

**Stockholder Proposal:
Sanctioned Countries
(Item __ on the Proxy Card)**

**[COMPANY BELIEVES IT HAS GROUNDS TO EXCLUDE THIS PROPOSAL --
NO ACTION LETTER REQUEST PENDING WITH SEC]**

What am I voting on?

You are voting on a proposal submitted by Roger K. Parsons. We will provide the proponent's address, and the number of the corporation's voting securities that the proponent holds, to stockholders promptly upon receiving a request for the information. The text of the resolution and the supporting statement of Roger K. Parsons are printed below verbatim from its submission.

What is the Proposal?

Roger K. Parsons has submitted the following proposal:

SHAREHOLDER PROPOSAL

WHEREAS, in 2001, the U.S. Securities and Exchange Commission ("Commission") held that registrant involvement with states that have sponsored terrorism is a legitimate concern of reasonable investors in making decisions to invest in a company, and

WHEREAS, since 1988, Company has repeatedly failed to fully disclose all Company involvement with the Great Socialist People's Libyan Arab Jamahiriya ("Libya") and the Islamic Republic of Iran ("Iran"), both states that the U.S. Department of State has identified as having sponsored terrorism.

RESOLVED, the Board of Directors: (1) shall establish a committee ("Special Committee") of non-employee members to oversee an investigation of Company involvement, since 1988, with states that have sponsored terrorism; and (2) shall provide sufficient funds for the Special Committee to hire an independent firm with experience in conducting internal investigations to serve as Special Counsel to Shareholders ("Special Counsel"). The Special Committee: (a) shall oversee a Special Counsel investigation of Company involvement with states, including Libya and Iran, that have sponsored terrorism, and including involvement that employed foreign corporate entities as surrogates for the Company involvement in these states such as Malaysia's Petronas and Russia's Lukoil; and (b) submit a full report on the Special Counsel investigation to the Board and publish a summary report on the Special Counsel investigation that complies with all Commission rules and regulations for review by investors before September 11, 2008.

SHAREHOLDER STATEMENT

Since 1988, the Company has been involved with states that have sponsored terrorism that has resulted in the killing or maiming of tens of thousands of innocent people. Using the Company's political influence with the administrators of the federal agencies responsible for enforcing antiterrorism laws, Company officers have gained the benefits of these agencies turning a blind-eye to Company involvement with these rogue states. In exchange, Company officers extended promises of Company involvement including, the transfer of financial and technological assets, as bait for surreptitious involvement that the federal agencies use as a cover for conducting espionage against these states. The failure of the Board of Directors to disclose the liabilities accruing to the Company's reputation and assets that arise from this surreptitious entanglement of the interests of politically motivated bureaucrats and shareholders is fraud against shareholders. (see <http://Iran-Conoco-Affair.US/>)

Since 1995, when the public learned that the Company had used its foreign subsidiaries to conceal Company involvements with Iran, the Company began to enter into partnerships with foreign business entities that were willing to act as intermediaries or surrogates for continuing Company involvement with Iran. The Company continues to use this scheme to transfer shareholder assets, including financial and technical assets, into Iran through the Malasian

EXHIBIT A

government controlled Petronas. More recently, the Company opened a new channel for involvement in Iran by buying a large stake in the so-called "privatized" Russian controlled Lukoil.

In 2003, Company officers successfully derailed a similar proposal that was submitted by Office of the Comptroller of the City of New York. In his letter on February 3, 2004, Executive Vice President and Chief Financial Officer John A. Carrig asserted to the Office of the Comptroller of the City of New York that:

"ConocoPhillips will not approve business activities in sensitive countries unless it is convinced that it can do so legally and within the spirit of U.S. law."

"I hope this satisfies your inquiry and will permit the Office of the Comptroller to withdraw its Shareholder Proposal and notify the SEC that it has done so."

Despite Mr. Carrig's assurances, the Company continued its involvement with Iran through Petronas or Lukoil.

This proposal will assure that what the Board of Directors and shareholders are apprised of all Company involvement with states that have sponsored terrorism and the liabilities that are accruing through these surreptitious activities.

Roger K. Parsons urges you to vote FOR this resolution.

What vote is required to approve this proposal?

Approval of this proposal requires the affirmative vote of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote on the proposal.

What does the Board recommend?

THE BOARD RECOMMENDS THAT YOU VOTE "AGAINST" THIS PROPOSAL FOR THE FOLLOWING REASONS:

The Board of Directors strongly disagrees with the Proponents characterization of its activities, and specifically refutes its assertions that ConocoPhillips has, directly or indirectly, engaged in activities that would be violative of US laws. ConocoPhillips is committed to complying with U.S. economic sanctions in all business transactions. Both the full Board of Directors and the Public Policy Committee conduct regular reviews of our business activities in sensitive countries; likewise, ConocoPhillips' management maintains rigorous controls to ensure that any business activities in sensitive countries are conducted both legally and within the spirit of U.S. and other applicable laws.

ConocoPhillips has no ownership interest in Petronas, but conducts regular reviews of its relationships with all third parties with which we conduct business to ensure such relationships and transactions in which we participate are conducted in compliance with applicable laws. With regard to our investment in LUKOIL, ConocoPhillips initiated its strategic equity investment in LUKOIL primarily to gain exposure to Russia's oil and natural gas resource potential, where LUKOIL has significant positions in proved oil and natural gas reserves and production. Likewise, ConocoPhillips has notified LUKOIL of our commitment to be in compliance with U.S. economic sanctions in the contexts of the secondment of ConocoPhillips employees to LUKOIL and of our representative serving on the LUKOIL Board of Directors.

In 2005, following the lifting of U.S. economic sanctions in Libya, we announced our decision to return to our former oil and gas production operations in Libya. As noted in the President of the United States' September 22, 2004 executive orders lifting economic sanctions on Libya, the lifting of sanctions was intended, in part, to "expand trade and investment opportunities for U.S. companies in Libya." As with all activities in sensitive countries, this decision was reviewed and approved by our Board of Directors with the input and advice of our Public Policy Committee.

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Because the Company maintains adequate processes and controls to ensure that any business activities in sensitive countries are conducted both legally and within the spirit of U.S. and other applicable laws, the Board believes that the proposal is not in the best interests of our stockholders and recommends that you vote **AGAINST** this Proposal.