

Morgan, Lewis & Bockius LLP
1717 Main Street, Suite 3200
Dallas, TX 75201-7347
Tel: 214.466.4000
Fax: 214.466.4001
www.morganlewis.com

PLEASE DO NOT DISCLOSE

2012 APR 30 PM 3:09

Morgan Lewis
C O U N S E L O R S A T L A W

Sarah E. Fry
Associate
214.466.4182
sfry@MorganLewis.com

April 24, 2012

CERTIFIED MAIL – 7006 2150 0004 2991 9960
RETURN RECEIPT REQUESTED

Top Hat Plan Exemption
Employee Benefits Security Administration
Room N-1513
U.S. Department of Labor
200 Constitution Avenue, NW
Washington, DC 20210

Re: Devon Energy Corporation – Exemption Filing for Top Hat Plans

Dear Sir or Madam:

On behalf of Devon Energy Corporation (the “Employer”) we are hereby submitting the following information with respect to the Employer’s top-hat plans (collectively the “Plans”) pursuant to DOL §2520.104-23:

1. The name and address of the sponsoring employer is:

Devon Energy Corporation
20 N. Broadway Avenue
Oklahoma City, OK 73102

2. The employer identification number assigned to the Employer is: 73-1567067

3. The Plans are maintained primarily for the purpose of providing deferred compensation to a select group of management and highly compensated employees. The Employer maintains the Plans set forth in the table below, which also includes the number of participants for each plan. The Employer maintains no other unfunded top-hat deferred compensation plans other than those for which an exemption has previously been filed.

	Plan Name	Participant Count
1.	Devon Energy Corporation Benefit Restoration Plan	484
2.	Devon Energy Corporation Defined Contribution Restoration Plan	25
3.	Devon Energy Corporation Non-Qualified Deferred Compensation Plan	240
4.	Devon Energy Corporation Supplemental Contribution Plan	19
5.	Devon Energy Corporation Supplemental Executive Retirement Plan	3
6.	Supplemental retirement Income Plan of Devon Energy Corporation	27
7.	Santa Fe Resources Off-Shore Retirement Plan	11
8.	Santa Fe Resources Off-Shore Savings Plan	1

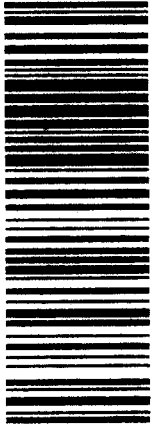
4. The Employer will provide copies of the plan document to the Department of Labor upon request.

Respectfully submitted,



Sarah Fry

cc: Sandy Schovanec
Janice Guymer
Randall Tracht



7006 2150 0004 2991 9960

70398-088888-0000 KA

1717 Main Street
Suite 3200
Dallas, TX 75201-7347

Morgan Lewis

C O U N S E L O R S A T L A W

TO:

VIA CERTIFIED MAIL

Top Hat Plan Exemption
Employee Benefits Security Administration
Room N-1513
U.S. Department of Labor
200 Constitution Avenue, NW
Washington, DC 20210