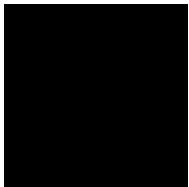


UNITED STATES OF AMERICA
FEDERAL TRADE COMMISSION
WASHINGTON, D.C. 20580



Office of the Secretary

November 14, 2011

George S. Cary, Esquire
Brian Byrne, Esquire
Cleary Gottlieb Steen & Hamilton LLP
2000 Pennsylvania Avenue, NW
Washington, DC 20006-1801

Re: In the Matter of ConocoPhillips and Phillips Petroleum Company
Docket No. C-4058

Dear Mr. Cary and Mr. Byrne:

This letter responds to the Petition of ConocoPhillips To Reopen and Modify the Decision and Order and for Approval of Amended Agreement filed by ConocoPhillips Company on June 20, 2011. The Petition was placed on the public record for comments until July 27, 2011, and no comments were received.

In its Order Modifying Order, issued on November 14, 2011, the Commission has determined to reopen the Order in this matter and modify it as requested by ConocoPhillips. ConocoPhillips has also requested that, pursuant to Section 2.41 of the Federal Trade information, and consistent with

modified by the Order Modifying Order, the Commission has determined to approve the Amended Agreement. In accordance with 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