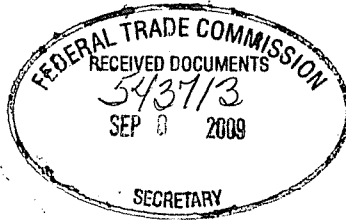


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# LATHAM & WATKINS LLP

September 8, 2009



Federal Trade Commission  
Office of the Secretary  
Room H-135 (Annex)  
600 Pennsylvania Avenue, NW  
Washington, DC 20580  
United States of America

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Re: ConocoPhillips, Docket No. C-4508

Dear Chairman and Commissioners:

On behalf of NGL Supply, Inc. ("NGL"), I write to respectfully request that the Commission not approve the petition of ConocoPhillips seeking amendment to the long term propane supply agreement between ConocoPhillips and NGL so as to allow the parties the opportunity to clarify the purpose and scope of the letter agreement described by ConocoPhillips in its petition, and amend their agreement as necessary to adequately capture the mutual understandings of the parties.

NGL is the acquirer of the Propane Business divested by ConocoPhillips pursuant to the Commission's Decision and Order, issued in final form on February 7, 2003 in the above referenced matter (the "Commission Order"). The Commission Order included a long term propane supply agreement. In response to a series of supply outages at NGL's terminals last summer, ConocoPhillips and NGL executed a letter agreement that NGL understood was designed to ensure adequate propane supply, reduce the risk of outages, and provide access to alternative delivery locations when the risk of outage was imminent. That letter agreement forms the basis of ConocoPhillips' petition to amend the long term supply agreement. Based on the petition and discussions between NGL and ConocoPhillips since the filing of the petition, it appears the parties have fundamentally different understandings regarding the letter agreement. NGL thus cannot, in good conscience, agree to the proposed amendment as described by ConocoPhillips.

The letter agreement, drafted by ConocoPhillips, is unclear and does not identify the provisions of the long term supply agreement that were to be amended by the letter agreement; nor does it express the purpose and intent of both parties. NGL is in discussions with ConocoPhillips to clarify the purpose and scope of the letter agreement and amend it. Once the parties reach a common understanding, ConocoPhillips may submit a revised petition. Accordingly, NGL requests that the Commission not approve ConocoPhillips' petition.

LATHAM & WATKINS<sup>LLP</sup>

NGL stands ready to answer any questions and to provide additional information in confidence to the Commission and Commission Staff regarding its objection.

Sincerely,

Michael G. Egge  
of LATHAM & WATKINS LLP