

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF COLORADO

DOCKET NO. 04A-626P

RE: IN THE MATTER OF THE APPLICATION OF PHILLIPS PIPE LINE COMPANY TO TRANSFER BY MERGER REGULATED PETROLEUM PRODUCTS PIPELINE ASSETS AND ASSOCIATED CERTIFICATE OF PUBLIC CONVENIENCE AND NECESSITY TO CONOCOPHILLIPS PIPE LINE COMPANY.

COMMISSION ORDER GRANTING TRANSFER

Mailed Date: January 5, 2005
Adopted Date: December 28, 2004

I. BY THE COMMISSION:

A. Statement

1. On December 7, 2004, Phillips Pipe Line Company (Phillips) filed an application for authority to transfer crude oil assets and associated certificate and tariff by merger of Phillips Pipe Line Company into ConocoPhillips Pipe Line Company (ConocoPhillips). In that application, Phillips requested that the Commission shorten response time. On December 15, 2004, the Commission entered an Order shortening response time and issued its Notice of Application filed. The notice period expired December 27, 2004. No request for intervention or opposition to this application has been filed. The Commission will, therefore, decide this matter without hearing pursuant to § 40-6-109(5), C.R.S.

2. The Commission has reviewed the application and deems it complete.

3. The application specifically requests an order of the Commission authorizing the transfer of petroleum product pipeline assets and the associated CPCN. Analysis of the application indicates that Phillips is a pipeline common carrier in good

standing with this Commission. Similarly, ConocoPhillips is an experienced and financially able operator with similar facilities in the western United States.

4. The Commission finds that this transfer is in the public interest and that the application should be granted.

II. ORDER

A. The Commission Orders That:

1. The application of Phillips Pipe Line Company for authority to transfer regulated petroleum products assets and the associated Certificate of Public Convenience and Necessity, subject to any encumbrances, if any, against the authority, to ConocoPhillips Pipe Line Company is deemed complete and is granted.

2. ConocoPhillips Pipe Line Company shall operate in accordance with all applicable Commission rules and regulations.

3. Approval of the transfer of the CPCN is conditioned on the prior filing by Phillips Pipe Line of delinquent reports, if any, covering operations under the certificate up to the consummation of the transfer.

4. ConocoPhillips Pipe Line Company shall also adopt the Phillips Pipe Line Company tariffs which shall become those of ConocoPhillips Pipe Line Company until changed in accordance with the public utilities law. Phillips Pipe Line Company will file a terminating annual report from the first of January to the date of this Order. An acceptance of transfer signed by both Phillips Pipe Line Company and ConocoPhillips Pipe Line Company shall be filed with the Commission. ConocoPhillips Pipe Line Company may not begin operations until these requirements have been met, and it has received notice in writing from the Commission that it is in compliance and may begin service.

5. If Phillips Pipe Line Company and ConocoPhillips Pipe Line Company do not comply with the requirements of this Order within 60 days of its effective date, then the approval to transfer the assets as set forth in this order shall be void. For good cause shown, the Commission may grant additional time for compliance if the request for additional time is filed within the 60 days.

6. The 20-day time period provided by § 40-6-114(1), C.R.S. to file an application for rehearing, re-argument, or reconsideration shall begin on the first day after the Commission mails or serves this order.

7. This Order is effective on its Mailed Date.

**B. ADOPTED IN THE COMMISSIONERS' WEEKLY MEETING
December 28, 2004.**

THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO

Commissioners