

DEVON ENERGY CORP /OK/

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 03/10/00

Address	20 N BROADWAY STE 1500 OKLAHOMA CITY, OK 73102-8260
Telephone	4052353611
CIK	0000837330
SIC Code	1311 - Crude Petroleum and Natural Gas
Fiscal Year	12/31

DEVON ENERGY CORP /OK/

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Address	20 N BROADWAY STE 1500 OKLAHOMA CITY, Oklahoma 73102-8260
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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

DEVON ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

73-1567067
(I.R.S. Employer
Identification No.)

20 NORTH BROADWAY, SUITE 1500
OKLAHOMA CITY, OKLAHOMA 73102-8260
(Address of principal executive offices)

1985 CONDITIONAL STOCK AWARD PROGRAM
1990 CONDITIONAL STOCK AWARD PROGRAM
1993 CONDITIONAL STOCK AWARD PROGRAM
(Full title of the plan)

J. LARRY NICHOLS
PRESIDENT AND CHIEF EXECUTIVE OFFICER
DEVON ENERGY CORPORATION
20 NORTH BROADWAY, SUITE 1500
OKLAHOMA CITY, OKLAHOMA 73102-8260
(405) 235-3611
(Name, address and telephone number, including area code, of
agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (2)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee(2)
-----	-----	-----	-----	-----
Devon Common Stock(1)	895 Shares(a)	\$ 40.00	\$ 35,800	\$ 10
Devon Common Stock(1)	19,285 Shares(b)	\$ 40.00	\$771,400	\$204
Devon Common Stock(1)	12,431 Shares(c)	\$ 40.00	\$497,240	\$132
-----	-----	-----	-----	-----
Total	32,611 Shares	\$120.00	\$1,304,440	\$346
-----	=====	=====	=====	=====

(1) Includes the stock purchase rights associated with the Devon Common Stock.

(2) There is also being registered hereby such additional number of shares of Devon Common Stock as may be issued pursuant to the anti-dilution provisions of the:

(a) 1985 Conditional Stock Award Program

(b) 1990 Conditional Stock Award Program

(c) 1993 Conditional Stock Award Program

(3) Estimated pursuant to Rule 457(c) and (h) solely for the purposes of computing the registration fee based upon the average of the high and low prices of the Devon Common Stock, as reported on the American Stock Exchange Composite Transactions on March 7, 2000.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed with the Securities and Exchange Commission by Devon Energy Corporation, an Oklahoma corporation (now Devon Energy Corporation (Oklahoma) ("Devon Oklahoma") (Commission file number 1-10067) and by PennzEnergy Company, a Delaware corporation ("PennzEnergy") (Commission file number 1-05591) pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference:

1. Devon Oklahoma's Annual Report on Form 10-K for the year ended December 31, 1998;
2. Devon Oklahoma's Current Reports on Form 8-K dated February 2, 1999, February 8, 1999, February 22, 1999, April 28, 1999, May 21, 1999, June 1, 1999, July 22, 1999, and August 13, 1999;
3. Devon Oklahoma's Quarterly Reports on Form 10-Q for the quarters ended March 31, 1999, and June 30, 1999; and
4. The Joint Proxy Statement/Prospectus of Devon Oklahoma and PennzEnergy on Schedule 14A, dated July 15, 1999, which is included as part of the Registration Statement on Form S-4 (File No. 333-82903) of the Registrant.
5. PennzEnergy's Annual Report on Form 10-K for the year ended December 31, 1998;
6. PennzEnergy's Current Report on Form 8-K dated August 17, 1999; and
7. PennzEnergy's Quarterly Reports on Form 10-Q for the quarters ended March 31, 1999, and June 30, 1999.

The following documents previously filed by the Registrant with the Securities and Exchange Commission are incorporated herein by reference:

1. Current Reports on Form 8-K dated August 31, 1999, September 24, 1999, October 1, 1999, October 5, 1999, November 10, 1999, November 12, 1999 and January 27, 2000.
2. Quarterly Report on Form 10-Q for the quarter ended September 30, 1999.
3. The description of the Registrant's Common Stock set forth in Exhibit 4.9 to the Registrant's Form 8-K, dated August 18, 1999, including any amendment or report filed for purposes of updating any such description.

All documents filed by the Registrant pursuant to Sections

13(a), 13(c), 14, and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all shares of common stock covered by this registration statement have been sold or which deregisters all such shares remaining unsold, shall be deemed to be incorporated by reference and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this Registration Statement or in any other subsequently filed document which also is or is deemed to be incorporated by reference to this Registration Statement modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

The Company will deliver or cause to be delivered to each participant to whom this document is sent or given a copy of the Registrant's annual report to stockholders for its latest fiscal year, unless such employee otherwise has received a copy of such report, in which case the Registrant will promptly furnish, without charge, a copy of such report on written request of the participant.

The Registrant will provide without charge to any participant to whom a copy of this document is delivered, upon written or oral request of any such person, a copy of any or all of the information described above which has been incorporated by reference herein, other than exhibits thereto.

Requests for copies should be directed to the Registrant's Manager - Corporate Governance and Assistant Corporate Secretary, Janice A. Dobbs, Devon Energy Corporation, 20 North Broadway, Oklahoma City, Oklahoma 73102, telephone (405) 235-3611.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Except to the extent indicated below, there is no charter provision, by-law, contract, arrangement or statute under which any director or officer of Registrant is insured or indemnified in any manner against any liability which he or she may incur in his or her capacity as such.

Article VIII of the Restated Certificate of Incorporation of Registrant contains a provision, permitted by Section 102(b)(7) of the Delaware General Corporation Law (the "DGCL"), limiting the personal monetary liability of directors for breach of fiduciary duty as a director. The DGCL and the Restated Certificate of Incorporation of the Registrant provide that such provision does not eliminate or limit liability,

- (1) for any breach of the director's duty of loyalty to Registrant or its stockholders,
- (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law,
- (3) for unlawful payments of dividends or unlawful stock repurchases or redemptions, as provided in Section 174 of the DGCL, or (4) for any transaction from which the director derived an improper benefit.

Section 145 of the DGCL permits indemnification against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with actions, suits or proceedings in which a director, officer, employee or agent is a party by reason of the fact that he or she is or was such a director, officer, employee or agent, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. However, in connection with actions by or in the right of the corporation, such indemnification is not permitted if such person has been adjudged liable to the corporation unless the court determines that, under all of the circumstances, such person is nonetheless fairly and reasonably entitled to indemnity for such expenses as the court deems proper. Article X of the Registrant's Restated Certificate of Incorporation provides for such indemnification.

Section 145 also permits a corporation to purchase and maintain insurance on behalf of its directors and officers against any liability which may be asserted against, or incurred by, such persons in their capacities as directors or officers of the corporation whether or not Registrant would have the power to indemnify such persons against such liabilities under the provisions of such sections. Registrant intends to purchase such insurance.

Section 145 further provides that the statutory provision is not exclusive of any other right to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of stockholders or independent directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

Article XIII of the by-laws of Registrant contains provisions regarding indemnification which parallel those described above.

The merger agreement dated May 19, 1999 between Registrant and PennzEnergy provides that for seven years after the effective time, Registrant will indemnify and hold harmless each person who was a director or officer of Devon or PennzEnergy prior to the effective time from their acts or omissions in those capacities occurring prior to the effective time to the fullest extent permitted by applicable law.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits

Exhibit No. Document

- 4.1 Restated Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3 to Registrant's Form 8-K, filed on August 18, 1999).
- 4.2 By-laws of the Registrant (incorporated by reference to Exhibit 3.3 to Registrant's Registration Statement on Form S-4, File No. 333-82903).
- 4.3 Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 to Registrant's Form 8-K, filed on August 18, 1999).
- 4.4 Rights Agreement between Registrant and BankBoston, N.A. (incorporated by reference to Exhibit 4.2 to Registrant's Form 8-K filed on August 18, 1999).
- 4.5 Certificate of Designations of Series A Junior Participating Preferred Stock of Registrant (incorporated by reference to Exhibit 4.3 to Registrant's Form 8-K filed on August 18, 1999).
- 4.6 Certificate of Designations of the 6.49% Cumulative Preferred Stock, Series A of Registrant (incorporated by reference to Exhibit 4.4 to Registrant's Form 8-K filed on August 18, 1999).
- 4.7 Amending Support Agreement, dated August 17, 1999, between the Registrant and Northstar Energy Corporation (incorporated by reference to Exhibit 4.5 to Registrant's Form 8-K filed on August 18, 1999).

4.8 Description of Capital Stock of Devon Energy Corporation (incorporated by reference to Exhibit 4.9 to Registrant's Form 8-K filed on August 18, 1999).

5.1 Opinion of McAfee & Taft A Professional Corporation

9 Amending Voting and Exchange Agreement, dated August 17, 1999, between Registrant, Northstar Energy Corporation and CIBC Mellon Trust Company (incorporated by reference to Exhibit 9 to Registrant's Form 8-K filed on August 18, 1999).

23.1 Consent of KPMG LLP

23.2 Consent of Deloitte & Touche LLP

23.3 Consent of PricewaterhouseCoopers LLP

23.4 Consent of Arthur Andersen LLP

23.5 Consent of McAfee & Taft A Professional Corporation

(contained in its opinion in Exhibit 5.1)

23.6 Consent of LaRoche Petroleum Consultants, Ltd.

23.7 Consent of AMH Group, Ltd.

23.8 Consent of Paddock Lindstrom & Associates Ltd.

23.9 Consent of John P. Hunter & Associates, Ltd.

23.10 Consent of Ryder Scott Company, L.P.

24.1 Power of Attorney

Item 9. Undertakings

(a) The undersigned registrant hereby undertakes:

(1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the Registrations Statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Sections 13 or 15 (d) of the Exchange Act that are incorporated by reference in the Registration Statement;

(2) that, for the purposes of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(3) to remove from registration by means of a post- effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to

Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by any such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether or not such indemnification is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all for the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Oklahoma City, State of Oklahoma, on the 9th day of March, 2000.

DEVON ENERGY CORPORATION

J. LARRY NICHOLS

J. Larry Nichols
President and Chief
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on March 9, 2000.

Signature -----	Title -----
THOMAS F. FERGUSON Thomas F. Ferguson	Director
DAVID M. GAVRIN David M. Gavrin	Director
MICHAEL E. GELLERT Michael E. Gellert	Director
MOULTON GOODRUM, JR. Moulton Goodrum, Jr.	Director
JOHN A. HAGG John A. Hagg	Director
HENRY R. HAMMAN Henry R. Hamman	Director
DANNY J. HEATLY Danny J. Heatly	Vice President - Accounting
WILLIAM J. JOHNSON William J. Johnson	Director
MICHAEL M. KANOVSKY Michael M. Kanovsky	Director
ROBERT A. MOSBACHER, JR. Robert A. Mosbacher, Jr.	Director
J. LARRY NICHOLS J. Larry Nichols	President, Chief Executive Officer and Director
JAMES L. PATE James L. Pate	Chairman of the Board and Director
H.R. SANDERS, JR. H.R. Sanders, Jr.	Director
BRENT SCOWCROFT Brent Scowcroft	Director
WILLIAM T. VAUGHN William T. Vaughn	Senior Vice President - Finance
ROBERT B. WEAVER Robert B. Weaver	Director

EXHIBIT INDEX

Exhibit No.	Document	Method of Filing
-----	-----	-----
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4.3	Form of Common Stock Certificate	Incorporated herein by reference
4.4	Rights Agreement between Registrant and BankBoston, N.A.	Incorporated herein by reference
4.5	Certificate of Designations of Series A Junior Participating Preferred Stock of Registrant	Incorporated herein by reference
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5.1	Opinion of McAfee & Taft A Professional Corporation	Filed herewith electronically
9	Amending Voting and Exchange Agreement, dated August 17, 1999, between Registrant, Northstar Energy Corporation and CIBC Mellon Trust Company	Incorporated herein by reference
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23.2	Consent of Deloitte & Touche LLP	Filed herewith electronically
23.3	Consent of PricewaterhouseCoopers LLP	Filed herewith electronically
23.4	Consent of Arthur Andersen LLP	Filed herewith electronically
23.5	Consent of McAfee & Taft A Professional Corporation (contained in its opinion in Exhibit 5.1)	Filed herewith electronically
23.6	Consent of LaRoche Petroleum Consultants, Ltd.	Filed herewith electronically
23.7	Consent of AMH Group, Ltd.	Filed herewith electronically
23.8	Consent of Paddock Lindstrom & Associates Ltd.	Filed herewith electronically
23.9	Consent of John P. Hunter & Associates, Ltd.	Filed herewith electronically
23.10	Consent of Ryder Scott Company, L.P.	Filed herewith electronically
24.1	Power of Attorney	Filed herewith electronically

Exhibit 5.1

Law Offices
McAfee & Taft
A Professional
Corporation
10th Floor, Two
Leadership Square
211 North Robinson
Oklahoma City,
Oklahoma 73102-7103
(405) 235-9621
Fax (405) 235-0439

<http://www.mcafeetaft.com>

March 1, 2000

Devon Energy Corporation
20 North Broadway, Suite 1500
Oklahoma City, Oklahoma 73102-8260

Ladies and Gentlemen:

We have reviewed the Amended and Restated Certificate of Incorporation of Devon Energy Corporation, a Delaware corporation (the "Company"), the Company's By-laws and the Company's Registration Statement on Form S-8 (the "Registration Statement") registering up to 32,611 shares of Company Common Stock, subject to adjustment pursuant to anti-dilution provisions, to be issuable pursuant to the 1985, 1990 and 1993 Conditional Stock Award Programs of PennzEnergy Company, a Delaware corporation (the "Plans") previously assumed by the Company in connection with the Amended and Restated Agreement and Plan of Merger dated as of May 19, 1999, described in the Prospectus to the Company's Registration Statement on Form S-4 filed with the Securities and exchange Commission on July 15, 1999, and have generally conducted such investigations as we have deemed appropriate to satisfy ourselves with respect to the opinions expressed herein.

Based upon the foregoing, it is our opinion that:

1. The Company has been duly incorporated and is validly existing under the laws of the State of Delaware.
2. The shares of Common Stock to be issued pursuant to the Plans have been duly and validly authorized for issuance and, when issued pursuant to and in accordance with the Plans, will be validly issued, fully paid and nonassessable in accordance with the Delaware General Corporation Law.

We hereby consent to the inclusion of this opinion as an exhibit to the Registration Statement.

Very truly yours,

McAFEE & TAFT A PROFESSIONAL CORPORATION
McAfee & Taft A Professional Corporation

Exhibit 23.1

INDEPENDENT AUDITORS' CONSENT

The Board of Directors
Devon Energy Corporation

We consent to incorporation by reference herein of our report dated January 26, 1999, relating to the consolidated balance sheets of Devon Energy Corporation and subsidiaries as of December 31, 1998, 1997 and 1996 and the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years then ended, which report appears in the December 31, 1998 annual report on Form 10-K of Devon Energy Corporation.

KPMG LLP

Oklahoma City, Oklahoma
March 9, 2000

Exhibit 23.2

[Letterhead of Deloitte & Touche LLP]

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this registration statement on Form S-8 of Devon Energy Corporation of our report dated January 20, 1999 to the shareholders of Northstar Energy Corporation, relating to the consolidated balance sheets of Northstar Energy Corporation and subsidiaries as at December 31, 1998 and 1997 and the related consolidated statements of operations and comprehensive income (loss), stockholders' equity, and cash flows for each of the years then ended, which report appears in the December 31, 1998 annual report on Form 10-K of Devon Energy Corporation.

*/s/ DELOITTE & TOUCHE LLP
Chartered Accountants*

*Calgary, Alberta
Canada
March 8, 2000*

Exhibit 23.3

[Letterhead of PriceWaterhouseCoopers LLP]

INDEPENDENT AUDITOR'S CONSENT

We consent to incorporation by reference in this registration statement on Form S-8 of Devon Energy Corporation of our report dated February 5, 1997, relating to the consolidated balance sheet of Northstar Energy Corporation and subsidiaries as of December 31, 1996 and the related consolidated statements of operations, stockholders' equity, and cash flows for the year then ended, which report appears in the December 31, 1998 annual report on Form 10-K of Devon Energy Corporation.

PRICEWATERHOUSECOOPERS LLP

Calgary, Alberta, Canada
March 8, 2000

Exhibit 23.4

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Form S-8 Registration Statement of our report dated March 19, 1999 included in the PennzEnergy Company Form 10-K for the year ended December 31, 1998.

ARTHUR ANDERSEN LLP

Houston, Texas
March 7, 2000

Exhibit 23.6

[Letterhead of LaRoche Petroleum Consultants, Ltd.]

ENGINEER'S CONSENT

We consent to the reference to our appraisal report for Devon Energy Corporation as of the years ended December 31, 1996, 1997 and 1998, incorporated herein by reference.

LAROCHE PETROLEUM CONSULTANTS, LTD.

WILLIAM E. LAROCHE

William E. LaRoche

Partner

March 7, 2000

Exhibit 23.7

[Letterhead of AMH Group Ltd.]

ENGINEER'S CONSENT

We consent to the reference to our appraisal report for Devon Energy Corporation as of the years ended December 31, 1996, 1997 and 1998, incorporated herein by reference.

AMH GROUP LTD.

ROBIN C. MANN
Robin C. Mann, P. Eng.
Vice President

March 7, 2000

Exhibit 23.8

[Letterhead of Paddock Lindstrom & Associates Ltd.]

ENGINEER'S CONSENT

We consent the reference to our appraisal for Northstar Energy Corporation as of the years ended December 31, 1996, 1997 and 1998, incorporated herein by reference.

Paddock Lindstrom & Associates Ltd.

D.L. PADDOCK
D.L. Paddock, P. Eng.
Vice-President

March 7, 2000

Exhibit 23.9

[Letterhead of John P. Hunter & Associates Ltd.]

ENGINEER'S CONSENT

We consent to the reference to our appraisal for Northstar Energy Corporation as of the years ended December 31, 1996 and 1997, incorporated herein by reference.

JOHN P. HUNTER & ASSOCIATES LTD.

JOHN P. HUNTER
John P. Hunter, P. Eng.

March 8, 2000

Exhibit 23.10

[Letterhead of Ryder Scott Company Petroleum Consultants]

ENGINEER'S CONSENT

We consent to the reference to our appraisal for PennzEnergy Company as of the years ended December 31, 1996, 1997 and 1998, incorporated herein by reference.

RYDER SCOTT COMPANY, L.P.
Ryder Scott Company, L.P.

Houston, Texas
March 6, 2000

Exhibit 24.1

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints J. Larry Nichols, H. Allen Turner and Marian J. Moon, and each or any one of them, his true and lawful attorney-in-fact and agent, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) and supplements to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents, each acting along, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

JAMES L. PATE
James L. Pate, Chairman of the
Board and Director

JOHN A. HAGG
John A. Hagg, Director

J. LARRY NICHOLS
J. Larry Nichols, President,
Chief Executive Officer and Director

HENRY R. HAMMAN
Henry R. Hamman, Director

WILLIAM T. VAUGHN
William T. Vaughn, Sr. Vice
President - Finance

WILLIAM J. JOHNSON
William J. Johnson, Director

DANNY J. HEATLY
Danny J. Heatly, Vice President -
Accounting

MICHAEL M. KANOVSKY
Michael M. Kanovsky, Director

THOMAS F. FERGUSON
Thomas F. Ferguson, Director

ROBERT MOSBACHER, JR.
Robert Mosbacher, Jr., Director

DAVID M. GAVRIN
David M. Gavrin, Director

H.R. SANDERS, JR.
H.R. Sanders, Jr., Director

MICHAEL E. GELLERT
Michael E. Gellert, Director

BRENT SCOWCROFT
Brent Scowcroft, Director

MOULTON GOODRUM, JR.
Moulton Goodrum, Jr., Director

ROBERT B. WEAVER
Robert B. Weaver, Director

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