

UNITED STATES OF AMERICA  
BEFORE FEDERAL TRADE COMMISSION

Commission's charges that the proposed merger of Conoco and Phillips, if consummated,

15 U.S.C. § 18. On August 30, 2002, the Commission accepted the Consent Agreement for public comment and Conoco and

and Section 7 of the Clayton Act, as amended, 15 U.S.C. § 18. On August 30, 2002, the

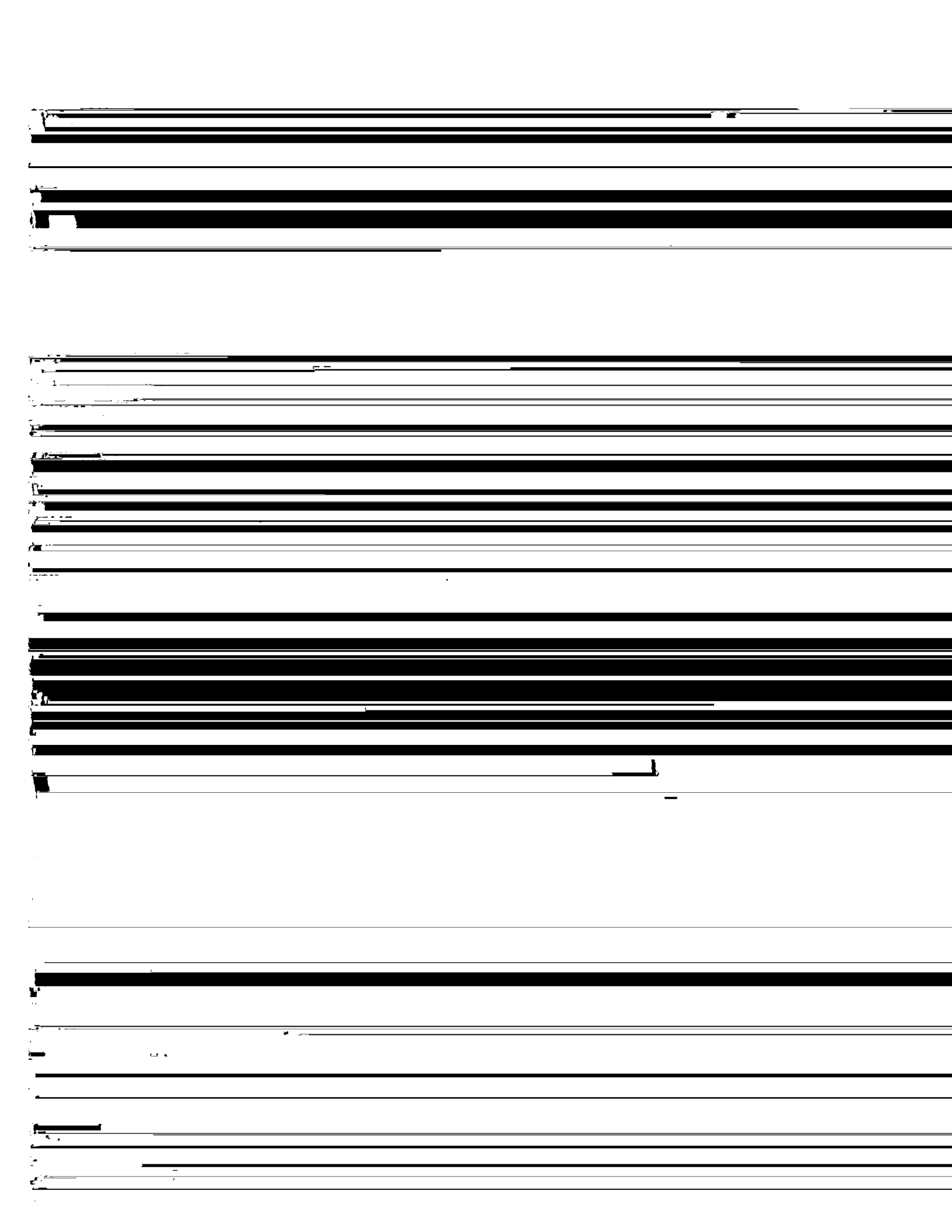
Commission accepted the Consent Agreement for public comment and Conoco and

552(b)(4), 552(b)(7)(A), 552(b)(7)(B), & 552(b)(7)(C) and the Hart Scott Rodino

Antitrust Improvements Act of 1976, as amended, 15 U.S.C. § 18a(h).

ConocoPhillips desires to complete the proposed divestiture of the Propane Business and enter into the other required agreements as soon as possible, following Commission approval thereof and in any event no later than November 1, 2002. Prompt

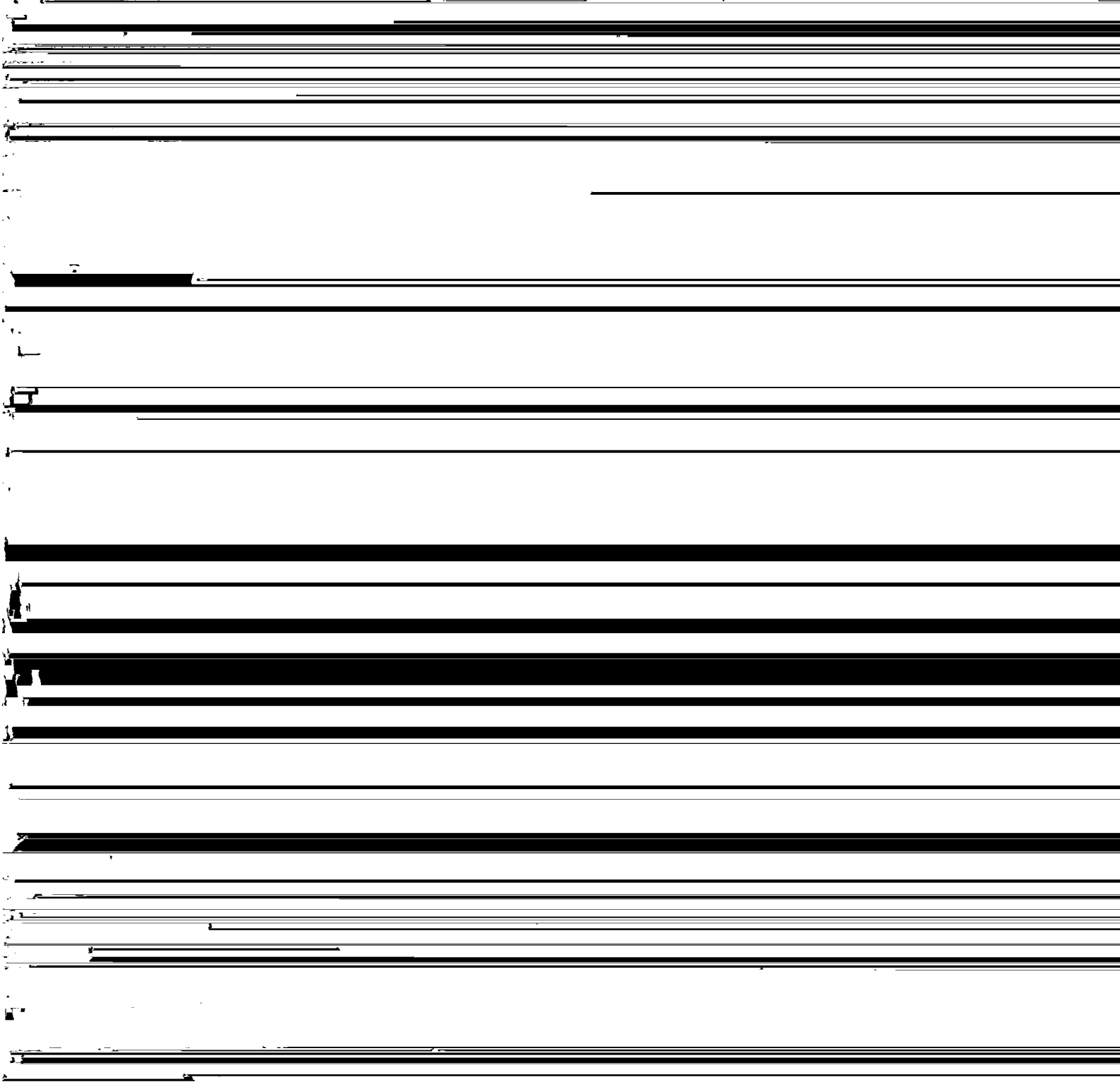




See Sale Agreement

; Operating Agreement .

F. Paragraph IV.D.1. provides that Respondents shall enter into a propane





1. The [redacted] Assessment subject to DDF will continue to operate the [redacted]

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Paragraph IV E requires that Respondents shall not provide, disclose, or

otherwise make available Non-Public Propane Information to persons who are not Propane

for the purpose of complying with certain of Respondents'

As demonstrated above and in the accompanying Agreements, Phillips, DPI, and

[REDACTED]

engaged in wholesale propane marketing operations that today include shipping and maintaining storage on the Williams/Mid-America, Kinder Morgan, Kaneb, Cochin and TEPPCO pipeline

4. [REDACTED] systems are through both terminals and refineries. Over the last 20 years

[REDACTED]

Business as a strong and viable competitor in the bulk supply markets identified in the Commission's Complaint.

Financial Capability

NOI 9... have the financial capability and stability both to purchase the

[REDACTED]

Operations Experience

[REDACTED]

(b) (7) - (C) Facilities are being provided under special agreements with the facility operator. Thus, NCI

[REDACTED]

Supply and the Propane Business, and the proposed divestiture – including its ancillary supply

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CONFIDENTIAL ATTACHMENT A

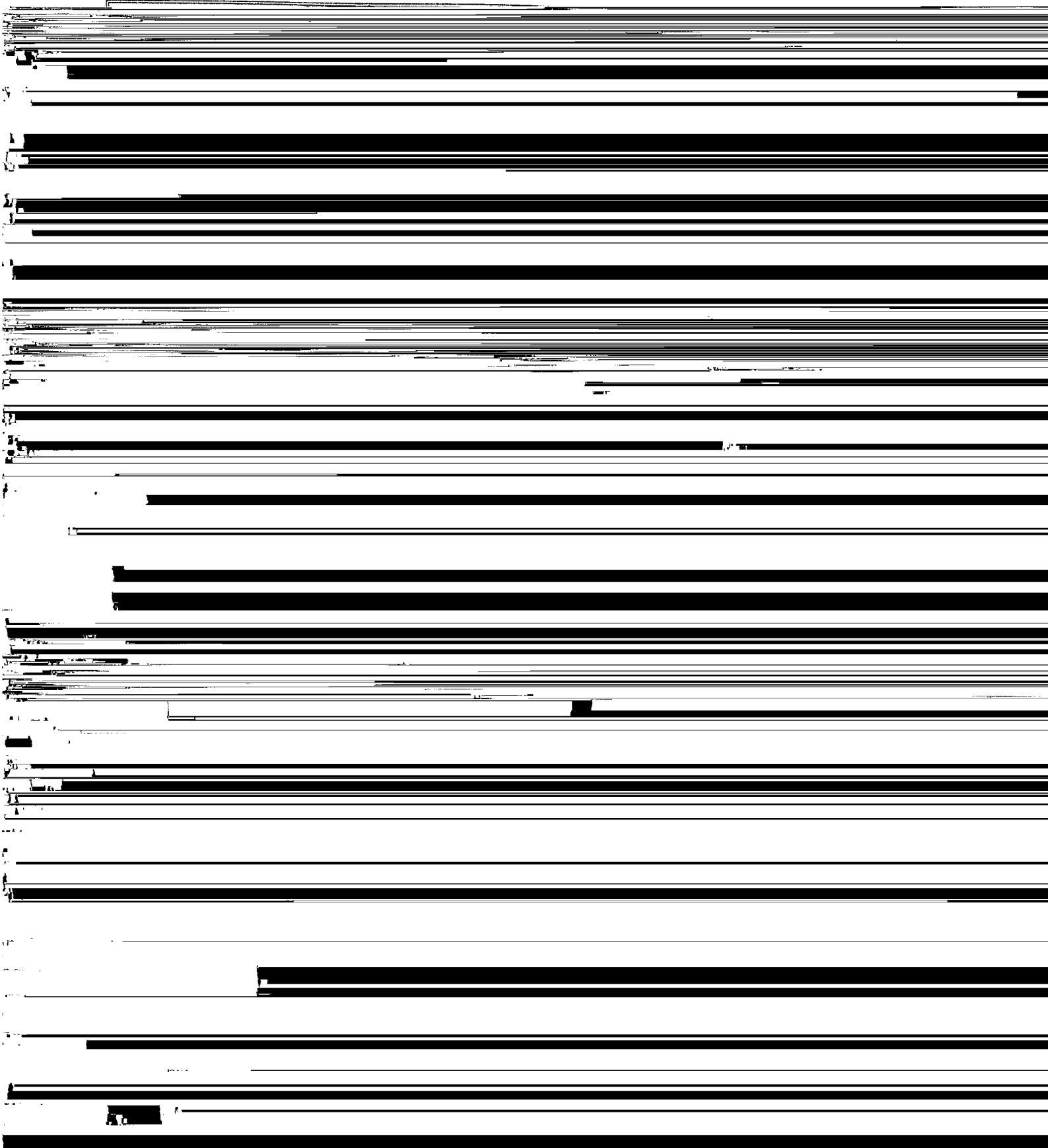
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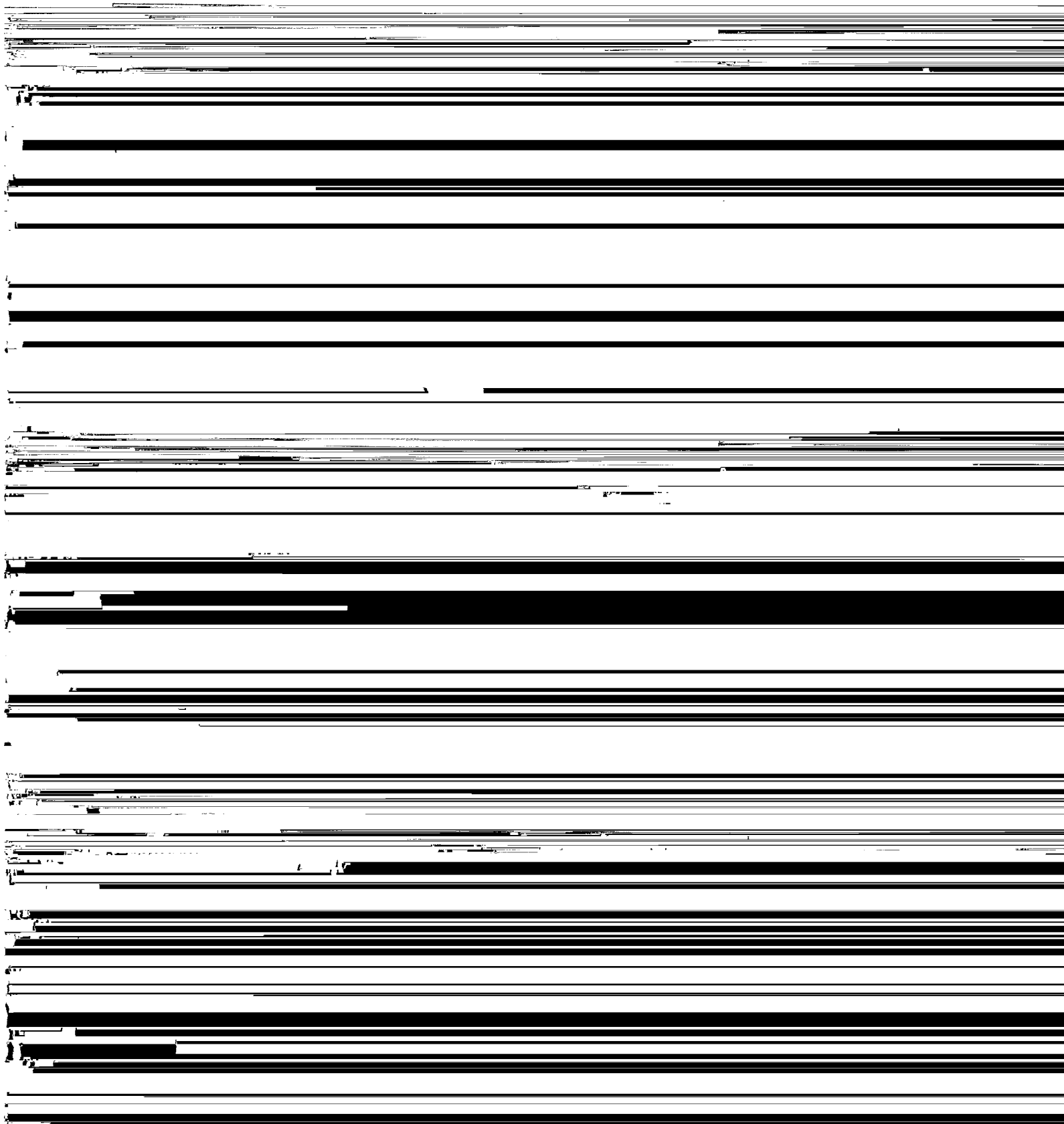
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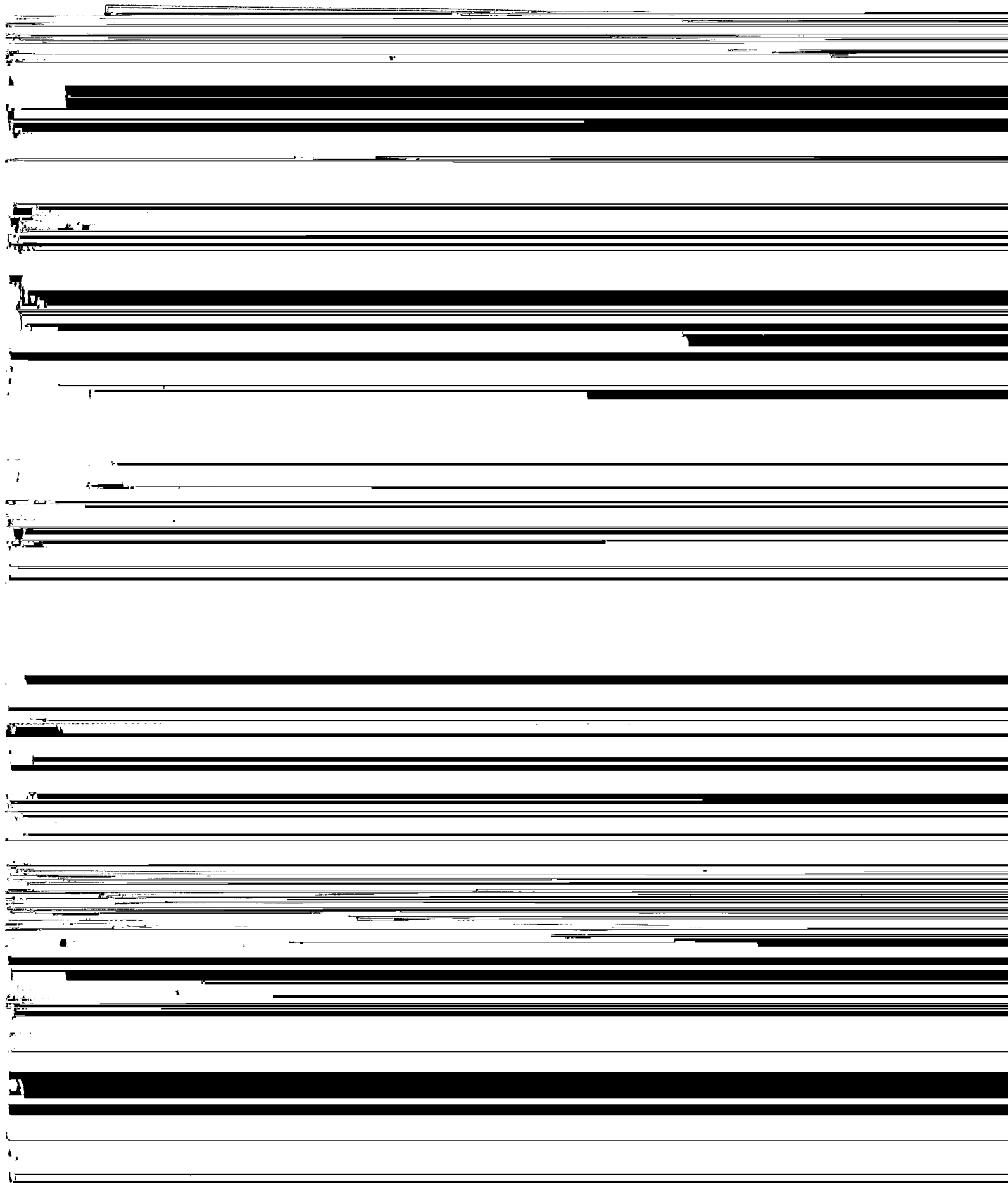




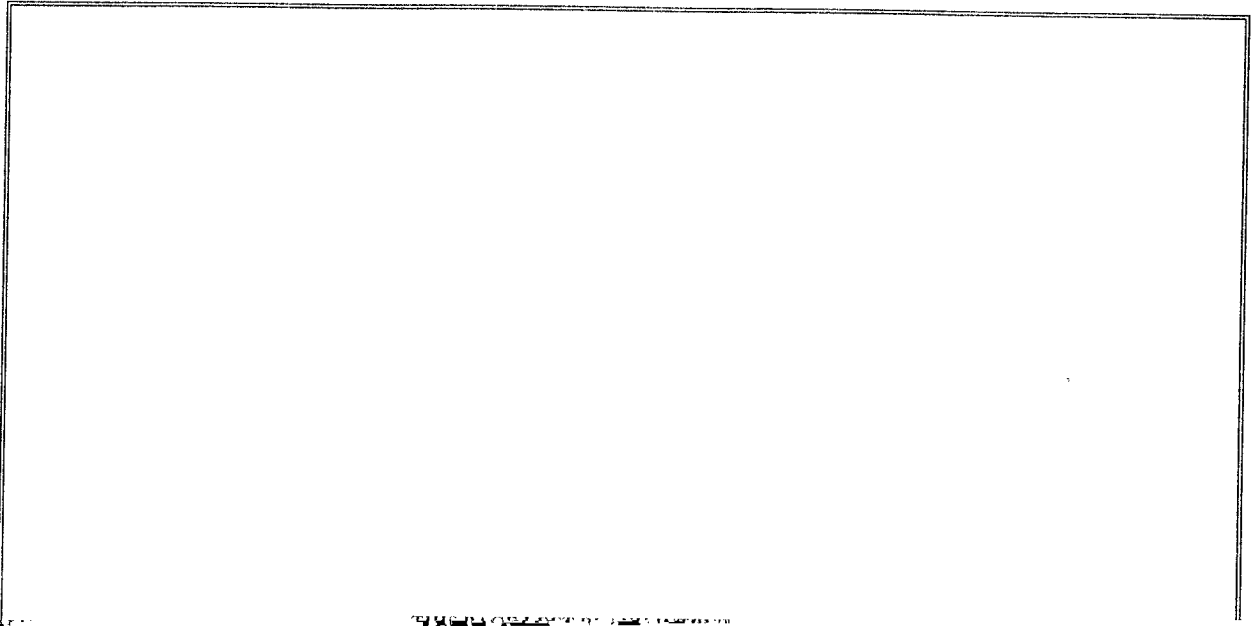
RULES AND REGULATIONS











THE UNIVERSITY OF CHICAGO

