CONOCO, INC. AND PHILLIPS PETROLEUM COMPANY

Docket No. C-4058. *Order, November 14, 2011*

Order approving respondent's amended agreement.

COMMISSION LETTER APPROVING AMENDED AGREEMENT

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 Commission's Rules of Practice and Procedure, 16 C.F.R.§ 2.41(2011), the Commission approve the Amended Agreement described in the Petition.

After consideration of the Amended Agreement as set forth in the Petition and supplemental documents, as well as other available information, and consistent with the Order as modified by the Order Modifying Order, the Commission has determined to approve the Amended Agreement. 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.

Interlocutory Orders, Etc.

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