

Bryan W. Shaw, Ph.D., *Chairman*
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Zak Covar, *Executive Director*



TEXAS COMMISSION ON ENVIRONMENTAL QUALITY
Protecting Texas by Reducing and Preventing Pollution

June 6, 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
Regulated Entity Number: RN100212778
County: Gaines
Account Number: GA-0156-V

Dear Mr. Phelan:

Thank you for the letter dated June 6, 2012, notifying us of the ownership change. Your letter states that PHILLIPS 66 PIPELINE LLC is now the Owner and Operator of the facility listed above. The following air authorizations have been updated to reflect the transfers.

Permit / Reg. Number	Permit / Reg. Expiration Date	Previous Permittee / Registrant
70899	NA	Phillips Pipe Line Company
72817	NA	Phillips Pipe Line Company

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.

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) 239-2363.

Sincerely,

A handwritten signature in black ink, appearing to read "Hannah Crews", with a long horizontal flourish extending to the right.

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

cc: Air Section Manager, Region 7 - Midland
Mr. Mark Chambers, Industrial Emissions Assessment Section (MC-164), Austin
TCEQ Central Records (MC-198)

06/06/2012 -----NSR IMS - PROJECT RECORD -----

PROJECT#: 178595 STATUS: PENDING DISP CODE: _____
RECEIVED: 06/04/2012 PROJTYPE: OWNCHANGE ISSUED DT: _____

PROJECT ADMIN NAME: CHANGE OF OWNERSHIP
PROJECT TECH NAME: PHILLIPS 66 PIPELINE LLC

STAFF ASSIGNED TO PROJECT:

CREWS , HANNAH - REVIEWR1_2 - AP INITIAL REVIEW

CUSTOMER INFORMATION (OWNER/OPERATOR DATA)

ISSUED TO: PHILLIPS 66 PIPELINE LLC
COMPANY NAME: PHILLIPS 66 PIPELINE LLC
CUSTOMER REFERENCE NUMBER: CN604091363

REGULATED ENTITY/SITE INFORMATION

REGULATED ENTITY NUMBER: RN100212778 ACCOUNT: GA0156V

REGULATED ENTITY LOCATION: FROM SEMINOLE 24 MI W ON US 62/180 3 MI S 0.6 MI W APPROX 400 YDS
FROM TX NEW MEXICO BOUNDARY

REGION 07 - MIDLAND NEAR CITY: SEMINOLE COUNTY: GAINES

CONTACT/PERMIT INFORMATION

CONTACT NAME: MR JAMES M PHELAN CONTACT ROLE: RESPONSIBLE OFFICIAL
JOB TITLE: ENVIRONMENTAL DIRECTOR ORGANIZATION: PHILLIPS 66 PIPELINE LLC
MAILING ADDRESS: 600 N DAIRY ASHFORD ST , TA-02-2142, HOUSTON, TX, 77079-1100
PHONE: (281) 293-3715 Ext: 0
FAX: (918) 662-8469 Ext: 0
EMAIL: JIM.M.PHELAN@P66.COM

PERMIT#: 70899 AUTHTYPE: PBR RENEWAL:
PERMIT NAME: GAINES PUMP STATION
PERMIT#: 72817 AUTHTYPE: PBR RENEWAL:
PERMIT NAME: GAINES PUMP STATION

PROJECT NOTES:

06/05/2012 CHANGE OF OWNERSHIP EFFECTIVE 04/12/2012; PREVIOUS PERMITTEE CONOCOPHILLIPS
PIPE LINE COMPANY

TRACKING ELEMENTS:

TE Name	Start Date	Complete Date
APIRT RECEIVED PROJECT (DATE)	06/04/2012	
CENTRAL REGISTRY UPDATED	06/05/2012	06/05/2012
APIRT TRANSFERRED PROJECT TO TECHNICAL STAFF (DATE)		



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

JUN 04 2012
APIRT

178595

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



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?							<input type="checkbox"/> YES <input type="checkbox"/> NO <input checked="" type="checkbox"/> N/A	
E. If action is transfer of ownership for a portion of the existing site, will the new site be a major source?							<input type="checkbox"/> YES <input type="checkbox"/> NO <input checked="" type="checkbox"/> 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 _x	SO ₂	PM ₁₀	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)								
<ul style="list-style-type: none">• 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								
<ul style="list-style-type: none">• 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.)							<input type="checkbox"/> YES <input checked="" type="checkbox"/> 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.)							<input type="checkbox"/> YES <input checked="" type="checkbox"/> 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: <u>James M. Phelan</u>					Signature Date: <u>5/25/2012</u>			
Title: Director, Environmental								



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	Change of Name
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 600134761 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 type="checkbox"/> Change in Regulated Entity Ownership			
<input checked="" type="checkbox"/> Change in Legal Name (Verifiable with the Texas Secretary of State) <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 below	
Phillips 66 Pipeline LLC		ConocoPhillips Pipe Line Company	
10. Mailing Address:		End Date:	
905 S. Fillmore		4/12/2012	
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)		19. TX SOS Filing Number (if applicable)	
008427692		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"/> 251-500 <input checked="" type="checkbox"/> 501 and higher		<input type="checkbox"/> Yes <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

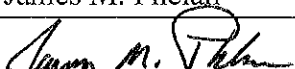
SECTION IV: Preparer Information

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