

DEVON ENERGY CORP/DE

FORM 8-K (Current report filing)

Filed 11/28/01 for the Period Ending 11/28/01

Address	333 W. SHERIDAN AVENUE OKLAHOMA CITY, OK 73102
Telephone	4055528183
CIK	0001090012
Symbol	DVN
SIC Code	1311 - Crude Petroleum and Natural Gas
Fiscal Year	12/31

DEVON ENERGY CORP/DE

FORM 8-K (Unscheduled Material Events)

Filed 11/28/2001 For Period Ending 11/28/2001

Address	20 N BROADWAY STE 1500 OKLAHOMA CITY, Oklahoma 73102
Telephone	405-235-3611
CIK	0001090012
Industry	Oil & Gas Operations
Sector	Energy
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of Earliest Event Reported) November 28, 2001

DEVON ENERGY CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware	000-30176	73-1567067
-----	-----	-----
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

20 North Broadway, Suite 1500, Oklahoma City, Oklahoma	73102-8260
-----	-----
(Address of Principal Executive Office)	(Zip Code)

Registrant's telephone number, including area code (405) 235-3611

(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS

Attached to this Form 8-K are filings that Devon Energy Corporation and Mitchell Energy & Development Corp. have made with the Securities and Exchange Commission pursuant to Rule 425 of the Securities Act of 1933, as amended, between August 14, 2001 (the date on which Devon and Mitchell announced that they entered into a definitive agreement providing for the acquisition of Mitchell by Devon) and the date on which this Form 8-K is being filed. Devon is filing this Form 8-K so that these previously filed documents will be incorporated by reference into the registration statement (Registration Nos. 333-68694 and 333-68694-01) pursuant to which the stock that will be issued in connection with Devon's acquisition of Mitchell will be registered.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits.

See the Exhibit Index, which is incorporated by reference into this item.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DEVON ENERGY CORPORATION

Date: November 28, 2001

By: /s/ MARIAN J. MOON

Marian J. Moon
Senior Vice President

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
99.1	Press Release and slide presentation dated August 14, 2001, filed by Devon Energy Corporation pursuant to Rule 425 of the Securities Act of 1933 on August 14, 2001.
99.2	Slide presentation by Mitchell Energy & Development Corp., filed by Mitchell pursuant to Rule 425 of the Securities Act of 1933 on August 22, 2001.
99.3	Press Release dated September 7, 2001, filed by Devon Energy Corporation pursuant to Rule 425 of the Securities Act of 1933 on September 7, 2001.
99.4	Press Release and slide presentation dated September 4, 2001, filed by Devon Energy Corporation pursuant to Rule 425 of the Securities Act of 1933 on September 17, 2001.
99.5	Press Release dated September 20, 2001, filed by Devon Energy Corporation pursuant to Rule 425 of the Securities Act of 1933 on September 20, 2001.
99.6	Press Release dated September 25, 2001, filed by Devon Energy Corporation pursuant to Rule 425 of the Securities Act of 1933 on September 25, 2001.
99.7	Press Release dated September 26, 2001, filed by Devon Energy Corporation pursuant to Rule 425 of the Securities Act of 1933 on September 26, 2001.
99.8	Press Release dated September 27, 2001, filed by Devon Energy Corporation pursuant to Rule 425 of the Securities Act of 1933 on September 27, 2001.
99.9	Press Release dated October 3, 2001, filed by Devon Energy Corporation pursuant to Rule 425 of the Securities Act of 1933 on October 3, 2001.
99.10	Press Release dated October 5, 2001, filed by Devon Energy Corporation pursuant to Rule 425 of the Securities Act of 1933 on October 5, 2001.
99.11	Slide presentation, filed by Devon Energy Corporation pursuant to Rule 425 of the Securities Act of 1933 on October 5, 2001.
99.12	Press Release dated October 12, 2001, filed by Devon Energy Corporation pursuant to Rule 425 of the Securities Act of 1933 on October 12, 2001.
99.13	Slide presentation, filed by Devon Energy Corporation pursuant to Rule 425 of the Securities Act of 1933 on October 22, 2001.
99.14	Slide presentation with modifications from Devon Energy Corporation's October 22 slide presentation, filed by Devon pursuant to Rule 425 of the Securities Act of 1933 on October 29, 2001.
99.15	Press Release dated October 31, 2001, filed by Devon Energy Corporation pursuant to Rule 425 of the Securities Act of 1933 on October 31, 2001.
99.16	Press Release dated November 1, 2001, filed by Devon Energy Corporation pursuant to Rule 425 of the Securities Act of 1933 on November 1, 2001.
99.17	Slide presentation with modifications from Devon Energy Corporation's October 22 slide presentation, filed by Devon pursuant to Rule 425 of the Securities Act of 1933 on November 7, 2001.
99.18	Slide presentation, filed by Devon Energy Corporation pursuant to Rule 425 of the Securities Act of 1933 on November 20, 2001.

*Filed by Devon Energy Corporation
Pursuant to Rule 425 under the Securities Act of 1933
And deemed filed pursuant to Rule 14a-12
Of the Securities Exchange Act of 1934
Subject Company: Devon Energy Corporation
Commission File No. 0-30176*



20 North Broadway, Suite 1500 Telephone: 405/235-3611
Oklahoma City, Oklahoma 73102-8260 Fax: 405/552-4667

NEWS RELEASE

FOR IMMEDIATE RELEASE

Media contacts: Vince White
VP Communications and Investor Relations
(405) 552-4505

Investor contacts: Zack Hager
Manager, Investor Relations
(405) 552-4526

DEVON ENERGY TO ACQUIRE MITCHELL ENERGY FOR \$3.5 BILLION

OKLAHOMA CITY, and THE WOODLANDS, TEXAS — AUGUST 14, 2001 — Devon Energy Corporation (AMEX: DVN, TSE: NSX) and Mitchell Energy & Development Corp. (NYSE: MND) announced today that Devon will acquire Mitchell for cash and stock. With the acquisition, Devon will become the second largest independent natural gas producer in the United States.

“The Mitchell properties fit perfectly with our long-term objectives,” said J. Larry Nichols, Chairman, President and CEO of Devon. “The reserves are concentrated — nearly all in Texas, 71 percent natural gas with an impressive growth curve. In addition to the oil and gas properties, we will also acquire one of the largest suites of U. S. midstream assets of any independent. We believe this transaction can deliver significant growth in per share value, as Devon’s shareholders have come to expect.”

George P. Mitchell, Chairman and CEO of Mitchell, said, “This transaction provides important benefits to our shareholders and employees. It provides significant value while retaining a unique opportunity to participate in the exciting upside potential of Devon. Our shareholders and employees will benefit from becoming part of a larger, stronger and more diversified company.”

Benefits of the Transaction

- Accretive to Devon’s reserves per share, production per share, cash margin per share and earnings per share.
- Expands Devon’s year-end reserve base by approximately 38 percent, adding a new high-growth core area.
- Complements and expands Devon’s established midstream business, adding critical mass in the strategically located Dallas/Fort Worth market.
- Enhances Devon’s marketing clout in North American gas and gas liquids.
- Enhances Devon’s technological leadership in tight gas reservoir development.

Major Terms and Conditions

Under the terms of the agreement, Mitchell's shareholders would receive, for each Mitchell common share, \$31 cash and 0.585 of a share of Devon common stock. This requires Devon to pay \$1.6 billion and issue 30.2 million shares to Mitchell's shareholders. Based upon Devon's closing stock price of \$50.26 on August 13, 2001, the total value of the cash to be paid and stock to be issued to Mitchell shareholders would be approximately \$3.1 billion. Devon would also assume approximately \$400 million of debt and other obligations of Mitchell. Devon expects the acquisition to be accounted for using the purchase method of accounting.

The board of directors of each company has unanimously approved the merger. George P. Mitchell, Chairman and CEO of Mitchell, and his wife own approximately 46 percent of Mitchell's outstanding common stock. Mr. and Mrs. Mitchell have agreed to vote their shares in favor of the acquisition by Devon. After completion of the transaction, Mr. and Mrs. Mitchell will own approximately nine percent of Devon's common shares. Todd Mitchell, son of George P. Mitchell, will join Devon's board of directors.

Pro Forma Transaction Impact

- Based upon estimates as of June 30, 2001, Devon would acquire approximately 2.5 trillion cubic feet of gas equivalent in the acquisition, increasing Devon's proved reserves to more than 1.5 billion barrels of oil equivalent.
- Proved reserves would be 58 percent natural gas, 32 percent oil and 10 percent natural gas liquids.
- Approximately 82 percent of proved reserves would be in North America.
- Devon would also acquire natural gas processing plants, pipelines and other midstream assets valued between \$800 million and \$1 billion.
- Devon and Mitchell combined produced approximately 1.4 billion cubic feet of natural gas per day in the U.S. in the second quarter of 2001, making Devon the second largest independent gas producer in the U.S.
- Devon expects to achieve annual operating and overhead synergies of at least \$20 million.

Completion of the transaction will cause Devon's outstanding shares to increase from 126 million to 156 million. Devon's capital structure after the transaction will include \$150 million in preferred securities, about \$3.4 billion of net long-term debt and other long-term liabilities of \$340 million. The \$3.4 billion debt figure excludes certain Devon debentures that are exchangeable into Chevron common stock. (Devon owns 7.1 million shares of Chevron.)

Other Terms and Conditions

The transaction is subject to approval by the shareholders of both companies as well as expiration of the Hart-Scott-Rodino waiting period and other customary closing conditions. Both Devon and Mitchell intend to hold special shareholders' meetings as soon as practicable following completion of regulatory review. Completion of the transaction is expected in the fourth quarter of 2001.

Conference Call and Investor Presentation

Devon and Mitchell will discuss this transaction in a conference call webcast today. The conference call webcast will begin at 8:30 am Central Time (9:30 am Eastern Time). The webcast

may be accessed from Devon's homepage at www.dvn.com. Devon and Mitchell will also host a meeting of investors and analysts at 11:00 am Central Time (12:00 pm Eastern Time). That webcast may also be accessed on Devon's homepage at www.dvn.com.

Mitchell Energy & Development Corp. is one of the nation's largest independent producers of natural gas and natural gas liquids. For additional information on the company and its operations, visit our Internet website at www.mitchellenergy.com.

Devon Energy Corporation is an independent energy company engaged in oil and gas exploration, production and property acquisitions. Devon ranks among the top five U.S.-based independent oil and gas producers and is included in the S&P 500 Index. Shares of Devon Energy Corporation trade on the American Stock Exchange under the symbol DVN. Devon's exchangeable shares (resulting from Northstar, Devon's wholly-owned Canadian operating unit) trade on the Toronto Stock Exchange under the symbol NSX.

INVESTOR NOTICES

This press release includes "forward-looking statements" as defined by the Securities and Exchange Commission. Such statements are those concerning the contemplated transaction and strategic plans, expectations and objectives for future operations. All statements, other than statements of historical facts, included in this press release that address activities, events or developments that the companies expect, believe or anticipate will or may occur in the future are forward-looking statements. This includes completion of the proposed transaction, realization of expected synergies from the transaction, reserve estimates, future financial performance, future equity issuance and other matters. These statements are based on certain assumptions made by the companies based on their experience and perception of historical trends, current conditions, expected future developments and other factors they believe are appropriate in the circumstances. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the companies. Statements regarding future production are subject to all of the risks and uncertainties normally incident to the exploration for and development and production of oil and gas. These risks include, but are not limited to, inflation or lack of availability of goods and services, environmental risks, drilling risks and regulatory changes. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements.

Investors and security holders are advised to read the joint proxy statement/prospectus that will be included in the Registration Statement on Form S-4 to be filed with the Securities and Exchange Commission in connection with the proposed transaction because it will contain important information. The joint proxy statement/prospectus will be filed with the SEC by Devon and Mitchell. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus (when available) and other documents filed by Devon and Mitchell with the SEC at the SEC's web site at www.sec.gov. The joint proxy statement/prospectus and such other documents (relating to Devon) may also be obtained for free from Devon by directing such request to: Devon Energy Corporation, 20 North Broadway, Suite 1500, Oklahoma City, Oklahoma 73102-8260, Attention: Investor Relations, telephone: (405) 552-4570, e-mail: judy.roberts@dvn.com. The joint proxy statement/prospectus and such other documents (relating

to Mitchell) may also be obtained for free from Mitchell by directing such request to: Mitchell Energy & Development Corp., 2001 Timberloch Place, The Woodlands, Texas 77380, Attention: Investor Relations, telephone: (713) 377-6625, e-mail: mndpr@mitchellenergy.com.

Devon, its directors, executive officers and certain members of management and employees may be considered “participants in the solicitation” of proxies from Devon’s shareholders in connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Devon’s Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the proxy statement/prospectus when it becomes available.

Mitchell, its directors, executive officers and certain members of management and employees may be considered “participants in the solicitation” of proxies from Mitchell’s shareholders in connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Mitchell’s Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the proxy statement/prospectus when it becomes available.

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devon **ENERGY**

Acquires



Mitchell Energy

Risk Factors

Information provided in this presentation includes “forward-looking statements” as defined by the SEC. Forward-looking statements are identified as “forecasts, projections, estimates, plans, expectations, etc.” and are subject to a variety of risk factors. For representative risk factors that could cause Devon’s actual results to differ materially from the estimates contained herein, see Form 10-K for the year-ended December 31, 2000.



For Immediate Release

August 14, 2001 -- Devon Energy purchases Mitchell Energy and Development Corp., creating the second largest independent natural gas producer in the U.S.

Transaction Summary

- Purchase of Mitchell by Devon
 - Consideration: \$31.00 and .585 Devon share per Mitchell share (\$60.40 per Mitchell share)
 - Board approved/Mitchell commitment
 - Expected close: Q4 2001
-

Why Devon?

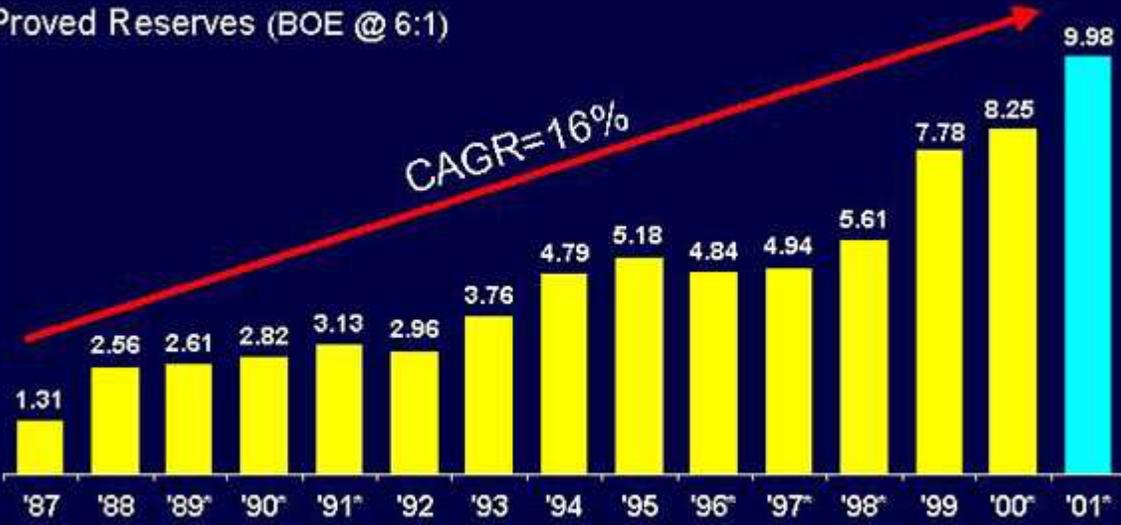
- 32% premium to Mitchell shareholders
 - Improved shareholder liquidity
 - Diversified exploitation and exploration portfolio
 - Participation in Devon's growth
-

Strategic Rationale

- Per share accretion
 - Expands North American gas assets
 - Rapid North Texas production growth
 - Focused midstream operation
 - Corporate G&A synergies
 - Complementary technology
-

Reserves Per Common Share

Proved Reserves (BOE @ 6:1)



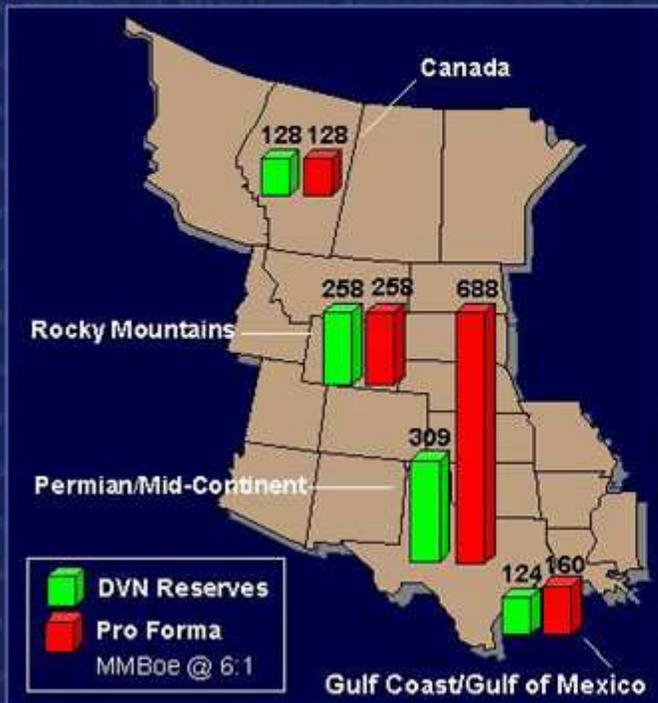
■ Represents Pro Forma Devon as of 6/30/01

Note: 1987-1997 represents historical Devon as reported prior to the 1998 Northstar merger.

1998-1999 represents historical Devon as reported prior to the 2000 Santa Fe Snyder merger.

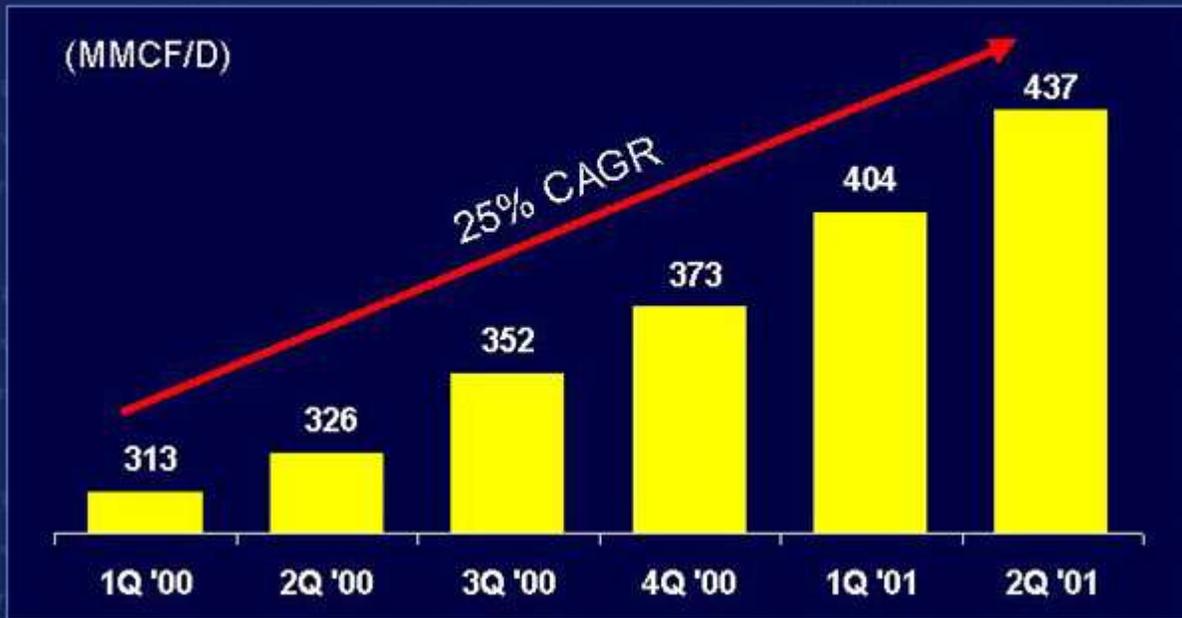
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North American Operations



	DVN	Pro Forma
Permian/MC	28%	45%
Rockies	24%	17%
Gulf	11%	11%
Canada	12%	9%
Total N.A.	75%	82%

Mitchell Production Growth



Mitchell Operations

E & P Operations:

– Barnett shale proved reserves 2.1 TCFE

– Other Texas proved reserves 0.4 TCFE

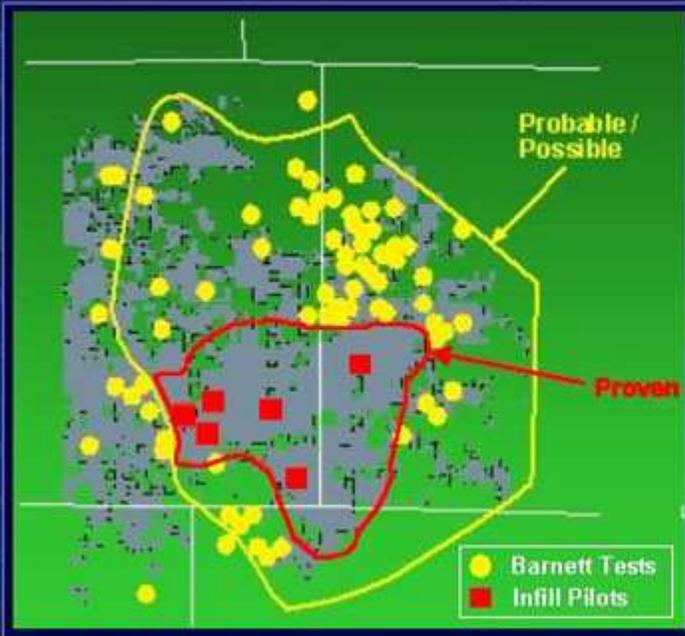
Total proved 2.5 TCFE

– Prospective acreage 283,800 net acres

Midstream Operations:

– @ PV 10 \$800 MM - \$1 B

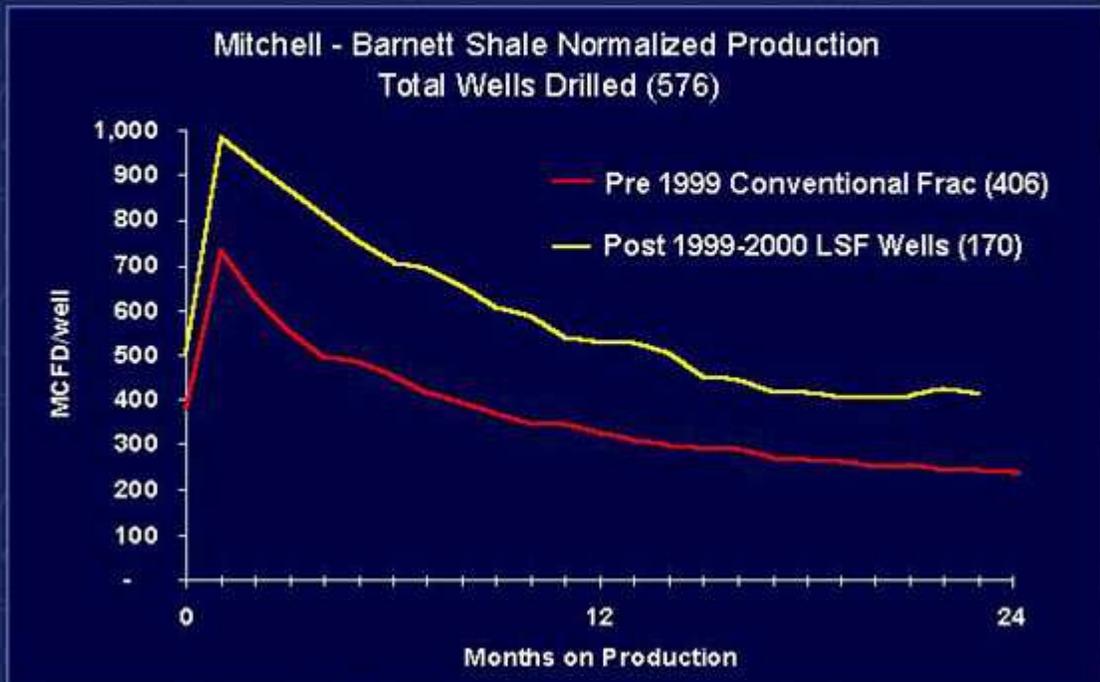
Barnett Shale



- 2.1 TCFE proved reserves (8% of gas in place)
- Long-lived development
- Strategic market access
- 230,000 net acres
- WI >90%



Light Sand Fracturing Technology



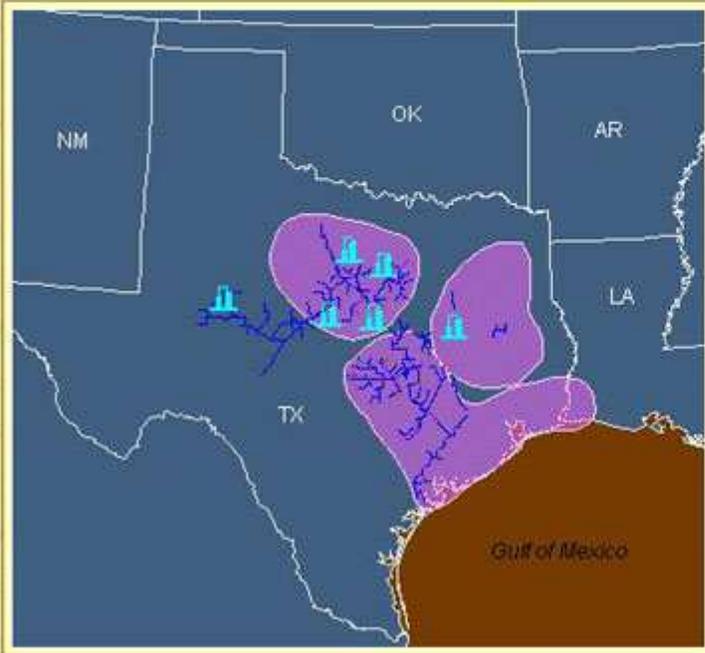
Barnett Shale Upside

- Multi-TCF potential
 - Expanding field limits
 - Infill drilling
 - Refracturing opportunities
-

Midstream Strategy

- Develop infrastructure to support E&P activities
- Avoid monopolistic 3rd party transportation
- Own reserves to support midstream economics

Mitchell Midstream Operations



- 100% Texas
- 6 plants
- 9,000 miles of pipe
- Own 50% of current throughput
- Access to multiple markets

Combined Company

Proved Reserves:

1,555 MMBOE

Reserve profile:

82% North America

18% International

Production Mix:

67% gas / 33% oil

R/P Ratio:

9.2 years

Financial Strength

Pro Forma
Six Months Ended June 30, 2001

EBITDA (\$MM)	\$1,756
Total Net Debt	\$ 3,368
EBITDA/Interest	22.0x
Net Debt/Annualized EBITDA	1.0x
Net Debt/Total Cap	39%

Note: Debt and total cap exclude the market value of Chevron common stock: \$642 MM.

U.S. Natural Gas Production



Note: Data for quarter ended 6/30/01 adjusted for major acquisitions.

Growth Portfolio

- Leading North American gas producer
 - Portfolio of North American growth projects
 - Long-term International growth projects
 - High potential exploration prospects
-

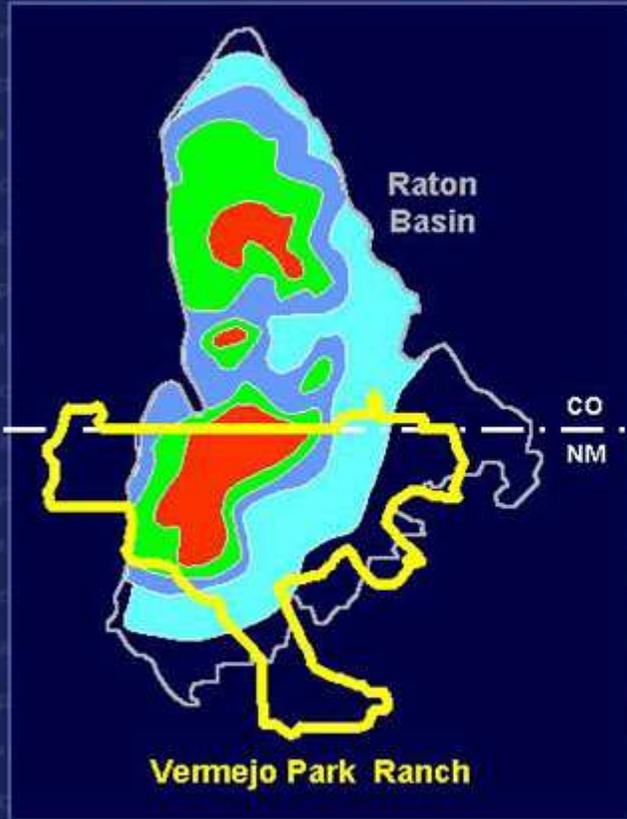
Cherokee CBM



- 374,000 net acres
- Geology:
 - Depths 800-3,000'
 - Pennsylvanian coals
- Current Status:
 - 3 rigs drilling, acquiring a fourth
 - Anticipate drilling 100 wells in '01 and 400-500 wells in '02

Raton Basin

- WI=25%, NRI=42%
- 280,000 gross acres (minerals)
- 0.5-1.0 TCF net target



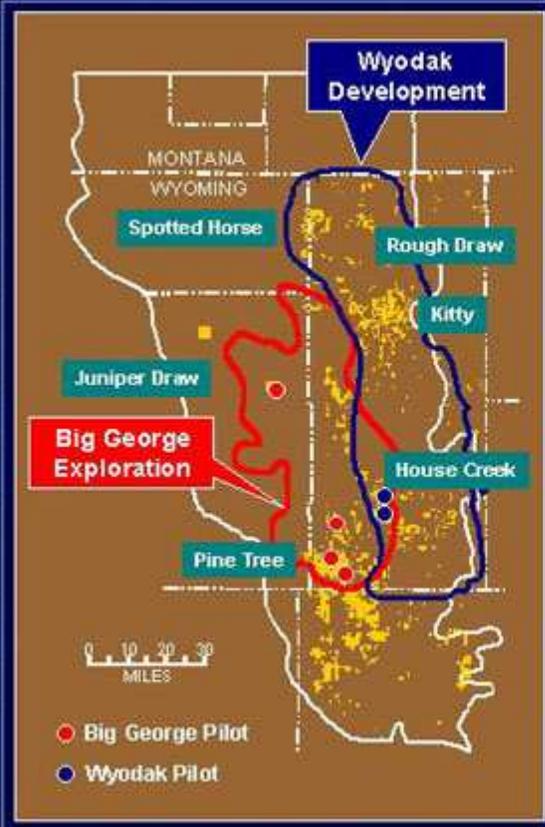
Coal seam thickness

- > 80 FEET
- > 60 FEET
- > 40 FEET
- > 20 FEET

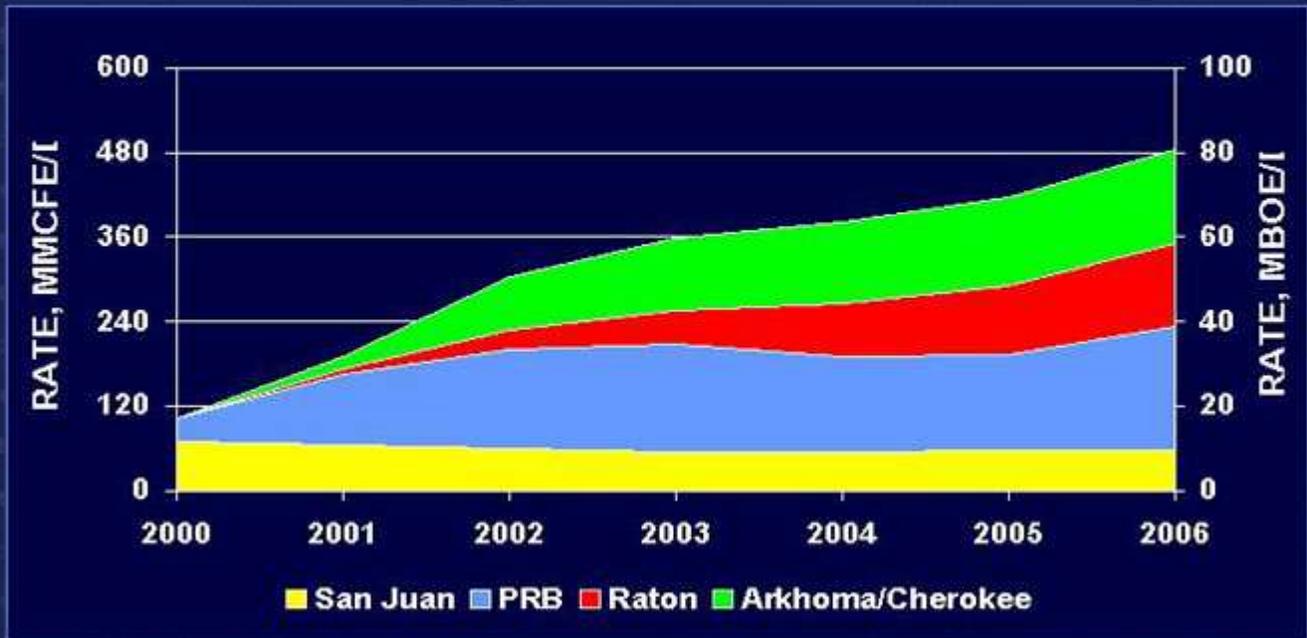


Powder River Basin

- Dominant acreage position
- Increasing volumes
- High operating margins
- High working interest



Coalbed Methane Production



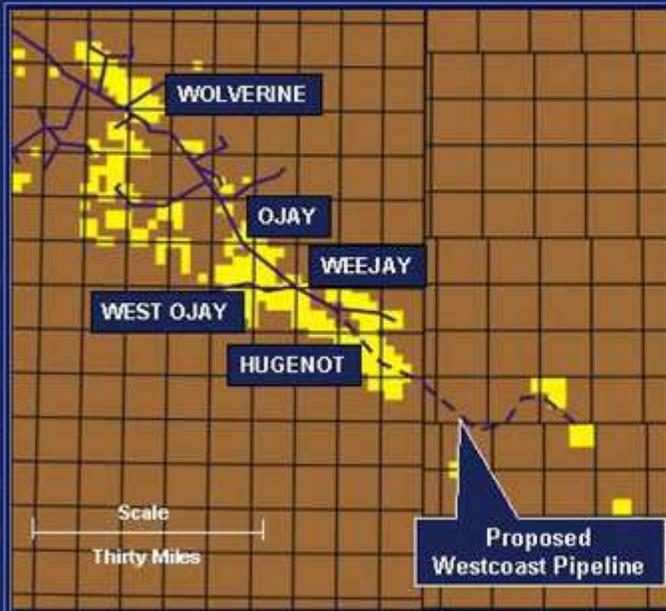
Hamburg - Slave Point



- High-impact exploration
- Large strategic land position
- Multiple targets of 5-30 BCF
- Attractive liquids/gas ratios
- Moderate well cost
- Six recent 3D programs



Northern Foothills



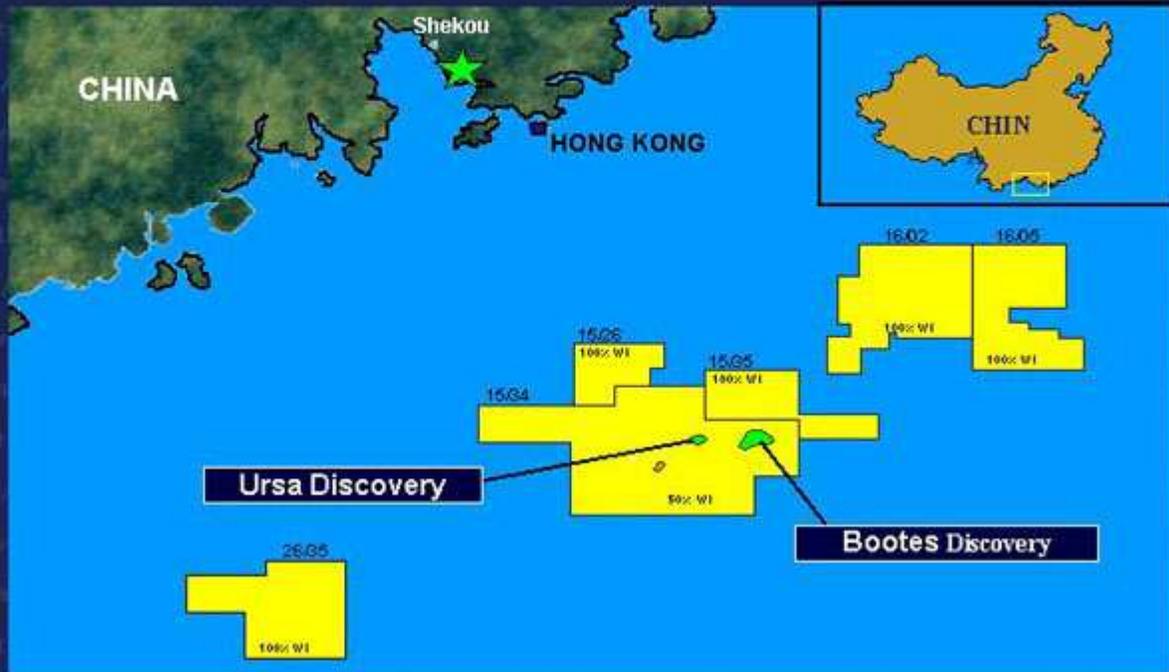
- High impact exploration joint venture with BP
- Deep structural gas targets
- Six stacked play types
- Significant early success
- Coalbed methane potential



Indonesia

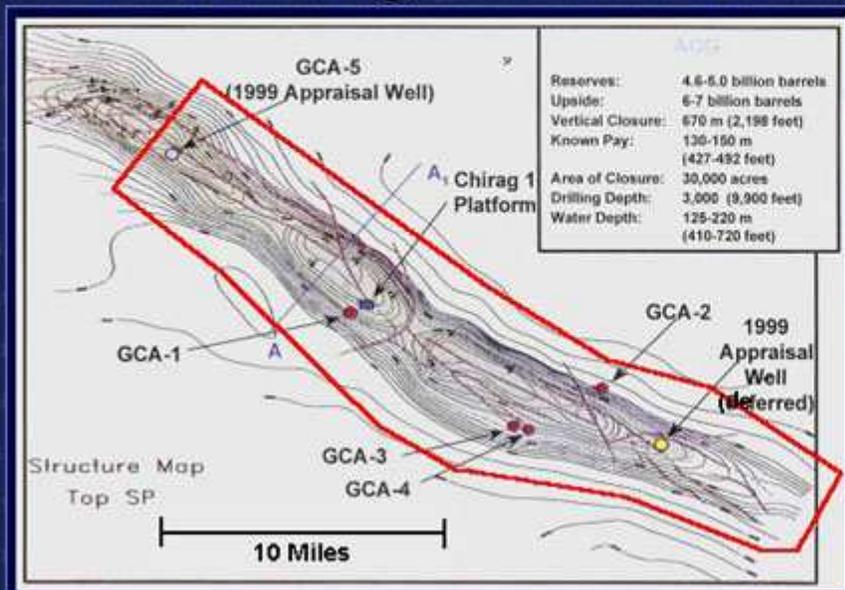


Pearl River Basin



Azerbaijan

Azeri-Chirag Guneshli Unit



- Operator: BP Amoco
- 5.6% carried interest
- Current production: 115 MBO/D (gross)
- Gross proven reserves: 4+ BBO
- Ultimate gross potential: 6+ BBO

Exploration Upside

- West Africa (Gabon, Congo, Ghana)
 - South China Sea (Block 27-10)
 - Argentina (El Mangrullo)
 - Canadian Foothills
 - Canadian Slavepoint (Wildmint, Ladyfern)
 - Deepwater Gulf of Mexico
-

A Decade of Opportunities

- 2002 - Accelerate Barnett shale development
- 2002 - Canadian Foothills on stream
- 2002 - 1st significant production from Cherokee CBM
- 2003 - Initial gas sales to Singapore
- 2003 - 2004 - Powder River Basin peak production
- 2004 - Raton Basin peak production
- 2007 - 2008 - ACG field peak production

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devon **ENERGY**

Acquires



Mitchell Energy

The following slide presentation was presented by Mitchell Energy & Development Corp. to a group of outside analysts on August 21, 2001.

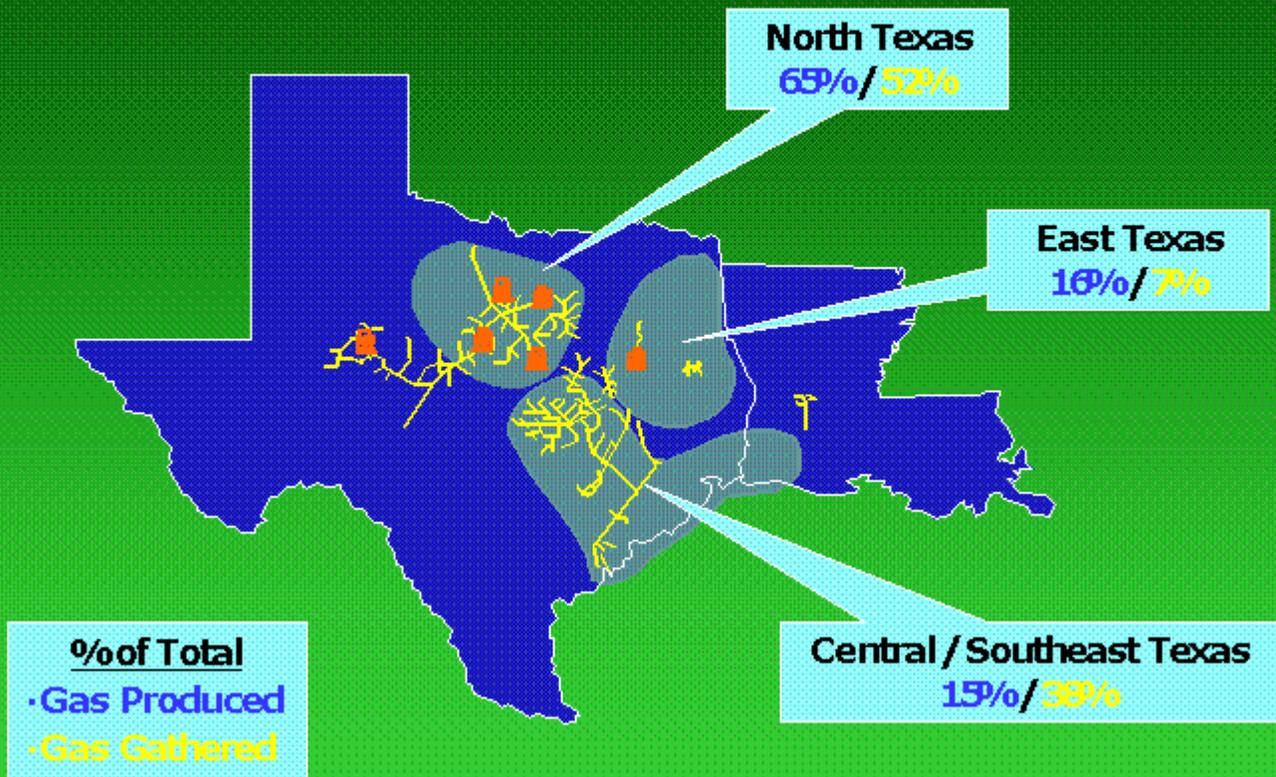


Barnett Shale Presentation

August 21, 2001



Distribution of Operations



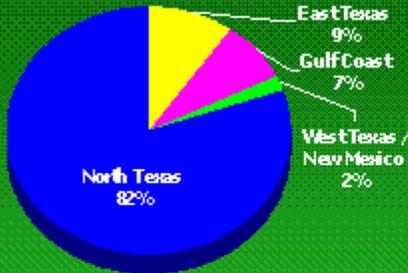
April 2001



Distribution of Operations

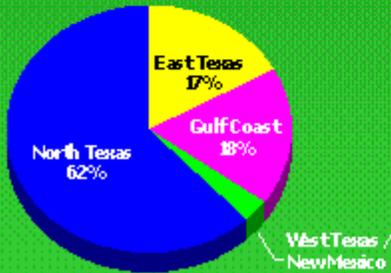
Upstream

Proven Oil & Gas Reserves



2,110 Bcfe
(5/31/01)

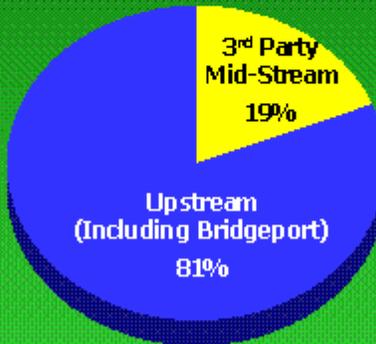
Oil & Gas Production



417 MMcf/d
(2Q - '01)

Total

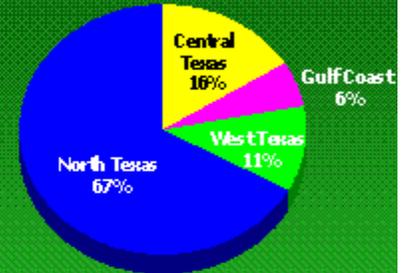
Operating Cash Flow



\$591 Million
(Calendar 2000)

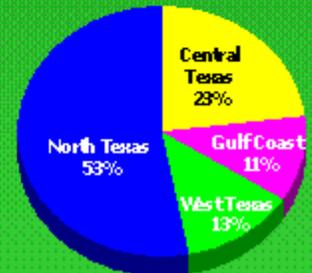
Mid-Stream

Proven NGL Reserves



245 Bbls
(7/31/01)

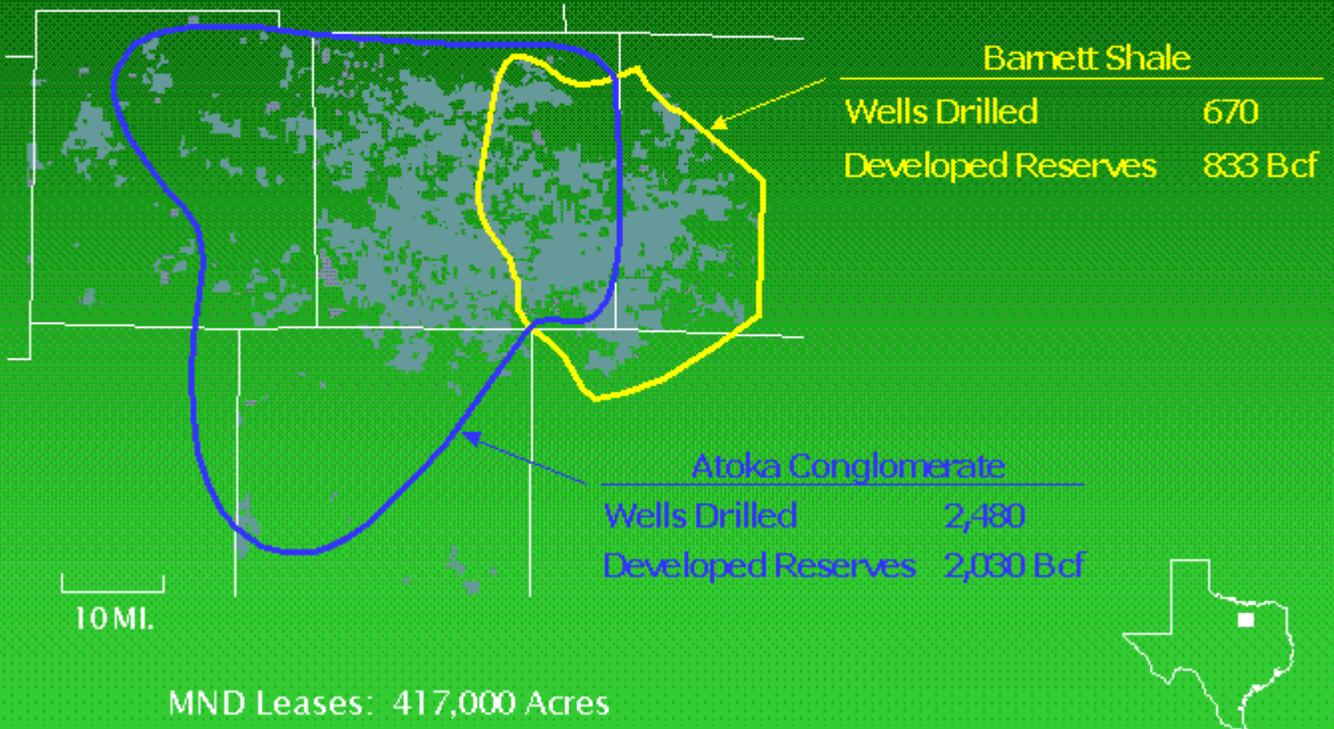
NGL Production



57,400 Bbl/d
(2Q - '01)



North Texas Drilling





Barnett Development History

Unit Drilling Costs (\$/Mcf Equivalent)

Gel Frac – Lower Barnett Only

1.0 Bcf / well



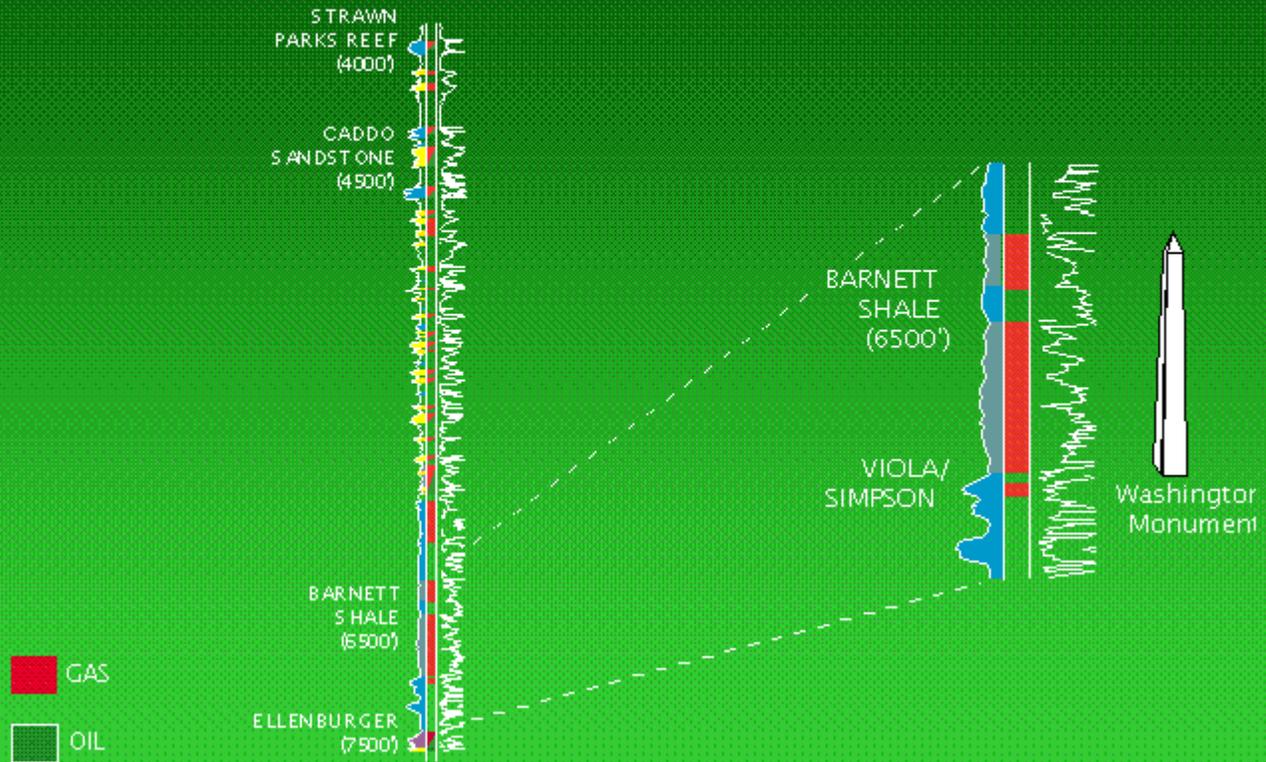
Light Sand Frac

1.25 Bcf / well





North Texas "Sweet Spot" Log



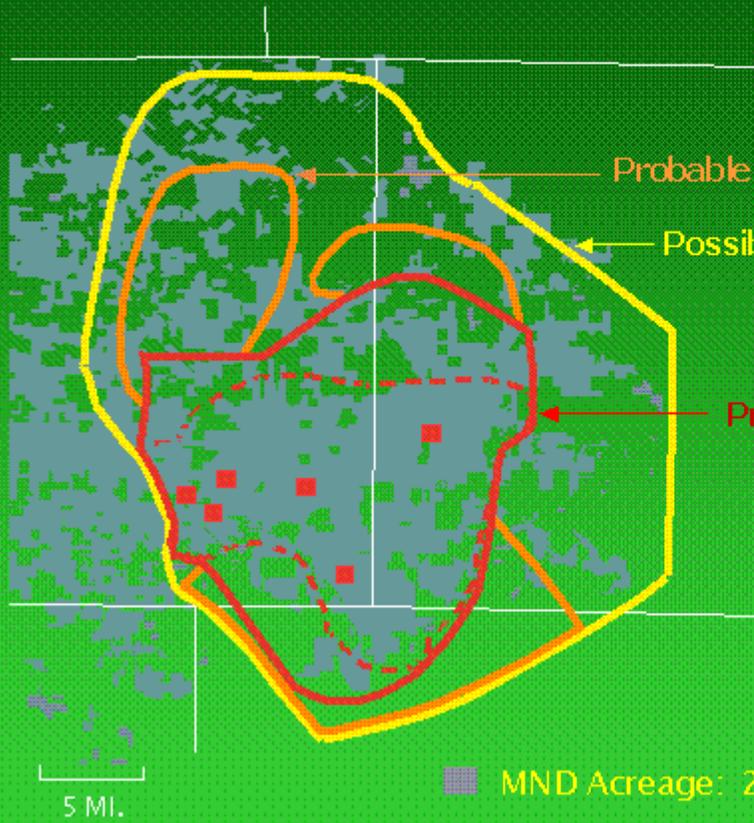


Barnett Shale Highlights

- Production
 - Gas and NGL volumes grew 225% and 33% respectively over past 24 months.
 - Provides basis for expected total gas growth of 25%+ in 2001 and 20%+ CAGR through 2003.
 - Reserves
 - 1.1 Tcfe added since January 2000.
 - 1.7 Tcfe of proven reserves at June 2001.
 - Drilling
 - Completed 144 wells in 2000 and expect 280 wells to be drilled in 2001.
 - Raising drilling program to 20 rigs by year end.
-



Barnett Shale Development



Future Wells	
Proven	1,180
Probable	380
Possible	900
Total 3P	<u>2,460</u>

3P Reserves 1.8 Tcfe

■ Infill Development Pilots





Barnett Shale Rework / Refrac Program





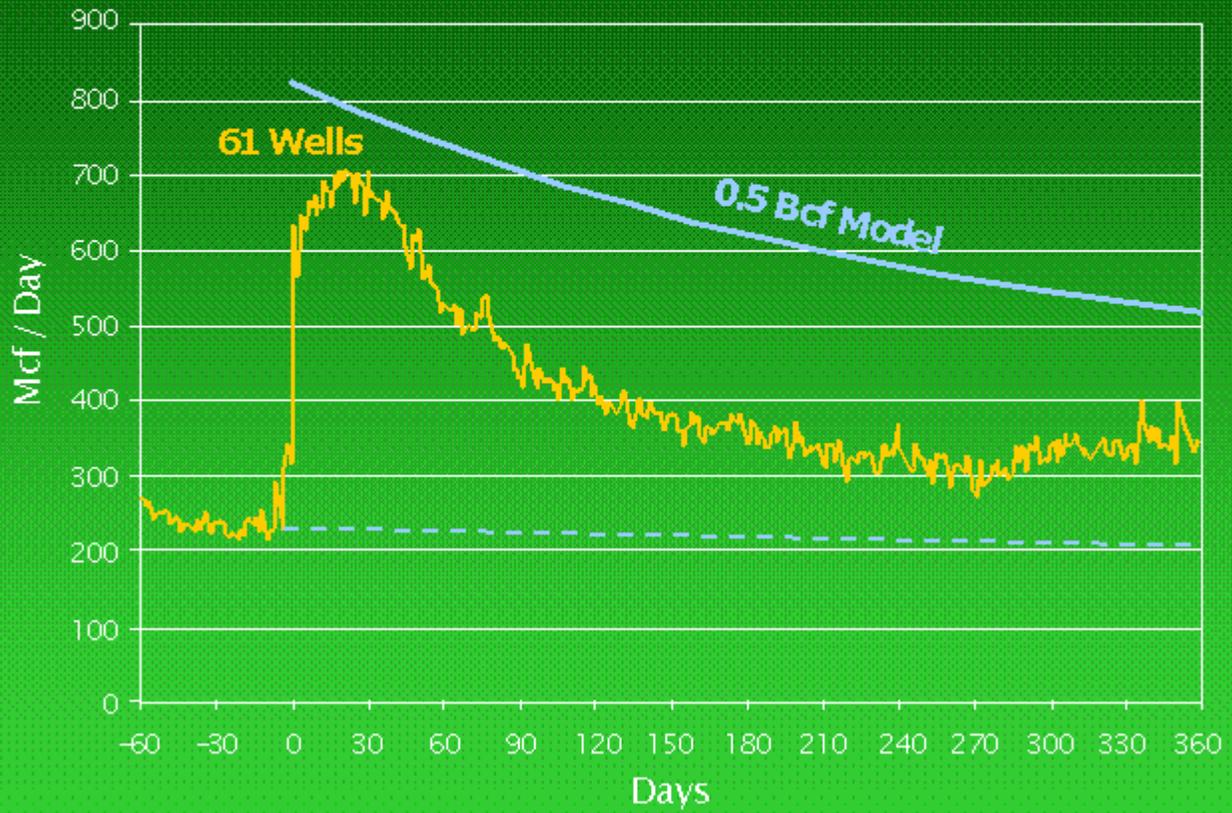
Denton Creek Trading Co. No. 1





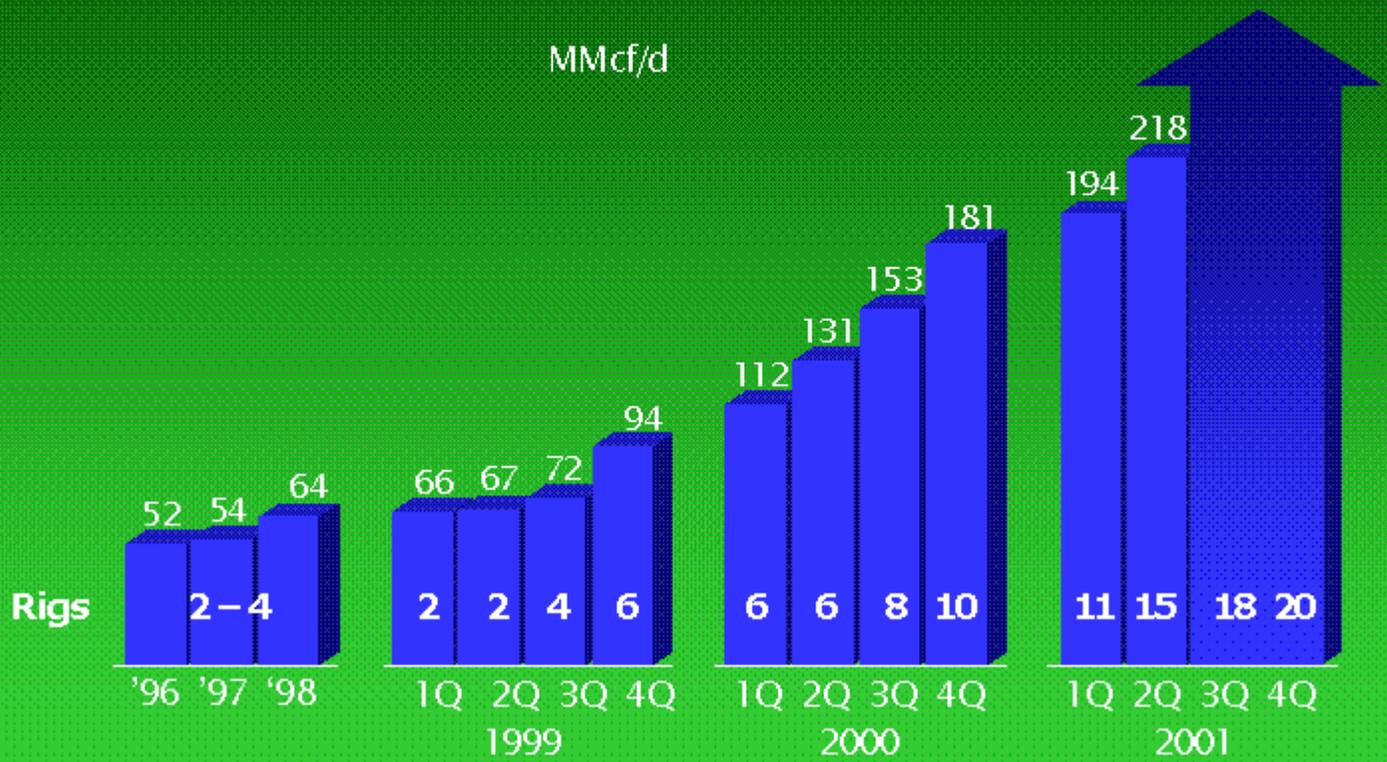
Incidental Frac Enhancement

Production Increase Due to Offset Well Stimulation





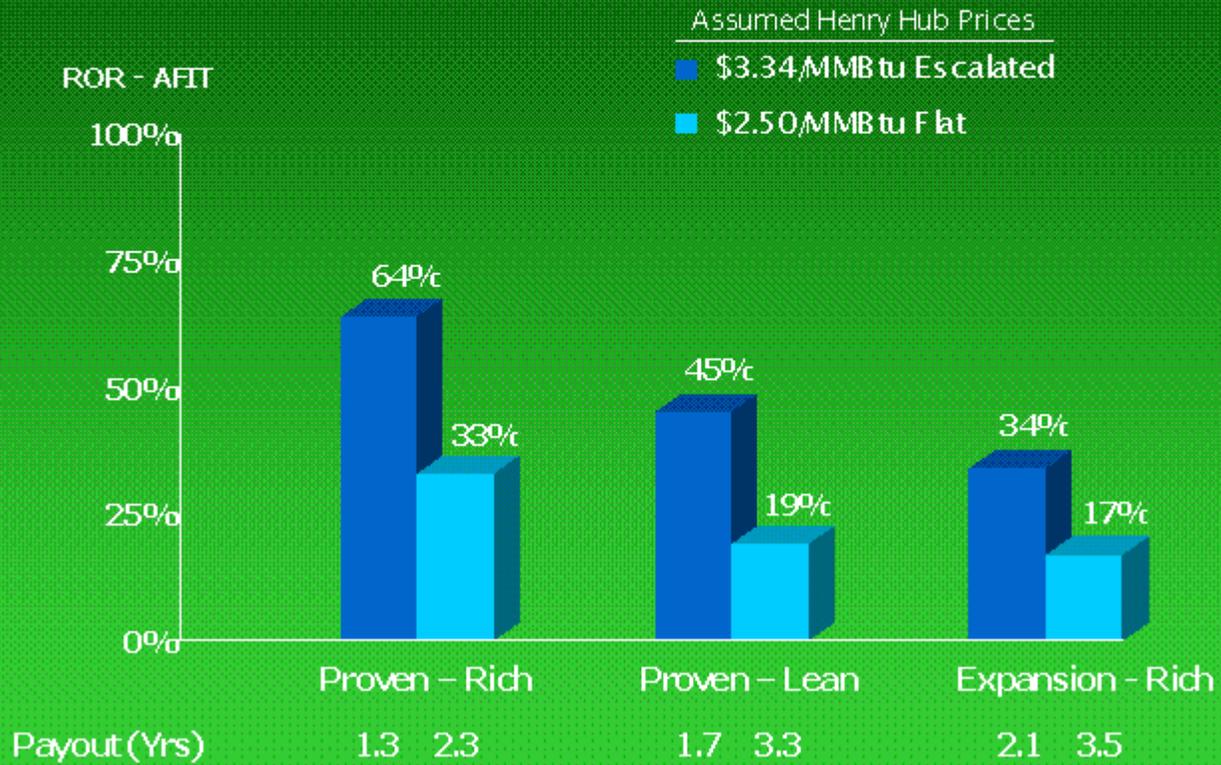
Barnett Shale Sales





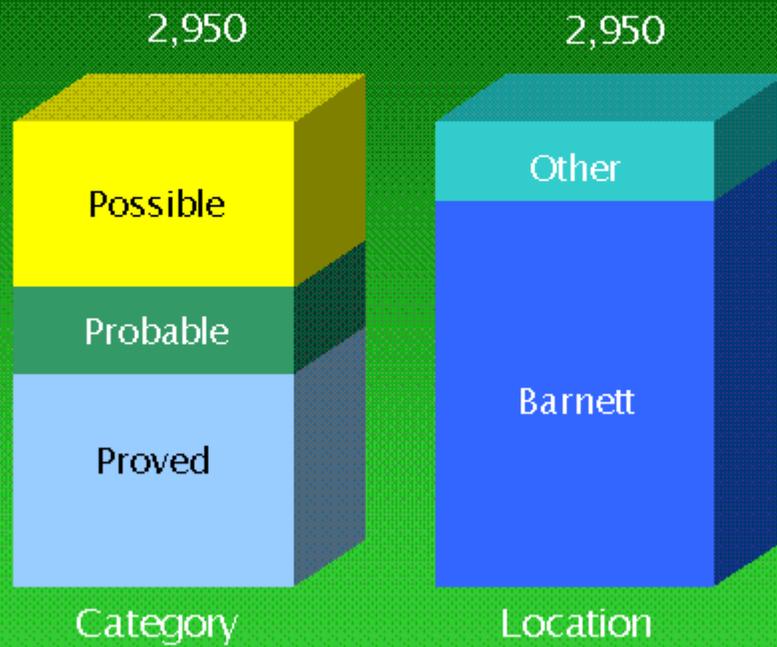
Barnett Shale – Drilling Economics

(3Q 2001)





Total Undrilled Locations



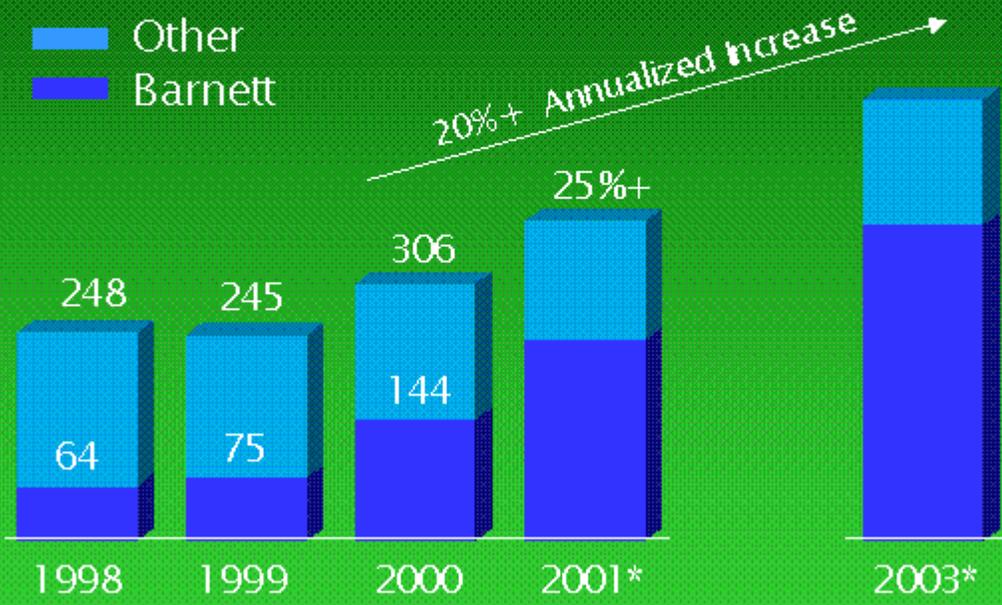
Reserve Potential: 2.1 Tcfe



Gas Sales Outlook

MMcf/d

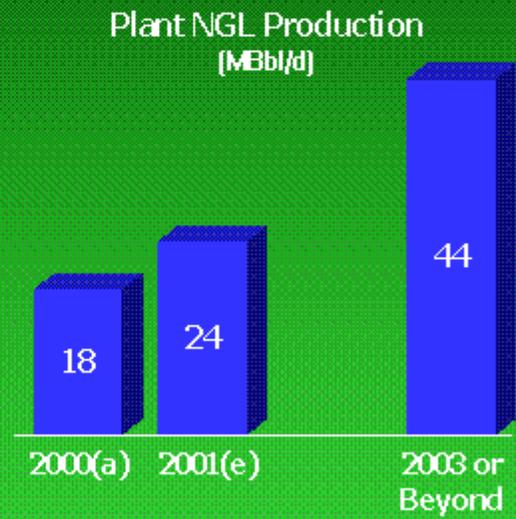
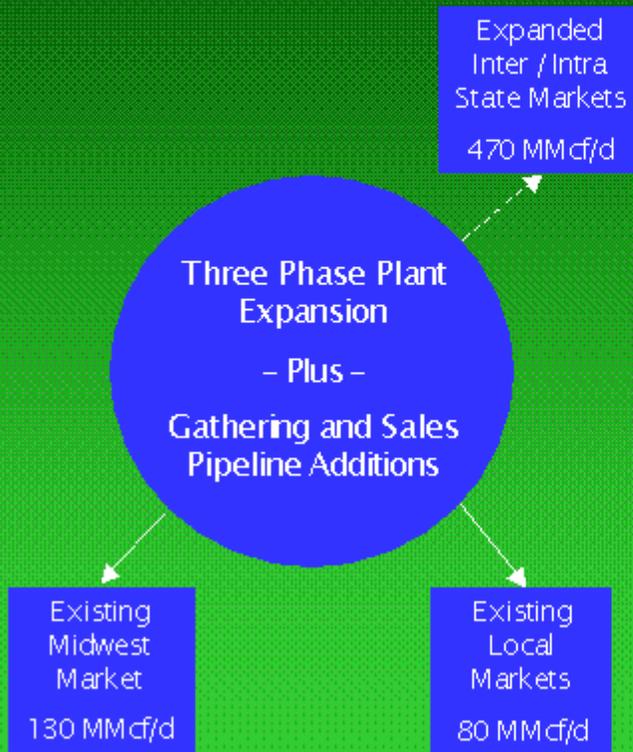
Other
Barnett



* Production forecast announced December 14, 2000.



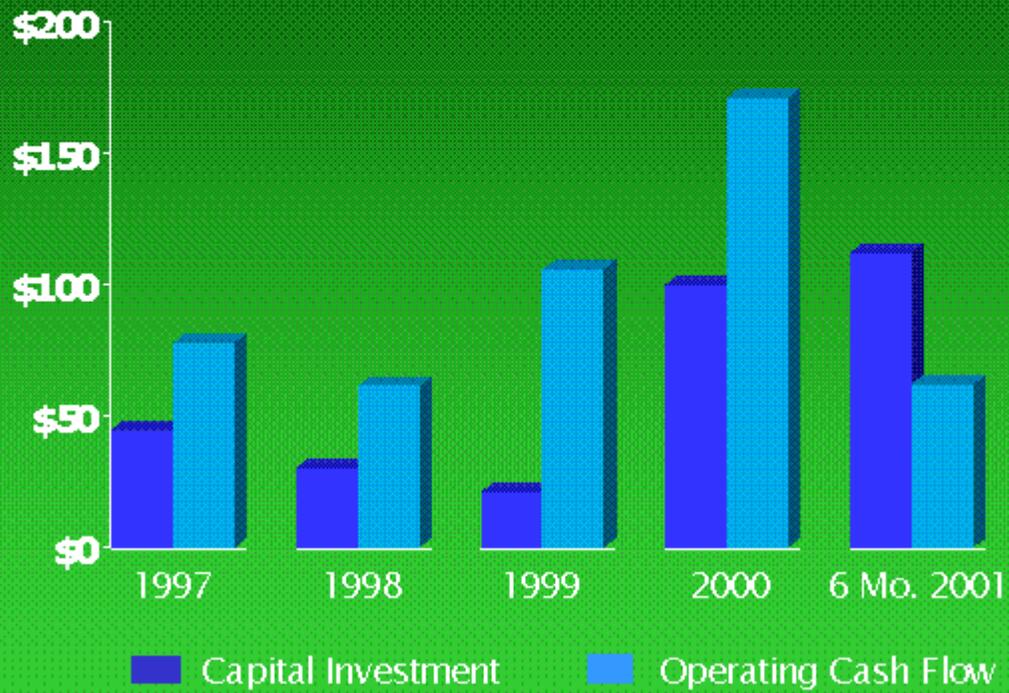
North Texas Facilities Expansion





Mid-Stream Free Cash Flow

(In Millions)

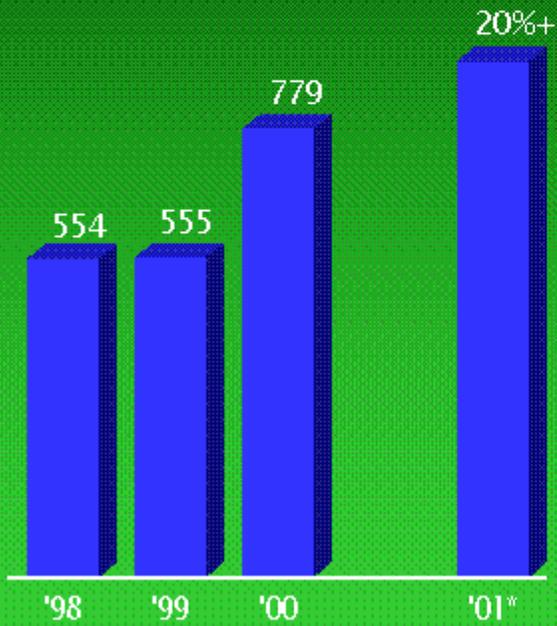




Midstream Volume Growth

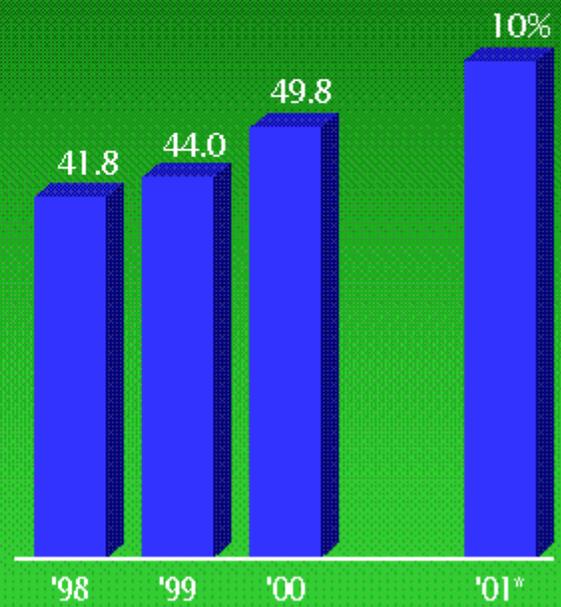
Pipeline Throughput

(MMcf/d)



NGLs

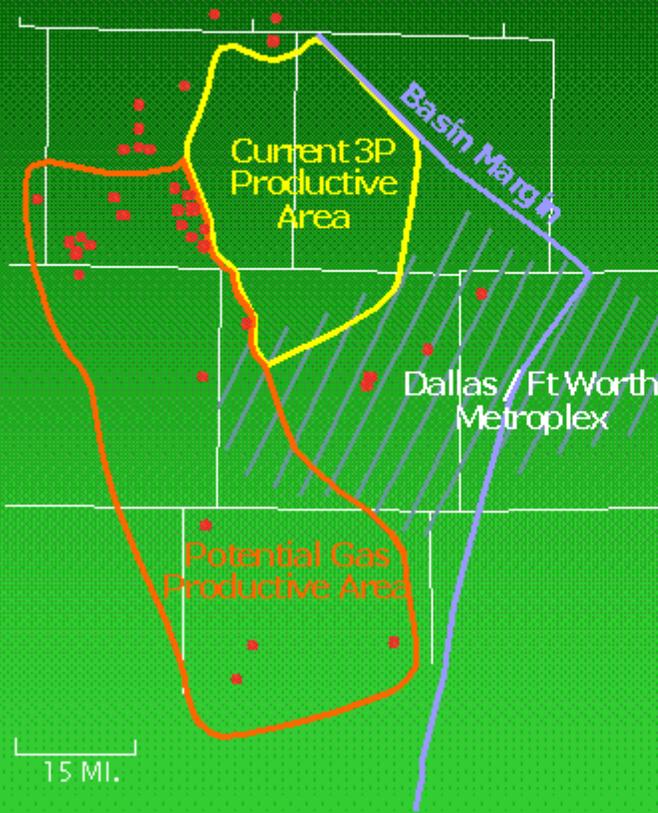
(MMbbl/d)



* Forecast



Barnett Shale Upside



● 35 Wells Outside 3P Productive Area

Acreage Position within Potential Gas Productive Area

Wise	75,000
Parker	25,000
Johnson	<u>75,000</u>
Total	<u>175,000</u>





Barnett Shale Future Potential

- Extension of proven area to north and east.
 - Multiple refracturing to increase per well drainage.
 - Infill development (27 acre) to improve recovery efficiency.
 - Continuing leasing and acquisition programs in 3P development area.
 - Possible extension of play to west and south on large acreage blocks.
-



Barnett Shale Presentation

August 21, 2001

INVESTOR NOTICES

The foregoing slide presentation includes “forward-looking statements” as defined by the Securities and Exchange Commission. Such statements are those concerning strategic plans, expectations and objectives for future operations. All statements, other than statements of historical fact, included in the foregoing slide presentation that address activities, events or developments that the company expects, believes or anticipates will or may occur in the future are forward-looking statements. This includes estimates of possible/probable undrilled locations, future production levels, future financial performance and other matters. These statements are based on certain assumptions made by the company based on its experience and perception of historical trends, current conditions, expected future developments and other factors it believes are appropriate in the circumstances. Such statements are subject to a number of assumptions, risks and uncertainties, many of which are beyond the control of the company. Statements regarding future production are subject to all of the risks and uncertainties normally incident to the exploration for and development and production of oil and gas. These risks include, but are not limited to, inflation or lack of availability of goods and services, environmental risks, drilling risks and regulatory changes. Investors are cautioned that any such statements are not guarantees of future performance and that actual results or developments may differ materially from those projected in the forward-looking statements.

Investors and security holders are advised to read the joint proxy statement/ prospectus that will be included in the Registration Statement on Form S-4 to be filed with the Securities and Exchange Commission in connection with the proposed merger of Mitchell Energy & Development Corp. with and into a wholly owned subsidiary of Devon Energy Corporation because it will contain important information. The joint proxy statement/prospectus will be filed with the SEC by Devon and Mitchell. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus (when available) and other documents filed by Devon and Mitchell with the SEC at the SEC’s web site at www.sec.gov. The joint proxy statement/prospectus and such other documents (relating to Devon) may also be obtained for free from Devon by directing such request to: Devon Energy Corporation, 20 North Broadway, Suite 1500, Oklahoma City, Oklahoma 73102-8260, Attention: Investor Relations, telephone: (405) 552-4570, e-mail: judy.roberts@dvn.com. The joint proxy statement/prospectus and such other documents (relating to Mitchell) may also be obtained for free from Mitchell by directing such request to: Mitchell Energy & Development Corp., 2001 Timberloch Place, The Woodlands, Texas 77380, Attention: Investor Relations, telephone: (713) 377-6625, e-mail: mndpr@mitchellenergy.com.

Devon, its directors, executive officers and certain members of management and employees may be considered "participants in the solicitation" of proxies from Devon's shareholders in connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Devon's Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the proxy statement/prospectus when it becomes available.

Mitchell, its directors, executive officers and certain members of management and employees may be considered "participants in the solicitation" of proxies from Mitchell's shareholders in connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Mitchell's Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the proxy statement/prospectus when it becomes available.

EXHIBIT 99.3

**FILED BY DEVON ENERGY CORPORATION
PURSUANT TO RULE 425 UNDER THE SECURITIES ACT OF 1933
AND DEEMED FILED PURSUANT TO RULE 14a-12
OF THE SECURITIES EXCHANGE ACT OF 1934
SUBJECT COMPANY: MITCHELL ENERGY & DEVELOPMENT CORP.
COMMISSION FILE NO. 333-68694**

[DEVON ENERGY CORPORATION LETTERHEAD]

NEWS RELEASE

FOR IMMEDIATE RELEASE

MEDIA CONTACTS: VINCE WHITE

VP COMMUNICATIONS AND INVESTOR RELATIONS

(405) 552-4505

INVESTOR	ZACK HAGER
CONTACTS	MANAGER, INVESTOR RELATIONS
	(405) 552-4526

DEVON ENERGY ANNOUNCES MAILING OF OFFER TO PURCHASE SHARES
OF ANDERSON EXPLORATION LTD.

OKLAHOMA CITY, OKLAHOMA, SEPTEMBER 7, 2001 -- Devon Energy Corporation (AMEX: DVN; TSE:NSX) announced today that Devon Acquisition Corporation, an indirect subsidiary of Devon Energy Corporation, has mailed to shareholders of Anderson Exploration Ltd. (TSE:AXL; NYSE:AXN) a formal offer to purchase all of the issued and outstanding shares of Anderson for cash consideration of C\$40.00 per share. The Offer will be open for acceptance until 1:01 a.m. (Calgary, Alberta time) on Friday, October 12, 2001, unless withdrawn or extended.

The board of directors of Anderson has unanimously determined that the Offer is fair, from a financial point of view, and is in the best interests of the shareholders of Anderson. The board of directors of Anderson has unanimously recommended that Anderson shareholders accept the Offer. Anderson's financial advisors have concluded that the Offer is fair, from a financial point of view, to holders of Anderson shares.

Devon Energy Corporation is an independent energy company engaged in oil and gas exploration, production and property acquisitions. Devon ranks among the top five U.S.-based independent oil and gas producers and is included in the S&P 500 Index. Shares of Devon Energy Corporation trade on the American Stock Exchange under the symbol DVN. Devon's exchangeable shares (resulting from Northstar, Devon's wholly-owned Canadian operating unit) trade on The Toronto Stock Exchange under the symbol NSX.

NOTICE TO INVESTORS CONCERNING DEVON'S PLANS TO ACQUIRE MITCHELL ENERGY

Investors and security holders are advised to read the definitive joint proxy statement/prospectus that will be included in the Registration Statement on Form S-4 filed with the Securities and Exchange Commission in connection with the proposed transaction because it will contain important information. A preliminary joint proxy statement/prospectus, which will be amended, has been filed with the SEC by Devon and Mitchell. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus and other documents filed by Devon and Mitchell with the SEC at the SEC's web site at www.sec.gov. The definitive joint proxy statement/prospectus and such other documents (relating to Devon) may also be obtained for free from Devon when they become available by directing such request to: Devon Energy Corporation, 20 North Broadway, Suite 1500, Oklahoma City, Oklahoma 73102-8260, Attention: Investor Relations, telephone: (405) 552-4570, e-mail: judy.roberts@devon.com. The definitive joint proxy statement/prospectus and such other documents (relating to Mitchell) may also be obtained for free from Mitchell when they become available by directing such request to: Mitchell Energy & Development Corp., 2001 Timberloch Place, The Woodlands, Texas 77380, Attention: Investor Relations, telephone: (713) 377-6625, e-mail: mndpr@mitchellenergy.com.

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*Filed by Devon Energy Corporation
Pursuant to Rule 425 under the Securities Act of 1933
And deemed filed pursuant to Rule 14a-12
Of the Securities Exchange Act of 1934
Subject Company: Mitchell Energy & Development Corp.
Commission File No. 333-68694*



20 North Broadway, Suite 1500
Oklahoma City, Oklahoma 73102-8260

Anderson Exploration Ltd.
Suite 1600, 324 8th Avenue SW
Calgary, Alberta T2P 2Z5

NEWS RELEASE

FOR IMMEDIATE RELEASE

Devon investor and media contacts:
(405) 552-4526 or (405) 552-4570

Zack Hager
Manager, Investor Relations

Anderson investor and media contacts:
(403) 232-7100

J. C. Anderson
Chairman & Chief Executive Officer

Brian H. Dau
President & Chief Operating Officer

David G. Scobie
Senior Vice President & Chief Financial Officer

**DEVON ENERGY TO ACQUIRE ANDERSON EXPLORATION AND BECOME
NORTH AMERICA'S LARGEST INDEPENDENT PRODUCER OF
OIL AND NATURAL GAS**

OKLAHOMA CITY, and CALGARY, ALBERTA — SEPTEMBER 4, 2001 — Devon Energy Corporation (AMEX:DVN, TSE:NSX) and Anderson Exploration Ltd. (TSE:AXL, NYSE:AXN) announced today that the boards of directors of both companies have unanimously approved an acquisition agreement. Pursuant to the agreement, Devon has agreed to acquire the outstanding common shares of Anderson for C\$40.00 (US\$25.80*) per share in cash. The aggregate value of the offer, including Devon's assumption of approximately US\$1.2 billion of debt and other obligations of Anderson, is approximately US\$4.6 billion.

In the Anderson transaction, Devon will acquire estimated proved reserves of 532 million barrels of oil equivalent and approximately eight million net undeveloped acres. Devon has allocated \$680 million of the aggregate purchase price to Anderson's undeveloped acreage and seismic data.

This agreement follows Devon's August 14, 2001 announcement that it intends to acquire Mitchell Energy & Development Corp. for a total of US\$3.5 billion. Upon successful completion

of both transactions, Devon will be the largest independent producer of oil and natural gas in North America. Both transactions are expected to close in the fourth quarter of 2001. Devon and Mitchell expect to amend the preliminary joint proxy statement/prospectus that has been filed with the SEC. The amended joint proxy statement/prospectus will include the pro forma effects of the Anderson acquisition. Neither the Mitchell nor the Anderson transactions are conditional upon each other.

“Expanding our presence in Canada has been an important objective for Devon,” said J. Larry Nichols, Devon’s Chairman, President and CEO. “Anderson was at the top of our list of acquisition opportunities. J. C. Anderson has built an exceptional, gas-weighted production platform with powerful exploration potential. Combining Anderson with our existing Canadian organization firmly establishes Devon in Canada. Following this transaction and our pending acquisition of Mitchell Energy, Devon will be in position to deliver strong production and reserve growth for years to come.”

George P. Mitchell, Chairman and CEO of Mitchell Energy & Development Corp., said, “Speaking as someone who looks forward to becoming Devon’s largest shareholder, I fully support the acquisition of Anderson. This transaction creates the preeminent North American independent.”

Canadian Operations

Devon’s Canadian operations are conducted by its wholly-owned subsidiary headquartered in Calgary. Anderson’s operations will be merged with Devon’s Canadian operations.

John Richels, President and CEO of Devon’s Canadian subsidiary, commented, “By combining our existing Canadian staff with Anderson’s, we will build one of the strongest workforces in the Canadian oilpatch. We expect a very smooth integration of Anderson’s staff and properties and anticipate a great future for Devon in Canada.”

J. C. Anderson, Chairman and CEO of Anderson, said, “Our goal has always been to provide the best possible return for our shareholders. Devon’s offer reflects the quality of Anderson’s people and our outstanding exploration potential. Over the past two years, Anderson has been the most active exploratory driller in Canada. I believe the organization we have created will be in very good hands with Devon.”

Impact of the Anderson Transaction

The following comparisons are made relative to Devon assuming the combination with Mitchell had already been completed:

- Devon expects the acquisition of Anderson to be accretive to reserves per share, production per share and cash margin per share, and dilutive to earnings per share in the near-term.
- The transaction would increase proved reserves by 35 percent to approximately two billion barrels of oil equivalent. North American reserves would increase to 87 percent of Devon’s worldwide reserves. This would give Devon more North American oil and gas reserves than any other independent oil and gas producer.

- North American gas production would increase from 1.6 billion cubic feet per day to 2.2 billion cubic feet per day. This would make Devon the largest independent producer of natural gas in North America.
- North American liquids production would increase from 125 thousand barrels per day to approximately 180 thousand barrels per day. This would make Devon the largest independent producer of oil and natural gas liquids in North America.
- The Anderson properties would complement Devon's existing Canadian asset base in the Peace River Arch, Foothills and Northern Plains areas. Canadian reserves would increase to 32 percent of the total company.
- Anderson holds eight million net undeveloped acres in Canada. This includes six million acres in the Western Canadian Sedimentary Basin. It also includes two million acres in northern Canada with holdings in the Northwest Territories, the Yukon, the Mackenzie Delta and the Beaufort Sea. These frontier regions are believed to hold some of the largest remaining undeveloped oil and gas deposits in North America.

Financing

Devon has arranged to finance the purchase of Anderson, and the cash portion of the acquisition of Mitchell, with a five-year amortizing loan facility of approximately US\$6 billion. Devon also expects to issue long-term debt. The proceeds of the long-term debt offering would be used to prepay the first two to three years of amortization of the five-year loan facility. Devon also announced that it has suspended its share repurchase program.

Major Terms and Conditions

Under the terms of the agreement, a subsidiary of Devon will offer to purchase all the outstanding common shares of Anderson for C\$40.00 (US\$25.80*) per share in cash. Anderson's board of directors has unanimously voted to recommend that all Anderson shareholders tender their shares. The tender offer is contingent upon receiving at least two-thirds of Anderson's outstanding shares and other usual conditions. Upon the expiration of the tender offer, Devon intends to acquire the balance of Anderson's shares by compulsory acquisition or a second step transaction for the same cash price as the tender offer.

Both Devon's and Anderson's financial advisors have rendered opinions concerning the transaction. The advisors have determined that the offer is fair, from a financial point of view, to the shareholders of Devon and Anderson, respectively.

The acquisition agreement provides that Anderson will pay Devon a non-completion fee of C\$210 million (US\$135 million*) in certain circumstances. Anderson has agreed not to solicit further offers and has reserved the right to respond to a superior proposal, should one be forthcoming.

Other Terms and Conditions

The transaction is subject to U.S. and Canadian regulatory approvals and other customary closing conditions. The offering circular associated with the transaction is expected to be mailed to Anderson's shareholders as soon as practicable. The offer will expire 35 days

thereafter. Completion of the transaction is expected in the fourth quarter of 2001. Anderson has agreed to waive the application of its shareholders' rights plan to Devon's offer.

Conference Call and Investor Presentation

Devon will discuss this transaction in a conference call webcast today. The conference call webcast will begin at 8:00 am Central Time (9:00 am Eastern Time). The webcast may be accessed from Devon's homepage at www.dvn.com. Devon will also host a meeting of investors and analysts at 11:00 am Central Time (12:00 pm Eastern Time). That webcast may also be accessed on Devon's homepage at www.dvn.com.

Anderson Exploration Ltd. is a Calgary-based independent senior oil and natural gas producer engaged in exploration, acquisition, development and production in western and northern Canada. It trades on both The Toronto Stock Exchange (TSE:AXL) and the New York Stock Exchange (NYSE:AXN).

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FORWARD-LOOKING STATEMENTS

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* Currency conversion calculated at the rate of .645 U.S. dollar for each Canadian dollar.

###

devon ENERGY

Acquires



ANDERSON
EXPLORATION LTD.

Risk Factors

Information provided in this presentation includes “forward-looking statements” as defined by the SEC. Forward-looking statements are identified as “forecasts, projections, estimates, plans, expectations, etc.” and are subject to a variety of risk factors. For representative risk factors that could cause Devon’s actual results to differ materially from the estimates contained herein, see Form 10-K for the year-ended December 31, 2000.

Transaction Summary

- Purchase of Anderson by Devon
- Terms: All cash tender of C\$40 per Anderson share
 - US\$ 3.4 billion cash tender
 - US\$ 1.2 billion net debt and other obligations
 - US\$ 4.6 billion total transaction
- Expected close: 40 - 50 days

Path to Completion

Early September: Commence Anderson tender offer

Mid-September: File amended proxy (Mitchell)

Late October: Close Anderson tender offer

Fourth quarter: Complete Mitchell acquisition



The Numbers Work

Anderson Impact

Cash flow/share +31%

Reserves/share +35%

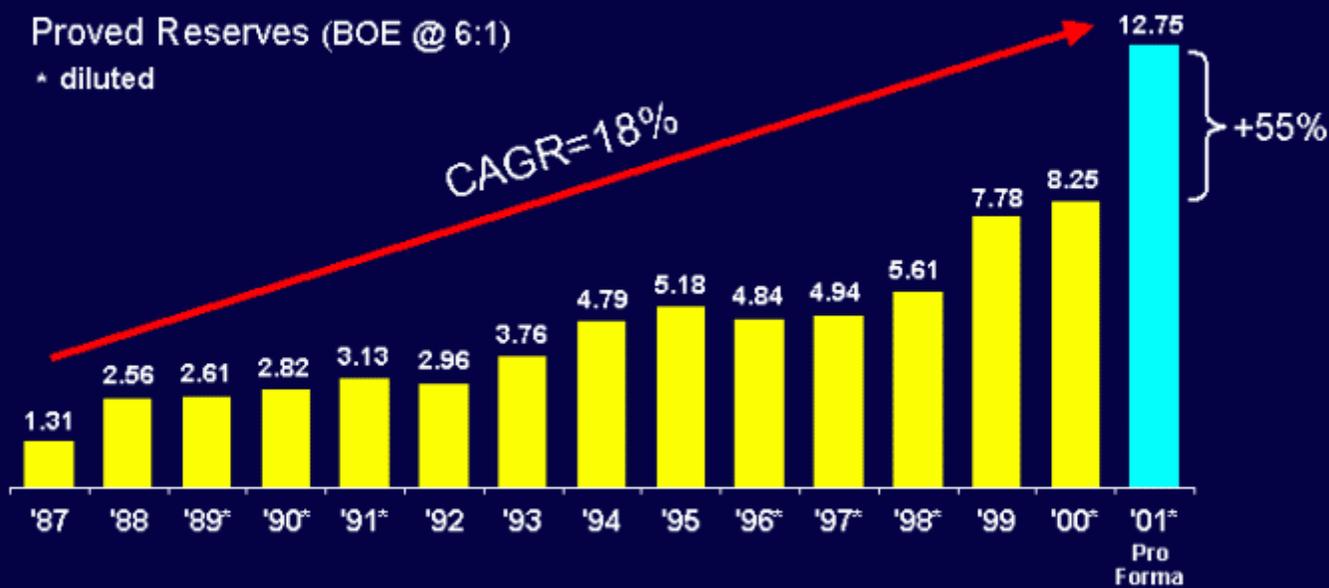
Production/share +40%

Note: Cash flow and production per share represent quarter ended 6/30/01 for Devon, Mitchell and Anderson combined as compared to the same period for Devon and Mitchell combined. Reserves per share compare Devon, as of 12/00, Mitchell as of 6/01 and Anderson as of 08/01 to Devon and Mitchell combined.

Reserves Per Common Share

Proved Reserves (BOE @ 6:1)

* diluted



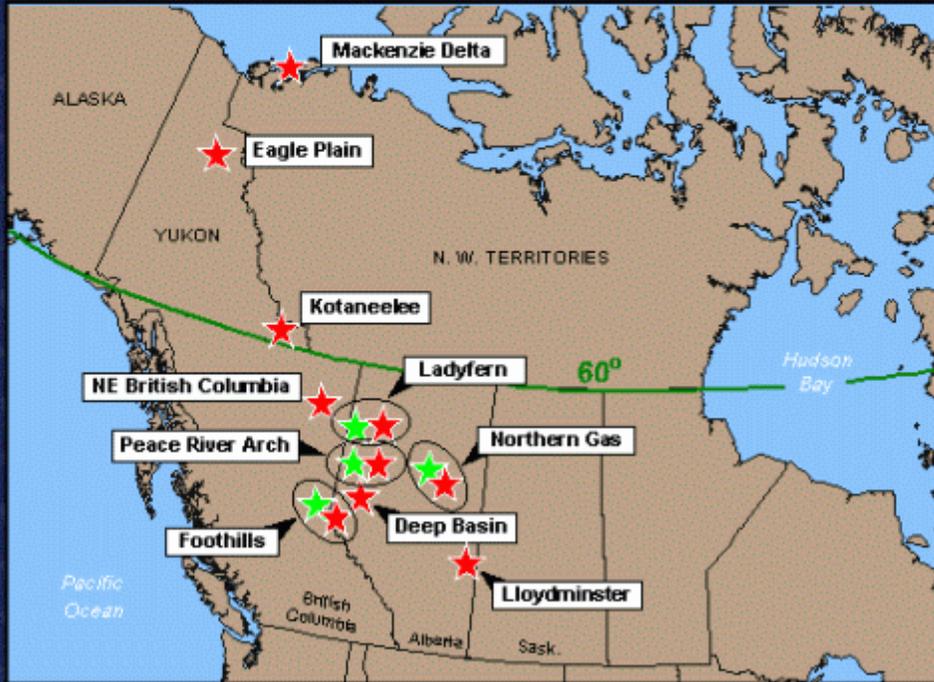
■ Pro forma reserves combine Devon, as of 12/00, Mitchell as of 6/01 and Anderson as of 08/01. Pro forma shares include 30.2 MM for Mitchell less shares repurchased by Devon through 2001 repurchase program.

Note: 1987-1997 represents historical Devon as reported prior to the 1998 Northstar merger. 1998-1999 represents historical Devon as reported prior to the 2000 Santa Fe Snyder merger.

The Assets Work

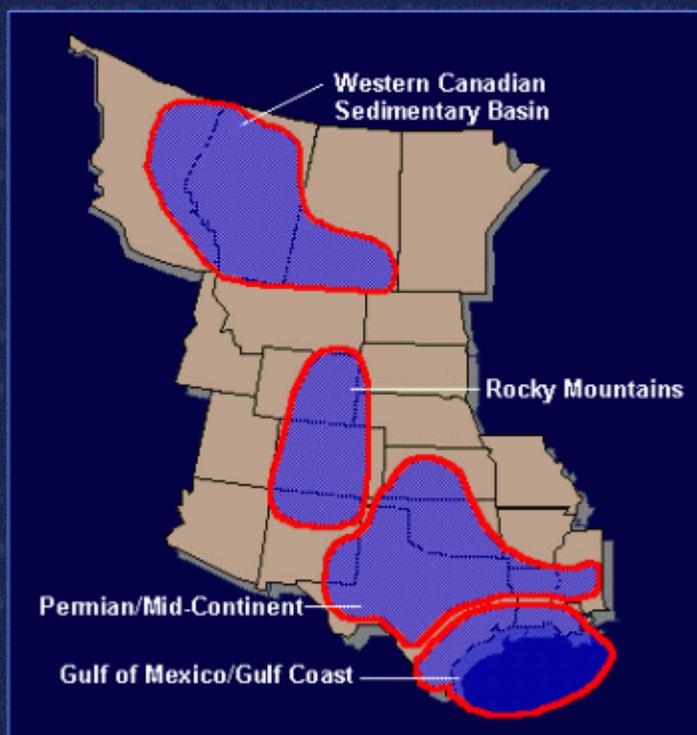
- Expands North American reserves base
- Anderson: 5th largest Canadian independent gas producer
 - 532 MMBOE of proved reserves
- Preeminent Canadian exploration portfolio
- Largest exploratory driller in Canada
- Strong overlap with Devon's existing Canadian operations

Complementary Canadian Assets



★ Devon
★ Anderson

North American Core Areas

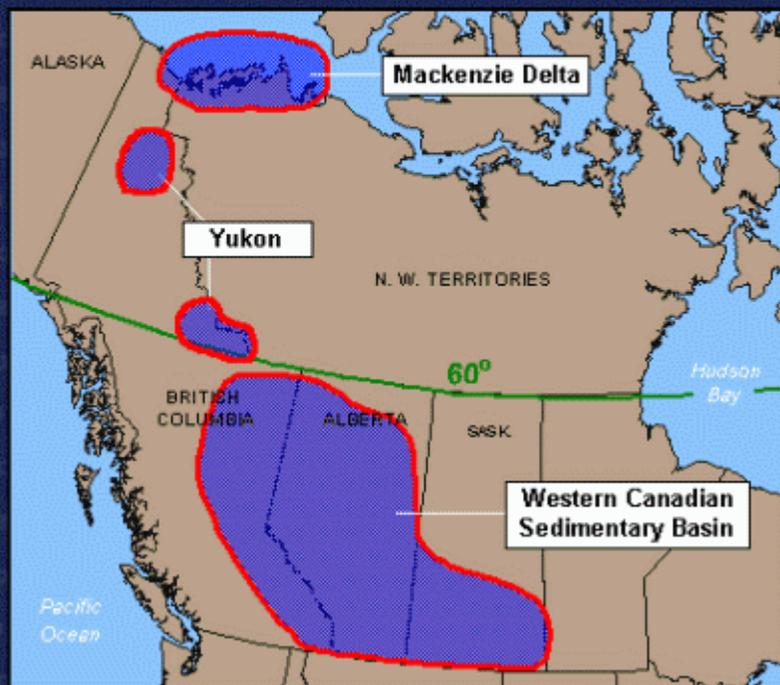


Percent of Total Reserves

	Devon 12/31/00	Pro Forma
Permian/Mid-Continent	28%	34%
Rocky Mountains	24%	13%
Gulf of Mexico/Gulf Coast	12%	8%
Canada	11%	32%
Total North America	75%	87%

Note: Pro forma reserves combine Devon, as of 12/00, Mitchell as of 6/01 and Anderson as of 8/01.

Anderson Exploration Potential



- Western Canadian Sedimentary Basin:
 - 6 MM net undeveloped acres
- North of 60°:
 - 2 MM net undeveloped acres
 - Largest Mackenzie Delta position
- Seismic:
 - 348,000 miles of 2D
 - 6,600 square miles of 3D

Foothills



- High impact targets:
 - Narraway
 - Cabin Creek
 - Bighorn
- 340,000 net undeveloped acres
- Expanding infrastructure in key areas
- Prospect size: > 50 BCF

Deep Basin



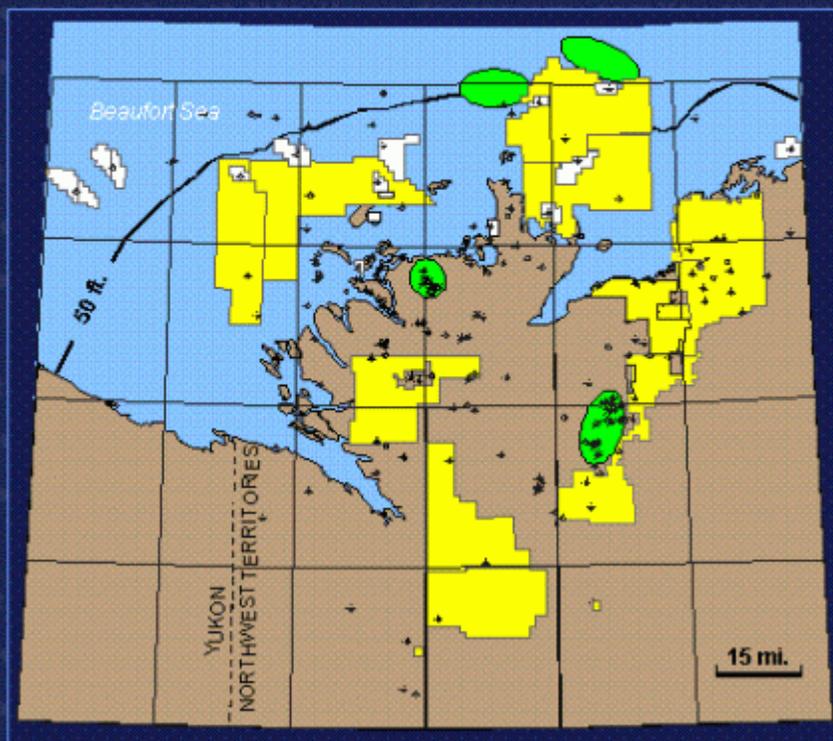
- Large, multi-zone targets
- 670,000 net undeveloped acres
- Controls gathering and processing infrastructure

Peace River Arch



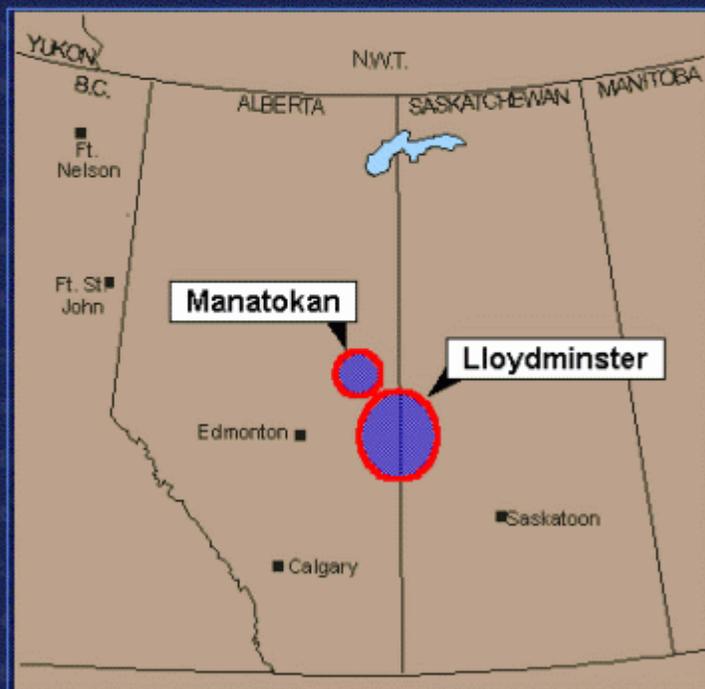
- Multi-zone exploitation and exploration
- 784,000 net undeveloped acres
- Light oil growth potential

Mackenzie Delta



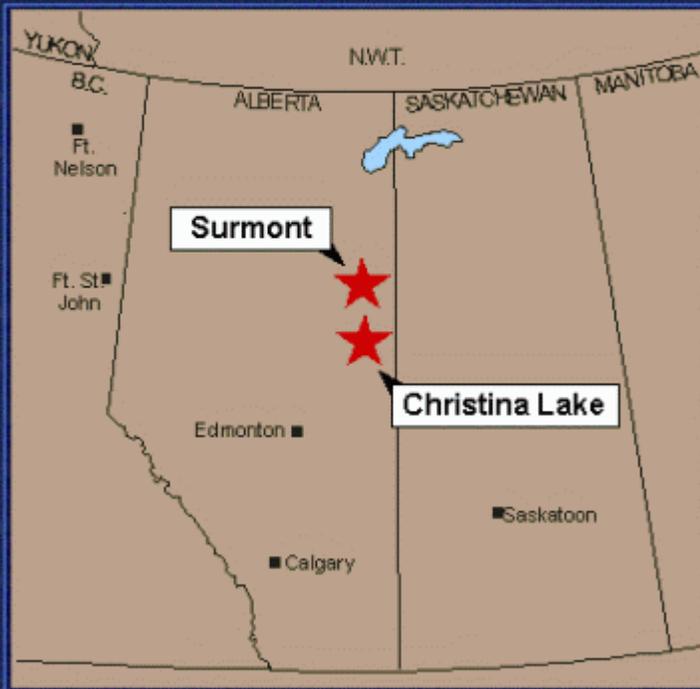
- Largest land holder
 - interest in 48% of Mackenzie Delta
 - 2 MM net acres north of 60°
- Large, high-impact targets
- 4 well per year program

Heavy Oil – Cold Flow



- 138,000 net undeveloped acres
- 600+ drilling locations
- Doubled net production in last 12 months to 17,000 Boe/d

Heavy Oil – Thermal



- Surmont:
 - 13% WI w/ Conoco
 - 1 billion barrel gross potential
 - 100,000 Bbls/d gross by 2014
- Christina Lake:
 - 300 million barrels net potential
- No booked reserves

Purchase Price



- Total equity: US\$ 3.4 billion
 - 51.5% premium to 8/31/01 closing price
 - 4.7% premium to 52 week high
 - 24.9% premium to average year to date
- Net debt and liabilities assumed: US\$ 1.2 billion

Purchase Price Allocation

Total purchase price	\$4.6 billion
Mackenzie Delta @ cost	\$80 MM
6 MM net undeveloped acres & seismic	\$600 MM
Proved reserves	532 MMBOE
Purchase price / BOE	\$7.37

Initial Financing

- 5 year term loan: \$6 billion
- Rate: LIBOR + 0.75% to 1.00%
 - 4.21% to 4.46% currently
- Back-end weighted amortization:
 - Year 1: \$0.9 billion
 - 2: 1.1 billion
 - 3: 1.2 billion
 - 4: 1.2 billion
 - 5: 1.6 billion
- Initial debt to total capitalization: 62%

Refinancing

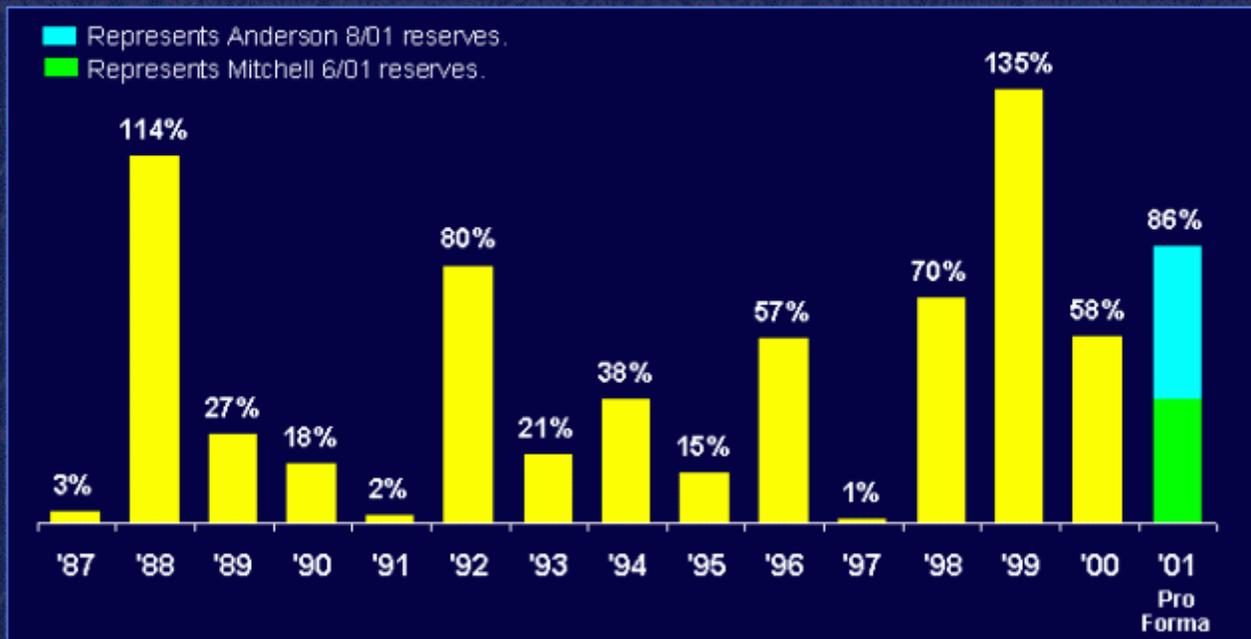
- Access 144A bond market
- 10 - 30 year maturities
- \$2 to \$3 billion offering
- Prepay front-end amortization
- Maintain investment grade rating

Debt Reduction Plan

- Cash flow from operations
- \approx \$1 billion non-core property sales

- Mitchell & Anderson: well-run companies
- Separate U.S. & Canadian integration teams
- Mitchell + Anderson: \approx \$50 MM synergies

Reserve Growth from M&A*



* Proved reserves added from mergers and acquisitions expressed as a % of beginning of the year reserves. Years 1987-1997 represents historical Devon as reported prior to the 1998 Northstar merger. 1998-1999 represents historical Devon as reported prior to the 2000 Santa Fe Snyder merger.

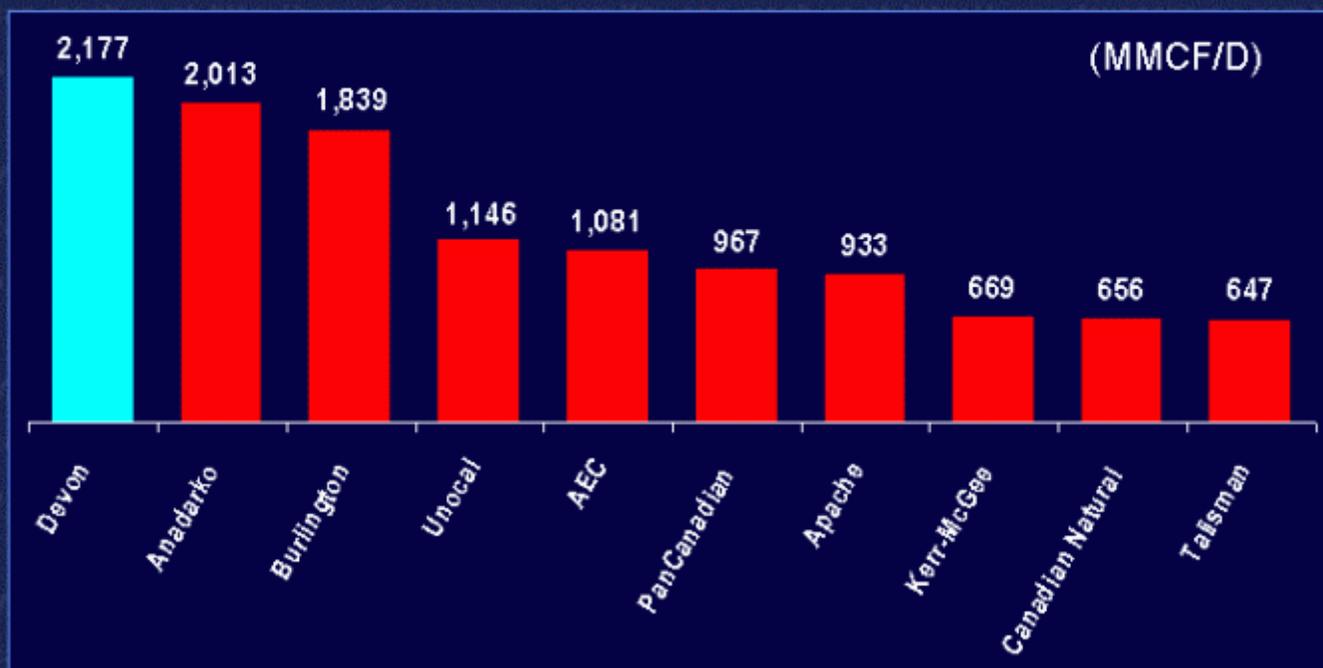


Combined Company

Proved Reserves:	2,044 MMBOE
Reserve Profile:	87% North America 13% International
Production Mix:	64% gas / 36% liquids
R/P Ratio ⁽¹⁾ :	9.8 years

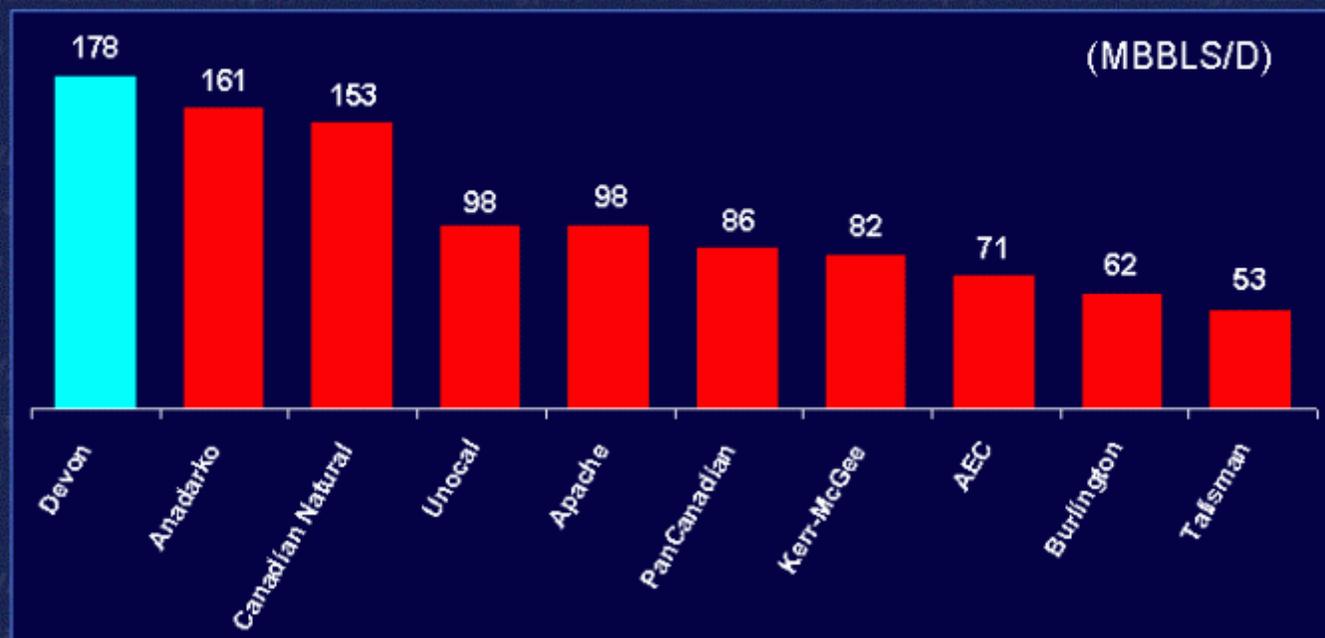
(1) Combined Devon 12/31/00, Mitchell 6/30/01 and Anderson 8/01/01 reserves divided by annualized combined quarterly production for the quarter ended 6/30/01.

North American Natural Gas Production



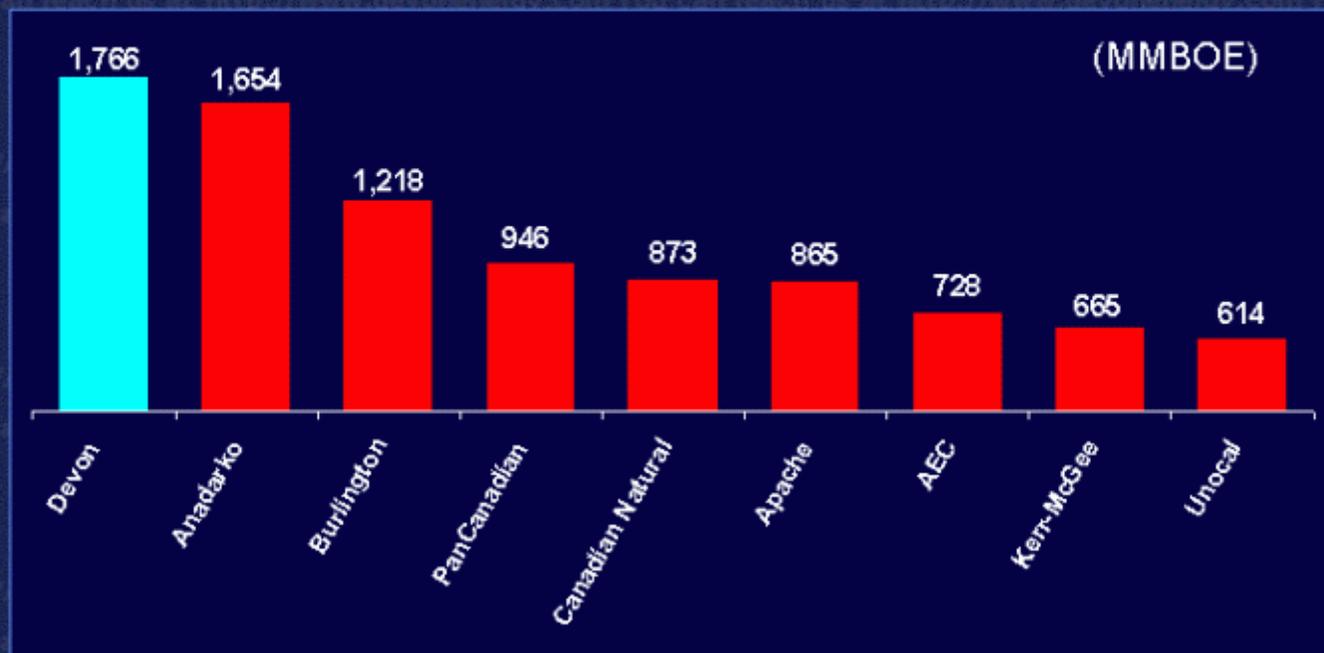
Note: Independent North American comparison. Data for quarter ended 6/30/01 adjusted for major acquisitions.
Source: UBS Warburg

North American Liquids Production



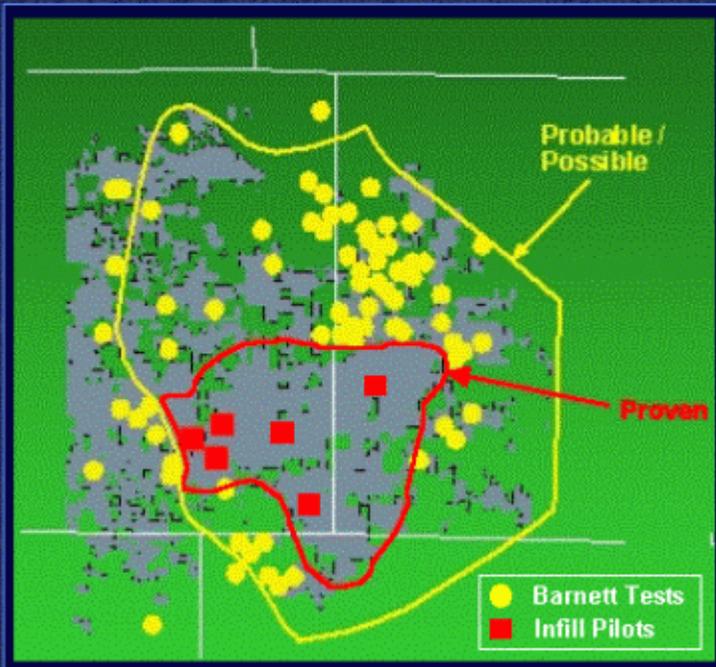
Note: Independent North American comparison. Data for quarter ended 6/30/01 adjusted for major acquisitions.
Source: UBS Warburg

Total North American Reserves



Note: Independent North American comparison. Data for quarter ended 6/30/01 adjusted for major acquisitions.
Source: UBS Warburg

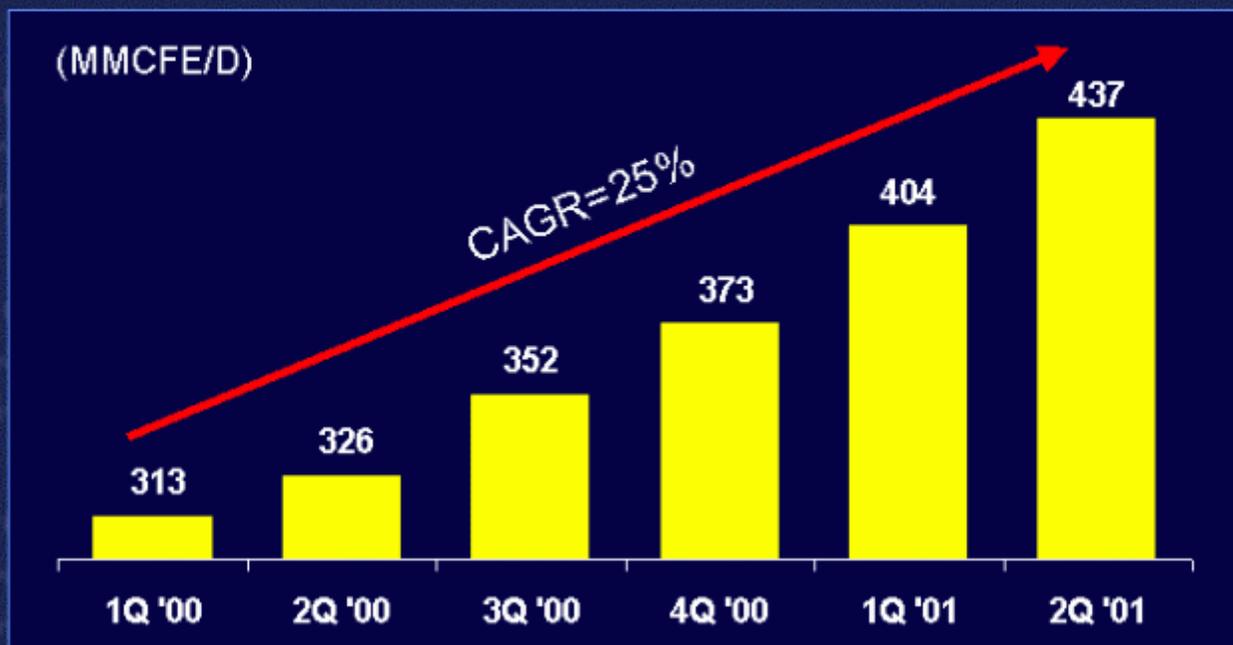
Barnett Shale



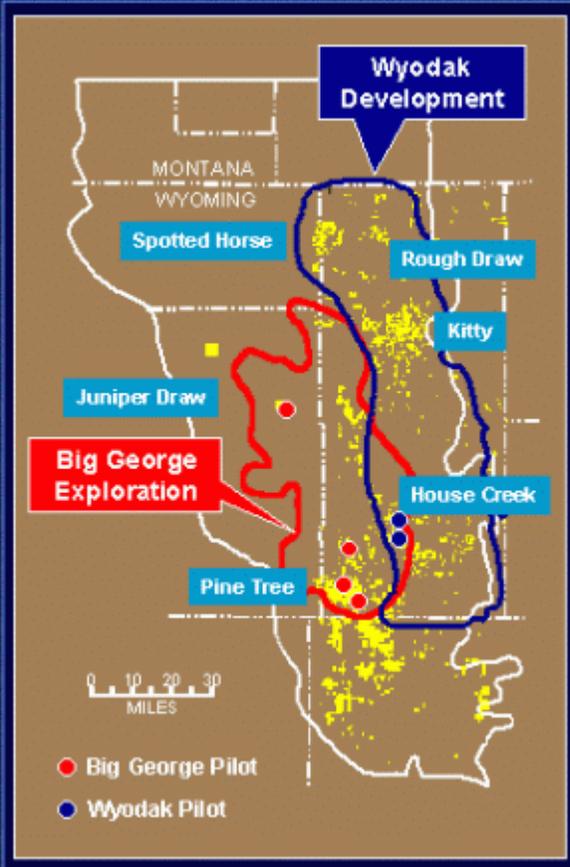
- 2.1 TCFE proved reserves (8% of gas in place)
- Long-lived development
- Strategic market access
- 230,000 net acres
- WI >90%



Mitchell Production Growth



Powder River Basin

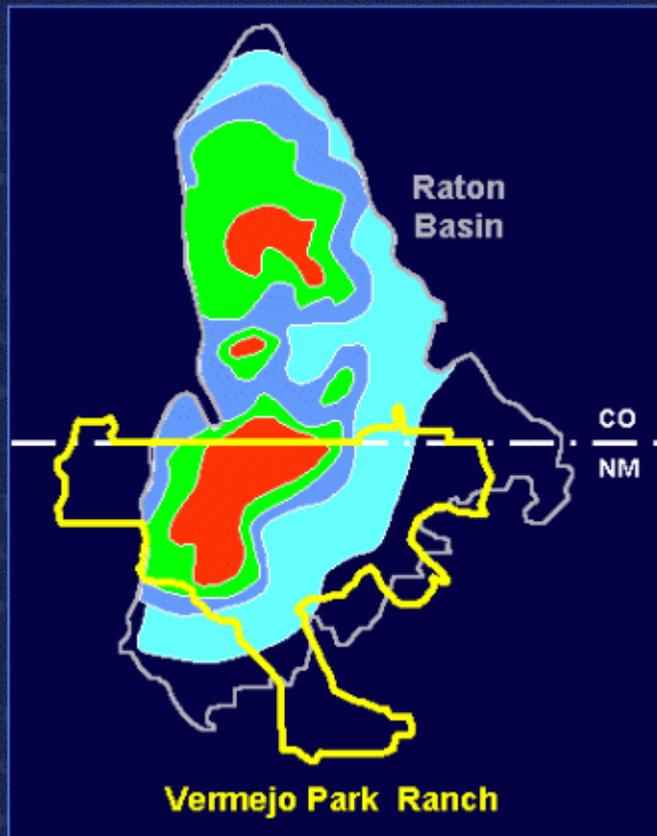


- Dominant acreage position
- Increasing volumes
- High operating margins
- High working interest



Raton Basin

- WI=25%, NRI=42%
- 280,000 gross acres (minerals)
- 0.5-1.0 TCF net target

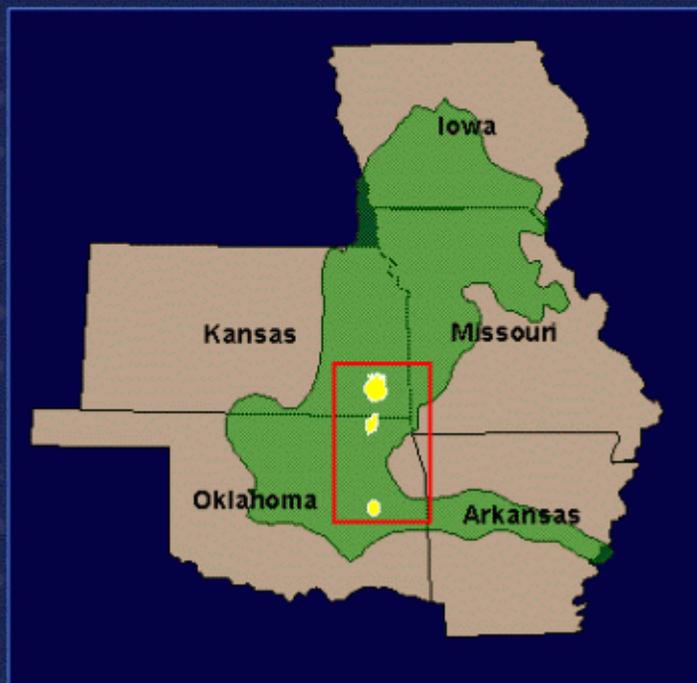


Coal seam
thickness:

- > 80 FEET
- > 60 FEET
- > 40 FEET
- > 20 FEET

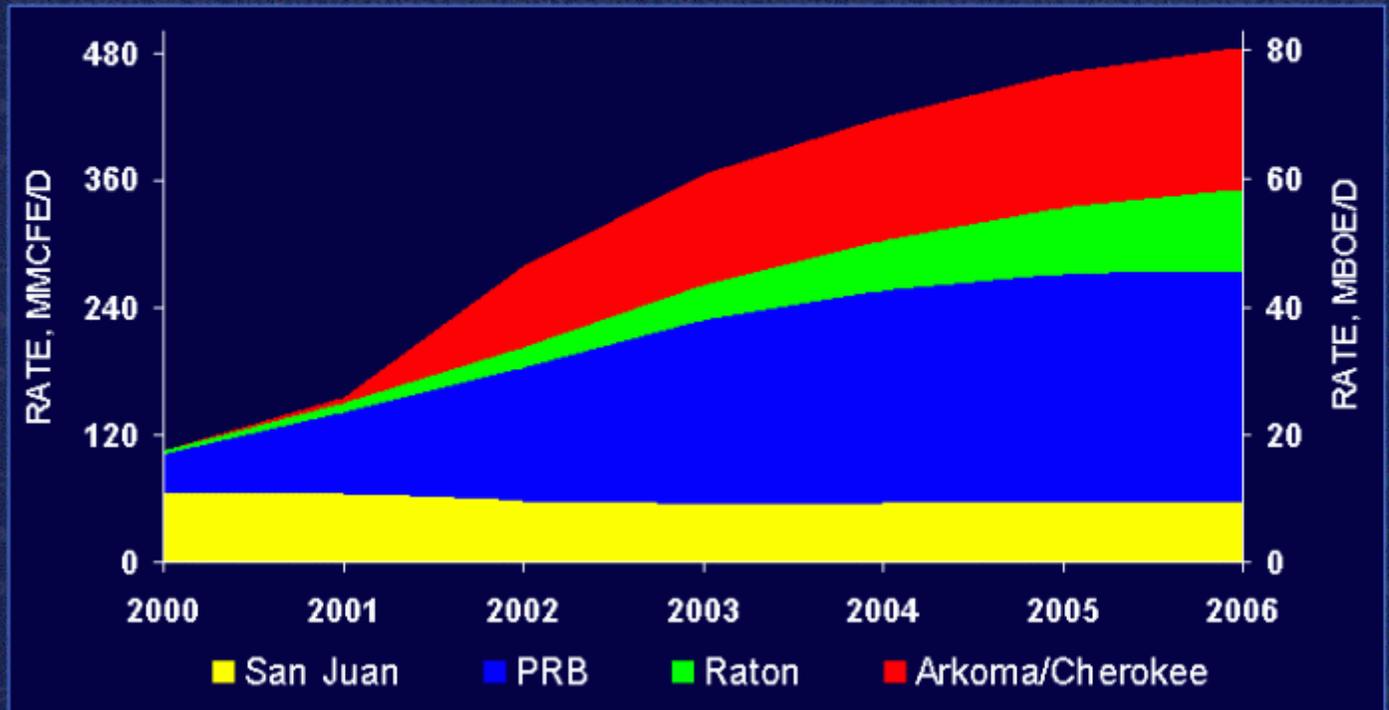


Cherokee Basin CBM

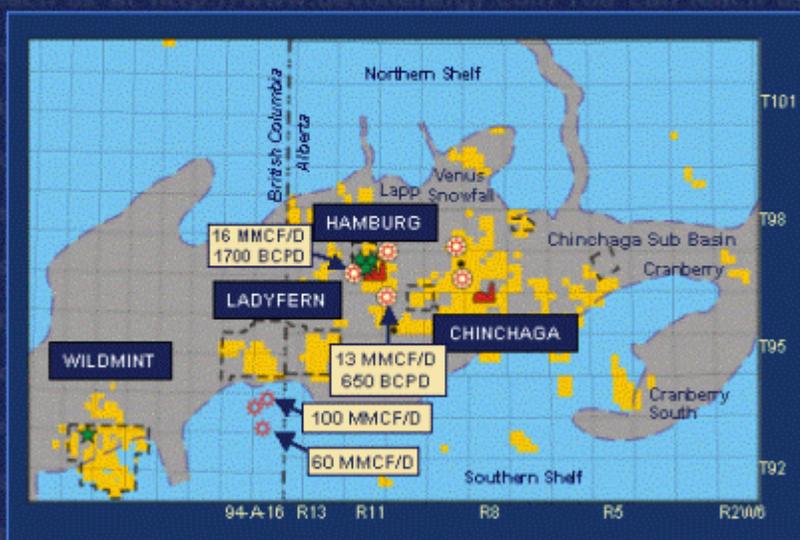


- 374,000 net acres
- Geology:
 - Depths 800 - 3,000'
 - Pennsylvanian coals
- Current Status:
 - 3 rigs drilling; acquiring fourth
 - Drilling
 - 2001: 100 wells
 - 2002: 400 - 500 wells

Coalbed Methane Target Rates

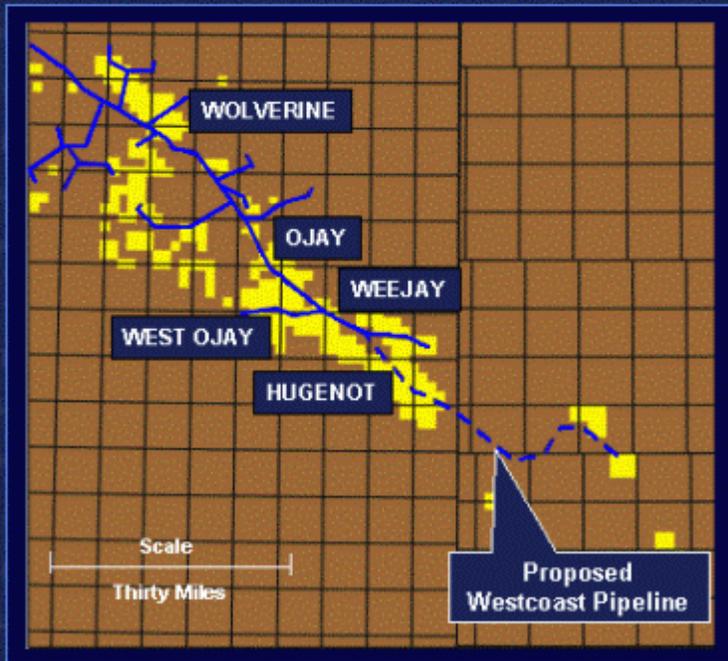


Ladyfern Area



- High-impact exploration
- Large strategic land position
- Multiple targets of 5-30 BCF
- Attractive liquids/gas ratios
- Moderate well cost
- Six recent 3D programs

Northern Foothills



- High impact exploration joint venture with BP
- Deep structural gas targets
- Six stacked play types
- Significant early success
- Coalbed methane potential



International Upside

- West Africa (Gabon, Congo, Ghana)
- South China Sea (Block 27-10)
- Indonesian gas sales
- Azerbaijan full field development

Summary

- Preeminent North American independent
- Low-risk internal growth opportunities
- High-potential exploration upside
- Track record of per share growth

devon

The *Preeminent* North American
Independent.

Investors and security holders are advised to read the definitive joint proxy statement/prospectus that will be included in the Registration Statement on Form S-4 filed with the Securities and Exchange Commission in connection with the proposed transaction because it will contain important information. A preliminary joint proxy statement/prospectus has been filed with the SEC by Devon and Mitchell. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus and other documents filed by Devon and Mitchell with the SEC at the SEC's web site at www.sec.gov. The definitive joint proxy statement/prospectus and such other documents (relating to Devon) may also be obtained for free from Devon when they become available by directing such request to: Devon Energy Corporation, 20 North Broadway, Suite 1500, Oklahoma City, Oklahoma 73102-8260, Attention: Investor Relations, telephone: (405) 552-4570, e-mail: judy.roberts@dvn.com. The definitive joint proxy statement/prospectus and such other documents (relating to Mitchell) may also be obtained for free from Mitchell when they become available by directing such request to: Mitchell Energy & Development Corp., 2001 Timberloch Place, The Woodlands, Texas 77380, Attention: Investor Relations, telephone: (713) 377-6625, e-mail: mndpr@mitchellenergy.com.

Devon, its directors, executive officers and certain members of management and employees may be considered "participants in the solicitation" of proxies from Devon's shareholders in connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Devon's Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the proxy statement/prospectus when it becomes available.

Mitchell, its directors, executive officers and certain members of management and employees may be considered "participants in the solicitation" of proxies from Mitchell's shareholders in connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Mitchell's Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the proxy statement/prospectus when it becomes available.

devon ENERGY

Acquires



EXHIBIT 99.5

Filed by Devon Energy Corporation
Pursuant to Rule 425 under the Securities Act of 1933
And deemed filed pursuant to Rule 14a-12
Of the Securities Exchange Act of 1934
Subject Company: Mitchell Energy & Development Corp.
Commission File No. 333-68694

[DEVON ENERGY CORPORATION LETTERHEAD]

NEWS RELEASE

FOR IMMEDIATE RELEASE

MEDIA CONTACTS: VINCE WHITE
VP COMMUNICATIONS AND INVESTOR RELATIONS
(405) 552-4505

INVESTOR CONTACTS: ZACK HAGER
MANAGER, INVESTOR RELATIONS
(405) 552-4526

**DEVON ENERGY PROPOSES PRIVATE PLACEMENT
OF SENIOR NOTES**

OKLAHOMA CITY, OKLAHOMA, SEPTEMBER 20, 2001 -- Devon Energy Corporation (AMEX: DVN; TSE:NSX) announced today that Devon Financing Corporation, U.L.C. proposes to make a private placement of up to \$3 billion in senior notes. The senior notes will be fully and unconditionally guaranteed by Devon Energy Corporation. The senior notes are intended to

finance a portion of the purchase price and costs of Devon's acquisitions of Anderson Exploration Ltd. and Mitchell Energy & Development Corp., and to the extent not used, for general corporate purposes. The company anticipates closing the offering later this month or early in October.

This news release does not constitute an offer to sell or the solicitation of an offer to buy securities. The offering is being made only to qualified institutional buyers under Rule 144A and to persons outside the United States in reliance on Regulation S. The securities have not been registered under United States or state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

Devon Energy Corporation is an independent energy company engaged in oil and gas exploration, production and property acquisitions. Devon ranks among the top five U.S.-based independent oil and gas producers and is included in the S&P 500 Index. Shares of Devon Energy Corporation trade on the American Stock Exchange under the symbol DVN. Devon's exchangeable shares (resulting from Northstar, Devon's wholly-owned Canadian operating unit) trade on The Toronto Stock Exchange under the symbol NSX.

**NOTICE TO INVESTORS CONCERNING DEVON'S PLANS TO ACQUIRE
MITCHELL ENERGY**

Investors and security holders are advised to read the definitive joint proxy statement/ prospectus that will be included in the Registration Statement on Form S-4 filed with the Securities and Exchange Commission in connection with the proposed transaction because it will contain important information. A preliminary joint proxy statement/prospectus, which will be amended, has been filed with the SEC by Devon and Mitchell. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus and other documents filed by Devon and Mitchell with the SEC at the SEC's web site at www.sec.gov. The definitive joint proxy statement/prospectus and such other documents (relating to Devon) may also be obtained for free from Devon when they become available by directing such request to: Devon Energy Corporation, 20 North Broadway, Suite 1500, Oklahoma City, Oklahoma 73102-8260, Attention: Investor Relations, telephone: (405) 552-4570, e-mail: judy.roberts@dvn.com. The definitive joint proxy statement/prospectus and such other documents (relating to Mitchell) may also be obtained for free from Mitchell when they become available by directing such request to: Mitchell Energy & Development Corp., 2001 Timberloch Place, The Woodlands, Texas 77380, Attention: Investor Relations, telephone: (713) 377-6625, e-mail: mndpr@mitchellenergy.com.

Devon, its directors, executive officers and certain members of management and employees may be considered "participants in the solicitation" of proxies from Devon's shareholders in connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Devon's Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the definitive proxy statement/prospectus when it becomes available.

Mitchell, its directors, executive officers and certain members of management and employees may be considered "participants in the solicitation" of proxies from Mitchell's shareholders in connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Mitchell's Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the definitive proxy statement/prospectus when it becomes available.

###

EXHIBIT 99.6

**FILED BY DEVON ENERGY CORPORATION
PURSUANT TO RULE 425 UNDER THE SECURITIES ACT OF 1933
AND DEEMED FILED PURSUANT TO RULE 14A-12
OF THE SECURITIES EXCHANGE ACT OF 1934
SUBJECT COMPANY: MITCHELL ENERGY & DEVELOPMENT CORP.
COMMISSION FILE NO. 333-68694**

[DEVON ENERGY CORPORATION LOGO] [DEVON ENERGY CORPORATION LETTERHEAD]

NEWS RELEASE

FOR IMMEDIATE RELEASE

MEDIA CONTACTS: VINCE WHITE
 VP COMMUNICATIONS AND INVESTOR RELATIONS
 (405) 552-4505

INVESTOR CONTACTS: ZACK HAGER
 MANAGER, INVESTOR RELATIONS
 (405) 552-4526

DEVON ENERGY UPDATES OIL AND GAS HEDGING POSITIONS

OKLAHOMA CITY, OKLAHOMA, SEPTEMBER 25, 2001 -- Devon Energy Corporation (AMEX: DVN; TSE: NSX) announced today that it has entered into various financial transactions concerning some of its 2001 and 2002 oil and natural gas production. Certain portions of Devon's 2001 and 2002 oil and natural gas production were previously hedged by prior agreements. Devon disclosed those agreements in SEC Form 8-K dated January 29, 2001. The following describes transactions entered into since that previous disclosure and the aggregate effect of all the transactions now in place.

FIXED PRICES - OIL PRODUCTION

For the fourth quarter of 2001, Devon recently entered into price swaps covering approximately 15,000 barrels of oil per day at an average price of \$27.10 per barrel. The price swaps will be settled utilizing the monthly average of the closing prices of the New York Mercantile Exchange's (NYMEX) light sweet crude contract.

In aggregate, including previously disclosed transactions, Devon has downside price protection in place for approximately 25,000 barrels per day in the fourth quarter of 2001 at an average price of \$22.96 per barrel. For comparison, Devon's second quarter 2001 actual oil production was approximately 110,000 barrels of oil per day.

For 2002, Devon recently entered into price swaps covering approximately 8,000 barrels per day at an average price of \$25.50 per barrel. Devon also recently entered into costless collars

covering approximately 20,000 barrels per day at average floor and ceiling prices of \$23.00 and \$28.19 per barrel, respectively.

In aggregate, including previously disclosed transactions, Devon has downside price protection in place for approximately 35,000 barrels of oil per day in 2002. This downside protection is at an average price of \$22.36 per barrel.

FIXED PRICES - NATURAL GAS PRODUCTION

For the fourth quarter of 2001 and the first six months of 2002, Devon recently entered into costless collars covering approximately 149,000 million British thermal units (mmbtu) of natural gas per day. The average floor and ceiling prices for the costless collars are \$2.89 and \$4.39 per mmbtu, respectively. The costless collars will be settled using the first of the month published index prices in the regions in which the gas is produced.

In aggregate, including previously disclosed transactions, Devon has downside price protection in place for approximately 326,000 mmbtu per day in the fourth quarter of 2001 at an average price of \$3.18 per mmbtu. For comparison, Devon's second quarter 2001 actual production was approximately 1,192,000 thousand cubic feet of gas per day.

In aggregate, including previously disclosed transactions, Devon has downside price protection in place for approximately 466,000 mmbtu of gas per day in 2002. This downside price protection is at an average price of \$3.18 per mmbtu.

Devon Energy Corporation is an independent energy company engaged in oil and gas exploration, production and property acquisitions. Devon ranks among the top five U.S.-based independent oil and gas producers and is included in the S&P 500 Index. Shares of Devon Energy Corporation trade on the American Stock Exchange under the symbol DVN. Devon's exchangeable shares (resulting from Northstar, Devon's wholly-owned Canadian operating unit) trade on The Toronto Stock Exchange under the symbol NSX.

NOTICE TO INVESTORS CONCERNING DEVON'S PLANS TO ACQUIRE MITCHELL ENERGY

Investors and security holders are advised to read the definitive joint proxy statement/prospectus that will be included in the Registration Statement on Form S-4 filed with the Securities and Exchange Commission in connection with the proposed transaction because it will contain important information. A preliminary joint proxy statement/prospectus has been filed with the SEC by Devon and Mitchell. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus and other documents filed by Devon and Mitchell with the SEC at the SEC's web site at www.sec.gov. The definitive joint proxy statement/prospectus and such other documents (relating to Devon) may also be obtained for free from Devon when they become available by directing such request to: Devon Energy Corporation, 20 North Broadway, Suite 1500, Oklahoma City, Oklahoma 73102-8260, Attention: Investor Relations, telephone: (405) 552-4570, e-mail: judy.roberts@dvn.com. The definitive joint proxy statement/prospectus and such other documents (relating to Mitchell) may also be obtained for free from Mitchell when they

become available by directing such request to: Mitchell Energy & Development Corp., 2001 Timberloch Place, The Woodlands, Texas 77380, Attention: Investor Relations, telephone: (713) 377-6625, e-mail: mndpr@mitchellenergy.com.

Devon, its directors, executive officers and certain members of management and employees may be considered "participants in the solicitation" of proxies from Devon's shareholders in connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Devon's Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the definitive proxy statement/prospectus when it becomes available.

Mitchell, its directors, executive officers and certain members of management and employees may be considered "participants in the solicitation" of proxies from Mitchell's shareholders in connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Mitchell's Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the definitive proxy statement/prospectus when it becomes available.

###

**FILED BY DEVON ENERGY CORPORATION
PURSUANT TO RULE 425 UNDER THE SECURITIES ACT OF 1933
AND DEEMED FILED PURSUANT TO RULE 14a-12
OF THE SECURITIES EXCHANGE ACT OF 1934
SUBJECT COMPANY: MITCHELL ENERGY & DEVELOPMENT CORP.
COMMISSION FILE NO. 333-68694**

[DEVON ENERGY CORPORATION LETTERHEAD]

NEWS RELEASE

FOR IMMEDIATE RELEASE

MEDIA CONTACTS: VINCE WHITE

VP COMMUNICATIONS AND INVESTOR RELATIONS
(405) 552-4505

INVESTOR CONTACTS: ZACK HAGER

MANAGER, INVESTOR RELATIONS
(405) 552-4526

DEVON ENERGY ANNOUNCES WEBCAST TODAY

OKLAHOMA CITY, OKLAHOMA, SEPTEMBER 26, 2001 -- Devon Energy Corporation (AMEX: DVN; TSE: NSX) will hold a conference call webcast today at 3:00 pm Central Time (4:00 pm Eastern Time). The purpose of the webcast will be to address questions concerning the status of Devon's pending acquisitions of Mitchell Energy & Development Corp. and Anderson Exploration Ltd. Larry Nichols, Chairman, President and CEO, and other members of Devon's management will participate in the webcast.

You may access the webcast from Devon's homepage at www.dvn.com. Should you not be able to participate in the live webcast, it will be archived for 30 days on Devon's website.

Devon Energy Corporation is an independent energy company engaged in oil and gas exploration, production and property acquisitions. Devon ranks among the top five U.S.-based independent oil and gas producers and is included in the S&P 500 Index. Shares of Devon Energy Corporation trade on the American Stock Exchange under the symbol DVN. Devon's exchangeable shares (resulting from Northstar, Devon's wholly-owned Canadian operating unit) trade on The Toronto Stock Exchange under the symbol NSX.

**NOTICE TO INVESTORS CONCERNING DEVON'S PLANS TO ACQUIRE
MITCHELL ENERGY**

Investors and security holders are advised to read the definitive joint proxy statement/prospectus that will be included in the Registration Statement on Form S-4 filed with the Securities and Exchange Commission in connection with the proposed transaction because it will contain important information. A preliminary joint proxy statement/prospectus has been filed with the SEC by Devon and Mitchell. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus and other documents filed by Devon and Mitchell with the SEC at the SEC's web site at www.sec.gov. The definitive joint proxy statement/prospectus and such other documents (relating to Devon) may also be obtained for free from Devon when they become available by directing such request to: Devon Energy Corporation, 20 North Broadway, Suite 1500, Oklahoma City, Oklahoma 73102-8260, Attention: Investor Relations, telephone: (405) 552-4570, e-mail: judy.roberts@devon.com. The definitive joint proxy statement/prospectus and such other documents (relating to Mitchell) may also be obtained for free from Mitchell when they become available by directing such request to: Mitchell Energy & Development Corp., 2001 Timberloch Place, The Woodlands, Texas 77380, Attention: Investor Relations, telephone: (713) 377-6625, e-mail: mndpr@mitchellenergy.com.

Devon, its directors, executive officers and certain members of management and employees may be considered "participants in the solicitation" of proxies from Devon's shareholders in connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Devon's Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the definitive proxy statement/prospectus when it becomes available.

Mitchell, its directors, executive officers and certain members of management and employees may be considered "participants in the solicitation" of proxies from Mitchell's shareholders in connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Mitchell's Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the definitive proxy statement/prospectus when it becomes available.

###

**FILED BY DEVON ENERGY CORPORATION
PURSUANT TO RULE 425 UNDER THE SECURITIES ACT OF 1933
AND DEEMED FILED PURSUANT TO RULE 14a-12
OF THE SECURITIES EXCHANGE ACT OF 1934
SUBJECT COMPANY: MITCHELL ENERGY & DEVELOPMENT CORP.
COMMISSION FILE NO. 333-68694**

[DEVON ENERGY LETTERHEAD]

NEWS RELEASE

FOR IMMEDIATE RELEASE

**MEDIA CONTACTS: VINCE WHITE
VP COMMUNICATIONS AND INVESTOR RELATIONS**

(405) 552-4505

INVESTOR CONTACTS: ZACK HAGER

MANAGER, INVESTOR RELATIONS
(405) 552-4526

**DEVON ENERGY AND MITCHELL ENERGY EXPECT TO AMEND
MERGER AGREEMENT TO ENSURE TAX-FREE STATUS**

OKLAHOMA CITY AND THE WOODLANDS, TEXAS -- SEPTEMBER 27, 2001 -- Devon Energy Corporation (AMEX:DVN, TSE:NSX) and Mitchell Energy & Development Corp. (NYSE:MND) announced today that they expect to amend their merger agreement shortly and are fully committed to completion of the merger. The amendment would eliminate the risk that Devon's stock price would prevent the issuance of certain tax opinions that are a condition to the transaction. The proposed amendment would have no effect on the economics of the transaction to the companies and their shareholders.

Under the existing merger agreement, Mitchell is to merge with a subsidiary of Devon. The transaction is designed to be tax-free except to the extent that Mitchell's shareholders receive cash. Consequently, a condition to closing is that each party receive tax opinions to that effect. The recent decline in Devon's stock price has created doubt as to whether those opinions could be obtained at closing.

The amended agreement would require the parties to complete the transaction as it is now structured if the tax opinions are available. However, in the event that the opinions are not available under that structure, the parties would effect the transaction by creating a new holding company. Through mergers, Devon and Mitchell would become subsidiaries of the new company. In those mergers, Devon's shareholders would exchange each of their Devon shares for one share of the new holding company. As with the original structure, Mitchell's shareholders would exchange each of their Mitchell shares for .585 shares of the new holding company and \$31 in cash. The board of directors of the new holding company would consist of the current Devon

board of directors and Todd Mitchell. Mr. Mitchell is the son of George P. Mitchell, Chairman and CEO of Mitchell.

If the new holding company structure is employed, the transaction is expected to be tax-free, except to the extent Mitchell's shareholders receive cash. Any necessary opinions are expected to be obtainable, regardless of Devon's stock price. If this structure is employed, the new holding company would guarantee the obligations of Devon Financing Corporation, U.L.C.'s recently proposed private placement of up to \$3 billion in senior notes.

Devon and Mitchell do not expect the proposed amendment to delay the closing. The companies expect to close the merger during the fourth quarter of 2001.

Devon Energy Corporation is an independent energy company engaged in oil and gas exploration, production and property acquisitions. Devon ranks among the top five U.S.-based independent oil and gas producers and is included in the S&P 500 Index. Shares of Devon Energy Corporation trade on the American Stock Exchange under the symbol DVN. Devon's exchangeable shares (resulting from Northstar, Devon's wholly-owned Canadian operating unit) trade on The Toronto Stock Exchange under the symbol NSX.

NOTICE TO INVESTORS CONCERNING DEVON'S PLANS TO ACQUIRE MITCHELL ENERGY

Investors and security holders are advised to read the definitive joint proxy statement/prospectus that will be included in the Registration Statement on Form S-4 filed with the Securities and Exchange Commission in connection with the proposed transaction because it will contain important information. A preliminary joint proxy statement/prospectus has been filed with the SEC by Devon and Mitchell. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus and other documents filed by Devon and Mitchell with the SEC at the SEC's web site at www.sec.gov. The definitive joint proxy statement/prospectus and such other documents (relating to Devon) may also be obtained for free from Devon when they become available by directing such request to: Devon Energy Corporation, 20 North Broadway, Suite 1500, Oklahoma City, Oklahoma 73102-8260, Attention: Investor Relations, telephone: (405) 552-4570, e-mail: judy.roberts@dvn.com. The definitive joint proxy statement/prospectus and such other documents (relating to Mitchell) may also be obtained for free from Mitchell when they become available by directing such request to: Mitchell Energy & Development Corp., 2001 Timberloch Place, The Woodlands, Texas 77380, Attention: Investor Relations, telephone: (713) 377-6625, e-mail: mndpr@mitchellenergy.com.

Devon, its directors, executive officers and certain members of management and employees may be considered "participants in the solicitation" of proxies from Devon's shareholders in connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Devon's Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the definitive proxy statement/prospectus when it becomes available.

Mitchell, its directors, executive officers and certain members of management and employees may be considered "participants in the solicitation" of proxies from Mitchell's shareholders in

connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Mitchell's Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the definitive proxy statement/prospectus when it becomes available.

###

EXHIBIT 99.9

**FILED BY DEVON ENERGY CORPORATION
PURSUANT TO RULE 425 UNDER THE SECURITIES ACT OF 1933
AND DEEMED FILED PURSUANT TO RULE 14a-12
OF THE SECURITIES EXCHANGE ACT OF 1934
SUBJECT COMPANY: MITCHELL ENERGY & DEVELOPMENT CORP.
COMMISSION FILE NO. 333-68694**

[DEVON ENERGY LETTERHEAD]

NEWS RELEASE

FOR IMMEDIATE RELEASE

MEDIA CONTACTS: VINCE WHITE
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(405) 552-4505

INVESTOR CONTACTS: ZACK HAGER
MANAGER, INVESTOR RELATIONS
(405) 552-4526

DEVON ENERGY COMPLETES PRIVATE DEBT OFFERING

OKLAHOMA CITY, OKLAHOMA, OCTOBER 3, 2011 -- Devon Energy Corporation (AMEX: DVN; TSE: NSX) announced today that Devon Financing Corporation, U.L.C. has completed a private placement of 10-year notes and 30-year debentures. The notes and debentures are fully and unconditionally guaranteed by Devon Energy Corporation. Devon has issued \$1.75 billion in principal amount of 6.875 percent notes due September 30, 2011. The notes were priced at a spread of 235 basis points above Treasuries to yield 6.926 percent. Devon has also issued \$1.25 billion in principal amount of 7.875 percent debentures due September 30, 2031. The debentures were priced at a spread of 245 basis points above Treasuries to yield 7.894 percent.

The proceeds of the notes and debentures are intended to finance a portion of the purchase prices and costs of Devon's acquisition of Anderson Exploration Ltd. and Devon's acquisition of Mitchell Energy & Development Corp. Remaining proceeds would be used for general corporate purposes. General corporate purposes include the repayment and refinancing of a portion of Devon's debt, acquisitions, additions to working capital and capital expenditures.

This news release does not constitute an offer to sell or the solicitation of an offer to buy securities. The offering is being made only to qualified institutional buyers under Rule 144A and to persons outside the United States in reliance on Regulation S. The securities have not been registered under United States or state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

**NOTICE TO INVESTORS CONCERNING DEVON'S PLANS TO ACQUIRE
MITCHELL ENERGY**

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FILED BY DEVON ENERGY CORPORATION
PURSUANT TO RULE 425 UNDER THE SECURITIES ACT OF 1933
AND DEEMED FILED PURSUANT TO RULE 14a-12
OF THE SECURITIES EXCHANGE ACT OF 1934
SUBJECT COMPANY: MITCHELL ENERGY & DEVELOPMENT CORP.
COMMISSION FILE NO. 333-68694

[DEVON ENERGY LETTERHEAD]

NEWS RELEASE

FOR IMMEDIATE RELEASE

MEDIA CONTACTS: VINCE WHITE
VP COMMUNICATIONS AND INVESTOR RELATIONS
(405) 552-4505

INVESTOR CONTACTS: ZACK HAGER
MANAGER, INVESTOR RELATIONS
(405) 552-4526

DEVON ENERGY AND MITCHELL ENERGY AMEND
MERGER AGREEMENT TO ENSURE TAX-FREE STATUS

OKLAHOMA CITY AND THE WOODLANDS, TEXAS -- OCTOBER 5, 2001 -- Devon Energy Corporation (AMEX:DVN, TSE:NSX) and Mitchell Energy & Development Corp. (NYSE:MND) announced today that the board of directors of each company has approved an amendment to their merger agreement. The amendment provides for an alternate structure to eliminate the risk that Devon's stock price would prevent the issuance of certain tax opinions that are a condition to the transaction. The amendment will have no effect on the economics of the transaction to the companies or their shareholders.

Under the original structure, Mitchell was to merge with a subsidiary of Devon. The transaction was designed to be tax-free except to the extent that Mitchell's shareholders receive cash. Consequently, a condition to closing is that each party receive tax opinions to that effect. The recent decline in Devon's stock price created doubt as to whether those opinions could be obtained at closing, if the original structure were used.

The amended agreement requires the parties to complete the transaction as it was originally structured if the tax opinions are available. However, in the event that the opinions are not available under the original structure, the parties would effect the transaction by utilizing an alternate structure. The alternate structure would require creation of a new holding company. Through mergers, Devon and Mitchell would become subsidiaries of the new holding company. In those mergers, Devon's shareholders would exchange each of their Devon shares for one share of the new holding company. Mitchell's shareholders would exchange each of their Mitchell shares for .585 of a share of the new holding company and \$31 in cash. Use of the alternate

structure will eliminate the risk that a decline in Devon's stock price would prevent the desired tax treatment.

The amended merger agreement will be filed as an exhibit to the joint proxy statement/prospectus that will be circulated to shareholders of Devon and Mitchell prior to the shareholder meetings. These meetings will be scheduled after completion of the necessary SEC review process. The companies expect to close the merger during the fourth quarter of 2001.

Devon Energy Corporation is an independent energy company engaged in oil and gas exploration, production and property acquisitions. Devon ranks among the top five U.S.-based independent oil and gas producers and is included in the S&P 500 Index. Shares of Devon Energy Corporation trade on the American Stock Exchange under the symbol DVN. Devon's exchangeable shares (resulting from Northstar, Devon's wholly-owned Canadian operating unit) trade on The Toronto Stock Exchange under the symbol NSX.

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MITCHELL ENERGY**

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Pursuant to Rule 425 under the Securities Act of 1933
And deemed filed pursuant to Rule 14a-12
Of the Securities Exchange Act of 1934
Subject Company: Mitchell Energy & Development Corp.
Commission File No. 333-68694*

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2001 Fall Energy Symposium

Deutsche Banc Alex, Brown

October 5, 2001

Risk Factors

Information provided in this presentation includes “forward-looking statements” as defined by the SEC. Forward-looking statements are identified as “forecasts, projections, estimates, plans, expectations, etc.” and are subject to a variety of risk factors. For representative risk factors that could cause Devon’s actual results to differ materially from the estimates contained herein, see Form 10-K for the year-ended December 31, 2000 and subsequent SEC filings.

Mitchell Acquisition

- Announced 8/14/01
- Consideration: \$31.00 and .585 Devon share per Mitchell share (\$60.40 per Mitchell share)
- Board approved/Mitchell commitment

Anderson Acquisition

- Announced 9/04/01
- Terms: All cash tender of C\$40 per Anderson share
 - US\$ 3.4 billion cash tender
 - US\$ 1.2 billion net debt and other obligations
 - US\$ 4.6 billion total transaction

Path to Completion

September 14: Filed amended Mitchell proxy

October 12: Anderson tender offer expires

Week of October 15: Complete Anderson acquisition

November/December: Complete Mitchell acquisition

Term Loan

- 5 year term loan: \$6 billion
- Rate as of 10/02/01: 3.34%
 - After-tax rate: 2.17%
- Back-end weighted amortization

Recent Bond Offerings

<u>Amount</u>	<u>Maturity</u>	<u>Rate</u>	<u>After-tax Rate</u>
\$1.75 B	2011	6.875%	1.53%
\$1.25 B	2031	7.875%	1.73%
\$3.00 B			

Note: After-tax rates assume marginal statutory tax rates as follows: Canada = 44% and U.S. = 35%.

Debt Amortization Schedule

<u>Year</u>	<u>\$ Billions</u>	<u>Year</u>	<u>\$ Billions</u>
2002	0.06	2009	0.21
2003	-	2010	-
2004	0.71	2011	2.13
2005	1.47	2012-2019	-
2006	1.54	2020	0.37
2007	0.17	2021-2030	-
2008	0.64	2031	1.25

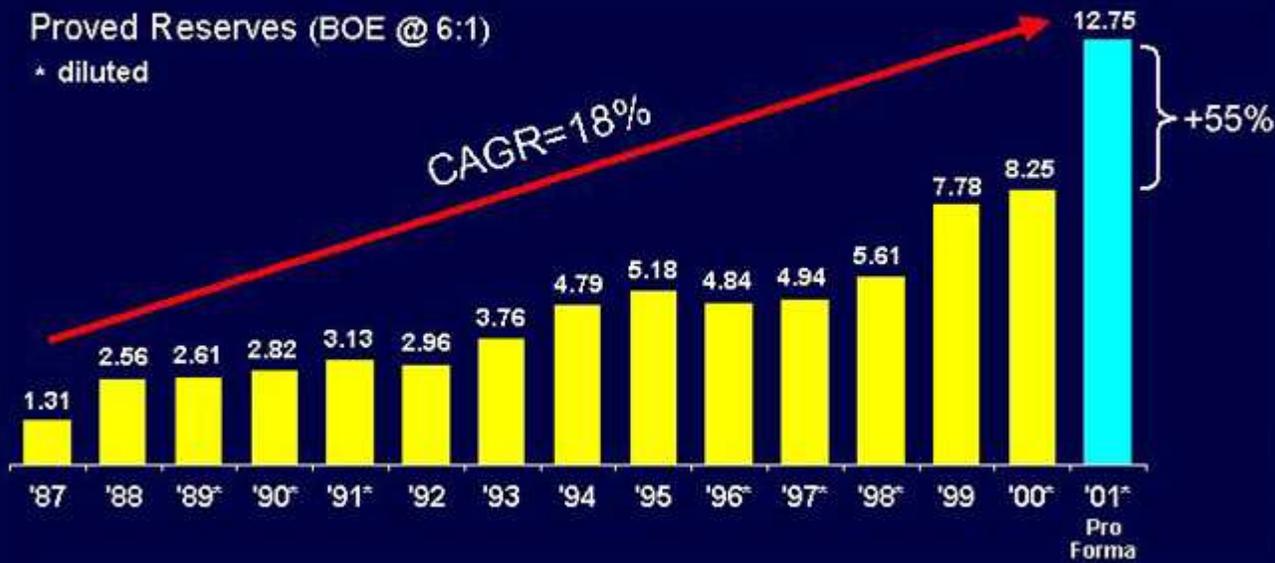
Debt Reduction Plan

- Cash flow from operations
- \approx \$1 billion non-core property sales

Reserves Per Common Share

Proved Reserves (BOE @ 6:1)

+ diluted



Pro forma reserves combine Devon, as of 12/00, Mitchell as of 6/01 and Anderson as of 08/01. Pro forma shares include 30.2 MM for Mitchell less shares repurchased by Devon through 2001 repurchase program.

Note: 1987-1997 represents historical Devon as reported prior to the 1998 Northstar merger. 1998-1999 represents historical Devon as reported prior to the 2000 Santa Fe Snyder merger.

Production Per Share

(BOE Per Share @ 6:1)



■ Represents annualized production for the quarter ended 6/30/01 combined Devon, Mitchell and Anderson. Pro forma basic shares include 29.2 MM for Mitchell less shares repurchased by Devon through repurchase program.

Note: 1987-1997 represents historical Devon as reported prior to 1998 Northstar merger. 1998-1999 represents historical Devon as reported prior to the 2000 Santa Fe Snyder merger.

North American Core Areas



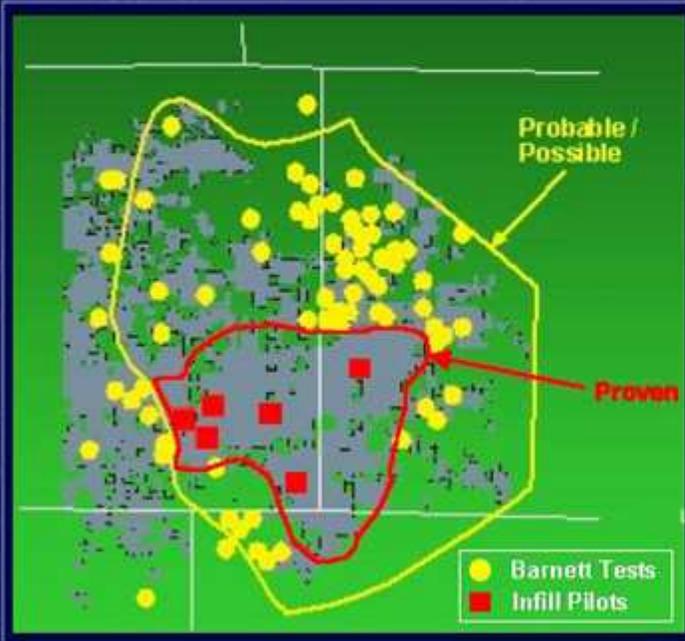
Percent of Total Production

	Pro Forma
Permian/Mid-Continent	31%
Rocky Mountains	11%
Gulf of Mexico/Gulf Coast	17%
Canada	36%
Total North America	95%

Note: Pro forma production combining Devon, Mitchell and Anderson for the quarter ended 06/30/01.

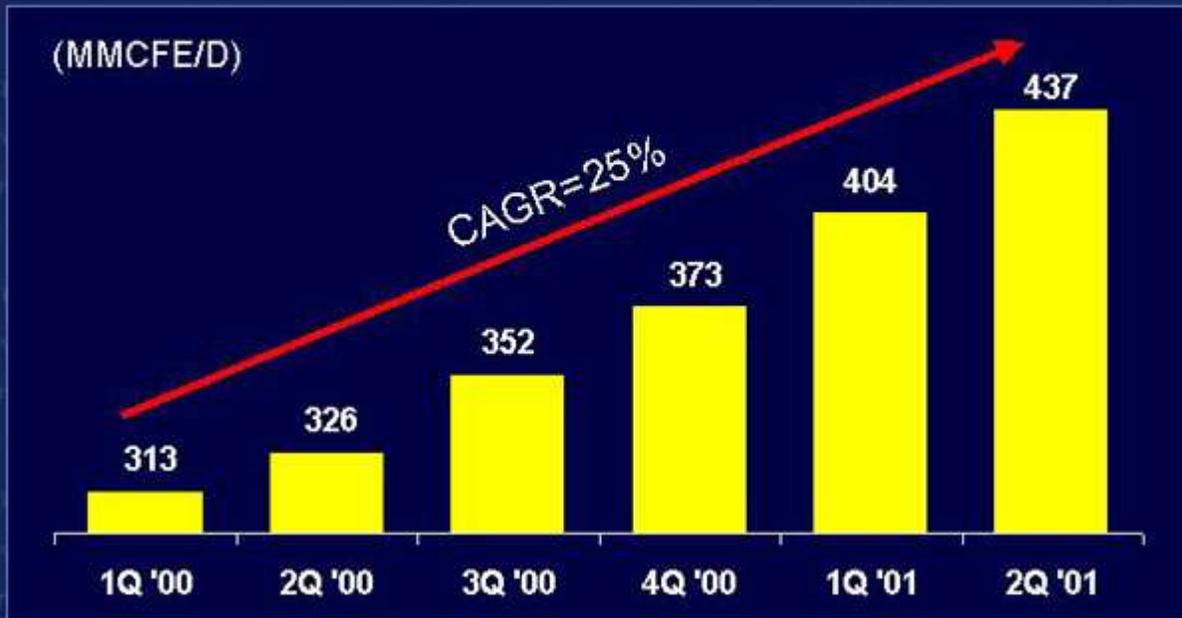


Barnett Shale



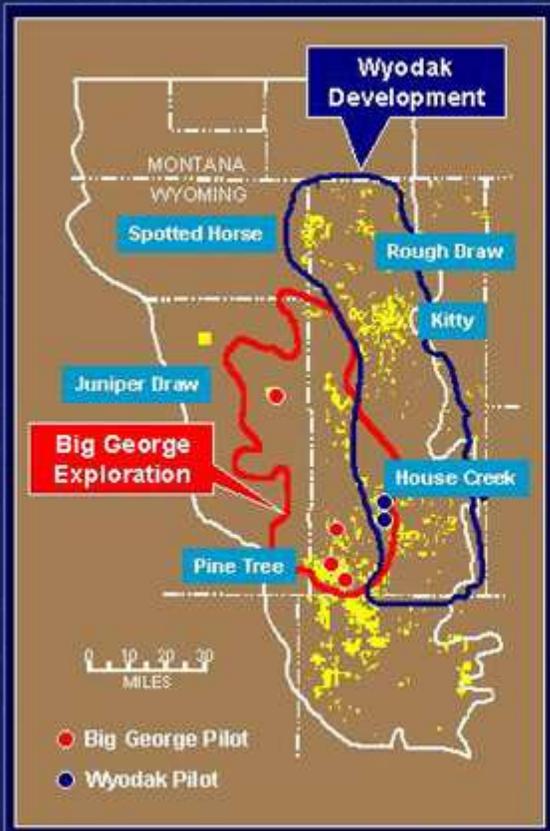
- Strategic market access
- 230,000 net acres
- WI >90%
- 2.1 TCFE proved reserves (8% of gas in place)
- Multi-TCF potential
- 2000 wells drilled: 142
- 2001 wells planned: 276

Mitchell Production Growth



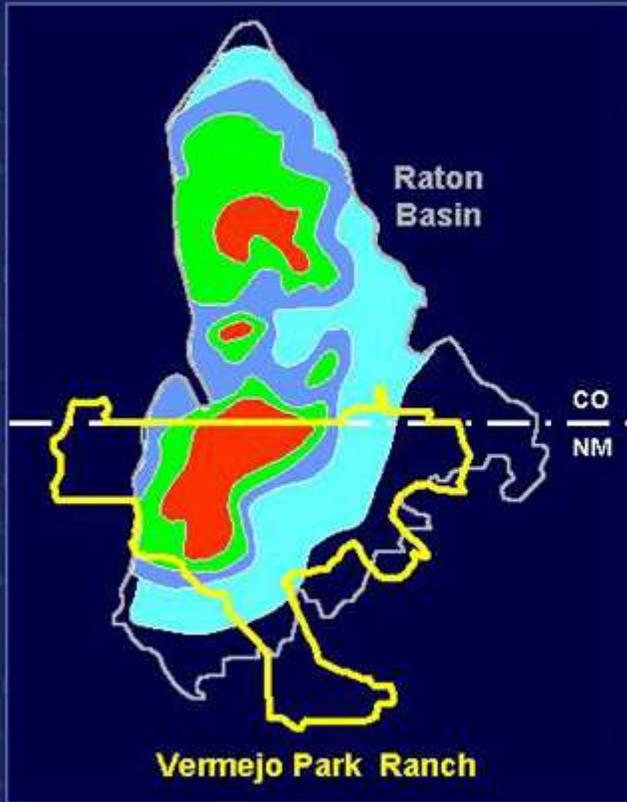
Powder River Basin

- 250,000 net acres
- > 1,300 gross wells drilled to date
- 400 wells awaiting tie-in
- Net current production \approx 90 MMCF/D



Raton Basin

- 280,000 gross acres (minerals)
- WI=25%, NRI=42%
- 190 wells drilled to date
- 0.5-1.0 TCF net target

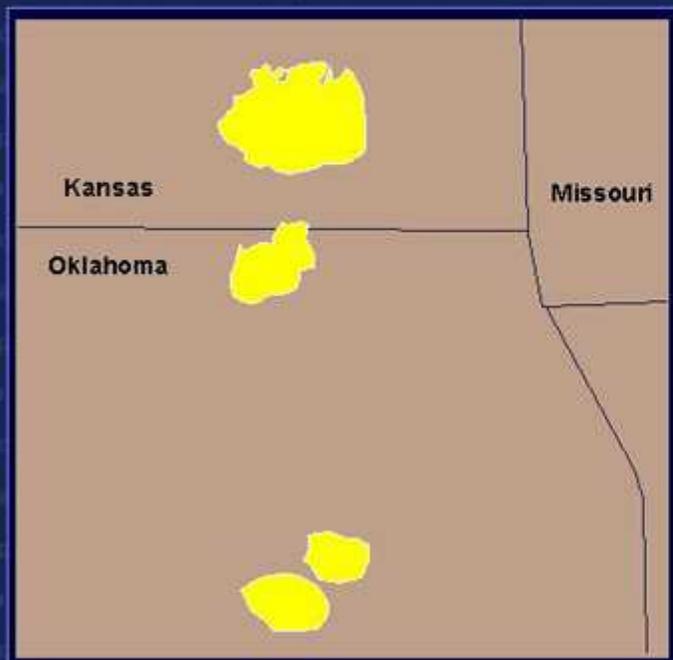


Coal seam thickness:

- > 80 FEET
- > 60 FEET
- > 40 FEET
- > 20 FEET

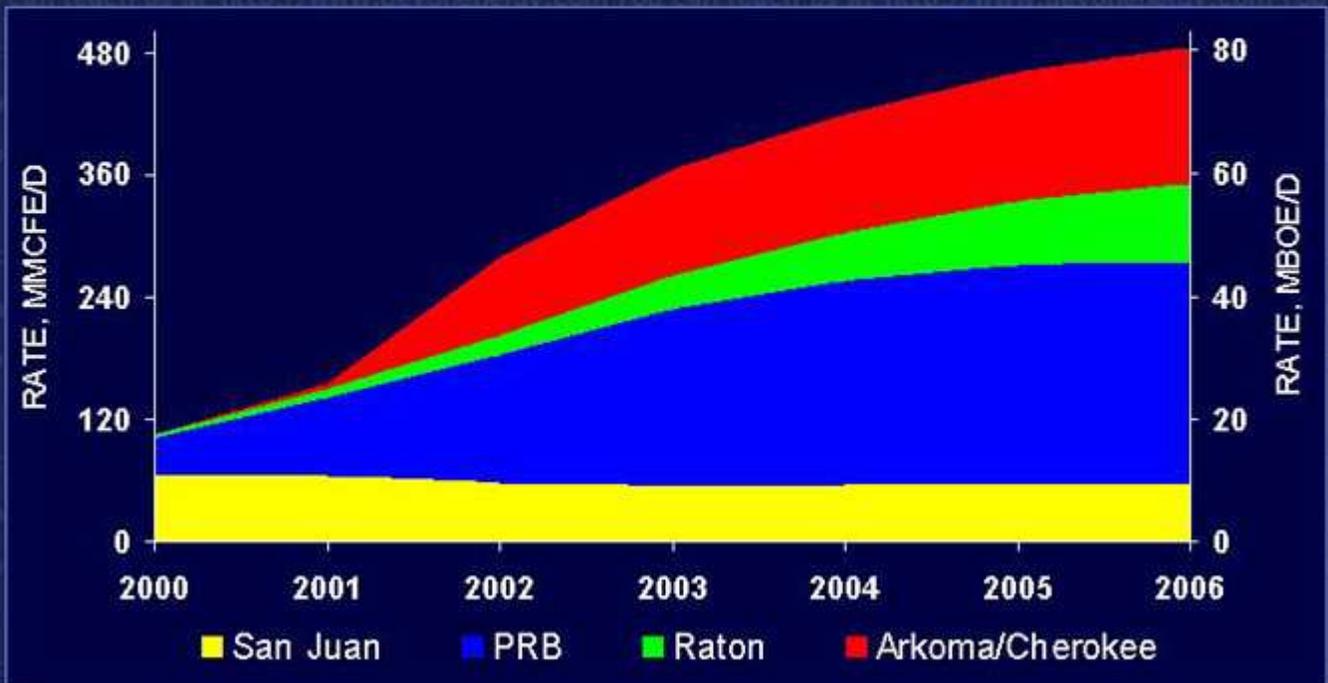


Cherokee Basin CBM



- 374,000 net acres
- Geology:
 - Depths 800 - 3,000'
 - Pennsylvanian coals
- Current Status:
 - 3 rigs drilling; acquiring fourth
 - Drilling
 - 2001: 100 wells
 - 2002: 400 - 500 wells

Coalbed Methane Target Rates





Ladyfern Area



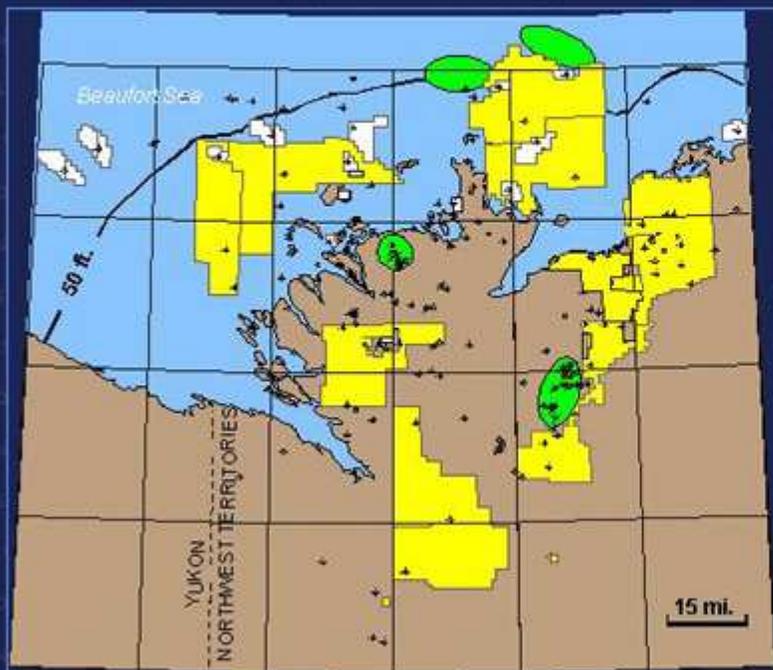
- Current production: > 8 MBOE/D
- 300,000 net undeveloped acres
- 6 recent 3D seismic programs
- Multiple target zones: 5-30 BCF
- 2001 YTD: 3 discoveries

Foothills



- High impact targets:
 - Narraway
 - Cabin Creek
 - Bighorn
 - Weejay
 - West Ojay
- > 450,000 net undeveloped acres
- Prospect size: > 50 BCF
- Pipeline completion \approx mid-2002

Mackenzie Delta



- High potential area
 - Large, high-impact targets
 - Est. 65 TCFE in area
- Largest land holder
 - Interest in 48% of Mackenzie Delta
 - 2 MM net acres north of 60°
- 4 well per year program



West Africa



- Marine IX Block
 - 150 MMBOE gross target
 - 37.5% working interest
 - Expected spud: Q1 2002
- Agali Block
 - On trend w/Triton's La Ceiba
 - 150 MMBOE gross target
 - 50% working interest
 - Expected spud: mid-2002

Summary

- Focused, North American assets
 - Low-risk, near-term growth
 - High-potential exploration upside
 - Track record of per share growth
-

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devon ENERGY

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EXHIBIT 99.12

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**DEVON ENERGY ANNOUNCES ACCEPTANCE OF TENDER OFFER BY ANDERSON
EXPLORATION SHAREHOLDERS**

OKLAHOMA CITY, OKLAHOMA, OCTOBER 12, 2001 -- Devon Energy Corporation (AMEX:

DVN; TSE:NSX) announced today the acceptance of its C\$40.00 per share cash tender offer for Anderson Exploration Ltd. (TSE:AXL; NYSE:AXN) by Anderson's shareholders. The offer commenced on September 6, 2001 and expired today, as scheduled, at 1:01 a.m. (Calgary, Alberta time). Devon also announced that it has received all necessary regulatory approvals concerning the acquisition of Anderson.

A total of 128 million of Anderson's shares were tendered under the offer. This represents approximately 97 percent of Anderson's total shares outstanding. Devon intends to take up the tendered shares and pay the depository on Monday, October 15, 2001. Devon intends to acquire the remaining shares of Anderson by compulsory acquisition for C\$40.00 per share in cash.

"We warmly welcome to the Devon family those employees from Anderson who will be joining us," said J. Larry Nichols, Devon's Chairman, President and CEO. "As Canada continues to grow in importance as a supplier of natural gas, Devon will be well positioned to participate in that growth."

Devon Energy Corporation is an independent energy company engaged in oil and gas exploration, production and property acquisitions. Devon ranks among the top five U.S.-based independent oil and gas producers and is included in the S&P 500 Index. Shares of Devon Energy Corporation trade on the American Stock Exchange under the symbol DVN. Devon's

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Corporate Overview

Shares outstanding:	155 MM
Equity capitalization:	≈ \$5.8 B
Enterprise value:	≈ \$13.8 B
Senior credit rating:	
S & P	BBB+
Moody's	Baa2
Fitch (D & P)	BBB

Pro forma data for the combination of Devon, Mitchell and Anderson

Corporate Overview

Proved Reserves:	2,044 MMBOE
Production Profile:	95% North America 5% International
Production Mix:	64% gas / 36% liquids
R/P Ratio:	9.8 years

Pro forma data for the combination of Devon, Mitchell and Anderson

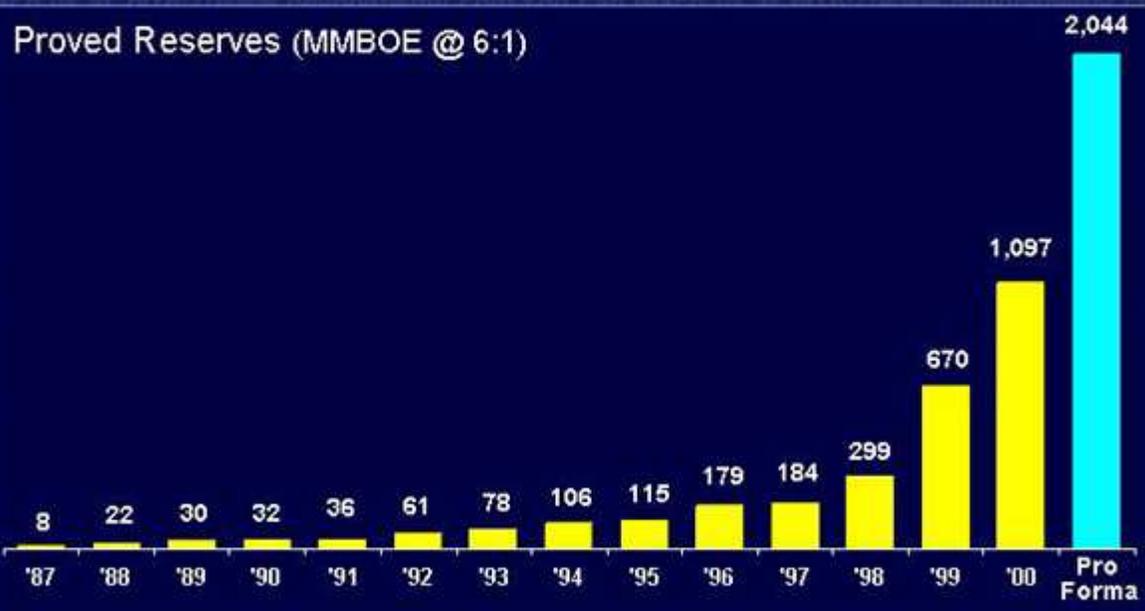
I. Track Record

II. Growth Strategy

III. Near-term Growth Projects

IV. Long-term/High-potential Projects

Reserve Growth

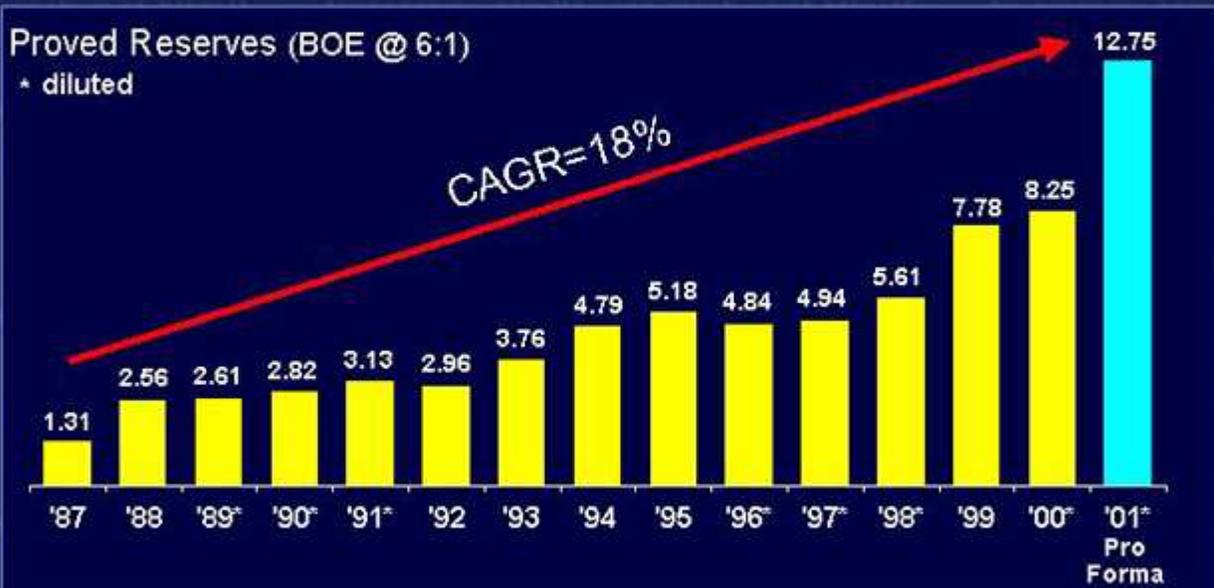


Note: Pro forma for the Anderson and Mitchell acquisitions. 1987-1997 represents historical Devon as reported prior to the 1998 Northstar merger. 1998-1999 represents historical Devon as reported prior to the 2000 Santa Fe Snyder merger.

Reserves Per Common Share

Proved Reserves (BOE @ 6:1)

* diluted

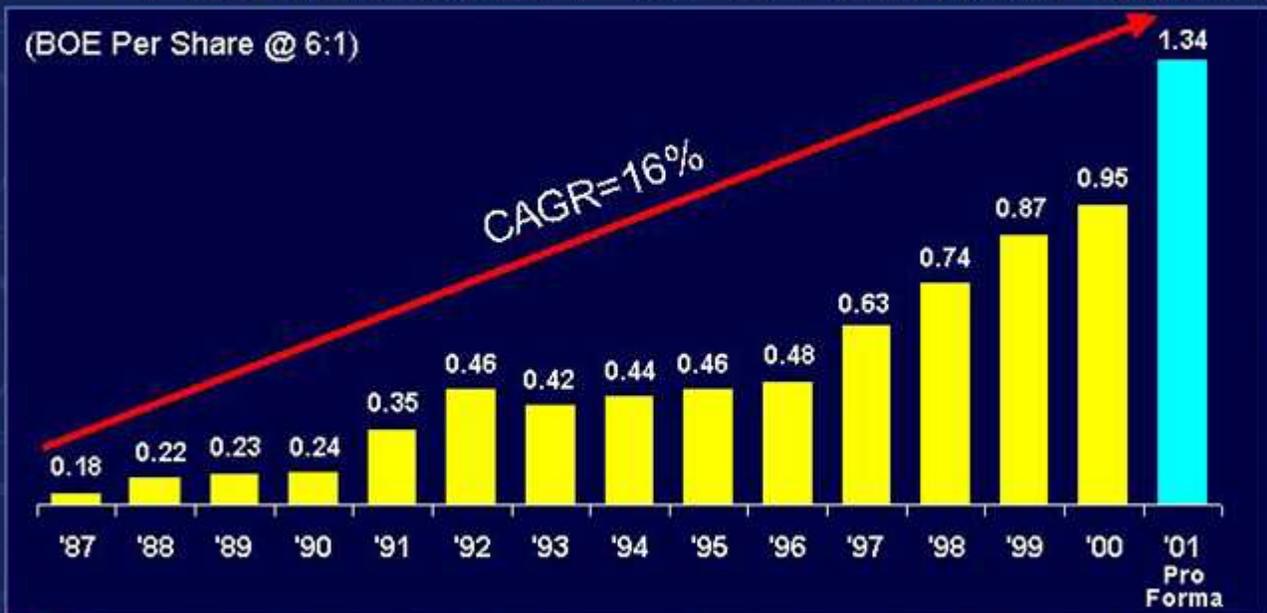


■ Pro forma reserves combine Devon, as of 12/00, Mitchell as of 6/01 and Anderson as of 08/01. Pro forma shares include 30.2 MM for Mitchell less shares repurchased by Devon through 2001 repurchase program.

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Production Per Common Share

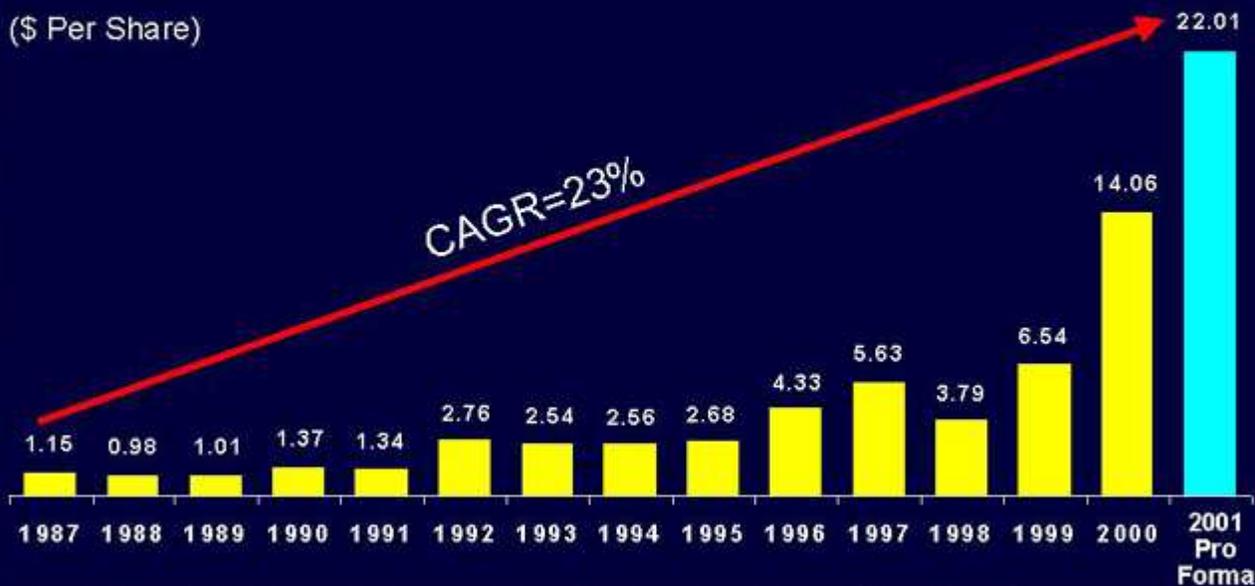
(BOE Per Share @ 6:1)



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Cash Margin Per Common Share

(\$ Per Share)



Note: 2001 data is estimated by annualizing the second quarter pro forma combination of Devon, Anderson and Mitchell. 1987-1997 represents historical Devon as reported prior to the 1998 Northstar merger. 1998-1999 represents historical Devon as reported prior to the 2000 Santa Fe Snyder merger. 2000 data excludes one-time merger expenses.

I. Track Record

II. Growth Strategy

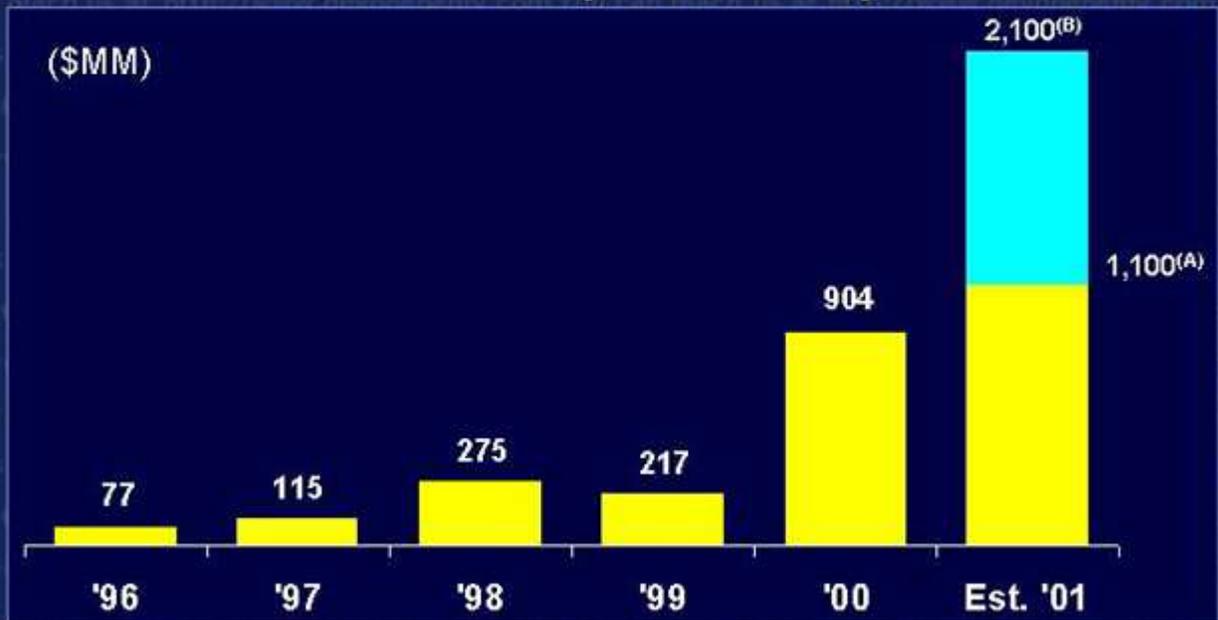
III. Near-term Growth Projects

IV. Long-term/High-potential Projects

Growth Strategy

**Integrate drilling and acquisitions
to establish focused, high-margin
property concentrations.**

E&P Capital Expenditures



Notes: (A) Estimated 2001 stand-alone Devon. (B) Estimated 2001 pro forma Devon, Anderson and Mitchell. 1996-1997 represents historical Devon as reported prior to the 1998 Northstar merger. 1998-1999 represents historical Devon as reported prior to the 2000 Santa Fe Snyder merger.

Strategic Drivers for M&A

	Enhance Core Areas	Establish New Core Areas	Technology Transfer	Strengthen Balance Sheet
Alta (1994)	✓			✓
KMG-NA (1996)	✓	✓	✓	✓
Northstar (1998)	✓	✓		✓
PennzEnergy (1999)	✓	✓	✓	
Santa Fe/Snyder (2000)	✓	✓		✓
Anderson Exploration (2001)	✓	✓	✓	
Mitchell (Est. Q4 2001)		✓	✓	✓

M&A Criteria for Per Share Success

	Cash Flow Accretion	Earnings Accretion	Reserves Accretion	Production Accretion
Alta (1994)	✓		✓	✓
KMG-NA (1996)	✓	✓	✓	✓
Northstar (1998)	✓		✓	✓
PennzEnergy (1999)	✓	✓	✓	✓
Santa Fe/Snyder (2000)	✓	✓	✓	✓
Anderson Exploration (2001)	✓		✓	✓
Mitchell (Est. Q4 2001)	✓	✓	✓	✓

Anderson Acquisition

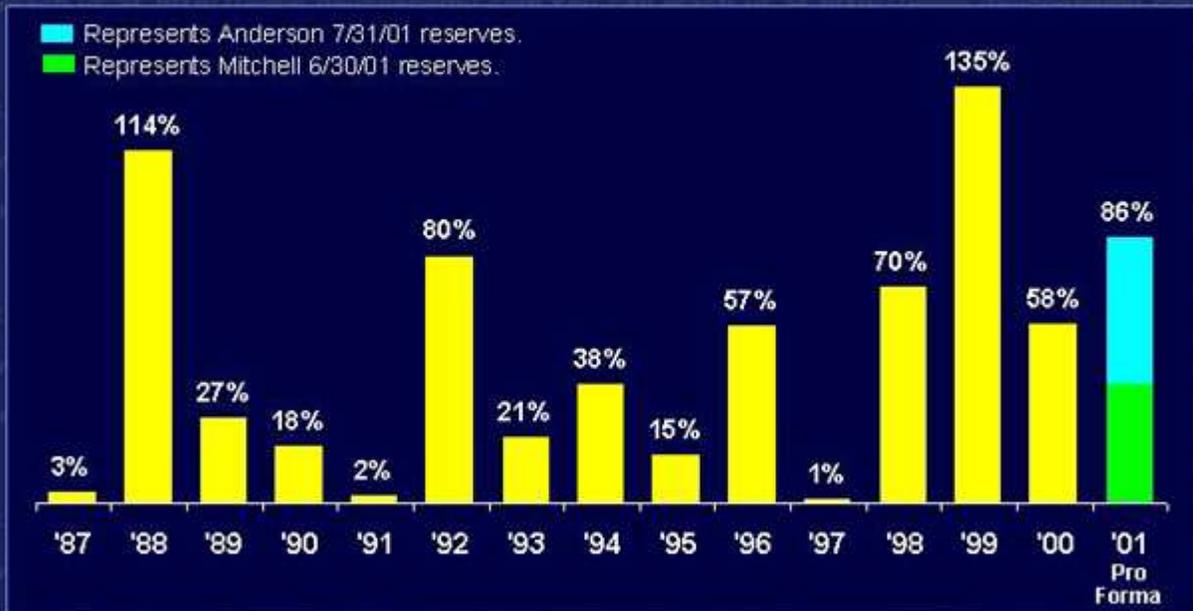
- 9/04/01: Announced purchase of Anderson by Devon
- Terms: All cash tender of C\$40 per Anderson share
 - US\$ 3.4 billion cash tender
 - US\$ 1.2 billion net debt and other obligations
 - US\$ 4.6 billion total transaction
- Closed October 15, 2001

Mitchell Acquisition

- 8/14/01: Announced purchase of Mitchell by Devon
 - Terms: 50/50 cash and stock
 - \$3.5 billion, including 0.4 billion of assumed debt
 - Board approved / Mitchell commitment
 - Expected close: Q4 2001
-

- Mitchell & Anderson: well-run companies
- Separate U.S. & Canadian integration teams
- Mitchell + Anderson: \approx \$50 MM synergies

Reserve Growth from M&A*



* Proved reserves added from mergers and acquisitions expressed as a % of beginning of the year reserves. Years 1987-1997 represents historical Devon as reported prior to the 1998 Northstar merger. 1998-1999 represents historical Devon as reported prior to the 2000 Santa Fe Snyder merger.

Acquisition Financing (Term Loan)

- 5 year term loan: \$3 billion
- Rate as of 10/17/01: 3.41%
 - After-tax rate: 2.08%
- Back-end weighted amortization

Note: Assumes combined federal and state income tax rate of 39%.

Acquisition Financing (Bonds)

<u>Amount</u>	<u>Maturity</u>	<u>Rate</u>	<u>After-tax Rate</u>
\$1.75 B	2011	6.875%	1.65%
\$1.25 B	2031	7.875%	1.92%
\$3.00 B			

Assumes combined federal and state or provincial income tax rates of 38.2% in Canada and 39.0% in the U.S.

Debt Amortization Schedule

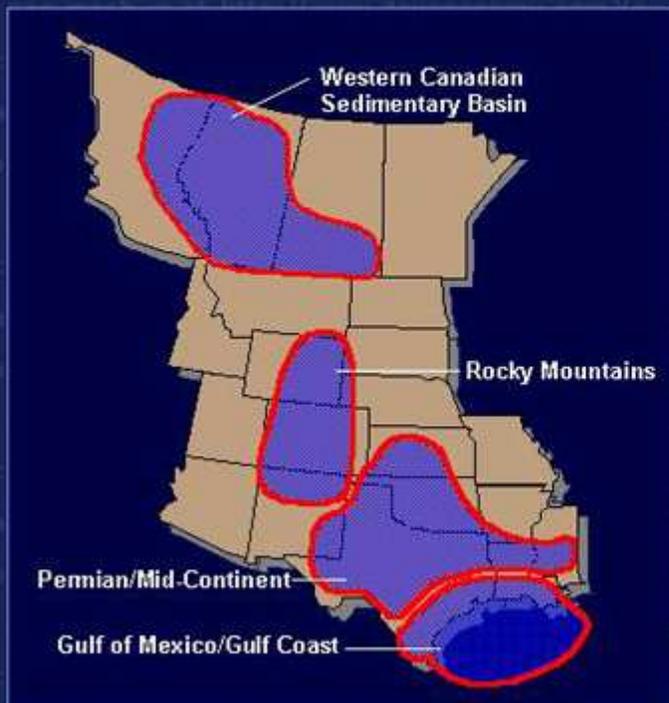
<u>Year</u>	<u>\$ Millions</u>	<u>Year</u>	<u>\$ Millions</u>
2002	69	2008	-
2003	6	2009	200
2004	552	2010	-
2005	2,007	2011	2,150
2006	1,740	2012-2030	-
2007	175	2031	1,250

Notes: Represents required amortization for all debt securities and bank debt agreements assuming completion of Mitchell and Anderson transactions. Assumes zero coupon convertible debenture is paid in 2005 at its accreted value of \$427 MM. Excludes Chevron exchangeable debentures, due 2008, for which Devon owns approximately 7.1 MM Chevron shares.

Debt Reduction Plan

- Cash flow from operations
- \approx \$1 billion non-core property sales

North American Core Areas



Percent of Total Production

	Pro Forma
Permian/Mid-Continent	31%
Rocky Mountains	11%
Gulf of Mexico/Gulf Coast	17%
Canada	36%
Total North America	95%

Note: Pro forma production combining Devon, Mitchell and Anderson for the quarter ended 06/30/01.

North American Operations

- Dominant player in core areas
 - Technical team with proven track record
 - Low cost, focused operations
 - Access to multiple sales markets
 - 70% of proved reserves are developed
-

I. Track Record

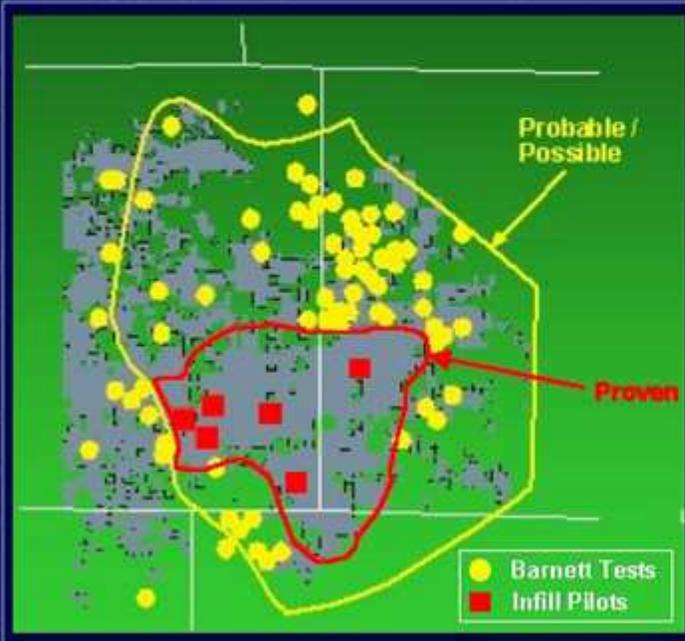
II. Growth Strategy

III. Near-term Growth Projects

IV. Long-term/High-potential Projects

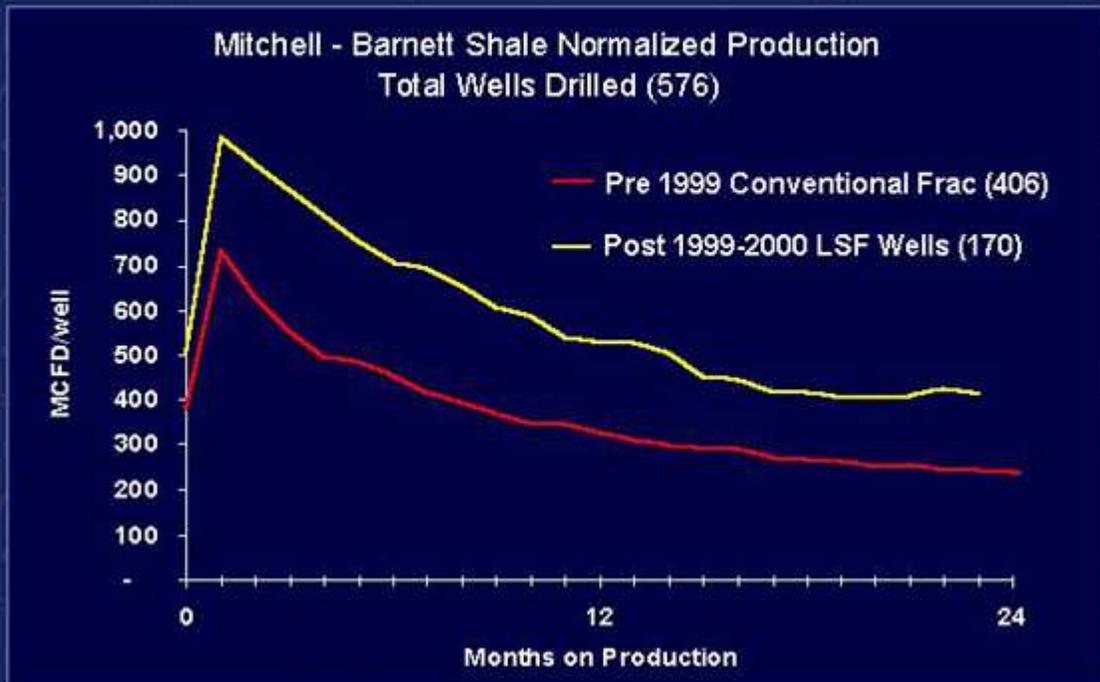


Barnett Shale

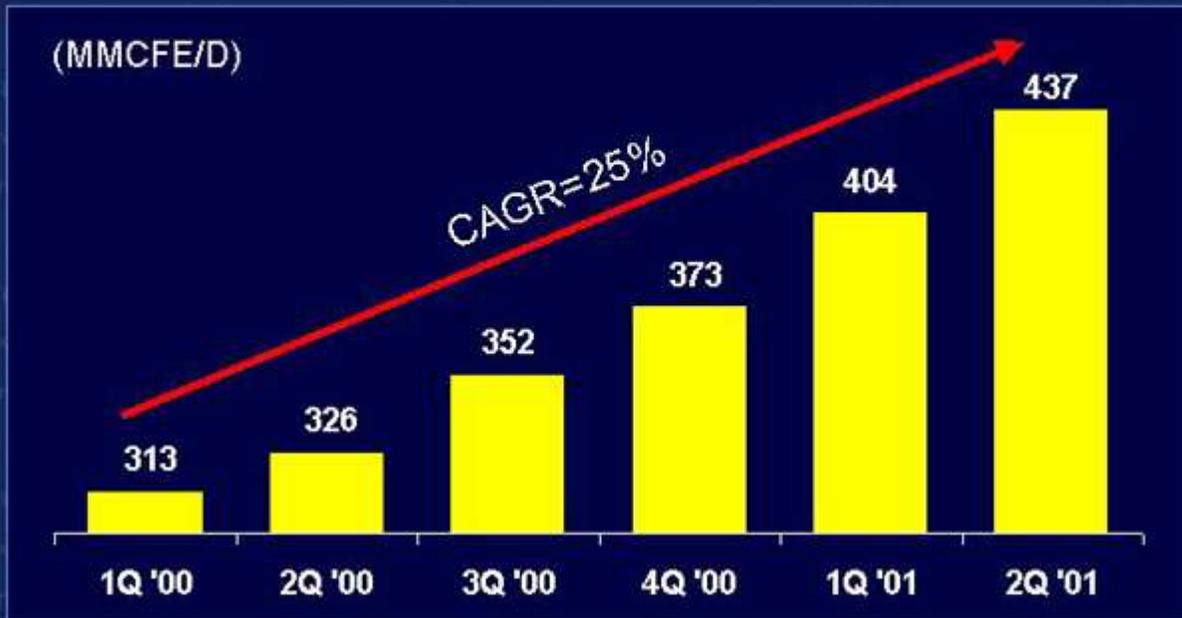


- Strategic market access
- 230,000 net acres
- WI >90%
- 2.1 TCFE proved reserves (8% of gas in place)
- Multi-TCF potential
- 2000 wells drilled: 142
- 2001 wells planned: 276

Light Sand Fracturing Technology

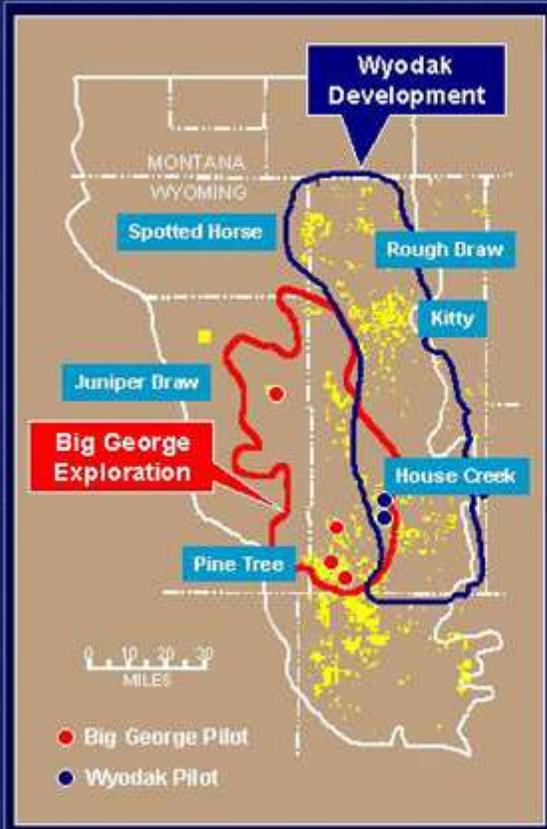


Mitchell Production Growth



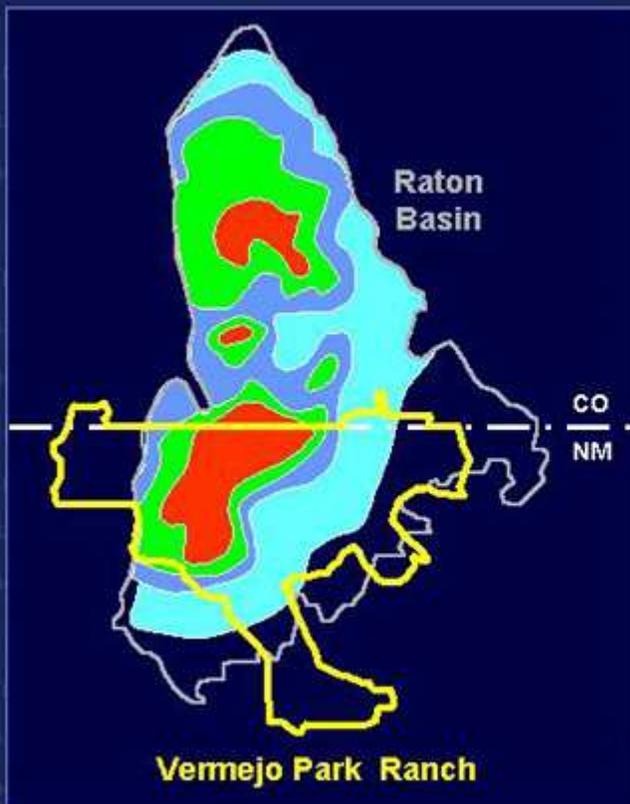
Powder River Basin

- 250,000 net acres
- > 1,300 gross wells drilled to date
- 400 wells awaiting tie-in
- Net current production \approx 90 MMCF/D



Raton Basin

- 280,000 gross acres (minerals)
- WI=25%, NRI=42%
- 190 wells drilled to date
- 0.5-1.0 TCF net target



Coal seam thickness:

- > 80 FEET
- > 60 FEET
- > 40 FEET
- > 20 FEET

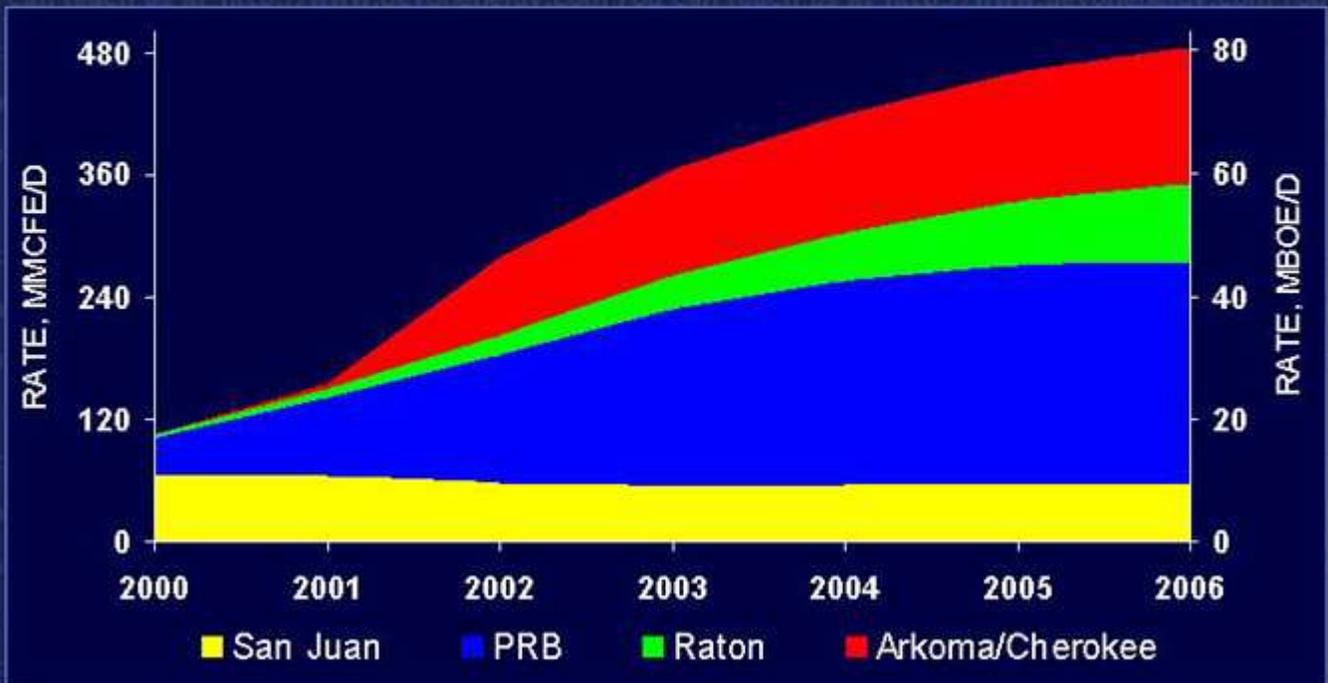


Cherokee Basin CBM



- 374,000 net acres
- Geology:
 - Depths 800 - 3,000'
 - Pennsylvanian coals
- Current Status:
 - 3 rigs drilling; acquiring fourth
 - Drilling
 - 2001: 100 wells
 - 2002: 400 - 500 wells

Coalbed Methane Target Rates



Deep Basin



- Large, multi-zone targets
- 670,000 net undeveloped acres
- Controls gathering and processing infrastructure

Peace River Arch



- Multi-zone exploitation and exploration
- 784,000 net undeveloped acres
- Light oil growth potential

I. Track Record

II. Growth Strategy

III. Near-term Growth Projects

IV. Long-term/High-potential Projects

Foothills



- High impact targets:
 - Narraway
 - Cabin Creek
 - Bighorn
 - Weejay
 - West Ojay
- > 450,000 net undeveloped acres
- Prospect size: > 50 BCF
- Pipeline completion: mid-2002



Ladyfern Area



- Current production: > 8 MBOE/D
- 300,000 net undeveloped acres
- 6 recent 3D seismic programs
- Multiple target zones: 5-30 BCF
- 2001 YTD: 3 discoveries

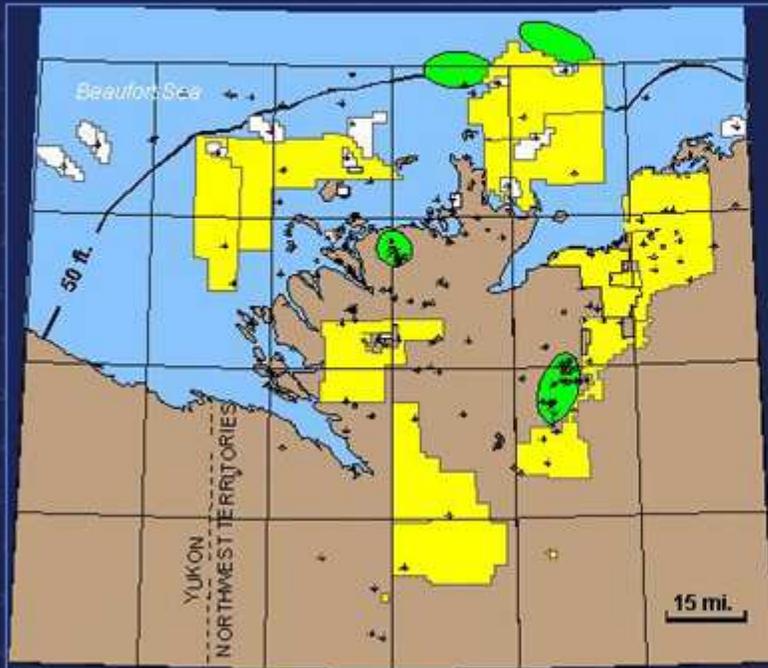


West Africa



- Marine IX Block
 - 150 MMBOE gross target
 - 37.5% working interest
 - Expected spud: Q1 2002
- Agali Block
 - On trend w/Triton's La Ceiba
 - 150 MMBOE gross target
 - 50% working interest
 - Expected spud: mid-2002

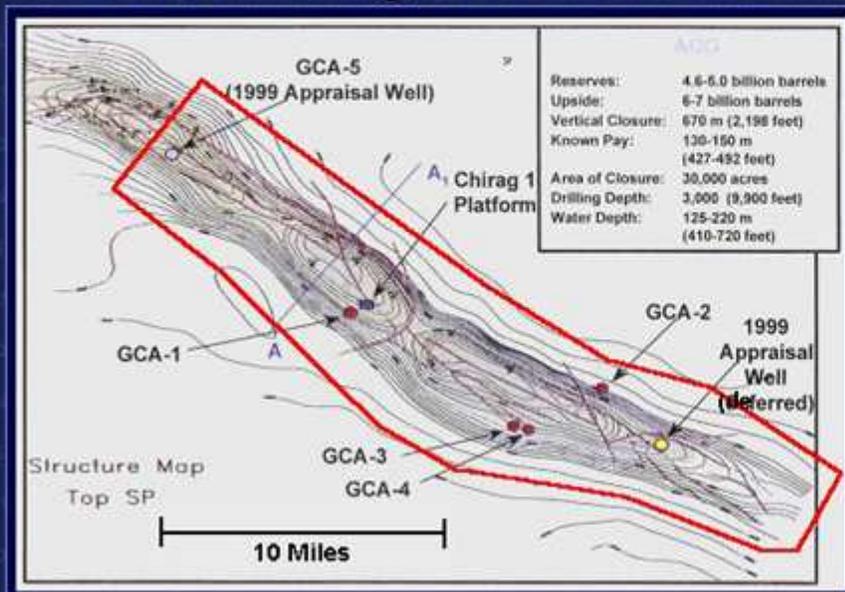
Mackenzie Delta



- High potential area
 - Large, high-impact targets
 - Est. 65 TCFE in area
- Largest land holder
 - Interest in 48% of Mackenzie Delta
 - 2 MM net acres north of 60°
- 4 well per year program

Azerbaijan

Azeri-Chirag Guneshli Unit



- Operator: BP Amoco
- 5.6% carried interest
- Current production: 115 MBO/D (gross)
- Gross proven reserves: 4+ BBO
- Ultimate gross potential: 6+ BBO

Summary

- Focused, North American assets
 - Low-risk, near-term growth
 - High-potential exploration upside
 - Track record of per share growth
-

Investors and security holders are advised to read the definitive joint proxy statement/prospectus that will be included in the Registration Statement on Form S-4 filed with the Securities and Exchange Commission in connection with the proposed transaction because it will contain important information. A preliminary joint proxy statement/prospectus has been filed with the SEC by Devon and Mitchell. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus and other documents filed by Devon and Mitchell with the SEC at the SEC's web site at www.sec.gov. The definitive joint proxy statement/prospectus and such other documents (relating to Devon) may also be obtained for free from Devon when they become available by directing such request to: Devon Energy Corporation, 20 North Broadway, Suite 1500, Oklahoma City, Oklahoma 73102-8260, Attention: Investor Relations, telephone: (405) 552-4570, e-mail: judy.roberts@dvn.com. The definitive joint proxy statement/prospectus and such other documents (relating to Mitchell) may also be obtained for free from Mitchell when they become available by directing such request to: Mitchell Energy & Development Corp., 2001 Timberloch Place, The Woodlands, Texas 77380, Attention: Investor Relations, telephone: (713) 377-6625, e-mail: mdpr@mitchellenergy.com.

Devon, its directors, executive officers and certain members of management and employees may be considered "participants in the solicitation" of proxies from Devon's shareholders in connection with the transaction. Information regarding such persons and a description of their interests in the transaction is contained in Devon's Proxy Statements and Annual Reports on Form 10-K filed with the SEC. Additional information regarding the interests of those persons may be obtained by reading the proxy statement/prospectus when it becomes available.

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devon ENERGY

*Filed by Devon Energy Corporation
Pursuant to Rule 425 under the Securities Act of 1933
And deemed filed pursuant to Rule 14a-12
Of the Securities Exchange Act of 1934
Subject Company: Mitchell Energy & Development Corp.
Commission File No. 333-68694*

NOTICE TO INVESTORS CONCERNING DEVON'S PLANS TO ACQUIRE MITCHELL ENERGY

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The following slides were added to or changed from, Devon Energy Corporation's slide presentation of October 22, 2001.

Corporate Overview

Shares outstanding:	155 MM
Equity capitalization:	≈ \$6.1 B
Enterprise value:	≈ \$14.1 B
Senior credit rating:	
S & P	BBB+
Moody's	Baa2
Fitch (D & P)	BBB

Pro forma data for the combination of Devon, Mitchell and Anderson

Corporate Overview

Proved Reserves:	2,044 MMBOE
Production Profile:	95% North America 5% International
Production Mix:	64% gas / 36% liquids
R/P Ratio:	9.8 years

Pro forma data for the combination of Devon, Mitchell and Anderson

Acquisition Financing (Term Loan)

- 5 year term loan: \$3 billion
- Rate as of 10/26/01: 3.28%
 - After-tax rate: 2.00%
- Back-end weighted amortization

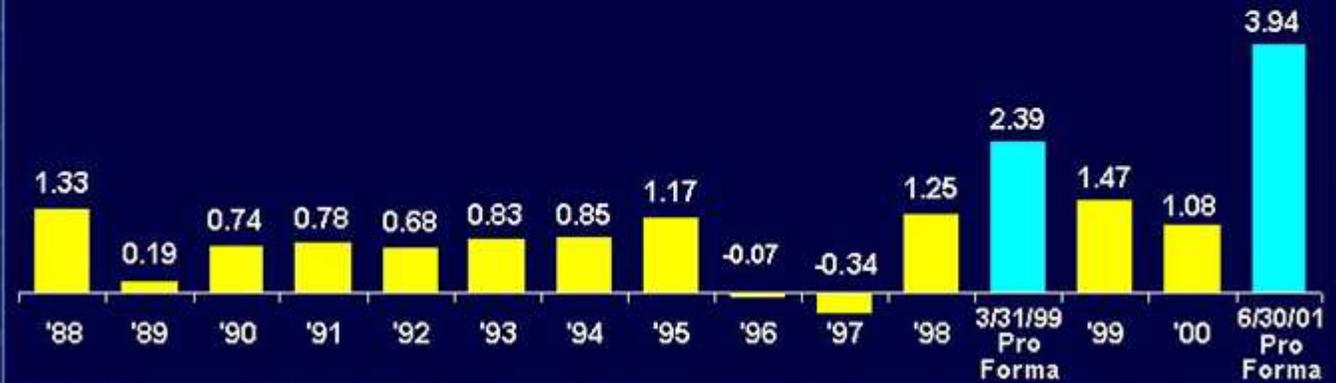
Note: Assumes combined federal and state income tax rate of 39%.

Debt Reduction Plan

- Excess Cash Flow
 - Protected via hedging:
 - 30% of pro forma Q2 '01 total production hedged in '02
(prices: > \$3.15/MCF and > \$22.00/Bbl)
 - 17% of pro forma Q2 '01 gas production hedged in '03
(price: > \$3.20/MCF)
 - ≈ \$1 billion non-core property sales
-

Net Debt per BOE

Proved Reserves (BOE @ 6:1)

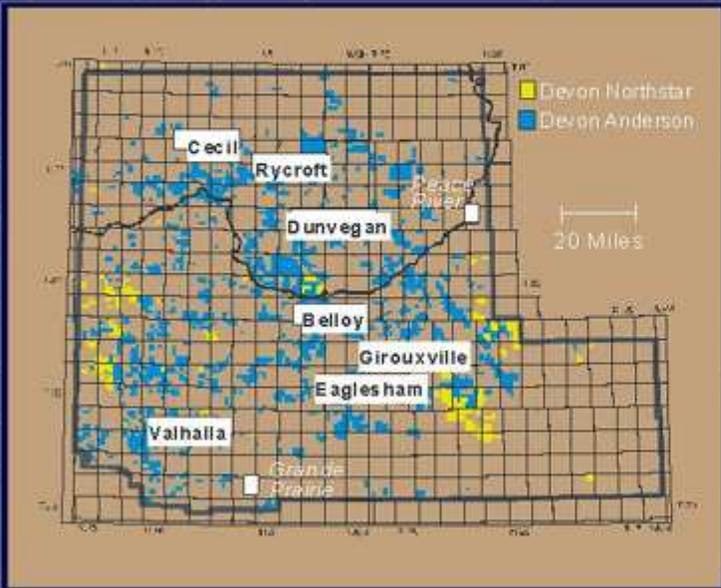


Note: 3/31/99 pro forma represents the Devon/Pennzenergy merger. 6/30/01 pro forma represents Devon, Anderson and Mitchell. 1988-1997 represents historical Devon as reported prior to the 1998 Northstar merger. 1998-1999 represents historical Devon as reported prior to the 2000 Santa Fe Snyder merger.



devon ENERGY

Peace River Arch



- Large established land position
- Q2 '01 pro forma production
 - Gas: 142 MMCFD
 - Liquids: 6,460 BOD
- Moderate well depths
- Ownership in key infrastructure
- Significant recent success



devon ENERGY

Deep Basin

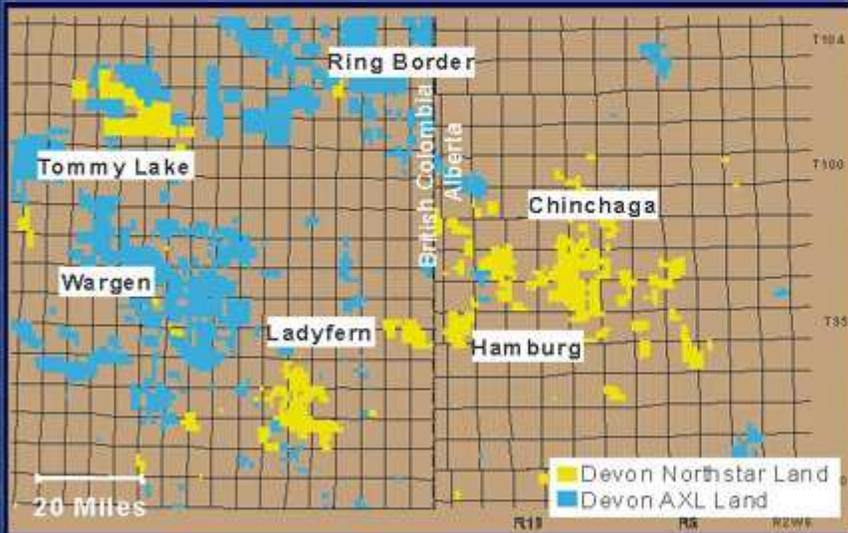


- Strategic exploratory land
- Q2 '01 pro forma production
 - Gas: 80 MMCFD
 - Liquids: 4,200 BLD
- Mid-depth, liquid rich gas targets to deep lean gas
- Year-round access
- Ownership in key infrastructure
- Significant recent success



devon ENERGY

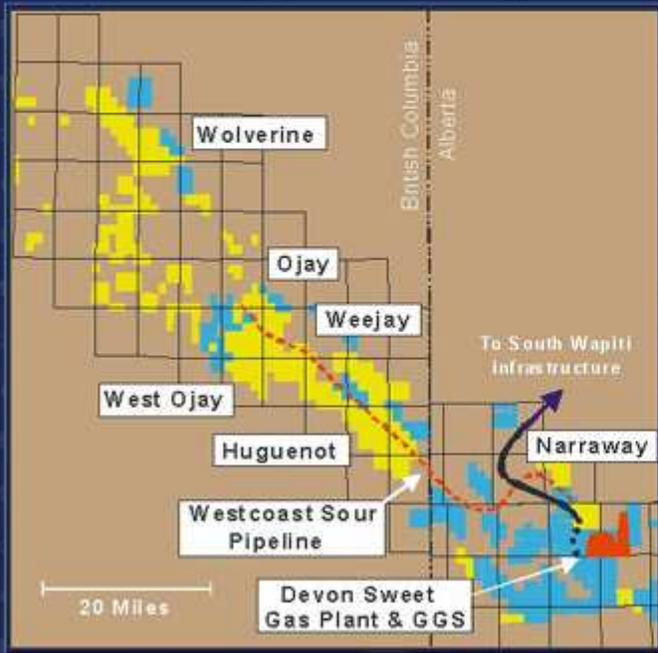
NW Alberta/NE B.C.



- Significant operational synergy
- Q2 '01 pro forma production
 - Gas: 150 MMCFD
 - Liquids: 6,600 BLD
- Strong growth potential from multi-zone gas targets

devon ENERGY

Northern Foothills



- Multi-zone sour & sweet gas potential
- 2001 activity: yielded 4 sour & 6 sweet gas wells, > 90 MMCFD of shut-in gas production
- Narraway: 134 MMCFD (42% WI) Devon operated sweet gas plant est. on-stream early 2002
- Westcoast sour line planned on-stream late 2002

EXHIBIT 99.15

FILED BY DEVON ENERGY CORPORATION
PURSUANT TO RULE 425 UNDER THE SECURITIES ACT OF 1933
AND DEEMED FILED PURSUANT TO RULE 14a-12
OF THE SECURITIES EXCHANGE ACT OF 1934
SUBJECT COMPANY: MITCHELL ENERGY & DEVELOPMENT CORP.
COMMISSION FILE NO. 333-68694

[DEVON ENERGY LETTERHEAD]

NEWS RELEASE

FOR IMMEDIATE RELEASE

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DEVON ENERGY HEDGES ADDITIONAL OIL AND GAS PRODUCTION

OKLAHOMA CITY, OKLAHOMA, OCTOBER 31, 2001 -- Devon Energy Corporation (AMEX: DVN; TSE: NSX) announced today that it has entered into additional financial transactions covering portions of its 2001, 2002 and 2003 oil and natural gas production. Devon provided an update of its 2001 and 2002 hedge positions in a news release dated September 25, 2001. The following information describes transactions entered into subsequent to that previous disclosure, including transactions recently entered into by Devon as a result of the October 15, 2001 acquisition of Anderson Exploration Ltd. In addition, the following also describes the aggregate effects of all transactions now in place.

FIXED PRICES - OIL PRODUCTION

For the fourth quarter of 2001, Devon recently entered into price swaps covering 7,000 barrels of oil per day at an average price of \$20.32 per barrel. The price swaps will be settled utilizing the monthly average of the closing prices of the New York Mercantile Exchange's (NYMEX) light sweet crude contract.

In aggregate, including previously disclosed transactions, Devon has downside price protection in place for approximately 32,000 barrels per day in the fourth quarter of 2001 at an average price of \$22.39 per barrel. For comparison, Devon's second quarter 2001 oil production, pro forma for the acquisition of Anderson, was approximately 150,000 barrels of oil per day.

For 2002, Devon recently entered into price swaps covering approximately 18,000 barrels per day at an average price of \$22.29 per barrel. In aggregate, including previously disclosed transactions,

Devon has downside price protection in place for approximately 53,000 barrels of oil per day in 2002. This downside protection is at an average price of \$22.31 per barrel.

FIXED PRICES - NATURAL GAS PRODUCTION

For the fourth quarter of 2001, Devon recently entered into price swaps and fixed price contracts covering approximately 147,000 million British thermal units (mmbtu) of natural gas per day at an average price of \$2.70 per mmbtu. The price swaps and fixed price contracts will be settled using the first of the month published index prices in the regions in which the gas is produced.

Devon also entered into costless collars for the fourth quarter of 2001 covering approximately 40,000 mmbtu per day. The average floor and ceiling prices for the costless collars are \$3.00 and \$3.38 per mmbtu, respectively.

In aggregate, including previously disclosed transactions, Devon has downside price protection in place for approximately 513,000 mmbtu per day in the fourth quarter of 2001 at an average price of \$3.06 per mmbtu. For comparison, Devon's second quarter 2001 gas production, pro forma for the acquisition of Anderson, was approximately 1.8 billion cubic feet per day.

For 2002, Devon recently entered into price swaps and fixed price contracts covering approximately 220,000 mmbtu per day at an average price of \$2.79 per mmbtu. The price swaps and fixed price contracts will be settled using the first of the month published index prices in the regions in which the gas is produced.

In aggregate, including previously disclosed transactions, Devon has downside price protection in place for approximately 685,000 mmbtu of gas per day in 2002. This downside price protection is at an average price of \$3.02 per mmbtu.

For 2003, Devon recently entered into price swaps and fixed price contracts covering approximately 118,000 mmbtu per day at an average price of \$3.17 per mmbtu. The price swaps and fixed price contracts will be settled using the first of the month published index prices in the regions in which the gas is produced.

Devon also recently entered into costless collars for 2003 covering approximately 300,000 mmbtu per day. The average floor and ceiling prices for the costless collars are \$2.91 and \$3.85 per mmbtu, respectively.

In aggregate, Devon has downside price protection in place for approximately 439,000 mmbtu of gas per day in 2003. This downside price protection is at an average price of \$3.03 per mmbtu.

Devon Energy Corporation is an independent energy company engaged in oil and gas exploration, production and property acquisitions. Devon ranks among the top five U.S.-based independent oil and gas producers and is included in the S&P 500 Index. Approximately 83 percent of the company's proved reserves are located in North America. Also, Devon has international

operations in Azerbaijan, Southeast Asia, South America and West Africa. Shares of Devon Energy Corporation trade on the American Stock Exchange under the symbol DVN. In addition, Devon's exchangeable shares trade on the Toronto Stock Exchange under the symbol NSX.

**NOTICE TO INVESTORS CONCERNING DEVON'S PLANS TO ACQUIRE
MITCHELL ENERGY**

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###

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**DEVON ENERGY'S THIRD QUARTER 2001 RESULTS REFLECT
RECORD OIL AND GAS PRODUCTION**

OKLAHOMA CITY, OKLAHOMA, NOVEMBER 1, 2001-- Devon Energy Corporation (AMEX: DVN, TSE: NSX) today reported third quarter and year-to-date 2001 financial results. Excluding the \$5 million (four cents per diluted share) net after-tax effect of a non-recurring impairment charge and an increase in the fair value of derivatives, third quarter 2001 net earnings were \$90 million or 69 cents per common share (68 cents per diluted common share).

During the third quarter of 2001, the company impaired the carrying value of its assets in Thailand and recorded a non-cash gain attributable to a change in the fair value of derivatives. After the impairment charge and the non-cash gain, net earnings were \$85 million or 65 cents per common share (64 cents per diluted common share). For the same period a year ago, net earnings were \$165 million or \$1.27 per common share (\$1.22 per diluted common share).

For the first nine months of 2001, earnings were \$643 million or \$4.96 per common share (\$4.79 per diluted common share) before impairment charges, a decrease in the value of derivatives and the cumulative effect of a required change in accounting principle. Including the effects of the impairment charge and items related to accounting for derivatives, net earnings for the first nine months of 2001 were \$621 million or \$4.79 per common share (\$4.63 per diluted common share). Net earnings for the first nine months of 2000 were \$423 million or \$3.27 per common share (\$3.20 per diluted common share).

RECORD OIL AND GAS PRODUCTION OFFSET BY LOWER PRICES

Devon increased total production of oil, gas and natural gas liquids by six percent to a record 31.3 million barrels of oil equivalent (Boe) in the third quarter of 2001. This compares to total production in the third quarter of 2000 of 29.5 million Boe and total production in the second quarter of 2001 of 29.7 million Boe.

"We are extremely pleased with our third quarter operating performance," said J. Larry Nichols, Devon's Chairman, President and CEO. "The company increased total production by six percent to set an all time quarterly record. This was achieved before contributions from the properties we are acquiring with the Mitchell and Anderson transactions."

In spite of record total quarterly production, revenues from the sales of oil, gas and natural gas liquids decreased 18 percent in the third quarter 2001, to \$571 million. The decrease in third quarter revenues was due entirely to lower oil, gas and natural gas liquids prices. The average oil price received by Devon in the third quarter decreased 15 percent from \$26.36 per barrel in 2000 to \$22.49 in 2001. The average price Devon received for third quarter natural gas production decreased 27 percent from \$3.70 per thousand cubic feet in 2000 to \$2.70 per thousand cubic feet in 2001. The company's average price received for natural gas liquids decreased 25 percent from \$21.01 per barrel in the third quarter of 2000 to \$15.74 per barrel in the 2001 quarter.

EXPENSES REFLECT HIGHER PRODUCTION AND SERVICE AND SUPPLY COSTS

Third quarter production and operating expenses increased \$11.3 million in 2001 to \$161.9 million. Higher lease operating and transportation costs were partially offset by lower production taxes. Lease operating expenses increased \$15.9 million or 15 percent to \$124.8 million. This was due to the expenses associated with new wells added over the last twelve months and higher overall third party service costs. Oil and gas transportation costs increased \$2.2 million or 16 percent to \$16.1 million in the third quarter of 2001. Transportation costs increased primarily because of higher gas production in the Permian Basin and Rocky Mountain areas. Production taxes decreased \$6.8 million or 25 percent to \$21.0 million. The decrease in production taxes reflects lower oil and gas prices in the most recent quarter.

Depreciation, depletion and amortization of property and equipment (DD&A) increased \$35.2 million to \$205.3 million in the third quarter of 2001. The increase reflects both higher overall production and an increase in Devon's DD&A rate. Amortization of goodwill decreased \$1.9 million to \$8.5 million in the third quarter of 2001.

Interest expense decreased by \$4.6 million in the third quarter of 2001 to \$35.9 million. The decrease reflects both lower total indebtedness and a decline in interest rates.

Income tax expense was \$55.3 million or 39 percent of pre-tax earnings in the third quarter of 2001. Third quarter 2001 deferred income tax expenses of \$81.0 million were partially offset by a \$25.7 million current tax benefit. The current tax benefit reflects a change in the estimated amount Devon expects to pay to taxing authorities for earnings for the full year of 2001.

DEVON TO EXIT THAILAND

During the third quarter of 2001, Devon recorded a non-recurring after-tax charge of \$6.7 million associated with the impairment of the company's properties in Thailand. These were minor properties obtained in conjunction with the company's 2000 acquisition of Santa Fe Snyder Corporation. A subsequent evaluation of these properties resulted in Devon's decision during the third quarter 2001 to discontinue operations in Thailand. Devon's decision to exit Thailand follows the company's second quarter 2001 decision to exit Malaysia, Qatar and the majority of its operations in Brazil.

BASIS OF PRESENTATION AND ACCOUNTING CHANGE

The August 2000 merger of Devon and Santa Fe Snyder Corporation was accounted for as a "pooling-of-interests." As a result, financial statements for all periods presented represent the combined financial results of the two companies. The pooling-of-interests method of accounting requires that financial statements for all periods presented be restated as if the companies had always been merged.

Devon adopted Financial Accounting Standards Board Statement 133 on January 1, 2001. Statement 133 establishes new accounting procedures for certain derivative instruments. As a result of the new accounting procedures, the company recognized an after tax gain of \$1.7 million in the current period. Devon's nine months results also include the after tax cumulative effect of adopting the new accounting procedures. The cumulative effect was an after tax gain of \$49.5 million recorded in the first quarter of 2001.

RECENT DEVELOPMENTS

On August 14, 2001, Devon announced plans to acquire Mitchell Energy & Development Corp. for stock and cash. On September 4, 2001 Devon announced plans to acquire Anderson Exploration Ltd. in an all cash transaction. In aggregate, the cash component of the two acquisitions is approximately \$5 billion. Devon planned to fund the cash portion of these transactions with a combination of a five-year term loan and the private placement of long-term notes and debentures. The term loan was arranged prior to the announcement of the Anderson acquisition. On October 3, 2001, the company completed a \$3 billion private placement of 10-year notes and 30-year debentures. Due to the structure of the indebtedness utilized to fund the two transactions, the first material amortization of principal does not occur until 2005.

Devon acquired Anderson on October 15, 2001. Devon expects to complete the Mitchell acquisition around year-end. Following completion of the Anderson and Mitchell acquisitions, Devon will retain a high degree of financial flexibility.

CONFERENCE CALL TO BE WEBCAST TODAY

Devon will discuss its third quarter 2001 financial and operating results in a conference call webcast today. The webcast will begin at 10:00 am central time (11:00 am eastern time). The webcast may be accessed from Devon's internet home page at www.dvn.com.

Devon Energy Corporation is an independent energy company engaged in oil and gas exploration, production and property acquisitions. Devon ranks among the top five U.S.-based independent oil and gas producers and is included in the S&P 500 Index. Approximately 83 percent of the company's proved reserves are located in North America. Also, Devon has international operations in Azerbaijan, Southeast Asia, South America and West Africa. Shares of Devon Energy Corporation trade on the American Stock Exchange under the symbol DVN. In addition, Devon's exchangeable shares trade on the Toronto Stock Exchange under the symbol NSX.

**NOTICE TO INVESTORS CONCERNING DEVON'S PLANS TO ACQUIRE
MITCHELL ENERGY**

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FINANCIAL INFORMATION FOLLOWS

DEVON ENERGY CORPORATION
UNAUDITED FINANCIAL INFORMATION

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PRODUCTION DATA	QUARTER ENDED SEPTEMBER 30,			NINE MONTHS ENDED SEPTEMBER 30,		
	2001	2000	% CHANGE	2001	2000	% CHANGE
(net of royalties)						
TOTAL PERIOD PRODUCTION						
Gas (Bcf)						
U.S.- Rocky Mountains	26.6	22.7	17%	84.2	63.8	32%
U.S.- Permian/Mid-Continent	33.0	29.2	13%	88.9	87.2	2%
U.S.- Gulf	35.8	37.5	(5)%	107.7	111.2	(3)%
Canada	15.5	14.5	7%	46.2	47.3	(2)%
Other International	2.7	2.2	22%	6.9	6.6	4%
Total Gas	113.6	106.1	7%	333.9	316.1	6%
Oil (MBbls)						
U.S.- Rocky Mountains	567	718	(21)%	1,720	2,185	(21)%
U.S.- Permian/Mid-Continent	3,331	3,180	5%	9,568	10,858	(12)%
U.S.- Gulf	2,724	2,740	(1)%	8,306	8,768	(5)%
Canada	1,291	1,234	5%	3,912	3,598	9%
Other International	2,497	2,275	10%	7,338	6,832	7%
Total Oil	10,410	10,147	3%	30,844	32,241	(4)%
Natural Gas Liquids (MBbls)						
U.S.- Rocky Mountains	173	179	(3)%	465	522	(11)%
U.S.- Permian/Mid-Continent	1,029	987	4%	2,777	3,115	(11)%
U.S.- Gulf	551	353	56%	1,112	1,232	(10)%
Canada	145	162	(10)%	473	504	(6)%
Other International	36	7	414%	54	11	391%
Total Natural Gas Liquids	1,934	1,688	15%	4,881	5,384	(9)%
AVERAGE DAILY PRODUCTION						
Gas (Mcf)						
U.S.- Rocky Mountains	289,130	246,902	17%	308,348	232,978	32%
U.S.- Permian/Mid-Continent	358,272	317,533	13%	325,542	318,073	2%
U.S.- Gulf	388,793	407,348	(5)%	394,586	406,004	(3)%
Canada	168,554	157,359	7%	169,275	172,493	(2)%
Other International	29,130	24,272	20%	25,150	24,051	5%
Total Gas	1,233,879	1,153,414	7%	1,222,901	1,153,599	6%
Oil (Bbls)						
U.S.- Rocky Mountains	6,163	7,804	(21)%	6,300	7,974	(21)%
U.S.- Permian/Mid-Continent	36,207	34,565	5%	35,048	39,628	(12)%
U.S.- Gulf	29,609	29,783	(1)%	30,425	32,000	(5)%
Canada	14,033	13,413	5%	14,330	13,131	9%
Other International	27,141	24,728	10%	26,879	24,934	8%
Total Oil	113,153	110,293	3%	112,982	117,667	(4)%
Natural Gas Liquids (Bbls)						
U.S.- Rocky Mountains	1,880	1,946	(3)%	1,703	1,905	(11)%
U.S.- Permian/Mid-Continent	11,185	10,728	4%	10,172	11,369	(11)%
U.S.- Gulf	5,989	3,837	56%	4,073	4,496	(9)%
Canada	1,576	1,761	(11)%	1,733	1,839	(6)%
Other International	391	76	415%	198	40	395%
Total Natural Gas Liquids	21,021	18,348	15%	17,879	19,649	(9)%

DEVON ENERGY CORPORATION
UNAUDITED FINANCIAL INFORMATION

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PRICE DATA	QUARTER ENDED SEPTEMBER 30,			NINE MONTHS ENDED SEPTEMBER 30,		
	2001	2000	% CHANGE	2001	2000	% CHANGE
AVERAGE REALIZED PRICES (US\$)						
Gas (\$/Mcf)						
U.S.- Rocky Mountains	\$ 2.46	\$ 3.35	(27)%	\$ 4.09	\$ 2.89	42%
U.S.- Permian/Mid-Continent	\$ 2.69	\$ 3.90	(31)%	\$ 4.57	\$ 3.23	41%
U.S.- Gulf	\$ 3.21	\$ 4.30	(25)%	\$ 5.11	\$ 3.41	50%
Canada	\$ 2.16	\$ 2.64	(18)%	\$ 3.57	\$ 2.24	59%
Other International	\$ 1.45	\$ 1.41	3%	\$ 1.41	\$ 1.33	6%
All Gas	\$ 2.70	\$ 3.70	(27)%	\$ 4.42	\$ 3.04	45%
Oil (\$/Bbl)						
U.S.- Rocky Mountains	\$ 24.88	\$ 32.53	(24)%	\$ 26.11	\$ 27.51	(5)%
U.S.- Permian/Mid-Continent	\$ 20.67	\$ 22.63	(9)%	\$ 21.54	\$ 23.79	(9)%
U.S.- Gulf	\$ 23.78	\$ 28.40	(16)%	\$ 24.99	\$ 26.50	(6)%
Canada	\$ 21.94	\$ 25.82	(15)%	\$ 21.76	\$ 24.74	(12)%
Other International	\$ 23.24	\$ 27.45	(15)%	\$ 24.38	\$ 25.25	(3)%
All Oil	\$ 22.49	\$ 26.36	(15)%	\$ 23.43	\$ 25.20	(7)%
Natural Gas Liquids (\$/Bbl)						
U.S.- Rocky Mountains	\$ 15.56	\$ 22.93	(32)%	\$ 19.32	\$ 19.24	0%
U.S.- Permian/Mid-Continent	\$ 15.16	\$ 20.56	(26)%	\$ 19.01	\$ 18.44	3%
U.S.- Gulf	\$ 15.34	\$ 18.66	(18)%	\$ 17.64	\$ 20.93	(16)%
Canada	\$ 21.75	\$ 26.89	(19)%	\$ 26.38	\$ 25.60	3%
Other International	\$ 15.37	\$ 16.57	(7)%	\$ 16.38	\$ 19.64	(17)%
All Natural Gas Liquids	\$ 15.74	\$ 21.01	(25)%	\$ 19.41	\$ 19.76	(2)%
AVERAGE BENCHMARK PRICES (US\$)						
Gas (\$/Mcf) - Henry Hub	\$ 2.90	\$ 4.27	(32)%	\$ 4.87	\$ 3.41	43%
Oil (\$/Bbl) - West Texas Intermediate (Cushing)	\$ 26.59	\$ 31.66	(16)%	\$ 27.79	\$ 29.70	(6)%

DEVON ENERGY CORPORATION
UNAUDITED FINANCIAL INFORMATION

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QUARTER ENDED SEPTEMBER 30,

STATEMENT OF OPERATIONS DATA (US\$)	2001	2000	% CHANGE
(in thousands, except per share data)	-----	-----	-----
TOTAL REVENUES (NET OF ROYALTIES)	\$ 586,715	\$ 725,141	(19)%
Oil sales	234,116	267,430	(12)%
Gas sales	306,808	392,588	(22)%
Natural gas liquids sales	30,445	35,457	(14)%
Other	15,346	29,666	(48)%
TOTAL PRE-TAX EXPENSES	\$ 446,702	\$ 454,079	(2)%
Lease operating expenses	124,781	108,902	15%
Transportation costs	16,113	13,907	16%
Production taxes	20,967	27,773	(25)%
	-----	-----	
Total production and operating expenses	161,861	150,582	7%
Depreciation, depletion and amortization of property & equipment	205,345	170,151	21%
Amortization of goodwill	8,461	10,364	(18)%
General and administrative expenses	26,977	25,304	7%
Expenses related to prior merger	--	57,233	(100)%
Interest expense	35,885	40,445	(11)%
Change in fair value of derivatives	(2,738)	--	NM
Reduction of carrying value of oil and gas properties	10,911	--	NM
EARNINGS BEFORE INCOME TAXES	140,013	271,062	(48)%
TOTAL INCOME TAX EXPENSE	55,281	106,150	(48)%
Current	(25,679)	50,403	(151)%
Deferred	80,960	55,747	45%
NET EARNINGS	\$ 84,732	\$ 164,912	(49)%
Preferred stock dividends	2,433	2,433	0%
NET EARNINGS APPLICABLE TO COMMON STOCKHOLDERS	\$ 82,299	\$ 162,479	(49)%
	=====	=====	
Net earnings per average common share outstanding			
BASIC	\$ 0.65	\$ 1.27	(49)%
	=====	=====	
DILUTED	\$ 0.64	\$ 1.22	(48)%
	=====	=====	
Weighted average shares outstanding			
Basic	126,335	127,857	(1)%
Diluted	131,573	134,394	(2)%

DEVON ENERGY CORPORATION
UNAUDITED FINANCIAL INFORMATION

Page 8 of 9

STATEMENT OF OPERATIONS DATA (US\$)	NINE MONTHS ENDED SEPTEMBER 30,		
	2001	2000	% CHANGE
(IN THOUSANDS, EXCEPT PER SHARE DATA)	----	----	-----
TOTAL REVENUES (NET OF ROYALTIES)	\$2,335,464	\$1,934,041	21%
Oil sales	722,672	812,365	(11)%
Gas sales	1,474,986	960,865	54%
Natural gas liquids sales	94,746	106,373	(11)%
Other	43,060	54,438	(21)%
TOTAL PRE-TAX EXPENSES	\$1,378,557	\$1,228,930	12%
Lease operating expenses	362,884	326,709	11%
Transportation costs	51,936	38,652	34%
Production taxes	95,025	69,644	36%
Total production and operating expenses	509,845	435,005	17%
Depreciation, depletion and amortization of property & equipment	572,939	507,654	13%
Amortization of goodwill	25,384	31,057	(18)%
General and administrative expenses	73,867	74,177	0%
Expenses related to prior merger	--	57,233	(100)%
Interest expense	104,825	121,396	(14)%
Deferred effects of change in currency rates on subsidiary's long-term debt	--	2,408	(100)%
Change in fair value of derivatives	3,844	--	NM
Reduction of carrying value of oil and gas properties	87,853	--	NM
EARNINGS BEFORE INCOME TAXES AND CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE	956,907	705,111	36%
TOTAL INCOME TAX EXPENSE	384,970	281,678	37%
Current	117,213	122,908	(5)%
Deferred	267,757	158,770	69%
EARNINGS BEFORE CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE	571,937	423,433	35%
Cumulative effect of change in accounting principle	49,452	--	NM
NET EARNINGS	\$ 621,389	\$ 423,433	47%
Preferred stock dividends	7,301	7,301	0%
NET EARNINGS APPLICABLE TO COMMON STOCKHOLDERS	\$ 614,088	\$ 416,132	48%
NET EARNINGS PER AVERAGE COMMON SHARE OUTSTANDING AFTER CUMULATIVE EFFECT OF CHANGE IN ACCOUNTING PRINCIPLE			
BASIC	\$ 4.79	\$ 3.27	34%
DILUTED	\$ 4.63	\$ 3.20	33%
Weighted average shares outstanding			
Basic	128,274	127,065	1%
Diluted	133,982	130,628	3%

DEVON ENERGY CORPORATION
UNAUDITED FINANCIAL INFORMATION

Page 9 of 9

BALANCE SHEET DATA (US\$)	SEPTEMBER 30,	DECEMBER 31,	
(IN THOUSANDS, EXCEPT % CHANGE DATA)	2001	2000	% CHANGE
	-----	-----	-----
TOTAL ASSETS	\$7,732,490	\$6,860,478	13%
Cash and cash equivalents	239,265	228,050	5%
Other current assets	580,637	706,087	(18)%
	-----	-----	
Total current assets	819,902	934,137	(12)%
Property and equipment (net)	5,743,523	4,909,536	17%
Investment in Chevron Corporation common stock	601,083	598,867	0%
Goodwill, net of amortization	269,305	289,489	(7)%
Fair value of derivatives	151,415	--	NM
Other assets	147,262	128,449	15%
TOTAL LIABILITIES	\$3,963,485	\$3,582,874	11%
Current liabilities	561,798	628,987	(11)%
Other liabilities	162,318	164,469	(1)%
Debentures exchangeable into shares of Chevron Corporation common stock	645,461	760,313	(15)%
Senior Convertible Debentures	370,209	359,689	3%
Other long-term debt	969,107	928,834	4%
Deferred revenue	65,330	113,756	(43)%
Deferred income taxes	1,112,822	626,826	78%
Fair value of derivatives	76,440	--	NM
STOCKHOLDERS' EQUITY	\$3,769,005	\$3,277,604	15%
TOTAL LIABILITIES & STOCKHOLDERS' EQUITY	\$7,732,490	\$6,860,478	13%
COMMON SHARES OUTSTANDING	126,014	128,638	(2)%
STATEMENT OF CASH FLOWS DATA (US\$)	NINE MONTHS ENDED SEPTEMBER 30,		
(IN THOUSANDS, EXCEPT % CHANGE DATA)	2001	2000	% CHANGE
	----	----	-----
CASH FLOWS FROM OPERATING ACTIVITIES			
Net earnings	\$ 621,389	\$ 423,433	47%
Depreciation, depletion and amortization of property and equipment	572,939	507,654	13%
Amortization of goodwill	25,384	31,057	(18)%
Reduction of carrying value of oil and gas properties	87,853	--	NM
Deferred income taxes	267,757	158,770	69%
Other	(26,668)	(2,834)	NM
Changes in assets and liabilities net of effects of acquisitions of businesses	(48,146)	15,310	NM
	-----	-----	
NET CASH PROVIDED BY OPERATING ACTIVITIES	\$ 1,500,508	\$ 1,133,390	32%
CASH FLOWS FROM INVESTING ACTIVITIES			
Capital Expenditures	(1,351,492)	(947,974)	43%
Other	41,395	56,640	(27)%
	-----	-----	
NET CASH USED IN INVESTING ACTIVITIES	\$(1,310,097)	\$ (891,334)	47%
CASH FLOWS FROM FINANCING ACTIVITIES			
NET CASH USED IN FINANCING ACTIVITIES	\$ (178,336)	\$ (235,464)	(24)%

###

*Filed by Devon Energy Corporation
Pursuant to Rule 425 under the Securities Act of 1933
And deemed filed pursuant to Rule 14a-12
Of the Securities Exchange Act of 1934
Subject Company: Mitchell Energy & Development Corp.
Commission File No. 333-68694*

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The following slides were added to or changed from, Devon Energy Corporation's slide presentation of October 22, 2001.

Third Quarter Highlights

- Record natural gas, oil and liquids production
 - 1.23 BCFD and 134 BOD
 - 5% increase over 2Q '01
 - 6% increase over 3Q '00
 - Cash margin of \$388 MM
 - \$2.94 per share
 - Net earnings of \$90 MM
 - \$.68 per share
-

Third Quarter Operations

Capital expenditures: \$304 MM

364 Development
Wells Drilled



99% Success Rate

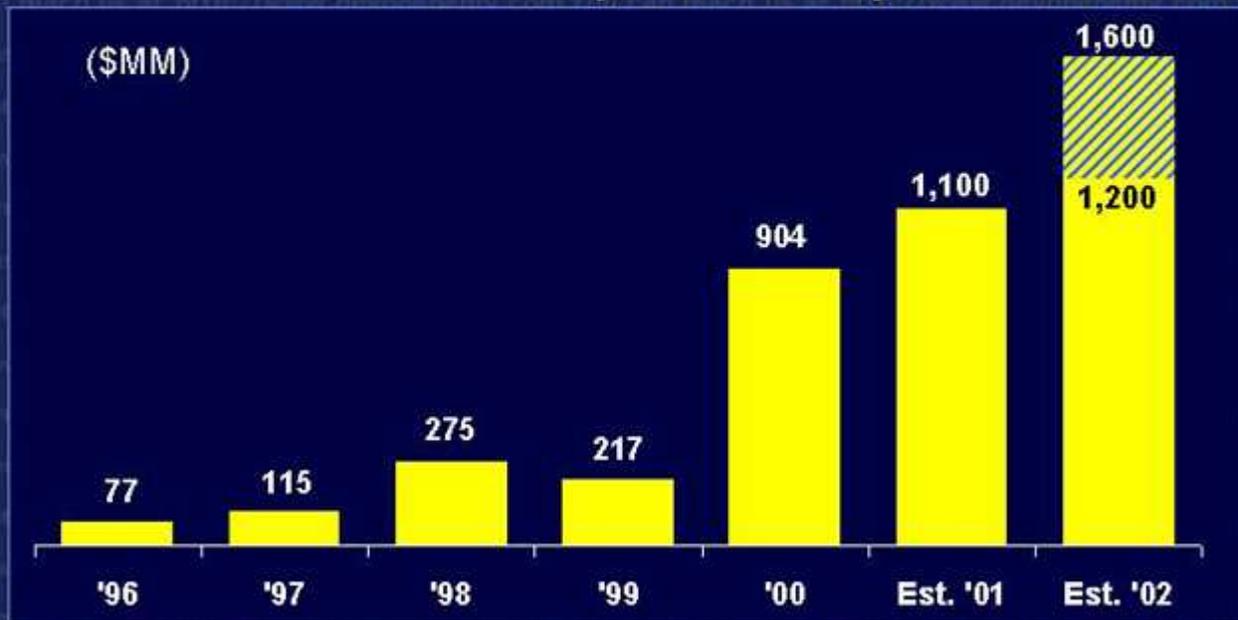
51 Exploration
Wells Drilled



80% Success Rate

■ Successful
■ Dry

E&P Capital Expenditures



Notes: 1996-1997 represents historical Devon as reported prior to the 1998 Northstar merger. 1998-1999 represents historical Devon as reported prior to the 2000 Santa Fe Snyder merger.

- Devon Canada management team in-place at closing
 - Mitchell integration plans developed for implementation at closing
 - Mitchell + Anderson: \approx \$50 MM synergies
-

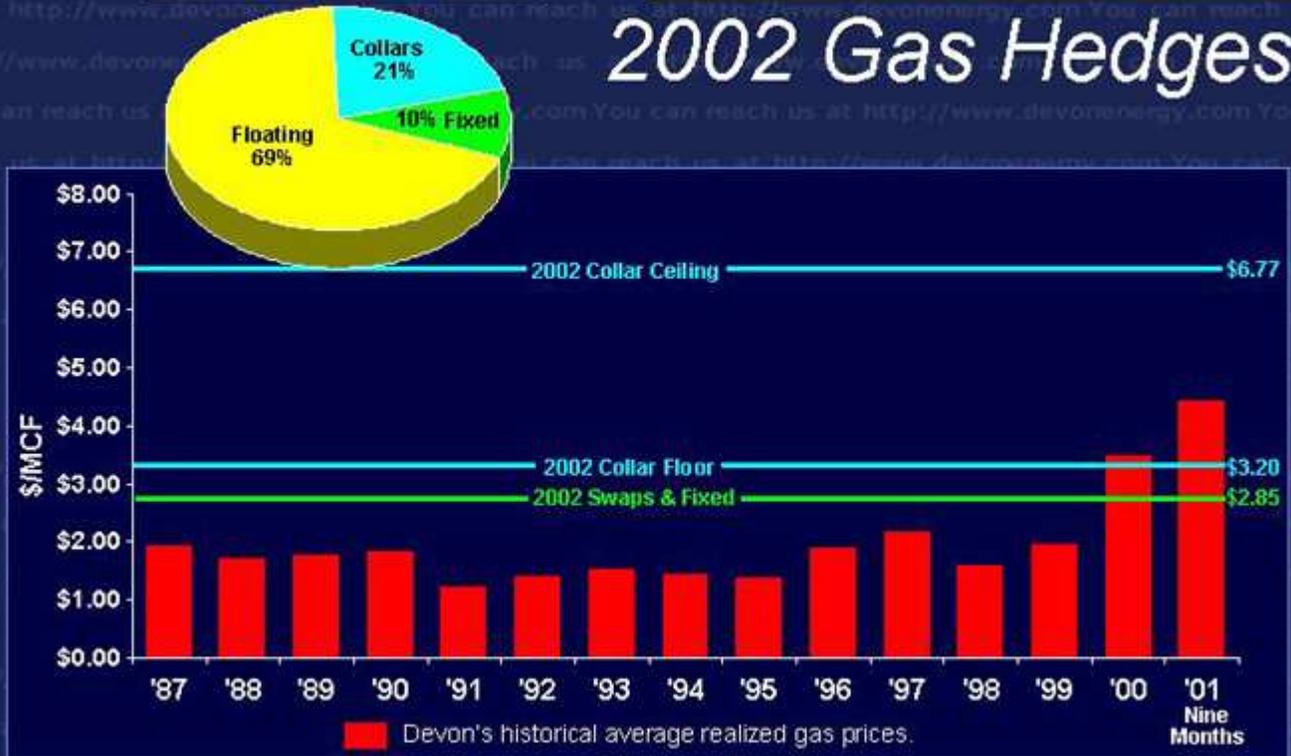
Debt Reduction Plan

- Excess Cash Flow
 - Protect with hedges
 - Optimize capital budget
- Divest > \$1 billion non-core properties
 - All five divisions contributing

Q2 '01 Pro Forma Production

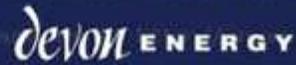


2002 Gas Hedges

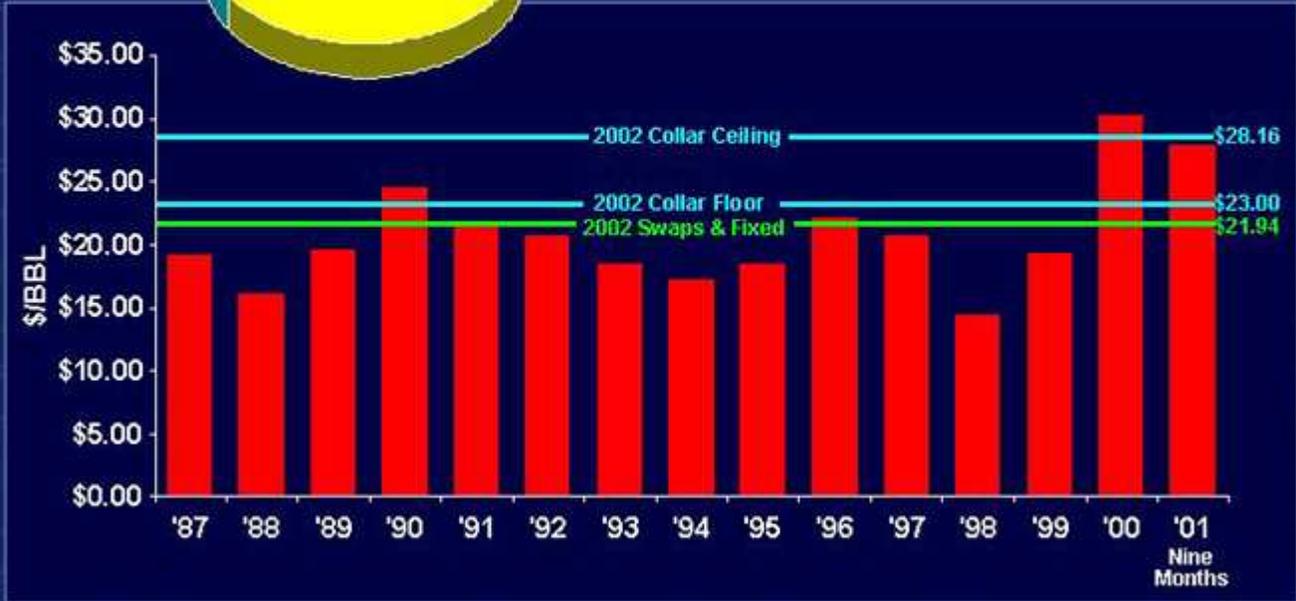


Pro forma data for the combination of Devon, Mitchell and Anderson.

Q2 '01 Pro Forma Production

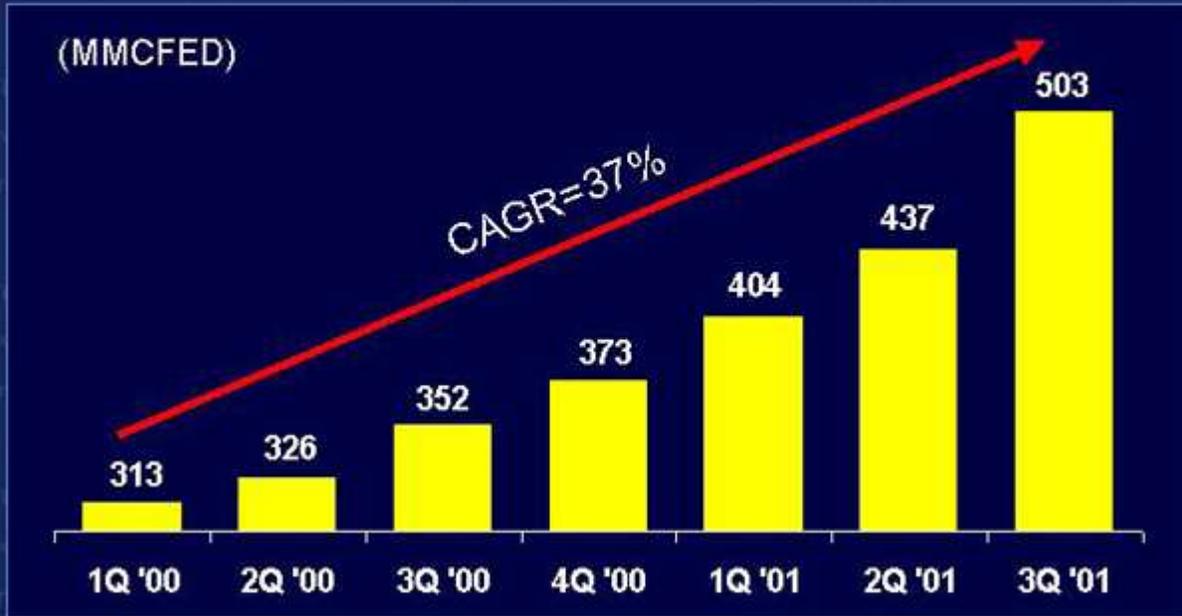


2002 Oil Hedges

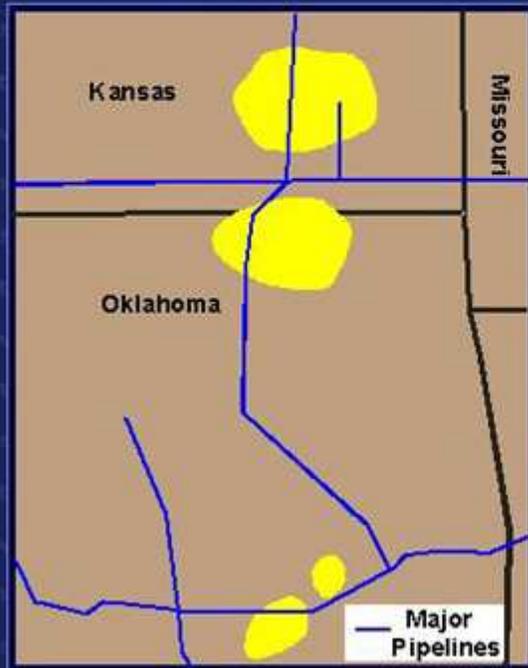


Pro forma data for the combination of Devon, Mitchell and Anderson.

Mitchell Production Growth



Cherokee Basin CBM

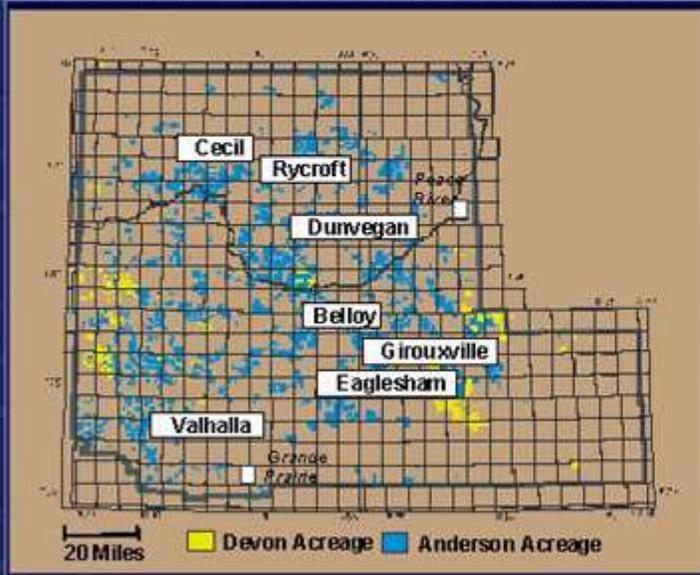


- 400,000 net acres
- Geology:
 - Depths 800 - 3,000'
 - Pennsylvanian coals
- Current Status:
 - 3 rigs drilling; acquiring fourth
 - Drilling
 - 2001: 100 wells
 - 2002: 400 - 500 wells



devon ENERGY

Peace River Arch

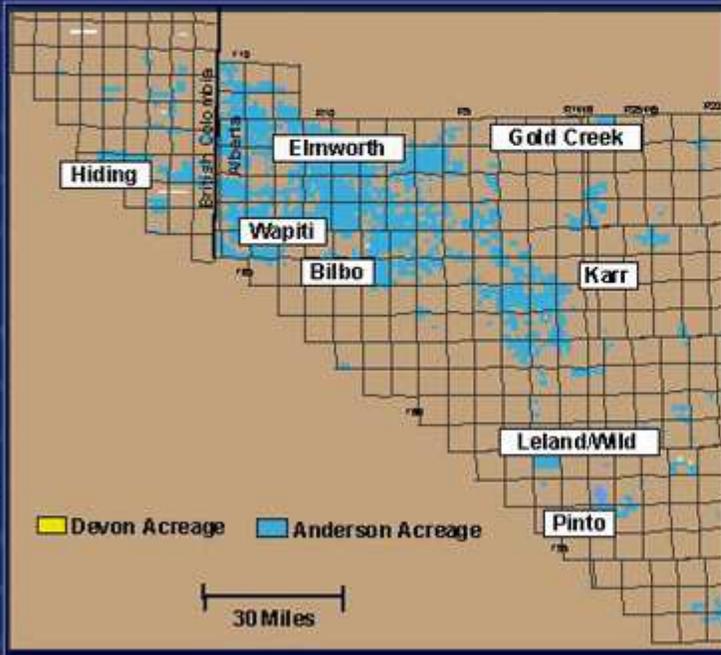


- 900,000 net undeveloped acres
- Drilling rigs utilized
 - Current: 4
 - '01/'02 winter plans: 8
- Q2 '01 pro forma production
 - Gas: 142 MMCFD
 - Liquids: 6,460 BOD
- Moderate well depths
- Ownership in key infrastructure
- Significant recent success



devon ENERGY

Deep Basin

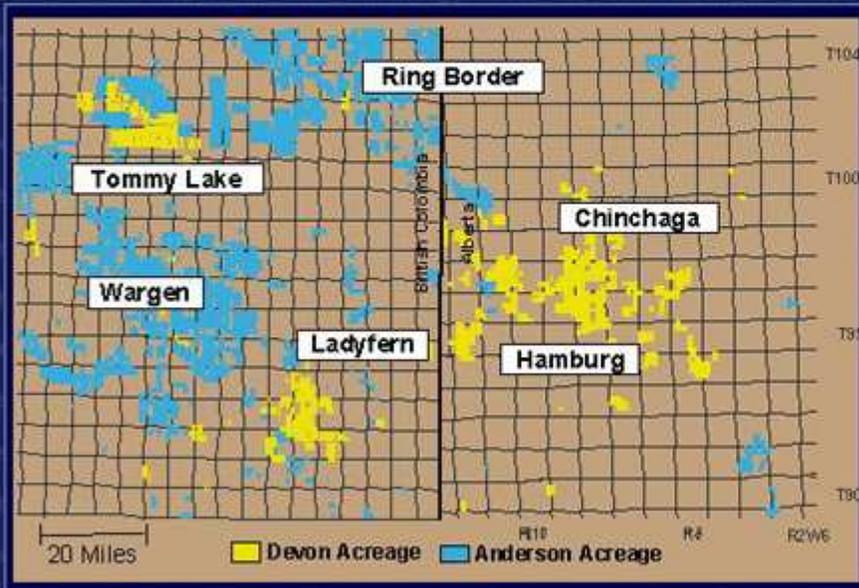


- 700,000 net undeveloped acres
- '01/'02 winter plans: 13 rig program
- Q2 '01 pro forma production
 - Gas: 80 MMCFD
 - Liquids: 4,200 BLD
- Mid-depth, liquid rich gas targets to deep lean gas
- Year-round access
- Ownership in key infrastructure
- Significant recent success



devon ENERGY

NW Alberta/NE B.C.



- Significant operational synergy
- Q2 '01 pro forma production
 - Gas: 150 MMCFD
 - Liquids: 6,600 BLD
- Strong growth potential from multi-zone gas targets

I. Track Record

II. Growth Strategy

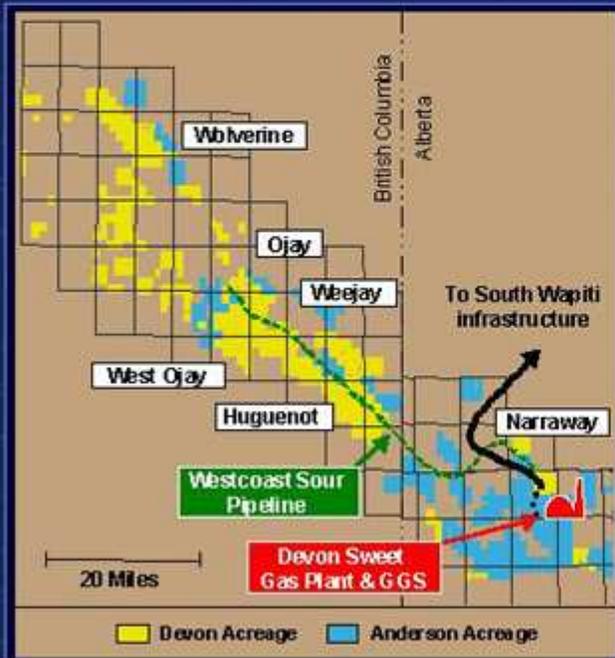
III. Near-term Growth Projects

IV. Long-term/High-potential Projects



devon ENERGY

Northern Foothills



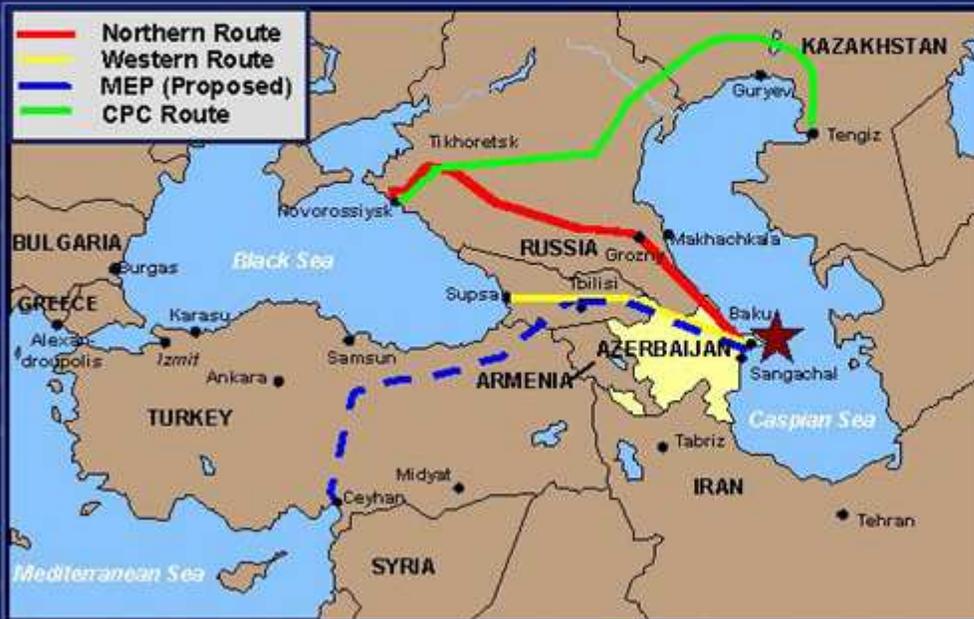
- Multi-zone sour & sweet gas potential
- 2001 activity: yielded 4 sour & 6 sweet gas wells
- > 90 MMCFD of shut-in gas production
- Infrastructure:
 - 134 MMCFD
 - 42% WI, operated
 - Est. on-stream Q2 '02
- Westcoast sour line planned on-stream late 2002

West Africa



- Marine IX Block
 - 150 MMBOE gross target
 - 37.5% working interest
 - Expected spud: Q1 '02
- Agali Block
 - On trend w/Triton's La Ceiba
 - 150 MMBOE gross target
 - 50% working interest
 - Expected spud: mid-'02

Azerbaijan



- Operator: BP Amoco
- 5.6% carried interest
- Current production: 115 MBOD (gross)
- Gross proven reserves: > 4 BBO
- Ultimate gross potential: > 6 BBO

*Filed by Devon Energy Corporation
Pursuant to Rule 425 under the Securities Act of 1933
And deemed filed pursuant to Rule 14a-12
Of the Securities Exchange Act of 1934
Subject Company: Mitchell Energy & Development Corp.
Commission File No. 333-68694*

**NOTICE TO INVESTORS CONCERNING DEVON'S PLANS TO ACQUIRE
MITCHELL ENERGY**

Investors and security holders are advised to read the definitive joint proxy statement/prospectus that will be included in the Registration Statement on Form S-4 filed with the Securities and Exchange Commission in connection with the proposed transaction because it will contain important information. A preliminary joint proxy statement/prospectus has been filed with the SEC by Devon and Mitchell. Investors and security holders may obtain a free copy of the joint proxy statement/prospectus and other documents filed by Devon and Mitchell with the SEC at the SEC's web site at www.sec.gov. The definitive joint proxy statement/prospectus and such other documents (relating to Devon) may also be obtained for free from Devon when they become available by directing such request to: Devon Energy Corporation, 20 North Broadway, Suite 1500, Oklahoma City, Oklahoma 73102-8260, Attention: Investor Relations, telephone: (405) 552-4570, e-mail: judy.roberts@dvn.com. The definitive joint proxy statement/prospectus and such other documents (relating to Mitchell) may also be obtained for free from Mitchell when they become available by directing such request to: Mitchell Energy & Development Corp., 2001 Timberloch Place, The Woodlands, Texas 77380, Attention: Investor Relations, telephone: (713) 377-6625, e-mail: mndpr@mitchellenergy.com.

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The following slide presentation was presented by Devon Energy Corporation to a group of outside analysts on November 20, 2001.

Risk Factors

Information provided in this presentation includes "forward-looking statements" as defined by the SEC. Forward-looking statements are identified as "forecasts, projections, estimates, plans, expectations, etc." and are subject to a variety of risk factors. For representative risk factors that could cause Devon's actual results to differ materially from the estimates contained herein, see Form 10-K for the year-ended December 31, 2000 and subsequent SEC filings.

Corporate Overview

Shares outstanding: 155 MM

Equity capitalization: ≈ \$5.2 B

Enterprise value: ≈ \$13.2 B

Senior credit rating:

S&P BBB+

Moody's Baa2

Fitch (D&P) BBB

Pro forma data for the combination of Devon, Mitchell and Anderson



Corporate Overview

Proved reserves:	2,044 MMBOE
Production profile:	95% North America 5% International
Production mix:	64% gas / 36% liquids
R/P ratio:	9.8 years

Pro forma data for the combination of Devon, Mitchell and Anderson

Third Quarter Highlights

- Record natural gas, oil and liquids production
 - 1.23 BCFD and 134 MBOD
 - 5% increase over 2Q '01
 - 6% increase over 3Q '00
- Cash margin of \$388 MM
 - \$2.94 per share
- Net earnings of \$90 MM
 - \$.68 per share

Note: Earnings before a non-recurring impairment charge and a change in the fair value of derivatives.

Third Quarter Operations

Capital Expenditures: \$304 MM

364 Development
Wells Drilled



99% Success Rate

51 Exploration
Wells Drilled



80% Success Rate



I. Track Record

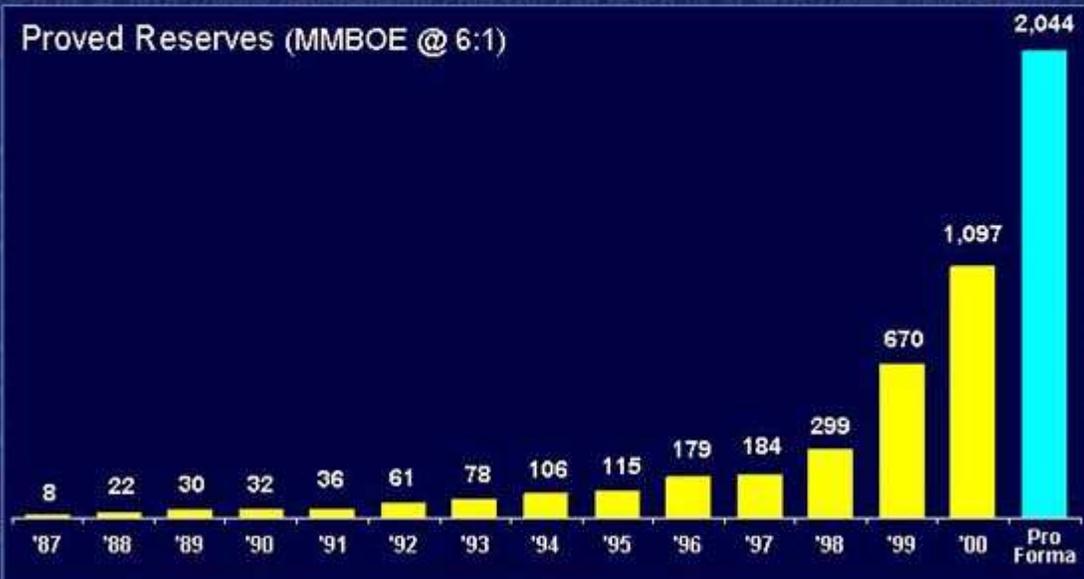
II. Growth Strategy

III. Near-term Growth Projects

IV. Long-term/High-potential Projects

Reserve Growth

Proved Reserves (MMBOE @ 6:1)

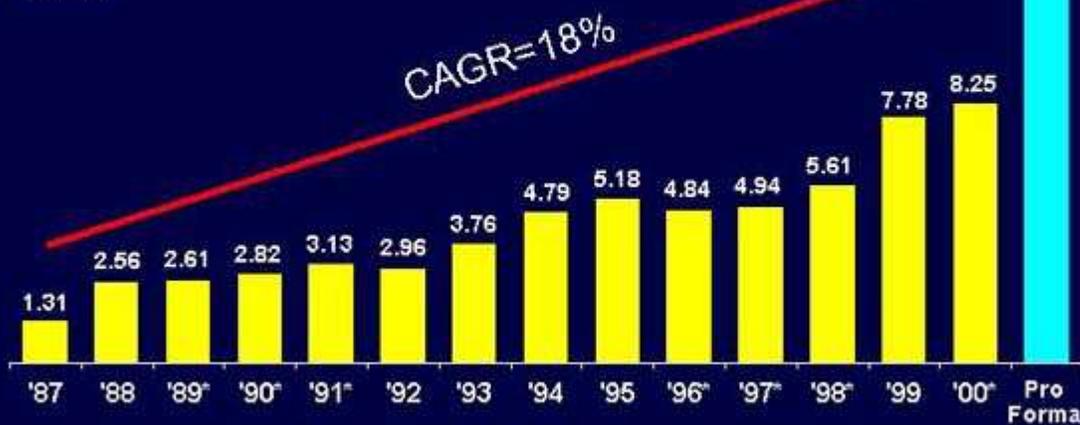


Note: Pro forma for the Anderson and Mitchell acquisitions. 1987-1997 represents historical Devon as reported prior to the 1998 Northstar merger. 1998-1999 represents historical Devon as reported prior to the 2000 Santa Fe Snyder merger.

Reserves Per Common Share

Proved Reserves (BOE @ 6:1)

▲ diluted

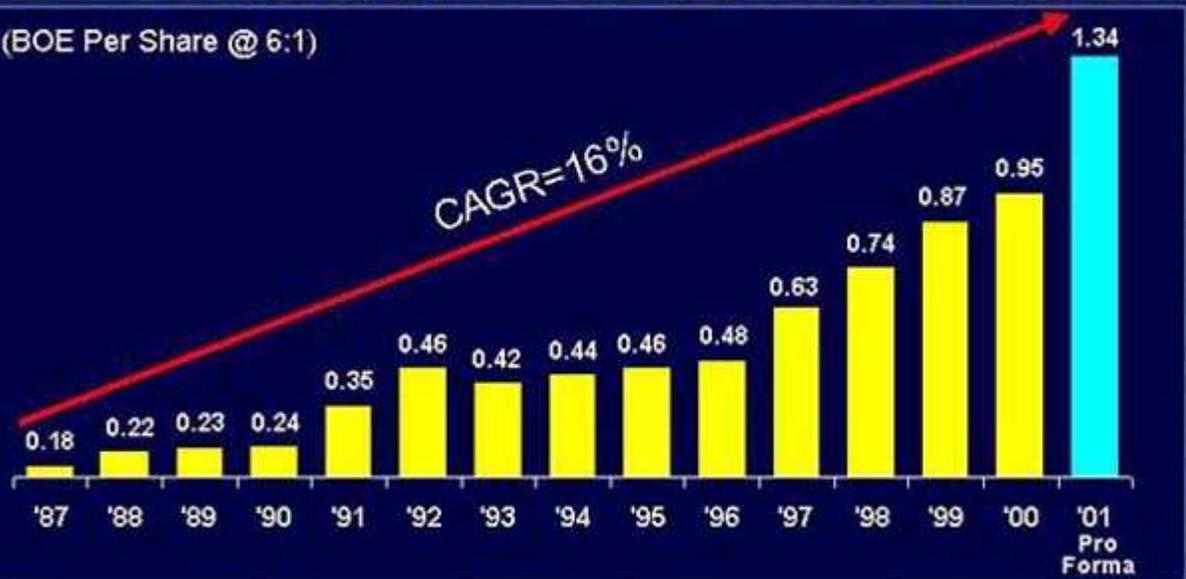


■ Pro forma reserves combine Devon, as of 12/00, Mitchell as of 6/01 and Anderson as of 08/01. Pro forma shares include 30.2 MM for Mitchell less shares repurchased by Devon through 2001 repurchase program.

Note: 1987-1997 represents historical Devon as reported prior to the 1998 Northstar merger. 1998-1999 represents historical Devon as reported prior to the 2000 Santa Fe Snyder merger.

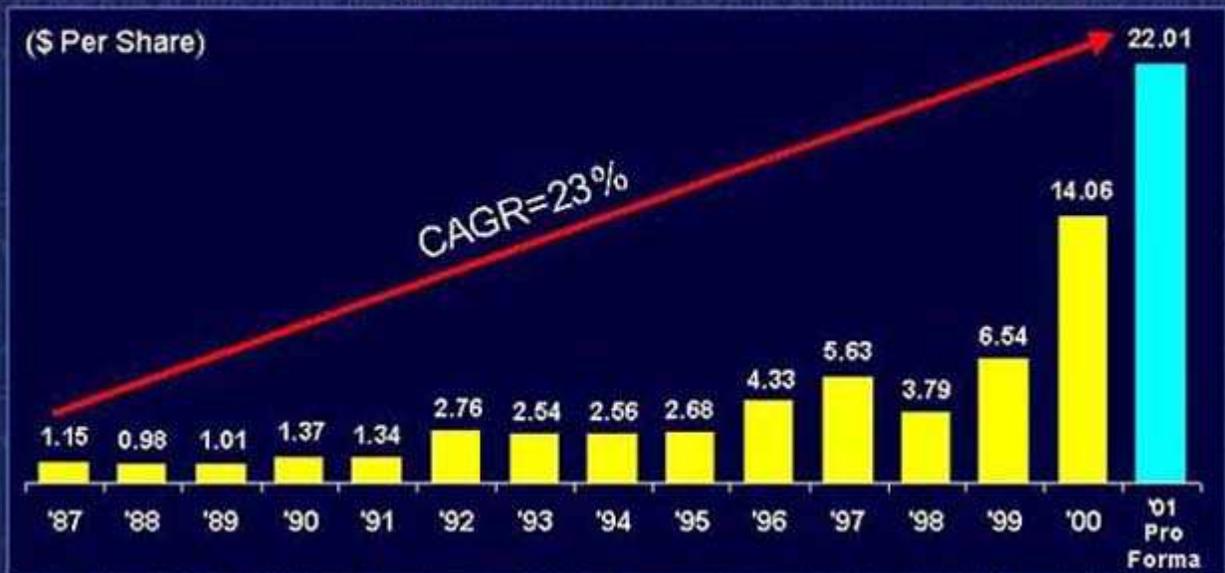
Production Per Common Share

(BOE Per Share @ 6:1)



■ Represents annualized production for the quarter ended 6/30/01 for the combined Devon, Mitchell and Anderson. Pro forma basic shares include 29.2 MM for Mitchell less shares repurchased by Devon through repurchase program. Note: 1987-1997 represents historical Devon as reported prior to 1998 Northstar merger. 1998-1999 represents historical Devon as reported prior to the 2000 Santa Fe Snyder merger.

Cash Margin Per Common Share



Note: 2001 data is estimated by annualizing the second quarter pro forma combination of Devon, Anderson and Mitchell. 1987-1997 represents historical Devon as reported prior to the 1998 Northstar merger. 1998-1999 represents historical Devon as reported prior to the 2000 Santa Fe Snyder merger. 2000 data excludes one-time merger expenses.

I. Track Record

II. Growth Strategy

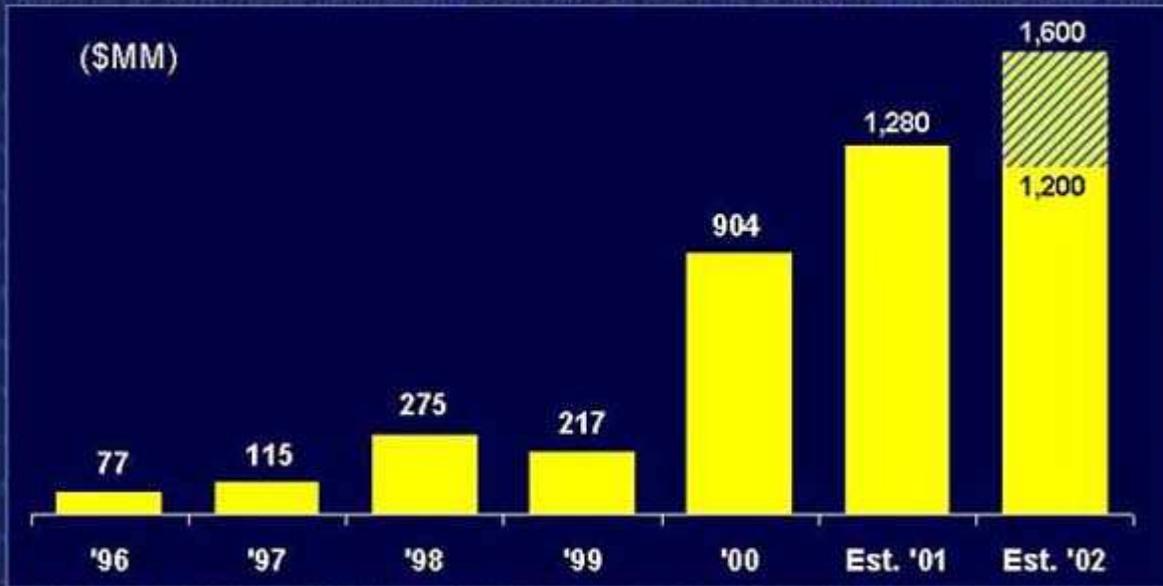
III. Near-term Growth Projects

IV. Long-term/High-potential Projects

Growth Strategy

**Integrate drilling and acquisitions
to establish focused, high-margin
property concentrations.**

E&P Capital Expenditures



Note: 1996-1997 represents historical Devon as reported prior to the 1998 Northstar merger. 1998-1999 represents historical Devon as reported prior to the 2000 Santa Fe Snyder merger.

Acquisition Criteria

	Enhance Core Areas	Establish New Core Areas	Technology Transfer	Strengthen Balance Sheet
Alta (1994)	✓			✓
KMG-NA (1996)	✓	✓	✓	✓
Northstar (1998)	✓	✓		✓
PennzEnergy (1999)	✓	✓	✓	
Santa Fe/Snyder (2000)	✓	✓		✓
Anderson Exploration (2001)	✓	✓	✓	
Mitchell (Est. Q4 2001)		✓	✓	✓

Per Share Financial Criteria

	Cash Flow Accretion	Earnings Accretion	Reserves Accretion	Production Accretion
Alta (1994)	✓		✓	✓
KMG-NA (1996)	✓	✓	✓	✓
Northstar (1998)	✓		✓	✓
PennzEnergy (1999)	✓	✓	✓	✓
Santa Fe/Snyder (2000)	✓	✓	✓	✓
Anderson Exploration (2001)	✓		✓	✓
Mitchell (Est. Q4 2001)	✓	✓	✓	✓

Anderson Acquisition

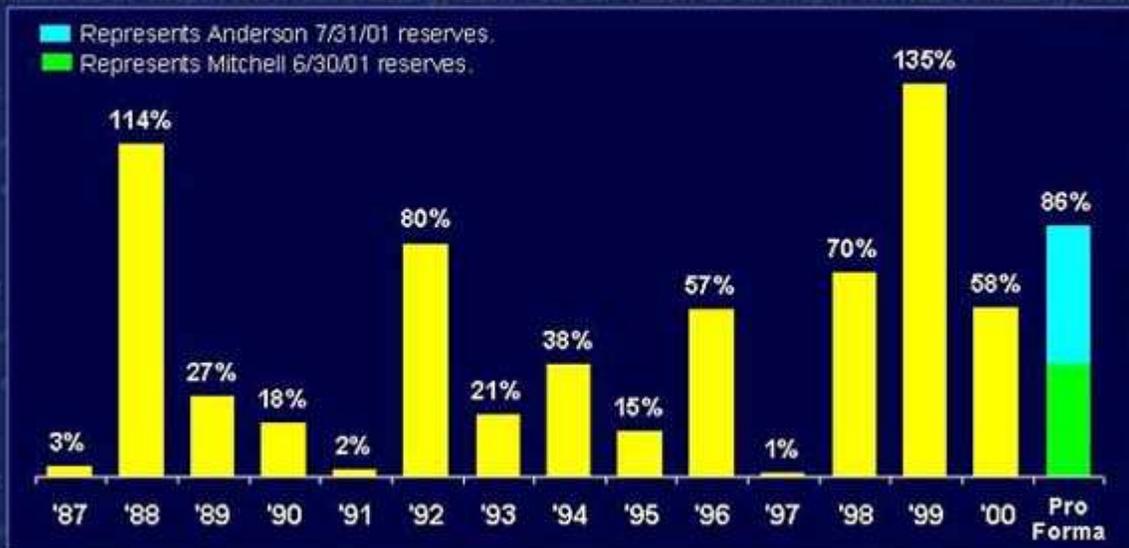
- 9/04/01: Announced purchase of Anderson by Devon
- Terms: All cash tender of C\$40 per Anderson share
 - US\$ 3.4 billion cash tender
 - US\$ 1.2 billion net debt and other obligations
 - US\$ 4.6 billion total transaction
- Closed October 15, 2001

Mitchell Acquisition

- 8/14/01: Announced purchase of Mitchell by Devon
 - Terms: 50/50 cash and stock
– \$3.5 billion, including \$0.4 billion of assumed debt
 - Board approved/Mitchell commitment
 - Expected close: Late 2001 - early 2002
-

- Devon Canada management team in-place at closing
- Mitchell integration plans developed for implementation at closing
- Mitchell + Anderson: \approx \$50 MM synergies

Reserve Growth from M&A*



* Proved reserves added from mergers and acquisitions expressed as a % of beginning of the year reserves. Years 1987-1997 represents historical Devon as reported prior to the 1998 Northstar merger. 1998-1999 represents historical Devon as reported prior to the 2000 Santa Fe Snyder merger.

Acquisition Financing (Term Loan)

- 5 year term loan: \$3 billion
- Rate as of 11/19/01: 3.15%
 - After-tax rate: 1.92%
- Back-end weighted amortization

Note: Assumes combined federal and state income tax rate of 39%.

Acquisition Financing (Bonds)

<u>Amount</u>	<u>Maturity</u>	<u>Rate</u>	<u>After-tax Rate</u>
\$1.75 B	2011	6.875%	1.65%
\$1.25 B	2031	7.875%	1.92%
\$3.00 B			

Assumes combined federal and state or provincial income tax rates of 38.2% in Canada and 39.0% in the U.S.

Debt Amortization Schedule

<u>Year</u>	<u>\$ Millions</u>	<u>Year</u>	<u>\$ Millions</u>
2002	69	2008	-
2003	6	2009	200
2004	552	2010	-
2005	2,007	2011	2,150
2006	1,740	2012-2030	-
2007	175	2031	1,250

Note: Represents required amortization for all debt securities and bank debt agreements assuming completion of Mitchell transaction. Assumes zero coupon convertible debenture is paid in 2005 at its accreted value of \$427 MM. Excludes Chevron exchangeable debentures, due 2008. Debentures are exchangeable into 7.1 MM Chevron common shares owned by Devon.

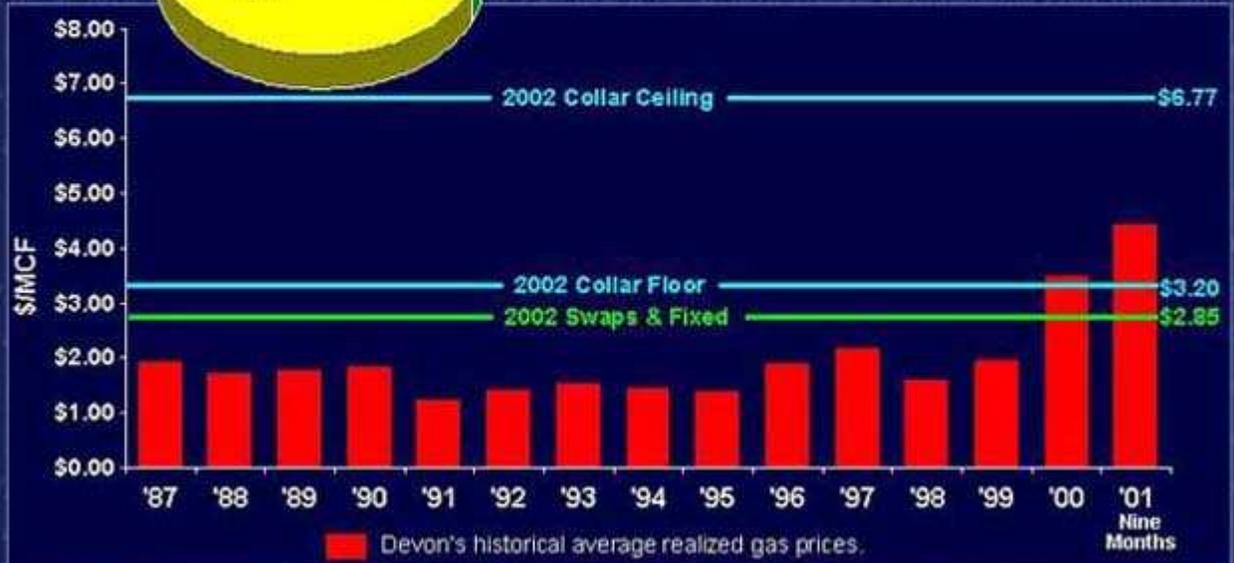
Debt Reduction Plan

- **Excess cash flow**
 - Protect with hedges
 - Optimize capital budget
- **Divest > \$1 billion non-core properties**
 - All five divisions contributing

Pro Forma Gas Production



2002 Gas Hedges

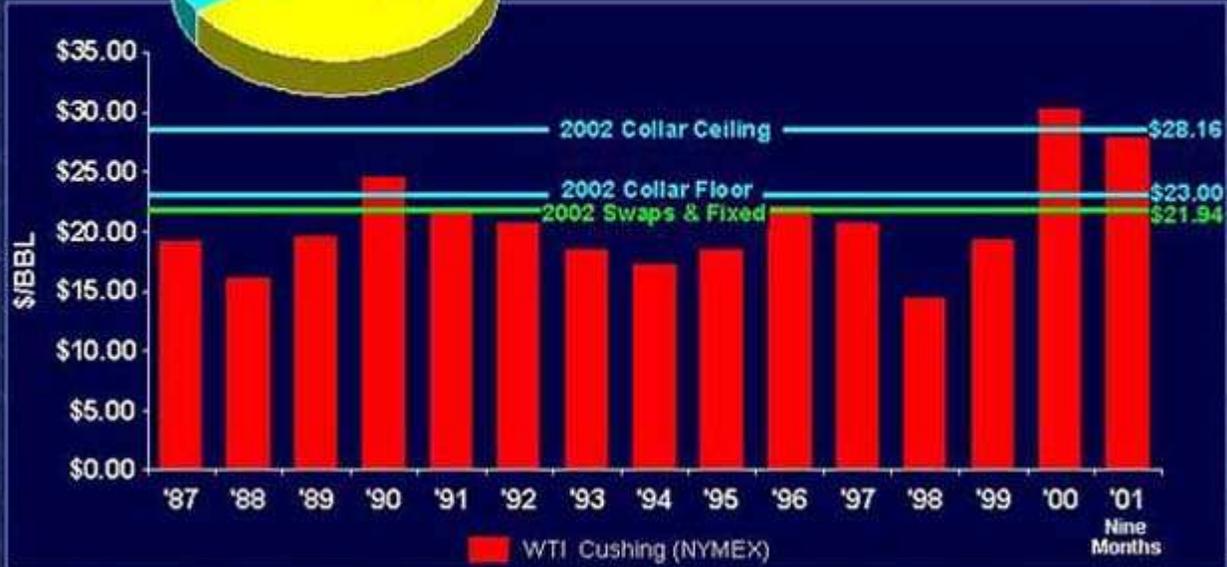
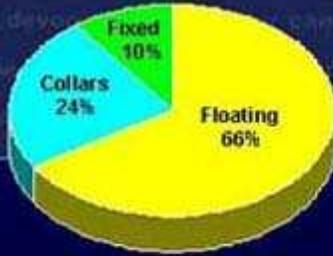


Note: Production percentages based on Q2 2001 pro forma gas production for Devon, Mitchell and Anderson.

Pro Forma Oil Production

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2002 Oil Hedges



Note: Production percentages based on Q2 2001 pro forma oil production for Devon, Mitchell and Anderson.

North American Core Areas



Percent of Total Production

	<u>Pro Forma</u>
Permian/Mid-Continent	31%
Rocky Mountains	11%
Gulf of Mexico/Gulf Coast	17%
Canada	36%
Total North America	95%

Note: Pro forma production combining Devon, Mitchell and Anderson for the quarter ended 06/30/01.

North American Operations

- Dominant player in core areas
 - Technical team with proven track record
 - Low-cost, focused operations
 - Access to multiple sales markets
 - 62% of proved reserves are developed
-

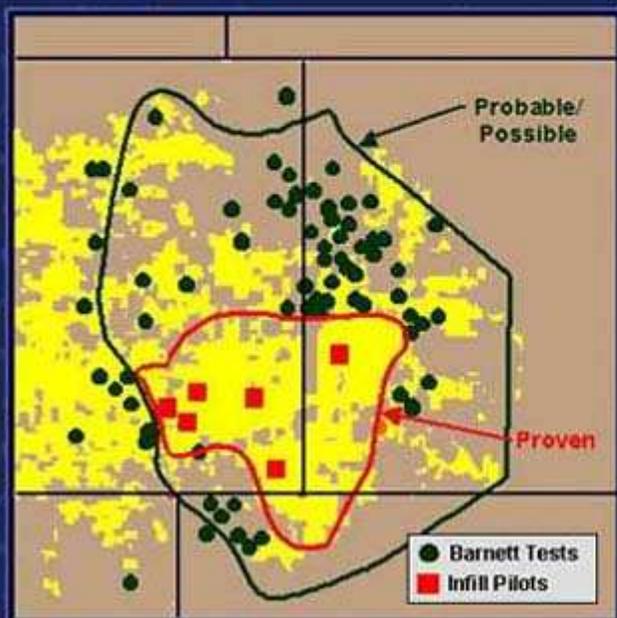
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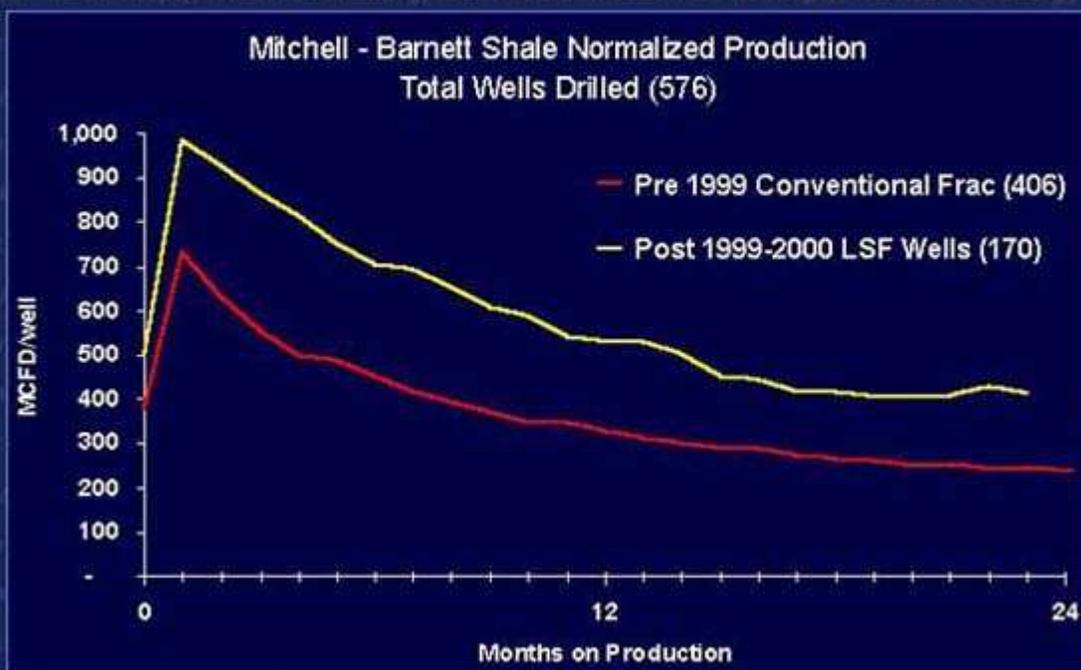
IV. Long-term/High-potential Projects

Barnett Shale



- Strategic market access
- 230,000 net acres
- WI >90%
- 2.1 TCFE proved reserves (8% of gas in place)
- Multi-TCF potential
- 2000 wells drilled: 142
- 2001 wells planned: 300

Light Sand Fracturing Technology



Mitchell Gas Production Growth

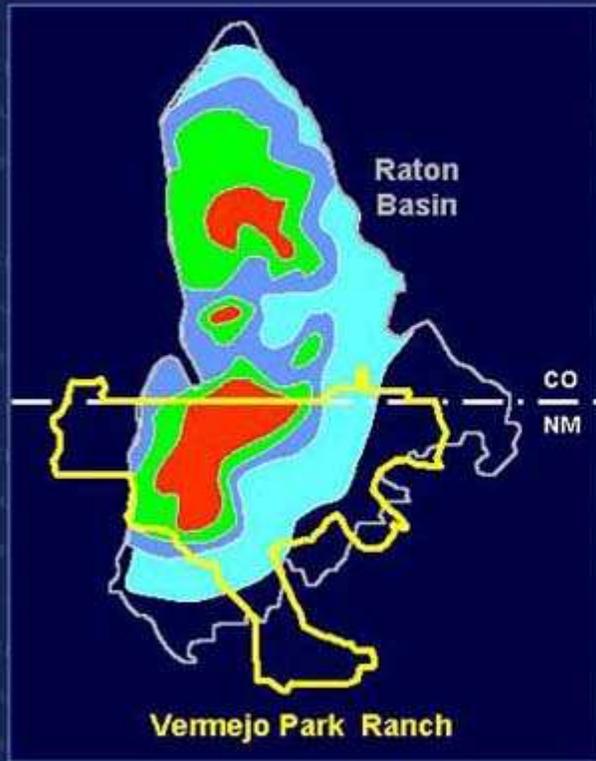


Powder River Basin

- 250,000 net acres
- > 1,300 gross wells drilled to date
- 300 wells awaiting tie-in
- Net current production \approx 94 MMCFD



Raton Basin



- 280,000 gross acres (minerals)
- WI=25%, NRI=42%
- 228 wells drilled to date
- 0.5-1.0 TCF net target

Coal seam thickness:

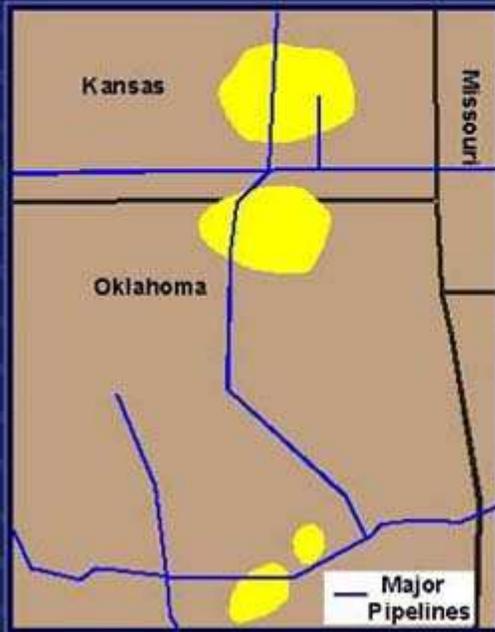
- > 80 FEET
- > 60 FEET
- > 40 FEET
- > 20 FEET





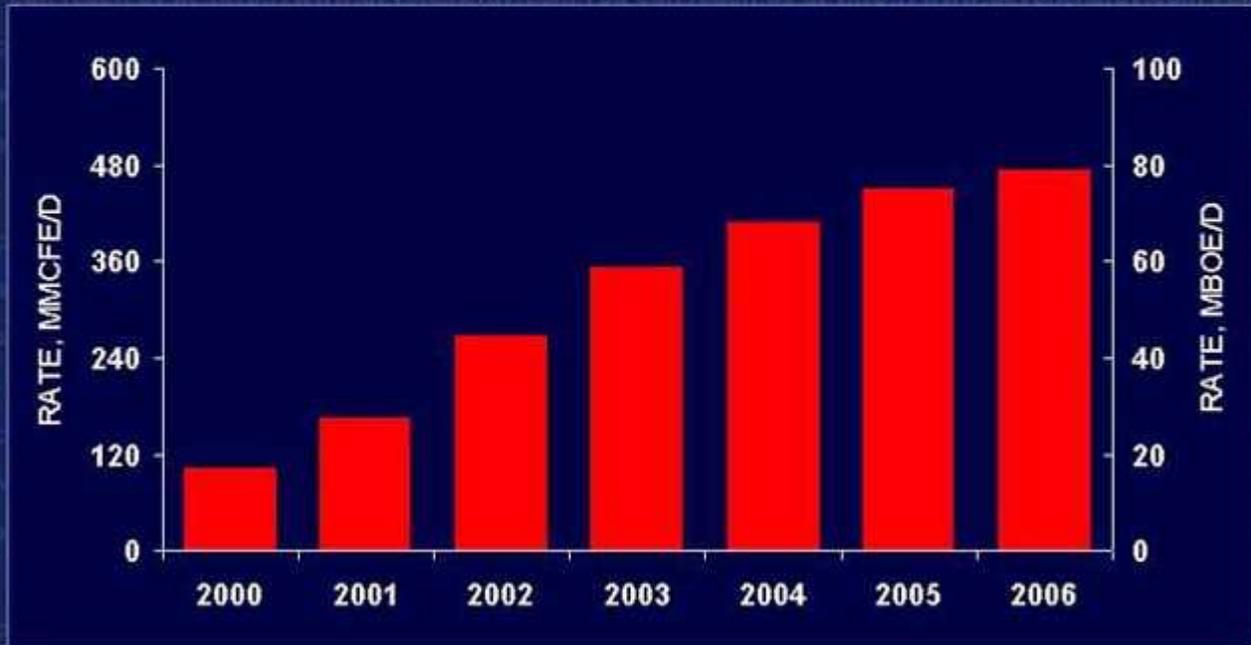
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Cherokee Basin CBM

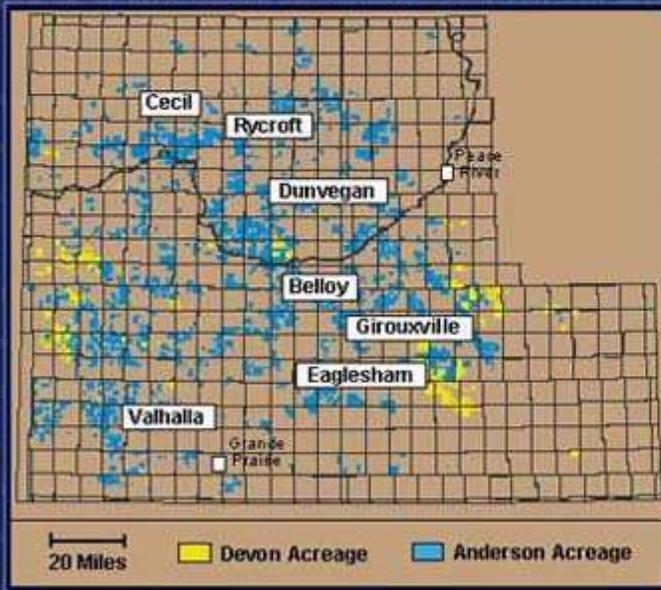


- 400,000 net acres
- Geology:
 - Depths 800 - 3,000'
 - Pennsylvanian coals
- Current Status:
 - 3 rigs drilling
 - Drilling
 - 2001: 110 wells
 - 2002: 300 - 400 wells

Coalbed Methane Target Rates



Peace River Arch



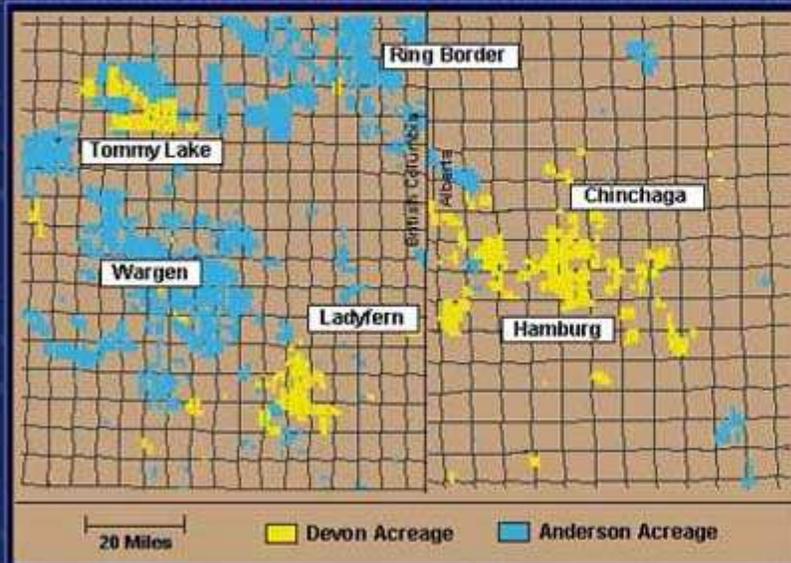
- 900,000 net undeveloped acres
- Q3 '01 pro forma production
 - Gas: 159 MMCFD
 - Liquids: 6,860 BOD
- Low-risk exploitation
- Recent exploration success at Girouxville
- Ownership in key infrastructure
- Drilling rigs utilized
 - Currently: 4
 - '01/'02 winter plans: 8

Deep Basin



- 700,000 net undeveloped acres
- Q3 '01 pro forma production
 - Gas: 85 MMCFD
 - Liquids: 3,300 BOD
- Multi-zone gas production
- Ownership in key infrastructure
- Drilling rigs utilized: 14

NW Alberta/NE B.C.



- Significant operational synergy
- Q3 '01 pro forma production
 - Gas: 154 MMCFD
 - Liquids: 7,000 BOD
- Strong growth potential from multi-zone gas targets

I. Track Record

II. Growth Strategy

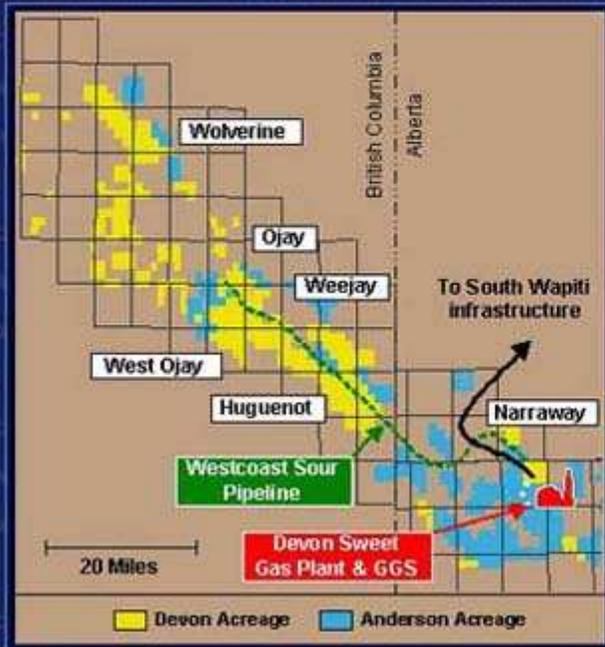
III. Near-term Growth Projects

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Northern Foothills



- Multi-zone sour and sweet gas potential
- '01 activity: 4 sour and 6 sweet gas wells
- > 100 MMCFD net shut-in gas
- Narraway
 - 134 MMCFD
 - Est. on-stream Q2 '02
 - 42% WI, operated
- Westcoast sour line planned on-stream late '02



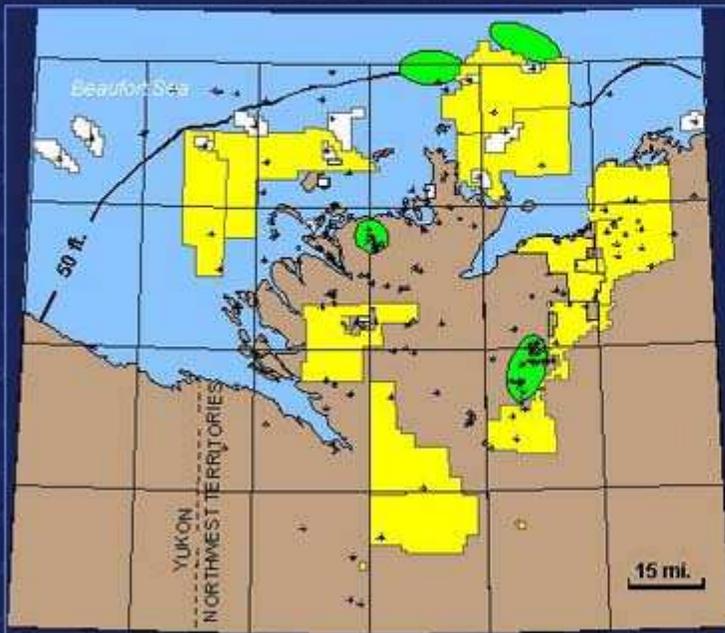
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West Africa



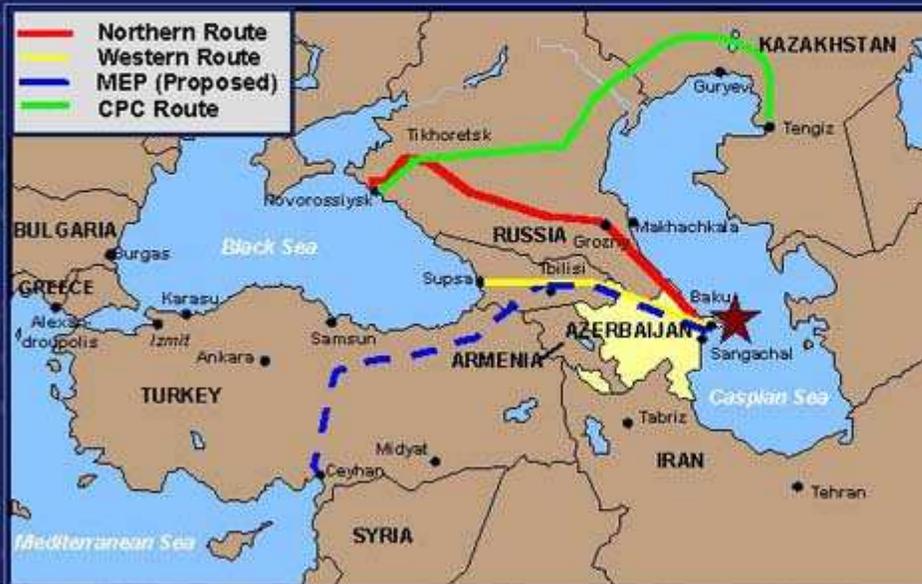
- '02 Exploration
 - Marine IX Block / 47.5% interest
 - 285 MMBOE gross target
 - Agali Block / 50% interest
 - >300 MMBOE gross target
 - On trend w/ Triton's La Ceiba
- '03 Exploration
 - Keta Block / 60% interest
 - \$8.25 MM 3-D program
 - >200 MMBOE targets

Mackenzie Delta



- High potential area
 - Large, high-impact targets
 - Est. 65 TCFE in area
- Largest exploratory land holder
 - Interest in 48% of Mackenzie Delta
 - 2 MM net acres north of 60°
- 4 well per year program

Azerbaijan



- Operator: BP Amoco
- 5.6% carried interest
- Current production: 130 MBOD (gross)
- Gross proven reserves: 4.2 BBO
- Ultimate gross potential: > 6 BBO

Summary

- Focused, North American assets
 - Low-risk, near-term growth
 - High-potential exploration upside
 - Track record of per share growth
-

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End of Filing

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