Phillips Petroleum Company
Direct and Indirect Subsidiaries and Affiliates
as of 01/31/2001

Company Name	Company Address	Parent Company Name	Shares Held	% Ownership
66 Pipe Line Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Pipe Line Company	10	100.00000
Alpine Pipeline Company	700 G Street, Anchorage, AK 99501	Phillips Petroleum Company	100	100.00000
Alpine Transportation Company	700 G Street, Anchorage, AK 99501	Alpine Pipeline Company Anadarko Alpine Pipeline Systems, Inc. (22%)	78 22	78.0000
Alyeska Pipeline Service Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Alaska Pipeline Corporation (1.42%) Phillips Transportation Alaska, Inc. (22.29%)	142 2,229	1.4200 22.2900
Arctic LNG Transportation Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Alaska Natural Gas Corporation Marathon Oil Company (30%)	700 300	70.0000
Aztec Catalyst Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	100	100.00000
Bissendorf Biosciences BmgH	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	480,000DM	40.0000
Chevron Phillips Chemical Company LLC	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company 50% Chevron USA, Inc. 50%	$10 Contrib	50.0000
Chisholm Pipeline Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	7,500	50.0000
Colonial Pipeline Company	945 East Paces Ferry Road, Atlanta GA 30326	Phillips Petroleum Int'l Investment Company	2,556	7.1000
Colonial Ventures L. L. C.	945 East Paces Ferry Road, Atlanta GA 30326	Phillips Petroleum Int'l Investment Company	2,556	7.1000
Common Data Access Limited	35 Guildford Road, Woking Surrey GU22 7QT Engla	Phillips Petroleum Company United Kingdom Ltd	1 "A" UK	3.3330
Cook Inlet Pipeline Company	700 G Street, Anchorage, AK 99501	Phillips Petroleum Company (20%) Marathon Oil Company (30%) Mobil Pipe Line Company (20%) Unocal (30%)	8,000 12,000 8,000 12,000	20.0000
Cristal Limited	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company Phillips Petroleum Company Norway Phillips Petroleum Company U.K. Ltd.	1 1 1	0.0080 0.0080 0.0080
Dixie Pipeline Company	1117 Perimeter Ctr W, Ste W301, Atlanta, GA 3033	Phillips Petroleum Int'l Investment Company	8,404	20.0100
Dixie Terminaling Company	1250 Adams Building, Bartlesville, OK 74004	Dixie Pipeline Company	10	100.00000
Drilling Specialties Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Duke Energy Field Services	900 Republic Plaza, 370 Seventeenth St. Denver C	Duke Energy Field Services Corporation (69.70%) Phillips Gas Company (30.30%)		30.3000
Eagle Sun Company Limited	1250 Adams Building, Bartlesville, OK 74004	Phillips Alaska Natural Gas Corporation (70%) Marathon Oil Company (30%)	700 300	70.0000
Explorer Pipeline Company	6846 S. Canton Tulsa, OK 74119	Phillips Investment Company	1,331	6.0700
Four Star Beverage Company, Inc.	1250 Adams Building, Bartlesville, OK 74004	Four Start Holding Company, Inc.	1000	100.00000
Four Star Holding Company, Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Gas Natural Del Guasare, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	1.00000
Gaviota Terminal Company		The Largo Company	Partnership	20.0000
Hamaca Holdings LLC	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum In'tl Investment Company	4,000	57.14000
Heat Transfer Research Inc.	1500 Research Pkwy Suite 100 College Station Tx	Phillips Petroleum Company	1	0.5917
Hotel Phillips Management Company	234 Adams Building, Bartlesville,OK 74004	Phillips Petroleum Company	10	100.00000
International Energy Limited	Atlantic House, 3rd Fl, 2nd Terrace East & Collins Ave., Nassau, Bahamas	Phillips Petroleum Int'l Investment Company	1,000	100.00000
International Petroleum Sales Inc.	Atlantic House, 3rd Fl, 2nd Terrace East & Collins Ave., Nassau, Bahamas	Phillips Petroleum Int'l Corporation	250	100.00000
Kenai LNG Corporation	1250 Adams Building, Bartlesville, OK 74004	Phillips Alaska Natural Gas Corporation (70%) Marathon Oil Company (30%)	700 300	70.0000
Kenai Tankers LLC	1250 Adams Building, Bartlesville, OK 74004	Phillips Alaska Natural Gas Corporation	1	100.00000
Kuparuk Pipeline Company	700 G Street, Anchorage, AK 99501	Phillips Petroleum Company	33,001	100.00000
Kuparuk Transportation Company	700 G Street, Anchorage, AK 99501	BP Transportation (Alaska) Inc. (38%) Kuparuk Pipeline Company (57%) Union Kuparuk Pipeline Company (5%)	38 57 5	57.0000
Latin America Credit, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company 99.99% Phillips Petroleum Company 1.0%	49,999 1	100.00000

Phillips Petroleum Company
Direct and Indirect Subsidiaries and Affiliates
as of 01/31/2001

Company Name	Company Address	Parent Company Name	Shares Held	% Ownership
Merey Sweeny, L.P.	1008 E Ashley Wilson Rd., Sweeny TX 77480	Sweeny Coker LLC (GP) 1.0% Sweeny Coker Invest Sub (LP) 49.5%	Partnership	50.5000
Norpipe a.s.	Stavanger, Norway	Norsea Gas A/S (is owned 15.89%)	4,438,200	100.00000
Norpipe Oil AS	Stavanger, Norway	Phillips Petroleum Company Norway	35,349	35.0500
Norpipe Petroleum UK Limited	Stavanger, Norway	Norsea Pipeline Limited	3,500,000	100.00000
Norsea Gas A/S	Stavanger, Norway	Phillips Petroleum Company Norway	92,554	15.8900
Norsea Gas GmbH	Stavanger, Norway	Phillips Investment Company	628,800	20.9600
Norsea Pipeline Limited	Stavanger, Norway	Phillips Petroleum Company United Kingdom Ltd	2,227,873	29.2600
North Gillette Coal Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Offshore Kazakhstan International Operating Co. N.V	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Kazakhstan, Ltd.	7500	7.1400
Oil Casualty Insurance Ltd.	3 C4 Phillips Building, Bartlesville, OK 74004	Phillips Petroleum Company	490	7.3000
Oil Insurance Limited	3 C4 Phillips Building, Bartlesville, OK 74004	Phillips Petroleum Company	1	2.2000
Oliktok Pipeline Company	700 G Street, Anchorage, AK 99501	Phillips Petroleum Company	10	100.00000
Petrolera Ameriven S.A.	Centro Bahia Pozuelos Ph, Interseccion Ave Hueva Esparta Con Calle Cerro, Barcelona Estado Anzoategul Venezuela	Phillips Petroleum Company Venezuela Limited	50 (Class C)	25.0000
Petrolera Hamaca S.A.	Edif PDVSA Exploracion Y, produccion Piso 6 Av ernesto Blohm Chuao Caracas Venezuela	Phillips Petroleum Company Venezuela Limited	2000 (Class C)	20.0000
Phillips 66 Capital I	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company (Common) Various (8.24% Preferred)	371,134 12,000,000	100.0000 Investors
Phillips 66 Capital II	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company (Common) Various (8% Trust Originated)	10,825 349,790	100.0000 Investors
Phillips Alaska Holdings, Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	1,000	100.00000
Phillips Alaska Natural Gas Corporation	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	750	100.00000
Phillips Alaska Pipeline Corporation	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	20	100.00000
Phillips Alaska, Inc.	700 G Street, Anchorage, AK 99501	Phillips Petroleum Company	100	100.00000
Phillips Alpine Alaska, LLC	1250 Adams Building, Bartlesville, OK 74004	Phillips Alaska Holdings, Inc.		100.00000
Phillips Australasia Exploration Co.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Australia Gas Holdings Pty Ltd	Level 1, 28-42 Ventnor Ave. West Perth 6005 Waustra	Phillips International Investments, Inc.	1000	100.00000
Phillips Australia WA-248 Company Pty Ltd	Level 1, 28-42 Ventnor Ave. West Perth 6005 Waustra	Phillips Petroleum Int'l Investment Company	1000	100.00000
Phillips Beluga, Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	100	100.00000
Phillips Caspian, Ltd	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Phillips China Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Corporation	10	100.00000
Phillips Coal Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	10	100.00000
Phillips Communication, Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	100	100.00000
Phillips Expatriate Services Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Phillips Exploration Angola, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	10	100.00000
Phillips Gas Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	1,000	100.00000
Phillips Gas Company Shareholder, Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Phillips Gas Investment Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	100	100.00000
Phillips Gas Marketing Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Phillips Gas Pipeline Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Phillips Gas Supply Corporation	1250 Adams Building, Bartlesville, OK 74004	Phillips Alaska Natural Gas Corporation	1,000	100.00000
Phillips Indonesia Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	10	100.00000
Phillips International Exploration, Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Corporation	10	100.00000
Phillips International Investments, Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum In'tl Investment Company	10	100.00000
Phillips Investment Company	Atlantic House, 3rd Fl, 2nd Terrace East & Collins Ave., Nassau, Bahamas	Phillips Petroleum Company	100	100.00000
Phillips Kazakhstan Ventures, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips LNG Ventures Limited	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Morrison Resources Ltd.	2700 Sunlife Plaza, 144 4th Ave SW Calgary AB T2	Phillips Petroleum Canada Ltd. NorthStar Energy Corp. (49%)	5,724,551 5,500,049	51.0000

Phillips Petroleum Company
Direct and Indirect Subsidiaries and Affiliates
as of 01/31/2001

Company Name	Company Address	Parent Company Name	Shares Held	% Ownership
Phillips Oil (GB) Limited	35 Guildford Road, Woking Surrey GU22 7QT Engla	Phillips Petroleum Company United Kingdom Ltd	100,000	100.00000
Phillips Oil Company (Nigeria) Limited	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Co (19,999shr 99%) Phillips Investment Company (1shr 1%)	20,000	100.00000
Phillips Oil Company Australia	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Oil Trading Limited	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Corporation	100	100.00000
Phillips P.C. Resources Ltd.	2700 Sunlife Plaza, 144 4th Ave SW Calgary AB T2	Phillips Petroleum Canada Ltd. Petro-Canada (43.01%)	9,242,057 6,975,043	56.9900
Phillips Petroleum (00-21) Pty Ltd	Level 1, 28-42 Ventnor Ave. West Perth 6005 Waust	Phillips Investment Company	1	100.00000
Phillips Petroleum (91-12) Pty. Limited	Level 1, 28-42 Ventnor Ave. West Perth 6005 Waust	Phillips Investment Company	175,182,173	100.00000
Phillips Petroleum (95-19) Pty. Limited	Level 1, 28-42 Ventnor Ave. West Perth 6005 Waust	Phillips STL Ventures Inc.	25,000,002	100.00000
Phillips Petroleum (96-16) Pty Ltd	Level 1, 28-42 Ventnor Ave. West Perth 6005 Waust	Phillips Petroleum Int'l Investment Company	1000	100.00000
Phillips Petroleum (96-20), Inc.	Level 1, 28-42 Ventnor Ave. West Perth 6005 Waust	Phillips STL Ventures Inc.	10	100.00000
Phillips Petroleum Africa, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum Angola, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum Argentina S.A.	Piso 2, Capital Federal 1395 Buenos Aires, Argentin	Phillips Petroleum Int'l Corporation 99.17% Jorge Garcia Santillian .83%	119 1	100.00000
Phillips Petroleum Asia Ventures, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Phillips Petroleum Bohai Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	1000	100.00000
Phillips Petroleum Borneo, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Phillips Petroleum Canada Ltd.	2700 Sunlife Plaza, 144 4th Ave SW Calgary AB T2	Phillips Petroleum Int'l Investment Company	69	100.00000
Phillips Petroleum Chemicals U.K. Limited	35 Guildford Road, Woking Surrey GU22 7QT Engla	Phillips Petroleum Company United Kingdom Ltd /Dir	100	100.00000
Phillips Petroleum Company Algeria	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	10	100.00000
Phillips Petroleum Company Andes	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	10	100.00000
Phillips Petroleum Company Bolivia	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	100	100.00000
Phillips Petroleum Company Cameroon	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	10	100.00000
Phillips Petroleum Company Indonesia	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	1,000	100.00000
Phillips Petroleum Company Ireland	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Phillips Petroleum Company Manx Limited	35 Guildford Road, Woking Surrey GU22 7QT Engla	Phillips Petroleum Int'l Investment Company	10	100.00000
Phillips Petroleum Company Niugini	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	10	100.00000
Phillips Petroleum Company Norway	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	200	100.00000
Phillips Petroleum Company United Kingdom Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum UK Investment Corp.	57,500	100.00000
Phillips Petroleum Company Venezuela Ltd.	PO Box 5000, Caracas, Venezuela 1060	Phillips Petroleum Company 1.0% Phillips Petroleum Int'l Investment Company 99%	120 11,880	100.00000
Phillips Petroleum Company Western Hemisphere	2700 Sunlife Plaza, 144 4th Ave SW Calgary AB T2	Phillips Petroleum Company	10	100.00000
Phillips Petroleum Company ZOC	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	10	100.00000
Phillips Petroleum Compay Australia Pty Ltd	Level 1, 28-42 Ventnor Ave. West Perth 6005 Waust	Phillips Investment Company		100.00000
Phillips Petroleum Do Brasil Ltda.	Av Rio Branco No. 1, 12th Fl, Partial Ctr. Rio De Janeiro, Brazil CEP 20090-003 Brazil	Phillips International Investment Inc. .05 Phillips Petroleum Company 99.95	200 386200	100.00000
Phillips Petroleum Eurasia, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum Europe Exploration Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Phillips Petroleum Greenland, A/S	Po Box 220 Tananger, Norway N-0456	Phillips Petroleum Int'l Investment Company	500	100.00000
Phillips Petroleum Int'l Corporation	Atlantic House, 3rd Fl, 2nd Terrace East & Collins Ave., Nassau, Bahamas	Phillips Petroleum Int'l Investment Company	500	100.00000
Phillips Petroleum Int'l Corporation Denmark	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Corporation (99.80%) David G. Bird (.10%) Caledonian Bank & Trust Ltd. (.10%)	998 1 1	99.80000
Phillips Petroleum Int'l Corporation Italy	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Corporation	10	100.00000
Phillips Petroleum Int'l Corporation Somalia	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Corporation	10	100.00000
Phillips Petroleum Int'l Corporation Venezuela	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Corporation	10	100.00000
Phillips Petroleum Int'l Corporation Yemen	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Corporation	10	100.00000

Phillips Petroleum Company
Direct and Indirect Subsidiaries and Affiliates
as of 01/31/2001

Company Name	Company Address	Parent Company Name	Shares Held	% Ownership
Phillips Petroleum Int'l Investment Co.	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	1,000	100.00000
Phillips Petroleum Int'l Ventures Corporation	Atlantic House, 3rd Fl, 2nd Terrace East & Collins Ave., Nassau, Bahamas	Phillips Petroleum Int'l Corporation	10	100.00000
Phillips Petroleum Kazakhstan, Ltd	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum Kuwait, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum Latin America, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum Management Corporation	Atlantic House, 3rd Fl, 2nd Terrace East & Collins Ave., Nassau, Bahamas	Phillips Petroleum Int'l Investment Company	2,500	100.00000
Phillips Petroleum Middle East, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum Mudayy, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	10	100.00000
Phillips Petroleum Norsk A/S	PO Box 1766 - VIKA, Oslo 1 N-0122 Norway	Phillips Petroleum Int'l Investment Company	1,000	100.00000
Phillips Petroleum Oman, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum Pension Trustees limited	35 Guildford Road, Woking Surrey GU22 7QT Engla	Phillips Petroleum Company United Kingdom Ltd	100	100.00000
Phillips Petroleum Peru Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum Products Limited	35 Guildford Road, Woking Surrey GU22 7QT Engla	Phillips Petroleum Company United Kingdom Ltd /Dir	10,000	100.00000
Phillips Petroleum Resources, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	30,000	100.00000
Phillips Petroleum Russia Ventures, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum Russia, Ltd	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	10	100.00000
Phillips Petroleum S. A., Limited	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Phillips Petroleum Sisimuit A/S	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.		100.00000
Phillips Petroleum South Africa, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips International Investments, Inc.	10	100.00000
Phillips Petroleum T&T, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	10	100.00000
Phillips Petroleum Timor Sea Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	100	100.00000
Phillips Petroleum Timor Sea Pty Ltd	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Timor Sea Inc	5,610	100.00000
Phillips Petroleum UK Investment Corporation	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	960000	100.00000
Phillips Petroleum Venezuela L. L. C.	Atlantic House, 3rd Fl, 2nd Terrace East & Collins Ave., Nassau, Bahamas	Phillips Investment Company(1%) Phillips Petroleum Int'l Investment Co (99%)	2 Members	100.00000
Phillips Pipe Line Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	1,000	100.00000
Phillips Pipeline Australia Pty Ltd	Level 1, 28-42 Ventnor Ave, West Perth 6005 Waustra	Phillips Investment Company		100.00000
Phillips Pt. Arguello Production Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Invesment Company	10	100.00000
Phillips Receivables Company, LLC	3 Phillips Building, Bartlesville, OK 74004	Phillips Petroleum Company	1	100.00000
Phillips Retail Marketing Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Invesment Company	10	100.00000
Phillips STL Pty. Ltd.	Level 1, 28-42 Ventnor Ave, West Perth 6005 Waust	Phillips STL Ventures Inc.	10	100.00000
Phillips STL Ventures Inc.	Atlantic House, 3rd Fl, 2nd Terrace East & Collins Ave., Nassau, Bahamas	Phillips Investment Company	10	100.00000
Phillips Texas Pipeline Company, Ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Pipe Line Company 1% 66 Pipe Line Company 99%	Gen Partner Ltd Partner	100.00000
Phillips Transportation Alaska, Inc.	700 G Street, Anchorage, AK 99501	Phillips Petroleum Company	18,695	100.00000
Phillips Utility Gas Corporation	1250 Adams Building, Bartlesville, OK 74004	Seagas Pipeline Company	10	100.00000
Phillips-Imperial Petroleum Limited	35 Guildford Road, Woking Surrey GU22 7QT Engla	Phillips Petroleum Company United Kingdom Ltd	10,000 A	50.0000
Phillips-New Mexico Partners, L.P.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Co(95%) North Gillette Coal Co(5%)	Partnership	100.00000
Phillips-San Juan Partners, L.P.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	Mgr Partner	100.00000
Point Arguello Natural Gas Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	Owner	26.31522
Point Arguello Pipeline Company	PO Box 1967 Houston, TX 77251-1967	The Largo Company	Partner	20.08928
Polar Independence, Inc.	1250 Adams Building, Bartlesville, OK 74004	Polar Tankers, Inc.	10	100.00000
Polar LNG Shipping Corporation	1250 Adams Building, Bartlesville, OK 74004	Phillips Alaska Natural Gas Corporation (70%) Marathon Oil Company (30%)	700 300	70.0000
Polar Tankers Spill Response Company	1250 Adams Building, Bartlesville, OK 74004	Polar Tankers, Inc.	100	100.00000
Polar Tankers, Inc.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	100	100.00000

Phillips Petroleum Company
Direct and Indirect Subsidiaries and Affiliates
as of 01/31/2001

Company Name	Company Address	Parent Company Name	Shares Held	% Ownership
Prince William Sound Oil Spill Response Corporation	1250 Adams Building, Bartlesville, OK 74004	Phillips Alaska Pipeline Corporation	20.346	2.0346
Proteina Brasileira LTDA	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company 99.89% Directors 5@.022 = .11%	9290 10	100.00000
Seagas Pipeline Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Company	5,000	100.00000
Seaway Crude Pipeline Company	252 Adams Building, Bartlesville, OK	Phillips Gas Pipeline Company (34 Class B) Seagas Pipeline Co (66 Class B) (100% Class B) Arco Seaway, LLC (100 Class A)- Arco Operator.	34 Class B 66 Class B 100 Class A	50.0000
Seaway Products Pipeline Company	252 Adams Building, Bartlesville, OK	Phillips Gas Pipeline Company (34 Class B) Seagas Pipeline Co (66 Class B) (100% Class B) BP Amoco 100% Class A & Operator	Partner	50.0000
Shanghai Golden Phillips Petrochemical Company ltd.	1250 Adams Building, Bartlesville, OK 74004	Phillips Petroleum Int'l Corporation	Partner	40.0000
Skelly-Belvieu Pipeline Company. L. L. C.	252-D Adams Building, Bartlesville, OK 74004	WesTTex 66 Pipeline Company	Member	50.0000
Sooner Insurance Brokers Ltd.	FB Perry Bldg. Po Box HM 1995, Hamilton HN HX Bermuda	Sooner Insurance Company	12,000	100.00000
Sooner Insurance Company	3 C4 Phillips Buliding, Bartlesville, OK 74004	Phillips Petroleum Int'l Investment Company	100,000	100.00000
SouthTex 66 Pipeline Company, Ltd.	1250 Adams Building, Bartlesville, OK 74004	SouthTex Pipeline Holding Company		100.00000
Sweeny Coker Investor Sub, Inc.	1008 E. Ashley Wilson Rd., Sweeny TX 77480	Phillips Petroleum Company	10	100.00000
Sweeny Coker L.L.C.	1008 E. Ashley Wilson Rd., Sweeny TX 77480	Phillips Petroleum Company	Member	50.0000
Sweeny Funding Corp.	1008 E. Ashley Wilson Rd., Sweeny TX 77480	Merey Sweeny, L.P.	1,000	100.00000
Sweeny Utility Pipeline Company	1008 E. Ashley Wilson Rd., Sweeny TX 77480	Phillips Utility Gas Corporation		100.00000
The Largo Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Pt. Arguello Production Company	1,000	100.00000
WesTTex 66 Pipeine Company	1250 Adams Building, Bartlesville, OK 74004	Phillips Investment Company	100	100.00000
Wickham Point PTY LTd	Level 1, 28-42 Ventnor Ave, West Perth 6005 Waust	Phillips International Investments, Inc.	1	100.00000
				?