

XTO ENERGY INC.
STOCK OWNERSHIP GUIDELINES FOR EXECUTIVE OFFICERS
(As amended through February 17, 2009)

Executive officers of the Company are expected to display confidence in the Company by ownership of a significant amount of stock. Each executive officer is expected to own a number of shares of Common Stock with a value that is a multiple of the executive's base salary. The calculation shall be determined as of the last day of the fiscal year based on the average of the high and low closing price of the Common Stock on the New York Stock Exchange for the prior 12 months and the executive's base salary as of the last day of the fiscal year. The applicable multiples of base salary are as follows:

Chairman	8 times base salary
Chief Executive Officer	8 times base salary
President	8 times base salary
Executive Vice President	6 times base salary