



Interoffice Communication

To
From J. A. DeBernardi
Date February 5, 1979
Subject Conflicts of Interest Policy

In order to comply with the reporting provision of the subject policy, please review the attached copy and properly fill out Exhibit A. Return the completed Exhibit A to Imo no later than March 9 for transmittal to Houston by Imo. The copy of the policy statement is for your file, only return Exhibit A to Imo. You must fill out Exhibit A even if you have done so before. As stated in the policy, yearly filing of this form is necessary for compliance.

J. A. DeBernardi
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J. A. DeBernardi

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CCR 000066146

CONTINENTAL OIL COMPANY
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 laws, 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 during 1978 engaged in any activity which might conflict with the Company's interests and, in addition, I certify that during 1978 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.

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

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Signature

Position

(Department or Subsidiary)

(Location)

(Date)

CCR 000066147

Continental Oil Company Policy Guide
Concerning Conflicts of Interest

A. General Rules

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

B. Guidelines

The following will serve as a guide to types of activities which may involve conflicts and which should be fully reported to the Company.

1. Ownership by an employee or any member of his immediate 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 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. Any other arrangement or circumstance which might dissuade the employee from acting in the best interests of the Company in any Company transaction.

C. Disclosure to the Company

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.

D. Form of Reports

Reporting should be made as follows:

1. Report letters shall be submitted annually, prior to the end of February of each year, by all officers, headquarters department managers, and presidents of subsidiary companies. Each such person shall in turn designate those employees under his administrative authority who shall submit such reports and notify each such employee of his designation. The reports by officers, headquarters department managers, and presidents of subsidiaries shall be sent to the chief executive officer. The reports by others shall be sent to the appropriate headquarters department manager or subsidiary president who shall forward them to the chief executive officer if facts are reported which may constitute a conflict of interest. If the facts disclose a conflict of interest, the employee will be notified and will have the obligation to remedy the situation.
2. A report letter shall also be submitted to the appropriate person designated above by any employee, whether or not he is required to submit annual reports, when he becomes or may become involved in what might be a conflict of interest situation which he has not previously reported.
3. If the facts disclose a conflict of interest, the employee will be notified and will have the obligation to remedy the situation. Similarly, if the facts do not disclose a conflict of interest, the employee will be so informed.
4. In any case where a conflict of interest situation is reported, a review board consisting of the Vice President and Controller, Vice President and General Counsel, and Vice President and General Manager, Personnel, shall examine the facts and report to the chief executive officer the board's determination of whether or not a conflict of interest exists.
5. All information thus disclosed shall be treated on a confidential basis, except to the extent necessary for the protection of the Company's interests.

- E. Failure to Comply -

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

CCR 000066150

Continental Oil Policy Guide
Concerning Compliance With Laws, Political
Contributions and Questionable Corporate Payments

A. General Rules

It is the policy of Continental Oil Company (including its subsidiaries) to conduct its business in a strictly lawful manner. The numerous laws and government regulations applicable to our Company's operations must be complied with meticulously at all times and without exception.

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

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 which would lead to violations of the provisions of the Foreign Corrupt Practices Act of 1977 shall be undertaken or authorized.

B. Political Contributions

Continental Oil Company, including its subsidiaries, their directors, officers, employees and agents shall not make any political contributions involving an expenditure of Company money, donation or use of Company property, furnishing of Company services or permitting the use of or providing anything else of value which is directly or indirectly paid, reimbursed, supplied, or in any way compensated by the Company, except that political contributions may be made in countries outside the United States to the extent that they are lawful and when approved by the Company's Chief Executive Officer, and except 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. However, under no circumstance shall any activity which violates the provisions of the Foreign Corrupt Practices Act of 1977 be undertaken or authorized.

C. Consulting and Other Payments

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 therefor, and all other terms and conditions. Payments must bear a reasonable relationship to the value of the services rendered.

Documentary support of all payments or other 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 and made in accordance with the following procedure:

To the person directly or to the person's bank account in either the country where the services are performed or the country of the person's residence; and

1. In the currency of the country where the services are performed or the currency of the country of the person's residence; or
2. 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 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 or other governmental authorities, as shall be appropriate under the circumstances.

The Company policy discourages but does not prohibit customary expediting payments, properly recorded in the Company's books, which are not excessive in amount and which meet the following criteria:

- A. The making of such payments is an established and well-recognized practice in the area;
- B. The action sought 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
- C. The payment does not violate the provisions of the Foreign Corrupt Practices Act of 1977.

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



VCM Plant

CERTIFIED MAIL #315709
RETURN RECEIPT REQUESTED

Conoco Chemicals
Continental Oil Company
P.O. Box 605
Westlake, Louisiana 70669
(318) 491-5211

February 5, 1979

Howard G. Bergman
Director, Enforcement Division
Environmental Protection Agency, Region VI
First International Building
1201 Elm Street
Dallas, TX 75270

Dear Mr. Bergman:

The purpose of this letter is to notify you that the emission test for the CONOCO Chemicals' VCM Plant in Westlake, Louisiana originally scheduled for February 7, 1979 is being rescheduled for February 12 and 13, 1979. The test will be conducted on the discharge from the carbon adsorption system at the ship and barge loading dock while loading a ship. We have been in contact with Mr. Phil Schwindt to confirm the February 12 and 13 date. If the estimated time of arrival of the ship changes, we will notify you and Mr. Schwindt.

Should you require any additional information, please contact me at (318) 491-5063.

Sincerely,

A handwritten signature in dark ink, appearing to read "J. A. DeBernardi", written over a horizontal line.

J. A. DeBernardi
Plant Manager

is
CC: Phil Schwindt
BCC:
REL-DAK-CRH-MAF-GLF-PLF-JOG-JN

CCR 000066153



VCM Plant

Conoco Chemicals
Continental Oil Company
P.O. Box 605
Westlake, Louisiana 70669
(318) 491-5211

February 1, 1979

Howard G. Bergman
Director of Enforcement
Environmental Protection Agency, Region 6
First International Building
1201 Elm Street
Dallas, TX 75270

Dear Mr. Bergman:

The purpose of this letter is to inform you of an outage scheduled for the week of February 12 for the vent gas incineration unit in operation at the CONOCO Chemical Company's Vinyl Chloride Monomer Plant at Westlake, Louisiana to control atmospheric emissions of vinyl chloride as required by the national hazardous emission standard for vinyl chloride (40 CFR Part 61). The outage is necessary because of pipeline alternation work required on the natural gas supply line to the VCM Plant. Natural gas is the auxiliary fuel used in the incinerator to assure fire box temperatures are maintained at design conditions and to act as a monitor flame to assure safe operation of the incineration equipment.

The outage has been planned to occur during the February plant turnaround period. During this 18-day period the entire VCM and EDC processing unit will be shut down and cleared for all VCM and EDC thereby assuring no VCM emissions to the atmosphere from the processing area. All tank car and ship loading operations will be secured during the period of incinerator downtime to assure no venting of VCM to the atmosphere that might occur as a result of loading operations. Storage tanks in EDC service will be emptied or stagnant; i.e., no material into or out of the tank, during the incinerator downtime period. It is expected that due to this, as well as the coolness of the weather during February, no tank breathing will occur during the period of incinerator outage. Cool-down and heat-up of the incinerator to prevent equipment damage is expected to take approximately 20 hours. Natural gas line work should take approximately 8 hours to complete.

Sincerely,

J. A. DeBernardi
Plant Manager

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CC: James F. Coerver, LACC

Martin Brittain, EPA, Region 6

BCC: REL-JN-CRH-GLF-MAF-PLF-DAK-JOG

CCR 000066154