

CONOCO, INC.

REVIEW AND REPORT ON OPERATIONS IN IRAN AND SYRIA

Whereas, since the 2001 terrorist attacks against the United States, there has been increased concern among investors and the general public about corporate ties to states that reportedly sponsor terrorist activity, and

Whereas, U.S. law currently prohibits American companies from doing business in states designated as “sponsors of terrorism” by the U.S. State Department, and

Whereas, Iran and Syria have been designated as “sponsors of terrorism” by the U.S. State Department, and

Whereas, Conoco has operations in Iran and Syria through its UK subsidiary, Conoco, Ltd.,

Therefore, be it resolved that shareholders request that the Board of Directors establish a committee of the Board to review Conoco’s operations in Iran and Syria with a particular reference to potential financial and reputational risks incurred by the company by such operations, and

Be it further resolved that shareholders request that this review committee report to shareholders on its findings no later than September, 2003. This report should be produced at reasonable cost and contain no proprietary information.

Supporting Statement

According to the U.S. State Department, the Iranian and Syrian governments have actively supported and funded terrorist operations against innocent civilians outside their national borders. These activities led to the imposition of U.S. government sanctions that provide that virtually all trade and investment activity with Iran and Syria by U.S. corporations is prohibited.

We believe that Conoco's use of its UK subsidiary to establish operations in Iran and Syria violates the spirit of the law. It also exposes the company to negative publicity, public protests, and a loss of consumer confidence, all of which can have a negative effect on shareholder value.

In 2001, the Securities and Exchange Commission stated that a company's involvement with states that sponsor terrorism is a legitimate shareholder concern "substantially likely to be significant to a reasonable investors decision to invest in that company". The New York City Police and Fire Department Pension Funds urge you to vote FOR this resolution.