
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

**Amendment No. 2 to
SCHEDULE TO**
Tender Offer Statement under Section 14(d)(1)
or 13(e)(1) of the Securities Exchange Act of 1934

and

**Amendment No. 5 to
SCHEDULE 13D**
under the Securities Exchange Act of 1934

Gulf Indonesia Resources Limited
(Name of Subject Company (issuer))

**Conoco Canada Resources Limited
Conoco Inc.**
(Names of Filing Persons (offerors))

Gulf Indonesia Resources Limited
(Name of Filing Person (subject company in a 13e-3 transaction))

Common Shares
(Title of Class of Securities)

402284103
(CUSIP Number of Class of Securities)

Wayne C. Byers, Esq.
Senior Counsel
Conoco Inc.
600 North Dairy Ashford Road
Houston, TX 77079
(281) 293-1000
(Name, Address and Telephone Numbers of Person Authorized to Receive Notices and
Communications on Behalf of Filing Persons)

With a copy to:

Richard Hall, Esq.
Cravath, Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019
(212) 474-1000

July 15, 2002

[] Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

[X] third-party tender offer subject to Rule 14d-1. [] issuer tender offer subject to Rule 13e-4.

[X] going-private transaction subject to Rule 13e-3. [X] amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

[]

CUSIP No. 402284103

1	Names of Reporting Persons Identification Nos. of Above Persons (entities only) Conoco Inc. IRS# 51-0370352 Conoco Canada Resources Limited IRS# 98-0086499		
2	Check the Appropriate Box if a Member of a Group (See Instructions) (a) ☐ (b) ☐		
3	SEC Use Only		
4	Source of Funds (See Instructions) BK, OO		
5	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e)		☐
6	Citizenship or Place of Organization Conoco Inc. - Delaware Conoco Canada Resources Limited - Nova Scotia		
Number of Shares Beneficially Owned by Each Reporting Person with	7	Sole Voting Power	0
	8	Shared Voting Power	63,650,000
	9	Sole Dispositive Power	0
	10	Shared Dispositive Power	63,650,000
11	Aggregate Amount Beneficially Owned by Each Reporting Person 63,650,000		
12	Check Box if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)		☐
13	Percent of Class Represented by Amount in Row (11) 72.3%		
14	Type of Reporting Person (See Instructions) CO		

This Amendment (this “Amendment”) amends the Tender Offer Statement on Schedule TO initially filed on June 12, 2002 by Conoco Inc., a Delaware corporation (“Conoco”), Conoco Canada Resources Limited, a Nova Scotia corporation and a wholly-owned subsidiary of Conoco (“Conoco Canada”), and Gulf Indonesia Resources Limited, a New Brunswick corporation (“Gulf Indonesia”), as amended on July 3, 2002, relating to the offer by Conoco Canada to purchase all the outstanding common shares, par value \$0.01 per share (the “Shares”), of Gulf Indonesia not owned by Conoco Canada, at a purchase price of U.S.\$13.25 per Share, net to the seller in cash, without interest thereon (the “Offer”). The Offer is subject to the terms and conditions set forth in the Offer to Purchase dated June 12, 2002, as amended on July 3, 2002 (the “Offer to Purchase”), and the related Letter of Transmittal. This Amendment also constitutes Amendment Number 5 to the Schedule 13D of Conoco and Conoco Canada filed with the Securities and Exchange Commission on July 26, 2001, as amended on May 28, 2002, June 10, 2002, June 12, 2002 and July 3, 2002.

Item 13. Information Required by Schedule 13E-3

(a) The information set forth under “SPECIAL FACTORS – Fairness of the Offer – The Independent Committee” in the Offer to Purchase is hereby supplemented and amended by adding the following as a bullet point:

- “• The Valuation of RBC and the valuation procedures performed by RBC in connection with the Valuation, including, without limitation, the net asset value and precedent transaction analyses performed by RBC.”

(b) The information set forth under “SPECIAL FACTORS – Position of Conoco and Conoco Canada Regarding Fairness of the Offer” is hereby supplemented and amended as follows:

The first paragraph is amended by adding the following as a bullet point:

- “• The valuation procedures performed by RBC in connection with the Valuation, including, without limitation, the net asset value and precedent transaction analyses performed by RBC.”

The second paragraph is amended and restated to read as follows:

“Conoco and Conoco Canada did not consider the liquidation of Gulf Indonesia’s assets to be a viable course of action based on Conoco’s desire to retain its shareholding in Gulf Indonesia. Therefore, no appraisal of liquidation value was taken into account in the above analysis. In addition, in making their determination as to fairness, Conoco and Conoco Canada did not take into account the condition to the Offer that it be accepted by a majority of Gulf Indonesia shareholders not affiliated with Conoco Canada, as this condition is not a financial metric relevant to the financial evaluation of the Offer.”

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

SCHEDULE TO/A, SCHEDULE 13D/A and
SCHEDULE 13E-3/A

Conoco Inc.

by _____
Name:
Title:

Conoco Canada Resources Limited

by _____
Name:
Title:

SCHEDULE 13E-3/A

Gulf Indonesia Resources Limited

by _____
Name:
Title:

Dated: July 15, 2002