

## **Request for Rule Waiver for Notification of Consummation**

In July 2011, ConocoPhillips Communications Inc. (“ConocoPhillips”) announced that it would spinoff its downstream energy units, including the refining, marketing, chemicals and transportation business units, to Phillips 66, a new entity.<sup>1</sup> The transaction closed on April 26, 2012.

Pursuant to Section 1.925 of the Rules and Regulations of the Federal Communications Commission (“FCC” or “Commission”), ConocoPhillips and Phillips 66 respectfully request a waiver of Section 1.948(d) of the Commission’s Rules to permit the submission of a Notification of Consummation more than 30 days past the transaction closing date.

On April 20, 2012, ConocoPhillips filed an application to assign the Satellite license identified by call sign E040393 to Phillips 66. The Commission requested additional information regarding this request on June 15, 2012. The FCC issued its consent to this application on July 16, 2012.

The Commission may grant a request for waiver if it is shown that the underlying purpose of the rule would not be served or would be frustrated by application to the instant case, and that a grant of the requested waiver would be in the public interest. 47 C.F.R. §1.925(b)(3)(i).

In this case, the underlying purpose of the rule requiring Notifications of Consummation would be frustrated if the companies were not permitted to submit this Notification. The day-to-day operations of the communications licensed under call sign E040393 remain unchanged.

Notwithstanding that it is the responsibility of the transferee to submit the Notification of Consummation within 30 days of the transaction closing, Phillips 66 submits that a waiver of Section 1.948(d) of the Rules is in the public interest because day-to-day operations have remained constant despite the transaction identified above.

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If the Commission has questions, it is requested to contact Telecommunications Counsel for Phillips 66: Wesley Wright, Keller and Heckman LLP, 101 G Street NW, Suite 500W, Washington, D.C. 20001; [wright@khlaw.com](mailto:wright@khlaw.com); 202.434.4296.

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<sup>1</sup> See, [http://www.conocophillips.com/EN/newsroom/repositioning/Phillips\\_66/Pages/index.aspx](http://www.conocophillips.com/EN/newsroom/repositioning/Phillips_66/Pages/index.aspx) (last visited August 14, 2012).