

Roger K. Parsons, Ph. D.  
2520 K AVENUE, SUITE 700-739  
GARLAND, TEXAS 75074-5342  
TEL +1 214.649.809  
FAX +1 972.295.2776  
eMAIL [staff@Iran-Conoco-Affair.US](mailto:staff@Iran-Conoco-Affair.US)  
WEB <http://Iran-Conoco-Affair.US>

January 13, 2012

Securities and Exchange Commission  
Division of Corporation Finance  
Office of Chief Counsel  
100 F Street, N.E.  
Washington, D.C. 20549  
By eMail To: [shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov)

***ConocoPhillips' Request to Omit from Proxy Materials the Shareholder Proposal  
Recommending An Audit Of Controls On U.S. Foreign Corrupt Practices Act Violations***

Ladies and Gentlemen:

I write in response to the January 11, 2012 ConocoPhillips (the "Company") letter to Division of Corporation Finance staff ("Staff") from Bracewell & Giuliani, L.L.P. ("B&G") Partner Michael S. Telle ("Telle"), requesting that Staff concur in his legal opinion (the "Opinion")<sup>1</sup> that, pursuant to Securities and Exchange Commission (the "Commission") Rule 14a-8(f)(1), the Company would be justified in omitting the Proposal from publication of 2012 Proxy Materials.<sup>2</sup> I request that Staff not concur in Telle's opinion because it contains willful misrepresentations of fact that ConocoPhillips General Counsel ("GC") Janet L. Kelly ("Kelly") and Telle calculate Staff will rely upon to grant their request for a "no-action" letter to the SEC. Consequently, I also request that this letter be handled as a complaint of fraud against the SEC, and that Staff refer this matter to the Department of Justice ("DoJ") for further investigation.

Pursuant to Staff Legal Bulletin No. 14D (CF), I am submitting this letter and the attachments by email and in lieu of the six-copy requirement of Rule 14a-8(j). In accordance with Rule 14a-8(j), I am faxing a copy of this letter and attachments to Telle and Kelly.

**Evidence that the Proposal can not be lawfully excluded under Rule 14a-8(f)(1) because Proponent timely responded to the Company's Deficiency Notice**

At 11:30 a.m., January 15, 2012, B&G Associate Erica Hogan ("Hogan") emailed me a copy of Telle's letter, that prefaces the legal opinion he makes with the following safe-harbor statement (Opinion, p. 2):

*The Company has advised us as to the factual matters set forth herein.*

---

<sup>1</sup> Except where explicitly defined or redefined herein, I incorporate by reference the definitions in the Opinion and capitalized terms used herein have the same meanings as set forth therein.

<sup>2</sup> Proponent believes that Staff should find that the reputed justifications under SEC Rules 14a-8(i)(4) and 14a-8(i)(3) should be struck because these were offered by the same "unclean hands" offering the false "legal opinion," based upon the willful misrepresentations of fact demonstrated herein, that on justification under Rule 14a-8(f)(1). Nevertheless, Proponent will provide Staff additional briefing demonstrating that the justifications for omission claimed under SEC Rules 14a-8(i)(4) and 14a-8(i)(3) have no merit.

Telle proceeds to state the following as "fact." (Opinion, p. 4)

*The Proponent responded to the Deficiency Notice by facsimile on December 15, 2011 (the "Proponent's Response"), and, although the Proponent's Response (attached hereto as Exhibit C) states that proof of share ownership information was "enclosed," Proponent's Response did not include such proof of continuous stock ownership.*

At 11:48 p.m., January 15, 2012, I transmitted the following email (Exhibit 1.0) and attachment (Exhibit 1.1) notifying and showing Telle and Hogan that the statement was false and requesting assurance that the Opinion would be amended.

*Michael S. Telle, Partner  
Bracewell & Giuliani, L.L.P.  
71 Louisiana Street, Suite 2300  
Houston, Texas 77002-2770  
TEL: 713.223.2300  
FAX: 713.221.1212  
eMAIL: [Michael.Telle@BGllp.com](mailto:Michael.Telle@BGllp.com) and [Erica.Hogan@BGllp.com](mailto:Erica.Hogan@BGllp.com)*

*Re: Bracewell & Giuliani, L.L.P. no-action request to the SEC regarding ConocoPhillips Shareholder Proposal -- 2012.*

*Dear Mr. Telle and Ms Hogan,*

*Thank you for your email attaching the SEC "no-action" request you submitted on behalf of ConocoPhillips. I write to request that you amend your "no-action" request in light of the attached copy of the five-page fax-letter I sent to ConocoPhillips General Counsel Janet L. Kelly on December 15, 2011 (Telle eMail - 20120111.pdf). The last page of the attached document is the fax transmission receipt showing that ConocoPhillips GC Kelly timely received all 5 pages, including the "proof of continuous stock ownership." "Exhibit C" to your SEC "no-action" request is copy the December 15, 2011 four-page fax-letter to ConocoPhillips Director William E. Wade, Jr. (indicated by the checkmark by his name on the fax coversheet) that, as stated on the cc-list, was without the enclosure ("w/o encl."). Please acknowledge your mistake to the SEC and timely amend your "no-action" request to remove the following erroneous statements.*

*Pages 1 and 3:*

*"(1) Proponent has failed to provide the eligibility requirements of Rule 141-8(b) because the Proponent failed to provide a written statement from the record holder of his shares verifying that the Proponent has continuously held the requisite shares for at least one year in response to the Company's timely request for that information..."*

*Page 4:*

*"The Proponent responded to the Deficiency Notice via facsimile on December 15, 2011 (the "Proponent's Response"), and, although the Proponent's Response (attached hereto a Exhibit C) states that proof of share ownership was*

*"enclosed," Proponent's Response did not include any such information. As of the date of this letter, the Proponent has not provided such proof of continuous stock ownership."*

*Please acknowledge these errors by email to me before 3:00 p.m. CDT tomorrow, and timely file an amended "no-action" request with the SEC. Otherwise I will complain about this problem to the SEC and Congressional oversight authorities.*

*Sincerely,*

*Roger K. Parsons  
2520 K. Avenue, Suite 700-739  
Plano, Texas 75074-5342  
TEL: 214.649.8059  
FAX: 972.295.2776  
eMAIL: [R.K.Parsons@TexasBarWatch.US](mailto:R.K.Parsons@TexasBarWatch.US)*

At 2:25 p.m., January 12, 2012, Hogan responded by email (Exhibit 2.0) as follows.

*Mr. Parsons,*

*Thank you for your email. We are looking into this and will respond appropriately.*

*Thank you,  
Erica*

At 2:31 p.m., January 12, 2012, I responded to Hogan by email (Exhibit 3.0) as follows.

*Ms Hogan,*

*I am sorry, but under the circumstances of my previous email putting Bracewell & Giuliani, L.L.P. ("B&G") on notice that the firm was falsely advised on the "...factual matters set forth..." in the January 11, 2012 "no-action" request submitted to the SEC on behalf of ConocoPhillips; your assurance that B&G is "...looking into this and will respond appropriately..." is not a timely, substantive response to my request for assurances that the erroneous "no-action" request would be amended. Unfortunately, the information available to me now suggests that B&G intends to aid and abet ConocoPhillips in its cover-up of FCPA violations by perpetrating a fraud upon the markets and upon the SEC.*

In summary, B&G was put on notice that Kelly had lied to B&G lawyers about not receiving a complete response to the Deficiency Notice. Under these circumstances, B&G owed a duty to the SEC to withdraw the Opinion and a duty to the legal profession to withdraw its legal representation from the Company. However, B&G has neither performed the duties it owes to the SEC nor the legal profession, and appears to have chosen to aid and abet the Company in perpetrating a fraud against the SEC.<sup>3</sup>

Sincerely,



Roger K. Parsons

cc Michael S. Telle  
Bracewell & Giuliani LLP  
711 Louisiana Street, Suite 2300  
Houston, Texas 77002-2770  
FAX: (713) 221-1212

Janet Langford Kelly, General Counsel/Corporate Secretary  
ConocoPhillips  
600 North Dairy Ashford  
Houston, Texas 77079  
FAX: (281) 293-4111

---

<sup>3</sup> Exhibit 4.0 is Telle's webpage at B&G, boasting that he was the attorney ConocoPhillips used in issuing securities valued at \$3 billion. B&G's and Telle's actions in this matter suggest that their ability to give honest "legal" advice is clouded by prospects of millions of dollars in legal fees from the assets from ConocoPhillips stock/bond holders.



C) states that proof of share ownership was “enclosed,” Proponent’s Response did not include any such information. As of the date of this letter, the Proponent has not provided such proof of continuous stock ownership.

Please acknowledge these errors by email to me before 3:00 p.m. CDT tomorrow, and timely file an amended “no-action” request with the SEC. Otherwise I will complain about this problem to the SEC and Congressional oversight authorities

Sincerely

oge K. Parsons  
2520 K. Avenue, Suite 700-739  
Plano, Texas 75074-5342  
TEL: 214.649.805  
FAX: 972.295.277  
eMAIL: R.K.Parsons@TexasBarWatch.US

**Subject: RE: Shareholder Proposal No-Action Request - ConocoPhillips**

**Date:** Thursday, January 12, 2012 2:25 PM

**From:** Hogan, Erica <Erica.Hogan@bgllp.com>

**To:** "Roger K. Parsons"\*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

**Cc:** "Telle, Mike" <Michael.Telle@bgllp.com>

**Category:** Investigation

Mr. Parsons,

Thank you for your email. We are looking into this and will respond appropriately.

Thank you,  
Erica

**From:** Roger K. Parsons \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

**Sent:** Wednesday, January 11, 2012 11:48 PM

**To:** Telle, Mike

**Cc:** Hogan, Erica

**Subject:** Shareholder Proposal No-Action Request - ConocoPhillips

Michael S. Telle, Partner

Bracewell & Giuliani, L.L.P.

71 Louisiana Street, Suite 2300

Houston, Texas 77002-2770

TEL: 713.223.2300

FAX: 713.221.1212

eMAIL: Michael.Telle@BGllp.com and Erica.Hogan@BGllp.com

Re: Bracewell & Giuliani, L.L.P. no-action request to the SEC regarding ConocoPhillips Shareholder Proposal -- 2012.

Dear Mr. Telle and Ms Hogan,

Thank you for your email attaching the SEC "no-action" request you submitted on behalf of ConocoPhillips. I write to request that you amend your "no-action" request in light of the attached copy of the five-page fax-letter I sent to ConocoPhillips General Counsel Janet L. Kelly on December 15, 2011 (Telle eMail — 20120111.pdf). The last page of the attached document is the fax transmission receipt showing that ConocoPhillips GC Kelly timely received all 5 pages, including the "proof of continuous stock ownership." "Exhibit C" to your SEC "no-action" request is copy the December 15, 2011 four-page fax-letter to ConocoPhillips Director William E. Wade, Jr. (indicated by the checkmark by his name on the fax coversheet) that, as stated on the cc-list, was without the enclosure ("w/o encl."). Please acknowledge your mistake to the SEC and timely amend your "no-action" request to remove the following erroneous statements.

Pages 1 and 3:

"(1) Proponent has failed to provide the eligibility requirements of Rule 141-8(b) because the Proponent failed to provide a written statement from the record holder of

his shares verifying that the Proponent has continuously held the requisite shares for at least one year in response to the Company's timely request for that information..."

Page 4:

"The Proponent responded to the Deficiency Notice via facsimile on December 15, 2011 (the "Proponent's Response"), and, although the Proponent's Response (attached hereto as Exhibit C) states that proof of share ownership was "enclosed," Proponent's Response did not include any such information. As of the date of this letter, the Proponent has not provided such proof of continuous stock ownership."

Please acknowledge these errors by email to me before 3:00 p.m. CDT tomorrow, and timely file an amended "no-action" request with the SEC. Otherwise I will complain about this problem to the SEC and Congressional oversight authorities.

Sincerely,

Roger K. Parsons  
2520 K. Avenue, Suite 700-739  
Plano, Texas 75074-5342  
TEL: 214.649.8059  
FAX: 972.295.2776  
eMAIL: R.K.Parsons@TexasBarWatch.US

**Subject: Re: Shareholder Proposal No-Action Request - ConocoPhillips**

**Date:** Thursday, January

**From:** Roger K. Parsons \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

**To:** "Hogan, Erica" <Erica.Hogan@bgllp.com>

**Cc:** <Michael.Telle@BGllp.com>

**Category:** Investigation

Ms Hogan,

I am sorry, but under the circumstances of my previous email putting Bracewell & Giuliani, L.L.P. ("B&G") on notice that the firm was falsely advised on the "...factual matters set forth..." in the January 11, 2012 "no-action" request submitted to the SEC on behalf of ConocoPhillips; your assurance that B&G is "...looking into this and will respond appropriately..." is not a timely, substantive response to my request for assurances that the erroneous "no-action" request would be amended. Unfortunately, the information available to me now suggests that B&G intends to aid and abet ConocoPhillips in its cover-up of FCPA violations by perpetrating a fraud upon the markets and upon the SEC.

Sincerely,

Roger K. Parsons

---

**From:** "Hogan, Erica" <Erica.Hogan@bgllp.com>

**Date:** Thu, 12 Jan 2012

**To:** "Roger K. Parsons" \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

**Cc:** "Telle, Mike" <Michael.Telle@bgllp.com>

**Subject:** RE: Shareholder Proposal No-Action Request - ConocoPhillips

Mr. Parsons,

Thank you for your email. We are looking into this and will respond appropriately.

Thank you,  
Erica

**From:** Roger K. Parsons \*\*\* FISMA & OMB Memorandum M-07-16 \*\*\*

**Sent:** Wednesday, Janua

**To:** Telle, Mike

**Cc:** Hogan, Erica

**Subject:** Shareholder Proposal No-Action Request - ConocoPhillips

Michael S. Telle, Partner  
Bracewell & Giuliani, L.L.P.  
71 Louisiana Street, Suite 2300

Houston, Texas 77002-2770  
TEL: 713.223.2300  
FAX: 713.221.1212  
eMAIL: Michael.Telle@BGllp.com and Erica.Hogan@BGllp.com

Re: Bracewell & Giuliani, L.L.P. no-action request to the SEC regarding ConocoPhillips Shareholder Proposal -- 2012.

Dear Mr. Telle and Ms Hogan,

Thank you for your email attaching the SEC “no-action” request you submitted on behalf of ConocoPhillips. I write to request that you amend your “no-action” request in light of the attached copy of the five-page fax-letter I sent to ConocoPhillips General Counsel Janet L. Kelly on December 15, 2011 (Telle eMail — 20120111.pdf). The last page of the attached document is the fax transmission receipt showing that ConocoPhillips GC Kelly timely received all 5 pages, including the “proof of continuous stock ownership.” “Exhibit C” to your SEC “no-action” request is copy the December 15, 2011 four-page fax-letter to ConocoPhillips Director William E. Wade, Jr. (indicated by the checkmark by his name on the fax coversheet) that, as stated on the cc-list, was without the enclosure (“w/o encl.”). Please acknowledge your mistake to the SEC and timely amend your “no-action” request to remove the following erroneous statements.

Pages 1 and 3:

“(1) Proponent has failed to provide the eligibility requirements of Rule 141-8(b) because the Proponent failed to provide a written statement from the record holder of his shares verifying that the Proponent has continuously held the requisite shares for at least one year in response to the Company’s timely request for that information...”

Page 4:

“The Proponent responded to the Deficiency Notice via facsimile on December 15, 2011 (the “Proponent’s Response”), and, although the Proponent’s Response (attached hereto a Exhibit C) states that proof of share ownership was “enclosed,” Proponent’s Response did not include any such information. As of the date of this letter, the Proponent has not provided such proof of continuous stock ownership.”

Please acknowledge these errors by email to me before 3:00 p.m. CDT tomorrow, and timely file an amended “no-action” request with the SEC. Otherwise I will complain about this problem to the SEC and Congressional oversight authorities.

Sincerely,

Roger K. Parsons  
2520 K. Avenue, Suite 700-739  
Plano, Texas 75074-5342  
TEL: 214.649.8059  
FAX: 972.295.2776  
eMAIL: R.K.Parsons@TexasBarWatch.US



## Michael S. Telle

---

### PARTNER

Houston

**p** 713.221.1327

**f** 713.221.2113

**e** michael.telle@bglp.com

ASSISTANT

Kim Humbarger

713.223.2300 x2755

---

### Related Practices

Corporate and Securities

Energy

---

Michael Telle represents a variety of clients, including issuers, underwriters and investors, in public offerings and other registered and unregistered offerings of debt and equity securities, in merger and acquisition transactions, and in other corporate and financing transactions. He also assists clients in securities law compliance, corporate governance and general corporate matters.

Mr. Telle has particular experience advising clients involved in the energy industry, including public and private upstream exploration and production companies, public and private midstream companies, including several master limited partnerships, oilfield service companies and integrated electric utility companies as well as others. His work has included initial public offerings, public and 144A offerings of debt and equity securities, tender offers and exchange offers. He also has worked on several significant energy industry M&A transactions and has represented energy industry clients in multiple private acquisitions and dispositions.

Mr. Telle also serves as the firm's hiring partner.

### Representative Matters

#### Capital Markets and Securities

Represented ConocoPhillips in the public offering of \$3 billion of notes.

Represented Enterprise Products Partners LP in the public offering of \$1,250 million of junior subordinated debt securities.

Represented TEPPCO Partners, L.P. in the public offering of \$300 million of junior subordinated debt securities.

Represented Chesapeake Energy Corporation in multiple public offerings of common stock, senior notes and contingent convertible notes; in tender offers; in exchange offers of common stock for preferred stock and in a consent solicitation.

Represented W-H Energy Services Inc., an oil field services company, in its \$165 million initial public offering, in a \$132 million follow-on offering, and in matters of securities law compliance.

Represented a joint venture owned by Enterprise Products Partners LP and Valero Corporation in the issuance of \$415 million of fixed and floating rate notes in a Rule 144A transaction.

Represented Enbridge Energy Partners LP in the \$351 million initial public offering of shares by its limited liability company affiliate and in matters of securities law compliance.

Represented Enterprise Products Partners LP in the public offering of \$315 million of common units.

Represented Lehman Brothers Inc. and Goldman, Sachs & Co. in the public offering of \$375 million of common stock and \$550 million of convertible subordinated debentures by Kerr-McGee Corporation.

Represented Merrill Lynch & Co. in the structuring and public offering of \$748 million of debt securities by a

special purpose entity created by Reliant Energy Inc. to securitize its stranded costs.

Represented Enron Corp. in the issuance of \$1 billion of floating rate notes in a Rule 144A transaction.

Represented the Industrial Development Corporation of the city of Edinburg, Texas in the issuance of \$101 million of bonds in a Rule 144A transaction to finance the acquisition of electric generating equipment to be leased to an affiliate of Duke Capital Corporation.

Represented Lehman Brothers Inc. in the issuance of \$279 million of bonds by the Texas Municipal Gas Corporation in a Rule 144A transaction to finance the acquisition of a production payment from Dominion Oklahoma Texas Exploration & Production Inc.

#### Mergers, Acquisitions and Transaction

Represented W-H Energy Services, Inc. in its \$3.1 billion disposition to Smith International, Inc. by cash and stock exchange offer.

Represented Goodman Global Holdings Inc., an HVAC manufacturing company, in connection with its \$1.4 billion sale to an affiliate of Apollo Management.

Represented Enterprise Products Partners LP in its \$13 billion cash and stock merger with GulfTerra Energy Partners LP.

Represented Ferrovial Agroman S.A., a Spanish construction and engineering company, in the \$225 million acquisition of a Texas-based heavy construction contractor.

Represented Key Energy Services, Inc. in its \$250 million disposition of its pressure pumping and wireline services businesses.

Represented W-H Energy Services Inc. in multiple strategic acquisitions (values ranging from \$100,000 to \$50 million) and in the disposition of two subsidiaries.

Represented Fort Bend Communications Companies Inc. in its \$175 million cash merger with a subsidiary of TXU Corp.

Represented Enron Net Works LLC in making strategic venture investments in three start-up companies.

Represented a consortium of 10 major electric utilities in structuring and seeking FERC approval for the formation of the country's first for-profit regional transmission organization.

Represented Sports Facilities LP, a partnership of 14 large Houston-based companies, in making a \$35 million subordinated loan to the Harris County Houston Sports Authority in connection with the construction of Minute Maid Park and in considering and negotiating the terms of a similar loan in connection with the construction of the Toyota Center.

#### Publications and Speeches

Panelist, "Creating the Ideal O&G MLP Business - Risks and Rewards," Platts Oil & Gas Acquisition & Divestiture Conference and MLP Symposium, November 5-7, 2007

#### Education

J.D., *summa cum laude*, South Texas College of Law, 1994

M.S., Finance, *summa cum laude*, Texas Tech University, 1991

B.B.A., Economics, *cum laude*, Texas Tech University, 1990

#### Bar Admissions

Texas

#### Affiliations

State Bar of Texas

#### Noteworthy

Chambers USA: America's Leading Lawyers for Business, Energy: Oil & Gas (Transactional), 2010-2011;  
Corporate/M&A, 2011  
Super Lawyers, Corporate Counsel Edition, 2009  
Texas Rising Stars, 2008  
Texas Super Lawyers, 2004-2009  
Best Lawyers in America, 2008-2010  
Assistant Managing Editor, *South Texas Law Review*

© 2012 Bracewell & Giuliani LLP