

Bryan W. Shaw, Ph.D., *Chairman*  
Carlos Rubinstein, *Commissioner*  
Toby Baker, *Commissioner*  
Zak Covar, *Executive Director*



AIR PA/RN 100212778

Acct# GA0156 V PA 70899

## TEXAS COMMISSION ON ENVIRONMENTAL QUALITY

*Protecting Texas by Reducing and Preventing Pollution*

June 13, 2012

MR JAMES M PHELAN  
ENVIRONMENTAL DIRECTOR  
PHILLIPS 66 PIPELINE LLC  
600 N DAIRY ASHFORD ST TA-02-2142  
HOUSTON TX 77079-1100

Re: Transfer of Ownership  
Customer Number: CN604091363

Dear Mr. Phelan:

Thank you for your request received June 4, 2012, notifying us of the ownership change. Your letter states that PHILLIPS 66 PIPELINE LLC is now the Owner and Operator of the facilities listed below. The following air authorizations have been updated to reflect the transfers.

<b>Regulated Entity Number</b>	<b>Account Number</b>	<b>Permit/Reg. Number</b>	<b>Permit/Reg. Expiration Date</b>	<b>Previous Permittee/Registrant</b>
RN103177499	HW-0072-J	45482	NA	Phillips Pipe Line Company (CN600795090)
RN101957371	PG-0034-O	47998	NA	Phillips Pipe Line Company (CN600795090)
RN100213495	LB-0075-I	72815	NA	Phillips Pipe Line Company (CN600795090)
RN100213313	EB-0103-T	72805	NA	Phillips Pipe Line Company (CN600795090)
RN100221506	CM-0126-R	72816	NA	Phillips Pipe Line Company (CN600795090)
RN102325917	WH-0017-M	29714	NA	Conoco Inc. (CN600125512)
RN102325917	WH-0017-M	47188	NA	Conoco Inc. (CN600125512)
RN102325917	WH-0017-M	47517	NA	Conoco Inc. (CN600125512)
RN102325917	WH-0017-M	47518	NA	Conoco Inc. (CN600125512)
RN100212778	GA-0156-V	70899	NA	Phillips Pipe Line Company (CN600795090)
RN100212778	GA-0156-V	72817	NA	Phillips Pipe Line Company (CN600795090)

We understand that there will be no change in the type of pollutants emitted and no increase in the quantity of emissions. As the new permittee of the facility, you have committed to maintain compliance with all air quality regulations of the Texas Commission on Environmental Quality and the requirements of this permit at all times.

Mr. James M Phelan  
Page 2  
June 13, 2012

Re: Transfer of Ownership

Thank you for informing us of this ownership change. If you have any questions regarding this letter, please feel free to contact me at (512) 239-1326.

Sincerely,

A handwritten signature in cursive script that reads "Sandra Young". The signature is written in black ink and is positioned above the typed name and title.

Sandra Young  
Air Permits Initial Review Team (MC-161)  
Air Permits Division  
Texas Commission on Environmental Quality

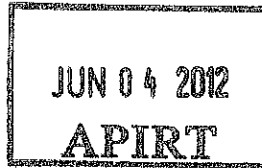
cc: Air Section Manager, Region 1 - Amarillo  
Mr. Mark Chambers, Industrial Emissions Assessment Section (MC-164), Austin  
TCEQ Central Records (MC-198)



AIR PERMITS DIVISION

JUN 04 2012

RECEIVED



James M. Phelan  
Environmental Director  
Phillips 66 Transportation

Phillips 66 Company  
600 North Dairy Ashford, TA-02-2142  
Houston, Texas 77079  
Phone: (281) 293 - 3715  
Cell: (580) 761- 3233  
Facsimile: (918) 662 - 8469  
E-mail: jim.m.phelan@p66.com

May 25, 2012

Texas Commission on Environmental Quality  
Air Permits Initial Review Team (Mail Code 161)  
P.O. Box 13087  
Austin, Texas 78711-3087

Re: Change of Name from ConocoPhillips Pipe Line Company to Phillips 66 Pipeline LLC  
(CN600134761)

Dear Sir or Madam:

Phillips 66 Pipeline LLC is submitting this package to change the customer name of "ConocoPhillips Pipe Line Company" to "Phillips 66 Pipeline LLC" for air authorizations for the following nine Regulated Entities:

TCEQ Region 1 (Amarillo)

1. **Amarillo Terminal (RN101957371)**
2. **Borger Products Terminal (RN103177499)**

TCEQ Region 2 (Lubbock)

3. **Lubbock Products Terminal (RN102303344)**
4. **Olton Pump Station (RN100213495)** ✓
5. **Slaughter Pump Station (RN100221506)** ✓

TCEQ Region 3 (Abilene) and Wichita Falls-Wichita County Public Health District

6. **Wichita Falls Terminal (RN102325917)** ✓

TCEQ Region 7 (Midland)

7. **Odessa Station (RN100213313)** ✓
8. **Gaines Pump Station (RN100212778)**

TCEQ Region 12 (Houston), Harris County Pollution Control Services Department, and City of Pasadena Health Department

9. **Pasadena Products Terminal (RN101062610)**

To implement this name change, enclosed you will find a set of the following forms for each of these Regulated Entities:

- TCEQ Form 20405 (Air Permits Division -- Change of Name/Ownership Form)
- TCEQ Form 10400 (Core Data Form)

This name change is requested in connection with the separation of ConocoPhillips' Refining & Marketing business from its Exploration & Production business – into two separate stand-alone companies. Phillips 66 is a global refining and marketing company headquartered in Houston; and ConocoPhillips is a global exploration and production company that continues to be headquartered in Houston. With the company's restructuring, the name of the owner/operator of the above-referenced regulated entities changed from "ConocoPhillips Pipe Line Company" to "Phillips 66 Pipeline LLC" effective April 12, 2012.

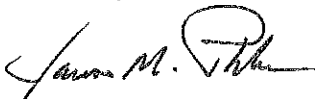
The federal tax identification number, Texas state franchise tax identification number, and Texas Secretary of State filing number that applied to ConocoPhillips Pipe Line Company continue to apply to Phillips 66 Pipeline LLC. Accordingly, the previously-issued TCEQ Customer Number of CN600134761 will also continue to apply to Phillips 66 Pipeline LLC.

Copies of these forms are being provided to the appropriate TCEQ regional offices and local air pollution control programs noted above (e.g., only the forms for the Amarillo Terminal and Borger Products Terminal are being sent to TCEQ Region 1; and only the forms for the Wichita Falls Terminal are being sent to TCEQ Region 3 and the Wichita Falls-Wichita County Public Health District).

For questions about a particular facility, please direct your inquiry to the technical contact designated in that facility's TCEQ Form 20405. For general questions, please contact Tiana Andriamanarivo at (806) 318-9285 or by email at [tiana.andriamanarivo@p66.com](mailto:tiana.andriamanarivo@p66.com).

We thank you in advance for your assistance.

Sincerely,



James M. Phelan  
Director, Environmental

Enclosures (TCEQ Forms 10400 and 20405)

cc: Mr. Eddy Vance, Air/Waste Section Manager, TCEQ Region 1  
Mr. Gary Shipp, Air/Waste/Water Section Manager, TCEQ Region 2  
Mr. Mike Taylor, Air/Waste/Water Section Manager, TCEQ Region 3  
Mr. Jared H. Basurto, Air/Waste/Water Section Manager, TCEQ Region 7  
Mr. Jason Harris, Air Section Manager, TCEQ Region 12  
Ms. Susan Morris, R.S., Wichita Falls-Wichita County Public Health District  
Mr. Bob Allen, Harris County Pollution Control Services Department  
Ms. Kathy Perez-Ashton, City of Pasadena Health Department

## Sandra Young

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**From:** Louis Malarcher on behalf of AIR-OST  
**Sent:** Tuesday, June 12, 2012 9:48 AM  
**To:** Sandra Young; AIR-OST  
**Cc:** Johnny Bowers  
**Subject:** RE: Sorry to ask, but...

Project 178595 was updated with CN600134761 and is for RN100212778. The permits associated are 70899 and 72817. The site also has an active registration 19919 which was not associated to the project.

Project 178614 was updated with CN600134761 and is for RN100213495. The permit associated is 72815.

Project 178615 was updated with CN600134761 and is for RN101062610. The permit associated is 5680.

Project 178626 was updated with CN600134761 and is for RN101957371. The permits associated are 19872 and 47998.

Project 178601 was updated with CN600134761 and is for RN102303344. The permits associated are 24618 and 33690.

Project 178624 was updated with CN600134761 and is for RN103177499. The permits associated are 45482 and 84465.

That should take care of the 6 projects you identified.

It looks like the difference in those two CNs is the Fed Tax Id. That state franchise tax id and SOS filling number look the same (except for some leading 0s on the SOS filling number.) You may want to consider looking at having the two merged at some point.

Thanks

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**From:** Sandra Young  
**Sent:** Tuesday, June 12, 2012 7:53 AM  
**To:** AIR-OST  
**Subject:** RE: Sorry to ask, but...

I'm sure you figured out that there were 5 or 6 of these that Hanah closed. Number 2 would be fine as long as they get the correct CN. The correct CN is 600134761. What else do you need from me or need for me to do? Thanks, Lou.  
S

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**From:** Louis Malarcher **On Behalf Of** AIR-OST  
**Sent:** Monday, June 11, 2012 1:50 PM  
**To:** Sandra Young; AIR-OST  
**Cc:** Johnny Bowers  
**Subject:** RE: Sorry to ask, but...

This is a change of ownership for two registrations/permits. Since both were updated when the project was complete here is what would need to happen to re-open (set the project back to Pending) so it can be reworked:

Reset project status  
Reset project complete date  
Update each permits effective record to the prior company name and CN (which may be different for each permit)  
Re-associate the permits to the project

Option 2 is to update the project with the correct CN without re-opening it:  
Would still require update for each effective record to the corrected Company information along with project

Option 3 to delete the project after it was completed:  
Still need to update the effective records for the permits to the prior company so that a new change of ownership project could be done.

My preference in these options would be 2 if all we are trying to do is fix an incorrect CN.

Let me know though as it looks like you have a CN for Phillips 66 Pipeline LLC which would appear to be the company the permits were going to.

Thanks

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**From:** Sandra Young  
**Sent:** Friday, June 08, 2012 1:08 PM  
**To:** AIR-OST  
**Subject:** Sorry to ask, but...

Please re-open Project 178595. I don't care what I lose. It will be re-done anyway. Hannah closed it without my proofreading it and it has an incorrect CN.

If it's easier, can the project be deleted after it is closed?  
Sandra





TCEQ Use Only

# TCEQ Core Data Form

For detailed instructions regarding completion of this form, please read the Core Data Form Instructions or call 512-239-5175.

## SECTION I: General Information

1. Reason for Submission (If other is checked please describe in space provided)			
<input type="checkbox"/> New Permit, Registration or Authorization (Core Data Form should be submitted with the program application)			
<input type="checkbox"/> Renewal (Core Data Form should be submitted with the renewal form)	<input checked="" type="checkbox"/> Other	<b>Change of Name</b>	
2. Attachments Describe Any Attachments: (ex. Title V Application, Waste Transporter Application, etc.)			
<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	TCEQ Form 20405 (Change of Name/Ownership Form)		
3. Customer Reference Number (if issued)		4. Regulated Entity Reference Number (if issued)	
CN <del>600134761</del> 604091363		RN 100212778	

## SECTION II: Customer Information

5. Effective Date for Customer Information Updates (mm/dd/yyyy)		4/12/2012	
6. Customer Role (Proposed or Actual) - as it relates to the Regulated Entity listed on this form. Please check only one of the following:			
<input type="checkbox"/> Owner	<input type="checkbox"/> Operator	<input checked="" type="checkbox"/> Owner & Operator	
<input type="checkbox"/> Occupational Licensee	<input type="checkbox"/> Responsible Party	<input type="checkbox"/> Voluntary Cleanup Applicant	<input type="checkbox"/> Other: _____
7. General Customer Information			
<input type="checkbox"/> New Customer		<input checked="" type="checkbox"/> Update to Customer Information	
<input checked="" type="checkbox"/> Change in Legal Name (Verifiable with the Texas Secretary of State)		<input type="checkbox"/> Change in Regulated Entity Ownership	
		<input type="checkbox"/> No Change**	
**If "No Change" and Section I is complete, skip to Section III - Regulated Entity Information.			
8. Type of Customer:			
<input checked="" type="checkbox"/> Corporation	<input type="checkbox"/> Individual	<input type="checkbox"/> Sole Proprietorship- D.B.A	
<input type="checkbox"/> City Government	<input type="checkbox"/> County Government	<input type="checkbox"/> Federal Government	<input type="checkbox"/> State Government
<input type="checkbox"/> Other Government	<input type="checkbox"/> General Partnership	<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Other: _____
9. Customer Legal Name (If an individual, print last name first: ex: Doe, John)		If new Customer, enter previous Customer End Date:	
Phillips 66 Pipeline LLC		ConocoPhillips Pipe Line Company 4/12/2012	
10. Mailing Address:			
905 S. Fillmore			
Suite 600			
City	Amarillo	State	TX
ZIP	79101	ZIP + 4	
11. Country Mailing Information (if outside USA)		12. E-Mail Address (if applicable)	
13. Telephone Number		14. Extension or Code	
( 806 ) 318-9285			
		15. Fax Number (if applicable)	
		( 918 ) 662-6857	
16. Federal Tax ID (9 digits)		17. TX State Franchise Tax ID (11 digits)	
730196220		17301962209	
		18. DUNS Number (if applicable)	
		008427692	
		19. TX SOS Filing Number (if applicable)	
		508006	
20. Number of Employees			21. Independently Owned and Operated?
<input type="checkbox"/> 0-20	<input type="checkbox"/> 21-100	<input type="checkbox"/> 101-250	<input type="checkbox"/> Yes
<input type="checkbox"/> 251-500	<input checked="" type="checkbox"/> 501 and higher		<input checked="" type="checkbox"/> No

## SECTION III: Regulated Entity Information

22. General Regulated Entity Information (If "New Regulated Entity" is selected below this form should be accompanied by a permit application)			
<input type="checkbox"/> New Regulated Entity	<input checked="" type="checkbox"/> Update to Regulated Entity Name	<input checked="" type="checkbox"/> Update to Regulated Entity Information	<input type="checkbox"/> No Change** (See below)
**If "NO CHANGE" is checked and Section I is complete, skip to Section IV, Preparer Information.			
23. Regulated Entity Name (name of the site where the regulated action is taking place)			
Gaines Pump Station			

24. Street Address of the Regulated Entity: (No P.O. Boxes)	North of County Road 65, 400 Yds East of Texas/New Mexico border						
	City	Seminole	State	TX	ZIP	79360	ZIP + 4
25. Mailing Address:	826 E. Bender Blvd						
	City	Hobbs	State	NM	ZIP	88240	ZIP + 4
26. E-Mail Address:							
27. Telephone Number	28. Extension or Code			29. Fax Number (if applicable)			
( ) -				( ) -			
30. Primary SIC Code (4 digits)	31. Secondary SIC Code (4 digits)	32. Primary NAICS Code (5 or 6 digits)		33. Secondary NAICS Code (5 or 6 digits)			
4612	4613	486110		486910			
34. What is the Primary Business of this entity? (Please do not repeat the SIC or NAICS description.)							
Mainline crude oil pipeline pumping station							

Questions 34 - 37 address geographic location. Please refer to the instructions for applicability.

35. Description to Physical Location:	24 miles west of Seminole, TX on Hwy 62/180 to CR 347, South on CR 347 approx 1.2 miles, West on CR 65 approx 0.5 mile, Station North of road.						
36. Nearest City	County			State		Nearest ZIP Code	
Hobbs	Lea			NM		88240	
37. Latitude (N) In Decimal:			38. Longitude (W) In Decimal:				
Degrees	Minutes	Seconds	Degrees	Minutes	Seconds		
32	41	8	103	3	42		

39. TCEQ Programs and ID Numbers Check all Programs and write in the permits/registration numbers that will be affected by the updates submitted on this form or the updates may not be made. If your Program is not listed, check other and write it in. See the Core Data Form instructions for additional guidance.

<input type="checkbox"/> Dam Safety	<input type="checkbox"/> Districts	<input type="checkbox"/> Edwards Aquifer	<input type="checkbox"/> Industrial Hazardous Waste	<input type="checkbox"/> Municipal Solid Waste
<input checked="" type="checkbox"/> New Source Review - Air	<input type="checkbox"/> OSSF	<input checked="" type="checkbox"/> Petroleum Storage Tank	<input type="checkbox"/> PWS	<input type="checkbox"/> Sludge
70899, 72817				
<input type="checkbox"/> Stormwater	<input checked="" type="checkbox"/> Title V - Air	<input type="checkbox"/> Tires	<input type="checkbox"/> Used Oil	<input type="checkbox"/> Utilities
	O3396			
<input type="checkbox"/> Voluntary Cleanup	<input type="checkbox"/> Waste Water	<input type="checkbox"/> Wastewater Agriculture	<input type="checkbox"/> Water Rights	<input checked="" type="checkbox"/> Other: Account
				GA-0156-V

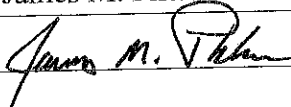
#### SECTION IV: Preparer Information

40. Name:	Tiana Andriamanarivo	41. Title:	Environmental Coordinator
42. Telephone Number	43. Ext./Code	44. Fax Number	45. E-Mail Address
(806) 318-9285		(918) 662-6857	Tiana.Andriamanarivo@p66.com

#### SECTION V: Authorized Signature

46. By my signature below, I certify, to the best of my knowledge, that the information provided in this form is true and complete, and that I have signature authority to submit this form on behalf of the entity specified in Section II, Field 9 and/or as required for the updates to the ID numbers identified in field 39.

(See the Core Data Form instructions for more information on who should sign this form.)

Company:	Phillips 66 Pipeline LLC	Job Title:	Director, Environmental
Name (In Print):	James M. Phelan	Phone:	(281) 293-3715
Signature:		Date:	5/25/2012



**Texas Commission on Environmental Quality  
Air Permits Division  
Change of Name/Ownership Form**

**JUN 04 2012  
APIRT**

178595

<b>I. Application Type</b>		
<input type="checkbox"/> Change in Ownership	<input checked="" type="checkbox"/> Change in Company Name	
<b>II. Name of the New Owner or Operator of the Facilities or Equipment (Legal Entity Name of the new permittee)</b>		
A. Customer Name: <b>Phillips 66 Pipeline LLC</b>		
B. Customer Reference Number (CN) (if issued): <del>CN600134761</del> <b>604091363</b>		
C. Submittal Date: <b>May 25, 2012</b>		
D. Effective Date of Change: <b>April 12, 2012</b>		
E. Is the new owner an affiliate of the previous owner?		<input type="checkbox"/> YES <input type="checkbox"/> NO
<b>III. Responsible Official (RO) Contact Information</b>		
Name ( <input checked="" type="checkbox"/> Mr. <input type="checkbox"/> Mrs. <input type="checkbox"/> Ms. <input type="checkbox"/> Dr.): <b>James M. Phelan</b>		
Title: <b>Environmental Director</b>		
Company Name: <b>Phillips 66 Pipeline LLC</b>		
Mailing Address: <b>600 North Dairy Ashford, TA-02-2142</b>		
City: <b>Houston</b>	State: <b>Texas</b>	Zip Code: <b>77252-2197</b>
Territory: <b>N/A</b>	Country: <b>USA</b>	
Foreign Postal Code: <b>N/A</b>	Internal Mail Code: <b>TA-02-2142</b>	
Telephone No.: <b>(281) 293-3715</b>	Fax No.: <b>(918) 662-8469</b>	
E-mail Address: <b>jim.m.phelan@p66.com</b>		
<b>IV. Technical Contact Information</b>		
Name ( <input type="checkbox"/> Mr. <input type="checkbox"/> Mrs. <input checked="" type="checkbox"/> Ms. <input type="checkbox"/> Dr.): <b>Tiana Andriamanarivo</b>		
Title: <b>Environmental Coordinator</b>		
Company Name: <b>Phillips 66 Pipeline LLC</b>		
Mailing Address: <b>905 South Fillmore, Suite 600</b>		
City: <b>Amarillo</b>	State: <b>Texas</b>	Zip Code: <b>79101</b>
Territory: <b>N/A</b>	Country: <b>USA</b>	
Foreign Postal Code: <b>N/A</b>	Internal Mail Code: <b>N/A</b>	
Telephone No.: <b>(806) 318-9285</b>	Fax No.: <b>(918) 662-6857</b>	
E-mail Address: <b>tiana.andriamanarivo@p66.com</b>		
<b>V. Site Information</b>		
A. Site Name: <b>Gaines Pump Station</b>		
B. Regulated Entity Number (RN) (if issued): <b>RN100212778</b>		
C. Account Number (if issued): <b>GA-0156-V</b>		



**Texas Commission on Environmental Quality  
Air Permits Division  
Change of Name/Ownership Form**

**V. Site Information (continued)**

**D.** If action is transfer of ownership, is the change for the entire site?  YES  NO  N/A

**E.** If action is transfer of ownership for a portion of the existing site, will the new site be a major source?  YES  NO  N/A

**F.** Indicate all pollutants for which the site is a major source based on the site's potential to emit.

Pollutant:	VOC	NO <sub>x</sub>	SO <sub>2</sub>	PM <sub>10</sub>	CO	PB	HAPs	Other
Major at the Site (YES/NO):	NO	YES	NO	NO	YES	NO	NO	N/A

**VI. Air Authorizations That Are Affected By This Action**

**A.** List all NSR authorizations (including PBR, SE, and standard permit registrations, and NSR permits), as applicable:  
Registration Nos. 70899 and 72817

**B.** List all FOPs (including SOPs and ATOs under GOPs), as applicable:  
Title V Permit No. O3396

**VII. NSR Conditions for Change of Ownership under 30 TAC § 116.110(e)**

- The new owner agrees to be bound by all the permit conditions and all representations made in the permit and any amendments and alterations.
- The new owner asserts there will be no change in the type of pollutants emitted.
- The new owner asserts there will be no increase in the quantity emitted.

**VIII. FOP Conditions for Change of Ownership**

- For SOP holders:  
Pursuant to 30 TAC § 122.210 and § 122.211, the permit holder (new owner) is required to submit a permit revision application for a change to the permit identification of ownership or operational control of a site. The change must be facilitated by a written agreement containing a specific date for transfer of permit responsibility, coverage, and liability between the old and new permit holder. This written agreement is maintained with the permit.
- For GOP holders:  
Pursuant to 30 TAC § 122.503, the permit holder (new owner) is required to submit (before the change is operated) an application for a new authorization to operate for a change to the permit identification of ownership or operational control of a site. The change must be facilitated by a written agreement containing a specific date for transfer of permit responsibility, coverage, and liability between the old and new permit holder. This written agreement is maintained with the permit.

**A.** Are any other changes needed for the FOP?  
(If YES, submit the information as explained in the instructions.)  YES  NO

**B.** Is there an Acid Rain permit or Clean Air Interstate Rule (CAIR) permit included in the SOP?  
(If YES, submit the information as explained in the instructions.)  YES  NO

**IX. Authorization**

I, James M. Phelan, certify that I am the responsible official for this application and that, based on information and belief formed after reasonable inquiry, the statements and information on this form are true, accurate, and complete.

Signature: James M. Phelan Signature Date: 5/25/2012

Title: Director, Environmental