



GOVERNANCE AND NOMINATING
COMMITTEE CHARTER

As of January 26, 2005

Burlington Resources Inc.
Governance and Nominating Committee Charter

Organization

The Board of Directors shall designate annually a Governance and Nominating Committee comprised of three or more Directors, who may be removed by the Board of Directors in its discretion. The members of the Governance and Nominating Committee shall be “independent” directors as determined in accordance with the laws, rules and regulations of the New York Stock Exchange and shall also comply with and satisfy all other applicable laws, rules, regulations and requirements. The Governance and Nominating Committee shall report regularly to the Board of Directors.

A Chairman of the Governance and Nominating Committee shall be elected annually by the Board of Directors.

Purpose

The purpose of the Governance and Nominating Committee is to (1) identify individuals qualified to serve on the Board of Directors, and to recommend that the Board of Directors select director nominees to be considered for election at the Company’s next annual meeting of shareholders or to be appointed by the Board of Directors to fill an existing or newly created vacancy on the Board of Directors, (2) identify members of the Board of Directors to serve on each board committee and to serve as chairman thereof and recommend each such member and chairman to the Board of Directors, (3) develop and revise as appropriate Corporate Governance Guidelines applicable to the Company and recommend such guidelines or revisions to the Board of Directors, (4) oversee the evaluation by the Board of Directors of itself and its committees, (5) oversee the evaluation of management, (6) identify individuals to serve as officers of the Company and recommend such individuals to the Board of Directors and (7) review with the Chief Executive Officer matters of management succession.

Meetings

The Governance and Nominating Committee shall meet as often as it deems necessary or appropriate to carry out its responsibilities and may, in its sole discretion, form and delegate authority to subcommittees (comprised only of Governance and Nominating Committee members) in furtherance of such responsibilities. Meetings of the Governance and Nominating Committee shall be called by the Chairman of the Governance and Nominating Committee, the Chairman of the Board or the President of the Company. All such meetings shall be held pursuant to the By-Laws of the Company with regard to notice and waiver thereof, and written minutes of each such meeting shall be duly filed in the Company’s records.

Powers and Responsibilities

The Governance and Nominating Committee shall:

- (1) Actively seek to identify individuals qualified to serve on the Board of Directors and to recommend that the Board of Directors select director nominees to be considered for election at the Company's next annual meeting of shareholders or to be appointed by the Board of Directors to fill an existing or newly created vacancy on the Board of Directors in accordance with the Board Membership Criteria set forth in the Company's Corporate Governance Guidelines. The Committee shall also consider written proposals for director nominees received from Company shareholders in accordance with the Company's Corporate Governance Guidelines and By-Laws.
- (2) Identify qualified members of the Board of Directors to serve on each board committee and to serve as chairman thereof and recommend each such member and chairman to the Board of Directors. The Governance and Nominating Committee shall recommend removal of members of the board committees to the Board of Directors, as it determines necessary or appropriate. In addition, the Governance and Nominating Committee may designate a member of the Governance and Nominating Committee to attend the meetings of any other Board committee *ex officio* with the concurrence of the chairman of such other committee.
- (3) Develop Corporate Governance Guidelines applicable to the Company and recommend such guidelines or revisions of such guidelines to the Board of Directors. The Governance and Nominating Committee shall review such guidelines at least annually and, when necessary or appropriate, recommend changes to the Board of Directors.
- (4) Review at least annually the charters of the committees of the Board of Directors and, when necessary or appropriate, recommend changes in such charters to the Board of Directors.
- (5) Oversee the annual evaluation by the Board of Directors of itself and its committees.
- (6) Oversee the evaluation of management generally.
- (7) Review with the Chief Executive Officer matters relating to management succession.
- (8) Identify individuals to serve as officers of the Company and recommend such individuals to the Board of Directors.
- (9) Monitor the development of best practices regarding corporate governance and take a leadership role in shaping the corporate governance of the Company.
- (10) Review and approve the requests of Management Directors and executive officers who report directly to the Chief Executive Officer seeking to accept invitations to serve on public company boards and committees thereof. For purposes of this Charter, the term "executive officer" has the same meaning specified for the term

“officer” in Rule 16a-1(f) under the Securities Exchange Act of 1934, as amended.

- (11) Assist the Board of Directors in determining director independence under applicable laws, rules and regulations.
- (12) Take such actions and make such determinations and recommendations as are required or advisable to comply with the rules of the Securities and Exchange Commission relating to nominating and governance committee functions and communications between the Board of Directors and shareholders.

Additional Powers and Responsibilities

The Governance and Nominating Committee shall have the authority to engage and obtain advice and assistance from advisors, including independent or outside counsel, shall have authority to retain and/or terminate any search firm, including those used to identify individuals qualified to serve on the Board of Directors, and shall have the sole authority to approve the fees and other retention terms of any such engagement, as it determines is necessary or appropriate to carry out its duties. All related fees and costs of such advisors shall be paid promptly by the Company in accordance with its normal business practices.

The Governance and Nominating Committee shall, on an annual basis, review and reassess the adequacy of this Charter and conduct an evaluation of the Governance and Nominating Committee’s own performance during such past year.

The Governance and Nominating Committee shall perform such other activities as the Governance and Nominating Committee or the Board of Directors may from time to time deem necessary or appropriate.