Risk Factors Comparison 2024-02-28 to 2023-02-23 Form: 10-K

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You should carefully consider each of the following risks and all the other information contained in this Annual Report on Form 10- K in evaluating us and our common stock. Although the risks are organized by headings, and each risk is discussed separately, many are interrelated. Our business, financial condition, results of operations and cash flows could be materially and adversely affected by these risks, and, as a result, the trading price of our common stock could decline. We have in the past been adversely affected by certain of, and may in the future be affected by, these risks. You should not interpret the disclosure of any risk factor to imply that the risk has not already materialized. Business and Operational Risks Our financial results are affected by volatile refining margins, which are dependent on factors beyond our control. Our operating results, cash flows, future rate of growth, the carrying value of our assets and our ability to execute share repurchases and continue the payment of our base dividend are highly dependent on the margins we realize on our refined products. Historically, refining and marketing margins have been volatile, and we believe they will continue to be volatile. Our margins from the sale of gasoline and other refined products are influenced by a number of conditions, including the price of crude oil and other feedstocks. The prices of feedstocks and the prices at which we can sell our refined products fluctuate independently due to a variety of regional and global market factors that are beyond our control, including: • worldwide and domestic supplies of and demand for feedstocks and refined products; • transportation infrastructure cost and availability; • operation levels of other refineries in our markets; • the development by competitors of new refining or renewable conversion capacity; • natural gas and electricity supply costs; • political instability, threatened or actual terrorist incidents, armed conflict or other global political or economic conditions; • local weather conditions; and • the occurrence of other risks described herein. Some of these factors can vary by region and may change quickly, adding to market volatility, while others may have longer- term effects. The longer- term effects of these and other factors on refining and marketing margins are uncertain. We generally purchase our feedstocks weeks before we refine them and sell the refined products. Price level changes during the period between purchasing feedstocks and selling the refined products from these feedstocks can have a significant effect on our financial results. We also purchase refined products manufactured by others for resale to our customers. Price changes during the periods between purchasing and reselling those refined products can have a material and adverse effect on our business, financial condition, results of operations and cash flows. Lower refining and marketing margins have in the past, and may in the future, lead us to reduce the amount of refined products we produce, which may reduce our revenues, income from operations and cash flows. Significant reductions in refining and marketing margins could require us to reduce our capital expenditures, impair the carrying value of our assets (such as property, plant and equipment, inventory or goodwill), and require us to re- evaluate practices regarding our repurchase activity and dividends. Legal, technological, political and scientific developments regarding emissions, fuel efficiency and alternative fuel vehicles may decrease demand for petroleum- based transportation fuels. Developments aimed at reducing vehicle emissions, increasing vehicle efficiency or reducing the sale of new petroleum- fueled vehicles may decrease the demand and may increase the cost for our transportation fuels. **An** ~~At the direction of President Biden in his~~ Executive Order ~~setting~~ **issued on August 5, 2021, set** a goal that 50 percent of all new passenger cars and light trucks sold in 2030 be zero emission vehicles **. Consistent with this order** , EPA and NHTSA have promulgated separate rules setting more stringent requirements for reductions through model year 2026. NHTSA' s amended CAFE standards increase in stringency from model year 2023 levels by eight percent annually for model years 2024- 2025 and ten percent annually for model year 2026. EPA' s revised model year 2023- 2026 CO_2 emission standards, which were finalized in December 2021, result in average fuel economy of 40 mpg in model year 2026. Other jurisdictions have issued or considered issuing similar mandates, and we expect this trend will continue. Moreover, consumer acceptance and market penetration of electric, hybrid and alternative fuel vehicles continues to increase. In 2021, several automobile manufacturers jointly announced their shared goal that 40- 50 ~~%~~ **percent** of their new vehicle sales be battery electric, fuel cell or plug- in hybrid vehicles by 2030. Other automobile manufacturers have similar, or more aggressive, goals with respect to vehicle electrification. Technological breakthroughs relating to renewable fuels or other fuel alternatives such as hydrogen or ammonia, or efficiency improvements for internal combustion engines could reduce demand for petroleum- based transportation fuels. Together, these trends and developments have had and are expected to continue to have an adverse effect on sales of our petroleum- based transportation fuels, which in turn could have a material and adverse effect on our business, financial condition, results of operations and cash flows. Our operations are subject to business interruptions and ~~casualty losses~~ **present inherent hazards and risks, which could adversely impact our results of operations and financial condition** . Our operations are subject to business interruptions, such as scheduled and unscheduled refinery turnarounds, unplanned maintenance, explosions, fires, refinery or pipeline releases, product quality incidents, power outages, severe weather, labor disputes, acts of terrorism, or other natural or man- made disasters. These types of incidents adversely affect our operations and may result in serious personal injury or loss of human life, significant damage to property and equipment, impaired ability to manufacture our products, environmental pollution, and substantial losses. We have experienced certain of these incidents in the past. For assets located near populated areas, the level of damage resulting from such an incident could be greater. In addition, we operate in and adjacent to environmentally sensitive waters where tanker, pipeline, rail car and refined product transportation and storage operations are closely regulated by federal, state and local agencies and monitored by environmental interest groups. Certain of our refineries receive crude oil and other feedstocks by tanker or barge. MPLX operates a fleet of boats and barges to transport light products, heavy oils, crude oil, renewable fuels, chemicals and feedstocks to and from **our** refineries and terminals owned by MPC **and MPLX** . Transportation and storage of crude oil, other feedstocks and refined products over and adjacent to water involves inherent risk and subjects us to the provisions of the OPA- 90 and state laws in U. S. coastal and Great Lakes states and states bordering inland waterways on which we operate, as well as international laws in the jurisdictions in which we operate. If we are unable to promptly and adequately contain any accident or discharge involving tankers, pipelines, rail cars or above ground storage tanks transporting or storing crude oil, other feedstocks or refined products, we may be subject to substantial liability. In addition, the service providers contracted to aid us in a discharge response may be unavailable due to weather conditions, governmental regulations or other local or global events. Damages resulting from an incident involving any of our assets or operations may result in our being named as a defendant in one or more lawsuits asserting potentially substantial claims or in our being assessed potentially substantial fines by governmental authorities. We are increasingly dependent on the performance of our information technology systems and those of our third- party business partners and service providers. We are increasingly dependent on our information technology systems and those of our third- party business partners and service providers for the safe and effective operation of our business. We rely on such systems to process, transmit and store electronic information, including financial records and personally identifiable information such as employee, customer and investor data, and to manage or support a variety of business processes, including our supply chain, pipeline operations, gathering and processing operations, credit card payments and authorizations at certain of our customers' retail outlets, financial transactions, banking and numerous other processes and transactions. Our **information** systems (and those of our third- party business partners and service providers) **, including our cloud computing environments and operational technology environments,** are subject to numerous and evolving cybersecurity threats and attacks, including ransomware and other malware, and phishing and social engineering schemes **, supply chain attacks, and advanced artificial intelligence cyberattacks** , which can compromise our ability to operate, and the confidentiality, availability, and integrity of data in our systems or those of our third- party business partners and service providers. These and other cybersecurity threats may originate with criminal attackers **, advanced persistent threats and nation- state actors** , state- sponsored actors or employee error or malfeasance. Because the techniques used to obtain unauthorized access, or to disable or degrade systems continuously evolve and have become increasingly complex and sophisticated, and can remain undetected for a period of time despite efforts to detect and respond in a timely manner, we (and our third- party business partners and service providers) are subject to the risk of cyberattacks. Our cybersecurity and infrastructure protection technologies, disaster recovery plans and systems, employee training and vendor risk management may not be sufficient to defend us against all unauthorized attempts to access our information or impact our systems. We and our third- party vendors and service providers have been and may in the future be subject to cybersecurity events of varying degrees. To date, the impacts of prior events have not had a material adverse effect on us. Cybersecurity events involving our information technology systems or those of our third- party business partners and service providers can result in theft, destruction, loss, misappropriation or release of confidential financial data, regulated personally identifiable information, intellectual property and other information; give rise to remediation or other expenses; result in litigation, claims and increased regulatory review or scrutiny; reduce our customers' willingness to do business with us; disrupt our operations and the services we provide to customers; and subject us to litigation and legal liability under international, U. S. federal and state laws. Any of such results could have a material adverse effect on our reputation, business, financial condition, results of operations and cash flows. The availability and cost of renewable identification numbers could have an adverse effect on our financial condition and results of operations. Pursuant to the Energy Policy Act of 2005 and the EISA, Congress established a Renewable Fuel Standard (" RFS ") program that requires annual volumes of renewable fuel be blended into domestic transportation fuel. A RIN is assigned to each gallon of renewable fuel produced in, or imported into, the United States. As a producer of petroleum- based motor fuels, we are obligated to blend renewable fuels into the products we produce at a rate that is at least commensurate to EPA' s quota and, to the extent we do not, we must purchase RINs in the open market to satisfy our obligation under the RFS program. We are exposed to the volatility in the market price of RINs. We cannot predict the future prices of RINs. RINs prices are dependent upon a variety of factors, including EPA regulations, the availability of RINs for purchase, and levels of transportation fuels produced, which can vary significantly from quarter to quarter. There is currently no regulatory method for verifying the validity of most RINs sold on the open market. We have developed a RIN integrity program to vet the RINs that we purchase, and we incur costs to audit RIN generators. Nevertheless, if any of the RINs that we purchase and use for compliance are found to be invalid, we could incur costs and penalties for replacing the invalid RINs. See Item 1. Business – Regulatory Matters for additional information on these and other regulatory compliance matters. Competitors that produce their own supply of feedstocks, own their own retail sites, or have greater financial resources may have a competitive advantage. The refining and marketing industry is highly competitive with respect to both feedstock supply and refined petroleum products. We compete with many companies for available supplies of crude oil and other feedstocks, and we do not produce any of our crude oil feedstocks. Our competitors include multinational, integrated major oil companies that can obtain a significant portion of their feedstocks from company- owned production. Competitors that produce crude oil are at times better positioned to withstand periods of depressed refining margins or feedstock shortages. We also compete with other companies for customers for our refined petroleum products. The independent entrepreneurs who operate primarily Marathon- branded outlets and the direct dealer locations we supply compete with other convenience store chains, outlets owned or operated by integrated major oil companies or their dealers or jobbers, and other well- recognized national or regional retail outlets, often selling transportation fuels and merchandise at very competitive prices. Non- traditional transportation fuel retailers, such as supermarkets, club stores and mass merchants, may be better able to withstand volatile market conditions or levels of low or no profitability in the retail segment of the market. The loss of market share by those who operate our branded outlets and the direct dealer locations we supply could adversely affect our business, financial condition, results of operations and cash flows ~~. The COVID- 19 pandemic has had, and may continue to have, a material and adverse effect on our and our customers' business and on general economic, financial and business conditions. The COVID- 19 pandemic and existing COVID- 19 mitigation measures have had adverse effects on global travel and economic activity and, consequently, demand for the petroleum products~~

~~that we manufacture, sell, transport and store. While demand for the petroleum products that we manufacture, sell, transport and store witnessed a substantial recovery in 2022, significant uncertainty remains as to the extent to which further resurgences in the virus, the emergence of new variants and waning vaccine effectiveness may spur future actions by individuals, governments and the private sector to stem the spread of the virus. The extent to which the COVID- 19 pandemic continues to impact global economic conditions, our business and the business of our customers, suppliers and other counterparties, will depend largely on future developments that remain uncertain and cannot be predicted, such as the length and severity of the pandemic; the social, economic and epidemiological effects of COVID- 19 mitigation measures; the extent to which individuals acquire and retain immunity; emerging virus variants and how those new variants of the disease affect the human body; the stress on access to materials, supplies and contract labor; and general economic conditions. Additionally, the continuation of the pandemic could precipitate or aggravate the other risks identified in this Form 10- K, which in turn could further materially and adversely affect our business, financial condition and results of operations, including in ways not currently known or considered by us to present significant risks~~. We may be negatively impacted by inflation. Increases in inflation may have an adverse effect on us. Current and future inflationary effects may be driven by, among other things, supply chain disruptions and governmental stimulus or fiscal policies. Continuing increases in inflation could impact the commodity markets generally, the overall demand for our products and services, our costs for labor, material and services and the margins we are able to realize on our products, all of which could have an adverse impact on our business, financial position, results of operations and cash flows. Inflation may also result in higher interest rates, which in turn would result in higher interest expense related to our variable rate indebtedness and any borrowings we undertake to refinance existing fixed rate indebtedness. We are subject to interruptions of supply and increased costs as a result of our reliance on third- party transportation of crude oil and refined products. We utilize the services of third parties to transport crude oil and refined products to and from our refineries. In addition to our own operational risks, we could experience interruptions of supply or increases in costs to deliver refined products to market if the ability of the pipelines, railways or vessels to transport crude oil or refined products is disrupted or limited because of weather events, accidents, labor disputes, governmental regulations or third- party actions. In particular, pipelines or railroads provide a nearly exclusive form of transportation of crude oil to, or refined products from, some of our refineries. A prolonged interruption, material reduction or cessation of service of such a pipeline or railway, whether due to private party or governmental action or other reason, or any other prolonged disruption of the ability of the trucks, pipelines, railways or vessels to transport crude oil or refined products to or from one or more of our refineries, can adversely affect us. A significant decrease in oil and natural gas production in MPLX' s areas of operation may adversely affect MPLX' s business, financial condition, results of operations and cash available for distribution to its unitholders, including MPC. A significant portion of MPLX' s operations is dependent on the continued availability of natural gas and crude oil production. The production from oil and natural gas reserves and wells owned by its producer customers will naturally decline over time, which means that MPLX' s cash flows associated with these wells will also decline over time. To maintain or increase throughput levels and the utilization rate of MPLX' s facilities, MPLX must continually obtain new oil, natural gas, NGL and refined product supplies, which depend in part on the level of successful drilling activity near its facilities, its ability to compete for volumes from successful new wells and its ability to expand its system capacity as needed. We have no control over the level of drilling activity in the areas of MPLX' s operations, the amount of reserves associated with the wells or the rate at which production from a well will decline. In addition, we have no control over producers or their production decisions, which are affected by demand, prevailing and projected energy prices, drilling costs, operational challenges, access to downstream markets, the level of reserves, geological considerations, governmental regulations and the availability and cost of capital. Reductions in exploration or production activity in MPLX' s areas of operations could lead to reduced throughput on its pipelines and utilization rates of its facilities. Decreases in energy prices can lead to decreases in drilling activity, production rates and investments by third parties in the development of new oil and natural gas reserves. The prices for oil, natural gas and NGLs depend upon factors beyond our control, including global and local demand, production levels, changes in interstate pipeline gas quality specifications, imports and exports, seasonality and weather conditions, economic and political conditions domestically and internationally and governmental regulations. Sustained periods of low prices can result in producers deciding to limit their oil and gas drilling operations, which can substantially delay the production and delivery of volumes of oil, natural gas and NGLs to MPLX' s facilities and adversely affect their revenues and cash available for distribution to us. This impact may also be exacerbated due to the extent of MPLX' s commodity- based contracts, which are more directly impacted by changes in natural gas and NGL prices than its fee- based contracts due to frac spread exposure and may result in operating losses when natural gas becomes more expensive on a Btu equivalent basis than NGL products. In addition, the purchase and resale of natural gas and NGLs in the ordinary course exposes our Midstream operations to volatility in natural gas or NGL prices due to the potential difference in the time of the purchases and sales and the potential difference in the price associated with each transaction, and direct exposure may also occur naturally as a result of production processes. Also, the significant volatility in natural gas, NGL and oil prices could adversely impact MPLX' s unit price, thereby increasing its distribution yield and cost of capital. Such impacts could adversely impact MPLX' s ability to execute its long - term organic growth projects, satisfy obligations to its customers and make distributions to unitholders at intended levels, and may also result in non- cash impairments of long- lived assets or goodwill or other- than- temporary non- cash impairments of our equity method investments. Severe weather events, other climate conditions and earth movement and other geological hazards may adversely affect our assets and ongoing operations. Our assets are subject to acute physical risks, such as floods, hurricane- force winds, wildfires, winter storms, and earth movement in variable, steep and rugged terrain and terrain with varied or changing subsurface conditions, and chronic physical risks, such as sea- level rise or water shortages. For example, in 2021, our Galveston Bay refinery was adversely affected by Winter Storm Uri and our Garyville refinery was adversely affected by Hurricane Ida. The occurrence of these and similar events have had, and may in the future have, an adverse effect on our assets and operations. We have incurred and will continue to incur additional costs to protect our assets and operations from such physical risks and employ the evolving technologies and processes available to mitigate such risks. To the extent such severe weather events or other climate conditions increase in frequency and severity, we may be required to modify operations and incur costs that could materially and adversely affect our business, financial condition, results of operations and cash flows. We are subject to risks arising from our operations outside the United States and generally to worldwide political and economic developments. We operate and sell some of our products **and procure some feedstocks** outside the United States. Our business, financial condition, results of operations and cash flows could be negatively impacted by disruptions in any of these markets, including economic instability, restrictions on the transfer of funds, supply chain disruptions, duties and tariffs, transportation delays, difficulty in enforcing contractual provisions, import and export controls, changes in governmental policies, political and social unrest, security issues involving key personnel and changing regulatory and political environments. Future outbreaks of infectious diseases or pandemics could affect demand for refined products and economic conditions generally ~~, as the COVID- 19 pandemic has done in recent years~~ . In addition, the deterioration of trade relationships, modification or termination of existing trade agreements, imposition of new economic sanctions against Russia or other countries and the effects of potential responsive countermeasures, or increased taxes, border adjustments or tariffs can make international business operations more costly, which can have a material adverse effect on our business, financial condition, results of operations and cash flows. We are required to comply with U. S. and international laws and regulations, including those involving anti- bribery, anti- corruption and anti- money laundering. Our training and compliance program and our internal control policies and procedures may not always protect us from violations committed by our employees or agents. Actual or alleged violations of these laws could disrupt our business and cause us to incur significant legal expenses, and could result in a material adverse effect on our reputation, business, financial condition, results of operations and cash flows. More broadly, political and economic factors in global markets could impact crude oil and other feedstock supplies and could have a material adverse effect on us in other ways. Hostilities in the Middle East, Russia or elsewhere or the occurrence or threat of future terrorist attacks could adversely affect the economies of the U. S. and other countries. Lower levels of economic activity often result in a decline in energy consumption, which may cause our revenues and margins to decline and limit our future growth prospects. These risks could lead to increased volatility in prices for refined products, NGLs and natural gas. Additionally, these risks could increase instability in the financial and insurance markets and make it more difficult or costly for us to access capital and to obtain the insurance coverage that we consider adequate. Additionally, tax policy, legislative or regulatory action and commercial restrictions could reduce our operating profitability. For example, the U. S. government could prevent or restrict exports of refined products, NGLs, natural gas or the conduct of business in or with certain foreign countries. In addition, foreign countries could restrict imports, investments or commercial transactions or revoke or refuse to grant necessary permits. Our investments in joint ventures could be adversely affected by our reliance on our joint venture partners and their financial condition, and our joint venture partners may have interests or goals that are inconsistent with ours. We conduct some of our operations through joint ventures in which we share control over certain economic and business interests with our joint venture partners. Our joint venture partners may have economic, business or legal interests or goals that are inconsistent with our goals and interests or may be unable to meet their obligations. Failure by us, or an entity in which we have an interest, to adequately manage the risks associated with any acquisitions or joint ventures could have a material adverse effect on the financial condition or results of operations of our joint ventures and adversely affect our reputation, business, financial condition, results of operations and cash flows. Terrorist attacks or other targeted operational disruptions may affect our facilities or those of our customers and suppliers. Refining, gathering and processing, pipeline and terminal infrastructure, and other energy assets, may be the subject of terrorist attacks or other targeted operational disruptions. Any attack or targeted disruption of our operations, those of our customers or, in some cases, those of other energy industry participants, could have a material and adverse effect on our business. Similarly, any similar event that severely disrupts the markets we serve could materially and adversely affect our results of operations, financial position and cash flows. Financial Risks We have significant debt obligations; therefore, our business, financial condition, results of operations and cash flows could be harmed by a deterioration of our credit profile or downgrade of our credit ratings, a decrease in debt capacity or unsecured commercial credit available to us, or by factors adversely affecting credit markets generally. At December 31, ~~2022~~ **2023** , our total debt obligations for borrowed money and finance lease obligations were $ 27. ~~08~~ **62** billion, including $ 20. ~~11~~ **71** billion of obligations of MPLX and its subsidiaries. We may incur substantial additional debt obligations in the future. Our indebtedness may impose various restrictions and covenants on us that could have material adverse consequences, including: • increasing our vulnerability to changing economic, regulatory and industry conditions; • limiting our ability to compete and our flexibility in planning for, or reacting to, changes in our business and the industry; • limiting our ability to pay dividends to our stockholders; • limiting our ability to borrow additional funds; and • requiring us to dedicate a substantial portion of our cash flow from operations to payments on our debt, thereby reducing funds available for working capital, capital expenditures, acquisitions, share repurchases, dividends and other purposes. A decrease in our debt or commercial credit capacity, including unsecured credit extended by third- party suppliers, or a deterioration in our credit profile could increase our costs of borrowing money and limit our access to the capital markets and commercial credit. Our credit rating is determined by independent credit rating agencies. We cannot provide assurance that any of our credit ratings will remain in effect for any given period of time or that a rating will not be lowered or withdrawn entirely by a rating agency if, in its judgment, circumstances so warrant. Any changes in our credit capacity or credit profile could materially and adversely affect our business, financial condition, results of operations and cash flows. Significant variations in the market prices of crude oil and refined products can affect our financial performance. ~~During 2020, there were significant~~ **Significant** variations in the market prices of products held in our inventories ~~. Those significant variations required us to record either inventory valuation charges or benefits to reflect the valuation of our inventories at the lower of cost or market. Future inventory valuation adjustments~~ could have a negative or positive effect on our financial performance. In addition, a sustained period of low crude oil prices may also result in significant financial constraints on certain producers from which we acquire our crude oil, which could result in long term crude oil supply constraints for our business. Such conditions could also result in an increased risk that our customers and other counterparties may be unable to fully fulfill their obligations in a timely manner, or at all. A continued period of economic slowdown or recession, or a protracted period of depressed prices for crude oil or refined petroleum products, could have significant and adverse consequences for our financial condition and the financial condition of our customers, suppliers and other counterparties, and could diminish our liquidity, trigger additional impairments and negatively affect our ability to obtain adequate crude oil volumes and to market certain of our products at favorable prices, or at all. Our working capital, cash flows and liquidity can be significantly affected by decreases in commodity prices. Payment terms for our crude oil purchases are generally longer than the terms we extend to our customers for refined product sales. As a result, the payables for our crude oil purchases are proportionally larger than the receivables for our refined product sales. Due to this net payables position, a decrease in commodity prices generally results in a use of working capital, and given the significant volume of crude oil that we purchase the impact can materially affect our working capital, cash flows and liquidity. Increases in interest rates could adversely impact our share price, our ability to issue equity or incur debt for acquisitions or other purposes and our ability to make dividends at our intended levels. Our revolving credit facility has a variable interest rate. As a result, future interest rates on our debt could be higher than current levels, causing our financing costs to increase accordingly. In addition, we may in the future refinance outstanding borrowings under our revolving credit facility with fixed- rate indebtedness. Interest rates payable on fixed- rate indebtedness typically are higher than the short- term variable interest rates that we pay on borrowings under our revolving credit facility. We also have other fixed- rate indebtedness that we may need or desire to refinance in the future at or prior to the applicable stated maturity. A rising interest rate environment could have an adverse impact on our share price and our ability to issue equity or incur debt for acquisitions or other purposes and to make dividends at our intended levels. We may incur losses and additional costs as a result of our forward- contract activities and derivative transactions. We currently use commodity derivative instruments, and we expect to continue their use in the future. If the instruments we use to hedge our exposure to various types of risk are not effective, we may incur losses. Derivative transactions involve the risk that counterparties may be unable to satisfy their obligations to us. The risk of counterparty default is heightened in a poor economic environment. In addition, we may be required to incur additional costs in connection with future regulation of derivative instruments to the extent it is applicable to us. We do not insure against all potential losses, and, therefore, our business, financial condition, results of operations and cash flows could be adversely affected by unexpected liabilities and increased costs. We maintain insurance coverage in amounts we believe to be prudent against many, but not all, potential liabilities arising from operating hazards. Uninsured liabilities arising from operating hazards such as explosions, fires, refinery or pipeline releases, cybersecurity breaches or other incidents involving our assets or operations can reduce the funds available to us for capital and investment spending and could have a material adverse effect on our business, financial condition, results of operations and cash flows. Historically, we also have maintained insurance coverage for physical damage and resulting business interruption to our major facilities, with significant self- insured retentions. In the future, we may not be able to maintain insurance of the types and amounts we desire at reasonable rates. We have recorded goodwill and other intangible assets that could become further impaired and result in material non- cash charges to our results of operations. We accounted for **certain** ~~the Andeavor and other~~ acquisitions using the acquisition method of accounting, which requires that the assets and liabilities of the acquired business be recorded to our balance sheet at their respective fair values as of the acquisition date. Any excess of the purchase consideration over the fair value of the acquired net assets is recognized as goodwill. As of December 31, ~~2022~~ **2023** , our balance sheet reflected $ 8. 2 billion and $ 1. ~~9~~ **8** billion of goodwill and other intangible assets, respectively. We have in the past recorded significant impairments of our goodwill. To the extent the value of goodwill or intangible assets becomes further impaired, we may be required to incur additional material non- cash charges relating to such impairment. Our operating results may be significantly impacted from both the impairment and the underlying trends in the business that triggered the impairment. Large capital projects can be subject to delays, take years to complete, and market conditions could deteriorate significantly between the project approval date and the project startup date, negatively impacting project returns. We have several large capital projects underway, including **efficiency and modernization improvements at our Los Angeles** ~~the activities associated with the conversion of the Martinez refinery~~ **Refinery** ~~to~~ **and** a ~~renewable diesel facility~~ **Distillate Hydrotreater project at our Galveston Bay Refinery** . Delays in completing capital projects or making required changes or upgrades to our facilities could subject us to fines or penalties as well as affect our ability to supply certain products we produce. Such delays or cost increases may arise as a result of unpredictable factors, many of which are beyond our control, including: • denials of, delays in receiving, or revocations of requisite regulatory approvals or permits; • unplanned increases in the cost of construction materials or labor, whether due to inflation or other factors; • disruptions in transportation of components or construction materials; • adverse weather conditions, natural disasters or other events (such as equipment malfunctions, explosions, fires or spills) affecting our facilities, or those of vendors or suppliers; • shortages of sufficiently skilled labor, or labor disagreements resulting in unplanned work stoppages; • market- related increases in a project' s debt or equity financing costs; • global supply chain disruptions; • nonperformance by, or disputes with, vendors, suppliers, contractors or subcontractors; and • delays due to citizen, state or local political or activist pressure. Moreover, our revenues may not increase immediately upon the expenditure of funds on a particular project. For instance, if we build a new pipeline, the construction will occur over an extended period of time and we may not receive any material increases in revenues until after completion of the project, if at all. Any one or more of these factors could have a significant impact on our ongoing capital projects. If we were unable to make up the delays associated with such factors or to recover the related costs, or if market conditions change, it could materially and adversely affect our capital project returns and our business, financial condition, results of operations and cash flows. Legal and Regulatory Risks We expect to continue to incur substantial capital expenditures and operating costs to meet the requirements of evolving environmental or other laws or regulations. Future environmental laws and regulations may impact our current business plans and reduce demand for our products and services. Our business is subject to numerous environmental laws and regulations. These laws and regulations continue to increase in both number and complexity and affect our business. Laws and regulations expected to become more stringent relate to the following: • the emission or discharge of materials into the environment ~~,~~ **;** • solid and hazardous waste management ~~,~~ **;** • the regulatory classification of materials currently or formerly used in our business ~~,~~ **;** • pollution prevention ~~,~~ **;** • climate change and GHG emissions ~~,~~ **;** • characteristics and composition of transportation fuels, including the quantity of renewable fuels that must be blended into transportation fuels ~~,~~ **;** • public and employee safety and health ~~,~~ **;** • permitting ~~,~~ **;** • inherently safer technology ~~,~~ **;** and • facility security. The specific impact of laws and regulations on us and our competitors may vary depending on a number of factors, including the age and location of operating facilities, marketing areas, crude oil and feedstock sources, production processes and subsequent judicial interpretation of such laws and regulations. We have incurred and will continue to incur substantial capital, operating and maintenance, and remediation expenditures to modify operations, install pollution control equipment, perform site cleanups or curtail operations. We have incurred and may in the future incur liability for personal injury, property damage, natural resource damage or clean- up costs due to alleged contamination and / or exposure to chemicals such as benzene and MTBE. There is also increased regulatory interest in ~~per- and polyfluoroalkyl substances (“~~ PFAS ~~”)~~ , which we expect will lead to increased monitoring and remediation obligations and potential liability related thereto. Such expenditures could materially and adversely affect our business, financial condition, results of operations and cash flows . Increased regulation of hydraulic fracturing and...... assets to gather, process and fractionate . The tax treatment of publicly traded partnerships or an investment in MPLX units could be subject to potential legislative, judicial or administrative changes and differing interpretations, possibly on a retroactive basis. The present U. S. federal income tax treatment of publicly traded partnerships, including MPLX, or an investment in MPLX common units may be modified by administrative, legislative or judicial interpretation at any time. From time to time, the President and members of the U. S. Congress propose and consider substantive changes to the existing U. S. federal income tax laws that would affect publicly traded partnerships, including proposals that would eliminate MPLX' s ability to qualify for partnership tax treatment. We are unable to predict whether any such changes will ultimately be enacted. Any modification to the U. S. federal income tax laws and interpretations thereof may or may not be applied retroactively and could make it more difficult or impossible for MPLX to meet the exception for certain publicly traded partnerships to be treated as partnerships for U. S. federal income tax purposes or increase the amount of taxes payable by unitholders in publicly traded partnerships. Climate change and GHG emission regulation could affect our operations, energy consumption patterns and regulatory obligations, any of which could ~~affect~~ **adversely impact** our results of operations and financial condition. Currently, multiple legislative and regulatory measures to address GHG (including carbon dioxide, methane and nitrous oxides) and other emissions are in various phases of consideration, promulgation or implementation. These include actions to develop international, federal, regional or statewide programs, which could require reductions in our GHG or other emissions, establish a carbon tax and decrease the demand for refined products. Requiring reductions in these emissions could result in increased costs to (i) operate and maintain our facilities, (ii) install new emission controls at our facilities and (iii) administer and manage any emissions programs, including acquiring emission credits or allotments. For example, California and Washington have enacted cap- and- trade programs. Other states are proposing, or have already promulgated, low carbon fuel standards or similar initiatives to reduce emissions from the transportation sector. If we are unable to pass the costs of compliance on to our customers, sufficient credits are unavailable for purchase, we have to pay a significantly higher price for credits, or if we are otherwise unable to meet our compliance obligation, our financial condition and results of operations could be adversely affected. Certain municipalities have also proposed or enacted restrictions on the installation of natural gas appliances and infrastructure in new residential or commercial construction, which could affect demand for the natural gas that MPLX transports and stores. Regional and state climate change and air emissions goals and regulatory programs are complex, subject to change and considerable uncertainty due to a number of factors including technological feasibility, legal challenges and potential changes in federal policy. Increasing concerns about climate change and carbon intensity have also resulted in societal concerns and a number of international and national measures to limit GHG emissions. Additional stricter measures and investor pressure can be expected in the future and any of these changes may have a material adverse impact on our business or financial condition. International climate change- related efforts, such as the 2015 United Nations Conference on Climate Change, which led to the creation of the Paris Agreement, may impact the regulatory framework of states whose policies directly influence our present and future operations. ~~Though~~ **In** the United States ~~had withdrawn from the Paris Agreement~~ , ~~President Biden issued an executive order recommitting the United States to the Paris Agreement on January 20, 2021. President Biden also issued~~ an Executive Order **issued** on ~~climate change in which he~~ **January 27, 2021,** announced putting the U. S. on a path to achieve net- zero carbon emissions, economy- wide, by 2050. The Executive Order also calls for the federal government to pause oil and gas leasing on federal lands ~~,~~ **and** reduce methane emissions from the oil and gas sector as quickly as possible, and requires federal permitting decisions to consider the effects of GHG emissions and climate change. In ~~a second Executive~~ **December 2023, EPA completed one provision of the** ~~Order~~ **order by promulgating** ~~, President Biden reestablished~~ a ~~working group~~ **final rule** to ~~develop~~ **reduce methane and volatile organic compounds from oil and gas operations. Concurrently, EPA significantly increased** the social cost of **greenhouse gases** ~~carbon and the social cost of methane. The social cost of carbon and social cost of methane can be used to weigh the costs and benefits of proposed regulations~~ . A higher social cost of ~~carbon~~ **greenhouse gases** could support more stringent GHG emission regulation. The scope and magnitude of the changes to U. S. climate change strategy under the **current** ~~Biden administration~~ and future administrations, however, remain subject to the passage of legislation and interpretation and action of federal and state regulatory bodies; therefore, the impact to our industry and operations due to GHG regulation is unknown at this time. Energy companies are subject to increasing environmental and climate- related litigation. Governmental and other entities in various U. S. states have filed lawsuits against various energy companies, including us **, alleging** ~~. The lawsuits allege~~ damages as a result of climate change **, false statements about climate change,** and ~~the~~ **violations of various consumer protection**

statutes. The plaintiffs are seeking unspecified damages and abatement under various tort theories. ~~Similar~~ **Governments and private parties may continue to file** lawsuits **or initiate regulatory action based on allegations that certain public statements regarding climate change and other ESG related matters and practices by companies are false and misleading " greenwashing " that violate deceptive trade practices and consumer protection statutes, presenting a high degree of uncertainty regarding the extent to which energy companies face an increased risk of liability stemming from climate change or ESG disclosures and practices. Attorneys general and other government officials** may ~~be filed~~ **continue to pursue litigation** in ~~other jurisdictions~~ **which they seek to recover civil damages against us on behalf of a state or its citizens for a variety of claims, including violation of consumer protection and product pricing laws or natural resources damages** . Additionally, private plaintiffs and government parties have undertaken efforts to shut down energy assets by challenging operating permits, the validity of easements or the compliance with easement conditions. For example, the Dakota Access Pipeline, in which MPLX has a minority interest, has been subject to, and may in the future be subject to, litigation seeking a permanent shutdown of the pipeline. There remains a high degree of uncertainty regarding the ultimate outcome of these types of proceedings, as well as their potential effect on our business, financial condition, results of operation and cash flows. We are subject to risks associated with societal and political pressures and other forms of opposition to the development, transportation and use of carbon- based fuels. Such risks could adversely impact our business and **our** ability to **continue to operate or** realize certain growth strategies. We operate and develop our business with the expectation that regulations and societal sentiment will continue to enable the development, transportation and use of carbon- based fuels. However, policy decisions relating to the production, refining, transportation, storage and marketing of carbon- based fuels are subject to political pressures and the influence of public sentiment on GHG emissions, climate change, and climate adaptation. Additionally, societal sentiment regarding carbon- based fuels may adversely impact our reputation and ability to attract and retain employees. The approval process for storage and transportation projects has become increasingly challenging, due in part to state and local concerns related to pipelines, negative public perception regarding the oil and gas industry, and concerns regarding GHG emissions downstream of pipeline operations. Our expansion or construction projects may not be completed on schedule (or at all), or at the budgeted cost. We also may be required to incur additional costs and expenses in connection with the design and installation of our facilities due to their location and the surrounding terrain. We may be required to install additional facilities, incur additional capital and operating expenditures, or experience interruptions in or impairments of our operations to the extent that the facilities are not designed or installed correctly. Increasing attention to environmental, social and governance matters may impact our business and financial results. In recent years, increasing attention has been given to corporate activities related to ESG matters in public discourse and the investment community **, including climate change, energy transition matters, and diversity, equity and inclusion** . A number of advocacy groups, both domestically and internationally, have campaigned for governmental and private action to promote ESG- related change at public companies, including, but not limited to, through the investment and voting practices of investment advisers, pension funds, universities and other members of the investing community. These activities include increasing attention and demands for action related to climate change and energy transition matters, such as promoting the use of substitutes to fossil fuel products and encouraging the divestment of fossil fuel equities, as well as pressuring lenders and other financial services companies to limit or curtail activities with fossil fuel companies. If this were to continue, it could have a material adverse effect on our access to capital. Members of the investment community have begun to screen companies such as ours for sustainability performance, including practices related to GHG emission reduction and energy transition strategies. If we are unable to find economically viable, as well as publicly acceptable, solutions that reduce our GHG emissions, reduce GHG intensity for new and existing projects, increase our non- fossil fuel product portfolio, and / or address other ESG- related stakeholder concerns, our business and results of operations could be materially and adversely affected **. Further, our reputation could be damaged as a result of our support of, association with or lack of support or disapproval of certain social causes, as well as any decisions we make to continue to conduct, or change, certain of our activities in response to such considerations** . Our goals, targets and disclosures related to ESG matters expose us to numerous risks, including risks to our reputation and stock price. Companies across all industries are facing increasing scrutiny from stakeholders related to ESG matters, including practices and disclosures regarding climate- related initiatives. In 2022, MPC established a target to reduce GHG emissions and MPLX established a target to reduce methane emissions intensity. These targets reflect our current plans and aspirations and are not guarantees that we will be able to achieve them. **We assess progress with these targets on an annual basis. We may modify, discontinue, update or expand targets or adopt new metrics as new information, opportunities, and technologies become available. Further, there are conflicting expectations and priorities from regulatory authorities, investors, voluntary reporting frame works, and other stakeholders surrounding accounting and disclosure of ESG matters and climate related initiatives.** Our efforts to accomplish and accurately report on these goals and objectives, which may be, in part, dependent on the actions of suppliers and other third parties, present numerous operational, regulatory, reputational, financial, legal, and other risks, any of which could have a material negative impact, including on our reputation and stock price. Efforts to achieve goals and targets, such as the foregoing and future internal climate- related initiatives, may increase costs, require purchase of carbon credits, or limit or impact our business plans and financial results, potentially resulting in the reduction to the economic end- of- life of certain assets and an impairment of the associated net book value, among other material adverse impacts. Additionally, as the nature, scope and complexity of ESG reporting, calculation methodologies, voluntary reporting standards and disclosure requirements expand, including the SEC' s proposed disclosure requirements regarding, among other matters, GHG emissions, we may have to undertake additional costs to control, assess and report on ESG metrics. Our failure or perceived failure to pursue or fulfill such goals and targets or to satisfy various reporting standards within the timelines we announce, or at all, could have a negative impact on investor sentiment, ratings outcomes for evaluating our approach to ESG matters, stock price, and cost of capital and expose us to government enforcement actions and private litigation, among other material adverse impacts. Regulatory and other requirements concerning the transportation of crude oil and other commodities by rail may cause increases in transportation costs or limit the amount of crude oil that we can transport by rail. We rely on a variety of systems to transport crude oil, including rail. Rail transportation is regulated by federal, state and local authorities. New regulations or changes in existing regulations could result in increased compliance expenditures. For example, in 2015, the U. S. Department of Transportation issued new standards and regulations applicable to crude- by- rail transportation (Enhanced Tank Car Standards and Operational Controls for High- Hazard Flammable Trains). These or other regulations that require the reduction of volatile or flammable constituents in crude oil that is transported by rail, change the design or standards for rail cars used to transport the crude oil we purchase, change the routing or scheduling of trains carrying crude oil, or require any other changes that detrimentally affect the economics of delivering North American crude oil by rail could increase the time required to move crude oil from production areas to our refineries, increase the cost of rail transportation and decrease the efficiency of shipments of crude oil by rail within our operations. Any of these outcomes could have a material adverse effect on our business and results of operations. **.** Increased regulation of hydraulic fracturing and other oil and gas production activities could result in reductions or delays in U.S.production of crude oil and natural gas,which could adversely affect our results of operations and financial condition.While we do not conduct hydraulic fracturing operations,we do provide gathering,processing and fractionation services with respect to natural gas and natural gas liquids produced by our customers as a result of such operations.Our refineries are also supplied in part with crude oil produced from unconventional oil shale reservoirs.A range of federal,state and local laws and regulations currently govern or,in some cases,prohibit,hydraulic fracturing in some jurisdictions.Stricter laws,regulations and permitting processes may be enacted in the future.If federal,state and local legislation and regulatory initiatives relating to hydraulic fracturing or other oil and gas production activities are enacted or expanded,such efforts could impede oil and gas production,increase producers’ cost of compliance,and result in reduced volumes available for our midstream assets to gather,process and fractionate ~~.~~Historic or current operations could subject us to significant legal liability or restrict our ability to operate. We currently are defending litigation and anticipate we will be required to defend new litigation in the future. Our operations, including those of MPLX, and those of our predecessors could expose us to litigation and civil claims by private plaintiffs for alleged damages related to contamination of the environment or personal injuries caused by releases of hazardous substances from our facilities, products liability, consumer credit or privacy laws, product pricing or antitrust laws or any other laws or regulations that apply to our operations. While an adverse outcome in most litigation matters would not be expected to be material to us, in class- action litigation, large classes of plaintiffs may allege damages relating to extended periods of time or other alleged facts and circumstances that could increase the amount of potential damages. Attorneys general and other government officials have in the past and may in the future pursue litigation in which they seek to recover civil damages from companies on behalf of a state or its citizens for a variety of claims, including violation of consumer protection and product pricing laws or natural resources damages. If we are not able to successfully defend such litigation, it may result in liability to our company that could materially and adversely affect our business, financial condition, results of operations and cash flows. In addition to substantial liability, plaintiffs in litigation may also seek injunctive relief which, if imposed, could have a material adverse effect on our future business, financial condition, results of operations and cash flows. A portion of our workforce is unionized, and we may face labor disruptions that could materially and adversely affect our business, financial condition, results of operations and cash flows. Approximately 3, ~~755~~ **800** of our ~~employees are covered by collective bargaining agreements. Approximately 2, 545 refinery~~ employees are covered by collective bargaining agreements with expiration dates ranging from ~~2023~~ **2024** to 2027. These agreements may be renewed at an increased cost to us. In addition, we have experienced in the past, and may experience in the future, work stoppages as a result of labor disagreements. Any prolonged work stoppages disrupting operations could have a material adverse effect on our business, financial condition, results of operations and cash flows. In **2024, there are two collective bargaining agreements, one expired on January 31 and the other will expire on April 7. These two agreements cover approximately 500 employees in refining. The parties to the expired agreement continue operating under the relevant terms of the expired agreement while negotiating a successor agreement. In the event of a work stoppage impacting operations, we have a contingency plan in place to continue operations. In** addition, ~~California~~ **some states in which we operate** ~~requires~~ **require** refinery owners to pay prevailing wages to contract craft workers and ~~restricts~~ **restrict** refiners’ ability to hire qualified employees to a limited pool of applicants. Legislation or changes in regulations could result in labor shortages, higher labor costs, and an increased risk that contract workers become joint employees, which could trigger bargaining issues, and wage and benefit consequences, especially during critical maintenance and construction periods. One of our subsidiaries acts as the general partner of a master limited partnership, which may expose us to certain legal liabilities. One of our subsidiaries acts as the general partner of MPLX, a master limited partnership. Our control of the general partner of MPLX may increase the possibility of claims of breach of fiduciary duties, including claims of conflicts of interest. Any liability resulting from such claims could have a material adverse effect on our future business, financial condition, results of operations and cash flows. If foreign investment in us or MPLX exceeds certain levels, we could be prohibited from operating vessels engaged in U. S. coastwise trade, which could adversely affect our business, financial condition, results of operations and cash flows. The Shipping Act of 1916 and Merchant Marine Act of 1920 (~~collectively~~ **together** , the “ Maritime Laws ”), generally require that vessels engaged in U. S. coastwise trade be owned by U. S. citizens. Among other requirements to establish citizenship, entities that own such vessels must be owned at least 75 percent by U. S. citizens. If we fail to maintain compliance with the Maritime Laws, we would be prohibited from operating vessels in the U. S. inland waters or otherwise in U. S. coastwise trade. Such a prohibition could materially and adversely affect our business, financial condition, results of operations and cash flows. Our operations could be disrupted if we are unable to maintain or obtain real property rights required for our business. We do not own all of the land on which certain of our assets are located, particularly our midstream assets, but rather obtain the rights to construct and operate such assets on land owned by third parties and governmental agencies for a specific period of time. Therefore, we are subject to the possibility of more burdensome terms and increased costs to retain necessary land use if our leases, rights- of- way or other property rights lapse, terminate or are reduced or it is determined that we do not have valid leases, rights- of- way or other property rights. For example, a portion of the Tesoro High Plains pipeline in North Dakota remains shut down following delays in renewing a right- of- way necessary for the operation of a section of the pipeline. Any loss of or reduction in our real property rights, including loss or reduction due to legal, governmental or other actions or difficulty renewing leases, right- of- way agreements or permits on satisfactory terms or at all, could have a material adverse effect on our business, financial condition, results of operations and cash flows. Certain of our facilities are located on Native American tribal lands and are subject to various federal and tribal approvals and regulations, which can increase our costs and delay or prevent our efforts to conduct operations. Various federal agencies within the U. S. Department of the Interior, particularly the Bureau of Indian Affairs, along with each Native American tribe, regulate natural gas and oil operations on Native American tribal lands. In addition, each Native American tribe is a sovereign nation having the right to enforce laws and regulations and to grant approvals independent from federal, state and local statutes and regulations. These tribal laws and regulations include various taxes, fees, requirements to employ Native American tribal members and other conditions that apply to operators and contractors conducting operations on Native American tribal lands. Persons conducting operations on tribal lands are generally subject to the Native American tribal court system. In addition, if our relationships with any of the relevant Native American tribes were to deteriorate, we could face significant risks to our ability to continue operations on Native American tribal lands. One or more of these factors has in the past and may in the future increase our cost of doing business on Native American tribal lands and impact the viability of, or prevent or delay our ability to conduct operations on such lands. For example, we are subject to ongoing litigation regarding trespass claims relating to a portion of the Tesoro High Plains pipeline in North Dakota. The Court of Chancery of the State of Delaware will be, to the extent permitted by law, the sole and exclusive forum for **most** ~~substantially all~~ disputes between us and our shareholders. Our Restated Certificate of Incorporation provides that **, unless we consent in writing to the selection of an alternative forum,** the Court of Chancery of the State of Delaware **(or, if the Court of Chancery does not have subject matter jurisdiction, the federal district court for the District of Delaware)** will be the sole and exclusive forum for: • any derivative action or proceeding brought on behalf of MPC; • any action asserting a claim of breach of a fiduciary duty owed by any director or officer of MPC to MPC or its stockholders **;** • any action asserting a claim against MPC arising pursuant to any provision of the General Corporation Law of the State of Delaware, MPC' s Restated Certificate of Incorporation, any Preferred Stock Designation or the Bylaws of MPC; or • any other action asserting a claim against MPC or any Director or officer of MPC that is governed by or subject to the internal affairs doctrine for choice of law purposes **. The exclusive forum provision does not apply to suits brought to enforce any liability or duty created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction. Our Restated Certificate of Incorporation also provides that, unless we consent in writing to the selection of an alternative forum, the U. S. federal district courts shall be, to the fullest extent permitted by law, the exclusive forum any action asserting a claim under the Securities Act** . The forum selection provision may restrict a stockholder' s ability to bring a claim against us or directors or officers of MPC in a forum that it finds favorable, which may discourage stockholders from bringing such claims at all. Alternatively, if a court were to find the forum selection provision contained in our Restated Certificate of Incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in another forum, which could materially adversely affect our business, financial condition and results of operations ~~. However, the forum selection provision does not apply to any claims, actions or proceedings arising under the Securities Act or the Exchange Act~~ . Provisions in our corporate governance documents could operate to delay or prevent a change in control of our company, dilute the voting power or reduce the value of our capital stock or affect its liquidity. The existence of some provisions within our restated certificate of incorporation and amended and restated bylaws could discourage, delay or prevent a change in control of us that a stockholder may consider favorable. These include provisions: • providing that our board of directors fixes the number of members of the board; • providing for the division of our board of directors into three classes with staggered terms; • providing that only our board of directors may fill board vacancies; • limiting who may call special meetings of stockholders; • prohibiting stockholder action by written consent, thereby requiring stockholder action to be taken at a meeting of the stockholders; • establishing advance notice requirements for nominations of candidates for election to our board of directors or for proposing matters that can be acted on by stockholders at stockholder meetings; • establishing supermajority vote requirements for certain amendments to our restated certificate of incorporation; • providing that our directors may only be removed for cause; • authorizing a large number of shares of common stock that are not yet issued, which would allow our board of directors to issue shares to persons friendly to current management, thereby protecting the continuity of our management, or which could be used to dilute the stock ownership of persons seeking to obtain control of us; and • authorizing the issuance of " blank check " preferred stock, which could be issued by our board of directors to increase the number of outstanding shares and thwart a takeover attempt. Our restated certificate of incorporation also authorizes us to issue, without the approval of our stockholders, one or more classes or series of preferred stock having such designation, powers, preferences and relative, participating, optional and other special rights, including preferences over our common stock respecting dividends and distributions, as our board of directors generally may determine. The terms of one or more classes or series of preferred stock could dilute the voting power or reduce the value of our common stock. For example, we could grant holders of preferred stock the right to elect some number of our board of directors in all events or on the happening of specified events or the right to veto specified transactions. Similarly, the repurchase or redemption rights or liquidation preferences we could assign to holders of preferred stock could affect the residual value of our common stock. Finally, to facilitate compliance with the Maritime Laws, our restated certificate of incorporation limits the aggregate percentage ownership by non- U. S. citizens of our common stock or any other class of our capital stock to 23 percent of the outstanding shares. We may prohibit transfers that would cause ownership of our common stock or any other class of our capital stock by non- U. S. citizens to exceed 23 percent. Our restated certificate of incorporation also authorizes us to effect any and all measures necessary or desirable to monitor and limit foreign ownership of our common stock or any other class of our capital stock. These limitations could have an adverse impact on the liquidity of the market for our common stock if holders are unable to transfer shares to non- U. S. citizens due to the limitations on ownership by non- U. S. citizens. Any such limitation on the liquidity of the market for our common stock could adversely impact the market price of our common stock. ~~Strategic Transaction Risks Following the Speedway sale, our diminished diversification of revenue sources may adversely affect our results of operations and financial condition. On May 14, 2021, we completed the sale of Speedway, our company- owned and operated retail transportation fuel and convenience store business, to 7- Eleven. Following the completion of the sale, our diversification of revenue sources diminished, and our business, financial condition, results of operations and cash flows may be subject to increased volatility as a result.~~ General Risk Factors Significant stockholders may attempt to effect changes at our company or acquire control over our company, which could impact the pursuit of business strategies and adversely affect our results of operations and financial condition. Our stockholders may from time to time engage in proxy solicitations, advance stockholder proposals or otherwise attempt to effect changes or acquire control over our company. Campaigns by stockholders to effect changes at publicly traded companies are sometimes led by investors seeking to increase short- term stockholder value through actions such as financial restructuring, increased debt, special dividends, stock repurchases or sales of assets or the entire company. Responding to proxy contests and other actions by activist stockholders can be costly and time- consuming and could divert the attention of our board of directors and senior management from the management of our operations and the pursuit of our business strategies. As a result, stockholder campaigns could adversely affect our results of operations and financial condition. Future acquisitions will involve the integration of new assets or businesses and may present substantial risks that could adversely affect our business, financial conditions, results of operations and cash flows. Future transactions involving the addition of new assets or businesses will present risks, which may include, among others: • inaccurate assumptions about future synergies, revenues, capital expenditures and operating costs; • an inability to successfully integrate, or a delay in the successful integration of, assets or businesses we acquire; • a decrease in our liquidity resulting from using a portion of our available cash or borrowing capacity under our revolving credit agreement to finance transactions; • a significant increase in our interest expense or financial leverage if we incur additional debt to finance transactions; • the assumption of unknown environmental and other liabilities, losses or costs for which we are not indemnified or for which our indemnity is inadequate; • the diversion of management' s attention from other business concerns; • the loss of customers or key employees from the acquired business; and • the incurrence of other significant charges, such as impairment of goodwill or other intangible assets, asset devaluation or restructuring charges. Compliance with and changes in tax laws could materially and adversely impact our financial condition, results of operations and cash flows. We are subject to extensive tax liabilities, including federal, state and local income taxes in the United States and in foreign jurisdictions, and, transactional, payroll, franchise, withholding and property taxes. New tax laws and regulations and changes in, interpretations of, and guidance regarding tax laws and regulations, including impacts of the Tax Cuts and Jobs Act of 2017, the Coronavirus Aid, Relief, Economic Security Act of 2020, and the Inflation Reduction Act of 2022, could result in increased expenditures by us for tax liabilities in the future and could materially and adversely impact our financial condition, results of operations and cash flows. In addition, we are subject to the examination of our returns by taxing authorities. We regularly assess the likelihood of adverse outcomes resulting from such examinations to determine the adequacy of our provision for income taxes. Although we believe we have made appropriate provisions for taxes in the jurisdictions in which we operate, changes in the tax laws or challenges from tax authorities under existing tax laws could adversely affect our business, financial condition and results of operations and could subject us to interest and penalties.