

**XTO ENERGY INC.**  
**CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**  
**(as amended through February 15, 2005)**

**I. Purpose**

The primary objectives of the Corporate Governance and Nominating Committee (“Committee”) are to assist the Board of Directors by: (i) identifying individuals qualified to become Board members and recommending that the Board select a group of director nominees for each annual meeting of the Company’s stockholders; (ii) ensuring that the Audit, Compensation and Corporate Governance and Nominating Committees of the Board shall have the benefit of qualified and experienced “independent” directors; and (iii) developing and recommending to the Board a set of elective corporate governance policies and procedures applicable to the Company.

**II. Organization**

The Committee shall consist of three or more directors, each of whom shall satisfy the applicable independence requirements of The New York Stock Exchange and any other regulatory requirements.

Committee members shall be elected annually at the meeting of the Board immediately following the annual stockholder’s meeting and shall serve until their resignation, retirement, removal or election of a successor by the Board. The Committee’s chair shall be designated by the full Board or, if it does not do so, the Committee members shall elect a chair by vote of a majority of the full Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

**III. Structure and Meetings**

The chair of the Committee will preside at each meeting and, in consultation with the other members of the Committee, will set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. It is expected that the Committee will meet at least once annually. The chair of the Committee shall ensure that the agenda for each meeting is circulated to each Committee member in advance of the meeting. The chair will submit periodic reports of the Committee’s work and findings to the Board.

**IV. Goals and Responsibilities**

The Committee shall:

- a. develop and recommend to the Board a set of corporate governance principles applicable to the Company, and review and reassess the adequacy of such guidelines annually and recommend to the Board any changes deemed appropriate;

- b. develop and recommend to the Board a set of standards for determining director independence and director qualification standards applicable to the Company's directors, and review and reassess the adequacy of such standards annually and recommend to the Board any changes deemed appropriate;
- c. develop policies on the size and composition of the Board;
- d. review possible candidates for Board membership consistent with the Board's criteria for selecting new directors;
- e. perform Board performance evaluations on an annual basis;
- f. annually recommend a slate of nominees to the Board with respect to nominations for the Board at the annual meeting of the Company's stockholders;
- g. review director compensation levels and practices and recommend, from time to time, changes in such compensation levels and practices to the Board;
- h. generally advise the Board (as a whole) on corporate governance matters;
- i. review nominee suggestions received from stockholders in accordance with the notice provisions and procedures set forth in the Bylaws;
- j. review nominee suggestions received from management, directors, stockholders or other appropriate interested parties in accordance with procedures established from time to time by the Committee and published by the Company;
- k. make recommendations regarding director orientation and continuing education;
- l. in consultation with the Chairman of the Board, advise the Board on (a) committee member qualifications, (b) committee member appointments and removals, (c) committee structure and operations (including authority to delegate to subcommittees), and (d) committee reporting to the Board;
- m. annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
- n. perform any other activities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems appropriate.

## **V. Performance Evaluation**

The Committee shall conduct an annual performance evaluation.

## **VI. Committee Resources**

The Committee shall have the authority to obtain advice and seek assistance from internal or external legal, accounting or other advisors. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve such search firm's fees and other retention terms.

## **VII. Disclosure of Charter**

This Charter will be made available on the Company's website at [www.xtoenergy.com](http://www.xtoenergy.com).