



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

Office of the Secretary

January 9, 2003

Ilene Knable Gotts
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019

Re: In the matter of Phillips Petroleum Co. and Conoco Inc.
File No. 021-0040, Docket No. C-4058.

Dear Ms. Gotts:

This letter responds to the September 19, 2002, Petition ("Petition") of ConocoPhillips ("ConocoPhillips") requesting that the Commission approve ConocoPhillips' Wichita Refined Products Throughput Agreement ("Agreement") with Williams Pipe Line Company, LLC ("Williams"), pursuant to the order in this matter. The application was placed on the public record for comments for thirty days, until October 24, 2002, and no comments were received.

After consideration of the proposed transaction as set forth in the Petition, as well as other available information, the Commission has determined to approve the Agreement with Williams. In according its approval, the Commission has relied upon the information submitted and representations made in connection with ConocoPhillips' Petition, and has assumed them to be accurate and complete.

By direction of the Commission.

A handwritten signature in cursive script that reads "Donald S. Clark".

Donald S. Clark
Secretary