CONOCO

Interoffice Communication

To Headquarters Managers, Plant Managers, Regional Sales Managers

From Donald L. Norwood

Date March 9, 1984

Subject CERTIFICATES OF COMPLIANCE WITH POLICY GUIDE

Each year it is necessary to obtain from all Conoco Chemicals' exempt employees certificates of affirmative compliance with the Conoco Policy Guide on Conflicts of Interest, Political Contributions and Consulting and Other Payments.

Attached for your review is a copy of Conoco policy on Conflicts of Interest, Compliance with Laws, Consulting and Other Payments and Corporate Political Activity. In order that we may comply with reporting requirements, please have all exempt employees under your direction complete the attached form of certificate. Only the certificates of the Headquarters Managers, Plant Managers and Regional Sales Managers should be sent to this office. All others should be sent to you, and of these, only those showing an exception should be forwarded to this office.

Please submit these to this office no later than April 16, 1984.

Donald L. Norwood

Donald L. Norwood

psc

cc(w/attachments):
J. D. Burns
J. J. Langford
R. E. Lehmkuhl
J. J. Weidner

CCR 000015981

CONOCO INC.
POLICY GUIDE COMPLIANCE

I have reviewed and understand the Company's policy regarding (a) conflicts of interest and (b) the conduct of the Company's business, including compliance with law, political contributions and questionable corporate payments, all as set forth in the attached portions of the Policy Guide.

As specified below, to the best of my knowledge and belief, neither I nor any member of my immediate family has any interest or connection or has since January 1, 1983 engaged in any activity which might conflict with the Company's interests and, in addition, I certify that since January 1, 1983 I have complied without exception with the Company's policy on the conduct of its business as set out in the attached portions of the Policy Guide:

A. The above statements are true, without exception. ☐

B. The above statements are true, except as described in my attachment to this report letter. ☐

____
Print Name

____
Signature

____
Position

CONOCO CHEMICALS COMPANY
Department or Subsidiary

____
Location

____
Date

Each year a statement shall be signed by all officers, department managers, presidents of subsidiaries, and others designated by department heads that indicates whether or not a conflict of interest exists.

If the facts disclose a conflict of interest, the employee shall be notified and shall have the obligation to remedy the situation. If the employee discloses a potential conflict of interest but the facts disclose no conflict of interest, the employee shall be so informed.

All information disclosed shall be treated on a confidential basis, except to the extent necessary for the protection of the Company's interest.

Any employee failing to comply with this policy shall be subject to disciplinary action, including possible discharge.

Conflicts of Interest

Company policy requires that all officers and other employees avoid any situation which involves or may involve a conflict between their personal interests and the interests of the Company and its subsidiaries.

Types of activities which may involve conflicts and should be reported to the company are as follows:

1. Ownership by an employee or a member of the employee's family of a substantial financial interest in any outside concern which does business with or is a competitor of the Company, except where such interest consists of securities of a publicly owned corporation which are regularly traded on the open market.

2. Performance by an employee of service of a directive, managerial, or consultative nature for any outside enterprise which does or is seeking to do business with or is a competitor of the Company.

3. Representation of the Company by an employee in any transaction in which the employee or close relative has a substantial financial interest.

4. Disclosure or use of confidential information for the personal profit or advantage of the employee or anyone else.

5. Competition with the Company by an employee, directly or indirectly, in the purchase or sale of rights in real or personal property.

6. Acceptance by an employee or any member of his or her immediate family of gifts of more than token value, loans (other than from established banking or financial institutions), excessive entertainment, or other substantial favors from any outside concern which does or is seeking to do business with or is a competitor of the Company.

7. Acting as broker, finder, or go-between for the benefit of a third party in transactions involving Conoco, it's subsidiaries or affiliates, or companies or ventures in which Conoco contemplates securing an interest.

8. Any other arrangement or circumstance which might dissuade the employee from acting in the best interests of the Company in any Company transaction.

For the protection of both the Company and the employee, it is essential that the employee make prompt and full disclosure to the Company of any situation which may involve a conflict of interest.

Compliance With Laws

It is the policy of Conoco to conduct all business matters in a strictly lawful manner. The numerous laws and government regulations applicable to Company operations must be complied with meticulously at all times without exception.

Special precautions should be taken to obey all antitrust laws. To avoid heavy litigation expense and severe penalties, advice of Company counsel should invariably be obtained whenever there is the slightest doubt as to the legal propriety of any contemplated course of action.

Documentation of all business transactions shall properly describe the pertinent events, and such records must not be false, distorted, or misleading. No undisclosed or unrecorded funds or assets shall be established for any purpose. No activity leading to violations of the Foreign Corrupt Practices Act of 1977 shall be undertaken or authorized.

Conoco cannot and will not tolerate or condone illegal behavior on the part of any employee in the performance of Company duties. Neither ill-advised overzealousness nor failure to seek timely advice of counsel shall be accepted as an excuse.

Consulting and Other Payments

Definition of a Consultant

A consultant is an individual, firm, or corporation possessing a unique educational background, expert professional skills, or valuable experience not readily available within the Company. The service rendered is to be of a primarily advisory nature, other than legal, patent, or accounting, and is characterized by, but not limited to:

1. Supplying guidance and expertise in matters where the Company lacks significant experience and/or business exposure.

2. Studying a specific problem, question, business venture, etc. and recommending a course of action which is utilized by management in their evaluation and decision making process.

3. Providing general business counsel or advice with respect to organization, policies, methods, products, public relationships, business ventures, etc.

4. Providing second opinions or judgements.

The method or circumstances of payment (i.e., per diem, flat fee, retainer, etc.) is not a consideration when determining whether a business arrangement is a consulting agreement.

Further, the mere fact that the individual's title or the firm's name denotes or includes the word consultant does not mean that every business arrangement with such a firm or individual should be classified as a consulting agreement. The nature of the service (i.e. primarily advisory) is the key. If the business arrangement does not meet the "primarily advisory nature" criteria, it should be classified as an outside professional or other purchased service.

If the business arrangement is a combination consulting and purchase of professional services and/or goods, that portion which represents consulting services should be accounted for and reported separately.

Method of Payment to Consultants and Others

Agreements with agents, sales representatives, or consultants should clearly set forth the actual services to be performed, the basis for earning the fee involved, the amounts to be paid, and all other terms and conditions. Payments must bear a reasonable relationship to the value of services rendered. Documentary support of all payments and related transactions must be complete and conclusive, clearly defining the nature and purpose of the transaction. Payments may not be made for purposes which violate the provisions of the Foreign Corrupt Practices Act of 1977.

Payments to consultants, agents, or sales representatives shall be by check to the person directly or the person's bank account in either the country where the services are performed or to the country of the person's residence. The payment shall be in the currency of the country where the services are performed or the currency of the country of the person's residence; or in U.S. dollars if independent legal counsel or the relevant foreign central bank renders written advice that payments in U.S. dollars are lawful under the laws of the country where the services are performed or the country of the person's residence.

When payments are requested in any manner other than in accordance with the above procedure, the person who has made such request shall be advised that such payments shall not be made by the Company, except upon notification to the governments of both the country of residence and the country where the services are performed. Such notification shall be made to both governments even though the requested manner of payments does not apparently violate applicable domestic or foreign law.

Notification in respect of the requested manner of payment should normally be made to the tax, finance, and other governmental authorities as appropriate under the circumstances.

The Company discourages but does not prohibit customary expediting payments, properly recorded in the Company's books, which are not excessive in amount when:

1. The making of such payments is an established and well-recognized practice in the area;
2. The action to be facilitated by the payment is essentially of an administrative nature (such as obtaining customs clearances, visas, and work permits) to which the Company is clearly entitled; and
3. The payment does not violate the provisions of the Foreign Corrupt Practices Act of 1977.

The Company discourages but does not prohibit customary gifts which are not excessive in amount and are properly recorded in the Company's books. No gift may violate the Foreign Corrupt Practices Act of 1977.

EXTERNAL AFFAIRS

Corporate Political Activity

It is the policy of Conoco to conduct its business in a strictly lawful manner. All laws and government regulations applicable to our Company's operations must be complied with meticulously at all times and without exception.

Conoco shall not tolerate or condone illegal behavior on the part of any employees in the performance of Company duties. Neither ill-advised overzealousness nor failure to seek timely counsel shall be accepted as an excuse.

All business transactions shall be properly documented. Such records must not be false, distorted, or misleading. No undisclosed or unrecorded funds or assets shall be established for any purpose.

Political Contributions

No employees, officers, directors, or agents of Conoco or its subsidiaries shall make any political contribution which involves an expenditure of Company money, a donation or use of Company property or services, or anything else of value which is directly or indirectly made except when such contributions are lawful and proper and Company approval has been secured. In the United States, the District of Columbia, and territories and possessions of the United States, political contributions may be made to the extent they are lawful and approved by a committee consisting of the Group Senior Vice President, Administrative, the Senior Vice President and General Counsel, and the Vice President and Controller. Such contributions may also be made outside the United States to the extent they are lawful and approved by the Chairman and Chief Executive Officer.

This policy does not preclude the operation of a political action committee under applicable laws or Company contributions to support or oppose public referenda or similar ballot issues. Under no circumstances shall any activity which violates provisions of the Foreign Corrupt Practices Act of 1977 be undertaken or authorized.

This policy shall not affect the right of directors, officers, employees, and agents of the Company to make personal political contributions to the party, committee, or candidate of their choice as long as the donation is derived exclusively from that individuals personal funds or time and in no way was compensated directly or indirectly by the Company.

Time Off for Political Activity

Employee participation in political party activities is regarded as important personal business. Upon request, time off shall be granted for this purpose as follows:

Time Off With Pay

Employees may be granted time off with pay for the purpose of registering to vote in a local, state, or federal election or primary; participating in a "get-out-to-vote" campaign; or attending corporate political education programs and other nonpartisan political activities.

Time Off Without Pay

Employees may be granted time off without pay to engage in political party activity.

Time off under these provisions shall be granted only when the employee's absence will not interfere with efficient Company operation.

RAC
Do you want to do this?

John Tillman

CONOCO

To ~~FRH~~ [illegible]

Date 3/28/84

Thought you might want to know there is ≈ 6"-8" of sand in incinerator cooling tower basin. Cost of removal $3500 - $4000. Let me know if you want me to do anything on this.

JMT

CCR 000015990