

BURLINGTON RESOURCES INC

Form 425

December 21, 2005

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under the Securities and Exchange Act of 1934, as amended
Subject Company: Burlington Resources Inc.
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The following is an email communication sent to ConocoPhillips and Burlington Resources employees by Randy Limbacher, Executive Vice President and Chief Operating Officer, Burlington Resources and John Lowe, Executive Vice President, Planning, Strategy & Corporate Affairs, ConocoPhillips, on December 21, 2005.

**To: Burlington Resources Employees
ConocoPhillips Employees**

**From: Randy Limbacher, Integration Leader, Burlington Resources
John Lowe, Integration Leader, ConocoPhillips**

Date: December 21, 2005

RE: Integration Planning Update

We are pleased to update you on the Integration Team planning process that is under way between Burlington Resources and ConocoPhillips. The Integration Team members, shown below, met for the first time on Monday, Dec. 19, to kick off integration planning efforts and outline processes and goals.

The group agreed to several key deliverables and milestones at this initial meeting including:

- Regularly scheduled meetings to discuss progress on integration planning goals

- A commitment to conduct our activities in accordance with guiding principles that call for each team member to make a successful integration planning effort his or her number one personal priority

- A commitment to provide all Burlington Resources employees and ConocoPhillips employees in impacted business units their employment status by the day of closing, and

- The establishment of sub-teams in each of the integration planning areas that will begin work immediately to address key issues.

In general, we expect the integration effort to focus on the Lower-48 and Canadian upstream organizations and corporate staff functions.

The team will meet again on Jan. 5, 2006, after which time we expect to begin a regular process of e-mail updates to ConocoPhillips and Burlington Resources employees.

The team also received a briefing from anti-trust counsel about the need for Burlington Resources and ConocoPhillips to continue to operate as independent entities until the merger is officially approved and closed. As a reminder, no competitively sensitive information (information that you ordinarily would not disclose to a competitor, such as contract terms, detailed cost information for particular services, future pricing or marketing plans, etc.) or information which could otherwise limit the competitiveness of either company should be requested or exchanged without the express approval of both companies' counsel. The exchange of information related to the integration will be coordinated through the Integration Team and sub-teams with the assistance of counsel.

In closing, we wish you and your families a very safe and very happy holiday season. We hope you join us in looking forward to the many opportunities this merger will bring.

Regards,

Randy Limbacher, Integration Leader, Burlington Resources

John Lowe, Integration Leader, ConocoPhillips

Integration Team Members

Operations

Greg Goff COP
Mark Ellis BR

Finance

Rand Berney COP
Dane Whitehead BR

Shared Services

Gene Batchelder COP
Rick Diaz BR

Legal

Steve Gates COP
Rick Plaeger BR

Human Resources

Carin Knickel COP
Bill Usher BR

Corporate Affairs

Sam Falcona COP
Ellen DeSanctis BR

Cautionary Statements Relevant to Forward-Looking Information for the Purpose of the Safe Harbor Provisions of the Private Securities Litigation Reform Act of 1995

Except for the historical and factual information contained herein, the matters set forth in this communication, including statements as to the expected benefits of the acquisition such as efficiencies, cost savings, market profile and financial strength, and the competitive ability and position of the combined company, and other statements identified by words such as estimates, expects, projects, plans, and similar expressions are forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially, including required approvals by Burlington Resources shareholders and regulatory agencies, the possibility that the anticipated benefits from the acquisition cannot be fully realized, the possibility that costs or difficulties related to the integration of Burlington Resources operations into ConocoPhillips will be greater than expected, the impact of competition and other risk factors relating to our industry as detailed from time to time in each of ConocoPhillips and Burlington Resources reports filed with the SEC. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Unless legally required, ConocoPhillips undertakes no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

Additional Information and Where to Find It

ConocoPhillips will file a Form S-4, Burlington Resources will file a proxy statement and both companies will file other relevant documents concerning the proposed merger transaction with the Securities and Exchange Commission (SEC). INVESTORS ARE URGED TO READ THE FORM S-4 AND PROXY STATEMENT WHEN THEY BECOME AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. You will be able to obtain the documents free of charge at the website maintained by the SEC at www.sec.gov. In addition, you may obtain documents filed with

the SEC by ConocoPhillips free of charge by contacting ConocoPhillips Shareholder Relations Department at (281) 293-6800, P.O. Box 2197, Houston, Texas, 77079-2197. You may obtain documents filed with the SEC by Burlington Resources free of charge by contacting Burlington Resources Investor Relations Department at (800) 262-3456, 717 Texas Avenue, Suite 2100, Houston, Texas 77002, e-mail: IR@br-inc.com.

ConocoPhillips, Burlington Resources and their respective directors and executive officers, may be deemed to be participants in the solicitation of proxies from Burlington Resources stockholders in connection with the merger. Information about the directors and executive officers of ConocoPhillips and their ownership of ConocoPhillips stock will be set forth in the proxy statement for ConocoPhillips 2006 Annual Shareholders Meeting. Information about the directors and executive officers of Burlington Resources and their ownership of Burlington Resources stock is set forth in the proxy statement for Burlington Resources 2005 Annual Meeting of Stockholders. Investors may obtain additional information regarding the interests of such participants by reading the Form S-4 and proxy statement for the merger when they become available.

Investors should read the Form S-4 and proxy statement carefully when they become available before making any voting or investment decisions.