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February 19, 2003

United States Federal Trade Commission
Office of the Secretary
600 Pennsylvania Avenue, N.W
Washington, D.C. 20580

Attention: Mr. Don Clark:

This letter is written in reference to FTC File No. 021-0040, Docket No. C-4058, in the matter of Conoco Inc. and Phillips Petroleum Co. and specifically, the terms of the proposed sale of the Phillips Woods Cross assets to Holly Corporation.

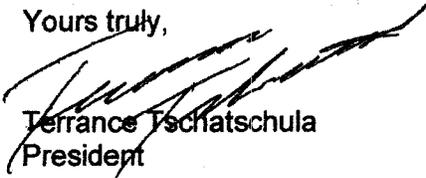
Aspen Petroleum Products is a small petroleum products distributor located in the Denver metropolitan area. Our contact with other jobbers in Eastern Colorado and Southeastern Wyoming cause us to believe that providing Holly Corp. with an exclusive license to use the Phillips trademark for the entire state of Wyoming will result in an undesired restraint of trade.

Because of logistics and transportation costs, product from the Woods Cross refinery is highly unlikely to reach eastern Wyoming. It makes more sense for Phillips branded jobbers and wholesalers to be able to source product from the Conoco refinery in Denver.

We strongly request that the FTC insure open competition by making the license of the Phillips trademark in Wyoming a non-exclusive right granted to both Holly Corp. (for likely use in Western Wyoming) and to the purchaser of the Conoco Commerce City, Colorado refinery (for likely use in Eastern Wyoming).

Your support of this effort to increase competition in the marketplace is appreciated.

Yours truly,



Terrance Tschatschula
President

Cc: Ms. Naomi Licker