

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

FILED

FEB 03 2004

Missouri Public
Service Commission

In the matter of the application of)
ConocoPhillips Company)
for certification as a seller of)
energy services in the State of)
Missouri)

APPLICATION FOR CERTIFICATION AS A
SELLER OF ENERGY SERVICES
IN THE STATE OF MISSOURI

ConocoPhillips Company
NAME OF APPLICANT

February 3, 2004
DATE OF APPLICATION

Address of Principal Place of Business:
600 North Dairy Ashford
Houston, TX 77079

If the Commission or Staff has questions
about this Application, they should contact:
Bruce A. Connell
600 North Dairy Ashford, CH1022
Houston, TX 77079
(281) 293-1736

APPLICANT IS:

- Individual Doing Business Under Own Name
- Individual Doing Business Under Fictitious Name (*Attach a copy of registration of fictitious name with Secretary of State*)
- Partnership (*Attach copy of partnership agreement*)
- Corporation (*Attach certified copy of Articles of Incorporation and Certificate of Incorporation*)

~IMPORTANT~

APPLICATION MUST BE SIGNED AND NOTARIZED TO BE PROCESSED. IF APPLICANT IS A PARTNERSHIP OR CORPORATION, APPLICATION MUST BE SIGNED BY AN AUTHORIZED MEMBER OR CORPORATE OFFICER AND NOTARIZED.

APPLICATION SHOULD BE MAILED TO BOTH:

Missouri Public Service Commission
P.O. Box 360
Jefferson City, MO 65102

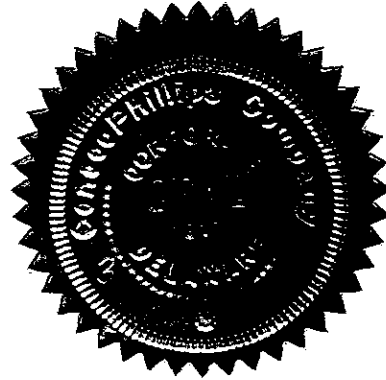
Office of the Public Counsel
P.O. Box 7800
Jefferson City, MO 65102

Applicant, requests the Commission to certify it as an energy seller in the State of Missouri.

SIGN HERE: *Susan F. Short*

PRINT NAME: Susan F. Short

TITLE: Assistant Secretary



STATE OF TEXAS §
 §
COUNTY OF HARRIS §

Before me, the undersigned Notary Public in and for the State of Texas, County of Harris, on this day personally appeared Susan F. Short, known by me to be the person whose name is subscribed to the Application for Certification as a Seller of Energy Services in the State of Missouri and acknowledged to me that she executed same as the act and deed of ConocoPhillips Company in her capacity as Assistant Secretary for the purpose therein expressed, that the seal affixed to said instrument is the corporate seal of said Company, and that the information contained in this Application is accurate to the best of her knowledge and belief.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed my Notarial Seal in the City of Houston, County of Harris, State of Texas, this 9th day of January 2004.

Leisa C. Munoz
Notary Public



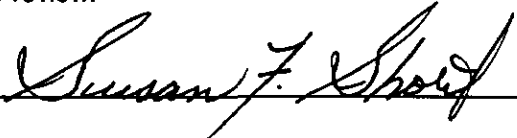
BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI
AGREEMENT OF APPLICANT FOR CERTIFICATION AS AN ENERGY SELLER

No person, other than a distributor or a political subdivision operating within its territorial limits, shall provide energy services in a political subdivision which has business license taxes in effect pursuant to section 66.300, 71.610, 92.045, 94.110, or 94.360 RSMo, or persons who sell energy service unless the person is certified by the commission as a seller and files its agreement with the commission to pay to the political subdivision all applicable business license taxes. All retail sales of energy shall be made by a distributor, seller or a political subdivision operating within its territorial limits. No distributor or political subdivision shall provide energy services to any person on behalf of any seller unless the seller has been certified as a seller and filed its agreement with the commission to pay all applicable business license taxes and the commission has furnished such distributor or political subdivision with evidence of such certification.

The applicant agrees to the following statutory conditions.

- (1) Applicant agrees to pay business licenses taxes, franchise fees or PILOTS as required pursuant to section 393.299 RSMo.
- (2) Applicant waives its right to challenge the validity of the agreement.
- (3) Applicant waives its right to the refund of amounts paid pursuant to the agreement.
- (4) Applicant will make its books and records available to the Commission and political subdivision for review.

SIGN HERE:



PRINT NAME:

Susan F. Short

ADDRESS:

600 North Dairy Ashford Rd., Houston Texas, 77079

PHONE:

281-293-1000

BEFORE THE PUBLIC SERVICE COMMISSION
OF THE STATE OF MISSOURI

LIST OF POLITICAL SUBDIVISIONS IN WHICH CONOCOPHILLIPS COMPANY
PROVIDES ENERGY SERVICES

ConocoPhillips Company does not provide energy services to any Missouri political subdivision at this time. We do, however, intend to respond to requests to provide energy services in the future and wanted to have a Certification as an Energy Seller in place in order to be qualified to provide such services. At such time that we have executed any agreements to provide energy services, and will notify the Commission within 48 hours of beginning to provide energy services in any political subdivision, or stops providing energy services in any political subdivision, as required by Commission rule.



Matt Blunt
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING

MATT BLUNT, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

CONOCOPHILLIPS COMPANY

ing in Missouri the name

CONOCOPHILLIPS COMPANY
F00005601

DELAWARE entity was created under the laws of this State on the 21st day of May, 1928, and is in good standing, having fully complied with all requirements of this office.

TESTIMONY WHEREOF, I have set my hand and an imprinted the GREAT SEAL of the State of Missouri, on this, the 7th day of January, 2004

Matt Blunt

Secretary of State

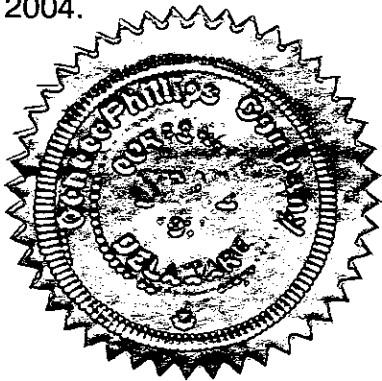


SECRETARY'S CERTIFICATE

I, Susan F. Short, Assistant Secretary of ConocoPhillips Company, a corporation organized and existing under and by virtue of the laws of the State of Delaware, United States of America (the "Company"), hereby certify that I am duly authorized to execute this Certificate on behalf of the Company, and on behalf of the Company certify that:

1. Attached hereto as Exhibit A is a true and correct photocopy of the Certificate of Amendment to the Restated Certificate of Incorporation of Phillips Petroleum Company changing the name of the company to ConocoPhillips Company as filed with the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of December 31, 2002 and such Certificate has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.
2. Attached hereto as Exhibit B is a true and correct photocopy of the Certificate of Merger which merges Conoco Inc. into ConocoPhillips Company as filed in the office of the Secretary of State of Delaware on the 12th day of December 2002, with an effective date of December 31, 2002 and such Certificate of Merger has not been modified, amended, rescinded or revoked and is in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand as Assistant Secretary and affixed the corporate seal of said Company this 9th day of January 2004.



A handwritten signature in cursive script that reads "Susan F. Short".

Susan F. Short
Assistant Secretary
ConocoPhillips Company

STATE OF TEXAS §
COUNTY OF HARRIS §

Before me, the undersigned Notary Public in and for the State of Texas, County of Harris, on this day personally appeared Susan F. Short, known by me to be the person whose name is subscribed to the foregoing instrument and acknowledged to me that she executed the same as the act and deed of ConocoPhillips Company in her capacity as Assistant Secretary for the purpose therein expressed, and that the seal affixed to said instrument is the corporate seal of said Company.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed my Notarial Seal in the City of Houston, County of Harris, State of Texas, this 9th day of January 2004.



Leisa C. Munoz
Notary Public

EXHIBIT A

**CERTIFICATE OF AMENDMENT TO THE RESTATED
CERTIFICATE OF INCORPORATION OF
PHILLIPS PETROLEUM COMPANY**

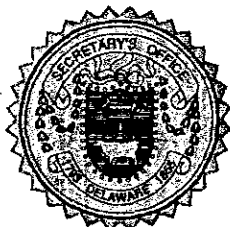
Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PHILLIPS PETROLEUM COMPANY", CHANGING ITS NAME FROM "PHILLIPS PETROLEUM COMPANY" TO "CONOCOPHILLIPS COMPANY", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:41 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11 O'CLOCK P.M.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

0064324 8100

AUTHENTICATION: 2183358

030002793

DATE: 01-02-03

CERTIFICATE OF AMENDMENT

to the

RESTATED CERTIFICATE OF INCORPORATION

of

**PHILLIPS PETROLEUM COMPANY
(to be renamed ConocoPhillips Company)**

Phillips Petroleum Company ("Phillips"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies that:

1. The amendments to Phillips' Restated Certificate of Incorporation set forth below were duly adopted in accordance with the provisions of Section 242 of the DGCL and have been consented to in writing by the sole stockholder of Phillips in accordance with Section 228 of the DGCL.

2. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Article I thereof and replacing in lieu thereof a new Article I reading in its entirety as follows:

"The name of the corporation (which is hereinafter referred to as the "Corporation") is ConocoPhillips Company."

3. Phillips' Restated Certificate of Incorporation is hereby amended by deleting Section 1 of Article IV thereof and replacing in lieu thereof a new Section 1 reading in its entirety as follows:

"Section 1. The Corporation shall be authorized to issue 2,100 shares of capital stock, of which 2,100 shares shall be shares of Common Stock, \$.01 par value ("Common Stock")."

4. Pursuant to Section 103(d) of the DGCL, this amendment will become effective at 11:00 p.m., Eastern time, on December 31, 2002.

FROM RL&F#1

(THU) 12. 12 '02 13:32/ST. 13:31/NO. 4864756279 P 6

IN WITNESS WHEREOF, Phillips has caused this certificate to be executed this
12th day of December, 2002.

PHILLIPS PETROLEUM COMPANY

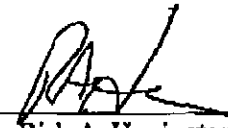
WJ
By: 
Name: Rick A. Harrington
Title: Senior Vice President, Legal,
and General Counsel

EXHIBIT B

**CERTIFICATE OF MERGER
CONOCO INC. INTO CONOCOPHILLIPS COMPANY**

Delaware

PAGE 1

The First State

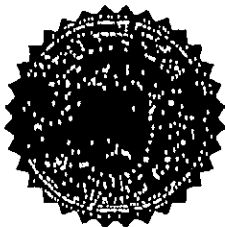
I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"CONOCO INC.", A DELAWARE CORPORATION,

WITH AND INTO "CONOCOPHILLIPS COMPANY" UNDER THE NAME OF "CONOCOPHILLIPS COMPANY", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWELFTH DAY OF DECEMBER, A.D. 2002, AT 1:44 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2002, AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

0064324 8100M

AUTHENTICATION: 2143121

020763253

DATE: 12-12-02

STATE OF DELAWARE
DIVISION OF CORPORATIONS
FILED 01:44 PM 12/12/2002
020763253 - 0064326

CERTIFICATE OF MERGER

of

Conoco Inc.
(a Delaware corporation)

with and into

ConocoPhillips Company
(a Delaware corporation)

Phillips Petroleum Company, a Delaware corporation to be renamed ConocoPhillips Company prior to the effective time of this certificate of merger (the "Surviving Corporation"), in compliance with the requirements of the General Corporation Law of the State of Delaware (the "DGCL") and desiring to effect a merger of Conoco Inc., a Delaware corporation formerly incorporated under the name Du Pont Holdings, Inc. (the "Merging Corporation" and together with the Surviving Corporation, the "Constituent Corporations"), with and into the Surviving Corporation, and acting by its duly authorized officer, DOES HEREBY CERTIFY that:

First: As of the date hereof, the name and state of incorporation of each of the Constituent Corporations of the merger are as follows:

<u>NAME</u>	<u>STATE OF INCORPORATION</u>
PHILLIPS PETROLEUM COMPANY	Delaware
CONOCO INC.	Delaware

Second: An agreement and plan of merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 251 of the DGCL;

Third: The name of the Surviving Corporation will be ConocoPhillips Company;

Fourth: The Certificate of Incorporation of ConocoPhillips Company immediately prior to the merger shall be the Certificate of Incorporation of the Surviving Corporation until such time as it may be amended in accordance with applicable law and the provisions thereof.

Fifth: The executed agreement and plan of merger is on file at an office of the Surviving Corporation, the address of which is 600 North Dairy Ashford, Houston, Texas 77079;

FROM RL&F#1

(THU) 12. 12' 02 16:39/ST. 16:38/NO. 4864756297 P 7

FROM RL&F#1

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Sixth: A copy of the agreement and plan of merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any Constituent Corporation; and

Seventh: Pursuant to Section 103(d) of the DGCL, this certificate of merger will become effective at 11:59 p.m., Eastern time, on December 31, 2002.

Dated: December 12, 2002

PHILLIPS PETROLEUM COMPANY
(a Delaware corporation)

By: 

Name: Rick A. Harrington

Title: Senior Vice President, Legal,
and General Counsel

HOU03:877673A