

XTO ENERGY INC.
Director Qualification Standards
(As amended through February 17, 2009)

1. Directors should be of the highest ethical character and share in the values of XTO Energy Inc.
2. Directors should have personal and professional reputations consistent with the image and reputation of XTO Energy Inc.
3. Directors should be highly accomplished in their respective field and have experience at a strategy/policy setting level.
4. In selecting directors, the Board of Directors should generally seek active and former chief executive officers, entrepreneurs, independent business owners, licensed attorneys and certified public accountants, all with strong financial backgrounds.
5. The Board of Directors should also seek individuals with a background in the oil and gas exploration and development industry, including individuals with strong technical backgrounds.
6. Each director should have relevant expertise and experience, and be able to offer advice and guidance based on that expertise and experience.
7. The majority of voting directors on the Board of Directors should be independent as defined in the Company's Categorical Standards of Director Independence and the rules of the New York Stock Exchange and any other applicable rules. In addition, directors should be independent of any particular constituency and be able to represent all stockholders of the Company.
8. Each director should have the ability to exercise sound business judgment.
9. Directors should be selected so that the Board of Directors is a diverse body composed of the most qualified individuals available to serve, considering a diversity of professional experience, gender, ethnic background and age.
10. Directors must have time available to devote to activities of the Board of Directors and any committees on which they serve.