



Stephanie D. Jones
Sr. Commercial Specialist

ConocoPhillips Company
600 North Dairy Ashford - ML-2096
Houston, Texas 77079
(281) 293-3689
stephanie.d.jones@conocophillips.com

February 16, 2010

Mr. James J. McNulty, Secretary
Pennsylvania Public Utility Commission
Keystone Building, 400 North Street
2nd Floor, Room N201
Harrisburg, PA 17120

By: UPS Overnight Delivery

Re: ConocoPhillips Company – Natural Gas Supplier License Application

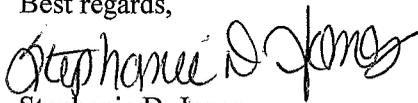
Dear Mr. McNulty:

Please find enclosed for processing, one original, 3 copies and one CD of the following documents:

1. ConocoPhillips Company's Natural Gas Supplier License Application;
2. Check Payable to Commonwealth of Pennsylvania PUC in sum of \$350.00;
3. Affidavits signed by William L. Bullock, Jr. and notarized;
4. Appendix "A" – Tax Certification Statement;
5. Appendix "B" – Sample Disclosure Statement (Not Applicable)
6. Appendix "C" – Newspaper Notices
7. Appendix "D" – Standards of Conduct
8. Attachment "I" – PA Certificate of Good Standing for ConocoPhillips Company and Certificate for Transact Business in the State of PA for ConocoPhillips Company
9. Attachment "II" – Corporate Directors & Officers of ConocoPhillips Company
10. Attachment "III" – Articles of Incorporation for ConocoPhillips Company
11. Attachment "IV" – Proof of Service of Application on required state agencies and natural gas distribution companies;
12. Attachment "V" – Financial Fitness information for ConocoPhillips Company; and
13. Attachment "VI" – Technical Fitness information for ConocoPhillips Company.

Should you have any questions or require additional information, please contact me at (281) 293-3689.

Best regards,


Stephanie D. Jones

Enc.

cc: See Attached Distribution List

DISTRIBUTION LIST

Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, a copy of the signed and verified Natural Gas Supplier License Application of ConocoPhillips Company with attachments, has been served on the following:

Irwin A. Popowsky
Office of Consumer Advocate
5th Floor, Forum Place
555 Walnut Street
Harrisburg, PA 17120-1921

Office of the Attorney General
Bureau of Consumer Protection
Strawberry Square, 14th Floor
Harrisburg, PA 17120

William R. Lloyd, Jr.
Commerce Building, Suite 1102
Small Business Advocate
300 North Second Street
Harrisburg, PA 17101

Commonwealth of Pennsylvania
Department of Revenue
Bureau of Compliance
Harrisburg, PA 17128-0946

Valley Energy Inc.
Robert Crocker
523 South Keystone Avenue
Sayre, PA 18840-0340

National Fuel Gas Distribution Corp.
David D. Wolford
6363 Main Street
Williamsville, NY 14221

PPL Gas Utilities Corporation
Curtis L. Rounds
555 Camargo Road
Quarryville, PA 17566

The Peoples Natural Gas Company
Joe Gregorini
625 Liberty Avenue
Pittsburgh, PA 15222

T. W. Phillips Gas and Oil Company
Robert M. Hovanec
205 North Main Street
Butler, PA 16001

UGI
Chris Brown
225 Morgantown Rd
Reading, PA 15222

PG Energy
Richard N. Marshall
One PEI Center
Wilkes-Barre, PA 18711-0601

Equitable Gas Company
Jerald Moody
225 North Shore Drive
Pittsburgh, PA 15212-5352

Carnegie Natural Gas Company
Donald A. Melzer
800 Regis Avenue
Pittsburgh, PA 19236

Columbia Gas of PA, Inc.
Heather Bauer
200 Civic Center Drive
Columbus, OH 43215

Philadelphia Gas Works
Eric Burgis
800 West Montgomery Avenue
Philadelphia, PA 19122

PECO
Amy Hamilton,
Manager Gas Regulatory and Transportation
2301 Market Street, S9-1
Philadelphia, PA 19103

Application Form for Parties Wishing to Offer, Render, Furnish, or Supply Natural Gas Supply Services to the Public in the Commonwealth of Pennsylvania

You may use the attached form to make your application. **(Remove this instruction sheet prior to filing.)** If you need more space than is provided on this form or if you are attaching exhibits, attach additional pages and exhibits immediately following the page containing the item(s) being addressed. You are also required to file an electronic version of this document (excluding "confidential" information) using any version of Word, Word Perfect or DOS text software. One three and one half inch diskette must accompany the paper copies to be filed with the Pennsylvania Public Utility Commission.

To file an application with the Pennsylvania Public Utility Commission, **file a signed and verified original and three (3) copies**, and the electronic version of your application and attachments with the Commission's Secretary's Office in Harrisburg, Pennsylvania:

James J. McNulty, Secretary
Keystone Building, 400 North Street
2nd Floor, Room N201
Harrisburg, PA 17120

or

James J. McNulty, Secretary
P.O. Box 3265
Harrisburg, PA 17105-3265

Questions pertaining to completion of this application may be directed to the Bureau of Fixed Utility Services at the above address or you may call the Bureau at any of the following numbers: (717) 787-8763 or 783-6185.

If your answer to any of these items changes during the pendency of your application or if the information relative to any item herein changes while you are operating within the Commonwealth of Pennsylvania, you are under a duty to so inform the Commission as to the specifics of any changes which have a significant impact on the conduct of business in Pennsylvania. Applicant is also required to officially notify the Commission if it plans to cease doing business in Pennsylvania, 90 days prior to ceasing operations.

Confidentiality:

If any of your answers require you to disclose what you believe to be privileged or confidential information not otherwise available to the public, you should designate at each point in the Application that the answer requires you to disclose privileged and confidential information. You should then submit the information on documents stamped "CONFIDENTIAL" at the top in clear and conspicuous letters and submit one copy of the information under seal to the Secretary's Office along with the Application. Applicant must fully support its request to maintain confidentiality for the information which it believes to be confidential or proprietary. Such request shall be deemed to be a Petition for Protective Order and will be ruled upon by the Commission in conjunction with the license application. Pending disposition, the information will be used solely for the purpose of evaluating the license application, and the confidentiality of this information will be maintained consistent with the Commission's rules and regulations pertaining to confidentiality.

BEFORE THE PENNSYLVANIA PUBLIC UTILITY COMMISSION

Application of CONOCOPHILLIPS COMPANY, d/b/a CONOCOPHILLIPS COMPANY, for approval to offer, render, furnish, or as a(n) Supplier of natural gas services, Broker/Marketer engaged in the business of supplying natural gas services; and an Aggregator engaged in the business of supplying natural gas services to the public in the Commonwealth of Pennsylvania.

To the Pennsylvania Public Utility Commission:

1. **IDENTITY OF THE APPLICANT:** The name, address, telephone number, and FAX number of the Applicant are:

ConocoPhillips Company
600 North Dairy Ashford
Houston, Texas 77079
Telephone: (281) 293-1000
Facsimile: (281) 293-6111

Please identify any predecessor(s) of the Applicant and provide other names under which the Applicant has operated within the preceding five (5) years, including name, address, and telephone number.

Phillips Petroleum Company (predecessor) qualified to do business in PA on August 13, 1934.
600 North Dairy Ashford, Houston, Texas 77079, Telephone: (281) 293-1000

DuPont Power Marketing (predecessor) qualified to do business in PA in 1998, previous Retail License under docket No. A-110009.
600 North Dairy Ashford, Houston, Texas 77079, Telephone: (281) 293-1000

2. a. **CONTACT PERSON:** The name, title, address, telephone number, and FAX number of the person to whom questions about this Application should be addressed are:

Stephanie D. Jones
ConocoPhillips Company
600 N. Dairy Ashford, ML-2096
Houston, Texas 77079
Telephone: (281) 293-3689
Facsimile: (281) 293-3700

OR

Carolyn S. Hazel
ConocoPhillips Company
600 N. Dairy Ashford, ML-2106
Houston, Texas 77079
Telephone: (281) 293-2939
Facsimile: (281) 293-3700

- b. **CONTACT PERSON-PENNSYLVANIA EMERGENCY MANAGEMENT AGENCY:** The name, title, address telephone number and FAX number of the person with whom contact should be made by PEMA:

Jeffrey R. Brant
ConocoPhillips Company
5900 North Burdick Street, Suite 108 B
East Syracuse, New York 13057
Telephone: (315) 627-0093
Facsimile: (315) 627-0094

- 3.a. **ATTORNEY:** If applicable, the name, address, telephone number, and FAX number of the Applicant's attorney are:

Carolyn S. Hazel
ConocoPhillips Company
600 N. Dairy Ashford, ML-2106
Houston, Texas 77079
Telephone: (281) 293-3689
Facsimile: (281) 293-3700

b. **REGISTERED AGENT:** If the Applicant does not maintain a principal office in the Commonwealth, the required name, address, telephone number and FAX number of the Applicant's Registered Agent in the Commonwealth are:

**United States Corporation Company
2704 Commerce Drive
Harrisburg, PA 17110**

4. **FICTITIOUS NAME:** (select and complete appropriate statement)

The Applicant will not be using a fictitious name.

5. **BUSINESS ENTITY AND DEPARTMENT OF STATE FILINGS:** (select and complete appropriate statement)

The Applicant is a:

- domestic corporation (none)
- foreign corporation (15 Pa. C.S. §4124)**
- domestic limited liability company (15 Pa. C.S. §8913)
- foreign limited liability company (15 Pa. C.S. §8981)
- Other _____

Provide proof of compliance with appropriate Department of State filing requirements as indicated above. Additionally, provide a copy of the Applicant's Articles of Incorporation.

See Attachment "I" containing Certificate of Good Standing from State of Pennsylvania.

Give name and address of officers.

See Attachment "II" of Corporate Directors & Officers of ConocoPhillips Company.

The Applicant is incorporated in the state of Delaware.

See Attachment "III" of Articles of Incorporation for ConocoPhillips Company.

6. **AFFILIATES AND PREDECESSORS WITHIN PENNSYLVANIA:** (select and complete appropriate statement)

Affiliate(s) of the Applicant doing business in Pennsylvania are:

**DuPont Power Marketing (predecessor)
600 North Dairy Ashford, Houston, Texas 77079, Telephone: (281) 293-1000
Previous PA Retail License No. A-110009**

In addition, ConocoPhillips Company owns the following assets located in Pennsylvania.

Trainer Refinery, 4101 Post Road, Trainer, PA 19061, Telephone: (610) 364-8000

East Line Pipeline: This is composed of 2 pipelines that run from the Trainer Refinery 4 miles to Tank Farm in Chelsea.

The affiliate and facility listed above are NOT jurisdictional public utilities.

- Does the Applicant have any affiliation with or ownership interest in:
- (a) any other Pennsylvania retail natural gas supplier licensee or licensee applicant,
 - (b) any other Pennsylvania retail licensed electric generation supplier or license applicant,
 - (c) any Pennsylvania natural gas producer and/or marketer,
 - (d) any natural gas wells or
 - (e) any local distribution companies (LDCs) in the Commonwealth

The Applicant does NOT have any affiliation with or ownership interest in any of (a)–(e) listed above. However, COP makes wholesales of natural gas within the state of PA. In addition, the Applicant is concurrently applying for a Retail Power License.

If the response to parts a, b, c, or d above is affirmative, provide a detailed description and explanation of the affiliation and/or ownership interest.

Not Applicable

- Provide specific details concerning the affiliation and/or ownership interests involving:
- (a) any natural gas producer and/or marketers,
 - (b) any wholesale or retail supplier or marketer of natural gas, electricity, oil, propane or other energy sources.

ConocoPhillips Company owns the Trainer Refinery located in Trainer, PA.. This refinery produces gasoline, diesel, Jet Fuel oil and Propane. In addition, we own 2 pipelines that run from the Trainer facility to Chelsea.

- Provide the Pa PUC Docket Number if the applicant has ever applied:
- (a) for a Pennsylvania Natural Gas Supplier license, or
 - (b) for a Pennsylvania Electric Generation Supplier license.

**DuPont Power Marketing (predecessor), 600 North Dairy Ashford, Houston, Texas 77079
Telephone: (281) 293-1000, previous PA Retail License under Docket No. A-110009**

- If the Applicant or an affiliate has a predecessor who has done business within Pennsylvania, give name and address of the predecessor(s) and state whether the predecessor(s) were jurisdictional public utilities.

**Phillips Petroleum Company (predecessor) qualified to do business in PA on August 13, 1934.
600 North Dairy Ashford, Houston, Texas 77079, Telephone: (281) 293-1000**

DuPont Power Marketing (predecessor) qualified to do business in PA in 1998, previous Retail License under docket No. A-110009. 600 North Dairy Ashford, Houston, Texas 77079, Telephone: (281) 293-1000

7. **APPLICANT'S PRESENT OPERATIONS:** (select and complete the appropriate statement)

- The Applicant is presently doing business in Pennsylvania as a
- natural gas interstate pipeline.
 - municipal providing service outside its municipal limits.
 - local gas distribution company
 - retail supplier of natural gas services in the Commonwealth
 - a natural gas producer
 - Other. (Identify the nature of service being rendered.)

ConocoPhillips Company owns the Trainer Refinery located in Trainer, PA. This refinery produces gasoline, diesel, Jet Fuel oil and Propane. In addition, we own 2 pipelines that run from the Trainer facility to Chelsea

8. **APPLICANT'S PROPOSED OPERATIONS:** The Applicant proposes to operate as a:

- Supplier of natural gas services.**
- Municipal supplier of natural gas services.
- Cooperative supplier of natural gas services.
- Broker/Marketer engaged in the business of supplying natural gas services.**
- Aggregator engaged in the business of supplying natural gas services.**
- Other (Describe):

9. **PROPOSED SERVICES:** Generally describe the natural gas services which the Applicant proposes to offer.

Fixed Price Natural Gas Sales – Large Commercial/Industrial Markets
Fixed Basis Natural Gas Sales – Large Commercial/Industrial Markets
Market Priced (Index) Natural Gas Sales – Large Commercial/Industrial Markets

10. **SERVICE AREA:** Provide each Natural Gas Distribution Company (NGDC) in which Applicant proposes to offer services.

Carnegie Natural Gas Company
Columbia Gas of PA, Inc
Equitable Gas Company
National Fuel Gas Distribution Corp
PECO
PG Energy
Philadelphia Gas Works
PPL Gas Utilities Corporation
The Peoples Natural Gas Company
T.W. Phillips Gas & Oil Company
UGI
Valley Energy Inc.

11. **CUSTOMERS:** Applicant proposes to initially provide services to:

- Residential Customers
- Commercial Customers - (Less than 6,000 Mcf annually)
- Commercial Customers - (6,000 Mcf or more annually)**
- Industrial Customers**
- Governmental Customers**
- All of above
- Other (Describe):

12. **START DATE:** The Applicant proposes to begin delivering services on **April 1, 2010**. (approximate date).

13. **NOTICE:** Pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14, serve a copy of the signed and verified Application with attachments on the following:

See Attachment "IV" Copies of Letters with application and attachments to the following:

Irwin A. Popowsky
 Office of Consumer Advocate
 5th Floor, Forum Place
 555 Walnut Street
 Harrisburg, PA 17120-1921

Office of the Attorney General
 Bureau of Consumer Protection
 Strawberry Square, 14th Floor
 Harrisburg, PA 17120

William R. Lloyd, Jr.
 Commerce Building, Suite 1102
 Small Business Advocate
 300 North Second Street
 Harrisburg, PA 17101

Commonwealth of Pennsylvania
 Department of Revenue
 Bureau of Compliance
 Harrisburg, PA 17128-0946

Any of the following Natural Gas Distribution Companies through whose transmission and distribution facilities the applicant intends to supply customers:

<p>Valley Energy Inc. Robert Crocker 523 South Keystone Avenue Sayre, PA 18840-0340 PH: 570.888-9664 FAX: 570.888.6199 email: rcrocker@ctenterprises.org</p>	<p>National Fuel Gas Distribution Corp. David D. Wolford 6363 Main Street Williamsville, NY 14221 PH: 716.857.7483 FAX: 716.857.7479 e-mail: wolfordd@natfuel.com</p>
<p>PPL Gas Utilities Corporation Curtis L. Rounds <u>or</u> Edward L. Farber 555 Camargo Road Quarryville, PA 17566 PH: 717.519.2922 717.519.2923 FAX: 717.806.1907 717.806.1907 e-mail: clounds@pplweb.com <u>or</u> elfarber@pplweb.com</p>	<p>The Peoples Natural Gas Company Joe Gregorini <u>or</u> Bill McKeown 625 Liberty Avenue Pittsburgh, PA 15222 e-mail: jgregorini@png.cng.com PH: 412.497.6851 <u>or</u> 412.497.6840 FAX: 412.497.6630</p>
<p>T. W. Phillips Gas and Oil Company Robert M. Hovanec 205 North Main Street Butler, PA 16001 PH: 724.287.2725 FAX: 724.287.5021 e-mail: rhovanec@twphillips.com</p>	<p>UGI Chris Brown <u>or</u> Bob Krieger PO Box 12677 <u>or</u> 225 Morgantown Rd Reading, PA 15222 Reading, PA 15222 PH: 610.796.3425 PH: 610.796.3516 FAX: 610.796.3559</p>
<p>PG Energy Richard N. Marshall <u>or</u> Wendy K. Saxe One PEI Center Wilkes-Barre, PA 18711-0601 e-mail: marshall@pgenergy.com <u>or</u> saxe@pgenergy.com PH: 570.829.8795 FAX: 570.829.8652</p>	<p>Equitable Gas Company Jerald Moody 225 North Shore Drive Pittsburgh, PA 15212-5352 PH: 412.395.3209 FAX: 412.395.3335</p>
<p>Carnegie Natural Gas Company Donald A. Melzer 800 Regis Avenue Pittsburgh, PA 19236 PH: 412.655.8510 ext. 331 FAX: 412.655.0335</p>	<p>Columbia Gas of PA, Inc. Heather Bauer 200 Civic Center Drive Columbus, OH 43215 PH: 614.460.6254 <u>or</u> 614.460.5554 FAX: 614.460.4291</p>
<p>Philadelphia Gas Works Eric Burgis 800 West Montgomery Avenue Philadelphia, PA 19122 email: eric.burgis@pgworks.com PH: 215.684.6907 FAX: 215.684.6564</p>	<p>PECO Amy Hamilton, Manager Gas Regulatory and Transportation 2301 Market Street, S9-1 Philadelphia, PA 19103 Email: amy.hamilton@exeloncorp.com PH: 215.841.6783</p>

Pursuant to Sections 1.57 and 1.58 of the Commission's Regulations, 52 Pa. Code §§1.57 and 1.58, attach Proof of Service of the Application and attachments upon the above named parties. Upon review of the Application, further notice may be required pursuant to Section 5.14 of the Commission's Regulations, 52 Pa. Code §5.14.

14. **TAXATION:** Complete the **TAX CERTIFICATION STATEMENT** attached as **Appendix A** to this application.

15. **COMPLIANCE:** State specifically whether the Applicant, an affiliate, a predecessor of either, or a person identified in this Application has been convicted of a crime involving fraud or similar activity. Identify all proceedings, by name, subject and citation, dealing with business operations, in the last five (5) years, whether before an administrative body or in a judicial forum, in which the Applicant, an affiliate, a predecessor of either, or a person identified herein has been a defendant or a respondent. Provide a statement as to the resolution or present status of any such proceedings.

Applicant nor predecessors have never been convicted of a crime involving fraud or similar activity.

16. **STANDARDS, BILLING PRACTICES, TERMS AND CONDITIONS OF PROVIDING SERVICE AND CONSUMER EDUCATION:** All services should be priced in clearly stated terms to the extent possible. Common definitions should be used. All consumer contracts or sales agreements should be written in plain language with any exclusions, exceptions, add-ons, package offers, limited time offers or other deadlines prominently communicated. Penalties and procedures for ending contracts should be clearly communicated.

a. **Contacts for Consumer Service and Complaints:** Provide the name, title, address, telephone number and FAX number of the person and an alternate person responsible for addressing customer complaints. These persons will ordinarily be the initial point(s) of contact for resolving complaints filed with Applicant, the Distribution Company, the Pennsylvania Public Utility Commission or other agencies.

**Jeffrey R. Brant, Director Origination
ConocoPhillips Company
5900 North Burdick Street, Suite 108 B
East Syracuse, New York 13057
Telephone: (315) 627-0093
Facsimile: (315) 627-0094**

OR

**Will W. Hussey, Manager Origination
ConocoPhillips Company
600 North Dairy Ashford, CH-01
Houston, Texas 77079
Telephone: (281) 293-
Facsimile: (281) 293-**

b. Provide a copy of all standard forms or contracts that you use, or propose to use, for service provided to residential customers.

Not Applicable – ConocoPhillips Company will not serve residential customers.

c. If proposing to serve Residential and/or Small Commercial customers, provide a disclosure statement. A sample disclosure statement is provided as Appendix B to this Application.

Not Applicable – ConocoPhillips Company will not serve residential or small commercial customers.

17. **FINANCIAL FITNESS:** See Attachment **“V”** demonstrating financial fitness

A. Applicant shall provide sufficient information to demonstrate financial fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- Actual (or proposed) organizational structure including parent, affiliated or subsidiary companies.
- Published parent company financial and credit information.
- Applicant's balance sheet and income statement for the most recent fiscal year. Published financial information such as 10K's and 10Q's may be provided, if available.
- Evidence of Applicant's credit rating. Applicant may provide a copy of its Dun and Bradstreet Credit Report and Robert Morris and Associates financial form or other independent financial service reports.
- A description of the types and amounts of insurance carried by Applicant which are specifically intended to provide for or support its financial fitness to perform its obligations as a licensee.
- Audited financial statements
- Such other information that demonstrates Applicant's financial fitness.

B. Applicant must provide the following information: **See Attachment "V" demonstrating financial fitness**

- Provide proof of compliance with bonding/credit requirements for each NGDC the applicant is proposing to provide service in. This requirement is designated by each NGDC and can commonly be found in the NGDC supplier tariff.
- Identify Applicant's chief officers including names and their professional resumes.
- Provide the name, title, address, telephone number and FAX number of Applicant's custodian for its accounting records.

18. **TECHNICAL FITNESS: See Attachment "VI" demonstrating technical fitness.**

To ensure that the present quality and availability of service provided by natural gas utilities does not deteriorate, the Applicant shall provide sufficient information to demonstrate technical fitness commensurate with the service proposed to be provided. Examples of such information which may be submitted include the following:

- The identity of the Applicant's officers directly responsible for operations, including names and their professional resumes.
- A copy of any Federal energy license currently held by the Applicant.
- Proposed staffing and employee training commitments.
- Business plans.

19. **TRANSFER OF LICENSE:** The Applicant understands that if it plans to transfer its license to another entity, it is required to request authority from the Commission for permission prior to transferring the license. See 66 Pa. C.S. Section 2208(D). Transferee will be required to file the appropriate licensing application.

ConocoPhillips Company understands that if it plans to transfer its license to another entity, it is required to request the authority to transfer the license from the Commission prior to the transfer.

20. **UNIFORM STANDARDS OF CONDUCT AND DISCLOSURE:** As a condition of receiving a license, Applicant agrees to conform to any Uniform Standards of Conduct and Disclosure as set forth by the Commission.

ConocoPhillips Company agrees to conform to the Uniform Standards of Conduct and Disclosure.

21. **REPORTING REQUIREMENTS:** Applicant agrees to provide the following information to the Commission or the Department of Revenue, as appropriate:

- a. Reports of Gross Receipts: Applicant shall report its Pennsylvania intrastate gross receipts to the Commission on an annual basis no later than 30 days following the end of the calendar year.

Applicant will be required to meet periodic reporting requirements as may be issued by the Commission to fulfill the Commission's duty under Chapter 22 pertaining to reliability and to inform the Governor and Legislature of the progress of the transition to a fully competitive natural gas market.

ConocoPhillips Company agrees to provide the above-referenced information to the Commission or Department of Revenue, as appropriate.

22. **FURTHER DEVELOPMENTS:** Applicant is under a continuing obligation to amend its application if substantial changes occur in the information upon which the Commission relied in approving the original filing.

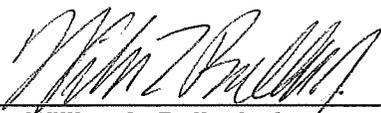
ConocoPhillips Company understands that it is under a continuing obligation to amend its application if substantial changes occur in the information upon which the Commission relied in approving the original filing.

23. **FALSIFICATION:** The Applicant understands that the making of false statement(s) herein may be grounds for denying the Application or, if later discovered, for revoking any authority granted pursuant to the Application. This Application is subject to 18 Pa. C.S. §§4903 and 4904, relating to perjury and falsification in official matters.

ConocoPhillips Company understands that making false statements herein may be grounds for denying the Application, or if later discovered, for revoking any authority granted pursuant to the Application.

24. **FEE:** The Applicant has enclosed the required initial licensing fee of \$350.00 payable to the Commonwealth of Pennsylvania.

CONOCOPHILLIPS COMPANY (Applicant)

By: 
Name: **William L. Bullock, Jr.**
Title: **Vice President**

This check was issued by ConocoPhillips Company
 DATE INVOICE(DESCRPT) CO DOCUMENT NO.
 01/21/10 NAGV 1200000279 USD
 CONOCOPHILLIPS INITIAL GAS LICENSING FEE

GROSS	DISCOUNT	NET
350.00	0.00	350.00

PAYEE NUMBER	CHECK DATE	CHECK NO	CHECK AMOUNT
115958	01/22/2010	00906432	350.00

If you have questions about this check, call (918)661-5746
 or logon to <https://vis.conocophillips.com>.

ConocoPhillips is currently adopting direct deposit (ACH) as our primary tool for payment in place of checks. Please access the following website <http://vendors.conocophillips.com/payment/index.htm> for application instructions. Your prompt response is greatly appreciated

THIS IS WATERMARKED PAPER - DO NOT ACCEPT WITHOUT NOTING WATERMARK - HOLD TO LIGHT TO VERIFY WATERMARK

Deutsche Bank Trust
 Company Delaware

ConocoPhillips Company
 Houston, TX

62-38/311
 Check No: **00906432**

115958

01/22/2010 00906432 \$*****350.00*

PAY TO THE ORDER OF

EXACTLY ****350 US Dollars and 00 Cents****

COMMONWEALTH OF PENNSYLVANIA
 PENNSYLVANIA PUBLIC UTILITY
 COMMISSION
 P.O. BOX 3265
 HARRISBURG, PA 17105-3265

Frances M Vallejo

Treasurer

⑈00906432⑈ ⑆031100380⑆

00538062⑈

AFFIDAVIT

STATE OF TEXAS §

County of Harris §

William L. Bullock, Jr., Affiant, being duly sworn according to law, deposes and says that:

He is a Vice President of ConocoPhillips Company; and is authorized to and does make this affidavit for said Applicant;

That ConocoPhillips Company, the Applicant herein, acknowledges that ConocoPhillips Company may have obligations pursuant to this Application consistent with the Public Utility Code of the Commonwealth of Pennsylvania, title 66 of the Pennsylvania Consolidated Statutes; or with other applicable statutes or regulations including Emergency Orders which may be issued verbally or in writing during any emergency situations that may unexpectedly develop from time to time in the course of doing business in Pennsylvania.

That ConocoPhillips Company, the Applicant herein, asserts that it possesses the requisite technical, managerial, and financial fitness to render natural gas supply service within the Commonwealth of Pennsylvania and that the Applicant will abide by all applicable federal and state laws and regulations and by the decisions of the Pennsylvania Public Utility Commission.

That ConocoPhillips Company, the Applicant herein, certifies to the Commission that it is subject to, will pay, and in the past has paid, the full amount of taxes imposed by Articles II and XI of the Act of March 4, 1971 (P.L. 6, No. 2), known as the Tax Reform Act of 1971 and any tax imposed by Chapter 22 of Title 66. The Applicant acknowledges that failure to pay such taxes or otherwise comply with the taxation requirements of, shall be cause for the Commission to revoke the license of the Applicant. The Applicant acknowledges that it shall report to the Commission its jurisdictional natural gas sales for ultimate consumption, for the previous year or as otherwise required by the Commission. The Applicant also acknowledges that it is subject to 66 Pa. C.S. §506 (relating to the inspection of facilities and records).

Applicant by filing of this application waives confidentiality with respect to its state tax information in the possession of the Department of Revenue, regardless of the source of information, and shall consent to the Department of Revenue by providing that information to the Pennsylvania Public Utility Commission.

That ConocoPhillips Company, the Applicant herein, acknowledges that it has a statutory obligation to conform with 66 Pa. C.S. §506, and the standards and billing practices of 52 PA. Code Chapter 56.

That the Applicant agrees to provide all consumer education materials and information in a timely manner as requested by the Commissioner's Office of Communications or other Commission bureaus. Materials and information requested may be analyzed by the Commission to meet obligations under applicable sections of the law.

That the facts above set forth are true and correct to the best of his knowledge, information and belief.

ConocoPhillips Company
By: *William L. Bullock, Jr.*
William L. Bullock, Jr.

Sworn and subscribed before me this ⁴² 15 day of February, 2010.



Stephanie D. Jones
Signature of Notary Public
My Commission expires 12/2/2011

AFFIDAVIT

STATE OF TEXAS §

County of Harris §

William L. Bullock, Jr., Affiant, being duly sworn according to law, deposes and says that:

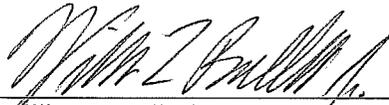
He is a Vice President of ConocoPhillips Company; and is authorized to and does make this affidavit for said Applicant;

That ConocoPhillips Company, the Applicant herein certifies that is has caused the notice of the filing of its license application to be published in the following newspapers on the dates of February 4th through February 24th. A copy of the notice as it appeared in each of the above newspapers is attached.

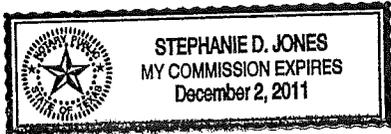
That ConocoPhillips Company, the Applicant will submit to the Commission the proof of publication from each newspaper in which the notice of the application filing was published as soon as it is available.

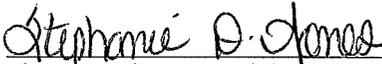
That the facts above set forth are true and correct to the best of his knowledge, information, and belief, and that he expects said Applicant to be able to prove the same at hearing.

ConocoPhillips Company

By: 
William L. Bullock, Jr.

Sworn and subscribed before me this 15th day of February, 2010.




Signature of Notary Public
My Commission expires 12/2/2011.

AFFIDAVIT

STATE OF TEXAS §

County of Harris §

William L. Bullock, Jr., Affiant, being duly sworn according to law, deposes and says that:

He is a Vice President of ConocoPhillips Company; and is authorized to and does make this affidavit for said Applicant;

That the Applicant herein, ConocoPhillips Company, has the burden of producing information and supporting documentation demonstrating its technical and financial fitness to be licensed as a natural gas supplier pursuant to 66 Pa. C.S. §2208(c)(1).

That the Applicant herein, ConocoPhillips Company, has answered the questions on the application correctly, truthfully, and completely and provided supporting documentation as required.

That the Applicant herein, ConocoPhillips Company, acknowledges that it is under a duty to update information provided in answer to questions on this application and contained in supporting documents.

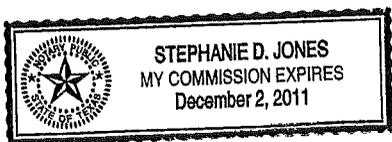
That the Applicant herein, ConocoPhillips Company, acknowledges that it is under a duty to supplement information provided in answer to questions on this application and contained in supporting documents as requested by the Commission.

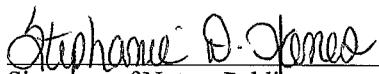
That the facts above set forth are true and correct to the best of his knowledge, information, and belief and that he expects said Applicant to be able to prove the same at hearing.

ConocoPhillips Company

By: 
William L. Bullock, Jr.

Sworn and subscribed before me this 15th day of February, 2010.




Signature of Notary Public
My Commission expires 12/2/2011.