



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

Office of the Secretary

November 1, 2002

Ilene Knable Gotts, Esquire
Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, NY 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 17, 2002, Petition of ConocoPhillips ("ConocoPhillips") for Approval of Proposed Divestiture of the Propane Business ("Petition") requesting that the Commission approve ConocoPhillips' proposed divestiture of the Propane Business ("Propane Business") to NGL Supply, Inc. ("NGL"), pursuant to the order in this matter.

After consideration of the proposed transaction as set forth in the Petition and supplemental documents, as well as other available information, the Commission has determined to approve the proposed divestiture of the Propane Business to NGL. 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 black ink that reads "Donald S. Clark".

Donald S. Clark
Secretary

cc: Michael G. Egge
Latham & Watkins
555 Eleventh St., NW
Suite 1000
Washington, D.C. 20004-1304