

BURLINGTON RESOURCES COAL SEAM GAS ROYALTY TRUST

Filed by
DEVON ENERGY CORP /OK/

FORM SC 14D1/A (Statement of Ownership: Tender Offer)

Filed 03/16/98

Address	NATIONSBANK N A TRUST DIVISION 901 MAIN STREET SUITE 1700 DALLAS, TX 75202
Telephone	2145082364
CIK	0000906547
SIC Code	1311 - Crude Petroleum and Natural Gas
Fiscal Year	12/31

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14D-1
(Final Amendment)

**TENDER OFFER STATEMENT PURSUANT TO SECTION 14(d)(1) OF THE
SECURITIES EXCHANGE ACT OF 1934**

BURLINGTON RESOURCES
COAL SEAM GAS ROYALTY TRUST

(Name of Subject Company)

DEVON ACQUISITION CORPORATION
DEVON ENERGY CORPORATION
(Bidders)

UNITS OF BENEFICIAL INTEREST
(Title of Class of Securities)

122016 10 8
(CUSIP Number of Class of Securities)

MARIAN J. MOON
DEVON ENERGY CORPORATION
20 NORTH BROADWAY, SUITE 1500
OKLAHOMA CITY, OK 73102-8260
(405) 235-3611

(Name, Addresses and Telephone Numbers of Persons Authorized to Receive Notices and Communications on Behalf of Bidder)

With a Copy To:
C. KEVIN BARNETTE, ESQ.
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
1440 NEW YORK AVENUE, N.W.
WASHINGTON, DC 20005
(202) 371-7000

This Final Amendment amends the Tender Offer Statement on Schedule 14D-1 relating to the tender offer by Devon Acquisition Corporation, a Delaware corporation (the "Purchaser") and a wholly-owned subsidiary of Devon Energy Corporation, an Oklahoma corporation, to purchase any and all Units of Beneficial Interest (the "Units") of Burlington Resources Coal Seam Gas Royalty Trust, at a price of \$8.75 per Unit, net to the seller in cash, without interest thereon, upon the terms and subject to the conditions set forth in the Offer to Purchase dated February 13, 1998 (the "Offer to Purchase"), and in the Letter of Transmittal (which together constitute the "Offer"). Capitalized terms used but not defined herein have the respective meanings given to such terms in the Offer to Purchase.

Item 6. Interest in Securities of the Subject Company

Item 6 is hereby amended and supplemented by the following:

The Offer expired at 12:00 midnight, New York City time, on March 13, 1998. Pursuant to the terms of the Offer, Purchaser has accepted for payment 356,228 Units (including 9,000 Units that had been tendered pursuant to notices of guaranteed delivery). A copy of the press release issued by Purchaser relating to the foregoing is attached as Exhibit (a) (11) hereto and incorporated herein by reference.

Item 11. Material to be Filed as Exhibits.

Exhibit No. -----	Description -----
(a) (11)	Press Release issued March 16, 1998

SIGNATURE

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

Date: March 16, 1998

DEVON ACQUISITION CORPORATION

By: /s/ H. Allen Turner

Name: H. Allen Turner
Title: Vice President

DEVON ENERGY CORPORATION

By: /s/ H. Allen Turner

Name: H. Allen Turner
Title: Vice President

Exhibit Index

Exhibit	Description	Sequentially Numbered Page
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(a)(11)	Press release issued March 16, 1998	

Exhibit (a)(11)

[Devon Energy Corporation Letterhead]

News Release

FOR IMMEDIATE RELEASE

Contact: Vince White
Director of Investor Relations (405) 552-4505

Devon Energy Corporation Announces Expiration of Cash Tender Offer for Units of Beneficial Interest of Burlington Resources Coal Seam Gas Royalty Trust

OKLAHOMA CITY, OKLAHOMA, March 16, 1998 Devon Acquisition Corporation ("Devon") announced today that its cash tender offer (the "Offer") expired in accordance with its terms at 12:00 midnight New York City time on March 13, 1998. The Offer was \$8.75 per unit for any and all of the 8.8 million outstanding units of beneficial interest ("Units") of Burlington Resources Coal Seam Gas Royalty Trust.

356,228 Units (including 9,000 Units subject to notice of guaranteed delivery) were tendered pursuant to the Offer. Devon is pleased to announce that it has accepted for payment all Units that were validly tendered pursuant to the Offer. Devon will pay the Depositary, Harris Trust Company of New York, for all such Units. The Depositary will then promptly transmit individual payments to the tendering Unit holders.

Subject to market conditions, developments in the oil and gas industry and other factors, Devon may purchase additional Units, either in open market or privately negotiated transactions, for investment purposes. Conversely, Devon may decide to dispose of some or all of its Units.

Devon is a wholly-owned subsidiary of Devon Energy Corporation, an independent energy company engaged in oil and gas property acquisition, exploration and production. It is one of the top 20 public independent oil and gas companies in the United States, as measured by oil and gas reserves. Devon Energy Corporation's common shares trade on the American Stock Exchange under the symbol DVN.

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End of Filing

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