

HOLLY ENERGY PARTNERS LP
Form SC 13D/A
August 06, 2012
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934

(Amendment No. 4)

Holly Energy Partners, L.P.
(Name of Issuer)

Common Units
(Title of Class of Securities)

435763 10 7

(CUSIP Number)

Denise C. McWatters

Vice President, General Counsel and Secretary

HollyFrontier Corporation

2828 N. Harwood, Suite 1300

Dallas, Texas 75201

Tel: (214) 871-3555

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

July 12, 2012

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following pages)

#PageNum#

Common Unit CUSIP No. 435763 10 7

- 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 HollyFrontier Corporation 75-1056913
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
 OO
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware, United States
- 7 SOLE VOTING POWER
 72,503 Common Units
- 8 SHARED VOTING POWER
 12,055,012 Common Units
- 9 SOLE DISPOSITIVE POWER
 72,503 Common Units
- 10 SHARED DISPOSITIVE POWER
 12,055,012 Common Units
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)
 12,127,515 Common Units
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 42.7% of Common Units
- 14 TYPE OF REPORTING PERSON
 CO – corporation
- (1) Certain direct and indirect wholly owned subsidiaries of HollyFrontier Corporation, including HollyFrontier Holdings LLC, Navajo Pipeline Co., L.P., Navajo Refining Company, L.L.C., Holly Refining & Marketing Company – Woods Cross LLC and Holly Logistics Limited LLC, are the record owners of 12,055,012 of these Common Units.

#PageNum#

Common Unit CUSIP No. 435763 10 7

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS HollyFrontier Holdings LLC 90-0868306	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, United States	
	7	SOLE VOTING POWER 0 Common Units
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER 1,029,900 Common Units
	9	SOLE DISPOSITIVE POWER 0 Common Units
	10	SHARED DISPOSITIVE POWER 1,029,900 Common Units
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,029,900 Common Units	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 3.6% of Common Units	
14	TYPE OF REPORTING PERSON OO – limited liability company	

Common Unit CUSIP No. 435763 10 7

- 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 Navajo Holdings, Inc. 85-0284908
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
 OO (see Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 New Mexico, United States
- 7 SOLE VOTING POWER
 0 Common Units
- 8 SHARED VOTING POWER
 10,935,055 Common Units
- 9 SOLE DISPOSITIVE POWER
 0 Common Units
- 10 SHARED DISPOSITIVE POWER
 10,935,055 Common Units
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)
 10,935,055 Common Units
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 38.5% of Common Units
- 14 TYPE OF REPORTING PERSON
 CO – corporation
- (1) Navajo Pipeline Co., L.P. and Holly Logistics Limited LLC are the record owners of these Common Units.

Common Unit CUSIP No. 435763 10 7

- 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 Navajo Pipeline GP, L.L.C. 52-2364943
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
 OO (see Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware, United States
- 7 SOLE VOTING POWER
 0 Common Units
- 8 SHARED VOTING POWER
 10,935,055 Common Units
- 9 SOLE DISPOSITIVE POWER
 0 Common Units
- 10 SHARED DISPOSITIVE POWER
 10,935,055 Common Units
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)
 10,935,055 Common Units
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 38.5% of Common Units
- 14 TYPE OF REPORTING PERSON
 OO – limited liability company
- (1) Navajo Pipeline Co., L.P. and Holly Logistics Limited LLC are the record owners of these Common Units.

Common Unit CUSIP No. 435763 10 7

- 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 Navajo Pipeline LP, L.L.C. 85-0484420
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
 OO (see Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware, United States
- 7 SOLE VOTING POWER
 0 Common Units
- 8 SHARED VOTING POWER
 10,935,055 Common Units
- 9 SOLE DISPOSITIVE POWER
 0 Common Units
- 10 SHARED DISPOSITIVE POWER
 10,935,055 Common Units
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)
 10,935,055 Common Units
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 38.5% of Common Units
- 14 TYPE OF REPORTING PERSON
 OO – limited liability company
- (1) Navajo Pipeline Co., L.P. and Holly Logistics Limited LLC are the record owners of these Common Units.

Common Unit CUSIP No. 435763 10 7

- 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 Navajo Pipeline Co., L.P. 75-1611333
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
 OO (see Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware, United States
- | | | |
|--|----|---|
| | 7 | SOLE VOTING POWER
0 Common Units |
| NUMBER OF SHARES
BENEFICIALLY OWNED BY
EACH REPORTING PERSON
WITH | 8 | SHARED VOTING POWER
10,935,055 Common Units |
| | 9 | SOLE DISPOSITIVE POWER
0 Common Units |
| | 10 | SHARED DISPOSITIVE POWER
10,935,055 Common Units |
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)
 10,935,055 Common Units
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 38.5% of Common Units
- 14 TYPE OF REPORTING PERSON
 PN – partnership
- (1) Holly Logistics Limited LLC is the record owner of 10,807,615 of these Common Units.

Common Unit CUSIP No. 435763 10 7

- 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 Holly Logistic Services, L.L.C. 05-0593172
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
 OO (see Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware, United States
- 7 SOLE VOTING POWER
 0 Common Units
- 8 SHARED VOTING POWER
 10,807,615 Common Units
- 9 SOLE DISPOSITIVE POWER
 0 Common Units
- 10 SHARED DISPOSITIVE POWER
 10,807,615 Common Units
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON (1)
 10,807,615 Common Units
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 38.1% of Common Units
- 14 TYPE OF REPORTING PERSON
 OO – limited liability company
- (1) Holly Logistics Limited LLC is the record owner of these Common Units.

Common Unit CUSIP No. 435763 10 7

- 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 Holly Logistics Limited LLC 27-4289116
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
 OO (see Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware, United States
- 7 SOLE VOTING POWER
 0 Common Units
- 8 SHARED VOTING POWER
 10,807,615 Common Units
- 9 SOLE DISPOSITIVE POWER
 0 Common Units
- 10 SHARED DISPOSITIVE POWER
 10,807,615 Common Units
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 10,807,615 Common Units
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 38.1% of Common Units
- 14 TYPE OF REPORTING PERSON
 OO – limited liability company

Common Unit CUSIP No. 435763 10 7

- 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 Navajo Refining Company, L.L.C. 85-0301920
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
 OO (see Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware, United States
- 7 SOLE VOTING POWER
 0 Common Units
- 8 SHARED VOTING POWER
 59,844 Common Units
- 9 SOLE DISPOSITIVE POWER
 0 Common Units
- 10 SHARED DISPOSITIVE POWER
 59,844 Common Units
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 59,844 Common Units
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.2% of Common Units
- 14 TYPE OF REPORTING PERSON
 OO – limited liability company

Common Unit CUSIP No. 435763 10 7

- 1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 Holly Refining & Marketing Company – Woods Cross LLC 61-1443519 (a)
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b)
- 3 SEC USE ONLY
- 4 SOURCE OF FUNDS
 OO (see Item 3)
- 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
 TO ITEMS 2(d) OR 2(e)
- 6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware, United States
- 7 SOLE VOTING POWER
 0 Common Units
- 8 SHARED VOTING POWER
 30,213 Common Units
- 9 SOLE DISPOSITIVE POWER
 0 Common Units
- 10 SHARED DISPOSITIVE POWER
 30,213 Common Units
- 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 30,213 Common Units
- 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES
- 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 0.1% of Common Units
- 14 TYPE OF REPORTING PERSON
 OO – limited liability company
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AMENDMENT NO. 4 TO SCHEDULE 13D

This Amendment No. 4 to Schedule 13D (this “Amendment”) relates to the common units representing limited partner interests (the “Common Units”) of Holly Energy Partners, L.P., a Delaware limited partnership (the “Issuer”), and amends the Schedule 13D filed with the Securities and Exchange Commission on August 28, 2009, as amended by the Amendment No. 1 thereto filed on January 14, 2011, by HollyFrontier Corporation (formerly named Holly Corporation), Navajo Holdings, Inc., Navajo Pipeline GP, L.L.C., Navajo Pipeline LP, L.L.C., Navajo Pipeline Co., L.P., Holly Logistic Services, L.L.C., Holly Logistics Limited LLC and HEP Logistics Holdings, L.P. (collectively, the “Filing Persons”), as further amended by the Amendment No. 2 thereto filed on February 25, 2011, by the Filing Persons (other than HEP Logistics Holdings, L.P.), and as further amended by the Amendment No. 3 thereto filed on December 21, 2011, by the Filing Persons (other than HEP Logistics Holdings, L.P.).

Except as otherwise specified in this Amendment, all items left blank remain unchanged in all material respects and any items which are reported are deemed to amend and restate the corresponding items in the Schedule 13D.

Capitalized terms used herein but not defined herein have the respective meanings ascribed to them in the Schedule 13D.

Item 2. Identity and Background

Sub-Items (a) and (c) of Item 2 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) Name of Persons Filing this Statement:

- HollyFrontier Corporation, a Delaware corporation and formerly named Holly Corporation (“HollyFrontier”), is the parent of HollyFrontier Holdings LLC (“Holdings”), a Delaware limited liability company, Navajo Holdings, Inc., a New Mexico corporation (“Navajo Holdings”), Navajo Pipeline GP, L.L.C., a Delaware limited liability company (“Navajo Pipeline GP”), Navajo Pipeline LP, L.L.C., a Delaware limited liability company (“Navajo Pipeline LP”),
- (1) Navajo Pipeline, Co., L.P., a Delaware limited partnership (“Navajo”), Holly Logistic Services, L.L.C., a Delaware limited liability company (“HLS”), Holly Logistics Limited LLC, a Delaware limited liability company (“HLL”), Navajo Refining Company, L.L.C., a Delaware limited liability company (“NRC”) and Holly Refining & Marketing Company – Woods Cross LLC, a Delaware limited liability company (“HRMC”).
 - (2) Holdings is a wholly owned subsidiary of HollyFrontier.
 - (3) NRC is a wholly owned subsidiary of HollyFrontier.
 - (4) HRMC is a wholly owned subsidiary of HollyFrontier.
 - (5) Navajo Holdings is a wholly owned subsidiary of HollyFrontier.
 - (6) Navajo Pipeline GP is a wholly owned subsidiary of Navajo Holdings.
 - (7) Navajo Pipeline LP is a wholly owned subsidiary of Navajo Holdings.
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(8) Navajo has one general and limited partner, which are Navajo Pipeline GP and Navajo Pipeline LP, respectively.

(9) HLS is a wholly owned subsidiary of Navajo.

(10) HLL (collectively with HollyFrontier, Holdings, NRC, HRMC, Navajo Holdings, Navajo Pipeline GP, Navajo Pipeline LP, Navajo and HLS, the "Reporting Persons") is a wholly owned subsidiary of HLS.

The Reporting Persons (other than Holdings, HLL, NRC and HRMC) and HEP Logistics Holdings, L.P., a Delaware limited partnership (the "General Partner"), previously entered into a Joint Filing Agreement, dated August 28, 2009, a copy of which is incorporated by reference to this Schedule 13D as Exhibit 99.1 (which is hereby incorporated by reference). The Reporting Persons (other than Holdings, NRC and HRMC) and the General Partner have entered into an amendment to the Joint Filing Agreement, dated January 13, 2011, a copy of which is incorporated by reference to this Schedule 13D as Exhibit 99.2 (which is hereby incorporated by reference), and the Reporting Persons have entered into an amendment to the Joint Filing Agreement, dated as of the date hereof, a copy of which is incorporated by reference to this Schedule 13D as Exhibit 99.3 (which is hereby incorporated by reference) pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act. Information with respect to each Reporting Person is given solely by such Reporting Person, and no Reporting Person assumes responsibility for the accuracy or completeness of the information furnished by another Reporting Person. The Reporting Persons expressly disclaim that they have agreed to act as a group.

Pursuant to Rule 13d-4 of the Act, the Reporting Persons expressly declare that the filing of this statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Act or otherwise, the beneficial owner of any securities covered by this Schedule 13D held by any other person.

(c) Present Principal Occupation or Principal Business:

(1) The principal business of HollyFrontier is to act as a holding company whose assets consist of direct and indirect ownership interests in, and whose business is conducted substantially through, its subsidiaries.

(2) The principal business of Holdings is to own Common Units in the Issuer and certain other securities in a subsidiary of the Issuer.

(3) The principal business of NRC is to own and operate the Navajo refinery and related assets.

(4) The principal business of HRMC is to own and operate the Woods Cross refinery and related assets.

(5) The principal business of Navajo Holdings is to act as a holding company whose assets consist of direct and indirect ownership interests in, and whose

business is conducted substantially through, its subsidiaries.

(6) The principal business of Navajo Pipeline GP is to serve as the general partner of Navajo.

(7) The principal business of Navajo Pipeline LP is to serve as the limited partner of Navajo.

(8) The principal business of Navajo is to own all of the membership interests in HLS and serve as the limited partner of the General Partner.

(9) The principal business of HLS is to serve as the general partner of the General Partner, and as the sole member of HLL.

(10) The principal business of HLL is to own Common Units in the Issuer. The principal business of the Issuer is to own and operate (through its subsidiaries) product and crude pipelines, tankage, terminals and loading facilities.

Pursuant to Instruction C to Schedule 13D of the Act, information regarding the directors and executive officers of HollyFrontier, Navajo Holdings and HLS (the "Listed Persons") are as follows:

HollyFrontier Corporation:

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Name	Position	Principal Occupation/Business	Common Units Beneficially Owned	Percent of Common Units Beneficially Owned
Matthew P. Clifton	Executive Chairman and Director	Executive Officer of HollyFrontier and its affiliates	117,281	0.41
Michael C. Jennings	Chief Executive Officer, President and Director	Executive Officer of HollyFrontier and its affiliates	2,000	*
Douglas S. Aron	Executive Vice President and Chief Financial Officer	Executive Officer of HollyFrontier and its affiliates	420 ⁽¹⁾	*
David L. Lamp	Executive Vice President and Chief Operating Officer	Executive Officer of HollyFrontier and its affiliates	0	-
George J. Damiris	Senior Vice President, Supply and Marketing	Executive Officer of HollyFrontier and its affiliates	0	-
Bruce R. Shaw	Senior Vice President, Strategy and Corporate Development	Executive Officer of HollyFrontier and its affiliates	10,079	*
James M. Stump	Vice President, General Counsel and Secretary	Executive Officer of HollyFrontier and its affiliates	0	-
Denise C. McWatters	Director	Financial Consultant	4,708 ⁽²⁾	*
Robert G. McKenzie	Director	Chairman and Chief Executive Officer of Raintree Resorts International	0	-
Douglas Y. Bech	Director	Of Counsel to Thompson & Knight L.L.P.	0	-
Buford P. Berry	Director	Private Investor	0	-
Leldon E. Echols	Director	Retired	0	-
Tommy A. Valenta	Director	Chief Executive Officer of Turtle Creek Trust Company	0	-
R. Kevin Hardage	Director	Partner at Glenrock Recovery Partners, LLC	0	-
Robert J. Kostelnik	Director	Managing General Partner and Principal Owner of Lee, Hite & Wisda Ltd.	100 ⁽³⁾	*
James H. Lee	Director	Private Investor	0	-
Franklin Myers	Director	Private Investor	0	-
Michael E. Rose	Director	Private Investor	0	-

*Less than 0.1%

Navajo Holdings, Inc.

Name	Position	Principal Occupation/Business	Common Units Beneficially Owned	Percent of Common Units Beneficially Owned
Michael C. Jennings	Chief Executive Officer, President and Director	Executive Officer of HollyFrontier and its affiliates	2,000	*
Douglas S. Aron	Executive Vice President, Chief Financial Officer and Director	Executive Officer of HollyFrontier and its affiliates	420 ⁽¹⁾	*
David L. Lamp	Executive Vice President, Chief Operating Officer	Executive Officer of HollyFrontier and its affiliates	0	-
Denise C. McWatters	Vice President, General Counsel, Secretary and Director	Executive Officer of HollyFrontier and its affiliates	4,708 ⁽²⁾	*

*Less than 0.1%

Holly Logistic Services, L.L.C.

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Name	Position	Principal Occupation/Business	Common Units Beneficially Owned	Percent of Common Units Beneficially Owned
Matthew P. Clifton	Chairman of the Board, Chief Executive Officer and President	Executive Officer of HollyFrontier and certain of its affiliates	117,281	0.41
Bruce R. Shaw	Senior Vice President, Strategy and Corporate Development	Executive Officer of HollyFrontier and certain of its affiliates	10,079	*
Mark T. Cunningham	Vice President, Operations	Executive Officer of HLS	14,098	*
Denise C. McWatters	Vice President, General Counsel and Secretary	Executive Officer of HollyFrontier and its affiliates	4,708 ⁽²⁾	*