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Elizabeth M. Murphy, Secretary
U. S. Securities and Exchange Commission
100 F Street, NE
Washington, D.C. 20549

Re: File No. S7-14-10
Concept Release on the U.S. Proxy System

Dear Ms. Murphy:

I am writing in support of the SEC Concept Release regarding the issues of concern within the current U.S. proxy system. Devon Energy Corporation is an independent natural gas and oil exploration and production company with operations in the United States and Canada. As Vice President - Corporate Governance and Secretary for Devon, I am responsible for the preparation and issuance of our proxy statement.

After working with the proxy system for a number of years, I share the concerns about inefficiencies and inaccuracies that have been raised by many others, and I am pleased that the Commission is undertaking a thorough review. I will not comment on all of the areas covered in the concept release, but will include comments on those that are of the highest concern to our Company.

▪ **Proxy Advisory Firms**

Institutional investors have substantially increased their use of proxy advisory firms to meet their fiduciary obligations. There is an inherent conflict of interest in the proxy advisory business model in that these firms provide advice on voting to institutional shareholders and, at the same time, profit from providing advice to public companies as to how they may enhance voting outcomes. These proxy advisory firms develop and disseminate their voting recommendations with no oversight and with inadequate accountability for accuracy. The result is that informed shareholder voting is impaired.

We encourage the Commission to address the excessive influence, inherent conflict of interest, and the lack of accountability of proxy advisory firms.

▪ **Issuer Communication with Shareholders**

Recent regulatory changes and the current shareholder environment have increased the importance of direct communication with shareholders. The Non-Objecting Beneficial Owners/Objecting Beneficial Owners (NOBO/OBO) classification system prevents public companies from knowing many of its shareholders. Investors and issuers both would benefit from more direct interaction and exchange of perspectives.

This outdated system should be eliminated, in order to facilitate transparency of share ownership and direct communications between public companies and their beneficial owners.

- **Proxy Distribution Fees**

Even with the adoption of notice and access, our proxy processing and distribution costs continue to increase. The Proxy Working Group acknowledged in their 2006 report that Rule 465 fees may be expensive to issuers and that additional alternatives should be explored. As acknowledged by the Commission, the fact that there is no competition with the current provider makes it difficult to make any comparisons.

Introducing competition into the proxy service provider process would enable issuers to have a choice and would create efficiencies and cost reductions, without sacrificing reliability or accuracy.

We appreciate the opportunity to respond to these important issues and look forward to an improved proxy system.

Sincerely,

A handwritten signature in blue ink that reads "Carla D. Brockman". The signature is fluid and cursive, with a long horizontal stroke at the end.

Carla D. Brockman
Vice President - Corporate Governance and Secretary
Devon Energy Corporation