

XTO ENERGY INC.
CATEGORICAL STANDARDS OF DIRECTORS' INDEPENDENCE
(As amended through February 17, 2009)

It is a policy of the Board of Directors that a majority of the voting directors be independent of the Company. The Board of Directors will not include the non-voting advisory directors in determining whether a majority of the directors are independent. For a director to be deemed independent, the Board of Directors must affirmatively determine that the director has no material relationship with the Company or any member of the senior management of the Company or its affiliates. This determination shall be disclosed in the proxy statement for each annual meeting of the Company's stockholders.

A director who at all times during the previous three years (unless another time period is indicated), has met all of the following categorical standards shall be presumed to be "independent":

- The Company has not employed the director, and has not employed any of his or her immediate family members as an executive officer. Employment as an interim chairman or chief executive officer will not disqualify a director from being considered independent following that employment.
- Neither the director, nor any of his or her immediate family members, has received more than \$120,000 during any twelve-month period within the past three years in direct compensation from the Company, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service). Compensation received by a director for former service as an interim chairman or interim chief executive officer and compensation received by an immediate family member for service as a non-executive officer employee of the Company will not be considered in determining independence under this test.
- The director has not been employed by, or a partner of, the Company's internal or external auditors, nor are any of his or her immediate family members currently employed as a partner of such firm or currently employed by the firm and personally works on the Company's audit or were within the last three years (but are no longer) a partner or employee of such a firm and personally worked on the Company's audit within that time.
- Neither the director, nor any of his or her immediate family members, has been part of an "interlocking directorate" in which an executive officer of the Company serves on the compensation (or equivalent) committee of another company that employs the director or any of his or her immediate family members in an executive officer capacity.
- Neither the director, nor any of his or her immediate family members (except in a non-executive officer capacity), has been employed by or affiliated with a significant supplier

or customer of the Company. For the purposes of this categorical standard, a supplier or customer shall be considered significant if its sales to, or purchases from, the Company represent the greater of (a) \$1 million or (b) more than 2% of such other company's consolidated gross revenues.

- Neither the director, nor any of his or her immediate family members, has received more than \$50,000 under personal services contracts with the Company, its chairman, chief executive officer or other executive officers, or any affiliate of the Company.
- Neither the director, nor any of his or her immediate family members, has been an executive officer or director of a foundation, university or other non-profit organization to which the Company gives directly, or indirectly through the provision of services, more than \$1,000,000 per annum or 2% of the total annual donations received by the foundation, university or other non-profit organization (whichever is greater).
- Neither the director, nor any of his or her immediate family members, either directly or indirectly as a partner, shareholder, or officer of another company, owns more than 10% of the Company's common stock.
- Neither the director, nor any of his or her immediate family members, has been employed as an executive officer of a lender that is currently considered a significant lender of the Company. For the purposes of this categorical standard, a lender shall be considered significant if the credit extended is more than 10% of the consolidated assets of the Company.

For purposes of these standards: (a) "immediate family member" means a person's spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law and anyone (other than employees) sharing a person's home, but excluding any person who is no longer an immediate family member as a result of legal separation or divorce, or death or incapacitation; and (b) "executive officer" has the same meaning specified for the term "officer" in Rule 16a-1(f) under the Securities Exchange Act of 1934.

The Corporate Governance and Nominating Committee ("Governance Committee") and the Board of Directors will undertake an annual review of the independence of all non-employee voting directors. In advance of the meeting at which this review occurs, each non-employee voting director will be asked to provide the Governance Committee and the Board of Directors with full information regarding the director's business and other relationships with the Company and with senior management to enable the Board of Directors to evaluate the director's independence.

The Board of Directors, upon the recommendation of the Governance Committee, has concluded that the following types of relationships shall be deemed immaterial and not considered by the Board of Directors in evaluating independence:

- The maintenance of bank accounts for the individual executive officers on normal commercial terms at any bank where a director of the Company is an executive officer or director.
- The joint investment by executive officers and individual directors in projects unrelated to the Company's business where the amount invested by any individual executive officer or director is less than \$100,000.