

Consent Decree

I. Introduction

1. This Consent Decree is entered into by the Enforcement Bureau of the Federal Communications Commission ("Bureau") and Anadarko Petroleum Corporation ("Anadarko").

II. Background

2. Anadarko is a Houston-based independent energy exploration and production company. Its domestic operations are focused in Kansas, Oklahoma, Texas, the Gulf of Mexico, the Rocky Mountains and Alaska.

3. By letter, dated March 20, 2001, Anadarko voluntarily informed the Enforcement Bureau that it had previously engaged in three separate transactions which, collectively, effectuated the substantial transfer of control of 49 land mobile and microwave authorizations. In each instance, Anadarko was required by Section 310(d) of the Communications Act of 1934, as amended, to obtain Commission consent to the transfer of control or assignment of license of each station prior to consummating the transaction. In each instance, it failed to do so.

4. Specifically, in September 1995, Anadarko acquired certain assets from Capitan Enterprises, Inc. ("Capitan"), including four stations associated with the West Texas Water Supply System. Anadarko belatedly filed appropriate applications seeking Commission consent to the assignment of the Capitan stations on October 31, 2000. The Commission granted the applications on November 9, 2000. On July 14, 2000, Anadarko acquired Union Pacific Resources ("UPR"), which held 44 authorizations. Anadarko belatedly requested Commission consent to the assignment of the UPR licenses in September 2000. The Commission subsequently granted the applications in the ordinary course. On January 3, 2001, Anadarko acquired Pinnacle Gas Treating, Inc. ("Pinnacle"), which held one license. Anadarko belatedly requested Commission consent to the assignment of the Pinnacle station on February 5, 2001. The Commission granted assignment of the Pinnacle licenses on March 26, 2001.

III. Definitions

5. For the purposes of this Consent Decree, the following definitions shall apply:
- (a) "Commission" means the Federal Communications Commission.
 - (b) "Bureau" means the Commission's Enforcement Bureau.
 - (c) "Anadarko" means Anadarko Petroleum Corporation.
 - (d) "Order" means the order of the Enforcement Bureau adopting this Consent Decree.
 - (e) "Final Order" means the Order that is no longer subject to administrative or judicial reconsideration, review, appeal, or stay.
 - (f) "Act" means the Communications Act of 1934, as amended, Title 47 of the United States Code.

IV. Agreement

6. Anadarko agrees that the Bureau has jurisdiction over the matters contained in this Consent Decree and the authority to enter into and adopt this Consent Decree.

7. The Bureau and Anadarko agree that this Consent Decree does not constitute an adjudication on the merits or any finding on the facts or law regarding any violations of the Act or the Commission's rules committed by Anadarko.

8. Anadarko agrees that it shall make a voluntary contribution to the United States Treasury in the amount of \$15,000 within 10 calendar days after the Bureau releases the Order adopting this Consent Decree.

9. Anadarko agrees to implement, within 10 calendar days after the Bureau releases the Order adopting this Consent Decree, a comprehensive internal program, a summary of which is attached hereto, to ensure Anadarko's future compliance with the Act and the Commission's rules.

10. In express reliance upon the representations contained herein, the Bureau agrees to terminate its investigation into the matters discussed in paragraphs 3-4, above.

11. The Bureau agrees not to institute any new proceeding, formal or informal, of any kind against Anadarko for apparent violations of Section 310(d) of the Act arising from the matters discussed in paragraphs 3-4, above.

12. In the event that Anadarko is found by the Commission or its delegated authority to have engaged in a violation of Section 310(d) of the Act subsequent to the release of the Order adopting this Consent Decree, Anadarko agrees that the conduct described in paragraphs 3-4, above, may be considered by the Commission or its delegated authority in determining an appropriate sanction.

13. Anadarko waives any and all rights it may have to seek administrative or judicial reconsideration, review, appeal or stay, or to otherwise challenge or contest the validity of this Consent Decree and the Order adopting this Consent Decree, provided the Order is limited to adopting the Consent Decree without change, addition, or modification.

14. Anadarko and the Bureau agree that the effectiveness of this Consent Decree is expressly contingent upon issuance of the Order, provided the Order adopts the Consent Decree without change, addition, or modification.

15. Anadarko and the Bureau agree that in the event that this Consent Decree is rendered invalid by any court of competent jurisdiction, it shall become null and void and may not be used in any manner in any legal proceeding.

16. Anadarko and the Bureau agree that if Anadarko, the Commission, or the United States on behalf of the Commission, brings a judicial action to enforce the terms of the Order adopting this Consent Decree, neither Anadarko nor the Commission shall contest the validity of the Consent Decree or Order, and Anadarko and the Commission shall waive any statutory right to a trial *de novo* with respect to any matter upon which the Order is based (provided in each case that the Order is limited to adopting the Consent Decree without change, addition, or modification), and shall consent to a judgment incorporating the terms of this Consent Decree.

17. Anadarko agrees to waive any claims it may otherwise have under the Equal Access to Justice Act, Title 5 U.S.C. § 504 and 47 C.F. R. § 1.1501 *et seq.*, relating to the matters discussed in paragraphs 3-4, above.

18. Anadarko agrees that any violation of the Order adopting this Consent Decree shall constitute a separate violation and subject Anadarko to appropriate administrative sanctions.

19. Anadarko and the Bureau agree to be bound by the terms and conditions stated herein.

20. Anadarko and the Bureau agree that this Consent Decree may be signed in counterparts.

**ENFORCEMENT BUREAU
FEDERAL COMMUNICATIONS COMMISSION**

By: _____
David H. Solomon
Chief

Date

ANADARKO PETROLEUM CORPORATION

By: _____
J. Stephen Martin
Vice President and General Counsel

Date

**SUMMARY OF COMPLIANCE PROGRAM
OF
ANADARKO PETROLEUM CORPORATION**

To assure compliance with all applicable laws, Anadarko Petroleum Corporation (“APC”) will establish a formal FCC compliance program to be administered within the Information Technology Department by a designated Compliance Coordinator supported by the legal department. The program will consist of the following:

1. A centralized process for handling FCC License Issues
 - a) An individual will be assigned from the Information Technology Department to be the FCC Compliance Coordinator.
 - b) The Compliance Coordinator will establish and maintain a data base of all active licenses and related information, and shall periodically review this database to ensure timely filing of renewal applications.
 - c) The Compliance Coordinator, with the support of the legal department, will be available to provide advice and assistance in matters related to policy and regulatory compliance, including securing prior consent from the FCC in connection with any acquisitions or divestitures.

2. A targeted Education Program with a Compliance Manual
 - a) Awareness of FCC issues will be fostered by implementing a program for a targeted audience of company individuals and departments that may be involved in FCC licensing related activities such as mergers, acquisitions, divestitures, and telecommunications.
 - b) An on-line Compliance Manual will be created with pertinent FCC licensing information. The Manual will be accessible on the company Intranet web page for Information Technology.
 - c) The Compliance Coordinator will keep informed of current FCC policy and regulatory compliance requirements by periodically reviewing published regulations, notices, and advisories, and also by actively participating in trade organizations such as the Energy Telecommunications and Electrical Association (ENTELEC) and the Telecommunications Committee of the American Petroleum Institute.