



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

Office of the Secretary

May 1, 2003

George S. Cary, Esquire
Cleary, Gottlieb, Steen & Hamilton
2000 Pennsylvania Avenue, N.W.
Washington, D.C. 20006

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

Dear Mr. Cary:

This letter responds to the February 21, 2003, Divestiture Petition ("Petition") of ConocoPhillips ("ConocoPhillips") requesting that the Commission approve ConocoPhillips' proposed divestiture of the Conoco New Mexico Assets to Frontier Field Services, LLC ("FFS"), a newly-formed affiliate of Frontier Energy Services, LLC, pursuant to the order in this matter. The application was placed on the public record for comments until March 24, 2003, and no comments were received.

After consideration of the proposed divestiture 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 Conoco New Mexico Assets to FFS. 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.

Donald S. Clark
Secretary

cc: Patricia R. Zeigler, Esquire
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Washington Harbor
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