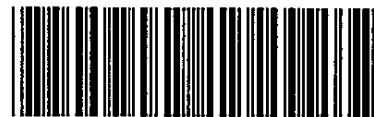


**Registered number: 2809975**

**PHILLIPS 66 CS LIMITED**  
(formerly ConocoPhillips CS Limited)

**Annual report and financial statements  
for the year ended 31 December 2012**

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**PHILLIPS 66 CS LIMITED**  
(formerly ConocoPhillips CS Limited)

**ANNUAL REPORT AND FINANCIAL STATEMENTS 2012**

**Board of directors:**  
D R Blakemore  
B S Coffman  
J C McCall  
M J Morrison  
G S Taylor  
R J Turner

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**Directors' report**

The directors present their annual report on the affairs of the company, together with the financial statements and auditor's report, for the year ended 31 December 2012

**Principal activities**

The principal activity of the company is the sale, purchase and storage of hydrocarbon products

On 2 July 2012 the company changed its name from ConocoPhillips CS Limited to Phillips 66 CS Limited

For the period 1 January 2012 to 30 April 2012, the company's ultimate parent company was ConocoPhillips, an international energy company listed on the New York Stock Exchange. On 4 April 2012, ConocoPhillips' board of directors gave its final approval for the repositioning of ConocoPhillips that resulted, after receipt of the necessary approvals from the regulators, in the formation of two leading, independent energy companies, ConocoPhillips and Phillips 66, both listed on the New York Stock Exchange. At 1 May 2012, the principal activities of Phillips 66 CS Limited were aligned to the Phillips 66 business and therefore the company's ultimate parent is now Phillips 66

For the period 1 January 2012 to 5 April 2012 the company was a wholly owned subsidiary of ConocoPhillips (U K ) Limited. On 5 April 2012, ConocoPhillips (U K ) Limited transferred its interest in the company to ConocoPhillips (U K ) Delta Limited. On 9 April 2012, ConocoPhillips (U K ) Delta Limited transferred its interest in the company to ConocoPhillips Company. On 18 April 2012, ConocoPhillips Company transferred its interest in the company to Conoco Central Europe Inc. On 19 April 2012, ConocoPhillips Company transferred its interests in Conoco Central Europe Inc and its subsidiaries, which includes this company, to Phillips 66 Company. Further transfers of ownership of the company occurred, and as from 20 April 2012, the company has been a wholly-owned subsidiary of Phillips 66 Limited, which changed its name from ConocoPhillips Limited on 2 July 2012.

On 17 April 2012, as part of the group restructuring prior to repositioning, the company acquired from ConocoPhillips the entire issued share capital of ConocoPhillips Ireland Limited together with various loans and accrued interest due from its subsidiaries for the consideration of 100 ordinary shares of \$1.61 each. The investment was acquired at its market value of £nil and the loans at their book value. ConocoPhillips Ireland Limited changed its name to Phillips 66 Ireland Limited on 1 May 2013.

The directors are not aware, at the date of this report, of any likely changes in the company's principal activities in the next year.

**Business review**

The company has made a loss during the year and it is the intention that the principal activities of the company will continue for the foreseeable future.

The loss for the year was £23.5 million (2011: £8.0 million loss). The company did not pay a dividend during the year. The resulting loss was transferred to distributable reserves.

**PHILLIPS 66 CS LIMITED**  
(formerly ConocoPhillips CS Limited)

**Directors' report (continued)**  
**Business review (continued)**

The company's balance sheet, on page 9 of the financial statements, shows the company has net assets of £158.9 million (2011 net assets £42.6 million). The movements on the company's reserves comprise the loss for the year, exchange differences on translation of the company's accounts from US Dollars to GBP Sterling, and new share capital issued in the year.

As part of the Phillips 66 group, the company's operations have many performance indicators in place measuring Health, Safety and Environment to ensure that it continues to build on a legacy of strong commitment and performance. Safety of personnel, coupled with a responsible pro-active approach to managing the environment is core to the company's business. The ultimate financial impact arising from environmental policies, laws and regulations is difficult to determine as current and new standards continue to evolve.

Under s417 of the Companies Act 2006, the directors are required to disclose the company's financial and non financial Key Performance Indicators. Phillips 66 manages its operations at a segmental and geographical level. For this reason the company's directors believe that the disclosure of Key Performance Indicators for this company is not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of the Phillips 66 group, which includes this company, is discussed within the annual report of the ultimate parent undertaking, Phillips 66 Company.

**Principal risks and uncertainties**

The principal risks and uncertainties facing the company are those that impact profitability. The company operates in the worldwide crude oil and refined products markets, and as such, is exposed to fluctuations for these commodities. The company engages the services of an affiliate company, Phillips 66 Limited, to enter into risk management transactions on its behalf. The affiliate company's Commercial organisation uses futures and swaps in various markets to manage the risk to cash flows from price exposures on specific inventory positions.

The risks and uncertainties facing the Phillips 66 group, which includes this company, are discussed within the annual report of the ultimate parent undertaking, Phillips 66 Company.

**Going concern**

The company participates in the group's centralised cash pooling arrangements and so shares banking arrangements with other Phillips 66 affiliates. The liquidity of the cash pool is underwritten by the company's ultimate parent, Phillips 66 Company.

The company has significant financial resources together with the responsibility to manage its cash flows.

After making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operation for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

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**PHILLIPS 66 CS LIMITED**  
(formerly ConocoPhillips CS Limited)

**Directors' report (continued)**

**Financial risk management objectives and policies**

*Commodity price risk*

The company engages the services of the commercial organisation of an affiliate company, Phillips 66 Limited, to enter into risk management transactions on its behalf, or in the company's own name. Futures and swaps are used in various markets to manage the risk to cash flows from price exposures on specific hydrocarbon products transactions to accomplish the following objectives:

- Balance physical systems. In addition to cash settlement prior to contract expiration, exchange traded futures contracts may also be settled by physical delivery of the commodity, providing another source of supply to meet marketing demand.
- Manage the risk to the company's cash flows from price exposures on specific hydrocarbon products transactions.

*Foreign Currency Risk*

The company may be exposed to foreign currency exchange rate risk resulting from its international branch operations and from entering into certain transactions denominated in currencies other than US Dollar. The company does not comprehensively hedge its exposure to currency rate changes, although the company may selectively hedge exposures to foreign currency rate risk.

**Dividends**

The company did not pay a dividend to ordinary shareholders during the year (2011: £nil).

The directors did not recommend a final dividend for the year ended 31 December 2012.

**Directors**

The directors, who served throughout the year and up to the date of this report, except as noted, were as follows:

J E Barton (resigned 30 April 2012)  
D R Blakemore (appointed 19 April 2012)  
B Coffman (appointed 19 April 2012)  
C W Conway (resigned 30 April 2012)  
J C McCall (appointed 19 April 2012)  
M J Morrison  
G S Taylor (appointed 17 May 2013)  
R J Turner (appointed 22 March 2012)

## **PHILLIPS 66 CS LIMITED**

(formerly ConocoPhillips CS Limited)

### **Directors' report (continued)**

#### **Auditors**

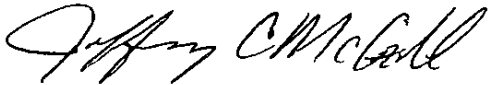
Each of the persons who is a director at the date of approval of this report confirms that

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- the director has taken all steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Pursuant to s386 of the Companies Act 1985 and continuing under the 2006 Companies Act, an elective resolution was passed dispensing with the requirement to reappoint auditors annually Ernst & Young LLP are deemed to continue as auditor of the Company

Approved by the Board and signed on its behalf by



J C McCall  
Director

24 September 2013

Registered office  
7<sup>th</sup> Floor  
200-202 Aldersgate Street  
London, EC1A 4HD

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## **PHILLIPS 66 CS LIMITED**

(formerly ConocoPhillips CS Limited)

### **Statement of directors' responsibilities**

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare the financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of the affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence taking reasonable steps for the prevention and detection of fraud and other irregularities

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PHILLIPS 66 CS LIMITED (FORMERLY CONOCOPHILLIPS CS LIMITED)**

We have audited the financial statements of Phillips 66 CS Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet, the Statement of Accounting Policies and the related notes 1 to 17. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditors**

As explained more fully in the Directors' Responsibilities Statement, set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report and Financial Statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on the financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been properly prepared in accordance with the requirements of the Companies Act 2006.

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PHILLIPS 66 CS LIMITED (FORMERLY CONOCOPHILLIPS CS LIMITED) (continued)**

### **Matters on which we are required to report on by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

*Ernst & Young LLP*

David Coulon (Senior Statutory Auditor)  
For and on behalf of Ernst & Young LLP  
Statutory Auditor  
London

24 September 2013



**PHILLIPS 66 CS LIMITED**

(formerly ConocoPhillips CS Limited)

**Profit and loss account**

For the year ended 31 December 2012

	<b>Note</b>	<b>2012 £'000</b>	<b>2011 £'000</b>
Turnover	1	2,099,198	409,666
Cost of sales		<u>(2,131,662)</u>	<u>(417,672)</u>
<b>Operating loss</b>	2	(32,464)	(8,006)
Interest receivable and similar income	5	1,320	-
Interest payable and similar charges	6	<u>-</u>	<u>(8)</u>
<b>Loss on ordinary activities before taxation</b>		(31,144)	(8,014)
Tax on loss on ordinary activities	7	7,630	-
<b>Loss for the financial year</b>		<u><u>(23,514)</u></u>	<u><u>(8,014)</u></u>

All activities are related to continuing operations

**Statement of total recognised gains and losses**

For the year ended 31 December 2012

	<b>Note</b>	<b>2012 £'000</b>	<b>2011 £'000</b>
Loss for the financial year		(23,514)	(8,014)
Exchange rate differences on translation from USD functional currency to GBP reporting currency	14	<u>(4,113)</u>	<u>1,639</u>
<b>Total recognised gains and losses related to year</b>		<u><u>(27,627)</u></u>	<u><u>(6,375)</u></u>

**PHILLIPS 66 CS LIMITED**  
(formerly ConocoPhillips CS Limited)  
**Registered number: 2809975**

**Balance sheet**  
At 31 December 2012

	<b>Note</b>	<b>2012 £'000</b>	<b>2011 £'000</b>
<b>Fixed Assets</b>			
Investments	8	-	-
<b>Current assets</b>			
Stocks	9	7,730	2,985
Debtors			
- due within one year	10	144,026	18,033
- due after more than one year	10	140,815	-
Cash at bank and in hand		206	25,591
		292,777	46,609
<b>Creditors – amounts falling due within one year</b>	11	(133,865)	(4,041)
Net current assets		158,912	42,568
<b>Total assets less current liabilities</b>		158,912	42,568
<b>Capital and reserves</b>			
Called up share capital	12	-	-
Share premium	13	193,676	49,705
Profit and loss account - deficit	13	(34,764)	(7,137)
<b>Shareholder's funds</b>	14	158,912	42,568

The financial statements were approved by the Board of Directors and authorised for issue on 24 September 2013 and signed on its behalf by



**J.C. McCall**

**Director**

24 September 2013

## **PHILLIPS 66 CS LIMITED**

(formerly ConocoPhillips CS Limited)

### **Statement of accounting policies**

For the year ended 31 December 2012

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

#### **Basis of preparation**

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards.

In accordance with FRS1 (5) (revised) "Cash flow statements" the company has taken advantage of the 90% owned subsidiary exemption and not presented a cash flow statement. The company's cash flows are included in the cash flow statement prepared by its ultimate parent company, Phillips 66.

#### **Basis of consolidation**

The company is exempt from preparing consolidated financial statements by virtue of section 400 of the Companies Act 2006.

#### **Investments**

Fixed asset investments are stated at cost less provisions for diminution in value.

#### **Stocks**

Stocks are stated at the lower of cost and net realisable value as follows:

Hydrocarbon Products - purchase cost on a first in, first out basis.

Net realisable value is based on estimated selling price less further costs expected to be incurred on disposal.

#### **Taxation**

Current taxation, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using tax rates and law that have been enacted or substantively enacted by the balance sheet date.

#### **Foreign currency**

The company's functional currency is the US Dollar. The company has adopted GBP Sterling as its reporting currency.

Trading transactions denominated in foreign currencies are translated into US Dollars at the exchange rate ruling when the transaction was entered into. Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the rate of exchange ruling at the end of the financial period. Exchange gains or losses are included in operating profit.

The results and financial position of the company are translated from the functional currency to the reporting currency using an average rate for the profit and loss account and the rate of exchange ruling at the end of the financial period for the balance sheet, except for share capital and share premium, which is translated at historic rates. All resulting exchange differences are taken to the statement of total recognised gains and losses.

#### **Leases**

Rentals paid under operating leases are charged to the profit and loss account in the period in which they arise.

#### **Derivative instruments**

The company, through arrangements with an affiliate company, Phillips 66 Limited, uses derivative instruments to hedge the effects of fluctuations in the price of hydrocarbon products. Any gains or losses arising from commodity derivative contracts are recognised in the profit and loss account in line with the underlying sales transaction.

#### **Related party transactions**

In accordance with FRS 8(3) "Related party disclosures" the company has taken advantage of the exemption not to disclose related party transactions with other wholly-owned members of the group.

**PHILLIPS 66 CS LIMITED**  
(formerly ConocoPhillips CS Limited)

**Notes to the financial statements**

For the year ended 31 December 2012

**1. Turnover**

Turnover and operating loss are principally attributable to the trading of hydrocarbons in Europe. No further segmental analysis of turnover and operating profit is provided as the directors believe that this could be seriously prejudicial to the best interests of the company.

**2. Operating loss**

Operating loss is stated after charging

	<b>2012</b> <b>£'000</b>	<b>2011</b> <b>£'000</b>
Operating leases	<u>30,591</u>	<u>11,915</u>

**3. Information regarding directors' and employees**

**(a) Directors' emoluments**

No emoluments were paid to the directors for their qualifying services in respect of Phillips 66 CS Limited in the current or preceding year. All directors' contracts of employment are held within another group company.

Phillips 66 manages its operations at a segmental and geographical level. For this reason the company's directors believe that it is not practicable to apportion their remuneration between qualifying services for this company and the other group companies in which they hold office.

**(b) Employees**

The company had no employees in the current or preceding year. All employment contracts are held with another group company.

**4. Auditors' remuneration**

	<b>2012</b> <b>£'000</b>	<b>2011</b> <b>£'000</b>
Fees payable to the company's auditors for the audit of the company's annual accounts	<u>41</u>	<u>26</u>

**5. Interest receivable and similar income**

	<b>2012</b> <b>£'000</b>	<b>2011</b> <b>£'000</b>
Interest received from group company	<u>1,320</u>	<u>-</u>

**PHILLIPS 66 CS LIMITED**  
(formerly ConocoPhillips CS Limited)

**Notes to the financial statements (continued)**

For the year ended 31 December 2012

**6. Interest payable and similar charges**

	<b>2012</b> <b>£'000</b>	<b>2011</b> <b>£'000</b>
Bank loans and overdrafts	<u>-</u>	<u>8</u>

**7. Tax on loss on ordinary activities**

	<b>2012</b> <b>£'000</b>	<b>2011</b> <b>£'000</b>
Current tax		
UK corporation tax at 24.5% (2011: 26.5%)	<u>-</u>	<u>(2,124)</u>
Total current tax	<u>-</u>	<u>(2,124)</u>
Group relief	<u>(7,630)</u>	<u>2,124</u>
Taxation on loss on ordinary activities	<u>(7,630)</u>	<u>-</u>

The following table provides a reconciliation of the UK statutory corporation tax rate to the effective current tax rate of the company on its loss before taxation

Factors affecting current tax (credit)

	<b>2012</b> <b>£'000</b>	<b>2011</b> <b>£'000</b>
Loss on ordinary activities before taxation	<u>(31,144)</u>	<u>(8,014)</u>
Current tax (credit) (excluding group relief)	<u>-</u>	<u>(2,124)</u>
Effective rate of current tax	<u>0.0%</u>	<u>26.5%</u>

**% loss before tax**

UK corporation tax rate	24.5%	26.5%
Losses group relief receivable	<u>(24.5%)</u>	<u>-</u>
Effective current tax rate	<u>0.0%</u>	<u>26.5%</u>

**PHILLIPS 66 CS LIMITED**  
(formerly ConocoPhillips CS Limited)

**Notes to the financial statements (continued)**

For the year ended 31 December 2012

**7. Tax on loss on ordinary activities (continued)**

Pursuant to the UK Government's stated intention to reduce the mainstream rate of corporation tax, legislation was substantively enacted on 3 July 2012 to reduce the rate to 23% effective 1 April 2013. An additional reduction to 22% from 1 April 2014 and to 21% from 1 April 2015 was later announced on 5 December 2012. Subsequently, a further announcement was made by the UK Government on 20 March 2013 and substantively enacted on 2 July 2013 to reduce those rates further to 21% and 20%, respectively. It is not anticipated that the reduction to 23%, nor the further expected rate reduction to 20%, will have a material impact on the company's future tax position.

**8. Fixed asset investments**

**Particulars of subsidiary undertaking:**

	<b>Principal activities</b>
Phillips 66 Ireland Limited	Refinery ownership and operation

The company acquired 100% of the share capital and voting rights of the above company on 17 April 2012 from ConocoPhillips, a group company, at a market value of £ nil.

The above subsidiary company is incorporated in and operates principally in the Republic of Ireland.

**9. Stocks**

	<b>2012</b>	<b>2011</b>
	<b>£'000</b>	<b>£'000</b>
Finished goods and goods for resale	<u>7,730</u>	<u>2,985</u>

**PHILLIPS 66 CS LIMITED**

(formerly ConocoPhillips CS Limited)

**Notes to the financial statements (continued)**

For the year ended 31 December 2012

**10. Debtors**

	<b>2012</b>		<b>2011</b>	
	<b>Within one year £'000</b>	<b>After one year £'000</b>	<b>Within one year £'000</b>	<b>After one year £'000</b>
Amounts due from group companies	38,944	140,815	2,464	-
Trade debtors	97,086	-	15,548	-
Other debtors	366	-	21	-
Group relief recoverable	7,630	-	-	-
	<u>144,026</u>	<u>140,815</u>	<u>18,033</u>	<u>-</u>

Loans included in amounts owed by group companies are

	<b>Repayment terms</b>	<b>Outstanding at year end 2012 £'000</b>	<b>Outstanding at year end 2011 £'000</b>
Interest bearing loans	Between 2013 - 2016	140,815	-

The interest rate applied to the company's loans is variable and linked to LIBOR. The remainder of the balance arises in the company's normal course of business.

**11. Creditors**

	<b>2012 £'000</b>	<b>2011 £'000</b>
Bank overdraft	113,239	951
Trade Creditors	20,603	800
Amounts owed to group companies	-	994
Accruals	23	1,279
Other taxes	-	17
	<u>133,865</u>	<u>4,041</u>

**PHILLIPS 66 CS LIMITED**  
(formerly ConocoPhillips CS Limited)

**Notes to the financial statements (continued)**

For the year ended 31 December 2012

**12. Called up share capital**

Allotted, called up and fully-paid	2012 £	2011 £
400 ordinary shares of \$1 61 each (2011 100 ordinary shares of \$1 61 each)	400	100
New share issue - 100 ordinary shares of \$1 61 each (2011 300 ordinary shares of \$1 61 each)	100	300
	500	400

On 17 April 2012 the company issued 100 ordinary shares of \$1 61 to acquire the entire share capital of ConocoPhillips Ireland Limited and certain promissory notes from the ConocoPhillips Ireland Limited group at a value of £143,971,484. ConocoPhillips Ireland Limited changed its name to Phillips 66 Ireland Limited on 1 May 2012.

**13. Reserves**

	Share premium £'000	Profit & loss account £'000
At 1 January 2012	49,705	(7,137)
Loss for the financial year	-	(23,514)
New share issue (note 12)	143,971	-
Exchange differences	-	(4,113)
At 31 December 2012	<u>193,676</u>	<u>(34,764)</u>

**14. Reconciliation of movements in shareholder's funds**

	2012 £'000	2011 £'000
Loss for the financial year	(23,514)	(8,014)
Exchange differences	<u>(4,113)</u>	<u>1,639</u>
Decrease to shareholder's funds	(27,627)	(6,375)
New share issue (note 13)	143,971	37,056
Opening shareholder's funds	<u>42,568</u>	<u>11,887</u>
Closing shareholder's funds	<u>158,912</u>	<u>42,568</u>



## PHILLIPS 66 CS LIMITED

• (formerly ConocoPhillips CS Limited)

### Notes to the financial statements (continued)

For the year ended 31 December 2012

#### 15. Financial commitments

##### (a) Operating lease commitments

At 31 December the following payments were committed to be made during the following year in respect of non-cancellable storage operating leases

	2012 £'000	2011 £'000
Other lease commitments- operating leases which expire		
- within one year	19,842	14,300
- between two and five years	<u>8,180</u>	<u>6,729</u>
	<u>28,022</u>	<u>21,029</u>

#### 16. Related party transactions

In accordance with FRS 8 3(e) "Related Party Disclosures" the company has taken advantage of the exemption not to disclose related party transactions with other wholly owned members of the group

#### 17. Ultimate controlling party

On 1 May 2012, following the repositioning of ConocoPhillips into two independent energy companies, the company's ultimate parent undertaking became Phillips 66

Phillips 66, a company registered in Delaware, USA, which the directors regard as the company's ultimate parent undertaking with respect to the period to 31 December 2012, is the parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the company is a member. Copies of the 2012 Annual Report may be obtained from 3010 Briarpark Drive, Houston, TX 77042, USA