

CHOICEPOINT INC
Form 4
July 10, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
ROBINSON RAY M

(Last) (First) (Middle)

CHOICEPOINT INC., 1000
ALDERMAN DRIVE

(Street)

ALPHARETTA, GA 30005

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CHOICEPOINT INC [CPS]

3. Date of Earliest Transaction
(Month/Day/Year)
07/07/2006

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common stock			Code V	Amount (D) Price	1,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Edgar Filing: CHOICEPOINT INC - Form 4

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	
				Code	V	(A)	(D)	Title	Amount or Number of Shares	
Phantom stock units ⁽¹⁾	\$ 40.52	07/07/2006	07/07/2006	A	37	<u>(1)</u>	<u>(1)</u>	common	37	\$ 40.52

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBINSON RAY M CHOICEPOINT INC. 1000 ALDERMAN DRIVE ALPHARETTA, GA 30005	X			

Signatures

David W. Davis, Attorney-in-Fact for Ray M. Robinson 07/10/2006

Signature of Reporting Person

Date _____

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Phantom stock units acquired under the director's deferred compensation plan to be distributed in cash upon retirement from the Board.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays

a currently valid OMB number.

Roman;font-weight:normal;font-style:normal;text-transform:none;font-variant: normal;">

\$

\$

181

\$

(57

)

\$

517

Earnings before income taxes

\$

500

\$

273

\$

123

\$

Explanation of Responses:

—

\$

896

Income tax expense (benefit)

\$

9

\$

6

\$

(197

)

\$

—

\$

(182

Explanation of Responses:

)

Net earnings

\$

491

\$

267

\$

320

\$

—

\$

1,078

Net earnings attributable to noncontrolling interests

\$

—

Explanation of Responses:

\$

—

\$

180

\$

—

\$

180

Net earnings attributable to Devon

\$

491

\$

267

Explanation of Responses:

\$

140

\$

—

\$

898

Property and equipment, net

\$

10,274

\$

4,310

\$

6,587

\$

—

\$

21,171

Total assets

\$

14,254

\$

5,498

\$

10,538

\$

(49

)

\$

Explanation of Responses:

30,241

Capital expenditures, including acquisitions

\$

1,821

\$

348

\$

768

\$

—

\$

2,937

Year Ended December 31, 2016:

Explanation of Responses:

Revenues from external customers

\$

5,722

\$

1,031

Explanation of Responses:

\$

3,551

\$

—

\$

10,304

Intersegment revenues

\$

—

\$

—

\$

701

Explanation of Responses:

\$

(701

)

\$

—

Depreciation, depletion and amortization

\$

1,178

\$

414

\$

504

\$

—

\$

2,096

Asset impairments

\$

435

\$

2

\$

873

\$

—

\$

1,310

Asset dispositions

Explanation of Responses:

\$

(955

)

\$

(541

)

\$

13

\$

—

\$

(1,483

)

Restructuring and transaction costs

\$

242

\$

Explanation of Responses:

19

\$

6

\$

—

\$

267

Interest expense

\$

624

\$

184

\$

190

Explanation of Responses:

\$

(84

)

\$

914

Earnings (loss) before income taxes

\$

(673

)

\$

240

\$

(884

)

\$

—

\$

(1,317

)

Income tax expense (benefit)

\$

(8

)

\$

149

\$

—

\$

—

\$

141

Net earnings (loss)

Explanation of Responses:

\$

(665

)

\$

91

\$

(884

)

\$

—

\$

(1,458

)

Net earnings (loss) attributable to noncontrolling interests

\$

1

\$

—

\$

(403

)

\$

—

\$

(402

)

Net earnings (loss) attributable to Devon

\$

(666

)

\$

91

\$

Explanation of Responses:

(481

)

\$

—

\$

(1,056

)

Property and equipment, net

\$

10,166

\$

4,110

\$

6,257

\$

—

Explanation of Responses:

\$

20,533

Total assets

\$

13,390

\$

5,071

\$

10,276

\$

(62

)

\$

28,675

Explanation of Responses:

Capital expenditures, including acquisitions

\$

2,640

\$

186

\$

1,082

\$

—

\$

3,908

Year Ended December 31, 2015:

Revenues from external customers

\$

8,360

\$

1,012

Explanation of Responses:

\$

3,773

\$

—

\$

13,145

Intersegment revenues

\$

—

\$

—

\$

679

\$

Explanation of Responses:

(679

)

\$

—

Depreciation, depletion and amortization

\$

3,164

\$

471

\$

387

\$

—

\$

4,022

Explanation of Responses:

Asset impairments

\$

16,069

\$

15

\$

1,563

\$

—

\$

17,647

Asset dispositions

\$

(33

Explanation of Responses:

)

\$

39

\$

1

\$

—

\$

7

Restructuring and transaction costs

\$

54

\$

24

Explanation of Responses:

\$

—

\$

—

\$

78

Interest expense

\$

368

\$

97

\$

107

\$

(46

)

\$

526

Loss before income taxes

\$

(17,898

)

\$

(576

)

\$

(1,384

)

\$

—

\$

Explanation of Responses:

(19,858

)

Income tax expense (benefit)

\$

(6,100

)

\$

(143

)

\$

30

\$

—

\$

(6,213

)

Net loss

\$

Explanation of Responses:

(11,798

)

\$

(433

)

\$

(1,414

)

\$

—

\$

(13,645

)

Net earnings (loss) attributable to noncontrolling interests

\$

1

\$

—

Explanation of Responses:

\$

(750

)

\$

—

\$

(749

)

Net loss attributable to Devon

\$

(11,799

)

\$

(433

)

\$

(664

)

Explanation of Responses:

\$

—

\$

(12,896

)

Property and equipment, net

\$

10,357

\$

4,962

\$

5,667

\$

—

\$

20,986

Total assets

\$

14,399

\$

5,830

\$

9,541

\$

(97

)

\$

29,673

Capital expenditures, including acquisitions

Explanation of Responses:

\$

4,143

\$

591

\$

978

\$

—

\$

5,712

- (1) Due to Devon's control of EnLink through its control of the General Partner, the acquisition of VEX by EnLink from Devon in the second quarter of 2015 was considered a transfer of net assets between entities under common control, and EnLink was required to recast its financial statements as of December 31, 2015 to include the activities of such assets from the date of common control. Therefore, the results of VEX have been moved from the U.S. segment to the EnLink segment for the recast period.

Table of Contents

Index to Financial Statements

DEVON ENERGY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

24. Supplemental Information on Oil and Gas Operations (Unaudited)

Supplemental unaudited information regarding Devon's oil and gas activities is presented in this note. The information is provided separately by country.

Included in this note are disclosures of Devon's results of operations for oil and gas producing activities and standardized measure of discounted future net cash flows relating to proved oil and gas reserve quantities. In conjunction with Devon's oil and gas accounting policy change discussed in Note 1, Devon also modified its treatment of certain "production support" costs in these two disclosures. Production support costs consisted of labor, supervision, materials and supplies for oil and gas production monitoring and support activities, including information technology, accounting and certain other administrative support functions. These costs are included in G&A expenses in the accompanying consolidated comprehensive statements of earnings. Devon used a method to allocate these costs to its country-based results of operations and standardized measure disclosures. In 2016 and 2015, Devon's results of operations disclosures included production support costs of \$168 million and \$224 million, respectively, and its standardized measure disclosures included estimated future production support costs of \$2.8 billion and \$2.7 billion, respectively.

Devon's 2016 and 2015 disclosures have been revised to exclude these amounts.

Based on research conducted by Devon, diversity of practice has existed across peer companies regarding the treatment of production support costs in results of operations and standardized measure disclosures. Devon's research of public filings indicates most companies exclude such costs from results of operations and standardized measure disclosures, but some companies appear to include such costs in their disclosures. Considering the apparent diversity of practice, Devon is making this disclosure change for two primary reasons. First, by converting to the successful efforts method of accounting and making this disclosure change, Devon's results of operations and standardized measure disclosures will be most comparable to the vast majority of its peers. Second, allocating these costs to more granular common operating fields as opposed to country-based full cost pools is cost prohibitive and not materially important to investors and stakeholders, considering such allocated costs represented approximately 4% of Devon's 2016 and 2015 oil, gas and NGL sales.

Table of ContentsIndex to Financial Statements

DEVON ENERGY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Costs Incurred

The following tables reflect the costs incurred in oil and gas property acquisition, exploration and development activities.

	Year Ended December 31, 2017		
	U.S.	Canada	Total
Property acquisition costs:			
Proved properties	\$2	\$ —	\$2
Unproved properties	50	4	54
Exploration costs	590	87	677
Development costs	1,036	225	1,261
Costs incurred	\$1,678	\$ 316	\$1,994
	Year Ended December 31, 2016		
	U.S.	Canada	Total
Property acquisition costs:			
Proved properties	\$237	\$ —	\$237
Unproved properties	1,356	2	1,358
Exploration costs	282	78	360
Development costs	875	54	929
Costs incurred	\$2,750	\$ 134	\$2,884
	Year Ended December 31, 2015		
	U.S.	Canada	Total
Property acquisition costs:			
Proved properties	\$193	\$ 2	\$195
Unproved properties	635	81	716
Exploration costs	432	120	552
Development costs	2,982	351	3,333
Costs incurred	\$4,242	\$ 554	\$4,796

Development costs in the tables above include additions and revisions to Devon's asset retirement obligations. Additionally, Devon capitalizes interest costs incurred and attributable to unproved oil and gas properties and major development projects of oil and gas properties. Capitalized interest expenses, which are included in the costs shown in the preceding tables, were \$69 million, \$61 million and \$52 million in 2017, 2016 and 2015, respectively.

Results of Operations

The following tables include revenues and expenses associated with Devon's oil and gas producing activities. They do not include any allocation of Devon's interest costs or general corporate overhead and, therefore, are not necessarily indicative of the contribution to net earnings of Devon's oil and gas operations. Income tax expense has been calculated by applying statutory income tax rates to oil, gas and NGL sales after deducting costs, including DD&A and after giving effect to permanent differences.

105

Table of ContentsIndex to Financial Statements

DEVON ENERGY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	December 31, 2017		
	U.S.	Canada	Total
Oil, gas and NGL sales	\$3,746	\$1,404	\$5,150
Production expenses	(1,232)	(591)	(1,823)
Exploration expenses	(346)	(34)	(380)
Depreciation, depletion and amortization	(1,050)	(369)	(1,419)
Asset dispositions	211	1	212
Accretion of asset retirement obligations	(38)	(24)	(62)
Income tax expense	—	(104)	(104)
Results of operations	\$1,291	\$283	\$1,574
Depreciation, depletion and amortization per Boe	\$6.97	\$7.73	\$7.15

	December 31, 2016		
	U.S.	Canada	Total
Oil, gas and NGL sales	\$3,198	\$984	\$4,182
Production expenses	(1,311)	(492)	(1,803)
Exploration expenses	(176)	(39)	(215)
Depreciation, depletion and amortization	(1,066)	(380)	(1,446)
Asset dispositions	946	1	947
Asset impairments	(435)	—	(435)
Accretion of asset retirement obligations	(49)	(26)	(75)
Income tax expense	—	(13)	(13)
Results of operations	\$1,107	\$35	\$1,142
Depreciation, depletion and amortization per Boe	\$6.11	\$7.75	\$6.47

	December 31, 2015		
	U.S.	Canada	Total
Oil, gas and NGL sales	\$4,356	\$1,026	\$5,382
Production expenses	(1,853)	(586)	(2,439)
Exploration expenses	(323)	(128)	(451)
Depreciation, depletion and amortization	(3,051)	(423)	(3,474)
Asset dispositions	32	(39)	(7)
Asset impairments	(16,061)	(15)	(16,076)
Accretion of asset retirement obligations	(47)	(28)	(75)
Income tax benefit	5,783	50	5,833
Results of operations	\$(11,164)	\$(143)	\$(11,307)

Depreciation, depletion and amortization per Boe	\$ 14.79	\$ 10.08	\$ 13.99
--	----------	----------	----------

106

Table of ContentsIndex to Financial Statements

DEVON ENERGY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Proved Reserves

The following table presents Devon's estimated proved reserves by product and by country.

	Bitumen						NGL					
	Oil (MMBbls)			(MMBbls)			Gas (Bcf)			Combined (MMBoe)		
	U.S.	Canada	Total	Canada	U.S.	Canada	U.S.	Canada	Total	U.S.	U.S.	Canada Total
Proved developed and undeveloped reserves:												
December 31, 2014	351	23	374	521	7,651	36	7,687	578	2,205	549	2,754	
Revisions due to prices	(53)	4	(49)	103	(1,412)	(9)	(1,421)	(119)	(408)	106	(302)	
Revisions other than price	(52)	2	(50)	(84)	(3)	(6)	(9)	(6)	(59)	(83)	(142)	
Extensions and discoveries	51	3	54	11	171	—	171	24	104	14	118	
Purchase of reserves	5	—	5	—	17	—	17	1	9	—	9	
Production	(60)	(10)	(70)	(31)	(579)	(8)	(587)	(50)	(206)	(42)	(248)	
Sale of reserves	—	—	—	—	(37)	—	(37)	—	(7)	—	(7)	
December 31, 2015	242	22	264	520	5,808	13	5,821	428	1,638	544	2,182	
Revisions due to prices	(18)	(2)	(20)	23	(103)	—	(103)	(13)	(48)	21	(27)	
Revisions other than price	(2)	3	1	(19)	628	10	638	48	151	(14)	137	
Extensions and discoveries	36	2	38	—	280	—	280	42	124	2	126	
Purchase of reserves	8	—	8	—	33	—	33	7	20	—	20	
Production	(47)	(8)	(55)	(40)	(510)	(7)	(517)	(42)	(174)	(49)	(223)	
Sale of reserves	(25)	—	(25)	—	(521)	—	(521)	(45)	(157)	—	(157)	
December 31, 2016	194	17	211	484	5,615	16	5,631	425	1,554	504	2,058	
Revisions due to prices	12	(1)	11	(37)	398	1	399	32	111	(38)	73	
Revisions other than price	6	2	8	(10)	—	2	2	(10)	(5)	(7)	(12)	
Extensions and discoveries	90	4	94	12	403	—	403	63	221	16	237	
Production	(42)	(7)	(49)	(40)	(433)	(6)	(439)	(36)	(150)	(48)	(198)	
Sale of reserves	(3)	—	(3)	—	(9)	—	(9)	(1)	(6)	—	(6)	
December 31, 2017	257	15	272	409	5,974	13	5,987	473	1,725	427	2,152	
Proved developed reserves:												
December 31, 2014	255	23	278	137	6,948	36	6,984	486	1,900	165	2,065	
December 31, 2015	203	22	225	219	5,694	13	5,707	411	1,563	243	1,806	

Explanation of Responses:

Edgar Filing: CHOICEPOINT INC - Form 4

December 31, 2016	160	17	177	190	5,361	16	5,377	387	1,439	210	1,649
December 31, 2017	178	15	193	200	5,619	13	5,632	410	1,524	218	1,742
Proved developed-producing reserves:											
December 31, 2014	224	19	243	137	6,746	34	6,780	467	1,815	162	1,977
December 31, 2015	192	19	211	219	5,546	13	5,559	393	1,509	240	1,749
December 31, 2016	143	13	156	190	5,243	16	5,259	370	1,386	207	1,593
December 31, 2017	165	12	177	197	5,512	13	5,525	397	1,481	212	1,693
Proved undeveloped reserves:											
December 31, 2014	96	—	96	384	703	—	703	92	305	384	689
December 31, 2015	39	—	39	301	114	—	114	17	75	301	376
December 31, 2016	34	—	34	294	254	—	254	38	115	294	409
December 31, 2017	79	—	79	209	355	—	355	63	201	209	410

(1) Gas reserves are converted to Boe at the rate of six Mcf per Bbl of oil, based upon the approximate relative energy content of gas and oil. This rate is not necessarily indicative of the relationship of natural gas and oil prices.

Bitumen and NGL reserves are converted to Boe on a one-to-one basis with oil.

107

Table of ContentsIndex to Financial Statements

DEVON ENERGY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Proved Undeveloped Reserves

The following table presents the changes in Devon's total proved undeveloped reserves during 2017 (MMBoe).

	U.S.	Canada	Total
Proved undeveloped reserves as of December 31, 2016	115	294	409
Extensions and discoveries	116	12	128
Revisions due to prices	—	(27)	(27)
Revisions other than price	(21)	(6)	(27)
Conversion to proved developed reserves	(9)	(64)	(73)
Proved undeveloped reserves as of December 31, 2017	201	209	410

Total proved undeveloped reserves remained consistent from 2016 to 2017 with the year-end 2017 balance representing 19% of total proved reserves. Devon's focus on drilling and development activities in the STACK and Delaware Basin was the primary driver of the 128 MMBoe increase in extensions and discoveries. Continued development primarily at Jackfish led to the conversion of 73 MMBoe, or 18%, of the 2016 proved undeveloped reserves to proved developed reserves. Costs incurred to develop and convert Devon's proved undeveloped reserves were approximately \$237 million for 2017.

A significant amount of Devon's proved undeveloped reserves at the end of 2017 related to its Jackfish operations. At December 31, 2017 and 2016, Devon's Jackfish proved undeveloped reserves were 209 MMBoe and 294 MMBoe, respectively. Development schedules for the Jackfish reserves are primarily controlled by the need to keep the processing plants at their 35 MBbl daily facility capacity. Processing plant capacity is controlled by factors such as total steam processing capacity and steam-oil ratios. Furthermore, development of these projects involves the up-front construction of steam injection/distribution and bitumen processing facilities. Due to the large up-front capital investments and large reserves required to provide economic returns, the project conditions meet the specific circumstances requiring a period greater than five years for conversion to developed reserves. As a result, these reserves are classified as proved undeveloped for more than five years. Currently, the development schedule for these reserves extends through 2028. At the end of 2017, approximately 196 MMBoe of proved undeveloped reserves at Jackfish have remained undeveloped for five years or more since the initial booking. No other projects have proved undeveloped reserves that have remained undeveloped more than five years from the initial booking of the reserves. Furthermore, approximately 88 MMBoe of proved undeveloped reserves at Jackfish will require in excess of five years, from the date of this filing, to develop.

Price Revisions

Reserves increased 111 MMBoe in the U.S. primarily due to significant price increases in the trailing 12 month average for oil, gas and NGLs in 2017. Reserves decreased 38 MMBoe in Canada due to a significant increase in the trailing 12 month average price for bitumen in 2017. The increased price has the effect of increasing its royalties, which decreases its after-royalty volumes.

Reserves decreased 27 MMBoe and 302 MMBoe during 2016 and 2015, respectively, primarily due to lower commodity prices for oil and gas. The lower bitumen price increased Canadian reserves due to the decline in royalties, which increases Devon's after-royalty volumes.

108

Table of Contents

Index to Financial Statements

DEVON ENERGY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Revisions Other Than Price

Total revisions other than price in 2016 primarily related to Devon's evaluation of certain dry gas regions and NGLs, with the largest revisions being made in the Barnett Shale and STACK (Cana-Woodford Shale).

Revisions other than price for 2015 primarily related to evaluations of Eagle Ford and Jackfish. Negative revisions other than price at Jackfish were primarily due to a refined reserves methodology that resulted in a reduced recovery factor.

Extensions and Discoveries

2017 – Over 80% of the additions were through our focused efforts in the STACK (120 MMBoe) and the Delaware Basin (79 MMBoe). The remaining extensions were added throughout the remainder of Devon's portfolio.

The 2017 extensions and discoveries included 66 MMBoe related to additions from Devon's infill drilling activities, which was primarily related to the STACK.

2016 – Of the 126 MMBoe of extensions and discoveries, 97 MMBoe related to STACK, 18 MMBoe related to the Delaware Basin and 7 MMBoe related to the Eagle Ford.

The 2016 extensions and discoveries included 74 MMBoe related to additions from Devon's infill drilling activities, primarily consisting of 73 MMBoe related to STACK.

2015 – Of the 118 MMBoe of extensions and discoveries, 38 MMBoe related to the Delaware Basin, 30 MMBoe related to the Anadarko Basin, 21 MMBoe related to the Eagle Ford and 11 MMBoe related to Jackfish.

The 2015 extensions and discoveries included 13 MMBoe related to additions from Devon's infill drilling activities, primarily consisting of 11 MMBoe at Jackfish.

Purchase of Reserves

2016 – Primarily related to Devon's acquisition in the STACK play.

2015 – Primarily related to Devon's acquisition in the Powder River Basin.

Sale of Reserves

Explanation of Responses:

2017 – Related to Devon’s non-core asset divestitures in the U.S. as discussed further in Note 3.

2016 – Related to Devon’s non-core upstream asset divestitures discussed further in Note 3.

Table of ContentsIndex to Financial Statements

DEVON ENERGY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Standardized Measure

The following tables reflect Devon's standardized measure of discounted future net cash flows from its proved reserves.

	Year Ended December 31, 2017		
	U.S.	Canada	Total
Future cash inflows	\$34,701	\$13,602	\$48,303
Future costs:			
Development	(3,316)	(1,853)	(5,169)
Production	(15,526)	(5,986)	(21,512)
Future income tax expense	—	(988)	(988)
Future net cash flow	15,859	4,775	20,634
10% discount to reflect timing of cash flows	(7,541)	(1,756)	(9,297)
Standardized measure of discounted future net cash flows	\$8,318	\$3,019	\$11,337
	Year Ended December 31, 2016		
	U.S.	Canada	Total
Future cash inflows	\$22,847	\$9,672	\$32,519
Future costs:			
Development	(2,784)	(2,201)	(4,985)
Production	(11,934)	(6,049)	(17,983)
Future income tax expense	—	(121)	(121)
Future net cash flow	8,129	1,301	9,430
10% discount to reflect timing of cash flows	(3,524)	(466)	(3,990)
Standardized measure of discounted future net cash flows	\$4,605	\$835	\$5,440
	Year Ended December 31, 2015		
	U.S.	Canada	Total
Future cash inflows	\$27,398	\$13,047	\$40,445
Future costs:			
Development	(3,306)	(2,759)	(6,065)

Edgar Filing: CHOICEPOINT INC - Form 4

Production	(14,938)	(6,501)	(21,439)
Future income tax expense	—	(580)	(580)
Future net cash flow	9,154	3,207	12,361
10% discount to reflect timing of cash flows	(3,230)	(1,248)	(4,478)
Standardized measure of discounted future net cash flows	\$5,924	\$1,959	\$7,883

Future cash inflows, development costs and production costs were computed using the same assumptions for prices and costs that were used to estimate Devon's proved oil and gas reserves at the end of each year. For 2017 estimates, Devon's future realized prices were assumed to be \$47.86 per Bbl of oil, \$31.86 per Bbl of bitumen, \$2.43 per Mcf of gas and \$16.25 per Bbl of NGLs. Of the \$5.2 billion of future development costs as of the end of 2017, \$0.9 billion, \$0.8 billion and \$0.5 billion are estimated to be spent in 2018, 2019 and 2020, respectively.

Future development costs include not only development costs but also future asset retirement costs. Included as part of the \$5.2 billion of future development costs are \$1.3 billion of future asset retirement costs. The future income tax expenses have been computed using statutory tax rates, giving effect to allowable tax deductions and tax credits under current laws.

Table of ContentsIndex to Financial Statements

DEVON ENERGY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

The principal changes in Devon's standardized measure of discounted future net cash flows are as follows:

	Year Ended December 31,		
	2017	2016	2015
Beginning balance	\$5,440	\$7,883	\$21,583
Net changes in prices and production costs	5,218	(2,027)	(21,330)
Oil, bitumen, gas and NGL sales, net of production costs	(3,327)	(2,379)	(2,943)
Changes in estimated future development costs	789	112	1,313
Extensions and discoveries, net of future development costs	2,497	674	1,102
Purchase of reserves	2	224	93
Sales of reserves in place	(3)	(577)	(77)
Revisions of quantity estimates	(318)	(21)	(1,312)
Previously estimated development costs incurred during the period	559	663	2,158
Accretion of discount	1,034	537	702
Foreign exchange and other	(7)	74	(1,148)
Net change in income taxes	(547)	277	7,742
Ending balance	\$11,337	\$5,440	\$7,883

Table of ContentsIndex to Financial Statements

DEVON ENERGY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

25. Supplemental Quarterly Financial Information (Unaudited)

Net Earnings (Loss) Attributable to Devon

The following tables present a summary of Devon's unaudited interim results of operations as recast under the successful efforts method of accounting. See Note 2 for additional details. As a result of the conversion to the successful efforts method of accounting in the fourth quarter of 2017, Devon has provided the full consolidated comprehensive statements of earnings for each interim quarter in 2017 to aid investors and facilitate comparative periods to be shown during 2018. Devon has provided the required summary information for each interim quarter in 2016.

	2017, under Successful Efforts				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
Upstream revenues	\$1,541	\$1,332	\$1,101	\$1,333	\$5,307
Marketing and midstream revenues	2,010	1,927	2,055	2,650	8,642
Total revenues	3,551	3,259	3,156	3,983	13,949
Production expenses	457	455	448	463	1,823
Exploration expenses	95	57	57	171	380
Marketing and midstream expenses	1,814	1,714	1,824	2,378	7,730
Depreciation, depletion and amortization	528	506	512	528	2,074
Asset impairments	7	—	2	8	17
Asset dispositions	(3)	(27)	(169)	(18)	(217)
General and administrative expenses	233	214	203	222	872
Financing costs, net	128	116	128	126	498
Other expenses	(33)	(20)	(76)	5	(124)
Total expenses	3,226	3,015	2,929	3,883	13,053
Earnings before income taxes	325	244	227	100	896
Income tax expense (benefit)	8	(1)	15	(204)	(182)
Net earnings	317	245	212	304	1,078
Net earnings attributable to noncontrolling interests	14	26	19	121	180
Net earnings attributable to Devon	\$303	\$219	\$193	\$183	\$898
Net earnings per share attributable to Devon:					
Basic	\$0.58	\$0.41	\$0.37	\$0.35	\$1.71
Diluted	\$0.58	\$0.41	\$0.37	\$0.35	\$1.70
Comprehensive earnings:					
Net earnings	\$317	\$245	\$212	\$304	\$1,078
Other comprehensive earnings, net of tax:					

Edgar Filing: CHOICEPOINT INC - Form 4

Foreign currency translation and other	8	28	42	5	83
Pension and postretirement plans	5	4	5	15	29
Other comprehensive earnings, net of tax	13	32	47	20	112
Comprehensive earnings	330	277	259	324	1,190
Comprehensive earnings attributable to					
noncontrolling interests	14	26	19	121	180
Comprehensive earnings attributable to Devon	\$316	\$ 251	\$ 240	\$ 203	\$1,010

112

Table of ContentsIndex to Financial Statements

DEVON ENERGY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	2016, under Successful Efforts				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
Total revenues	\$2,126	\$2,488	\$2,882	\$2,808	\$10,304
Earnings (loss) before income taxes	\$(2,036)	\$(339)	\$787	\$271	\$(1,317)
Net earnings (loss) attributable to Devon	\$(1,550)	\$(326)	\$613	\$207	\$(1,056)
Basic net earnings (loss) per share attributable to Devon	\$(3.27)	\$(0.63)	\$1.17	\$0.41	\$(2.09)
Diluted net earnings (loss) per share attributable to Devon	\$(3.27)	\$(0.63)	\$1.16	\$0.41	\$(2.09)

The 2017 results include gains from asset dispositions of approximately \$217 million (or \$0.42 per diluted share), as discussed in Note 3.

The 2016 results include asset impairments of \$1.2 billion (or \$2.59 per diluted share) and \$81 million (or \$0.15 per diluted share), during the first quarter and the fourth quarter of 2016, respectively, as discussed in Note 6.

Additionally, the 2016 quarterly results include gains from asset dispositions of approximately \$3 million (or \$0.01 per diluted share), \$75 million (or \$0.14 per diluted share), \$830 million (or \$1.59 per diluted share) and \$575 million (or \$1.10 per diluted share) during the first quarter through the fourth quarter of 2016, respectively, as discussed in Note 3.

The following tables present a summary of Devon's quarterly consolidated comprehensive statements of earnings information for 2017 and 2016 reported under the full cost method.

	2017, under Full Cost				
	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
Total revenues	\$3,551	\$3,259	\$3,156	\$3,983	\$13,949
Earnings before income taxes	\$598	\$458	\$272	\$403	\$1,731
Net earnings attributable to Devon	\$565	\$425	\$228	\$473	\$1,691
Basic net earnings per share attributable to Devon	\$1.08	\$0.81	\$0.43	\$0.90	\$3.22
Diluted net earnings per share attributable to Devon	\$1.07	\$0.80	\$0.43	\$0.89	\$3.20

2016, under Full Cost

Edgar Filing: CHOICEPOINT INC - Form 4

	First Quarter	Second Quarter	Third Quarter	Fourth Quarter	Full Year
Total revenues	\$2,126	\$2,488	\$ 2,882	\$ 2,808	\$10,304
Earnings (loss) before income taxes	\$(3,685)	\$(1,745)	\$ 1,178	\$ 375	\$(3,877)
Net earnings (loss) attributable to Devon	\$(3,056)	\$(1,570)	\$ 993	\$ 331	\$(3,302)
Basic net earnings (loss) per share attributable to Devon	\$(6.44)	\$(3.04)	\$ 1.90	\$ 0.63	\$(6.52)
Diluted net earnings (loss) per share attributable to Devon	\$(6.44)	\$(3.04)	\$ 1.89	\$ 0.63	\$(6.52)

113

Table of ContentsIndex to Financial Statements

DEVON ENERGY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

Quarterly Cash Flow

The following table presents a summary of Devon's quarterly cash flow information as recast under the successful efforts method of accounting. See Note 2 for additional details. Devon has provided this information for each interim quarter in 2017 to aid investors and facilitate comparative periods to be shown during 2018.

	2017				
	First	Second	Third	Fourth	Full
	Quarter	Quarter	Quarter	Quarter	Year
Net earnings	\$317	\$245	\$212	\$304	\$1,078
Net cash from operating activities	746	738	700	725	2,909
Net cash from investing activities	(454)	(587)	(457)	(712)	(2,210)
Net cash from financing activities	(124)	91	157	(115)	9
Effect of exchange rate changes on cash	(8)	8	12	(6)	6
Net change in cash and cash equivalents	160	250	412	(108)	714
Cash and cash equivalents at beginning of period	1,959	2,119	2,369	2,781	1,959
Cash and cash equivalents at end of period	\$2,119	\$2,369	\$2,781	\$2,673	\$2,673

Effects of Accounting Change on Fourth Quarter

As Devon recast the financial statements due to a change in accounting principle during the fourth quarter of 2017, the effects of the accounting change on the fourth quarter consolidated comprehensive statement of earnings and consolidated statement of cash flow are included below. See Note 2 for additional details.

	Changes to the Consolidated Comprehensive Statement of Earnings		
	As Reported Under		
	Under Full Cost	Changes	Successful Efforts
For the Quarter Ended December 31, 2017			

Explanation of Responses:

Edgar Filing: CHOICEPOINT INC - Form 4

Exploration expenses	\$—	\$ 171	\$ 171
Depreciation, depletion and amortization	417	111	528
Asset dispositions	1	(19)	(18)
General and administrative expenses	174	48	222
Financing costs, net	124	2	126
Other expenses	15	(10)	5
Earnings before income taxes	403	(303)	100
Income tax benefit	(191)	(13)	(204)
Net earnings	594	(290)	304
Net earnings attributable to Devon	473	(290)	183
Net earnings per share attributable to Devon:			
Basic	0.90	(0.55)	0.35
Diluted	0.89	(0.54)	0.35
Comprehensive earnings:			
Net earnings	594	(290)	304
Foreign currency translation and other	6	(1)	5
Comprehensive earnings	615	(291)	324
Comprehensive earnings attributable to Devon	494	(291)	203

114

Table of ContentsIndex to Financial Statements

DEVON ENERGY CORPORATION AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS – (Continued)

	Changes to the Consolidated Statement of Cash Flows		
	As Reported Under		
	Under Full Cost	Changes	Successful Efforts
For the Quarter Ended December 31, 2017			
Net earnings	\$594	\$ (290)	\$ 304
Depreciation, depletion and amortization	417	111	528
Exploratory dry hole expense and unproved leasehold impairments	—	139	139
Gains and losses on asset sales	1	(19)	(18)
Deferred income tax benefit	(232)	(13)	(245)
Share-based compensation	36	11	47
Other	26	(10)	16
Net cash from operating activities	796	(71)	725
Capital expenditures	(871)	72	(799)
Divestitures of property and equipment	102	(1)	101
Net cash from investing activities	(783)	71	(712)

Table of Contents

Index to Financial Statements

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Not applicable.

Item 9A. Controls and Procedures

Disclosure Controls and Procedures

We have established disclosure controls and procedures to ensure that material information relating to Devon, including its consolidated subsidiaries, is made known to the officers who certify Devon's financial reports and to other members of senior management and the Board of Directors.

Based on their evaluation, our principal executive and principal financial officers have concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) were effective as of December 31, 2017 to ensure that the information required to be disclosed by Devon in the reports that it files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC rules and forms.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for Devon, as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934. Under the supervision and with the participation of Devon's management, including our principal executive and principal financial officers, we conducted an evaluation of the effectiveness of our internal control over financial reporting based on the framework in Internal Control – Integrated Framework issued in 2013 by the Committee of Sponsoring Organizations of the Treadway Commission (the "2013 COSO Framework"). Based on this evaluation under the 2013 COSO Framework, which was completed on February 21, 2018, management concluded that its internal control over financial reporting was effective as of December 31, 2017.

The effectiveness of our internal control over financial reporting as of December 31, 2017 has been audited by KPMG LLP, an independent registered public accounting firm who audited our consolidated financial statements as of and for the year ended December 31, 2017, as stated in their report, which is included under "Item 8. Financial Statements and Supplementary Data" of this report.

Changes in Internal Control Over Financial Reporting

In the fourth quarter of 2017, we added and modified certain internal control processes as a result of changing our method of accounting for oil and gas exploration and development activities from the full cost method to the successful efforts method. There were no other changes in our internal control over financial reporting during the fourth quarter of 2017 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Item 9B. Other Information

Not applicable.

Explanation of Responses:

Table of Contents

Index to Financial Statements

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The information called for by this Item 10 is incorporated herein by reference to the definitive Proxy Statement to be filed by Devon pursuant to Regulation 14A of the General Rules and Regulations under the Securities Exchange Act of 1934 no later than 120 days following the fiscal year ended December 31, 2017.

Item 11. Executive Compensation

The information called for by this Item 11 is incorporated herein by reference to the definitive Proxy Statement to be filed by Devon pursuant to Regulation 14A of the General Rules and Regulations under the Securities Exchange Act of 1934 no later than 120 days following the fiscal year ended December 31, 2017.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

The information called for by this Item 12 is incorporated herein by reference to the definitive Proxy Statement to be filed by Devon pursuant to Regulation 14A of the General Rules and Regulations under the Securities Exchange Act of 1934 no later than 120 days following the fiscal year ended December 31, 2017.

Item 13. Certain Relationships and Related Transactions, and Director Independence

The information called for by this Item 13 is incorporated herein by reference to the definitive Proxy Statement to be filed by Devon pursuant to Regulation 14A of the General Rules and Regulations under the Securities Exchange Act of 1934 no later than 120 days following the fiscal year ended December 31, 2017.

Item 14. Principal Accountant Fees and Services

The information called for by this Item 14 is incorporated herein by reference to the definitive Proxy Statement to be filed by Devon pursuant to Regulation 14A of the General Rules and Regulations under the Securities Exchange Act of 1934 no later than 120 days following the fiscal year ended December 31, 2017.

Table of Contents

Index to Financial Statements

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) The following documents are included as part of this report:

1. Consolidated Financial Statements

Reference is made to the Index to Consolidated Financial Statements and Consolidated Financial Statement Schedules appearing at “Item 8. Financial Statements and Supplementary Data” in this report.

2. Consolidated Financial Statement Schedules

All financial statement schedules are omitted as they are inapplicable, or the required information has been included in the consolidated financial statements or notes thereto.

3. Exhibits

Exhibit No. Description

- | | |
|-----|--|
| 2.1 | Agreement and Plan of Merger dated October 21, 2013, by and among Registrant, Devon Gas Services, L.P., Acacia Natural Gas Corp I, Inc., Crosstex Energy, Inc., New Public Rangers L.L.C., Boomer Merger Sub, Inc. and Rangers Merger Sub, Inc. <u>(incorporated by reference to Exhibit 2.1 to Registrant’s Form 8-K filed October 22, 2013; File No. 001-32318).</u> |
| 2.2 | Contribution Agreement dated October 21, 2013, by and among Registrant, Devon Gas Corporation, Devon Gas Services, L.P., Southwestern Gas Pipeline, Inc., Crosstex Energy, L.P. and Crosstex Energy Services, L.P. <u>(incorporated by reference to Exhibit 2.2 to Registrant’s Form 8-K filed October 22, 2013; File No. 001-32318).</u> |
| 3.1 | Registrant’s Restated Certificate of Incorporation <u>(incorporated by reference to Exhibit 3.1 of Registrant’s Form 10-K filed February 21, 2013; File No. 001-32318).</u> |
| 3.2 | Registrant’s Bylaws <u>(incorporated by reference to Exhibit 3.1 of Registrant’s Form 8-K filed January 27, 2016; File No. 001-32318).</u> |
| 4.1 | Indenture, dated as of July 12, 2011, between Registrant and UMB Bank, National Association, as Trustee <u>(incorporated by reference to Exhibit 4.1 to Registrant’s Form 8-K filed July 12, 2011; File No. 001-32318).</u> |
| 4.2 | |

Edgar Filing: CHOICEPOINT INC - Form 4

Supplemental Indenture No. 1, dated as of July 12, 2011, to Indenture dated as of July 12, 2011, between Registrant and UMB Bank, National Association, as Trustee, relating to the 4.00% Senior Notes due 2021 and the 5.60% Senior Notes due 2041 (incorporated by reference to Exhibit 4.2 to Registrant's Form 8-K filed July 12, 2011; File No. 001-32318).

118

Table of Contents

Index to Financial Statements

Exhibit No. Description

- 4.3 Supplemental Indenture No. 2, dated as of May 14, 2012, to Indenture dated as of July 12, 2011, between Registrant and UMB Bank, National Association, as Trustee, relating to the 3.250% Senior Notes due 2022 and the 4.750% Senior Notes due 2042 (incorporated by reference to Exhibit 4.1 to Registrant's Form 8-K filed May 14, 2012; File No. 001-32318).
- 4.4 Supplemental Indenture No. 3, dated as of December 19, 2013, to Indenture dated as of July 12, 2011, between Registrant and UMB Bank, National Association, as Trustee, relating to the 2.25% Senior Notes due 2018 (incorporated by reference to Exhibit 4.1 to Registrant's Form 8-K filed December 19, 2013; File No. 001-32318).
- 4.5 Supplemental Indenture No. 4, dated as of June 16, 2015, to Indenture dated as of July 12, 2011, between Registrant and UMB Bank, National Association, as Trustee, relating to the 5.000% Senior Notes due 2045 (incorporated by reference to Exhibit 4.1 to Registrant's Form 8-K filed June 16, 2015; File No. 001-32318).
- 4.6 Supplemental Indenture No. 5, dated as of December 15, 2015, to Indenture dated as of July 12, 2011, between Registrant and UMB Bank, National Association, as Trustee, relating to the 5.850% Senior Notes due 2025 (incorporated by reference to Exhibit 4.1 to Registrant's Form 8-K filed December 15, 2015; File No. 001-32318).
- 4.7 Indenture, dated as of March 1, 2002, between Registrant and The Bank of New York Mellon Trust Company, N.A. (as successor to The Bank of New York), as Trustee (incorporated by reference to Exhibit 4.1 of Registrant's Form 8-K filed April 9, 2002; File No. 000-30176).
- 4.8 Supplemental Indenture No. 1, dated as of March 25, 2002, to Indenture dated as of March 1, 2002, between Registrant and The Bank of New York Mellon Trust Company, N.A., as Trustee, relating to the 7.95% Senior Debentures due 2032 (incorporated by reference to Exhibit 4.2 to Registrant's Form 8-K filed April 9, 2002; File No. 000-30176).
- 4.9 Supplemental Indenture No. 3, dated as of January 9, 2009, to Indenture dated as of March 1, 2002, between Registrant and The Bank of New York Mellon Trust Company, N.A., as Trustee, relating to the 6.30% Senior Notes due 2019 (incorporated by reference to Exhibit 4.1 to Registrant's Form 8-K filed January 9, 2009; File No. 000-32318).
- 4.10 Indenture, dated as of October 3, 2001, among Devon Financing Company, L.L.C. (f/k/a Devon Financing Corporation, U.L.C.), as Issuer, Registrant, as Guarantor, and The Bank of New York Mellon Trust Company, N.A., originally The Chase Manhattan Bank, as Trustee, relating to the 7.875% Debentures due 2031 (incorporated by reference to Exhibit 4.7 to Registrant's Registration Statement on Form S-4 filed October 31, 2001; File No. 333-68694).
- 4.11

Edgar Filing: CHOICEPOINT INC - Form 4

Indenture, dated as of July 8, 1998, among Devon OEI Operating, L.L.C. (as successor to Ocean Energy, Inc.), its Subsidiary Guarantors, and Wells Fargo Bank, N.A. (as successor to Norwest Bank Minnesota, National Association), as Trustee, relating to the 8.25% Senior Notes due 2018 (incorporated by reference to Exhibit 10.24 to Ocean Energy, Inc.'s Form 10-Q filed August 14, 1998; File No. 001-14252).

- 4.12 First Supplemental Indenture, dated March 30, 1999, to Indenture dated as of July 8, 1998, by and among Devon OEI Operating, L.L.C., its Subsidiary Guarantor, and Wells Fargo Bank, N.A., as Trustee, relating to the 8.25% Senior Notes due 2018 (incorporated by reference to Exhibit 4.5 to Ocean Energy, Inc.'s Form 10-Q filed May 17, 1999; File No. 001-08094).
- 4.13 Second Supplemental Indenture, dated as of May 9, 2001, to Indenture dated as of July 8, 1998, by and among Devon OEI Operating, L.L.C., its Subsidiary Guarantor, and Wells Fargo Bank, N.A., as Trustee, relating to the 8.25% Senior Notes due 2018 (incorporated by reference to Exhibit 99.2 to Ocean Energy, Inc.'s Form 8-K filed May 14, 2001; File No. 033-06444).

119

Table of Contents

Index to Financial Statements

Exhibit No. Description

- 4.14 Third Supplemental Indenture, dated January 23, 2006, to Indenture dated as of July 8, 1998, by and among Devon OEI Operating, L.L.C., as Issuer, Devon Energy Production Company, L.P., as Successor Guarantor, and Wells Fargo Bank, N.A., as Trustee, relating to the 8.25% Senior Notes due 2018 (incorporated by reference to Exhibit 4.23 of Registrant's Form 10-K filed March 3, 2006; File No. 001-32318).
- 4.15 Senior Indenture, dated as of September 1, 1997, between Devon OEI Operating, L.L.C. (as successor to Seagull Energy Corporation) and The Bank of New York Mellon Trust Company, N.A. (as successor to The Bank of New York), as Trustee, and related Specimen of 7.50% Senior Notes due 2027 (incorporated by reference to Exhibit 4.4 to Ocean Energy Inc.'s Form 10-K filed March 23, 1998; File No. 001-08094).
- 4.16 First Supplemental Indenture, dated as of March 30, 1999, to Senior Indenture dated as of September 1, 1997, by and among Devon OEI Operating, L.L.C., its Subsidiary Guarantor, and The Bank of New York Mellon Trust Company, N.A., as Trustee, relating to the 7.50% Senior Notes due 2027 (incorporated by reference to Exhibit 4.10 to Ocean Energy, Inc.'s Form 10-Q filed May 17, 1999; File No. 001-08094).
- 4.17 Second Supplemental Indenture, dated as of May 9, 2001, to Senior Indenture dated as of September 1, 1997, by and among Devon OEI Operating, L.L.C., its Subsidiary Guarantor, and The Bank of New York Mellon Trust Company, N.A., as Trustee, relating to the 7.50% Senior Notes due 2027 (incorporated by reference to Exhibit 99.4 to Ocean Energy, Inc.'s Form 8-K filed May 14, 2001; File No. 033-06444).
- 4.18 Third Supplemental Indenture, dated as of December 31, 2005, to Senior Indenture dated as of September 1, 1997, by and among Devon OEI Operating, L.L.C., as Issuer, Devon Energy Production Company, L.P., as Successor Guarantor, and The Bank of New York Mellon Trust Company, N.A., as Trustee, relating to the 7.50% Senior Notes due 2027 (incorporated by reference to Exhibit 4.27 of Registrant's Form 10-K filed March 3, 2006; File No. 001-32318).
- 4.19 Indenture, dated as of March 19, 2014, by and between EnLink Midstream Partners, LP and Wells Fargo Bank, National Association, as Trustee (the "EnLink Indenture") (incorporated by reference to Exhibit 4.2 to EnLink Midstream Partners, LP's Form 8-K filed March 21, 2014; File No. 001-36340).†
- 4.20 First Supplemental Indenture, dated as of March 19, 2014, to the EnLink Indenture, by and between EnLink Midstream Partners, LP and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to EnLink Midstream Partners, LP's Form 8-K filed March 21, 2014; File No. 001-36340).†
- 4.21 Second Supplemental Indenture, dated as of November 12, 2014, to the EnLink Indenture, by and between EnLink Midstream Partners, LP and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to EnLink Midstream Partners, LP's Form 8-K filed November 12, 2014; File No. 001-36340).†

Edgar Filing: CHOICEPOINT INC - Form 4

- 4.22 Third Supplemental Indenture, dated as of May 12, 2015, to the EnLink Indenture, by and between EnLink Midstream Partners, LP and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.3 to EnLink Midstream Partners, LP's Form 8-K filed May 12, 2015; File No. 001-36340).†
- 4.23 Fourth Supplemental Indenture, dated as of July 14, 2016, to the EnLink Indenture, by and between EnLink Midstream Partners, LP and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.2 to EnLink Midstream Partners, LP's Form 8-K filed July 14, 2016; File No. 001-36340).†
- 4.24 Fifth Supplemental Indenture, dated as May 11, 2017, to the EnLink Indenture, by and between EnLink Midstream Partners, LP and Wells Fargo Bank, National Association, as Trustee (incorporated by reference to Exhibit 4.2 to EnLink Midstream Partners, LP's Form 8-K filed May 11, 2017; File No. 001-36340).†

120

Table of Contents

Index to Financial Statements

Exhibit No. Description

- 10.1 Credit Agreement, dated as of October 24, 2012, among Registrant, as U.S. Borrower, Devon Canada Corporation, as Canadian Borrower, each lender from time to time party thereto, each L/C Issuer from time to time party thereto, and Bank of America, N.A., as Administrative Agent, Canadian Swing Line Lender and U.S. Swing Line Lender (incorporated by reference to Exhibit 10.1 of Registrant's Form 8-K filed October 29, 2012; File No. 001-32318).
- 10.2 Extension Agreement, dated as of September 3, 2013, to the Credit Agreement dated October 24, 2012, among Registrant, as U.S. Borrower, Devon Canada Corporation, as Canadian Borrower, Devon Financing Company, L.L.C., the consenting lenders, and Bank of America, N.A., as Administrative Agent, Canadian Swing Line Lender and U.S. Swing Line Lender, with respect to the extension of the maturity date from October 24, 2017 to October 24, 2018 (incorporated by reference to Exhibit 10.1 to Registrant's Form 10-Q filed November 6, 2013; File No. 001-32318).
- 10.3 First Amendment to Credit Agreement, dated as of February 3, 2014, to the Credit Agreement dated October 24, 2012, among Registrant, as U.S. Borrower, Devon Canada Corporation, as Canadian Borrower, each lender from time to time party thereto, each L/C Issuer from time to time party thereto, and Bank of America, N.A., as Administrative Agent, Canadian Swing Line Lender and U.S. Swing Line Lender (incorporated by reference to Exhibit 10.1 of Registrant's Form 8-K filed February 7, 2014; File No. 001-32318).
- 10.4 Extension Agreement, dated as of October 17, 2014, to the Credit Agreement dated October 24, 2012, among Registrant, as U.S. Borrower, Devon Canada Corporation, as Canadian Borrower, Devon Financing Company, L.L.C., the consenting lenders, and Bank of America, N.A., as Administrative Agent, Canadian Swing Line Lender and U.S. Swing Line Lender with respect to the extension of the maturity date from October 24, 2018 to October 24, 2019 (incorporated by reference to Exhibit 10.1 to Registrant's Form 10-Q filed November 5, 2014; File No. 001-32318).
- 10.5 Devon Energy Corporation 2017 Long-Term Incentive Plan (incorporated by reference to Exhibit 99.1 to Registrant's Form S-8 filed June 7, 2017; File No. 333-218561).*
- 10.6 Devon Energy Corporation 2015 Long-Term Incentive Plan (incorporated by reference to Exhibit 99.1 to Registrant's Form S-8 filed June 3, 2015; File No. 333-204666).*
- 10.7 Devon Energy Corporation 2009 Long-Term Incentive Plan (as amended and restated effective June 6, 2012) (incorporated by reference to Exhibit 10.2 to the Registrant's Form 8-K filed June 8, 2012; File No. 001-32318).*
- 10.8 2013 Amendment (effective as of March 6, 2013) to the Devon Energy Corporation 2009 Long-Term Incentive Plan (as amended and restated effective June 6, 2012) (incorporated by reference to Exhibit 10.1 to Registrant's Form 10-Q filed May 1, 2013; File No. 001-32318).*

- 10.9 Devon Energy Corporation Annual Incentive Compensation Plan (amended and restated effective as of January 1, 2017) (incorporated by reference to Exhibit 10.1 to Registrant's Form 8-K filed June 12, 2017; File No. 001-32318).*
- 10.10 Devon Energy Corporation Non-Qualified Deferred Compensation Plan (amended and restated effective as of April 15, 2014) (incorporated by reference to Exhibit 10.1 to Registrant's Form 10-Q filed August 6, 2014; File No. 001-32318).*
- 10.11 Amendment 2014-2, executed May 9, 2014, to the Devon Energy Corporation Non-Qualified Deferred Compensation Plan (amended and restated effective April 15, 2014) (incorporated by reference to Exhibit 10.11 to Registrant's Form 10-K filed February 20, 2015; File No. 001-32318).*
- 10.12 Amendment 2016-1, executed October 20, 2016, to the Devon Energy Corporation Non-Qualified Deferred Compensation Plan (amended and restated effective April 15, 2014) (incorporated by reference to Exhibit 10.13 to Registrant's Form 10-K filed February 15, 2017; File No. 001-32318).*

121

Table of Contents

Index to Financial Statements

Exhibit No. Description

- 10.13 Devon Energy Corporation Benefit Restoration Plan (amended and restated effective January 1, 2012) (incorporated by reference to Exhibit 10.15 to Registrant's Form 10-K filed February 24, 2012; File No. 001-32318).*
- 10.14 Amendment 2014-1, executed March 7, 2014, to the Devon Energy Corporation Benefit Restoration Plan (amended and restated effective January 1, 2012) (incorporated by reference to Exhibit 10.6 to Registrant's Form 10-Q filed May 9, 2014; File No. 001-32318).*
- 10.15 Amendment 2015-1, executed April 15, 2015, to the Devon Energy Corporation Benefit Restoration Plan (amended and restated effective January 1, 2012) (incorporated by reference to Exhibit 10.1 to Registrant's Form 10-Q filed May 6, 2015; File No. 001-32318).*
- 10.16 Amendment 2016-1, executed October 20, 2016, to the Devon Energy Corporation Benefit Restoration Plan (amended and restated effective January 1, 2012) (incorporated by reference to Exhibit 10.17 to Registrant's Form 10-K filed February 15, 2017; File No. 001-32318).*
- 10.17 Devon Energy Corporation Defined Contribution Restoration Plan (amended and restated effective January 1, 2012) (incorporated by reference to Exhibit 10.16 to Registrant's Form 10-K filed February 24, 2012; File No. 001-32318).*
- 10.18 Amendment 2014-1, executed March 7, 2014, to the Devon Energy Corporation Defined Contribution Restoration Plan (amended and restated effective January 1, 2012) (incorporated by reference to Exhibit 10.7 to Registrant's Form 10-Q filed May 9, 2014; File No. 001-32318).*
- 10.19 Amendment 2016-1, executed October 20, 2016, to the Devon Energy Corporation Defined Contribution Restoration Plan (amended and restated effective January 1, 2012) (incorporated by reference to Exhibit 10.20 to Registrant's Form 10-K filed February 15, 2017; File No. 001-32318).*
- 10.20 Devon Energy Corporation Supplemental Contribution Plan (amended and restated effective January 1, 2012) (incorporated by reference to Exhibit 10.17 to Registrant's Form 10-K filed February 24, 2012; File No. 001-32318).*
- 10.21 Amendment 2014-1, executed March 7, 2014, to the Devon Energy Corporation Supplemental Contribution Plan (amended and restated effective January 1, 2012) (incorporated by reference to Exhibit 10.8 to Registrant's Form 10-Q filed May 9, 2014; File No. 001-32318).*
- 10.22 Amendment 2016-1, executed October 20, 2016, to the Devon Energy Corporation Supplemental Contribution Plan (amended and restated effective January 1, 2012) (incorporated by reference to Exhibit 10.23 to Registrant's Form 10-K filed February 15, 2017; File No. 001-32318).*
- 10.23

Edgar Filing: CHOICEPOINT INC - Form 4

Devon Energy Corporation Supplemental Executive Retirement Plan (amended and restated effective January 1, 2012) (incorporated by reference to Exhibit 10.18 to Registrant's Form 10-K filed February 24, 2012; File No. 001-32318).*

- 10.24 Amendment 2016-1, executed October 20, 2016, to the Devon Energy Corporation Supplemental Executive Retirement Plan (amended and restated effective January 1, 2012) (incorporated by reference to Exhibit 10.25 to Registrant's Form 10-K filed February 15, 2017; File No. 001-32318).*
- 10.25 Devon Energy Corporation Supplemental Retirement Income Plan (amended and restated effective January 1, 2012) (incorporated by reference to Exhibit 10.19 to Registrant's Form 10-K filed February 24, 2012; File No. 001-32318).*
- 10.26 Amendment 2014-1, executed March 7, 2014, to the Devon Energy Corporation Supplemental Retirement Income Plan (amended and restated effective January 1, 2012) (incorporated by reference to Exhibit 10.9 to Registrant's Form 10-Q filed May 9, 2014; File No. 001-32318).*
- 10.27 Amendment 2016-1, executed October 20, 2016, to the Devon Energy Corporation Supplemental Retirement Income Plan (amended and restated effective January 1, 2012) (incorporated by reference to Exhibit 10.28 to Registrant's Form 10-K filed February 15, 2017; File No. 001-32318).*

122

Table of Contents

Index to Financial Statements

Exhibit No. Description

- 10.28 Devon Energy Corporation Incentive Savings Plan (amended and restated effective January 1, 2018), executed December 18, 2017.*
- 10.29 Amended and Restated Form of Employment Agreement between Registrant and certain executive officers (incorporated by reference to Exhibit 10.19 to Registrant's Form 10-K filed February 27, 2009; File No. 001-32318)..*
- 10.30 Form of Amendment No. 1 to the Amended and Restated Employment Agreement between Registrant and certain executive officers (incorporated by reference to Exhibit 10.1 to Registrant's Form 8-K filed April 25, 2011; File No. 001-32318)..*
- 10.31 Form of Employment Agreement between Registrant and certain executive officers (incorporated by reference to Exhibit 10.22 to Registrant's Form 10-K filed February 28, 2014; File No. 001-32318)..*
- 10.32 Employment Agreement, dated April 19, 2017, by and between Registrant and Mr. Jeffrey L. Ritenour (incorporated by reference to Exhibit 10.1 to Registrant's Form 8-K, filed on April 20, 2017; File No. 001-32318)..*
- 10.33 Form of Notice of Grant of Performance Restricted Stock Award and Award Agreement under the 2009 Long-Term Incentive Plan (as amended and restated June 6, 2012) between Registrant and executive officers for performance based restricted stock awarded (incorporated by reference to Exhibit 10.25 to Registrant's Form 10-K filed February 28, 2014; File No. 001-32318)..*
- 10.34 Form of Notice of Grant of Performance Restricted Stock Award and Award Agreement under the 2009 Long-Term Incentive Plan (as amended and restated June 6, 2012) between Registrant and executive officers for performance based restricted stock awarded (incorporated by reference to Exhibit 10.29 to Registrant's Form 10-K filed February 20, 2015; File No. 001-32318)..*
- 10.35 Form of Notice of Grant of Performance Restricted Stock Award and Award Agreement under the 2015 Long-Term Incentive Plan between Registrant and David A. Hager for performance based restricted stock awarded (incorporated by reference to Exhibit 10.1 to Registrant's Form 10-Q filed November 4, 2015; File No. 001-32318)..*
- 10.36 Form of Notice of Grant of Performance Restricted Stock Award and Award Agreement under the 2015 Long-Term Incentive Plan between Registrant and executive officers for performance based restricted stock awarded (incorporated by reference to Exhibit 10.2 to Registrant's Form 10-Q filed May 4, 2016; File No. 001-32318)..*
- 10.37 2017 Form of Notice of Grant of Performance Restricted Stock Award and Award Agreement under the 2015 Long-Term Incentive Plan between Registrant and executive officers for performance based restricted stock awarded (incorporated by reference to Exhibit 10.1 to Registrant's Form 10-Q filed May

3, 2017; File No. 001-32318)..*

- 10.38 Form of Notice of Grant of Performance Share Unit Award and Award Agreement under the 2009 Long-Term Incentive Plan (as amended and restated June 6, 2012) between Registrant and executive officers for performance based restricted share units awarded (incorporated by reference to Exhibit 10.32 to Registrant's Form 10-K filed February 20, 2015; File No. 001-32318)..*
- 10.39 Form of Notice of Grant of Performance Share Unit Award and Award Agreement under the 2015 Long-Term Incentive Plan between Registrant and executive officers for performance based restricted share units awarded (incorporated by reference to Exhibit 10.3 to Registrant's Form 10-Q filed May 4, 2016; File No. 001-32318)..*
- 10.40 2017 Form of Notice of Grant of Performance Share Unit Award and Award Agreement under the 2015 Long-Term Incentive Plan between Registrant and executive officers for performance based restricted share units awarded (incorporated by reference to Exhibit 10.2 to Registrant's Form 10-Q filed May 3, 2017; File No. 001-32318)..*

123

Table of Contents

Index to Financial Statements

Exhibit No. Description

- | | |
|-------|--|
| 10.41 | Form of Notice of Grant of Incentive Stock Options and Award Agreement under the 2009 Long-Term Incentive Plan between Registrant and certain employees and executive officers for incentive stock options granted (<u>incorporated by reference to Exhibit 10.15 to Registrant's Form 10-K filed February 25, 2011; File No. 001-32318</u>).* |
| 10.42 | Form of Notice of Grant of Nonqualified Stock Options and Award Agreement under the 2009 Long-Term Incentive Plan between Registrant and certain employees and executive officers for nonqualified stock options granted (<u>incorporated by reference to Exhibit 10.16 to Registrant's Form 10-K filed February 25, 2011; File No. 001-32318</u>).* |
| 10.43 | Form of Non-Management Director Nonqualified Stock Option Award Agreement under the Devon Energy Corporation 2009 Long-Term Incentive Plan between Registrant and all non-management directors for nonqualified stock options granted (<u>incorporated by reference to Exhibit 10.20 to Registrant's Form 10-K filed on February 25, 2010; File No. 001-32318</u>).* |
| 10.44 | Form of Notice of Grant of Restricted Stock Award and Award Agreement under the 2009 Long-Term Incentive Plan between Registrant and Thomas L. Mitchell for restricted stock awarded (<u>incorporated by reference to Exhibit 10.18 to Registrant's Form 10-K filed February 25, 2011; File No. 001-32318</u>).* |
| 10.45 | Form of Notice of Grant of Restricted Stock Award and Award Agreement under the 2015 Long-Term Incentive Plan between Registrant and all non-management directors for restricted stock awarded (<u>incorporated by reference to Exhibit 10.1 to Registrant's Form 10-Q filed August 5, 2015; File No. 001-32318</u>).* |
| 10.46 | 2017 Form of Notice of Grant of Restricted Stock Award and Award Agreement under the 2017 Long-Term Incentive Plan between Devon and all non-management directors for restricted stock awarded (<u>incorporated by reference to Exhibit 10.1 to Registrant's Form 10-Q filed August 2, 2017; File No. 001-32318</u>).* |
| 10.47 | Form of Letter Agreement amending the restricted stock award agreements and nonqualified stock option agreements under the 2009 Long-Term Incentive Plan and the 2005 Long-Term Incentive Plan between Registrant and John Richels (<u>incorporated by reference to Exhibit 10.22 to Registrant's Form 10-K filed February 25, 2011; File No. 001-32318</u>).* |
| 10.48 | Form of Amendment to Incentive Stock Option Award Agreements between Registrant and post-retirement eligible executives relating to incentive stock options under the 2009 Long-Term Incentive Plan (<u>incorporated by reference to Exhibit 10.24 to Registrant's Form 10-K filed February 21, 2013; File No. 001-32318</u>).* |
| 10.49 | Amendment to Performance Share Unit Award Agreement dated effective September 16, 2015, between Registrant and John Richels to Performance Share Unit Award Agreement dated February 10, 2015 |

Edgar Filing: CHOICEPOINT INC - Form 4

(incorporated by reference to Exhibit 10.43 to Registrant's Form 10-K filed February 17, 2016; File No. 001-32318).*

10.50 Amendment to Performance Restricted Stock Award Agreement dated effective September 16, 2015, between Registrant and John Richels to Performance Restricted Stock Award Agreement dated February 10, 2015 (incorporated by reference to Exhibit 10.44 to Registrant's Form 10-K filed February 17, 2016; File No. 001-32318).*

12 Statement of computations of ratios of earnings to fixed charges.

21 List of Subsidiaries.

23.1 Consent of KPMG LLP.

23.2 Consent of LaRoche Petroleum Consultants, Ltd.

23.3 Consent of Deloitte LLP.

124

Table of Contents

Index to Financial Statements

Exhibit No. Description

31.1	<u>Certification of principal executive officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
31.2	<u>Certification of principal financial officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</u>
32.1	<u>Certification of principal executive officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2	<u>Certification of principal financial officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
99.1	<u>Report of LaRoche Petroleum Consultants, Ltd.</u>
99.2	<u>Report of Deloitte LLP.</u>
101.INS	<u>XBRL Instance Document.</u>
101.SCH	<u>XBRL Taxonomy Extension Schema Document.</u>
101.CAL	<u>XBRL Taxonomy Extension Calculation Linkbase Document.</u>
101.DEF	<u>XBRL Taxonomy Extension Definition Linkbase Document.</u>
101.LAB	<u>XBRL Taxonomy Extension Labels Linkbase Document.</u>
101.PRE	<u>XBRL Taxonomy Extension Presentation Linkbase Document.</u>

As of December 31, 2017, the aggregate amount of debt issued under the EnLink Indenture, as supplemented, exceeded ten percent of Devon's consolidated total assets. Devon has not filed any other instruments defining the rights of holders of long-term indebtedness of EnLink, as such instruments do not represent debt exceeding ten percent of the total assets of Devon and its subsidiaries on a consolidated basis. Devon hereby agrees to furnish a copy of any such agreements to the SEC upon request.

*Indicates management contract or compensatory plan or arrangement.

Item 16. Form 10-K Summary

Not applicable.

Explanation of Responses:

Table of Contents

Index to Financial Statements

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

DEVON ENERGY CORPORATION

By: /s/ JEFFREY L. RITENOUR

Jeffrey L. Ritenour
Executive Vice President and
Chief Financial Officer

February 21, 2018

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

/s/ DAVID A. HAGER David A. Hager	President, Chief Executive Officer and Director (Principal executive officer)	February 21, 2018
/s/ JEFFREY L. RITENOUR Jeffrey L. Ritenour	Executive Vice President and Chief Financial Officer (Principal financial officer)	February 21, 2018
/s/ JEREMY D. HUMPHERS Jeremy D. Humphers	Senior Vice President and Chief Accounting Officer (Principal accounting officer)	February 21, 2018
/s/ JOHN RICHEL John Richels	Chairman of the Board	February 21, 2018
/s/ BARBARA M. BAUMANN Barbara M. Baumann	Director	February 21, 2018
/s/ JOHN E. BETHANCOURT John E. Bethancourt	Director	February 21, 2018

Edgar Filing: CHOICEPOINT INC - Form 4

/s/ ROBERT H. HENRY Robert H. Henry	Director	February 21, 2018
/s/ MICHAEL M. KANOVSKY Michael M. Kanovsky	Director	February 21, 2018
/s/ ROBERT A. MOSBACHER, JR. Robert A. Mosbacher, Jr.	Director	February 21, 2018
/s/ DUANE C. RADTKE Duane C. Radtke	Director	February 21, 2018
/s/ MARY P. RICCIARDELLO Mary P. Ricciardello	Director	February 21, 2018