctuate with the volume of applicable product sales and timing of credit purchases.

6. AFFILIATE NOTE PAYABLE - PBF LLC

As of March 31, 2019 and December 31, 2018, PBF LLC had an outstanding note payable with PBF Energy for an aggregate principal amount of \$326.0 million and \$326.1 million, respectively. The note has an interest rate of 2.5% and a 5-year term, due April 2020, but may be prepaid in whole or in part at any time, at the option of PBF LLC without penalty or premium.

7. COMMITMENTS AND CONTINGENCIES

Environmental Matters

The Company’s refineries, pipelines and related operations are subject to extensive and frequently changing federal, state and local laws and regulations, including, but not limited to, those relating to the discharge of materials into the environment or that otherwise relate to the protection of the environment, waste management and the characteristics and the compositions of fuels. Compliance with existing and anticipated laws and regulations can increase the overall cost of operating the refineries, including remediation, operating costs and capital costs to construct, maintain and upgrade equipment and facilities.

In connection with the Paulsboro refinery acquisition, the Company assumed certain environmental remediation obligations. The Paulsboro environmental liability of \$11.7 million recorded as of March 31, 2019 (\$11.0 million as of December 31, 2018) represents the present value of expected future costs discounted at a rate of 8.0%. The current portion of the environmental liability is recorded in Accrued expenses and the non-current portion is recorded in Other long-term liabilities. As of March 31, 2019, a portion of this liability is self-guaranteed by the Company with the remainder being guaranteed through an irrevocable standby letter of credit issued by BNP Paribas.

In connection with the acquisition of the Delaware City assets, Valero Energy Corporation (“Valero”) remains responsible for certain pre-acquisition environmental obligations up to \$20.0 million and the predecessor to Valero in ownership of the refinery retains other historical obligations.

In connection with the acquisition of the Delaware City assets and the Paulsboro refinery, the Company and Valero purchased ten year, \$75.0 million environmental insurance policies to insure against unknown environmental

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

liabilities at each site. In connection with the Toledo refinery acquisition, Sunoco, Inc. (R&M) remains responsible for environmental remediation for conditions that existed on the closing date for twenty years from March 1, 2011, subject to certain limitations.

In connection with the acquisition of the Chalmette refinery, the Company obtained \$3.9 million in financial assurance (in the form of a surety bond) to cover estimated potential site remediation costs associated with an agreed to Administrative Order of Consent with EPA. The estimated cost assumes remedial activities will continue for a minimum of thirty years. Further, in connection with the acquisition of the Chalmette refinery, the Company purchased a ten year, \$100.0 million environmental insurance policy to insure against unknown environmental liabilities at the refinery.

On December 28, 2016, DNREC issued a Coastal Zone Act permit (the "Ethanol Permit") to DCR allowing the utilization of existing tanks and existing marine loading equipment at their existing facilities to enable denatured ethanol to be loaded from storage tanks to marine vessels and shipped to offsite facilities. On January 13, 2017, the issuance of the Ethanol Permit was appealed by two environmental groups. On February 27, 2017, the Coastal Zone Industrial Board (the "Coastal Zone Board") held a public hearing and dismissed the appeal, determining that the appellants did not have standing. The appellants filed an appeal of the Coastal Zone Board's decision with the Delaware Superior Court (the "Superior Court") on March 30, 2017. On January 19, 2018, the Superior Court rendered an Opinion regarding the decision of the Coastal Zone Board to dismiss the appeal of the Ethanol Permit for the ethanol project. The Judge determined that the record created by the Coastal Zone Board was insufficient for the Superior Court to make a decision, and therefore remanded the case back to the Coastal Zone Board to address the deficiency in the record. Specifically, the Superior Court directed the Coastal Zone Board to address any evidence concerning whether the appellants' claimed injuries would be affected by the increased quantity of ethanol shipments. On remand, the Coastal Zone Board met on January 28, 2019 and reversed its previous decision on standing, ruling that the appellants have standing to appeal the issuance of the Ethanol Permit. DCR is currently evaluating its appeal options.

At the time the Company acquired the Toledo refinery, EPA had initiated an investigation into the compliance of the refinery with EPA standards governing flaring pursuant to Section 114 of the Clean Air Act. On February 1, 2013, EPA issued an Amended Notice of Violation, and on September 20, 2013, EPA issued a Notice of Violation and Finding of Violation to Toledo refinery, alleging certain violations of the Clean Air Act at its Plant 4 and Plant 9 flares since the acquisition of the refinery on March 1, 2011. Toledo refinery and EPA subsequently entered into tolling agreements pending settlement discussions. A tentative settlement has been reached, including flare emission reduction and controls, enhancements to the existing leak detection and repair program, closure of an existing Consent Decree, implementation of supplemental environmental projects, and payment of a civil penalty in the amount of \$0.4 million. On February 5, 2019, a Notice of Lodging of the Consent Decree was published in the Federal Register, starting a 30-day public comment period. On March 7, 2019 the Environmental Law & Policy Center and the Environmental Advocacy Clinic at Northwestern Law School filed adverse comments to the Consent Decree. TRC is currently waiting on EPA to respond to these comments.

In connection with the acquisition of the Torrance refinery and related logistics assets, the Company assumed certain pre-existing environmental liabilities totaling \$129.2 million as of March 31, 2019 (\$130.8 million as of December 31, 2018), related to certain environmental remediation obligations to address existing soil and groundwater contamination and monitoring activities and other clean-up activities, which reflects the current estimated cost of the remediation obligations. The current portion of the environmental liability is recorded in Accrued expenses and the non-current portion is recorded in Other long-term liabilities. In addition, in connection with the acquisition of the Torrance refinery and related logistics assets, the Company purchased a ten year, \$100.0 million environmental insurance policy to insure against unknown environmental liabilities. Furthermore, in connection with the acquisition, the Company assumed responsibility for certain specified environmental matters that occurred prior to the Company's ownership of the refinery and the logistics assets, including specified incidents and/or notices of violations ("NOVs") issued by regulatory agencies in various years before the Company's ownership, including the Southern California Air

Quality Management District (“SCAQMD”) and the Division of Occupational Safety and Health of the State of California (“Cal/OSHA”).

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

In connection with the acquisition of the Torrance refinery and related logistics assets, the Company agreed to take responsibility for NOV No. P63405 that ExxonMobil had received from the SCAQMD for Title V deviations that are alleged to have occurred in 2015. On August 14, 2018, the Company received a letter from SCAQMD offering to settle this NOV for \$0.5 million. On February 22, 2019, the SCAQMD reduced their settlement offer to \$0.3 million. The Company is currently in communication with SCAQMD to resolve this NOV.

Subsequent to the acquisition, further NOV's were issued by the SCAQMD, Cal/OSHA, the City of Torrance, the City of Torrance Fire Department, and the Los Angeles County Sanitation District related to alleged operational violations, emission discharges and/or flaring incidents at the refinery and the logistics assets both before and after the Company's acquisition. EPA in November 2016 conducted a Risk Management Plan ("RMP") inspection following the acquisition related to Torrance operations and issued preliminary findings in March 2017 concerning RMP potential operational violations. Since the EPA's issuance of the preliminary findings in March 2017, the Company has been in substantive discussions to resolve the preliminary findings. In the course of these discussions, on November 8, 2018, EPA made an offer to settle all preliminary findings for \$0.5 million. The Company is currently in communication with EPA to resolve the RMP preliminary findings.

EPA and the California Department of Toxic Substances Control ("DTSC") in December 2016 conducted a Resource Conservation and Recovery Act ("RCRA") inspection following the acquisition related to Torrance operations and also issued in March 2017 preliminary findings concerning RCRA potential operational violations. On June 14, 2018, the Torrance refinery and DTSC reached settlement regarding the oil bearing materials in the form of a stipulation and order, wherein the Torrance refinery agreed that it would recycle or properly dispose of the oil bearing materials by the end of 2018 and pay an administrative penalty of \$0.2 million. The Torrance refinery has complied with these requirements. Following this settlement, in June 2018, DTSC referred the remaining alleged RCRA violations from EPA's and DTSC's December 2016 inspection to the California Attorney General for final resolution. The Torrance refinery and the California Attorney General are in discussions to resolve these remaining alleged RCRA violations. Other than the \$0.2 million DTSC administrative penalty, no other settlement or penalty demands have been received to date with respect to any of the other NOV's, preliminary findings, or order that are in excess of \$0.1 million. As the ultimate outcomes are uncertain, the Company cannot currently estimate the final amount or timing of their resolution but any such amount is not expected to have a material impact on the Company's financial position, results of operations or cash flows, individually or in the aggregate.

In connection with the PBFX Plains Asset Purchase, PBFX is responsible for the environmental remediation costs for conditions that existed on the closing date up to a maximum of \$0.3 million per year for ten years, with Plains All American Pipeline, L.P. remaining responsible for any and all additional costs above such amounts during such period. The environmental liability of \$1.5 million recorded as of March 31, 2019 (\$1.6 million as of December 31, 2018) represents the present value of expected future costs discounted at a rate of 1.83%. The current portion of the environmental liability is recorded in Accrued expenses and the non-current portion is recorded in Other long-term liabilities. During the three months ended March 31, 2019, PBFX made notification to certain agencies of an oil sheen in the Schuylkill River potentially sourcing from a PBFX facility. Clean-up was immediately initiated, and oil is no longer being released into the waterway. The source of the oil is currently under investigation. Although full clean-up and remediation costs have not been finalized, it is not expected to be material to the Company.

In connection with the Knoxville Terminal Purchase, PBFX and Cummins purchased a ten-year, \$30.0 million environmental insurance policy against unknown environmental liabilities. PBFX did not assume, and is currently not aware of, any material pre-existing environmental obligations. Additionally, the seller remains responsible for pre-acquisition environmental obligations up to a specified amount for a specified period of time.

In connection with the East Coast Storage Assets Acquisition, PBFX purchased a ten-year, \$30.0 million environmental insurance policy against unknown environmental liabilities. Additionally, the seller remains responsible for pre-acquisition environmental obligations up to a specified amount for a specified period of time. The recorded environmental liability associated with the East Coast Storage Assets Acquisition as of March 31, 2019 was \$0.9 million (\$0.9 million as of December 31, 2018).

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Applicable Federal and State Regulatory Requirements

The Company's operations and many of the products it manufactures are subject to certain specific requirements of the Clean Air Act (the "CAA") and related state and local regulations. The CAA contains provisions that require capital expenditures for the installation of certain air pollution control devices at the Company's refineries. Subsequent rule making authorized by the CAA or similar laws or new agency interpretations of existing rules, may necessitate additional expenditures in future years.

In 2010, New York State adopted a Low-Sulfur Heating Oil mandate that, beginning July 1, 2012, requires all heating oil sold in New York State to contain no more than 15 parts per million ("PPM") sulfur. Since July 1, 2012, other states in the Northeast market began requiring heating oil sold in their state to contain no more than 15 PPM sulfur. Currently, all of the Northeastern states and Washington DC have adopted sulfur controls on heating oil. As of July 1, 2018 most of the Northeastern states require heating oil with 15 PPM or less sulfur (except for Pennsylvania and Maryland - where less than 500 PPM sulfur is required). All of the heating oil the Company currently produces meets these specifications. The mandate and other requirements do not currently have a material impact on the Company's financial position, results of operations or cash flows.

EPA issued the final Tier 3 Gasoline standards on March 3, 2014 under the CAA. This final rule establishes more stringent vehicle emission standards and further reduces the sulfur content of gasoline starting in January 2017. The new standard is set at 10 PPM sulfur in gasoline on an annual average basis starting January 1, 2017, with a credit trading program to provide compliance flexibility. EPA responded to industry comments on the proposed rule and maintained the per gallon sulfur cap on gasoline at the existing 80 PPM cap. The refineries are complying with these new requirements as planned, either directly or using flexibility provided by sulfur credits generated or purchased in advance as an economic optimization. The standards set by the new rule are not expected to have a material impact on the Company's financial position, results of operations or cash flows.

The Company is required to comply with the Renewable Fuel Standard ("RFS") implemented by EPA, which sets annual quotas for the quantity of renewable fuels (such as ethanol) that must be blended into motor fuels consumed in the United States. In July 2018, EPA issued proposed amendments to the RFS program regulations that would establish annual percentage standards for cellulosic biofuel, biomass-based diesel, advanced biofuel, and renewable fuels that would apply to all gasoline and diesel produced in the U.S. or imported in the year 2019. In addition, the separate proposal includes a proposed biomass-based diesel applicable volume for 2020. It is likely that RIN production will continue to be lower than needed forcing obligated parties, such as the Company, to purchase cellulosic waiver credits or purchase excess RINs from suppliers on the open market.

In addition, on November 26, 2018 EPA finalized revisions to an existing air regulation concerning Maximum Achievable Control Technologies ("MACT") for Petroleum Refineries. The regulation requires additional continuous monitoring systems for eligible process safety valves relieving to atmosphere, minimum flare gas heat (Btu) content, and delayed coke drum vent controls to be installed by January 30, 2019. In addition, a program for ambient fence line monitoring for benzene was implemented prior to the deadline of January 30, 2018. The Company is in the process of implementing the requirements of this regulation. The regulation does not have a material impact on the Company's financial position, results of operations or cash flows.

EPA published a Final Rule to the Clean Water Act ("CWA") Section 316(b) in August 2014 regarding cooling water intake structures, which includes requirements for petroleum refineries. The purpose of this rule is to prevent fish from being trapped against cooling water intake screens (impingement) and to prevent fish from being drawn through cooling water systems (entrainment). Facilities will be required to implement Best Technology Available ("BTA") as soon as possible, but state agencies have the discretion to establish implementation time lines. The Company continues to evaluate the impact of this regulation, and at this time does not anticipate it having a material impact on the Company's financial position, results of operations or cash flows.

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

As a result of the Torrance Acquisition, the Company is subject to greenhouse gas emission control regulations in the state of California pursuant to AB32. AB32 imposes a statewide cap on greenhouse gas emissions, including emissions from transportation fuels, with the aim of returning the state to 1990 emission levels by 2020. AB32 is implemented through two market mechanisms including the Low Carbon Fuel Standard (“LCFS”) and Cap and Trade, which was extended for an additional ten years to 2030 in July 2017. The Company is responsible for the AB32 obligations related to the Torrance refinery beginning on July 1, 2016 and must purchase emission credits to comply with these obligations. Additionally, in September 2016, the state of California enacted Senate Bill 32 (“SB32”) which further reduces greenhouse gas emissions targets to 40 percent below 1990 levels by 2030.

However, subsequent to the acquisition, the Company is recovering the majority of these costs from its customers, and as such does not expect this obligation to materially impact the Company’s financial position, results of operations, or cash flows. To the degree there are unfavorable changes to AB32 or SB32 regulations or the Company is unable to recover such compliance costs from customers, these regulations could have a material adverse effect on our financial position, results of operations and cash flows.

The Company is subject to obligations to purchase RINs. On February 15, 2017, the Company received a notification that EPA records indicated that PBF Holding used potentially invalid RINs that were in fact verified under EPA’s RIN Quality Assurance Program (“QAP”) by an independent auditor as QAP A RINs. Under the regulations, use of potentially invalid QAP A RINs provided the user with an affirmative defense from civil penalties provided certain conditions are met. The Company has asserted the affirmative defense and if accepted by EPA will not be required to replace these RINs and will not be subject to civil penalties under the program. It is reasonably possible that EPA will not accept the Company’s defense and may assess penalties in these matters but any such amount is not expected to have a material impact on the Company’s financial position, results of operations or cash flows.

As of January 1, 2011, the Company is required to comply with EPA’s Control of Hazardous Air Pollutants From Mobile Sources, or MSAT2, regulations on gasoline that impose reductions in the benzene content of its produced gasoline. The Company purchases benzene credits to meet these requirements. The Company’s planned capital projects will reduce the amount of benzene credits that it needs to purchase. In addition, the renewable fuel standards mandate the blending of prescribed percentages of renewable fuels (e.g., ethanol and biofuels) into the Company’s produced gasoline and diesel. These new requirements, other requirements of the CAA and other presently existing or future environmental regulations may cause the Company to make substantial capital expenditures as well as the purchase of credits at significant cost, to enable its refineries to produce products that meet applicable requirements.

The federal Comprehensive Environmental Response, Compensation and Liability Act of 1980 (“CERCLA”), also known as “Superfund,” imposes liability, without regard to fault or the legality of the original conduct, on certain classes of persons who are considered to be responsible for the release of a “hazardous substance” into the environment. These persons include the current or former owner or operator of the disposal site or sites where the release occurred and companies that disposed of or arranged for the disposal of the hazardous substances. Under CERCLA, such persons may be subject to joint and several liability for investigation and the costs of cleaning up the hazardous substances that have been released into the environment, for damages to natural resources and for the costs of certain health studies.

As discussed more fully above, certain of the Company’s sites are subject to these laws and the Company may be held liable for investigation and remediation costs or claims for natural resource damages. It is not uncommon for neighboring landowners and other third parties to file claims for personal injury and property damage allegedly caused by hazardous substances or other pollutants released into the environment. Analogous state laws impose similar responsibilities and liabilities on responsible parties. In the Company’s current normal operations, it has generated waste, some of which falls within the statutory definition of a “hazardous substance” and some of which may have been disposed of at sites that may require cleanup under Superfund.

The Company is also currently subject to certain other existing environmental claims and proceedings. The Company believes that there is only a remote possibility that future costs related to any of these other known contingent liability exposures would have a material impact on its financial position, results of operations or cash flows.

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

PBF LLC Limited Liability Company Agreement

The holders of limited liability company interests in PBF LLC, including PBF Energy, generally have to include for purposes of calculating their U.S. federal, state and local income taxes their share of any taxable income of PBF LLC, regardless of whether such holders receive cash distributions from PBF LLC. PBF Energy ultimately may not receive cash distributions from PBF LLC equal to its share of such taxable income or even equal to the actual tax due with respect to that income. For example, PBF LLC is required to include in taxable income PBF LLC's allocable share of PBFX's taxable income and gains (such share to be determined pursuant to the partnership agreement of PBFX), regardless of the amount of cash distributions received by PBF LLC from PBFX, and such taxable income and gains will flow-through to PBF Energy to the extent of its allocable share of the taxable income of PBF LLC. As a result, at certain times, the amount of cash otherwise ultimately available to PBF Energy on account of its indirect interest in PBFX may not be sufficient for PBF Energy to pay the amount of taxes it will owe on account of its indirect interests in PBFX.

Taxable income of PBF LLC generally is allocated to the holders of PBF LLC units (including PBF Energy) pro-rata in accordance with their respective share of the net profits and net losses of PBF LLC. In general, PBF LLC is required to make periodic tax distributions to the members of PBF LLC, including PBF Energy, pro-rata in accordance with their respective percentage interests for such period (as determined under the amended and restated limited liability company agreement of PBF LLC), subject to available cash and applicable law and contractual restrictions (including pursuant to our debt instruments) and based on certain assumptions. Generally, these tax distributions are required to be in an amount equal to our estimate of the taxable income of PBF LLC for the year multiplied by an assumed tax rate equal to the highest effective marginal combined U.S. federal, state and local income tax rate prescribed for an individual or corporate resident in New York, New York (taking into account the nondeductibility of certain expenses). If, with respect to any given calendar year, the aggregate periodic tax distributions were less than the actual taxable income of PBF LLC multiplied by the assumed tax rate, PBF LLC is required to make a "true up" tax distribution, no later than March 15th of the following year, equal to such difference, subject to the available cash and borrowings of PBF LLC. PBF LLC generally obtains funding to pay its tax distributions by causing PBF Holding to distribute cash to PBF LLC and from distributions it receives from PBFX.

Tax Receivable Agreement

PBF Energy entered into a tax receivable agreement with the PBF LLC Series A and PBF LLC Series B unitholders (the "Tax Receivable Agreement") that provides for the payment by PBF Energy to such persons of an amount equal to 85% of the amount of the benefits, if any, that PBF Energy is deemed to realize as a result of (i) increases in tax basis, as described below, and (ii) certain other tax benefits related to entering into the Tax Receivable Agreement, including tax benefits attributable to payments under the Tax Receivable Agreement. For purposes of the Tax Receivable Agreement, the benefits deemed realized by PBF Energy will be computed by comparing the actual income tax liability of PBF Energy (calculated with certain assumptions) to the amount of such taxes that PBF Energy would have been required to pay had there been no increase to the tax basis of the assets of PBF LLC as a result of purchases or exchanges of PBF LLC Series A Units for shares of PBF Energy Class A common stock and had PBF Energy not entered into the Tax Receivable Agreement. The term of the Tax Receivable Agreement will continue until all such tax benefits have been utilized or expired unless: (i) PBF Energy exercises its right to terminate the Tax Receivable Agreement, (ii) PBF Energy breaches any of its material obligations under the Tax Receivable Agreement or (iii) certain changes of control occur, in which case all obligations under the Tax Receivable Agreement will generally be accelerated and due as calculated under certain assumptions.

The payment obligations under the Tax Receivable Agreement are obligations of PBF Energy and not of PBF LLC, PBF Holding or PBFX. In general, PBF Energy expects to obtain funding for these annual payments from PBF LLC, primarily through tax distributions, which PBF LLC makes on a pro-rata basis to its owners. Such owners include PBF Energy, which holds a 99.0% interest in PBF LLC as of March 31, 2019 (99.0% as of December 31, 2018). PBF LLC generally obtains funding to pay its tax distributions by causing PBF Holding to distribute cash to PBF LLC and from distributions it receives from PBFX.

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

As of March 31, 2019, PBF Energy has recognized a liability for the Tax Receivable Agreement of \$373.5 million (\$373.5 million as of December 31, 2018) reflecting the estimate of the undiscounted amounts that the Company expects to pay under the agreement.

8. LEASES

The Company leases office space, office equipment, refinery facilities and equipment, and railcars under non-cancelable operating leases, with terms typically ranging from one to twenty years, subject to certain renewal options as applicable. The Company considers those renewal or termination options that are reasonably certain to be exercised in the determination of the lease term and initial measurement of lease liabilities and right-of-use assets. Lease expense for lease payments is recognized on a straight-line basis over the lease term. Leases with an initial term of 12 months or less are not recorded on the balance sheet.

The Company determines whether a contract is or contains a lease at inception of the contract and whether that lease meets the classification criteria of a finance or operating lease. When available, the Company uses the rate implicit in the lease to discount lease payments to present value; however, most of the Company's leases do not provide a readily determinable implicit rate. Therefore, the Company must discount lease payments based on an estimate of its incremental borrowing rate.

The Company does not separate lease and nonlease components of contracts. There are no material residual value guarantees associated with any of the Company's leases. There are no significant restrictions or covenants included in the Company's lease agreements other than those that are customary in such arrangements. Certain of the Company's leases, primarily for the Company's commercial, logistics asset classes, include provisions for variable payments. These variable payments are typically determined based on a measure of throughput or actual days the asset is operated during the contract term or another measure of usage and are not included in the initial measurement of lease liabilities and right-of-use assets.

Lease Position as of March 31, 2019

The table below presents the lease related assets and liabilities recorded on the Company's Condensed Consolidated Balance Sheets as of March 31, 2019:

(in millions)	Classification on the Balance Sheet	March 31, 2019
Assets		
Operating lease assets	Operating lease right of use assets	\$245.5
Total lease assets		\$245.5
Liabilities		
Current liabilities:		
Operating lease liabilities	Current operating lease liabilities	\$81.0
Noncurrent liabilities:		
Operating lease liabilities	Long-term operating lease liabilities	\$165.0
Total lease liabilities		\$246.0

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Lease Costs

The table below presents certain information related to the lease costs for the Company's operating leases for the three months ended March 31, 2019:

	Three Months Ended March 31, 2019
Lease Costs (in millions)	
Components of total lease cost:	
Operating lease cost	\$ 26.2
Short-term lease cost	23.3
Variable lease cost	1.4
Total lease cost	\$ 50.9

There were no net gains or losses on any sale-leaseback transactions for the three months ended March 31, 2019.

Other Information

The table below presents supplemental cash flow information related to leases for the three months ended March 31, 2019:

	Three Months Ended March 31, 2019
(in millions)	
Cash paid for amounts included in the measurement of lease liabilities:	
Operating cash flows for operating leases	\$ 20.9
Supplemental non-cash amounts of lease liabilities arising from obtaining right-of-use assets	17.0

Lease Terms and Discount Rates

The table below presents certain information related to the weighted average remaining lease terms and weighted average discount rates for the Company's operating leases as of March 31, 2019:

	March 31, 2019
Weighted average remaining lease term - operating leases	5.5 years
Weighted average discount rate - operating leases	7.97 %

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Undiscounted Cash Flows

The table below reconciles the fixed component of the undiscounted cash flows for each of the first five years and the total remaining years to the operating lease liabilities recorded on the Condensed Consolidated Balance Sheets as of March 31, 2019:

Amounts due within twelve months of March 31, (in millions)	Operating Leases
2019	\$ 97.5
2020	72.0
2021	34.6
2022	23.4
2023	16.7
Thereafter	72.8
Total minimum lease payments	317.0
Less: effect of discounting	71.0
Present value of future minimum lease payments	246.0
Less: current obligations under leases	81.0
Long-term lease obligations	\$ 165.0

As of March 31, 2019, the Company has entered into an additional lease for hydrogen supply, with future lease payments expected to total approximately \$212.6 million. The lease is expected to commence in the second quarter of 2020 with a term of 15 years.

There are no material lease arrangements where the Company is the lessor.

9. EQUITY

Noncontrolling Interest in PBF LLC

PBF Energy is the sole managing member of, and has a controlling interest in, PBF LLC. As the sole managing member of PBF LLC, PBF Energy operates and controls all of the business and affairs of PBF LLC and its subsidiaries. PBF Energy's equity interest in PBF LLC was approximately 99.0% as of March 31, 2019 and December 31, 2018, respectively.

PBF Energy consolidates the financial results of PBF LLC and its subsidiaries, and records a noncontrolling interest for the economic interest in PBF Energy held by the members of PBF LLC other than PBF Energy. Noncontrolling interest on the Condensed Consolidated Statements of Operations includes the portion of net income or loss attributable to the economic interest in PBF Energy held by the members of PBF LLC other than PBF Energy. Noncontrolling interest on the Condensed Consolidated Balance Sheets represents the portion of net assets of PBF Energy attributable to the members of PBF LLC other than PBF Energy.

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The noncontrolling interest ownership percentages in PBF LLC as of March 31, 2019 and December 31, 2018 are calculated as follows:

	Holders of PBF LLC Series A Units	Outstanding Shares of PBF Energy Class A Common Stock	Total *		
December 31, 2018	1,206,325	119,874,191	121,080,516		
	1.0	% 99.0	% 100.0	%	
March 31, 2019	1,206,325	119,848,135	121,054,460		
	1.0	% 99.0	% 100.0	%	

* Assumes all of the holders of PBF LLC Series A Units exchange their PBF LLC Series A Units for shares of PBF Energy's Class A common stock on a one-for-one basis.

Noncontrolling Interest in PBFX

PBF LLC held a 54.1% limited partner interest in PBFX with the remaining 45.9% limited partner interest owned by the public common unitholders as of March 31, 2019. PBF LLC is also the sole member of PBF GP, the general partner of PBFX. As noted in "Note 2 - PBF Logistics LP", pursuant to the IDR Restructuring, the IDRs held by PBF LLC were canceled and converted into newly issued common units.

PBF Energy, through its ownership of PBF LLC, consolidates the financial results of PBFX, and records a noncontrolling interest for the economic interest in PBFX held by the public common unitholders. Noncontrolling interest on the Condensed Consolidated Statements of Operations includes the portion of net income or loss attributable to the economic interest in PBFX held by the public common unitholders of PBFX other than PBF Energy (through its ownership in PBF LLC). Noncontrolling interest on the Condensed Consolidated Balance Sheets includes the portion of net assets of PBFX attributable to the public common unitholders of PBFX.

The noncontrolling interest ownership percentages in PBFX as of March 31, 2019 and December 31, 2018, are calculated as follows:

	Units of PBFX Held by the Public	Units of PBFX Held by PBF LLC	Total		
December 31, 2018	25,395,032	19,953,631	45,348,663		
	56.0	% 44.0	% 100.0	%	
March 31, 2019	25,395,190	29,953,631	55,348,821		
	45.9	% 54.1	% 100.0	%	

Noncontrolling Interest in PBF Holding

In connection with the Chalmette Acquisition, PBF Holding recorded noncontrolling interests in two subsidiaries of Chalmette Refining. PBF Holding, through Chalmette Refining, owns an 80% ownership interest in both Collins Pipeline Company and T&M Terminal Company. For the three months ended March 31, 2019 the Company recorded noncontrolling interest in the earnings of these subsidiaries of less than \$0.1 million. For the three months ended March 31, 2018 the Company recorded noncontrolling interest in the losses of these subsidiaries of less than \$0.1 million.

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

Changes in Equity and Noncontrolling Interests

The following tables summarize the changes in equity for the controlling and noncontrolling interests of PBF Energy for the three months ended March 31, 2019 and 2018, respectively:

PBF Energy (in millions)	PBF Energy Inc. Equity	Noncontrolling Interest in PBF LLC	Noncontrolling Interest in PBF Holding	Noncontrolling Interest in PBFX	Total Equity
Balance at January 1, 2019	\$ 2,676.5	\$ 112.2	\$ 10.9	\$ 448.9	\$3,248.5
Comprehensive income	229.5	3.1	—	9.0	241.6
Dividends and distributions	(36.0)	(0.4)	—	(13.2)	(49.6)
Issuance of additional PBFX common units	82.4	—	—	(82.4)	—
Stock-based compensation	6.2	—	—	1.0	7.2
Exercise of PBF LLC and PBF Energy options and warrants, net	0.1	—	—	—	0.1
Taxes paid for net settlements of equity-based compensation	(1.0)	—	—	—	(1.0)
Balance at March 31, 2019	\$ 2,957.7	\$ 114.9	\$ 10.9	\$ 363.3	\$3,446.8

PBF Energy (in millions)	PBF Energy Inc. Equity	Noncontrolling Interest in PBF LLC	Noncontrolling Interest in PBF Holding	Noncontrolling Interest in PBFX	Total Equity
Balance at January 1, 2018	\$ 2,336.6	\$ 110.2	\$ 10.8	\$ 445.3	\$2,902.9
Comprehensive income	30.6	1.3	—	10.2	42.1
Dividends and distributions	(33.3)	(1.0)	—	(11.7)	(46.0)
Effects of exchanges of PBF LLC Series A Units on deferred tax assets and liabilities and Tax Receivable Agreement obligation	0.8	—	—	—	0.8
Stock-based compensation	4.3	—	—	0.8	5.1
Other	10.9	—	—	—	10.9
Balance at March 31, 2018	\$ 2,349.9	\$ 110.5	\$ 10.8	\$ 444.6	\$2,915.8

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The following tables summarize the changes in equity for the controlling and noncontrolling interests of PBF LLC for the three months ended March 31, 2019 and 2018, respectively:

PBF LLC (in millions)	PBF Energy Company LLC Equity	Noncontrolling Interest in PBF Holding	Noncontrolling Interest in PBFX	Total Equity
Balance at January 1, 2019	\$ 2,759.6	\$ 10.9	\$ 448.9	\$3,219.4
Comprehensive income	318.6	—	9.0	327.6
Dividends and distributions	(36.4	) —	(13.2	) (49.6)
Exercise of PBF LLC options and warrants, net	(0.9	) —	—	(0.9)
Issuance of additional PBFX common units	82.4	—	(82.4) —
Stock-based compensation	6.2	—	1.0	7.2
Balance at March 31, 2019	\$ 3,129.5	\$ 10.9	\$ 363.3	\$3,503.7

PBF LLC (in millions)	PBF Energy Company LLC Equity	Noncontrolling Interest in PBF Holding	Noncontrolling Interest in PBFX	Total Equity
Balance at January 1, 2018	\$ 2,422.4	\$ 10.8	\$ 445.3	\$2,878.5
Comprehensive income	41.8	—	10.2	52.0
Dividends and distributions	(34.3	) —	(11.7	) (46.0)
Stock-based compensation	4.3	—	0.8	5.1
Other	10.9	—	—	10.9
Balance at March 31, 2018	\$ 2,445.1	\$ 10.8	\$ 444.6	\$2,900.5

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

10. DIVIDENDS AND DISTRIBUTIONS

With respect to dividends and distributions paid during the three months ended March 31, 2019, PBF LLC made an aggregate non-tax quarterly distribution of \$36.3 million, or \$0.30 per unit to its members, of which \$35.9 million was distributed pro-rata to PBF Energy and the balance was distributed to its other members. PBF Energy used this \$35.9 million to pay a quarterly cash dividend of \$0.30 per share of Class A common stock on March 14, 2019.

With respect to distributions paid during the three months ended March 31, 2019, PBFX paid a distribution on outstanding common units of \$0.505 per unit on March 14, 2019, of which \$15.1 million was distributed to PBF LLC and the balance was distributed to its public unitholders.

11. EMPLOYEE BENEFIT PLANS

The components of net periodic benefit cost related to the Company's defined benefit plans consisted of the following:

(in millions)	Three Months Ended March 31,	
	2019	2018
Pension Benefits		
Components of net periodic benefit cost:		
Service cost	\$10.9	\$11.8
Interest cost	2.1	1.4
Expected return on plan assets	(2.4)	(2.1)
Amortization of prior service cost and actuarial loss	0.1	0.1
Net periodic benefit cost	\$10.7	\$11.2

(in millions)	Three Months Ended March 31,	
	2019	2018
Post-Retirement Medical Plan		
Components of net periodic benefit cost:		
Service cost	\$0.2	\$0.3
Interest cost	0.2	0.1
Amortization of prior service cost	0.1	0.2
Net periodic benefit cost	\$0.5	\$0.6

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

12. REVENUES

Revenues are recognized when control of the promised goods or services is transferred to our customers, in an amount that reflects the consideration we expect to be entitled to in exchange for those goods or services.

As described in “Note 16 - Segment Information”, the Company’s business consists of the Refining Segment and Logistics Segment. The following table provides information relating to the Company’s revenues for each product or group of similar products or services by segment for the periods presented.

(in millions)	Three Months Ended	
	March 31,	
	2019	2018
Refining Segment:		
Gasoline and distillates	\$4,433.0	\$4,994.3
Asphalt and blackoils	353.0	308.9
Feedstocks and other	200.7	238.2
Chemicals	151.7	176.1
Lubricants	70.3	81.6
Total	5,208.7	5,799.1
Logistics Segment:		
Logistics	78.8	64.7
Total revenue prior to eliminations	5,287.5	5,863.8
Elimination of intercompany revenue	(71.3)	(61.0)
Total Revenues	\$5,216.2	\$5,802.8

The majority of the Company’s revenues are generated from the sale of refined petroleum products reported in the Refining segment. These revenues are largely based on the current spot (market) prices of the products sold, which represent consideration specifically allocable to the products being sold on a given day, and the Company recognizes those revenues upon delivery and transfer of title to the products to our customers. The time at which delivery and transfer of title occurs is the point when the Company’s control of the products is transferred to the Company’s customers and when its performance obligation to its customers is fulfilled. Delivery and transfer of title are specifically agreed to between the Company and customers within the contracts. The Refining segment also has contracts which contain fixed pricing, tiered pricing, minimum volume features with makeup periods, or other factors that have not materially been affected by ASC 606.

Logistics segment revenue is generated by charging fees for crude oil and refined products terminaling, storing and pipeline services based on the greater of contractual minimum volume commitments, as applicable, or the delivery of actual volumes based on contractual rates applied to throughput or storage volumes. A majority of the Company’s logistics revenues are generated by intercompany transactions and are eliminated in consolidation.

Deferred Revenues

The Company records deferred revenues when cash payments are received or are due in advance of performance, including amounts which are refundable. Deferred revenue was \$66.5 million and \$20.1 million as of March 31, 2019 and December 31, 2018, respectively. Fluctuations in the deferred revenue balance are primarily driven by the timing and extent of cash payments received or due in advance of satisfying the Company’s performance obligations.

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The Company's payment terms vary by type and location of customers and the products offered. The period between invoicing and when payment is due is not significant (i.e. generally within two months). For certain products or services and customer types, the Company requires payment before the products or services are delivered to the customer.

13. INCOME TAXES

PBF Energy files federal and applicable state corporate income tax returns and recognizes income taxes on its pre-tax income, which to date has consisted primarily of its share of PBF LLC's pre-tax income (approximately 99.0% as of March 31, 2019 and December 31, 2018, respectively). PBF LLC is organized as a limited liability company and PBFX is an MLP, both of which are treated as "flow-through" entities for federal income tax purposes and therefore are not subject to income taxes apart from the income tax attributable to the two subsidiaries acquired in connection with the acquisition of Chalmette Refining and PBF Holding's wholly-owned Canadian subsidiary, PBF Ltd, that are treated as C-Corporations for income tax purposes.

The reported income tax expense in the PBF Energy Condensed Consolidated Statements of Operations consists of the following:

	Three Months Ended March 31,	
(in millions)	2019	2018
Current income tax expense	\$2.0	\$0.1
Deferred income tax expense	78.5	10.9
Total income tax expense	\$80.5	\$11.0

Income tax expense is based on income before taxes attributable to PBF Energy and excludes income before taxes attributable to noncontrolling interests as such interests are generally not subject to income taxes except as noted above. The difference between PBF Energy's effective income tax rate and the United States statutory rate is reconciled below:

	Three Months Ended March 31,	
	2019	2018
Provision at Federal statutory rate	21.0 %	21.0 %
Increase (decrease) attributable to flow-through of certain tax adjustments:		
State income taxes (net of federal income tax)	5.0 %	5.5 %
Nondeductible/nontaxable items	0.2 %	0.2 %
Rate differential from foreign jurisdictions	(0.3) %	— %
Other	0.1 %	(0.2) %
Effective tax rate	26.0 %	26.5 %

PBF Energy's effective income tax rate for the three months ended March 31, 2019, including the impact of income attributable to noncontrolling interests of \$12.2 million, was 25.0%. PBF Energy's effective income tax rate for the three months ended March 31, 2018, including the impact of income attributable to noncontrolling interests of \$11.4 million, was 20.7%.

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

The reported income tax benefit in the PBF LLC Condensed Consolidated Statements of Operations consists of the following:

(in millions)	Three Months Ended March 31,	
	2019	2018
Current income tax expense	\$—	\$—
Deferred income tax (benefit)	(7.2)	(0.7)
Total income tax (benefit)	\$(7.2)	\$(0.7)

The Company has determined there are no material uncertain tax positions as of March 31, 2019. The Company does not have any unrecognized tax benefits.

PBF ENERGY INC. AND PBF ENERGY COMPANY LLC
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

14. FAIR VALUE MEASUREMENTS

The tables below present information about the Company's financial assets and liabilities measured and recorded at fair value on a recurring basis and indicate the fair value hierarchy of the inputs utilized to determine the fair values as of March 31, 2019 and December 31, 2018.

We have elected to offset the fair value amounts recognized for multiple derivative contracts executed with the same counterparty; however, fair value amounts by hierarchy level are presented on a gross basis in the tables below. We have posted cash margin with various counterparties to support hedging and trading activities. The cash margin posted is required by counterparties as collateral deposits and cannot be offset against the fair value of open contracts except in the event of default. We have no derivative contracts that are subject to master netting arrangements that are reflected gross on the Condensed Consolidated Balance Sheets.

(in millions)	As of March 31, 2019					
	Fair Value Hierarchy			Total Gross Fair Value	Effect of Counter-party Netting	Net Carrying Value on Balance Sheet
	Level 1	Level 2	Level 3			
Assets:						
Money market funds	\$18.4	\$ —	—	\$18.4	N/A	\$ 18.4
Commodity contracts	3.5	11.7	—	15.2	(5.3)	9.9
Derivatives included with inventory intermediation agreement obligations	—	9.8	—	9.8	—	9.8
Liabilities:						
Commodity contracts	5.0	0.3	—	5.3	(5.3)	—
Catalyst lease obligations	—	47.4	—	47.4	—	47.4
As of December 31, 2018						
(in millions)	Fair Value Hierarchy	Total Gross Fair Value	Effect of Counter-party Netting	Net Carrying Value on Balance Sheet		
	Level 1	Level 2				