



UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580

Office of the Secretary

October 31, 2002

R.A. Harrington, Esquire
ConocoPhillips
Office of the General Counsel
600 North Dairy Ashford Road
Houston, TX 77079

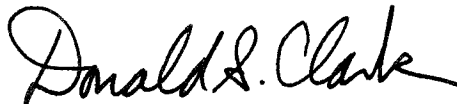
Re: *In re Conoco Inc. and Phillips Petroleum Company*, Docket No. C-4058,
File No. 021-0040.

Dear Mr. Harrington:

This letter notifies ConocoPhillips that the Federal Trade Commission has approved the appointment of Robert W. Stone as the Manager of the Held Separate Business, pursuant to Paragraph II.D.2 of the Order to Hold Separate and Maintain Assets issued in the above-referenced matter.

In according its approval, the Commission has relied upon the information submitted and the representations made and has assumed them to be accurate and complete.

By direction of the Commission.


Donald S. Clark
Secretary

cc: Robert W. Stone
600 North Dairy Ashford Road
Houston, TX 77079