

XTO ENERGY INC.
COMPENSATION COMMITTEE CHARTER
(As amended through February 17, 2009)

I. Purpose

The primary purpose of the Compensation Committee is to: (i) assist the Board of Directors in discharging its duties and responsibilities in respect of compensation of the Company's executive officers; (ii) review and discuss with the Company's management the Compensation Discussion and Analysis (CD&A) to be included in the Company's annual report or proxy statement and determine whether to recommend to the Board that the CD&A be included in the annual report or proxy statement; and (iii) produce the Committee's annual report on executive compensation for inclusion in the Company's annual report or proxy statement on executive compensation.

II. Organization

The Compensation 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 applicable regulatory requirements. In addition, a person may serve on the Compensation Committee only if the person qualifies as a "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as an "outside director" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended.

Committee members shall be elected annually, upon the recommendation of the Compensation and Corporate Governance Committee, at the meeting of the Board immediately following the annual stockholders meeting and shall serve until their death, resignation, retirement, disqualification, or removal or election of a successor by the Board. The Corporate Governance and Nominating Committee shall also recommend to the Board the person to serve as the Committee's chair. The Board shall designate the chair 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 delegate its powers and authority to subcommittees, the Chairman of the Board, the Chief Executive Officer or a committee of senior executive officers when appropriate and consistent with applicable law and regulatory requirements.

III. Structure and Meetings

The chair of the Compensation Committee shall preside at each meeting of the Committee and, in consultation with the other members of the Committee, shall 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 twice annually. The chair shall ensure that the agenda for each meeting is circulated in advance of the meeting. The chair shall submit periodic reports of the Committee's work and findings to the Board.

IV. Duties and Responsibilities

The Compensation Committee shall have the power and authority of the Board to perform the following duties and to fulfill the following responsibilities:

- a. review and approve corporate goals and objectives relevant to the compensation of the Chairman of the Board and the Chief Executive Officer, evaluate the performance of such officers in light of such goals and objectives and determine and approve the compensation, including cash incentive compensation, equity-based compensation, perquisites and other benefits, of such officers based on such evaluations;
- b. review and approve compensation, including cash incentive compensation, equity-based compensation, perquisites and other benefits, for executive officers not covered by Item IV.a above, and review the compensation of all other officers and key employees of the Company;
- c. review and discuss with management the CD&A required by Securities and Exchange Commission Regulation S-K, Item 402 and, based on that review and discussion, determine whether to recommend to the Board that the CD&A be included in the Company's annual report or proxy statement;
- d. produce an annual report on executive compensation for inclusion in the Company's annual report or proxy statement, in accordance with applicable rules and regulations;
- e. administer the compensation plans under which it has been granted administrative duties and responsibilities in a manner consistent with the terms of such plans, including, as applicable, making recommendations to the Board with respect to cash incentive plans and equity-based plans, including new plans or amendments to existing plans, establishing criteria for the granting of awards under such plans and reviewing and approving the granting of awards in accordance with such criteria to the Chairman of the Board, the Chief Executive Officer and other executive officers and, except to the extent the Committee has delegated authority to the Chairman of the Board, the Chief Executive Officer or a committee of senior executive officers, review and approve awards to all other officers and key employees;
- f. review, approve and administer any employment, severance, change-in-control or other compensatory agreements or plans with or for executive officers;
- g. determine the Company's policy, and make performance determinations where applicable, with respect to the application of Section 162(m) of the Internal Revenue Code;

- h. monitor compliance by executive officers with the Company's stock ownership guidelines;
- i. develop plans for managerial development and succession of the Company's senior officers;
- j. review major organizational and staffing matters;
- k. annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval; and
- l. perform any other duties and fulfill other responsibilities consistent with this Charter, the Company's Bylaws and governing law as the Committee or the Board deems necessary or appropriate.

V. Performance Evaluation

The Compensation Committee shall conduct an annual performance evaluation.

VI. Committee Resources

The Compensation Committee shall have the authority to obtain advice and seek assistance from internal and external legal, accounting and other advisors and compensation consultants. The Committee shall determine the extent of funding necessary for the payment of compensation to any advisors retained to advise the Committee.

VII. Disclosure of Charter

This Charter shall be made available to the Company's website at www.xtoenergy.com.